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HC INTERNATIONAL, INC.

慧聰國際資訊有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8292)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting of the shareholders of HC International, Inc. (the “**Company**”) will be held at Tower B, Jieneng Building, 42 North Street, Xizhimen, Haidian District, Beijing 100082, the PRC on 10 November 2006 at 4:00 p.m. (the “**EGM**”) for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** the articles of association of the Company be and are hereby amended in the following manner:

1. Article 2 be amended as follows:

- (a) by inserting the words “and “Directors” shall mean any one of them and include any alternate” at the end of the definition of “Board” or “Directors”;
- (b) by inserting the word “authorised” between the words “the” and “share capital” in the definition of “Capital”;
- (c) by deleting the words “stock exchange” and replacing therewith the words “Designated Stock Exchange” in the definition of “Clearing house”;
- (d) by deleting the words “stock exchange” and replacing therewith the words “Designated Stock Exchange” in the definition of “Competent regulatory authority”;
- (e) by deleting the words “Section 2 of the Companies Ordinance of Hong Kong as in force at the time of adoption of the Articles” and replacing therewith the words “the rules of the Designated Stock Exchange as amended from time to time” in the definition of “Subsidiary and Holding Company”; and

* For identification purposes only

- (f) by inserting the words “legible and” after the words “representing words or figures in a” in sub-paragraph (2)(e).
2. Article 66 be amended as follows:
- (a) by inserting the words “voting by way of poll is required by the rules of the Designated Stock Exchange or” after the words “a show of hands unless” in the third sentence; and
- (b) by deleting the full-stop at the end of sub-paragraph (d), replacing therewith a semicolon and the word “or” and inserting the following new sub-paragraph (e):
- “(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”
3. Article 68 be amended as follows:
- (a) by deleting the second sentence in its entirety and substituting therefor the following:
- “The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”
4. Article 84 be amended as follows:
- (a) by inserting the words “, if more than one person is so authorised,” after the words “or at any meeting of any class of Members provided that” in sub-paragraph (2).
5. Article 86 be amended as follows:
- (a) by deleting sub-paragraph (2) thereof in its entirety and substituting therefor the following:
- “(2) Subject to the Statutes and the provisions of these Articles, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director.”;
- (b) by deleting sub-paragraph (3) thereof in its entirety and substituting therefor the following:
- “(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting.”;
- (c) by deleting the words “Subject to any provision to the contrary in these Articles” from the beginning of sub-paragraph (5) and, by deleting the word “special” and substituting therewith the word “ordinary” in sub-paragraph (5).

6. Article 87 be amended as follows:

(a) by deleting sub-paragraph (1) in its entirety and substituting therewith the following:

“(1) Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.”; and

(b) by inserting the words “and shall continue to act as Director throughout the meeting at which he retires” at the end of the first sentence of sub-paragraph (2).

7. Article 90 be amended as follows:

(a) by inserting the words “rotation, resignation and” after the words “shall be subject to the same provisions as to” in the third sentence.

8. Article 103 be amended as follows:

(a) by deleting the quotation mark at the end of sub-paragraph (2); and

(b) by inserting the following as new sub-paragraph (3):

“(3) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his associate(s) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board during the meeting (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.”

9. Article 162 be amended as follows:

(a) by inserting the following as new sub-paragraph (c):

“(c) if served by advertisement in newspapers, shall be deemed to have been served on the day on which the Notice or document is first published in newspapers;”

(b) by re-numbering sub-paragraph (c) as new sub-paragraph (d); and

- (c) by re-numbering sub-paragraph (d) as new sub-paragraph (e) and by inserting the words “only or in both English language and Chinese language” after the words “in the English language or the Chinese language”.

10. Article 163 be amended as follows:

- (a) by deleting the words “by post to or left at the registered address of any Member in pursuance of” in sub-paragraph (1) and substituting therewith the words “to any Member in such manner as provided in”; and

- (b) by deleting sub-paragraph (2) thereof in its entirety and substituting therefor the following:

“(2) Any Notice or document may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member in such manner as provided in these Articles in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.””

By Order of the board of the directors

HC International, Inc.

Guo Fansheng

Chief Executive Officer and Executive Director

Beijing, PRC, 19 October 2006

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
42 North Street, Xizhimen
Haidian District
Beijing 100082
The People’s Republic of China

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 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 registrar, Computershare Hong Kong Investor Services Limited, at 46th 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 he so wishes.
3. The share register of the Company will be closed from 8 November 2006 to 10 November 2006 (both dates inclusive). Shareholders on the share register as at 8 November 2006 will be entitled to attend and vote at the meeting.

As at the date of this announcement, the board of directors of the Company comprises:

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

Ms. Wu Ying (*Executive Director*)

Ms. Lai Sau Kam, Connie (*Executive Director*)

Mr. Guo Jiang (*Executive Director*)

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

Mr. John Craig Pepples (*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 collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM”) for the purpose of giving information with regard to the Company. The directors of the Company having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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.

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