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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.

慧聪集團有限公司*

(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 7th Floor, Tower A1, Junhao Central Park Plaza, No.10 Chaoyang Park South Road, Chaoyang District, Beijing, People’s Republic of China (100026) on Friday, 25 May 2018, 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.

* For identification purposes only

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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 31 December 2017 to be held at 7th Floor, Tower A1, Junhao Central Park Plaza, No.10 Chaoyang Park South Road, Chaoyang District, Beijing, People’s Republic of China (100026) on 25 May 2018 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, amended and restated 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., an exempted 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”	16 April 2018, 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 Shops 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(s)”	share option(s) granted under the Share Option Scheme
“Share Option Scheme(s)”	the share option scheme(s) adopted by the Company
“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



HC INTERNATIONAL, INC.

慧聪集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 2280)

Executive Directors:

Liu Jun (*Chairman and Chief Executive Officer*)

Lee Wee Ong (*Chief Financial Officer*)

Non-executive Directors:

Guo Fansheng

Li Jianguang

Wong Chi Keung

Independent non-executive Directors:

Zhang Ke

Zhang Tim Tianwei

Qi Yan

Registered Office:

4th Floor

One Capital Place

P.O. Box 847

George Town

Grand Cayman

Cayman Islands

Head Office and

Principal Place of Business:

7th Floor

Tower A1

Junhao Central Park Plaza

No. 10 Chaoyang Park South Road

Chaoyang District

Beijing 100026

The People's Republic of China

20 April 2018

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 26 May 2017. 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 1,121,352,210 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 224,270,442 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 26 May 2017. 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 1,121,352,210 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 112,135,221 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 Fansheng, Mr. Li Jianguang and Mr. Lee Wee Ong, will retire from office as Directors by rotation and being eligible to offer himself for re-election at the AGM.

In accordance with Article 86 of the Articles of Association, Ms. Qi Yan, will be subject to, and eligible to offer themselves 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 7th Floor, Tower A1, Junhao Central Park Plaza, No.10 Chaoyang Park South Road, Chaoyang District, Beijing, People's Republic of China (100026) on 25 May 2018 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
Liu Jun
Chairman and Chief Executive Officer

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 1,121,352,210 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 112,135,221 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 31 December 2017 (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:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
April	7.13	6.63
May	7.50	5.80
June	6.30	5.50
July	6.15	5.40
August	7.18	5.59
September	7.98	5.96
October	6.69	5.96
November	6.90	5.92
December	6.04	5.07
2018		
January	6.09	5.30
February	6.00	4.50
March	6.38	4.65
April (up to the Latest Practicable Date)	5.69	4.93

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)
Guo Jiang	Ordinary	172,209,771	Beneficial Owner and Family Interest	15.36%	17.06%
		(long position)		(long position)	(long position)
		40,000,000		3.57%	3.96%
		(short position)		(short position)	(short position)
		(Note 2)			
Geng Yi	Ordinary	172,209,771	Beneficial Owner and Family Interest	15.36%	17.06%
		(long position)		(long position)	(long position)
		40,000,000		3.57%	3.96%
		(short position)		(short position)	(short position)
		(Note 2)			
Talent Gain Developments Limited	Ordinary	253,671,964	Beneficial Owner and Interest in controlled corporation	22.62%	25.14%
		(long position)		(long position)	(long position)
		(Note 3)			
Digital China Holdings Limited	Ordinary	341,314,821	Interest in controlled corporation	30.44%	33.82%
		(long position)		(long position)	(long position)
		(Note 3)			
Liu Xiaodong	Ordinary	62,273,794	Interest in controlled corporation	5.74%	6.17%
		(long position)		(long position)	(long position)
		(Note 4)			
Guo Fansheng	Ordinary	57,749,015	Beneficial Owner and Interest in trust	5.15%	5.72%
		(long position)		(long position)	(long position)
		(Note 5)			
Liu Jun	Ordinary	74,800,000	Beneficial Owner	6.67%	7.41%
		(long position)		(long position)	(long position)
		(Note 6)			

Notes:

