

**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.

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**HC INTERNATIONAL, INC.**

**慧聪网有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2280)**

**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES;  
RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of the Company to be held at Tower B, Jingyi Technical Building, No. 9 Dazhongsi East Road, Haidian District, Beijing, the People's Republic of China (100098) on Friday, 27th May 2016, at 4:00 p.m. (the “AGM”) is set out on pages 15 to 19 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.

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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 2015 to be held at Tower B, Jingyi Technical Building, No. 9 Dazhongsi East Road, Haidian District, Beijing, the PRC (100098) on 27th May 2016 at 4:00 p.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 15 to 19 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
“Board”	the board of directors of the Company
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	HC International, Inc., a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“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
“Latest Practicable Date”	15th April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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 number 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
“Share Option Scheme”	the share option scheme adopted by the Company on 30th November 2003
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

## LETTER FROM THE BOARD



*20 years, young HC!*

### HC INTERNATIONAL, INC.

慧聪网有限公司\*

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2280)**

*Executive Directors:*

Guo Fansheng (Chairman)

Guo Jiang (Chief Executive Officer)

Lee Wee Ong (Chief Financial Officer)

*Non-executive Directors:*

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

*Head Office and*

*Principal Place of Business:*

Tower B

Jingyi Technical Building

No. 9 Dazhongsi East Road

Haidian District

Beijing 100098

The People's Republic of China

22nd April 2016

*To the Shareholders*

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES;  
RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### 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 22nd May 2015. 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 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 915,230,103 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 183,046,020 new Shares under the Issue Mandate, representing approximately 20% of the issued 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 its then Shareholders on 22nd May 2015. 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 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 915,230,103 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 91,523,010 Shares under the Repurchase Mandate, representing approximately 10% of the issued 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 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 Jiang (an executive Director), Mr. Lee Wee Ong (an executive Director) and Mr. Zhang Ke (an independent non-executive Director), will retire from office as Directors by rotation and being eligible, each of them 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 27th May 2016 at 4:00 p.m. is set out on pages 15 to 19 of this circular.

Pursuant to Rule 13.39(4) of the 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 10.06 of the Listing Rules to provide the requisite information to you to make an informed decision in relation to the Repurchase Resolution proposed under the notice convening the AGM.

**SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 915,230,103 Shares. Subject to the passing of the relevant resolution 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 91,523,010 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 the 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 AND CORE 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 close 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 core 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, 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, the Articles of Association and the laws of the Cayman Islands. The Company will not purchase the Shares on the Stock Exchange 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 2015 (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 the Main Board of the Stock Exchange during each of the previous twelve months and up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2015</b>		
April	15.40	7.80
May	13.22	10.52
June	12.00	8.00
July	8.44	3.80
August	4.95	3.20
September	5.78	3.03
October	5.52	4.22
November	5.28	4.23
December	5.14	4.35
<b>2016</b>		
January	4.70	3.20
February	4.45	3.36
March	5.13	4.07
April (up to the Latest Practicable Date)	5.44	4.40

## 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 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	No. of shares held/ interested	Natures of interests/ Holding capacity	Approximate percentage of shareholding	
				As at the Latest Practicable Date	If the Repurchase Mandate is exercised in full (Note 1)
Talent Gain Developments Limited	Ordinary	166,029,107 (long position) (Note 2)	Beneficial Owner	18.14% (long position)	20.16% (long position)
Digital China Holdings Limited	Ordinary	166,029,107 (long position) (Note 2)	Interest in controlled corporation	18.14% (long position)	20.16% (long position)
Guo Jiang	Ordinary	130,209,771 (long position) 5,000,000 (short position) (Note 3)	Beneficial Owner and Family Interest	14.23% (long position) 0.55% (short position)	15.81% (long position) 0.61% (short position)
Geng Yi	Ordinary	130,209,771 (long position) 5,000,000 (short position) (Note 3)	Beneficial Owner and Family Interest	14.23% (long position) 0.55% (short position)	15.81% (long position) 0.61% (short position)
Liu Xiaodong	Ordinary	92,273,794 (long position) (Note 4)	Interest in controlled corporation	10.08% (long position)	11.20% (long position)
Guo Fansheng	Ordinary	57,749,015 (long position)	Beneficial Owner	6.31% (long position)	7.01% (long position)
Credit Suisse Group AG	Ordinary	54,338,016 (long position) 44,449,075 (short position)	Interest in controlled corporation	5.94% (long position) 4.86% (short position)	6.59% (long position) 5.40% (short position)

