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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)**

**COMPLETION OF SUBSCRIPTION FOR  
NEW SHARES UNDER GENERAL MANDATE**

**COMPLETION OF SUBSCRIPTION FOR NEW SHARES UNDER GENERAL  
MANDATE**

The Board is pleased to announce that completion of the Subscription took place on 24 June 2011 in accordance with the terms and condition of the Subscription Agreement. A total of 53,809,685 Subscription Shares have been successfully allotted and issued to Talent Gain Developments Limited, the Subscriber, at the Subscription Price of HK\$1.50 per Subscription Share.

The Subscription Shares are allotted and issued under the general mandate granted to the Directors at the annual general meeting of the Company held on 13 May 2011. The net proceeds from the Subscription amounted to approximately HK\$80,510,000.

Reference is made to the announcement of HC International Inc. (the “Company”) dated 10 June 2011 in relation to, among other matters, the Subscription (the “Announcement”). Unless otherwise stated, terms used herein shall have the same meanings as defined in the Announcement.

\* For identification purposes only

## COMPLETION OF SUBSCRIPTION FOR NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that the conditions of the Subscription stated in the Subscription Agreement have been fulfilled. Completion of the Subscription took place on 24 June 2011, pursuant to which a total of 53,809,685 Subscription Shares have been successfully allotted and issued to the Subscriber at the Subscription Price of HK\$1.50 per Subscription Share. The Subscription Shares representing approximately 9.9% of the issued share capital of the Company as at the date of this announcement are allotted and issued under the general mandate granted to the Directors at the annual general meeting of the Company held on 13 May 2011. The net proceeds from the Subscription amounted to approximately HK\$80,510,000.

The net Subscription Price, after deduction of all relevant expenses in relation to the Subscription, is approximately HK\$1.49 per Subscription Share. The Company intends to use the net proceeds from the Subscription to develop its online products, strengthen technology platform and enhance sales power to drive revenue growth of the Group.

## EFFECTS OF THE SUBSCRIPTION ON SHAREHOLDING STRUCTURE OF THE COMPANY

The changes in the shareholding structure of the Company as a result of the Subscription are illustrated in the table below:

Shareholders	Shareholding immediately before Completion		Shareholding immediately upon Completion	
	Shares	Approximate %	Shares	Approximate %
Mr. Guo Fansheng ( <i>Note 1</i> )	69,647,015	14.23	69,647,015	12.82
Mr. Guo Jiang ( <i>Note 2</i> )	53,891,771	11.01	53,891,771	9.92
Mr. McCarthy Kent C. ( <i>Note 3</i> )	92,814,000	18.96	92,814,000	17.08
Mr. McGovern Patrick J. ( <i>Note 4</i> )	25,473,954	5.21	25,473,954	4.69
Mr. McGovern Patrick J & Mr. Zhou Quan ( <i>Note 5</i> )	53,256,743	10.88	53,256,743	9.8
Other public shareholders	194,395,477	39.71	194,395,477	35.78
The Subscriber ( <i>Note 6</i> )	–	–	53,809,685	9.9
Total	489,478,960	100	543,288,645	100

Notes:

1. Mr. Guo Fansheng is an executive Director and the Chairman of the Company.
2. Mr. Guo Jiang is an executive Director and the Chief Executive Officer of the Company.
3. Such interest in the Company comprises 87,424,968 shares of the Company owned by Jayhawk Private Equity Fund, L.P. and 5,389,032 shares of the Company owned by Jayhawk Private Equity Co-Invest Fund, L.P.. The entire issued share capital of each of the abovementioned companies is owned by Mr. McCarthy Kent C.
4. Such interest in the Company comprises 25,473,954 shares of the Company owned by IDG Technology Venture Investment, Inc., a wholly-owned subsidiary of International Data Group, Inc., whose majority of shares is held by Mr. Patrick J. McGovern.
5. Such interest in the Company comprises 16,664,743 shares of the Company owned by IDG Technology Venture Investments, L.P., a Delaware limited partnership controlled by IDG Technology Venture Investments, LLC, which is in turn jointly controlled by Mr. Patrick J. McGovern and Mr. Zhou Quan, and 36,592,000 shares of the Company owned by IDG Technology Venture Investment III, L.P., a Delaware limited partnership controlled by IDG Technology Venture Investment III, LLC, which is jointly controlled by Mr. Patrick J. McGovern and Mr. Zhou Quan.
6. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Subscriber is a third party independent of any of the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries, or any of their respective associates.

By Order of the Board  
**HC International, Inc.**  
**Guo Jiang**

*Chief Executive Officer and Executive Director*

Beijing, the PRC, 24 June 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*)  
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*)

*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>.*