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20 years, young HC!

HC INTERNATIONAL, INC.

慧聪网有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 02280)

**COMPLETION OF PLACING OF NEW SHARES
UNDER GENERAL MANDATE
AND
ADJUSTMENT TO THE CONVERSION PRICE OF
THE CONVERTIBLE BONDS**

Placing Agent



Shenwan Hongyuan Securities (H.K.) Limited

COMPLETION OF THE PLACING

The Board is pleased to announce that the condition of the Placing has been fulfilled and the completion of the Placing took place on 20 November 2015. An aggregate of 74,540,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$3.82 per Placing Share.

ADJUSTMENT TO THE CONVERSION PRICE OF THE CONVERTIBLE BONDS

As at the date of this announcement, the Company has outstanding Convertible Bonds in an aggregate principal amount of HK\$780,000,000. As a result of the completion of the Placing, the relevant conversion price of the Convertible Bonds and the maximum number of Shares issuable by the Company upon full conversion of the Convertible Bonds are adjusted accordingly, with effect from 20 November 2015.

* For identification purposes only

Reference is made to the announcement of HC International, Inc. (the “**Company**”) dated 12 November 2015 (the “**Announcement**”) in relation to, among other matters, placing of new shares under the General Mandate. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless otherwise stated.

COMPLETION OF THE PLACING

The Board is pleased to announce that the condition of the Placing has been fulfilled and the completion of the Placing took place on 20 November 2015. An aggregate of 74,540,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$3.82 per Placing Share.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and upon the completion of the Placing is set out below:

	Immediately before completion of the Placing		Immediately upon completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate % of shareholding</i>	<i>Number of Shares</i>	<i>Approximate % of shareholding</i>
Shareholders				
<i>Substantial Shareholder</i>				
Talent Gain Developments Limited (<i>Note 1</i>)	142,621,107	17.29	142,621,107	15.86
Unique Golden Limited (<i>Note 1</i>)	23,408,000	2.84	23,408,000	2.60
<i>Directors and their associate(s)</i>				
Guo Jiang and his spouse	66,724,771	8.09	66,724,771	7.42
Guo Fansheng	57,749,015	7.00	57,749,015	6.42
Callister Trading Limited (<i>Note 2</i>)	32,000,384	3.88	32,000,384	3.56
Lee Wee Ong	3,350,672	0.41	3,350,672	0.37
<i>Others</i>				
Placees	–	–	74,540,000	8.29
Public shareholders and others (<i>Note 3</i>)	498,842,154	60.49	498,842,154	55.47
Total:	<u>824,696,103</u>	<u>100</u>	<u>899,236,103</u>	<u>100</u>

Notes:

1. 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).
2. The entire issued share capital of Callister Trading Limited is owned by Mr. Li Jianguang, a non-executive Director of the Company.

3. Mr. Yang Ning was an executive Director and president of the Company who resigned with effect from 30 March 2015. Based on the disclosure of interest notice filed by Mr. Yang, Mr. Yang held 10,381,939 interest in the Shares as at 30 March 2015

ADJUSTMENT TO THE CONVERSION PRICE OF THE CONVERTIBLE BONDS

As at the date of this announcement, the Company has outstanding Convertible Bonds in an aggregate principal amount of HK\$780,000,000 and convertible into approximately 67,067,928 new Shares at the exercise price of HK\$11.63 per conversion share of the Company.

Pursuant to the terms and conditions of the Convertible Bonds, as a result of the Placing, the conversion price of the Convertible Bonds and the maximum number of Shares issuable by the Company upon full conversion of the Convertible Bonds are adjusted with effect from 20 November 2015. Details of the adjustments are set out below:

Before completion of the Placing		After completion of the Placing	
Conversion price (HK\$)	Maximum number of Shares issuable by the Company upon full conversion of the Convertible Bonds	Conversion price (HK\$)	Maximum number of Shares issuable by the Company upon full conversion of the Convertible Bonds
11.63	67,067,928	11.46	68,062,827

Save for the above adjustments, all other terms and conditions of the Convertible Bonds shall remain unchanged.

By order of the Board
HC INTERNATIONAL, INC.

Guo Jiang
Chief Executive Officer and Executive Director

Beijing, the People's Republic of China, 20 November 2015

As at the date of this announcement, the Board comprises:

Mr. Guo Fansheng (Executive Director and Chairman)

Mr. Guo Jiang (Executive Director and Chief Executive Officer)

Mr. Lee Wee Ong (Executive Director and Chief Financial Officer)

Mr. Li Jianguang (Non-executive Director)

Mr. Guo Wei (Non-executive Director)

Mr. Zhang Ke (Independent non-executive Director)

Mr. Xiang Bing (Independent non-executive Director)

Mr. Zhang Tim Tianwei (Independent non-executive Director)