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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.



**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

The notice convening the annual general meeting of the Company to be held at Tower B, Jingyi Technical Building, No.9 Dazhongsi East Road, Haidian District, Beijing, the PRC (100098) on Friday, 13th May 2011, at 4:00 p.m. (the “AGM”) is set out on pages 14 to 18 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, Hong Kong Registrars 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 in person at the AGM or any adjournment thereof (as the case may be) if you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting.

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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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 31st December 2010 to be held at Tower B, Jingyi Technical Building, No.9 Dazhongsi East Road, Haidian District, Beijing, the PRC (100098) on Friday, 13th May 2011 at 4:00 p.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 14 to 18 of this circular
“Articles of Association”	the articles of association of the Company, adopted on 30th November 2003 and as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Company”	HC International, Inc., a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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”	25th March 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Hong Kong Registrars Limited, at Rooms 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
“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
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



HC INTERNATIONAL, INC.

慧聪网有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 08292)

Executive Directors:

Guo Fansheng (*Chairman*)

Guo Jiang (*Chief Executive Officer*)

Guo Bingbing

Non-executive Director:

Li Jianguang

Independent Non-executive Directors:

Zhang Ke

Xiang Bing

Guo Wei

Registered Office:

4th Floor

One Capital Place

P.O. Box 847

George Town

Grand Cayman

Cayman Islands

British West Indies

*Head Office and Principal Place
of Business:*

Tower B

Jingyi Technical Building

No.9 Dazhongsi East Road

Haidian District

Beijing

The People's Republic of China

31st March 2011

To the Shareholders

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purposes 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 the Shareholders on 30th April 2010. 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 aggregate nominal amount 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 Articles of Association or the laws of 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 489,178,960 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 between the Latest Practicable Date and the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 97,835,792 new Shares under the Issue Mandate, representing 20% of the aggregate nominal amount of the 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 the Shareholders on 30th April 2010. 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 aggregate nominal amount of the issued share capital of the Company as at the date of 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 489,178,960 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed to repurchase a maximum of 48,917,896 Shares under the Repurchase Mandate, representing 10% of the aggregate nominal amount of the 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 GEM 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

Ms. Guo Bingbing was appointed as an executive Director on 10th November 2010. In accordance with Article 86(3) of the Articles of Association, Ms. Guo Bingbing will retire from office as a Director at the AGM, and being eligible, Ms. Guo offer herself for re-election at the AGM.

In accordance with Article 87 of the Articles of Association, Mr. Guo Wei and Dr. Xiang Bing, each being an independent non-executive Director, will retire from office as Directors by rotation and being eligible, each of Mr. Guo Wei and Dr. Xiang Bing offer himself 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 Tower B, Jingyi Technical Building, No.9 Dazhongsi East Road, Haidian District, Beijing, the PRC (100098) on Friday, 13th May 2011 at 4:00 p.m. is set out on pages 14 to 18 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the 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 at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 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 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
Guo Jiang
Chief Executive Officer and Executive Director

This appendix serves as an explanatory statement required to be sent to the Shareholders pursuant to Rule 13.08 of the GEM Listing Rules to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 489,178,960 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed to repurchase a maximum of 48,917,896 Shares under the Repurchase Mandate 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 a general authority from the Shareholders to enable the Directors to repurchase the Shares on the market. Such repurchases 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 repurchases will benefit the Company and the Shareholders.

DIRECTORS AND CONNECTED PERSONS

None of the Directors, or to the best of the knowledge and belief of the Directors having made all reasonable enquiries, their respective 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. No 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 and Articles of Association and the laws of the Cayman Islands. The Company will not purchase the Shares on GEM 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 31st December 2010 (being the date of its latest published audited consolidated accounts) in the event that the proposed repurchases, 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 GEM 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>
2010		
March	0.95	0.51
April	1.12	0.81
May	0.94	0.65
June	1.00	0.68
July	0.92	0.73
August	1.00	0.75
September	0.85	0.75
October	0.83	0.70
November	0.86	0.70
December	1.15	0.71
2011		
January	1.37	0.97
February	1.29	1.00
March (up to the Latest Practicable Date)	1.30	1.05

