



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 (the “EGM”) of HC International, Inc. (the “Company”) will be held at Tower B, Jieneng Building, North Avenue, Xizhimen, Haidian District, Beijing, the PRC (100082) on 24 November 2008 (Monday) at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions (Terms and expressions defined in the circular, unless the context otherwise requires, shall have the same meaning in this Notice):

AS ORDINARY RESOLUTIONS:

THAT:

- (1) the terms of, and the transactions contemplated by the DPA to be entered into between HDBC and Fulfilment JV Co in respect of the purchase of data and related products and services by Fulfilment JV Co from HDBC be approved and be amended and supplemented at the discretion of the directors of the Company and Fulfilment JV Co and the directors of the Company and Fulfilment JV Co be authorised to do any acts and/or execute the DPA and any documents for and on behalf of the Company and Fulfilment JV Co (as the case may be) to bring into such effect and the annual transaction amounts under the DPA for the four periods ending 31 December 2008, 31 December 2009, 31 December 2010 and 31 December 2011 capped at RMB67,000, RMB817,000, RMB1,017,000 and RMB1,100,000 respectively be approved;
- (2) the terms of, and the transactions contemplated by the FSA1 to be entered into between Sales JV Co and Fulfilment JV Co in respect of the fulfilment services to be provided by Fulfilment JV Co to Sales JV Co be approved and be amended and supplemented at the discretion of the directors of the Company and Fulfilment JV Co and the directors of the Company and Fulfilment JV Co be authorised to do any acts and/or execute the FSA1 and any documents for and on behalf of the Company and Fulfilment JV Co (as the case may be) to bring into such effect and the annual transaction amounts under the FSA1 for the four periods ending 31 December 2008, 31 December 2009, 31 December 2010 and 31 December 2011 capped at RMB4,000,000, RMB57,000,000, RMB78,000,000 and RMB89,000,000 respectively be approved; and

* *For identification purpose only*

- (3) the terms of, and the transactions contemplated by the FSA2 to be entered into between HC PRC and Sales JV Co in respect of the fulfilment services to be provided by HC PRC to Sales JV Co to enable Sales JV Co to sell and market e-Eyes products to customers be approved and be amended and supplemented at the discretion of the directors of the Company and HC PRC and the directors of the Company and HC PRC be authorised to do any acts and/or execute the FSA2 and any documents for and on behalf of the Company and HC PRC (as the case may be) to bring into such effect and the annual transaction amounts under the FSA2 for the four periods ending 31 December 2008, 31 December 2009, 31 December 2010 and 31 December 2011 capped at RMB740,000, RMB9,200,000, RMB12,100,000 and RMB13,960,000 respectively be approved.

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

Chief Executive Officer and Executive Director

7 November 2008

Registered office:
4th Floor, One Capital Place
P.O. Box 847 George Town
Grand Cayman, Cayman Islands
British West Indies

Head office and principal place of business:
Tower B
Jieneng Building
North Avenue, Xizhimen
Haidian District
Beijing, the PRC

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of such member. A proxy need not to be a member of the Company.
2. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share register, Hong Kong Registrars Limited, at Room 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the meeting or any adjournment thereof should be he so wishes.
3. In accordance with Chapter 20 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, D&B International, D&B PRC and HDBC and their respective associates are required to abstain from voting the above resolution.
4. As the above resolution is subject to the approval of the independent shareholders of the Company, it will be determined by way of a poll.
5. The share register of the Company will be closed from 20 November 2008 to 24 November 2008 (both dates inclusive). Shareholders on the share register as at close of business on 19 November 2008 will be entitled to attend and vote at the meeting.

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

Mr. Guo Fansheng (*Executive Director*)

Mr. Guo Jiang (*Executive Director and Chief Executive Officer*)

Mr. Li Jianguang (*Non-executive Director*)

Mr. Zhang Ke (*Independent non-executive Director*)

Mr. Xiang Bing (*Independent non-executive Director*)

Mr. Guo Wei (*Independent non-executive Director*)

This announcement, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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.