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20 years, young HC!

HC INTERNATIONAL, INC.

慧聪网有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8292)

**ESTABLISHMENT OF NOMINATION COMMITTEE,
CHANGE OF MEMBER OF REMUNERATION COMMITTEE,
AND
ADOPTION OF NEW TERMS OF REFERENCE
OF THE REMUNERATION COMMITTEE AND
THE AUDIT COMMITTEE**

ESTABLISHMENT OF NOMINATION COMMITTEE

The board (the “**Board**”) of directors (the “**Directors**”) of HC International, Inc. (the “**Company**”) is pleased to announce that, the nomination committee of the Company (“**Nomination Committee**”) has been established by the Board, and its written terms of reference have been adopted with effect from 20 March 2012.

The members of the Nomination Committee shall comprise such directors of the Company appointed by the Board. The Board has appointed Mr. Guo Fansheng, Mr. Lee Wee Ong and Mr. Zhang Tim Tianwei, as members of the Nomination Committee and Mr. Guo Fansheng has been appointed and shall act as the Chairman of the Nomination Committee.

Among whom, Mr. Lee Wee Ong and Mr. Zhang Tim Tianwei are independent non-executive Directors and Mr. Guo Fansheng is an executive Director and the Chairman of the Board.

CHANGE OF MEMBER OF REMUNERATION COMMITTEE

The Board further announces that in order to comply with the code provisions of Appendix 15 to the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) that among other things, a majority of the members of the remuneration committee should be independent non-executive directors which will be effective on 1 April 2012, Mr. Li Jianguang has ceased to act as the member of the remuneration committee of the Company (the “**Remuneration Committee**”) and Mr. Zhang Tim Tianwei has been appointed and replaced Mr. Li Jianguang as a member of the Remuneration Committee, both with effect from 20 March 2012.

* For identification purposes only

Following the said change, the members of the Remuneration Committee are as follows:

Mr. Zhang Ke (*Chairman*)
Mr. Xiang Bing
Mr. Guo Wei
Mr. Guo Jiang
Mr. Zhang Tim Tianwei

Among whom, Mr. Zhang Ke, Mr. Xiang Bing and Mr. Zhang Tim Tianwei are independent non-executive Directors, Mr. Guo Jiang is an executive Director and Mr. Guo Wei is a non-executive Director.

ADOPTION OF NEW TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE AND THE AUDIT COMMITTEE

The Board also announces that, in order to comply with the amendments to the GEM Listing Rules which will be effective on 1 April 2012, a new written terms of reference of each of the Remuneration Committee and the audit committee of the Company have been adopted with effect from 20 March 2012.

By order of the board of directors
HC International, Inc.
Guo Jiang
Chief Executive Officer and Executive Director

As at the date of this announcement, the Board comprises:

Mr. Guo Fansheng (*Executive Director and Chairman*)
Mr. Guo Jiang (*Executive Director and Chief Executive Officer*)
Ms. Guo Bingbing (*Executive Director and Chief Financial Officer*)
Mr. Li Jianguang (*Non-executive Director*)
Mr. Guo Wei (*Non-executive Director*)
Mr. Zhang Ke (*Independent non-executive Director*)
Mr. Xiang Bing (*Independent non-executive Director*)
Mr. Lee Wee Ong (*Independent non-executive Director*)
Mr. Zhang Tim Tianwei (*Independent non-executive Director*)

Beijing, the PRC, 20 March 2012

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

This announcement will remain on the pages of “Latest Company Announcements” on the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and the Company’s website at <http://www.hcgroup.com>.