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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 members of HC International, Inc. (the “Company”) will be held at Tower B, Huaxing Building, 42 North Street, Xizhimen, Haidian District, Beijing, the PRC (100088) on 20 July 2005 at 4:00 p.m. the (“EGM”) for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as special resolutions of the Company:–

**SPECIAL RESOLUTIONS**

1. **“THAT** the Proposed Restructuring Equity Transfers as contemplated under the Proposed Restructuring (all capitalised terms are defined in the circular dated 28 June 2005) be and are hereby approved and the Directors be and are hereby authorized to do all acts and things considered by them to be necessary, desirable or expedient to effect and implement the Proposed Restructuring Equity Transfers for the purpose of giving effect to the Proposed CMN Share Transfer.”
2. **“THAT** the Proposed CMN Share Transfer as contemplated under the Sale and Purchase Agreement dated 27 May 2005 entered into among the Acquiror, Hong Kong HC International, the CMN Management, the Target Company and 8 Holdings (all capitalised terms are defined in the circular dated 28 June 2005) be and is hereby approved, ratified and confirmed and the Directors be and are hereby authorized to do all acts and things considered by them to be necessary, desirable or expedient to effect and implement the terms of the Sale and Purchase Agreement and all transactions contemplated thereunder.”

By Order of the board of the Directors

**HC INTERNATIONAL, INC.**

**Guo Fansheng**

*Chief Executive Officer and Executive Director*

Beijing, PRC, 28 June 2005

\* *For identification purposes only*

*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, Huaxing Building  
42 North Street, 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 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. 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, Mr. Guo Fansheng and his associates are required to abstain from voting on special resolution no. 1.
4. As special resolution no. 1 is subject to the approval of the independent shareholders of the Company, such special resolution will be determined by way of a poll.
5. The share register of the Company will be closed from 18 July 2005 to 20 July 2005 (both dates inclusive). Shareholders on the share register as at 18 July 2005 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. Hugo Shong (*Non-executive Director*)

Mr. Yang Fei (*Non-executive Director*)

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

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

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