

## 51JOB, INC.

### NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Members (the "Meeting") of 51job, Inc., a Cayman Islands exempted company (the "Company"), will be held at 9:00 a.m., local time, on December 22, 2015, at the Company's principal executive offices at Building 3, No. 1387, Zhang Dong Road, Shanghai 201203, People's Republic of China, for the purpose of considering and, if thought fit, passing and approving the following ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

- To re-elect Mr. David K. Chao as a director of the Company.
- To re-elect Mr. Li-Lan Cheng as a director of the Company.
- To re-elect Mr. Eric He as a director of the Company.
- To re-elect Mr. Kazumasa Watanabe as a director of the Company.
- To re-elect Mr. Rick Yan as a director of the Company.
- To approve the adoption of the 2015 Share Incentive Plan.

In addition, the Meeting will transact any other business properly brought before the Meeting.

**Members may obtain copies of the proxy materials, including a proxy statement, a proxy form and written consent, and the Company's 2014 annual report on Form 20-F, at <http://ir.51job.com> under the heading "Annual Report."**

Members of record at the close of business on November 18, 2015 (the "Record Date") of common shares in the capital of the Company will be entitled to attend and vote at the Meeting or any adjournment or postponement thereof. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.

Pursuant to the Company's memorandum and articles of association currently in effect, on a poll, every member present in person or by proxy shall be entitled to one vote in respect of each common share held by him on the Record Date.

By Order of the Board of Directors,



---

Rick Yan  
Director, Chief Executive Officer, President and  
Company Secretary

November 18, 2015

**51JOB, INC.**

**Building 3  
No. 1387, Zhang Dong Road  
Shanghai 201203  
People's Republic of China**

**2015 ANNUAL GENERAL MEETING OF MEMBERS  
TO BE HELD ON DECEMBER 22, 2015**

**PROXY STATEMENT**

The Board of Directors is soliciting proxies for the 2015 Annual General Meeting of Members (the "Meeting") of 51job, Inc. (the "Company") to be held on December 22, 2015 at 9:00 a.m., local time, or any adjournment or postponement thereof. The Meeting will be held at the Company's principal executive offices at Building 3, No. 1387, Zhang Dong Road, Shanghai 201203, People's Republic of China.

Members of record at the close of business on November 18, 2015 (the "Record Date") of common shares in the capital of the Company may attend the Meeting and will be entitled to attend and vote at the Meeting or any adjournment or postponement thereof. The quorum for the Meeting shall be one or more members present in person or by proxy holding not less than 33⅓% of the outstanding common shares of the Company.

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. Every member present in person or by proxy shall be entitled to one vote in respect of each common share held by him on the Record Date.

**ORDINARY RESOLUTIONS TO BE VOTED ON**

At the Meeting, ordinary resolutions will be proposed as follows:

1. To re-elect Mr. David K. Chao as a director of the Company until the close of the next annual general meeting of the Company.
2. To re-elect Mr. Li-Lan Cheng as a director of the Company until the close of the next annual general meeting of the Company.
3. To re-elect Mr. Eric He as a director of the Company until the close of the next annual general meeting of the Company.
4. To re-elect Mr. Kazumasa Watanabe as a director of the Company until the close of the next annual general meeting of the Company.
5. To re-elect Mr. Rick Yan as a director of the Company until the close of the next annual general meeting of the Company.
6. To approve the adoption of the 2015 Share Incentive Plan.

In addition, the Meeting will transact any other business properly brought before the Meeting.

**The Board of Directors recommends a vote "FOR" each resolution.**

## **VOTING PROCEDURE FOR HOLDERS OF COMMON SHARES**

For holders of the Company's common shares, you should vote by either attending the Meeting in person or by mailing the attached proxy form as instructed therein.

## **VOTING PROCEDURE FOR HOLDERS OF AMERICAN DEPOSITARY SHARES**

JPMorgan Chase Bank, N.A., as depositary of the American Depositary Shares (the "ADSs"), has advised the Company that it intends to distribute to all holders of ADSs the Notice of the Meeting, this Proxy Statement and an ADS Voting Instruction Card. Upon the delivery of a signed and completed ADS Voting Instruction Card as instructed therein, the depositary will endeavor, to the extent practicable, to vote or cause to be voted the amount of common shares represented by the ADSs, evidenced by American Depositary Receipts related to those ADSs, in accordance with the instructions set for in such request. As the holder of record for all the common shares represented by the ADSs, only the depositary may vote those common shares at the Meeting. Holders of ADSs may attend, but may not vote at, the Meeting or any adjournment or postponement thereof.