*Notes:*

1. Assuming no repurchase of any of the Shares held by stated Shareholders
2. The references to 166,029,107 Shares comprises 142,621,107 Shares and 23,408,000 Shares held by Talent Gain Developments Limited and Unique Golden Limited, respectively. Unique Golden Limited is wholly and beneficially owned by Talent Gain Developments Limited, which in turn is wholly and beneficially owned by Digital China (BVI) Limited and indirectly wholly and beneficially owned by Digital China Holdings Limited, a company whose shares are listed on the Stock Exchange (stock code: 861). Therefore, Talent Gain Developments Limited, is deemed to be interested in the Shares held by Unique Golden Limited, and each of Digital China (BVI) Limited and Digital China Holdings Limited is deemed to be interested in the Shares held by Talent Gain Developments Limited and Unique Golden Limited.
3. Ms. Geng Yi is the spouse of Mr. Guo Jiang. Ms. Geng is deemed, or taken to have, interested in the shares and underlying shares held by Mr. Guo Jiang pursuant to the SFO. Ms. Geng Yi's interest in the Company comprises 130,209,771 Shares (long position) and 5,000,000 Shares (short position) of which (a) 71,074,146 Shares (long position) and 5,000,000 Shares (short position) are held by Mr. Guo Jiang and 10,784,625 Shares are held by Ms. Geng Yi; (b) 8,351,000 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) 40,000,000 underlying Shares derived from the proposed subscription of 40,000,000 convertible bonds of the Company by Mr. Guo Jiang pursuant to a subscription agreement (the "Subscription Agreement") entered into between, among others, the Company, Mr. Guo Jiang, Mr. Lee Wee Ong, Mr. Liu Jun and Mr. Liu Xiaodong on 9th December 2015.
4. These 92,273,794 interest comprises (a) 62,273,794 Shares and (b) 30,000,000 underlying Shares derived from the proposed subscription of 30,000,000 convertible bonds of the Company by Mr. Liu Xiaodong pursuant to the Subscription Agreement.

The Directors will not repurchase the Shares on the Stock Exchange 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**

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 Jiang (郭江), an executive Director (“Mr. Guo”)**

Aged 43

*Qualification and Experience*

Mr. Guo is an executive Director and the chief executive officer of the Company. Mr. Guo is also a member of the remuneration committee of the Company (the “Remuneration Committee”).

Mr. Guo joined the Group in 1996 as a sale manager and became the chief executive officer of the Group in 2008 and is responsible for overseeing the operations of the Group. Prior to that, Mr. Guo spent two years at the Broadcasting Science Institute of the State Administration of Radio, File and Television as an assistant to director. Mr. Guo graduated from the Harbin University of Commerce in 1994 with a bachelor degree in computer science. He also attended the Business Administration Course for Senior Management of Modern Enterprises conducted by Guanghua Business School of Peking University in 2002.

Mr. Guo is a non-executive director of Cogobuy Group (stock code: 400), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Guo is also a director of 深圳市深信泰豐(集團)股份有限公司 (stock code: 000034), the shares of which are listed on the Shenzhen Stock Exchange. Save as disclosed above, Mr. Guo has not held any directorship in other listed public company in the past three years prior to the Latest Practicable Date.

*Length of Service*

Mr. Guo was first appointed as an executive Director on 1st August 2006. Mr. Guo has entered into a service contract with the Company for a term of three years commencing on 1st August 2015, 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 be subject to, and be eligible for re-election at the AGM.

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

Save and except being the nephew of Mr. Guo Fansheng, who is also an executive Director and being the spouse of Ms. Geng Yi, who is a senior management of the Company, Mr. Guo does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

*Interests in Shares*

Ms. Geng Yi is the spouse of Mr. Guo. Mr. Guo is deemed, or taken to have, interested in the Shares and underlying Shares held by Ms. Geng Yi pursuant to the SFO. As at the Latest Practicable Date, Mr. Guo's interest in the Company comprises 130,209,771 Shares (long position) and 5,000,000 Shares (short position) of which (a) 71,074,146 Shares (long position) and 5,000,000 Shares (short position) are held by Mr. Guo and 10,784,625 Shares are held by Ms. Geng Yi; (b) 8,351,000 underlying Shares derived from the awarded shares granted to Mr. Guo under the employees' share award scheme adopted on 17th November 2011; and (c) 40,000,000 underlying Shares derived from the proposed subscription of 40,000,000 convertible bonds of the Company by Mr. Guo pursuant to the Subscription Agreement. Save as disclosed above, Mr. Guo 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. Guo, Mr. Guo is entitled to basic annual salary of RMB600,000, 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. Guo is not entitled to any other emolument for holding his office as an executive Director.

