

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer 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 with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



HC INTERNATIONAL, INC.

慧聪集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 02280)

**PROPOSED CHANGE OF COMPANY NAME,
PROPOSED AMENDMENTS AND RESTATEMENT OF
MEMORANDUM AND ARTICLES OF ASSOCIATION,
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “DEFINITIONS” in this circular.

A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening an extraordinary general meeting of the Company to be held at 7th Floor, Tower A1, Junhao Central Park Plaza, No.10 Chaoyang Park South Road, Chaoyang District, Beijing 100026, the PRC on Friday, 25 May 2018 at 4:30 p.m. or any adjournment thereof is set out on pages 7 to 8 of this circular.

Whether or not you are able to attend the meeting, you are advised to read the notice and complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, being not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of the Extraordinary General Meeting	7

DEFINITIONS

The following words and phrases used in this circular have the same meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	HC International, Inc., an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting” or “EGM”	an extraordinary general meeting of the Company to be held at 7th Floor, Tower A1, Junhao Central Park Plaza, No.10 Chaoyang Park South Road Chaoyang District, Beijing 100026, the PRC on Friday, 25 May 2018 at 4:30 p.m. or any adjournment thereof to approve the Proposed Change of Company Name and the Proposed Amendments and Restatement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Memorandum and Articles of Association”	the amended and restated memorandum of association and articles of association of the Company as amended from time to time
“PRC” or “China” or “Mainland”	The People’s Republic of China, and for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

DEFINITIONS

“Previous Increase in the Authorised Capital”	the increase in the authorised capital of the Company from HK\$100,000,000 to HK\$200,000,000 by the creation of an additional 1,000,000,000 Shares of HK\$0.1 each as approved by the Shareholders on 19 June 2015. For details, please refer to the circular of the Company dated 4 June 2015 and the announcement of the Company dated 19 June 2015
“Proposed Amendments and Restatement”	the proposed amendments and restatement of the Memorandum and Articles of Association to reflect the Proposed Change of Company Name and the Previous Increase in the Authorised Capital
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “HC International, Inc.” to “HC Group Inc.” and adoption of “慧聰集團有限公司” as the dual foreign name in Chinese of the Company
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company, unless specified otherwise
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



HC INTERNATIONAL, INC.

慧聪集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 02280)

Executive Directors:

Mr. Liu Jun (*Chairman and Chief Executive Officer*)

Mr. Lee Wee Ong (*Chief Financial Officer*)

Non-executive Directors:

Mr. Guo Fansheng

Mr. Li Jianguang

Mr. Wong Chi Keung

Independent non-executive Directors:

Mr. Zhang Ke

Mr. Zhang Tim Tianwei

Ms. Qi Yan

Registered Office:

4th Floor

One Capital Place

P.O. Box 847

George Town

Grand Cayman

Cayman Islands

Head Office and

Principal Place of Business:

7th Floor

Tower A1

Junhao Central Park Plaza

No.10 Chaoyang Park South Road

Chaoyang District

Beijing 100026

the PRC

3 May 2018

To Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME,
PROPOSED AMENDMENTS AND RESTATEMENT OF
MEMORANDUM AND ARTICLES OF ASSOCIATION,
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcements of the Company dated 1 March 2018 and 26 April 2018 in relation to the change of the Company's Chinese name, and the Proposed Change of Company Name and the Proposed Amendments and Restatement.

* *For identification purposes only*

LETTER FROM THE BOARD

As announced in the Company's announcement dated 1 March 2018, the Chinese name of the Company has been changed from "慧聰網有限公司" to "慧聰集團有限公司" for identification purpose only, and the Chinese stock short name has also been changed from "慧聰網" to "慧聰集團". Further to the change of the Company's Chinese name, the Board proposes to change its English name from "HC International, Inc." to "HC Group Inc.", and to adopt "慧聰集團有限公司" as the dual foreign name in Chinese of the Company in order to formalise the use of its Chinese name.

The purpose of this circular is to provide you with the information on the Proposed Change of Company Name and the Proposed Amendments and Restatement, and the notice of EGM.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board believes that the new English and Chinese names of the Company will better reflect the existing corporate image for the Group after the expansion and development of the Group over this decade, and the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions:

- (a) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the EGM; and
- (b) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

Subject to the satisfaction of all the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands issues the certificate of incorporation on change of name confirming the new name has been registered. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong under the Companies Ordinance.

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position. All existing share certificates in issue bearing the present name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificate of the Company will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates of securities for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, new certificates of securities will be issued only in the new name of the Company.

LETTER FROM THE BOARD

In addition, subject to the confirmation by the Stock Exchange, the English stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

PROPOSED AMENDMENTS AND RESTATEMENT OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board also proposes to amend and restate the Memorandum and Articles of Association to reflect the Proposed Change of Company Name, with such amendments to take effect when the Proposed Change of Company Name takes effect, and the Previous Increase in the Authorised Capital.