The depositary and its agents are not responsible if they fail to carry out your voting instructions or for the manner in which they carry out your voting instructions.

If (1) the enclosed ADS Voting Instruction Card is signed but is missing voting instructions, (2) the enclosed ADS Voting Instruction Card is improperly completed or (3) no ADS Voting Instruction Card is received by the depositary from a holder of the ADSs by December 18, 2015, the depositary shall deem such holder of ADSs to have instructed it to give a discretionary proxy to a person designated by the Company to vote as the designated person so authorize.

## **AVAILABILITY OF PROXY MATERIALS**

The proxy materials, including the Company's 2014 annual report on Form 20-F, are available at <http://ir.51job.com> under the heading "Annual Report." You may request a hard copy of these documents by sending an email to the Investor Relations Department at [ir@51job.com](mailto:ir@51job.com) or by calling +86-21-6879-6250. There is no charge to you for requesting a copy.

## **DEADLINE FOR MEMBER PROPOSALS**

For proposals from members to be considered and included in the proxy statement for the 2016 Annual General Meeting of Members, you must submit your proposal in writing and deliver it to the attention of the Company Secretary before July 1, 2016 at Building 3, No. 1387, Zhang Dong Road, Shanghai 201203, People's Republic of China. The submission of a proposal does not assure that it will be included in the proxy statement or the proxy form.

## **ORDINARY RESOLUTIONS NO. 1 TO NO. 5**

### **ELECTION OF DIRECTORS**

The Board of Directors currently consists of five members, four of them are non-executive directors and one is a member of management. In accordance with the Company's memorandum and articles of association currently in effect, at each annual general meeting, all of the directors for the time being shall retire from office, retaining office until the close of such meeting, and shall be eligible for re-election. Each director shall serve until his successor is duly elected and qualified or until his death, resignation or removal. The Company's articles presently authorize five board positions or such other number as shall be fixed from time to time by the Board of Directors provided that the Board of Directors shall include such number of independent directors required by applicable law, rules or regulations.

#### **DIRECTOR NOMINEES**

David K. Chao has been a director of the Company since 2000. Mr. Chao is a co-founder and general partner of DCM, an early stage technology venture capital firm that manages over US\$2.0 billion. DCM has offices in Menlo Park, USA, Beijing, China and Tokyo, Japan. Prior to joining DCM, Mr. Chao was a co-founder of Japan Communications, Inc., a publicly traded provider of mobile data and voice communications services in Japan. Prior to that, he also worked at McKinsey & Company, Apple Computer and Recruit Co., Ltd. Mr. Chao serves on the boards of directors of Renren Inc., a social networking Internet platform in China listed on the New York Stock Exchange, and numerous DCM portfolio companies. Mr. Chao received his Bachelor of Arts degree in Economics and East Asian Studies (Anthropology) from Brown University and his Master of Business Administration degree from Stanford University.

Li-Lan Cheng has been a director of the Company since March 2013. Mr. Cheng is the chief operating officer of E-House (China) Holdings Limited, a real estate services company listed on the New York Stock Exchange, since April 2012 and served as its chief financial officer from November 2006 to April 2012. Mr. Cheng has been an executive director of Leju Holdings Limited, a leading online-to-offline real estate services provider in China listed on the New York Stock Exchange, since March 2014. Prior to joining E-House, Mr. Cheng served from 2005 to 2006 as the chief financial officer of SouFun Holdings Limited, a leading real estate Internet portal and a leading home furnishing website in China. From 2002 to 2004, Mr. Cheng served as an executive director and the chief financial officer of SOHO China Limited, a real estate developer in Beijing. From 1997 to 2002, he was an assistant director and the head of Asian transportation sector investment banking group of ABN AMRO Asia. Mr. Cheng is also an independent director of Country Style Cooking Restaurant Chain Co. Ltd., a quick service restaurant chain listed on the New York Stock Exchange. Mr. Cheng received his Bachelor degree in Economics from Swarthmore College and his Ph.D. degree in Economics from the Massachusetts Institute of Technology. Mr. Cheng is a chartered financial analyst.

