

APPENDIX 5

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

Case Number: _____

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Company name : **HC International, Inc.**

Stock code (ordinary shares): : **08292**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 10 September 2012

A. GENERAL

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 17 December 2003

Name of Sponsor(s) : N/A

Names of directors (please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive)

: *Executive Directors:*

Mr. Guo Fansheng
Mr. Guo Jiang
Mr. Lee Wee Ong

Non-executive Directors:

Mr. Li Jianguang
Mr. Guo Wei

Independent non-executive Directors:

Mr. Zhang Ke
Mr. Xiang Bing
Mr. Zhang Tim Tianwei

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

:

Name	Number of Shares	Approximate percentage of issued share capital
Mr. Guo Jiang	88,549,771 (Note 1)	15.88%
Ms. Geng Yi	88,549,771 (Note 2)	15.88%
McCarthy Kent C.	86,968,000 (Note 3)	15.60%
Digital China Holdings Limited	83,728,107 (Note 4)	15.02%
Mr. Guo Fansheng	69,749,015	12.51%

Note 1: Such interest in the Company comprises: (a) 54,915,771 shares of the Company of which 4,850,625 shares of the Company are held by Ms. Geng Yi, who is Mr. Guo Jiang's spouse; (b) 16,700,000 underlying shares derived from the awarded shares granted to Mr. Guo Jiang under the employees' share award scheme adopted on 17th November 2011; and (c) 16,934,000 underlying shares derived from the share options granted under the share option scheme adopted on 30th November 2003 of which 5,934,000 underlying shares derived from the share options granted to Ms. Geng Yi under the share option scheme.

Note 2: Such interest in the Company comprises: (a) 54,915,771 shares of the Company of which 50,065,146 shares of the Company are held by Mr. Guo Jiang, who is Ms. Geng Yi's spouse; (b) 16,700,000 underlying shares derived from the awarded shares granted to Mr. Guo Jiang under the employees' share award scheme adopted on 17th November 2011; and (c) 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 derived from the share options granted to Mr. Guo Jiang under the share option scheme.

Note 3: The reference to 86,968,000 shares of the Company comprises 82,042,675 shares and 4,925,325 shares held 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 entities is owned by Mr. McCarthy Kent C..

Note 4: The reference to 83,728,107 shares of the Company held by Talent Gain Developments Limited, a wholly-owned subsidiary of Digital China (BVI) Limited, which is a wholly-owned subsidiary of Digital China Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange.

Name(s) of company(ies) listed
on GEM or the Main Board of
the Stock Exchange within the
same group as the Company : N/A

Financial year end date : 31 December

Registered address : 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 : **Head office**
Tower B, Jingyi Technical Building
No.9 Dazhongsi East Road
Haidian District, Beijing 100098

Principal place of business in Hong Kong
Room 3907-08, 39/F, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

Web-site address (if applicable) : www.hc360.com

Share registrar : **Principal share registrar and transfer office**
Bank of Butterfield International
(Cayman Island) Ltd.
Butterfield House, 68 Fort Street
P.O. Box 705, George Town,
Grand Cayman, Cayman Island

Hong Kong branch share registrar and transfer office
Computershare Hong Kong Investor Services Limited
Rooms 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors : **PricewaterhouseCoopers Certified Public Accountants**
22nd Floor Prince's
Building Central,
Hong Kong

B. BUSINESS ACTIVITIES

The Company and its subsidiaries (together the “Group”) is one of the leading e-commerce operators in People's Republic of China (“the PRC”). With its professional information services and advanced internet technologies, it has established a reliable demand and supply platform for small to medium enterprises (SMEs), and has been providing them with complete business solutions.

With its professional experience and skills acquired from various industries over the past 20 years, the Group not only offers complete marketing solutions for SMEs through Mai-Mai-Tong, an internet technology based product, it also offers customers with multi-channel, all-dimensional on-line and off-line supplementary services through the Group's traditional marketing products, namely, “HC Trade Catalogues” and “HC Yellow Page Directory”. The Group successfully hosted Top 10 Enterprises Awards for around 50 industry sectors through the Group's strong media recourses and customer base, which help SMEs to build up their brand and enhance transactions. Such a complementary and multi-dimensional structure allows the Group to create a unique development path amid the rapid expansion of the B2B industry in China.

C. ORDINARY SHARES

Number of ordinary shares in issue : 557,454,749

Par value of ordinary shares in issue : HK\$0.1

Board lot size (in number of shares) : 2,000

Name of other stock exchange(s) : N/A
on which ordinary shares are
also listed

D. WARRANTS:

Stock code : N/A

Board lot size : N/A

Expiry date : N/A

Exercise price : N/A

Conversion ratio (Not applicable : N/A
if the warrant is denominated in
dollar value of conversion right)

No. of warrants outstanding : N/A

No. of shares falling to be issued : N/A
upon the exercise of outstanding
warrants

E. OTHER SECURITIES

Details of any other securities in issue.

As at 10 September 2012, the number of outstanding share options granted under the pre-IPO share option scheme (adopted on 30 November 2003) and the share option scheme of the Company (adopted on 30 November 2003) amounted to 4,036,016 and 55,474,000, respectively.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

RESPONSIBILITY STATEMENT

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Mr. Guo Fansheng

Mr. Guo Jiang

Mr. Lee Wee Ong

Mr. Li Jianguang

Mr. Guo Wei

Mr. Zhang Ke

Mr. Xiang Bing

Mr. Zhang Tim Tianwei

NOTES

- (1) This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.
- (2) Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.
- (3) Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.