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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of HC International, Inc. (the “**Company**”) will be held at Tower B, Jingyi Technical Building, No.9 Dazhongsi East Road, Haidian District, Beijing, the People’s Republic of China (100098) on Wednesday, 6 July 2011, at 4:00 p.m. (the “**Meeting**”) for the purpose of considering and if thought fit, passing the following resolution as an ordinary resolution of the Company (with or without amendments):

ORDINARY RESOLUTION

“THAT

- (a) the share transfer agreement dated 30 May 2011 entered into between Beijing HC International Information Co. Limited (北京慧聰國際資訊有限公司) (“**HC PRC**”) and Huicong Investment Management (Beijing) Co. Ltd. (慧聰投資管理(北京)有限公司) (the “**Purchaser**”), pursuant to which HC PRC agreed to dispose of 70% equity interest in Beijing Huicong Boxin Information Consulting Co. Limited (北京慧聰博信信息諮詢有限公司) to the Purchaser (the “**Fulfilment JV Agreement**”), and the transactions contemplated thereunder, be and is hereby approved, confirmed and ratified;
- (b) the share transfer agreement dated 30 May 2011 entered into between HC PRC and the Purchaser, pursuant to which HC PRC agreed to dispose of 40% equity interest in Beijing Dun & Bradstreet Market Information Consulting Co. Ltd. (北京鄧白氏慧聰市場信息諮詢有限公司) to the Purchaser (the “**Sales JV Agreement**”), and the transactions contemplated thereunder, be and is hereby approved, confirmed and ratified; and

* For identification purpose only

- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to executed all such documents, instruments and agreements, and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Fulfilment JV Agreement and/or the Sales JV Agreement, and the implementation of the transactions contemplated thereunder, as he/she may consider necessary, desirable or expedient.”

By order of the Board
HC International, Inc.
Guo Jiang

Chief Executive Officer and Executive Director

Beijing, PRC, 20 June 2011

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another 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. 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 appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised 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, must be delivered to the office of the Company’s Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited of 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 share, 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 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 or any adjournment thereof (as the case may be) if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

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>.