



ASX Announcement

3 July 2014

Zhaopin Limited – Underwriters Exercise Option to Purchase 841,500 Additional ADSs

SEEK Limited (“SEEK”) has announced that Zhaopin Limited (“Zhaopin”) has announced that the underwriters of its initial public offering (“IPO”) have exercised their option to purchase 841,500 additional American depository shares (“ADSs”) at the IPO price of US\$13.50 on 2 July (New York, US East Coast time), each representing two Class A ordinary shares, in line with the terms of the underwriting agreement.

Post the issue of the additional ADSs on 2 July 2014 Zhaopin will have a total of the equivalent of 50.78m ADSs outstanding, comprising:

- 5.61m ADSs issued as part of the IPO
- Shares representing the equivalent of 1.11m ADSs from the Concurrent Private Placement to PCV Belge SCS (a vehicle advised by the private equity firm Apax Partners)
- Shares representing the equivalent of 43.22m ADSs held by existing shareholders prior to the IPO
- 0.84m ADSs issued as a result of the underwriters exercising their option

The total capital raised after exercise of the underwriters’ option is approximately US\$102m, before discounts, fees and expenses.

Subsequent to the underwriters exercising their option to purchase the 0.84m additional ADSs, SEEK will remain the majority shareholder in Zhaopin with an undiluted equity interest of 67.2%¹.

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Zhaopin’s registration statement relating to these securities has been declared effective by the U.S. Securities and Exchange Commission. This announcement shall not constitute an offer to sell or the solicitation of an offer to buy nor may there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of any such state or jurisdiction. The offering of the securities is made only by means of a prospectus forming part of the effective registration statement. A copy of the prospectus may be obtained from Zhaopin.

¹ SEEK’s diluted equity ownership would be 60.1%, including the impact of Zhaopin employee options that vested at IPO. The ADSs associated with the Zhaopin employee options that vested at IPO are subject to lock-up provisions, and therefore their impact on dilution is not effective immediately post-IPO