1. Assuming no repurchase of any of the Shares held by stated Shareholders.
2. Ms. Geng Yi is the spouse of Mr. Guo Jiang. Such interest in the Company comprises: (a) 128,858,771 Shares (long position) and 40,000,000 Shares (short position) of which 118,074,146 Shares (long position) and 40,000,000 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 17 November 2011; and (c) 35,000,000 Shares which were borrowed by Mr. Guo Jiang from Mr. Guo Fansheng pursuant to a stock borrowing agreement dated 9 May 2016 entered into between Mr. Guo Jiang and Mr. Guo Fansheng, of which 35,000,000 Shares were subsequently pledged to an independent third party.
3. Such interests in the Company comprise: (i) 230,263,964 Shares held by Talent Gain Developments Limited; (ii) 23,408,000 Shares held by Unique Golden Limited and (iii) 87,642,857 underlying shares derived from the subscription of new Shares by Digital China Holdings Limited pursuant to the formal sale and purchase agreement dated 19 May 2017. 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.
4. The references to 62,273,794 shares of the Company relate to the same block of shares of the Company held by Wisdom Limited, the entire share capital of which is owned by Mr. Liu Xiaodong. Accordingly, Mr. Liu Xiaodong is deemed, or taken to have, interested in the said 62,273,794 shares of the Company pursuant to the SFO.
5. Such interests in the Company comprise:
 - (a) 35,000,000 Shares (long position) held by Mr. Guo Fansheng; and
 - (b) 22,749,015 Shares (long position) held by a trustee of a trust of which Mr. Guo Fansheng is a beneficiary.
6. Such interests in the Company comprise: (i) 44,870,000 Shares and (ii) 29,930,000 underlying Shares derived from the Share Options held by Mr. Liu Jun.

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 repurchased any Shares (whether on the Stock Exchange or otherwise) in 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. LEE Wee Ong (“Mr. Lee”), an executive Director

Qualification and Experience

Mr. Lee, also known as Alex Lee, aged 48, is an executive Director and the chief financial officer of the Company. Mr. Lee was first appointed as an independent non-executive Director on 9 September 2011 and was re-designated as an executive Director on 1 July 2012. 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).

Mr. Lee does not hold any directorship in any other listed company in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

Length of Service

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

Interests in Shares

As at the Latest Practicable Date, Mr. Lee is interested in 25,350,672 Shares and 1,500,000 underlying Shares derived from the Share Options granted to him. 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 salaries 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 Rules 13.51(2)(h)-(v) of the Listing Rules.

Mr. Guo Fansheng (郭凡生) (“Mr. Guo”), a non-executive Director

Qualification and Experience

Mr. Guo, aged 62, is a non-executive Director of the Company. Mr. Guo found the Group in October 1992 and is responsible for the overall strategic development and policy of the Group. From 1990 to 1992, Mr. Guo worked as a manager in a State-owned business information company in Beijing, the PRC. From 1987 to 1990, Mr. Guo served as a director of the Liaison Office and General Office of the Economic System Reform Institute under the State Commission for Economic Restructuring, and as the deputy director of the Western China Development Research Centre. Prior to working at the State Commission for Economic Restructuring, Mr. Guo served from 1982 to 1987 as a senior official in the government of the Inner Mongolia Autonomous Region. Mr. Guo obtained a bachelor degree in industrial economics from Renmin University of China, the PRC in 1982.

Mr. Guo does not hold any directorship in any other listed company in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

Length of Service

Mr. Guo was first appointed as an executive Director on 21 March 2000 and was re-designated as a non-executive Director on 18 October 2017. Mr. Guo has entered into a new letter of appointment with the Company as a non-executive director of the Company for a fixed term of 1 year commencing from 18 October 2017 which shall be renewed automatically at the end of the term. Either Mr. Guo or the Company may terminate the service contract at any time by giving one month’s prior written notice or in accordance with the terms of the service contract. After re-designation as a non-executive Director, Mr. Guo will not receive salary or service fee from the Company.

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

Save for Mr. Guo Jiang, a substantial Shareholder, who is a nephew of Mr. Guo, Mr. Guo does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

Mr. Guo is deemed to be interested in 57,749,015 Shares under the SFO. Save as disclosed above, Mr. Guo does not have any other interest in the securities of the Company within the meaning of Part XV of the SFO.

Amount of Emoluments

Mr. Guo is not entitled to any other emolument for holding his office as a non-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 Rules 13.51(2)(h)–(v) of the Listing Rules.

Mr. Li Jianguang (李建光) (“Mr. Li”), a non-executive Director

Qualification and Experience

Mr. Li, aged 52, is a non-executive Director and a member of the audit committee of the Company. Mr. Li was appointed as a non-executive Director with effect from 1 August 2006. Mr. Li is a senior partner of IDG Capital Partners. Mr. Li is also a member of IDG Technology Venture Investments, LLC, which is the general partner of IDG Technology Venture Investments, LP. Mr. Li is responsible for the investment management of IDG’s China-related early funds and IDG Accel China Growth Fund. Prior to that, Mr. Li worked in Crosby Asset Management Limited as an investment manager. Mr. Li graduated from Peking University in 1987 with a bachelor degree in economics and attained a master degree from Guelph University in Canada in 1994. Mr. Li is also a director of Tarena International, Inc., a company listed on NASDAQ since April 2014, a non-executive director of China Binary Sale Technology Limited, a company listed on Growth Enterprise Market of the Stock Exchange (stock code: 8255) and a director of 三湘印象股份有限公司 (Sanxiang Impression Company Limited*), a company listed on Shenzhen Stock Exchange (stock code: 601898).

