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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: 2280)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) 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 Monday, 12 September 2016 at 4:00 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following ordinary resolutions:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the subscription agreement dated 7 December 2015 entered into between HC Internet Information Technology Company Limited (北京慧聪互聯信息技術有限公司), a company incorporated in the People’s Republic of China and an indirect wholly-owned subsidiary of the Company, as the subscriber and Inner Mongolia Hohhot Jingu Rural Commercial Bank Limited Company (內蒙古呼和浩特金谷農村商業銀行股份有限公司) (“**Hohhot Jingu**”), a joint stock company incorporated in the People’s Republic of China, as the issuer in respect of the subscription of 108,661,533 shares of Hohhot Jingu (subject to adjustment that if the proposed capital increase and allotment by Hohhot Jingu pursuant to the approval by 中國銀行業監督管理委員會內蒙古監管局 (China Banking Regulatory Commission Inner Mongolia Supervisory Authority*) dated 25 November 2015 (the “**Approval**”) is ultimately less than 500,000,000 shares, the Company will subscribe such number of shares that, together with the 19,300,000 shares of Hohhot Jingu held by the Company on 7 December 2015, represent not

* for identification purposes only

more than 10% of the issued share capital of Hohhot Jingu as enlarged by the actual number of shares issued and allotted by Hohhot Jingu pursuant to the Approval (the “**Adjustment**”), for a consideration of RMB325,984,599 (subject to Adjustment) (the “**Subscription Agreement**”, a copy of which has been produced to the Meeting marked “A” and initiated by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company be and is hereby authorised to do all such acts and things, and execute all such documents or instruments under hand (or where required, under the common seal of the Company) as he or she may consider necessary, appropriate, expedient or desirable in connection with, or to give effect to, the Subscription Agreement and to implement the transactions contemplated thereunder.”

By order of the Board of
HC International, Inc.

Guo Jiang

Chief Executive Officer and Executive Director

Hong Kong, 25 August 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 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 attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is so appointed. 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 appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the board of directors of the Company) 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 Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited of Room 1712–1716, 17th 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 (as the case may be).
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 holder may vote at the Meeting, either in person 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 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 will not preclude a member from attending and voting in person at the Meeting should the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. A form of proxy for use at the Meeting is enclosed to the circular of the Company dated 25 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)