



# HC INTERNATIONAL, INC.

## 慧聪网有限公司\*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 08292)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each  
in the capital of HC International Inc. (the "Company"), HEREBY APPOINT <sup>(Note 3)</sup> the Chairman of the Meeting,  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the annual general meeting (the "Meeting") (or any adjournment thereof) of the Company to be held at Tower B, Jingyi Technical Building, No.9 Dazhongsi East Road, Haidan District, Beijing, the People's Republic of China (100098) at 4:00 p.m. on 13th May 2010 (Friday) for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting, or any adjournment thereof, to vote for me/us in my/our name(s) in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit and in respect of any business that may properly come before the Meeting.

ORDINARY RESOLUTIONS <sup>(Note 4)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
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)	To re-elect Ms. Guo Bingbing as an executive director and to authorise the board of directors to fix her remuneration.		
2(b)	To re-elect Dr. Xiang Bing as an independent non-executive director and to authorise the board of directors to his the remuneration.		
2(c)	To re-elect Mr. Guo Wei as an independent non-executive director and to authorise the board of directors to fix his remuneration.		
3	To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the board of directors to fix their remuneration.		
4(A)	To grant a general mandate to the directors to issue new shares of the Company.		
4(B)	To grant a general mandate to the directors to repurchase shares of the Company.		
4(C)	To extend the general mandate to be given to the directors to issue shares.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011 Signature<sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) (as shown in the Register of Members) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words "the Chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
- The description of the resolutions is by way of summary only. Full text is set out in the notice of the Meeting issued by the Company on 31st March 2011.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at 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, Wan Chai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and deposit of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

\* For identification purposes only