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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **HC International, Inc.** (the "Company"), you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.



20 years, young HC!

HC INTERNATIONAL, INC.

慧聪网有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8292)

**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

The notice convening the annual general meeting of the Company (the "AGM") to be held at Tower B, Jingyi Technical Building, No.9 Dazhongsi East Road, Haidian District, Beijing, the PRC (100098) on Wednesday, 8th May 2013, at 4:00 p.m. is set out on pages 14 to 18 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy and return the same to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) thereof if you so wish.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“AGM”	an annual general meeting of the Company for the year ended 31st December 2012 to be held at Tower B, Jingyi Technical Building, No.9 Dazhongsi East Road, Haidian District, Beijing, the PRC (100098) on Wednesday, 8th May 2013 at 4:00 p.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 14 to 18 of this circular
“Articles of Association”	the articles of association of the Company, adopted on 30th November 2003 and as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Company”	HC International, Inc., a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with Shares of up to 20% of the issued share capital of the Company on the date of the AGM, as set out in resolution number 4(A) in the AGM Notice

DEFINITIONS

“Latest Practicable Date”	22nd March 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Registrar”	the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares of up to 10% of the issued share capital of the Company on the date of AGM, as set out in resolution number 4(B) in the AGM Notice
“Repurchase Resolution”	the proposed ordinary resolution in the terms set out in resolution no. 4(B) of the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong



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HC INTERNATIONAL, INC.

慧聪网有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8292)

Executive Directors:

Guo Fansheng (*Chairman*)
Guo Jiang (*Chief Executive Officer*)
Lee Wee Ong (*Chief Financial Officer*)

Non-executive Director:

Li Jianguang
Guo Wei

Independent Non-executive Directors:

Zhang Ke
Xiang Bing
Zhang Tim Tianwei

Registered Office:

4th Floor
One Capital Place
P.O. Box 847
George Town
Grand Cayman
Cayman Islands
British West Indies

Head Office and Principal

Place of Business:

Tower B
Jingyi Technical Building
No.9 Dazhongsi East Road
Haidian District
Beijing
The People's Republic of China

28th March 2013

To the Shareholders

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed general mandates to issue shares and to repurchase shares, and the re-election of Directors in accordance with the Articles of Association, and to give you the notice of the AGM.

* For identification purposes only

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 4th May 2012. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the proposed resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by its Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company (the "Relevant Period").

As at the Latest Practicable Date, the issued share capital of the Company comprised 565,551,749 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 113,110,349 new Shares under the Issue Mandate, representing 20% of the aggregate nominal amount of the share capital of the Company as at the date of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by it then Shareholders on 4th May 2012. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the proposed resolution. The Repurchase Mandate allows the Company to make purchases only during the Relevant Period.

As at the Latest Practicable Date, the issued share capital of the Company comprised 565,551,749 Shares. Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 56,555,174 Shares under the Repurchase Mandate, representing approximately 10% of the aggregate nominal amount of the share capital of the Company as at the date of the AGM.

LETTER FROM THE BOARD

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

RE-ELECTION OF DIRECTORS

In accordance with Article 87 of the Articles of Association, Mr. Guo Fansheng and Mr. Lee Wee Ong, each being the executive Director and Mr. Zhang Ke, an independent non-executive Director, will retire from office as Directors by rotation and being eligible, each of Mr. Guo Fansheng, Mr. Lee Wee Ong and Mr. Zhang Ke offer himself for re-election at the AGM.

The particulars of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The notice convening the AGM to be held at Tower B, Jingyi Technical Building, No.9 Dazhongsi East Road, Haidian District, Beijing, the PRC (100098) on Wednesday, 8th May 2013 at 4:00 p.m. is set out on pages 14 to 18 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll.

Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy and return it to the Registrar in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if you so wish.

RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase Mandate, and the re-election of the Directors set out above are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions as set out in the AGM Notice at the AGM.

