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HC INTERNATIONAL, INC.

慧聪网有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8292)

**GRANT OF AWARDED SHARES
PURSUANT TO THE
EMPLOYEES' SHARE AWARD SCHEME**

Pursuant to the Scheme, the Board resolved to grant an aggregate of 24,181,000 Awarded Shares to 72 Selected Employees (including, Ms. Guo Bingbing, an executive Director and the chief financial officer of the Company). The Company will provide to the Trustee a relevant sum, who will purchase the 24,181,000 Awarded Shares from the market.

Reference is made to the announcement of HC International, Inc. (the “**Company**”) dated 17 November 2011 in relation to, among other things, the adoption of the Employees’ Share Award Scheme (the “**Scheme**”) of the Company by the board (the “**Board**”) of directors (the “**Directors**”).

On 23 November 2011 and pursuant to the Scheme, the Board resolved to grant an aggregate of 24,181,000 shares (the “**Awarded Shares**”) to 1 Director and 71 managerial staff (collectively, the “**Selected Employees**”) (the “**Grant**”). The Company will provide to the trustee of the Scheme (the “**Trustee**”) a relevant sum, who will purchase the 24,181,000 Awarded Shares from the market.

Among the Awarded Shares granted, 3,000,000 Awarded Shares were granted to Ms. Guo Bingbing, an executive Director and chief financial officer of the Company in accordance with the recommendation of the Remuneration Committee of the Company and has vesting periods from 18 months to 42 months in 3 tranches. The grant of the said Awarded Shares to Ms. Guo Bingbing forms part of her remuneration under her service contract, and is exempted from the reporting, announcement and independent shareholders’ approval requirement under Rule 20.31(6) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). Save as disclosed above, there is no other grantee who is a Director, chief executive or substantial shareholder of the Company, or an associate of any of them (as defined in the GEM Listing Rules).

* For identification purposes only

As of the date of this announcement, save for the Grant, the Company has not awarded any Awarded Shares and no Share has been purchased by the Trustee as Awarded Shares pursuant to the terms of the Scheme. The 24,181,000 Awarded Shares to be purchased by the Trustee represent approximately (a) 88.73% of the maximum number of Shares that may be awarded under the Scheme; and (b) 4.44% of the issued share capital of the Company as at the date of adoption of the Scheme.

The Awarded Shares will be held by the Trustee in accordance with the rules of Scheme and the relevant trust deed. The Awarded Shares are subject to vesting periods from 6 months to 42 months. All of the Awarded Shares are based upon performance and/or years of services of the Selected Employees. When the Selected Employee has satisfied all vesting conditions specified by the Board and became entitled to the Awarded Shares, the Trustee shall transfer the relevant vested Awarded Shares and the related income (being all income derived from a Share held upon the Trust in the form of the Shares, if any) to such Selected Employee. The Trustee shall not exercise the voting rights in respect of any shares held under the Trust.

By order of the board of directors
HC International, Inc.

Guo Jiang

Chief Executive Officer and Executive Director

Beijing, the PRC, 23 November 2011

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*)

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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>.