

HC INTERNATIONAL, INC.
慧聰網有限公司*
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8292)
(“Company”)

Procedures for Shareholders to propose a person for election as a Director

The procedures for shareholders of the Company (“**Shareholders**”) to propose a person for election as a director of the Company (“**Director**”) are set out below.

- The Shareholder shall be duly registered in the principal register or any branch register of Shareholders of the Company as holder for the time being of any share in the share capital of the Company.
- The following shall be lodged at the head office and principal place of business of the Company at 2/F, Tower B, Jinyi Technical Building, No.9 Dazhongsi East Road, Haidian District, Beijing 100098, The People’s Republic of China or at 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:
 - a notice in writing signed by the Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting indicating the intention to propose a person for election as a Director; and
 - a notice in writing by the person proposed by the Shareholder for election as a Director indicating his/her willingness to be elected.
- The minimum length of the period, during which such notices may be given, will be at least 7 days.
- The period for lodgment of such notices will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.

(Extracted from article 88 of the Articles of Association of the Company)

Date: March 2012

** For identification purpose only*