Yours faithfully,
By order of the Board
Guo Jiang
Chief Executive Officer and Executive Director

This appendix serves as an explanatory statement required to be sent to the Shareholders pursuant to Rule 13.08 of the GEM Listing Rules to provide the requisite information to the Shareholders to make an informed decision in relation to the Repurchase Resolution to be proposed under the AGM Notice.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 565,551,749 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the AGM, the Company will be allowed to repurchase a maximum of 56,555,174 Shares during the Relevant Period.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have general authority from the Shareholders to enable the Directors to repurchase Shares on a stock exchange. Such repurchase may, depending on market conditions and funding arrangements at the relevant time, lead to an enhancement of the net asset value and/or earnings per Share of the Company. The Repurchase Mandate will only be exercised when the Directors believe that such repurchase(s) will benefit the Company and the Shareholders.

DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

To the best of the knowledge and belief of the Directors having made all reasonable enquiries, none of the Directors and their respective associates has a present intention, in the event that the Repurchase Mandate is approved and exercised, to sell any securities of the Company to the Company and any of its subsidiaries. No connected person of the Company has notified the Company that it has a present intention to sell any securities of the Company to the Company and its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved and exercised.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company will only apply funds legally available for such purpose, being distributable profit of the Company or proceeds of a fresh issue of Shares made for such purpose in accordance with its memorandum of association of the Company, the Articles and the laws of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the financial position of the Company as at 31st December 2012 (being the date of its latest published audited consolidated accounts) in the event that the repurchase of Shares were to be carried out in full at any time during the Relevant Period. However, the Directors do not propose to exercise the Repurchase

Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM during each of the previous twelve months and up to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
April	2.16	1.99
May	2.50	2.10
June	2.20	2.01
July	2.38	1.91
August	2.30	2.07
September	2.32	2.11
October	2.50	2.18
November	2.75	2.41
December	3.11	2.55
2013		
January	4.00	2.85
February	3.70	3.35
March (up to the Latest Practicable Date)	4.49	3.49

UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeover Code.

As at the Latest Practicable Date, the following persons were interested in 5% or more of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the interest of such persons will be increased to approximately the percentage set out in the last column as follows:

Name of Substantial Shareholder	Class of Shares	Long position	Natures of Interests/ Holding capacity	Approximate percentage of shareholding	
				As at the Latest Practicable Date	If the Repurchase Mandate is exercised in full
Digital China Holdings Limited	Ordinary	112,758,107 (Note 2)	Interest in Controlled Corporation	19.94%	22.15%
Geng Yi	Ordinary	88,549,771 (Note 3)	Beneficial Owner and Family Interest	15.66%	17.40%
Guo Jiang	Ordinary	88,549,771 (Note 4)	Beneficial Owner and Family Interest	15.66%	17.40%
Kent C. McCarthy	Ordinary	81,022,000 (Note 5)	Interest in Controlled Corporation	14.33%	15.92%
Guo Fansheng	Ordinary	57,749,015	Beneficial Owners	10.21%	11.35%
Zhou Quan	Ordinary	53,256,743 (Note 6)	Interest in Controlled Corporation	9.42%	10.46%
Ho Chi Sing	Ordinary	53,256,743 (Note 6)	Interest in Controlled Corporation	9.42%	10.46%
Li Jianguang	Ordinary	32,000,384 (Note 7)	Interest in Controlled Corporation	5.66%	6.29%

Notes:

1. Assuming no repurchase of any of the Shares held by stated Shareholders.
2. 112,758,107 Shares are held by Talent Gain Developments Limited, a wholly-owned subsidiary of Digital China (BVI) Limited, which is a wholly-owned subsidiary of Digital China Holdings Limited.
3. Such interest in the Company comprises: (a) 54,915,771 Shares of which 50,065,146 Shares are held by Mr. Guo Jiang, who is Ms. Geng Yi's spouse; (b) 16,700,000 underlying shares derived from the awarded shares granted to Mr. Guo Jiang under the employees' share award scheme adopted on 17th November 2011; and (c) 16,934,000 underlying shares derived from the share options granted under the share option scheme adopted on 30th November 2003 of which 11,000,000 underlying shares derived from the share options granted to Mr. Guo Jiang under the share option scheme.

Ms. Geng is deemed, or taken to have, interested in the shares and underlying shares held by Mr. Guo Jiang pursuant to the SFO.

