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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: 2280)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of HC International, Inc. (the “**Company**”) will be held on Friday, 14 July 2017 at 4:00 p.m. (or any adjournment thereof) at Tower B, Jingyi Technical Building, No. 9 Dazhongsi East Road, Haidian District, Beijing 100098, the People’s Republic of China, for the purpose of considering and, if thought fit, passing the following resolutions (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as defined in the circular of the Company dated 27 June 2017 (the “**Circular**”) of which the notice of this Meeting forms part):

ORDINARY RESOLUTION

“THAT:

- (1) the Formal SPA (as defined in the Circular), the Acquisition, the Subscription and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (2) the allotment and issue of the New Shares (as defined in the Circular) in the capital of the Company upon the subscription of Digital China (as defined in the Circular) or their respective nominee(s) be and are hereby approved; and the directors of the Company be and are hereby authorized to allot and issue the New Shares accordingly; and
- (3) any one director of the Company be and is hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such documents for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Formal SPA, the Acquisition, the

* *For identification purposes only*

Subscription and the transactions contemplated thereunder, including but not limited to the allotment and issue of the New Shares.”

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

Guo Jiang

Chief Executive Officer and Executive Director

Beijing, the People’s Republic of China, 27 June 2017

Registered office:

4th Floor
One Capital Place
P.O. Box 847
George Town
Grand Cayman
Cayman Islands

Head Office and Principal Place of Business:

Tower B
Jingyi Technical Building
No. 9 Dazhongsi East Road
Haidian District
Beijing 100098
The People’s Republic of China

Notes:

1. Any person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.

6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. Shareholders should note that the transfer books and register of members of the Company will be closed from Wednesday, 12 July 2017 to Friday, 14 July 2017, both days inclusive, and no transfer of Shares can be registered during such period. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Room 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 11 July 2017.
8. A form of proxy for use at the Meeting is enclosed.

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*)
Mr. Lee Wee Ong (*Executive Director and Chief Financial Officer*)
Mr. Liu Jun (*Executive Director*)
Mr. Li Jianguang (*Non-executive Director*)
Mr. Wong Chi Keung (*Non-executive Director*)
Mr. Zhang Ke (*Independent non-executive Director*)
Mr. Zhang Tim Tianwei (*Independent Non-executive Director*)
Mr. Tang Jie (*Independent Non-executive Director*)