



20 years, young HC!

HC INTERNATIONAL, INC.

慧聪网有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8292)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
ordinary shares of HK\$0.10 each in the capital of HC International, Inc. (the “Company”), HEREBY APPOINT ^(Note 3) _____
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 Extraordinary 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) on Monday, 20 August 2012 at 4:00 p.m. in respect of the resolution set out in the notice of Meeting as indicated below, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION ^(Note 10)	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve the grant of 16,700,000 awarded shares of HK\$0.10 each in the capital of the Company by the Company to Mr. Guo Jiang, an executive director and chief executive officer of the Company under the employees’ share award scheme of the Company adopted on 17 November 2011 and amended on 14 June 2012		

Signature^(Note 5): _____

Dated this _____ day of _____ 2012

Notes:

1. Full name(s) and address(es) (as shown in the Register of Members) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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 INITIALLED BY THE PERSON(S) WHO SIGNS IT.**
4. **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 that referred to in the notice convening the Meeting.
5. 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.
6. 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.
7. 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 delivered to the office of the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
8. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return 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.
10. The description of the resolution is by way of summary only, full text of the resolution is set out in the notice of the Meeting issued by the Company on 6 July 2012.

* For identification purpose only