4. Such interest in the Company comprises: (a) 54,915,771 Shares of which 4,850,625 Shares are held by Ms. Geng Yi, who is Mr. Guo Jiang's spouse; (b) 16,700,000 underlying shares derived from the awarded shares granted to Mr. Guo Jiang under the employees' share award scheme adopted on 17th November 2011; and (c) 16,934,000 underlying shares derived from the share options granted under the share option scheme adopted on 30th November 2003 of which 5,934,000 underlying shares derived from the share options granted to Ms. Geng Yi under the share option scheme.

Mr. Guo is deemed, or taken to have, interested in the shares and underlying shares held by Ms. Geng Yi pursuant to the SFO.
5. The reference to 81,022,000 Shares comprises 76,448,873 Shares and 4,573,127 Shares held by Jayhawk Private Equity Fund, L.P. and Jayhawk Private Equity Co-Invest Fund, L.P. respectively. The entire issued share capital of each of the abovementioned entities is owned by Mr. Kent C McCarthy.
6. The reference to 53,256,743 Shares comprises (i) 16,664,743 Shares and (ii) 36,592,000 Shares owned by (i) IDG Technology Venture Investments, L.P., a limited partnership controlled by IDG Technology Venture Investments, LLC, which is in turn jointly controlled by Mr. Zhou Quan and Mr. Ho Chi Sing, and (ii) IDG Technology Venture Investment III, L.P., a limited partnership controlled by IDG Technology Venture Investment III, LLC, which is in turn jointly controlled by Mr. Zhou Quan and Mr. Ho Chi Sing, respectively.
7. The references to 32,000,384 Shares relate to the same block of Shares held by Callister Trading Limited, the entire share capital of which is owned by Mr. Li. Mr. Li is deemed, or taken to be, interested in all the 32,000,384 Shares.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

SHARE REPURCHASES MADE BY THE COMPANY

Pursuant to a share award scheme of the Company adopted in November 2011, as at 31st December 2012, trustee purchased an aggregate of 24,118,000 Shares as awarded shares. The Company has not purchased any of its securities (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM:

Mr. Guo Fansheng, an executive Director

Aged 57

Qualification and Experience

Mr. Guo is an executive Director and the Chairman of the Board. Mr. Guo founded the Group in October 1992 and is responsible for the overall strategic development and policy of the Group. From 1990 to 1992, Mr. Guo worked as a manager in a State-owned business information company in Beijing. From 1987 to 1990, Mr. Guo served as a director of the Liaison Office and general Office of the Economic System Reform Institute under the State Commission for Economic Restructuring, and as the deputy director of the Western China Development Research Center. Prior to working at the State Commission for Economic Restructuring, Mr. Guo served from 1982 to 1987 as a senior official in the government of the Inner Mongolia Autonomous Region. Mr. Guo obtained a bachelor degree in industrial economics from Renmin University of China in 1982. Up to April 2012, Mr. Guo was also an independent non-executive director of China Finance Online Co., Ltd., a NASDAQ-listed company.

Save as disclosed above, Mr. Guo has not held any directorship in other listed public companies in the past three years.

Length of Service

Mr. Guo was first appointed as an executive Director on 21st March 2000. His appointment was recently renewed for a term of three years commencing from 30th November 2012, which may be terminated by either the Company or Mr. Guo by giving three months' written notice or otherwise in accordance with the terms of the director's service contract entered into between Mr. Guo and the Company. Pursuant to Article 87 of the Articles of Association, Mr. Guo will retire at the AGM, at which he will, being eligible, offer himself for re-election and thereafter, be subject to retirement by rotation and re-election at the AGM.

Relationship with other Directors, senior management, substantial or controlling Shareholders

Save for Mr. Guo Jiang, an executive Director and the chief executive officer of the Company and Ms. Geng Yi, Mr. Guo Jiang's spouse, a senior management of the Company, is a nephew of Mr. Guo, Mr. Guo does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

Mr. Guo is deemed to be interested in a long position of 57,749,015 Shares under the SFO. Save as disclosed above, Mr. Guo does not have any other interest in the securities of the Company within the meaning of Part XV of the SFO.

