

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 1 FEBRUARY 2016**

The Board is pleased to announce that the ordinary resolution set out in the Notice of EGM was duly passed by the Independent Shareholders by way of poll at the EGM held on 1 February 2016.

Reference is made to the notice (the “**Notice of EGM**”) of extraordinary general meeting (the “**EGM**”) of HC International Inc. (the “**Company**”) and the circular dated 12 January 2016 (the “**Circular**”) issued by the Company in relation to, among other things, the Subscription. Unless otherwise defined, all capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

* for identification purpose only

POLL RESULTS OF THE EGM

The Board is pleased to announce that the ordinary resolution as set out in the EGM Notice (the “**Resolution**”) was duly passed by the Independent Shareholders by way of poll at the EGM held at the People’s Republic of China on 1 February 2016 at 4:00 p.m. The poll results in respect of the Resolution were as follows:

Resolution (note 1)		Number of votes (%)	
		For	Against
1.	<p>(a) to approve, ratify and confirm the Subscription Agreement and the transactions contemplated thereunder;</p> <p>(b) to approve, ratify and confirm the creation and issue by the Company of the Convertible Bonds of an aggregate principal amount of HK\$500,000,000 to the Subscribers in accordance with the terms and conditions as set out in the Subscription Agreement and the instrument constituting the Convertible Bonds;</p> <p>(c) to grant the directors of the Company a specific mandate to exercise powers of the Company to allot and issue such number of shares of the Company as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds; and</p> <p>(d) any one director of the Company or, if the affixation of the common seal of the Company is necessary, in accordance with the articles of association of the Company, be and is hereby authorized for and on behalf of the Company to approve and execute all documents, instruments and agreements and to do all such acts or things deemed by him to be incidental or, ancillary to or in connection with the matters contemplated in or relating to the Subscription, the issue of the Convertible Bonds, the issue of the Conversion Shares and transactions contemplated thereunder and completion thereof as he may consider necessary, desirable or expedient.</p>	<p>189,608,757 (99.99%)</p>	<p>16,000 (0.01%)</p>

Note:

1. Please refer to the full text of the ordinary resolution as set out in the Notice of EGM for details.

As at the date of the EGM, the total number of issued Shares was 899,946,103 Shares. Mr. Guo Jiang as Subscriber 1, is the chief executive officer and executive Director of the Company holding 66,724,771 Shares, representing approximately 7.41% of the total issued Shares of the Company as at the date of the EGM. Mr. Lee Wee Ong as Subscriber 2, is the executive Director and chief financial officer of the Company holding 3,350,672 Shares, representing approximately 0.37% of the total issued Shares of the Company as at the date of the EGM. Mr. Liu Jun as Subscriber 3, is a director of a non-wholly owned subsidiary of the Company and indirectly holds 25% equity interest of the said subsidiary. Mr. Liu Xiaodong as Subscriber 4, is a director of several subsidiaries of the Company holding 62,273,794 Shares, representing respectively 6.92% of the total issued Shares of the Company as at the date of the EGM. Accordingly, the Subscribers are connected persons of the Company under the Listing Rules and are considered to have material interest in the Subscription.

In accordance with the Listing Rules and as disclosed in the Circular, Mr. Guo Jiang, Mr. Lee Wee Ong, Mr. Liu Jun and Mr. Liu Xiaodong and their respective associates have abstained from voting on the Resolution at the EGM.

Save for the above, there were no restrictions on any Shareholders to attend and cast their votes only against the Resolution or to abstain from voting on the Resolution at the EGM as set out in Rule 13.40 of the Listing Rules. No Shareholders had stated his/its intention in the Circular to vote against or abstain from voting on the Resolution at the EGM.

Accordingly, the total number of Shares entitling the Independent Shareholders to vote for or against the Resolution was 767,596,866 Shares, representing approximately 85.29% of the total issued Shares of the Company.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed and acted as the scrutineer at the EGM for the purpose of vote-taking.

By order of the Board
HC INTERNATIONAL, INC.
Guo Jiang

Chief Executive Officer and Executive Director

Beijing, the People's Republic of China, 1 February 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)