



# HC INTERNATIONAL, INC.

慧聰國際資訊有限公司\*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8292)

## FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (or at any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_

ordinary shares of HK\$0.10 each in the share capital of HC International, Inc. (the "Company"), HEREBY APPOINT <sup>(Note 3)</sup>  
the chairman of the meeting or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at Tower B, Huaxing Building, 42 North Street, Xizhimen, Haidian District, Beijing, the PRC (100088) on 20th April, 2006 at 4:00 p.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting and at such meeting, or at any adjournment thereof, to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the meeting.

RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
<b>AS ORDINARY RESOLUTIONS</b>			
1.	To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st December, 2005.		
2.	To re-elect directors and to authorise the board of directors to fix the directors' remuneration.		
3.	To re-appoint auditors and to authorise the board of directors to fix their remuneration.		
4(A)	To grant a general mandate to the directors to issue new shares of the Company.		
4(B)	To grant a general mandate to the directors to repurchase shares of the Company.		
4(C)	To extend the general mandate to be given to the directors to issue shares.		

Dated \_\_\_\_\_ 2006 Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the share capital of the Company registered in your name(s).
3. **If any proxy other than the chairman of the meeting is preferred, strike out "the chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised.
6. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be delivered to the Company's branch share registrar, Hong Kong Registrars Limited, at Rooms 1901-1905, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or any adjournment thereof.
7. In the case of joint holders, any one of such persons may vote at the said meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the said meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company, but must attend the meeting in person to represent you.
9. Completion and deposit of this form of proxy will not preclude you from attending and voting at the said meeting should you so wish.

\* For identification purpose only