Amount of Emoluments

Under the service contract entered into between the Company and Mr. Guo, he is entitled to basic annual salaries of RMB600,000, which was determined with reference to his roles and responsibility and the prevailing market conditions, and a discretionary bonus, which is determined with reference to his performance during the relevant period of time. Save for the said salaries and discretionary bonus, Mr. Guo is not entitled to any other emolument for holding his office as an executive director of the Company.

Save as disclosed above, Mr. Guo and the Company are not aware of any other matter that needs to be brought to the attention of Shareholders pursuant to the GEM Listing Rules. There is no information which is required to be disclosed under Rule 17.50(2)(h)-(v) of the GEM Listing Rules.

LEE Wee Ong, an executive Director

Aged 43

Qualification and Experience

Mr. Lee (also known as Mr. Alex Lee) is an executive Director. Mr. Lee graduated from the Northern University of Malaysia with a bachelor degree in accounting in 1993. Mr. Lee spent 6 years with Colonial First State Investments Group and Hambros Australia as a fund manager and was seconded to CMG CH China Funds Management. Mr. Lee had been the chief financial officer of the Company, and subsequently the chief strategy officer of the Company from 2000 to 2006. Mr. Lee is the founder of AlexCybot (Beijing) Technology Company Limited (亞力賽博(北京)科技有限公司), while holding directorship in MultiVision (Beijing) Technology Company Limited (卯泰維視(北京)科技有限公司) and Beijing WaterCompass Digital GIS Technology Company Limited (北京水羅盤數字地理信息科技有限公司).

Mr. Lee does not hold any directorship in other public company in the past three years prior to the Latest Practicable Date.

Length of Service

Mr. Lee was appointed as an executive Director on 1 July 2012 for a term of three years, which may be terminated by either the Company or Mr. Lee by giving three months' written notice or otherwise in accordance with the terms of the director's service contract entered into between Mr. Lee and the Company. Pursuant to Article 87 of the Articles of Association of the Company. Mr. Lee will retire at the AGM, at which he will, being eligible offer himself for re-election and thereafter, be subject to rotation and re-election at the AGM.

Relationship with other Directors, senior management, substantial or controlling shareholders

Mr. Lee does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholder.

Interests in Shares

As at the Latest Practicable Date, Mr. Lee is interested in 100,672 Shares and 3,000,000 underlying Shares derived from the awarded share granted to Mr. Lee Wee Ong under the employees' share award scheme of the Company adopted by the Board on 17th November 2011. Save as disclosed above, Mr. Lee does not have any other interest in the securities of the Company within the meaning of Part XV of the SFO.

Amount of Emoluments

Under the service contract entered into between the Company and Mr. Lee, Mr. Lee is entitled to basic annual salaries of RMB720,000, which was determined with reference to his roles and responsibility and the prevailing market conditions, and discretionary bonus, which is determined with reference to his performance during the relevant period of time. Save for the said salary and discretionary bonus, Mr. Lee is not entitled to any other emolument for holding his office as an executive Director.

Save as disclosed above, Mr. Lee and the Company are not aware of any other matter that needs to be brought to the attention of Shareholders pursuant to the GEM Listing Rules. There is no information which is required to be disclosed under Rule 17.50(2)(h)-(v) of the GEM Listing Rules.

Zhang Ke (張克), an independent non-executive Director

Aged 59

Qualification and Experience

Mr. Zhang is an independent non-executive Director. Mr. Zhang is a certified public accountant in the PRC and is currently the chairman and chief partner of ShineWing Certified Public Accountants. He graduated from Renmin University of China in 1982 with a bachelor degree in economics majoring in industry economics. He has about 30 years of experience in the fields of economics, accounting and finance. Mr. Zhang is currently a vice-president of the Chinese Institute of Certified Public Accountants, a councillor of the Internal Control Standard Committee of the Ministry of Finance, a member of the Certified Public Accountants Examination Committee of the Ministry of Finance and a vice president of Beijing Association of Forensic Science. Mr. Zhang is an independent non-executive director of China Coal Energy Company (stock code: 601898), whose shares are listed on the Shanghai Stock Exchange. Mr. Zhang is also an independent non-executive director of SEEC Media Group Limited, whose shares are listed on the Stock Exchange, an independent director of E-Commerce China Dangdang Inc., whose shares are listed on the New York Stock Exchange, an independent non-executive director of Guiyang Longmaster Information & Technology Co., Ltd (貴陽朗瑪信息技術股份有限公司), whose shares are listed on the Shenzhen Stock Exchange. Up to 28th October 2010, he was also an independent non-executive director of Air China Limited, whose shares are listed on the Stock Exchange.