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 Listing Rules. There is no information which is required to be disclosed under Rule 13.51(2)(h)-(v) of the Listing Rules.

**Mr. Lee Wee Ong, an executive Director ("Mr. Lee")**

Aged 46

*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 first appointed as an independent non-executive Director on 9th September 2011 and was redesignated as an executive Director on 1st July 2012. Mr. Lee has entered into a service contract with the Company for a term of three years commencing on 1st July 2015, 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 of the Company, substantial Shareholders or controlling Shareholder.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Lee is interested in 19,850,672 Shares, which comprises (i) 3,350,672 Shares; (ii) 1,500,000 underlying Shares derived from the share options under the Share Option Scheme and (iii) 15,000,000 underlying shares derived from the proposed subscription of 15,000,000 convertible bonds of the Company by Mr. Lee Wee Ong pursuant to the Subscription Agreement. 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 salary 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 Listing Rules. There is no information which is required to be disclosed under Rule 13.51(2)(h)-(v) of the Listing Rules.

**Mr. Zhang Ke (張克), an independent non-executive Director (“Mr. Zhang”)**

Aged 62

*Qualification and Experience*

Mr. Zhang is an independent non-executive Director. He is the chairman of the audit committee of the Company and the Remuneration Committee, respectively, and a member of the Nomination Committee. Mr. Zhang was appointed as an independent non-executive Director on 28th March 2003.

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 many 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 member of the Certified Public Accountants Examination Committee of the Ministry of Finance, a member of Internal Control Standard Committee of the Ministry of Finance and a vice-president of Beijing Association of Forensic Science.

Mr. Zhang is an independent director of E-Commerce China Dangdang Inc., the shares of which are listed on the New York Stock Exchange, an independent director of Guiyang Long master Information & Technology Co., Ltd (貴陽朗瑪信息技術股份有限公司) (stock code: 300288), the shares of which are listed on the Shenzhen Stock Exchange, and an independent non-executive director of China Coal Energy Company Limited (中國中煤能源股份有限公司), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1898) and the Shanghai Stock Exchange (stock code: 601898). Mr. Zhang was an independent non-executive director of SEEC Media Group Limited (stock code: 205), the shares of which are listed on the Main Board of 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 first appointed as an independent non-executive Director on 28th March 2003. Mr. Zhang has entered into a service contract with the Company for an initial term of one year commencing from 28 March 2003, and would 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 of the Company. 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 3.13 of the 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 as an independent non-executive Director 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 of the Company, 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.

Save as disclosed above, Mr. Zhang and the Company are not aware of any other matter that needs to be brought to the attention of Shareholders pursuant to the Listing Rules. There is no information which is required to be disclosed under Rule 13.51(2)(h)-(v) of the Listing Rules.



## 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: 2280)

**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 27th May 2016, Friday, 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 2015.
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 Jiang be re-elected as an executive director of the Company;  
(B) Mr. Lee Wee Ong be re-elected as an executive director of the Company;  
(C) Mr. Zhang Ke be re-elected as an independent non-executive director of the Company; and  
(D) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
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 number 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 issued 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.

“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

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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, in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other 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 number 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 issued share capital of the Company as at the date of passing this resolution; 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

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- (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 number 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 number 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 number of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution number 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 issued share capital of the Company as at the date of passing this resolution.”

By Order of the board of the Directors  
**HC INTERNATIONAL, INC.**

**Guo Jiang**

*Chief Executive Officer and Executive Director*

Beijing, PRC, 22nd April 2016

*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.

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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.
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 number 4 as set out in this notice is enclosed.
8. The transfer books and Register of Members of the Company will be closed from 25th May 2016 to 27th May 2016, 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 24th May 2016.
9. Details of Mr. Guo Jiang, 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.