Save as disclosed above, Mr. Li has not hold any directorship in any other listed company in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

Length of Service

Mr. Li was appointed as a non-executive Director on 1 August 2006. There is no service agreement entered into between Mr. Li and the Company in relation to Mr. Li’s office as a non-executive Director. Mr. Li is subject to retirement by rotation and/or re-election at the annual general meeting of the Company according to the Articles of Association.

Relationship with other Directors, senior management, substantial or controlling shareholders

Save as disclosed above, Mr. Li does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. Li was deemed to be interested in 32,000,384 Shares under the SFO. Such interest is derived from the his shareholdings in Callister Trading Limited, the entire issued share capital of which is owned by Mr. Li. Save as disclosed above, Mr. Li 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

Mr. Li is not entitled to any emolument for holding his office as a non-executive Director.

Save as disclosed above, Mr. Li 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 Rules 13.51(2)(h)–(v) of the Listing Rules.

Ms. Qi Yan (祁燕女士), an Independent non-executive Director

Qualification and Experience

Ms. Qi, aged 68, is an independent non-executive Director. She is also a member of the audit committee and remuneration committee of the Company.

Ms. Qi is currently the senior vice president of 小米科技有限責任公司 (Xiaomi Technology Co., Ltd*), who has been so appointed since 2012. From September 2004 to September 2011, she served in 愛國者數碼科技有限公司 (Aigo Digital Technology Co., Ltd*) as a vice president, and was subsequently promoted to the vice chairman and the chief executive officer from September 2011 to March 2012. She also served in 愛國者電子科技有限公司 (Aigo Electronics Technology Co. Ltd*) as the chief executive officer from March 2012 to December 2012. She has over 20 years' experience in the area of business management. Ms. Qi was awarded the certificate of Postgraduate Master's degree in applied sociology from the Graduate School of 中國社會科學院 (Chinese Academy of Social Sciences) in June 1998. Ms. Qi joined the China National Democratic Construction Association ("CNDCA") in 1987 and had served the Central Committee of CNDCA and the Beijing Municipal Committee of CNDCA. Ms Qi is currently a representative of the 16th National People's Congress of Haidian District, Beijing City.

Ms. Qi has not hold any directorship in any other listed company in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

Length of Service

Ms. Qi was appointed as an independent non-executive Director on 30 November 2017. Ms. Qi has entered into a service contract with the Company for an initial term of one year commencing from 30 November 2017, which may be terminated by either party giving one month's prior written notice. Ms. Qi will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the requirements of the Articles of Association of the Company.

Relationship with other Directors, senior management, substantial or controlling shareholders

Mr. Qi does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

Ms. Qi 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 Ms. Qi, she is entitled to receive a remuneration of RMB200,000 per annum which is determined with reference to his duties, responsibility and experience, and to prevailing market conditions.

Save as disclosed above, Ms. Qi 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 Rules 13.51(2)(h)-(v) of the Listing Rules.

NOTICE OF THE AGM



HC INTERNATIONAL, INC.

慧聪集團有限公司*

(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 7th Floor, Tower A1, Junhao Central Park Plaza, No.10 Chaoyang Park South Road, Chaoyang District, Beijing, People’s Republic of China (100026) on 25 May 2018, 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 31 December 2017.
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. Lee Wee Ong be re-elected as an executive director of the Company;
(B) Mr. Guo Fansheng be re-elected as a non-executive director of the Company;
(C) Mr. Li Jianguang be re-elected as a non-executive director of the Company;
(D) Ms. Qi Yan be re-elected as an independent non-executive director of the Company; and
(E) 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

* For identification purposes only

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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;

- (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.

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“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 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

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(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.”

(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.

Liu Jun

Chairman and Chief Executive Officer

Beijing, PRC, 20 April 2018

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 22 May 2018 to 25 May 2018, 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 21 May 2018.
9. Details of Mr. Lee Wee Ong, Mr. Guo Fansheng, Mr. Li Jianguang and Ms. Qi Yan, 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.