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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)**

**(Stock Code: 05839)**

**(1) SECOND SUPPLEMENTAL PARTNERSHIP AGREEMENT  
IN RELATION TO DISCLOSEABLE TRANSACTION AND  
CONNECTED TRANSACTION:  
PROPOSED DISPOSAL OF XIZANG RUIJING;  
(2) VERY SUBSTANTIAL DISPOSAL,  
MAJOR TRANSACTION AND CONNECTED TRANSACTION:  
PROPOSED DISPOSAL OF THE ENTIRE EQUITY INTEREST  
IN BEIJING ZHIXING RUIJING FOR CERTAIN SHARES IN  
SHANGHAI GANGLIAN AND CASH;  
AND  
(3) CONNECTED TRANSACTION:  
PROPOSED OFF-MARKET SHARE BUY-BACKS**

Reference is made to the announcements of HC International, Inc. (the “**Company**”) dated 6 May 2016, 13 May 2016, 27 May 2016, 30 May 2016, 6 June 2016, 29 June 2016, 30 June 2016 and 29 July 2016 (the “**Announcements**”) in relation to, among other things, (i) a very substantial disposal, major transaction and connected transaction; (ii) a discloseable transaction and connected transaction; and (iii) a connected transaction in relation to application of the buy-backs of the shares of the Company. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements, unless the context herein otherwise requires.

\* For identification purpose only

## **SECOND SUPPLEMENTAL PARTNERSHIP AGREEMENT TO THE PARTNERSHIP AGREEMENT (AS SUPPLEMENTED BY THE SUPPLEMENTAL PARTNERSHIP AGREEMENT)**

On 4 August 2016 (after trading hours), Beijing Huicong Construction and the Zhixing Ex-Shareholders entered into a second supplemental partnership agreement (the “**Second Supplemental Partnership Agreement**”) pursuant to which the parties agree the followings:

- (i) the investment objective of Xizang Ruijing (a limited partnership) is to invest in the equity interest in Beijing Zhixing Ruijing and to hold the 40% equity interest in Beijing Zhixing Ruijing before Completion and Xizang Ruijing will hold the shares of the Purchaser after Completion;
- (ii) other than the aforesaid investment, without the consent of all the partners of Xizang Ruijing, Xizang Ruijing shall not develop or launch any other business or conduct re-investing;
- (iii) other than the distribution of the agreed portion of the Consideration Shares and Cash Consideration to be received by Xizang Ruijing under the Second Supplemental Agreement to the Framework Agreement, before the expiry of the New Performance Undertaking Period, Xizang Ruijing will not make distribution of profit earned during the New Performance Undertaking Period; and
- (iv) the power of the executive partner under the Partnership Agreement to represent Xizang Ruijing to invest in different investment projects was amended to manage the investment project according to the investment objective of Xizang Ruijing or the other business as agreed by all the partners of Xizang Ruijing.

## **REASONS FOR ENTERING INTO THE SECOND SUPPLEMENTAL PARTNERSHIP AGREEMENT**

The Second Supplemental Partnership Agreement was entered into to further define the role of Xizang Ruijing in the transactions contemplated under the Framework Agreement, i.e. to act as an investment vehicle of the Zhixing Ex-Shareholders to complete the transactions contemplated under the Framework Agreement. Xizang Ruijing was established and will operate solely for the purpose of being a shareholder of Beijing Zhixing Ruijing after the Reorganisation and holding the shares of the Purchaser after Completion.

Save as disclosed herein, all other terms and conditions of the Partnership Agreement (as supplemented by the Supplemental Partnership Agreement) remain unchanged and in full force and effect in all respects. The Directors (excluding the independent non-executive Directors whose views will be set out in the circular) considers that the terms of the Second Supplemental Partnership Agreement are fair and reasonable, are on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

**As the Completion is subject to the fulfilment of the conditions, the Transactions may or may not proceed. Shareholders and investors should exercise caution when dealing in the securities of the Company.**

By order of the Board of  
**HC International, Inc.**

**Guo Jiang**

*Chief Executive Officer and Executive Director*

Beijing, the People's Republic of China, 4 August 2016

*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)*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*