Eric He has been a director of the Company since July 2014. Mr. He currently serves as the chief financial officer of YY Inc., an interactive social platform company in China listed on the NASDAQ Stock Market. From March 2007 to August 2011, Mr. He served as the chief financial officer of Giant Interactive Group Inc. From 2004 to 2007, he served as the chief strategy officer of Ninetowns Internet Technology Group Company Limited. From 2002 to 2004, Mr. He served as a private equity investment director of AIG Global Investment Corporation (Asia) Ltd. Mr. He is also an independent director of MOL Global, Inc., a leading e-payment enabler for online goods and services listed on the NASDAQ Stock Market. Mr. He received his Bachelor degree in Accounting from National Taipei University and his Master of Business Administration degree from the Wharton School of the University of Pennsylvania. Mr. He is a chartered financial analyst and certified public accountant in the United States.

Kazumasa Watanabe has been a director of the Company since October 2012. Mr. Watanabe is a corporate executive officer of Recruit Holdings Co., Ltd., a human resources and information services company listed on the Tokyo Stock Exchange, and is head of research and development for the Asia sales promotion business. Since joining Recruit in 1991, he has been primarily involved in the growth and expansion of Recruit's HR company and the online recruiting business. Starting his career as a sales representative, Mr. Watanabe became head of product in 1999 and then an editor-in-chief. In 2004, he assumed the role of division officer and has since held many senior positions throughout Recruit's HR company responsible for new product and business development. Mr. Watanabe received his Bachelor degree in Commerce from Nagoya University in 1991.

Rick Yan has been a director, chief executive officer and president of the Company since 2000. He is responsible for the Company's overall strategy and management. Mr. Yan was an investor and advisor of the Company from its inception and prior to his appointment as chief executive officer. Prior to joining the Company, Mr. Yan was a Director and the Head of China Practice at Bain & Company, an international strategy consulting company. He joined the firm in London in 1989, returned to Asia and set up Bain & Company's Hong Kong and Beijing offices in 1991 and 1993, respectively. In his 11-year tenure with Bain & Company, Mr. Yan was widely acknowledged as an expert in the consumer products and technology sectors. Prior to his affiliation with Bain & Company, Mr. Yan worked at Hewlett-Packard in Hong Kong for four years and was awarded Marketing Executive of the Year. Mr. Yan received his Bachelor of Engineering degree and Master of Philosophy degree from the University of Hong Kong and his Master of Business Administration degree with distinction from INSEAD in France.

**The Board of Directors recommends a vote "FOR" the election of each director nominee.**

**ORDINARY RESOLUTION NO. 6**

**ADOPTION OF THE 51JOB, INC.  
2015 SHARE INCENTIVE PLAN**

The Board of Directors has adopted, subject to shareholders' approval, the 51job, Inc. 2015 Share Incentive Plan (the "2015 Plan"). The purpose of the 2015 Plan is to attract, motivate, retain and reward personnel in positions of substantial responsibility at the Company by providing additional incentives to employees, directors and consultants to promote the long-term success of the Company's business.

The proposed 2015 Plan is intended to replace the 2009 Share Option Plan, which had approximately 1.4 million common shares available for future grants as of September 30, 2015, and no additional grants will be made under the 2009 Share Option Plan once the 2015 Plan is approved by shareholders. Under the 2015 Plan, the maximum aggregate number of common shares which may be issued is (i) 10,000,000, and (ii) an automatic increase on January 1, 2019, January 1, 2022 and January 1, 2025 by that number of common shares representing 5.0% of the then total issued and outstanding shares of the Company on an as-converted fully diluted basis as of December 31 of the respective preceding year, or such lesser number as the Board of Directors shall determine. The full text of the 2015 Plan is set forth as Appendix A to this proxy statement.

**The Board of Directors recommends a vote "FOR" the adoption of the 51job, Inc. 2015 Share Incentive Plan.**

## **ACCESS TO CORPORATE GOVERNANCE POLICIES**

The Company has adopted a Code of Business Conduct and Ethics which is available at <http://ir.51job.com> under the heading “Code of Conduct.” The committee charters for the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee of the Board of Directors are available at <http://ir.51job.com> under the heading “Committee Charters.”

Copies of the Company’s Code of Business Conduct and Ethics as well as the committee charters will be provided free of charge upon written request to the Investor Relations Department by mail at Building 3, No. 1387, Zhang Dong Road, Shanghai 201203, People’s Republic of China.

## **OTHER MATTERS**

The Board of Directors knows of no other business that will be presented at the Meeting. If any other business is properly brought before Meeting, proxies in the enclosed form will give authority to the proxy holders to vote on such matters at their discretion.

By Order of the Board of Directors,



---

Rick Yan  
Director, Chief Executive Officer, President and  
Company Secretary

November 18, 2015