

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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

Stock code (ordinary shares) : **8292**

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 13 April 2009.

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 17 December, 2003

Names of directors : *Executive Directors:*
(*please distinguish the status of the* Mr. Guo Jiang
directors – Executive, Non-Executive or Mr. Guo Fansheng
Independent Non-Executive)

Non-executive Directors:
Mr. Li Jianguang

Independent non-executive Directors:
Mr. Zhang Ke
Mr. Xiang Bing
Mr. Guo Wei

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 Share Capital
	McCarthy Kent C.	122,140,000 <i>(Note 1)</i>	24.99%
	McGovern Patrick J.	104,790,697 <i>(Note 2)</i>	21.44%
	Mr. Zhou Quan	79,316,743 <i>(Note 3)</i>	16.23%
	Mr. Guo Jiang	46,157,771 <i>(Note 4)</i>	9.44%
	Ms. Geng Yi	46,157,771 <i>(Note 5)</i>	9.44%
	Mr. Li Jianguang	40,000,384 <i>(Note 6)</i>	8.18%
	Mr. Guo Fansheng	39,447,015	8.07%

Note 1: The reference to 122,140,000 shares of the Company comprises 115,013,963 shares and 7,126,037 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.

Note 2: The reference to 104,790,697 shares of the Company comprises 25,473,954 shares, 16,664,743 shares and 62,652,000 shares owned by IDG Technology Venture Investment, Inc., a wholly-owned subsidiary of International Data Group, Inc., whose majority shareholder is Mr. Patrick McGovern, IDG Technology Venture Investments, L.P., a limited partnership controlled by IDG Technology Venture Investments, LLC, which is in turn jointly controlled by Mr. Patrick McGovern and Mr. Zhou Quan, and IDG Technology Venture Investment III, L.P., a limited partnership controlled by IDG Technology Venture Investment III, LLC, which is in turn jointly controlled by Mr. Patrick McGovern and Mr. Zhou Quan, respectively.

Note 3: The reference to 79,316,743 shares of the Company comprises 16,664,743 shares and 62,652,000 shares owned by IDG Technology Venture Investments, L.P., a limited partnership controlled by IDG Technology Venture Investments, LLC, which is in turn jointly controlled by Mr. Patrick McGovern and Mr. Zhou Quan, and IDG Technology Venture Investment III, L.P., a limited partnership controlled by IDG Technology Venture Investment III, LLC which is in turn jointly controlled by Mr. Patrick McGovern and Mr. Zhou Quan, respectively.

Note 4: Such interest in the Company comprises: (a) 29,223,771 shares of the Company of which 1,074,625 shares of the Company are held by Ms.Geng Yi, who is Mr.Guo Jiang's spouse; and (b)16,934,000 underlying shares derived from the share options granted under the share option scheme adopted on 30th November 2003 of which 5934,000 underlying shares derived from the share options granted to Ms.Geng Yi under the share option scheme.

Note 5: Such interest in the Company comprises: (a) 29,223,771 shares of the Company of which 28,149,146 shares of the Company are held by Mr.Guo Jiang, who is Ms.Geng Yi's spouse; and (b) 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 6: The reference to 40,000,384 shares of the Company relates to the shares of the Company held by Callister Trading Limited, the entire share capital of which is owned by Mr.Li.

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 : Tower B
Jingyi Technical Building
9 Dazhongsu East Road
Haidian District
Beijing 100098
PRC

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

Share registrar : Hong Kong Registrars Limited
Rooms 1712-1716
17th Floor
Hopewell Centre
183 Queens 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 communities 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. Through dedicated efforts and developments over the past 18 years, we have expanded our business scope to cover more than 100 cities nationwide, with branches in 13 cities and a service team of about 2,650 individuals.

With its professional experience and skills acquired from various industries over the past 18 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”, “HC Yellow Page Directory” and “Industrial Market Research”. The Group successfully hosted Top 10 Enterprises Awards for around 30 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	:	488,778,960
Par value of ordinary shares in issue	:	HK\$0.10
Board lot size (in number of shares)	:	2,000 shares
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

D. Warrants

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	:	N/A

No. of warrants outstanding : N/A

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

E. Other securities

Share Option Scheme:

46,984,080 share options were granted under the pre-IPO share option scheme of the Company adopted on 30 November 2003 to the Company's directors, full-time employees, consultants and ex-employees. These share options were granted at an exercise price of HK\$0.44 per share. 10,934,345, 12,631,528, 9,269,533, 1,816,234 and 3,185,320 share options were exercised on 27 January 2005, 20 January 2006, 12 January 2007, 25 May 2007 and 22 November 2007, respectively. As at the date hereof, the number of outstanding share options under the pre-IPO share option scheme of the Company amounted to 9,147,120.

26,000,000 share options were granted under the share option scheme of the Company adopted on 30 November 2003 to the Company's directors and full-time employees at an exercise price of HK\$2.40 per share on 18 February 2004. As at the date hereof, 18,861,000 share options have lapsed and the number of outstanding share options granted under this share option scheme, which are exercisable at HK\$2.40 per share, amounted to 7,139,000.

10,000,000 share options were granted under the share option scheme of the Company adopted on 30 November 2003 to the Company's director and full-time employees at an exercise price of HK\$1.49 per share on 23 June 2006. As at the date hereof, 5,714,000 share options have lapsed and the number of outstanding share options granted under this share option scheme, which are exercisable at HK\$1.49 per share, amounted to 4,286,000.

23,000,000 share options were granted under the share option scheme of the Company adopted on 30 November 2003 to the Company's director and full-time employees at an exercise price of HK\$1.24 per share on 11 July 2007. As at the date hereof, 11,302,000 share options have lapsed and the number of outstanding share options under this share option scheme, which are exercisable at HK\$1.24 per share, amounted to 11,698,000.

14,600,000 share options were granted under the share option scheme of the Company adopted on 30 November 2003 to the Company's director and full-time employees at an exercise price of HK\$0.604 per share on 29 September 2008. 600,000 share options were exercised on 1 April 2010 respectively. As at the date hereof, 1,500,000 share options have lapsed and the number of outstanding share options under this share option scheme, which are exercisable at HK\$0.604 per share, amounted to 12,500,000.

33,800,000 share options were granted under the share option scheme of the Company adopted on 30 November 2003 to the Company's director and full-time employees at an exercise price of HK\$0.82 per share on 7 April 2010.

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 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:

Guo Fansheng
(Executive Director)

Guo Jiang
(Executive Director and Chief Executive Officer)

Li Jianguang
(Non-executive Director)

Zhang Ke
(Independent non-executive Director)

Xiang Bing
(Independent non-executive Director)

Guo Wei
(Independent non-executive Director)

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.