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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)

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.
- (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.

As at the date of this announcement, the executive directors of the Company are Mr. CHEN Yixi, Mr. LI Wei, Mr. ZHAO Wei, Mr. HUO Li and Mr. XU Tingyu, the non-executive director of the Company is Mr. MIAO Bingwen; and the independent non-executive directors of the Company are Mr. XU Chengming, Mr. LI Xindan and Mr. KWONG Wai Sun Wilson.

** for identification purpose only*