Save as disclosed above, Mr. Zhang has not held any directorship in other listed public companies in the past three years prior to the Latest Practicable Date.

Length of Service

Mr. Zhang was appointed as an independent non-executive Director for an initial term of one year, and will continue thereafter unless and until terminated by either the Company or Mr. Zhang by giving one month's written notice and such appointment is subject at all times to the Articles of Association. Although Mr. Zhang has served the Company as independent non-executive Director for more than nine years, Mr. Zhang meets the independent guidelines set out in Rule 5.09 of the GEM Listing Rules, and the Board is of the view that his independence is not affected by his long service with the Company. Hence, the Board considered Mr. Zhang as independent and should be re-elected at the AGM.

Relationship with other Directors, senior management, substantial or controlling shareholders

Save as disclosed above, Mr. Zhang does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

Mr. Zhang did not have any other interest in the securities of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Amount of Emoluments

Under the service contract entered into between the Company and Mr. Zhang, he is entitled to receive a remuneration of RMB100,000 per annum which is determined with reference to his duties, responsibility and experience, and to prevailing market conditions.

NOTICE OF THE AGM



20 years, young HC!

HC INTERNATIONAL, INC.

慧聪网有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8292)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the members of HC International, Inc. (the “Company”) will be held at Tower B, Jingyi Technical Building, No. 9 Dazhongsi East Road, Haidian District, Beijing, the People’s Republic of China (100098) on Wednesday, 8th May 2013 at 4:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 31st December 2012.
2. To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
3. (a) Mr. Guo Fansheng be re-elected as executive director of the Company and the board of directors of the Company be authorised to fix his remuneration.

(b) Mr. Lee Wee Ong be re-elected as executive director of the Company and the board of directors of the Company be authorised to fix his remuneration.

(c) Mr. Zhang Ke be re-elected as independent non-executive director of the Company and the board of directors of the Company be authorised to fix his remuneration.
4. (A) “**THAT:**
 - (i) subject to paragraph (iii) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares or securities convertible into shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds, debentures and other securities convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

* For identification purposes only

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- (ii) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including but not limited to warrants, bonds, debentures and other securities convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an options or otherwise) by the Directors pursuant to the approval in paragraph (i) and (ii) of this resolution, otherwise than pursuant to: (a) a Rights Issue (as hereinafter defined); or (b) the exercise of any option granted under the share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution,

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the articles of association of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

(B) **“THAT:**

- (i) subject to paragraph (iii) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and which are recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of Stock Exchange and the Hong Kong Code on Share Repurchases as amended from time to time be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate nominal amount of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution,

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;

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- (b) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the articles of association of the Company to be held; and
 - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** conditional upon the passing of resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting of which this resolution forms part, the general mandate granted to the directors of the Company pursuant to resolution numbered 4(A) as set out in this notice convening this meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) as set out in this notice convening this meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By Order of the board of the Directors
HC INTERNATIONAL, NC.

Guo Jiang

Chief Executive Officer and Executive Director

Beijing, PRC, 28th March 2013

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/ her proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

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4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 4 as set out in this notice is enclosed.
8. The transfer books and Register of Members of the Company will be closed from 3 May 2013 to 8 May 2013, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 2 May 2013.
9. Details of Mr. Guo Fansheng, Mr. Lee Wee Ong and Mr. Zhang Ke, proposed to be re-elected as directors of the Company at the Meeting are set out in Appendix II to this circular.
10. A form of proxy for use at the Meeting is enclosed.