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If you have sold or transferred all your shares in Guocang Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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GUOCANG GROUP LIMITED

國藏集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 559)

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

A notice of convening the SGM to be held at 4:00 p.m. on Thursday, 7 May 2015 at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong, is set out on pages 5 to 6 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the SGM or at any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or at any adjournment thereof (as the case may be) should you so wish.

13 April 2015

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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 proposal for the Company to change its English name from “Guocang Group Limited” to “Xingmei New Energy Group Limited” and adopt and register “星美新能源集團有限公司” as the secondary name of the Company to replace the current Chinese name “國藏集團有限公司”
“Company”	Guocang Group Limited (國藏集團有限公司), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“SGM”	the special general meeting of the Company to be held at 4:00 p.m. on Thursday, 7 May 2015 at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong or any adjournment thereof
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



GUOCANG GROUP LIMITED

國藏集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 559)

Executive Directors:

Mr. Wong Hin Shek (*Chairman*)

Mr. Chi Chi Hung, Kenneth (*Chief Executive Officer*)

Independent non-executive Directors:

Mr. Chiu Wai On

Mr. Man Kwok Leung

Dr. Wong Yun Kuen

*Head office and principal place
of business in Hong Kong:*

Suite 3908, 39/F.

Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

13 April 2015

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide the Shareholders information in respect of the special resolution to be proposed at the SGM regarding the Change of Company Name and notice for convening the SGM.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Guocang Group Limited” to “Xingmei New Energy Group Limited” and to adopt and register “星美新能源集團有限公司” as the secondary name of the Company to replace the current Chinese name “國藏集團有限公司”.

LETTER FROM THE BOARD

Conditions for the Change of Company Name

The Change of Company Name is conditional upon the following conditions having been satisfied:

1. the passing of a special resolution by the Shareholders at the SGM approving the Change of Company Name; and
2. the Registrar of Companies in Bermuda granting approval for the Change of Company Name.

Reasons for the Change of Company Name

The Change of Company Name is to reflect the Company's plan to focus on its new businesses in clean energy sector, apart from its existing businesses of trading and distribution of liquor and wine, investment in securities and provision of money lending services. The Board is of the view that the new energy sector is with good prospect and with high and sustainable growth. The Board believes that the new name of the Company can demonstrate the Group's commitment towards clean energy sector and improve the Company's corporate image and identity, which the Board considers to be in the interests of the Company and the Shareholders as a whole.

Effects of the proposed Change of the Company Name

Assuming all the conditions set out in the paragraph headed "Conditions for the Change of Company Name" having been fulfilled, the Change of Company Name will take effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in Bermuda. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

The Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation or its financial position. All existing share certificates of the Company in issue bearing the current name of the Company will, upon the Change of Company Name becoming effective, continue to be good evidence of legal title to such Shares and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, all new share certificates will be issued only in the new name of the Company.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becoming effective. Further announcement(s) will be made by the Company in relation to the effective dates of the Change of Company Name and the change of the English and Chinese stock short names.

LETTER FROM THE BOARD

SGM

A notice convening the SGM to be held at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 7 May 2015 at 4:00 p.m.. is set out on pages 5 to 6 of this circular for the purpose of considering and, if thought fit, passing the special resolution approving the Change of Company Name.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or at any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM, or at any adjournment thereof (as the case may be) if you so wish.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the special resolution to be proposed at the SGM.

RECOMMENDATIONS

The Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the resolution as set out in the notice of SGM.

By order of the Board
Guocang Group Limited
Wong Hin Shek
Chairman and executive Director



GUOCANG GROUP LIMITED

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NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Guocang Group Limited (the “**Company**”) will be held at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 7 May 2015 at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company as a special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the English name of the Company be changed from “Guocang Group Limited” to “Xingmei New Energy Group Limited” and “星美新能源集團有限公司” be adopted and registered as the secondary name of the Company to replace the current Chinese name “國藏集團有限公司” (the “**Change of Company Name**”) with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies in Bermuda, and that any one or more of the directors or the secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
Guocang Group Limited
Wong Hin Shek
Chairman and executive Director

Hong Kong, 13 April 2015

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Suite 3908, 39/F.
Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

NOTICE OF SGM

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at Level 22, 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.
4. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
6. The voting at the Meeting (or at any adjournment thereof) shall be taken by way of poll.