
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hongguo International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Hongguo International Holdings Limited

鴻國國際控股有限公司*

(incorporated in Bermuda with limited liability)

Stock Code: 1028

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice for convening a special general meeting of Hongguo International Holdings Limited to be held at 31st Floor, International Trade Center, No.18 East Zhongshan Road, Nanjing, the People's Republic of China on Wednesday, 1 February 2012 at 10:00 a.m. is set out on pages 5 to 6 of this circular. A form of proxy for use at the special general meeting is also enclosed.

Whether or not you are able to attend the special general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

* For identification purposes only

9 January 2012

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Board”	the board of Directors
“Change of Company Name”	the proposed change of name of the Company to “C.banner International Holdings Limited” and the adoption of the Chinese name “千百度國際控股有限公司” as the secondary name of the Company
“Company”	Hongguo International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be convened and held at 31st Floor, International Trade Center, No.18 East Zhongshan Road, Nanjing, the People’s Republic of China on Wednesday, 1 February 2012 at 10:00 a.m., the notice of which is set out on pages 5 to 6 of this circular, and any adjournment thereof
“Share(s)”	ordinary share(s) of US\$0.015 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Shares of the Company from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



Hongguo International Holdings Limited

鴻國國際控股有限公司*

(incorporated in Bermuda with limited liability)

Stock Code: 1028

Executive Directors:

Mr. CHEN Yixi (*Chairman*)
Mr. LI Wei (*Chief Executive Officer*)
Mr. ZHAO Wei
Mr. HUO Li
Mr. XU Tingyu (*Chief Financial Officer*)

Non-executive Director:

Mr. MIAO Bingwen

Independent Non-executive Directors:

Mr. XU Chengming
Mr. LI Xindan
Mr. KWONG Wai Sun Wilson

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

*Principal place of business
in Hong Kong:*

8th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

9 January 2012

To the Shareholders

Dear Sir/Madam

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information with respect to the resolution to be proposed at the SGM for the Change of Company Name and to give you the notice of the SGM.

PROPOSED CHANGE OF COMPANY NAME

On 6 January 2012, the Board announced that it proposed to change the name of the Company to "C.banner International Holdings Limited" and adopt the Chinese name of "千百度國際控股有限公司" as the secondary name of the Company.

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LETTER FROM THE BOARD

REASONS FOR THE CHANGE OF COMPANY NAME

The Group is principally engaged in the design, manufacture and sale of women's footwear in China and one of the Group's self-developed brands is "C.banner 千百度". The Board considers that the Change of Company Name will better reflect the nature and principal activities of the Group. In addition, the new name can strengthen the Company's corporate image and identity. The Board believes that the Change of Company Name is in the best interests of the Company and its Shareholders as a whole.

CONDITIONS OF THE CHANGE OF COMPANY NAME

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

- (a) the passing of a special resolution by the Shareholders at the SGM approving the Change of Company Name; and
- (b) the Registrar of Companies in Bermuda approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new names of the Company on the register maintained by the Registrar of Companies in Bermuda. The Company will then carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

EFFECTS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the present name of the Company shall, after the Change of Company Name having become effective, continue to be evidence of title to the Shares and 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 the Company for new share certificates bearing the new names of the Company.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the SGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the Shares on the Stock Exchange.

SGM

A notice for convening the SGM is set out on pages 5 to 6 of this circular. A form of proxy for use at the SGM is also enclosed with this circular.

Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 48 hours before the time

LETTER FROM THE BOARD

appointed for holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. An announcement will be made by the Company following the conclusion of the SGM to inform you of the results.

RECOMMENDATION

The Board considers that the Change of Company Name is in the best interests of Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favour of the special resolution to be proposed at the SGM.

Yours faithfully
By order of the Board
Hongguo International Holdings Limited
Chen Yixi
Chairman

NOTICE OF SPECIAL GENERAL MEETING



Hongguo International Holdings Limited
鴻國國際控股有限公司*

(incorporated in Bermuda with limited liability)

Stock Code: 1028

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Hongguo International Holdings Limited (the “Company”) will be held at 31st Floor, International Trade Center, No.18 East Zhongshan Road, Nanjing, the People’s Republic of China on Wednesday, 1 February 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies of Bermuda being obtained, the English name of the Company be changed to “C.banner International Holdings Limited” and the Chinese name of “千百度國際控股有限公司” be adopted as the secondary name of the Company, and **THAT** the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the aforesaid change of name and adoption of the Chinese name as the secondary name of the Company.”

By order of the Board
Hongguo International Holdings Limited
Chen Yixi
Chairman

Hong Kong, 9 January 2012

Notes:

- (1) Any shareholder 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 vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- (2) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 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.

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NOTICE OF SPECIAL GENERAL MEETING

- (3) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting if the shareholder of the Company so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (4) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally 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 any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.