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HC INTERNATIONAL, INC.

慧聪集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 02280)

**(1) PROPOSED CHANGE OF COMPANY NAME
AND
(2) PROPOSED AMENDMENTS AND RESTATEMENT OF
THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF
THE COMPANY**

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change its English name from “HC International, Inc.” to “HC Group Inc.”, and to adopt “慧聪集團有限公司” as the dual foreign name in Chinese of the Company in order to formalise the use of its Chinese name. The Proposed Change of Company Name is subject to the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the EGM and the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

**PROPOSED AMENDMENTS AND RESTATEMENT OF THE MEMORANDUM
AND ARTICLES OF ASSOCIATION OF THE COMPANY**

In view of the Proposed Change of Company Name, the Board also proposes to amend and restate the Memorandum and Articles of Association to reflect the Proposed Change of Company Name, with such amendments to take effect when the Proposed Change of Company Name takes effect. The proposed amendments and restatement of the Memorandum and Articles of Association is subject to the passing of a special resolution for the Proposed Change of Company Name being entered in the register of companies maintained by the Registrar of Companies in the Cayman Islands, the amendment to the Memorandum and Articles of Association by replacing all references to “HC International, Inc.” with “HC Group Inc. 慧聪集團有限公司”.

GENERAL

A circular containing, amongst other things, further details of the Proposed Change of Company Name, the proposed amendments and restatement of the Memorandum and Articles of Association and the notice of the EGM to approve the Proposed Change of Company Name, and the related proxy form are expected to be despatched to the Shareholders as soon as practicable.

Reference is made to the announcement of HC International, Inc. (the “**Company**”) dated 1 March 2018 in relation to the change of the Company’s name in Chinese. With effect from 1 March 2018, the Chinese name of the Company has been changed from “慧聰網有限公司” to “慧聰集團有限公司” for identification purpose, and with effect from 6 March 2018, the Chinese stock short name has also been changed from “慧聰網” to “慧聰集團”.

PROPOSED CHANGE OF COMPANY NAME

Further to the change of the Company’s Chinese name, the board of directors of the Company (the “**Board**”) proposes to change its English name from “HC International, Inc.” to “HC Group Inc.”, and to adopt the Chinese name “慧聰集團有限公司” as the dual foreign name in Chinese of the Company (“**Proposed Change of Company Name**”) in order to formalise the use of its Chinese name.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board believes that the new English and Chinese names of the Company will better reflect the existing corporate image for the Company and its subsidiaries (collectively, the “**Group**”) after the expansion and development of the Group over this decade, and the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions:

- (a) the passing of a special resolution by the shareholders of the Company (“**Shareholders**”) to approve the Proposed Change of Company Name at the extraordinary general meeting of the Company (“**EGM**”); and
- (b) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

Subject to the satisfaction of all the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands issues the certificate of incorporation on change of name confirming the new name has been registered. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong under the Companies Ordinance.

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position. All existing share certificates in issue bearing the present name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificate of the Company will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates of securities for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name becomes effective, new certificates of securities will be issued only in the new name of the Company.

In addition, subject to the confirmation by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the English stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

PROPOSED AMENDMENTS AND RESTATEMENT OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the Proposed Change of Company Name, the Board also proposes to amend and restate the memorandum and articles of association of the Company ("**Memorandum and Articles of Association**") to reflect the Proposed Change of Company Name, with such amendments to take effect when the Proposed Change of Company Name takes effect and the previous increase in the authorised share capital of the Company as approved by the Shareholders on 19 June 2015 ("**Previous Increase in the Authorised Capital**").

At the EGM, a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve, subject to the passing of a special resolution for the Proposed Change of Company Name being entered in the register of companies maintained by the Registrar of Companies in the Cayman Islands, the amendment to the Memorandum and Articles of Association by replacing all references to "HC International, Inc." with "HC Group Inc. 慧聰集團有限公司" and by altering the authorised share capital of the Company in clause 6 of the memorandum of association of the Company to reflect the Previous Increase in the Authorised Capital.

GENERAL

A circular containing, amongst other things, further details of the Proposed Change of Company Name, the proposed amendments and restatement of the Memorandum and Articles of Association and the notice of the EGM to approve the Proposed Change of Company Name, and the related proxy form are expected to be despatched to the Shareholders as soon as practicable.

The Company will make further announcement to inform the Shareholders of the results of the EGM, the effective date of the Proposed Change of Company Name and the new English stock short name of the Company for trading of the shares of the Company on the Stock Exchange.

By order of the Board
HC INTERNATIONAL, INC.
Liu Jun
Chairman and Chief Executive Officer

Beijing, the People's Republic of China, 26 April 2018

* *for identification purpose only*

As at the date of this announcement, the Board comprises:

Mr. Liu Jun (*Executive Director, Chairman and Chief Executive Officer*)

Mr. Lee Wee Ong (*Executive Director and Chief Financial Officer*)

Mr. Guo Fansheng (*Non-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*)

Ms. Qi Yan (*Independent non-executive Director*)