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 GEM 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 Rule 26 of the Takeovers 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 Shareholder	Class of Shares	Long position	Nature of interests/ Holding capacity	Approximate percentage of shareholding	
				As at the Latest Practicable Date	If the Repurchase Mandate is exercised in full (Note 1)
McCarthy Kent C.	Ordinary	93,648,000 (Note 2)	Interest in controlled corporations	19.14%	21.27%
McGovern Patrick J.	Ordinary	78,730,697 (Note 3)	Interest in controlled corporations	16.09%	17.88%
Guo Fansheng	Ordinary	69,647,015	Beneficial Owner	14.24%	15.82%
Guo Jiang	Ordinary	67,187,771 (Note 4)	Beneficial Owner and Family Interest	13.73%	15.26%
Geng Yi	Ordinary	67,187,771 (Note 5)	Beneficial Owner and Family Interest	13.73%	15.26%
Zhou Quan	Ordinary	53,256,743 (Note 6)	Interest in controlled corporations	10.89%	12.10%
Li Jianguang	Ordinary	40,000,384 (Note 7)	Interest in controlled corporation	8.18%	9.09%

Notes:

1. Assuming no repurchase of any of the Shares held by stated Shareholders.
2. Such interest in the Company comprises 88,209,568 Shares and 5,438,432 Shares owned by Jayhawk Private Equity Fund, L.P. and Jayhawk Private Equity Co-Invest Fund, L.P., respectively. The entire issued share capital of each of the abovementioned companies is owned by Mr. McCarthy.
3. Such interest in the Company comprises 25,473,954 Shares, 16,664,743 Shares and 36,592,000 Shares owned by IDG Technology Venture Investment, Inc., a wholly-owned subsidiary of International Data Group, Inc., the majority shareholder of which is Mr. Patrick J. McGovern, IDG Technology Venture Investments, L.P., a Delaware limited partnership controlled by IDG Technology Venture Investments, LLC, which is in turn jointly controlled by Mr. Patrick J. McGovern and Mr. Zhou Quan, and IDG Technology Venture Investment III, L.P., a Delaware limited partnership controlled by IDG Technology Venture Investment III, LLC, which is in turn jointly controlled by Mr. Patrick J. McGovern and Mr. Zhou Quan, respectively.

4. Such interest in the Company comprises:
- (a) 50,253,771 Shares, of which 1,074,625 Shares are held by Ms. Geng Yi, who is Mr. Guo Jiang's spouse; and
 - (b) 16,934,000 underlying Shares derived from the share options granted under the share option scheme adopted by the Company on 30th November 2003, of which 5,934,000 underlying Shares are derived from the share options granted to Ms. Geng Yi under the share option scheme.

Mr. Guo Jiang is deemed, or taken to be, interested in all the Shares in which Ms. Geng Yi is interested for the purpose of the SFO.

5. Such interest in the Company comprises:
- (a) 50,253,771 Shares, of which 49,179,146 Shares are held by Mr. Guo Jiang, who is Ms. Geng Yi's spouse; and
 - (b) 16,934,000 underlying Shares derived from the share options granted under the share option scheme adopted on 30th November 2003, of which 11,000,000 underlying Shares are derived from the share options granted to Mr. Guo Jiang under the share option scheme.

Ms. Geng Yi is deemed, or taken to be, interested in all the Shares in which Mr. Guo Jiang is interested for the purpose of the SFO.

6. Such interest in the Company comprises 16,664,743 Shares and 36,592,000 Shares owned by IDG Technology Venture Investments, L.P., a limited partnership controlled by IDG Technology Venture Investments, LLC, which is in turn jointly controlled by Mr. Patrick J. McGovern and Mr. Zhou Quan, and IDG Technology Venture Investment III, L.P., a Delaware limited partnership controlled by IDG Technology Venture Investment III, LLC, which is in turn jointly controlled by Mr. Patrick J. McGovern and Mr. Zhou Quan, respectively.
7. The references to 40,000,384 Shares relate to the same block of Shares held by Callister Trading Limited, the entire share capital of which is owned by Mr. Li. Mr. Li is deemed, or taken to be, interested in all the 40,000,384 Shares.

The Directors will not repurchase the Shares on GEM 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 repurchase made under the Repurchase Mandate.