At the EGM, a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve, subject to the passing of a special resolution for the Proposed Change of Company Name being entered in the register of companies maintained by the Registrar of Companies in the Cayman Islands, the amendments to the Memorandum and Articles of Association by replacing all references to “HC International, Inc.” with “HC Group Inc. 慧聰集團有限公司” and by altering the authorised share capital of the Company in clause 6 of the memorandum of association of the Company to reflect the Previous Increase in the Authorised Capital.

EGM

The Proposed Change of Company Name and the Proposed Amendments and Restatement are to be considered and approved, if thought fit, by the Shareholders by way of special resolutions at the EGM to be held on Friday, 25 May 2018 at 4:30 p.m.

A notice convening the EGM is set out on pages 7 to 8 of this circular. The voting in relation to the Proposed Change of Company Name and the Proposed Amendments and Restatement at the EGM will be conducted by poll. You will find the enclosed proxy form for use at the EGM. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof to the office of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 21 May 2018 to Friday, 25 May 2018 (both dates inclusive), for the purpose of determining the Shareholders’ eligibility to attend and vote at the EGM to be held on Friday, 25 May 2018, and during which no transfer of Shares will be effected. In order to qualify for attendance of the EGM to be held on Friday, 25 May 2018 at 4:30 p.m., all completed transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong

LETTER FROM THE BOARD

Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 18 May 2018.

GENERAL

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Proposed Change of Company Name, the Proposed Amendments and Restatement, and the new stock short names of the Company for trading on the Stock Exchange as and when appropriate.

VOTING BY POLL

The resolutions set out in the notice of the EGM shall be taken by poll in accordance with the Listing Rules and the Memorandum and Articles of Association. The chairman of the EGM would explain the detailed procedures for voting by way of a poll in the EGM.

RECOMMENDATION

The Directors consider that the special resolutions in relation to the Proposed Change of Company Name and the Proposed Amendments and Restatement as set out in the notice of the EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommended the Shareholders to vote in favour of the special resolutions to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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.

Yours faithfully,
For and on behalf of
HC International, Inc.
Liu Jun
Chairman and Chief Executive Officer

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



HC INTERNATIONAL, INC.

慧聪集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 02280)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of HC International, Inc. (the “Company”) will be held at 4:30 p.m. on Friday, 25 May 2018 at 7th Floor, Tower A1, Junhao Central Park Plaza, No.10 Chaoyang Park South Road, Chaoyang District, Beijing 100026, the PRC for the purposes of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. **“THAT:**

subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “HC International, Inc.” to “HC Group Inc.” and the dual foreign name in Chinese of the Company “慧聪集團有限公司” be adopted; and any one director of the Company be and is hereby authorised to do all such acts, deeds and things and execute all documents he or she may, in his or her absolute discretion, consider necessary or expedient to give effect to the aforesaid change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company;

2. **“THAT:**

subject to the passing of the resolution numbered 1 above, and the new name being entered into the Register of Companies by the Registrar of Companies in the Cayman Islands, the memorandum of association and articles of association of the Company be amended by replacing all references to HC International, Inc. with HC Group Inc. 慧聪集團有限公司 to reflect the name change of the Company, and by altering the authorised share capital of the Company in clause 6 of the memorandum of association of the Company to reflect the previous increase in authorised share capital of the Company approved by the shareholders of the Company on 19 June 2015; and the amended and restated memorandum of association and articles of association of the Company in the form produced to the meeting, a copy of which has

* *For identification purposes only*

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

been produced to this meeting and marked "A" and initialed by the chairman of this meeting for the purpose of identification, be approved and adopted in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company."

By Order of the board of the Directors
HC INTERNATIONAL, INC.
Liu Jun
Chairman and Chief Executive Officer

Beijing, People's Republic of China, 3 May 2018

Registered Office:
4th Floor
One Capital Place
P.O. Box 847
George Town
Grand Cayman
Cayman Islands

Head Office and Principal Place of Business:
7th Floor
Tower A1
Junhao Central Park Plaza
No.10 Chaoyang Park South Road
Chaoyang District
Beijing 100026
the People's Republic of China

Notes:

1. Any member of the Company (the "Member") entitled to attend and vote at the above meeting (or at any adjournment thereof) shall be entitled to appoint another person as his proxy to attend and vote instead of him. The Member who is holder of two or more shares of the Company may appoint more than one proxy to represent him on vote on his behalf at the EGM. A proxy need not be the Member but must attend the EGM in person to represent you.
2. Where there are joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy by a notary public of that power or authority), must be deposited at the Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, of at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
4. The registers of members of the Company will be closed from Monday, 21 May 2018 to Friday, 25 May 2018 (both days inclusive) during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Computershare Hong Kong Investor Services Limited at the same address stated in above Note 3 not later than 4:30 p.m. on Friday, 18 May 2018.
5. The resolutions set out in this notice shall be decided by way of poll.