

# Form 605

## Corporations Act 2001 Section 671B

### Notice of ceasing to be a substantial holder

To Company Name/Scheme **IDP EDUCATION LIMITED**

ACN/ARSN **117 676 463**

#### 1. Details of substantial holder(1)

Name SEEK Investments Pty Ltd, SEEK Limited and each of their related bodies corporate listed in Annexure A

ACN/ARSN (if applicable) 121 263 894 080 075 314

The holder ceased to be a substantial holder on 30 / 11 / 15

The previous notice was given to the company on 27 / 11 / 15

The previous notice was dated 27 / 11 / 15

#### 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
30 / 11 / 15	SEEK Investments Pty Ltd	Transfer of all of its shares to IDP Vendor Limited pursuant to a deed poll (as described in section 7.1.4 of the IDP Education Limited prospectus lodged with ASIC on 12 November 2015)	\$320.1 million	125,147,484 ordinary shares	125,147,484
30 / 11 / 15	SEEK Investments Pty Ltd	As a result of the transfer described above, SEEK Investments Pty Ltd ceases to have voting power in 20% or more of IDP Education Limited, and accordingly section 608(3)(a) no longer applies to give SEEK Investments Pty Ltd a relevant interest in the shares in which IDP Education Limited has a relevant interest	N/A	125,147,484 ordinary shares	125,147,484
30 / 11 / 15	SEEK Limited	As a result of the transfer described above, SEEK	N/A	250,294,968 ordinary shares	250,294,968

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.

		Limited ceases to have a relevant interest in any shares due to SEEK Investments Pty Ltd ceasing to have a relevant interest in any shares			
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### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

### 4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
SEEK Investments Pty Ltd	Level 6, 541 St Kilda Road, Melbourne VIC 3004
SEEK Limited	Level 6, 541 St Kilda Road, Melbourne VIC 3004
Each of the parties listed in Annexure A	c/o Level 6, 541 St Kilda Road, Melbourne VIC 3004

## Signature

print name MOANA WEIR capacity COMPANY SECRETARY

sign here



date

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## Annexure A

SEEK Campus Pty Ltd  
SEEK NZ Limited  
SEEK Learning Pty Ltd  
SEEK Commercial Pty Ltd  
Job Seeker Pty Ltd  
SEEK International Investments Pty Ltd  
SEEK International Investments II Cooperatie U.A.  
Brasil Online Holdings Cooperatief U.A.  
CTHO Online Holdings, LLC  
Catho Online, Ltda.  
Manager Online Servicos de Internet, Ltda.  
Manager Online Servicos de Informatica Ltda  
Online Career Centre Mexico S.A.P.I de CV  
Online Career Center Mexico Inc.  
SeekAsia Ltd  
Jobs DB Inc  
Jobs DB Hong Kong Limited  
Jobs DB China Info'n Technology Ltd  
Jobs DB Singapore Pte Limited  
Jobs DB Recruitment (Thailand) Limited  
Jobs DB Malaysia Sdn. Bhd.  
PT. Jobs DB Indonesia  
PT. Prestige Indonesia  
Jobs DB Philippines Inc.  
Ezyjobs (Thailand) Limited  
Job88 (BVI) Inc.  
Jobs DB Assets (Thailand) Limited  
Jobs DB Prestige Inc.  
Jobs DB Investments Limited  
SEEK Asia Investments Pte Ltd  
88 Karat Sdn Bdh  
JobStreet.com Sdn Bdh  
Agensi Pekerjaan JS Staffing Services Sdn. Bhd.  
JobStreet.com Pte.Ltd.  
JobStreet.com Phillipines, Inc.  
PT JobStreet (Indonesia)  
JobStreet.com Shared Services Sdn Bdh  
JS Vietnam Holdings Pte Ltd  
JobStreet Company Vietnam  
JobStreet.com Limited  
JS Recruitment Solutions Sdn Bdh  
Zhaopin Limited  
Beijing Wangpin Consulting Co. Ltd.  
Zhilian Yipin (Beijing) Technology Co., Ltd.  
Wangpin Information Consulting (Shanghai) Company Co., Ltd.  
Zhilian Wangpin (Beijing) Technology Ltd.  
Guangdong Zhilian Culture & Media Co., Ltd.  
Jobs DB China Investments Limited  
Guangzhou Houbo Information Technology Co., Ltd  
Shenzhen Xijier Human Resources Co., Ltd

Beijing Zhilian Sanke Human Resources Service Co., Ltd.  
Wuhan Zhilian Rencai Advertising Co., Ltd  
Shenyang Zhilian Wangpin Advertising Co, Ltd.  
Harbin Zhilian Wangcai Advertising Co., Ltd  
Shenyang Zhilian Recruitment Service Co., Ltd.  
Dalian Zhilian Advertising Co., Ltd.  
Hangzhou Wangpin Advertising Co., Ltd.  
Fuzhou Zhilian Advertising Co., Ltd.  
Xiamen Zhilian Wangpin Commercial Service Co., Ltd.  
HS Holdco Pty Ltd  
International Education Holdco Pty Ltd