SHARE REPURCHASES MADE BY THE COMPANY

The Company has not purchased any of its securities (whether on the Stock Exchange or otherwise) during 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:

Guo Bingbing (郭冰冰), an executive Director

Age 39

Qualification and Experience

Ms. Guo is an executive Director and Chief Financial Officer. Ms. Guo joined the Group in September 2008 as the Chief Financial Officer of the Group. Ms. Guo has over 8 years of experience in senior financial management in the internet industries and in companies the securities of which are listed on NASDAQ. She was a senior finance manager of SOHU.com from 2000 to 2005. Prior to joining the Group in 2008, she served as the Financial Controller and the Director of Finance Planning & Analysis of eLong.com from 2006 to 2008. Ms. Guo graduated from Beijing Foreign Studies University (北京外國語大學). She studied the Special International MBA at Guang Hua Business School, Beijing University (北京大學光華管理學院) and completed the Certificate in Global Executive Management in Fuqua School of Business, Duke University. Ms. Guo is a certified public accountant in China.

Ms. Guo has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Length of Service

Ms. Guo was appointed as an executive Director for a term of three years commencing from 10th November 2010, which may be terminated by either the Company or Ms. Guo by giving three months' written notice or otherwise in accordance with the terms of the director's service contract entered into between Ms. Guo and the Company. Pursuant to Article 86(3) of the Articles of Association, Ms. Guo will be subject to, and eligible for re-election at the AGM.

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

Ms. Guo does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. Guo was deemed to be interested in 4,000,000 Shares under the SFO, comprising options granted on 29th September 2008 by the Company to Ms. Guo to subscribe for 800,000 Shares and those granted on 7th April 2010 to subscribe for 3,200,000 Shares pursuant to the share option scheme of the Company. Save as disclosed above, Ms. 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

Under the service contract entered into between the Company and Ms. Guo, Ms. Guo is entitled to basic annual salaries of RMB600,000, which was determined with reference to her duties and responsibility and experience and to the prevailing market conditions, and discretionary bonus, which is determined with reference to her performance during the relevant period of time. Save for the said salary and discretionary bonus, Ms. Guo is not entitled to any other emolument for holding her office as an executive Director.

Xiang Bing (項兵), an independent non-executive Director

Age 48

Qualification and Experience

Dr. Xiang is an independent non-executive Director. Dr. Xiang graduated from the University of Alberta in Canada with a doctorate degree and is currently the founding Dean and Professor of the Cheung Kong Graduate School of Business and a professor of the Guanghua School of Management of Beijing University. Prior to these, Dr. Xiang taught in the Hong Kong University of Science and Technology.

Dr. Xiang is currently an independent non-executive director of China Dongxiang (Group) Co., Ltd. (Stock Code: 3818), Dan Form Holdings Company Limited (Stock Code: 271), Enerchina Holdings Limited (Stock Code: 622), Sinolink Worldwide Holdings Limited (Stock Code: 1168), Longfor Properties Co. Ltd. (Stock Code: 960), Little Sheep Group Limited (Stock Code: 968) and Peak Sport Products Co., Limited (Stock Code: 1968), all of which shares are listed on the Stock Exchange. Dr. Xiang is also an independent non-executive director of LDK Solar Co., Ltd and E-House (China) Holdings Limited, both of which shares are listed on New York Stock Exchange; an independent non-executive director of Perfect World Co., Ltd, whose shares are listed on NASDAQ; an independent non-executive director of Yunnan Baiyao Group Co., Ltd. (Stock Code: 538, Shaanxi Qinchuan Machine Development Co., Ltd. (陝西秦川機械發展股份有限公司) and Guangdong Midea Electric Appliances Co. Ltd. (廣東美的電器股份有限公司), all of which shares are listed on the Shenzhen Stock Exchange. Prior to 30 May 2008, Dr. Xiang was an independent non-executive director of Jutal Offshore Oil Services Limited (Stock Code: 3303), whose shares are listed on the Stock Exchange. He was also a director of Wuhan Jianmin Pharmaceutical Groups Co., Ltd. (武漢健民藥業集團股份有限公司); an independent director of TCL Corporation (Shenzhen Stock Code: 100) and an independent non-executive director of Shenzhen Terca Technology Co., Ltd. (Stock Code: 2213), both of which shares are listed on the Shenzhen Stock Exchange up to 19th June 2008 and 29th November 2009, respectively.

Save as disclosed above, Dr. Xiang has not held any directorship in the any listed public companies in the past three years.

Length of Service

Dr. Xiang was appointed as an independent non-executive Director for an initial term of one year commencing from 8th March 2002, and will continue thereafter unless and until terminated by either the Company or Dr. Xiang by giving one month's written

notice and such appointment is subject at all times to the Articles of Association. Pursuant to Article 87 of the Articles of Association, Dr. Xiang will retire at the AGM, at which he will, being eligible, offer himself for re-election and thereafter, be subject to retirement by rotation and re-election at annual general meetings of the Company.

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

Dr. Xiang does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

Interests in Shares

Dr. Xiang does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

Amount of Emoluments

Dr. Xiang is entitled to annual salaries of RMB80,000 for his directorship in the Company.

Guo Wei (郭為), an independent non-executive Director

Age 47

Qualification and Experience

Mr. Guo is an independent non-executive Director. Mr. Guo is currently the Chairman and executive director of Digital China Holdings Limited (Stock Code: 861), whose shares are listed on the Stock Exchange. Mr. Guo obtained a Master's degree from the Graduate School of the Chinese Academy of Science (formerly known as Graduate School of the University of Science and Technology of China) in 1988. He joined the Legend group in 1988 and was once an executive director and senior vice president of the Legend Group. He is currently a member of the 11th National Committee of the Chinese People's Political Consultative Conference, member of the Advisory Committee for State Informatization, President of Beijing Informatization Organization.

Mr. Guo is currently an independent non-executive director of Shanghai Pudong Development Bank Co., Ltd (Stock Code: 600000), whose shares are listed on the Shanghai Stock Exchange.

Save disclosed above, Mr. Guo has not held any directorship in other listed public company in the past three years prior to the Latest Practicable Date.

Length of Service

Mr. Guo was appointed as an independent non-executive Director for an initial term of one year commencing from 8th March 2002, and will continue thereafter unless and until terminated by either the Company or Mr. Guo by giving one month's written notice and such appointment is subject at all times to the Articles of Association. Pursuant to Article 87 of the Articles of Association, Mr. Guo will retire at the AGM, at which he will, being eligible, offer himself for re-election and thereafter, be subject to retirement by rotation and re-election at annual general meetings of the Company.

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

Mr. Guo does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

Interests in Shares

Mr. Guo does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

Amount of Emoluments

Mr. Guo is entitled to annual salaries of RMB80,000 for his directorship in the Company.

Save as disclosed above, there are no other matter relating to the re-election that needs to be brought to the attention of the Shareholders, nor there is any other information which is required to be disclosed under paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF THE AGM



HC INTERNATIONAL, INC.

慧聪网有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 08292)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the members 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 13th May 2011 Friday at 4:00 p.m. for considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

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 31st December 2010.
2.
 - (a) Ms. Guo Bingbing be re-elected as an executive director of the Company and the board of directors of the Company be authorised to fix her remuneration;
 - (b) Dr. Xiang Bing be re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix his remuneration; and
 - (c) Mr. Guo Wei be re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix his remuneration.
3. To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
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 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;

* For identification purposes only

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- (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 aggregate nominal amount 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 paragraphs (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 aggregate nominal amount of the 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; or
- (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 restriction or obligation 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 recognised 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 rules and 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 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 aggregate nominal amount of share capital 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 aggregate nominal amount of the issued share capital of the Company as at the date 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;

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- (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; or
 - (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 numbered 4(A) and 4(B) as set out in the notice convening the meeting of which this resolution forms part, the general mandate granted to the directors of the Company pursuant to resolution numbered 4(A) as set out in this notice convening the meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) as set out in this notice convening the meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By Order of the Board
HC INTERNATIONAL, INC.
Guo Jiang
Chief Executive Officer and Executive Director

Beijing, PRC, 31st March 2011

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 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.
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, Hong Kong Registrars 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.

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5. Where there are joint holders of any share, 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 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 no. 4(B) as set out in this notice is enclosed in this circular.
8. The transfer books and Register of Members of the Company will be closed from 11th May 2011 to 13th May 2011, 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, Hong Kong Registrars Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 10th May 2011.
9. Details of Ms. Guo Bingbing, Dr. Xiang Bing and Mr. Guo Wei, 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.