
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in IIN International Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular appears for information only and does not constitute an introduction or offer to acquire, purchase or subscribe for the Shares or any other securities.



IIN INTERNATIONAL LIMITED

國訊國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8128

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

A notice convening an extraordinary general meeting of IIN International Limited to be held at Suite 103, 1st Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Monday, 31 March 2008 at 10:30 a.m. is set out on pages 5 to 6 of this circular. A proxy form for use at the extraordinary general meeting is enclosed with this circular. Whether or not you intend to attend the meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the extraordinary general meeting or any adjourned thereof should you so wish.

This circular will remain on the "Latest Company Announcements" section of the GEM website (www.hkgem.com) for at least 7 days from the date of its posting.

6 March 2008

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

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

“Announcement”	the Company’s announcement dated 3 March 2008 regarding the Proposed Change of Company Name
“Articles”	the articles of association of the Company
“Board”	board of the Directors
“Company”	IIN International Limited, a company incorporated in the Cayman Islands, the Shares of which are listed on the Growth Enterprise Market of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held to consider and approve the Proposed Change of Company Name, notice of which is set out at the end of this circular
“EGM Notice”	notice of the EGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macao Special Administrative Region and Taiwan)
“Proposed Change of Company Name”	the proposed change of the name of the Company from “IIN International Limited” to “China Ground Source Energy Limited中國地能有限公司”
“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



IIN INTERNATIONAL LIMITED

國訊國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8128

Executive directors :

Wu Shu Min (Chairman)

Fu Hui Zhong

Xu Zhi Feng

Independent non-executive directors:

Liu Yang

Jin Dunshen

Registered office :

Huntlaw Building

P.O. Box 2804

George Town

Grand Cayman

Cayman Islands

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

Unit 2201A, 22/F

Bank of America Tower

12 Harcourt Road

Central, Hong Kong

6 March 2008

*To the Shareholders and, for information only,
holders of share options of the Company*

Dear Sirs or Madams,

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

1. INTRODUCTION

The purpose of this circular is to provide you with the information regarding the Proposed Change of Company Name and to give you the EGM notice in order to enable you to make an informed decision on whether to vote for or against the special resolution relating to the Proposed Change of Company Name.

* *For identification purposes only*

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

On 3 March 2008, the Company announced the Proposed Change of Company Name.

The Board proposes to change the name of the Company from “IIN International Limited” to “China Ground Source Energy Limited 中國地能有限公司”. The Board considers that the Proposed Change of Company Name will better reflect the business diversity of the Company and its subsidiaries in the future and provide the Company with a fresh new corporate identity. The Board believes that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

The Proposed Change of Company Name is subject to (i) the passing of a special resolution by the Shareholders at the EGM; and (ii) the approval by the Registrar of Companies in the Cayman Islands. The Proposed Change of Company Name will take effect from the date on which the new English and Chinese names of the Company are entered on the register of companies maintained by the Registrar of Companies in the Cayman Islands. The Company will carry out the necessary filing procedures as required by the Registrar of Companies in Hong Kong and the Cayman Islands when the Proposed Change of Company Name becomes effective.

Upon the Proposed Change of Company Name becoming effective, the existing name of the Company will no longer be used.

Further announcement(s) will be made by the Company to inform the Shareholders (i) of the effective date of the Proposed Change of Company Name and the stock short names of the Company; and (ii) on the trading arrangements upon the Proposed Change of Company Name becoming effective.

3. SHARE CERTIFICATE

The Proposed Change of Company Name will not affect any of the rights of any Shareholder. Upon the Proposed Change of Company Name becoming effective, all existing share certificates in issue bearing the existing name of the Company will continue to be evidence of legal title and valid for trading, settlement, registration and delivery purposes.

There will not be any arrangement for free exchange of existing share certificates of the Company. Upon the Proposed Change of Company Name becoming effective, any new share certificates of the Company will be issued under the new name of the Company.

4. ACTION TO BE TAKEN

Your attention is drawn to the EGM Notice. At the EGM, a special resolution will be put forward to the Shareholders to approve the Proposed Change of Company Name. No shareholder will be required to abstain from voting on any resolution to be approved at the EGM.

LETTER FROM THE BOARD

A proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend the meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned thereof should you so wish.

5. PROCEDURE FOR DEMANDING A POLL

Pursuant to the Articles, a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required by the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for poll) a poll is demanded (i) by the chairman of the meeting; or (ii) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or (iii) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or (iv) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or (v) if required by the Listing Rules, by any Director or Directors, who, individually or collectively, hold proxies in respect of Shares representing five (5) per cent. or more of the total voting rights at such meeting.

6. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole, and therefore recommend Shareholders to vote in favour of the proposed resolution set out in the notice of the EGM.

Yours faithfully,
For and on behalf of the Board of
IIN International Limited
Wu Shu Min
Chairman



IIN INTERNATIONAL LIMITED

國訊國際有限公司*

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8128

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of IIN International Limited (the “Company”) will be held at 10:30 a.m. on Monday, 31 March 2008 at Suite 103, 1st Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong for the purposes of considering and, if thought fit, passing with or without modifications the resolution below of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be changed from “IIN International Limited” to “China Ground Source Energy Limited 中國地能有限公司” with effect from the date on which such name is entered on the register of companies maintained by the Registrar of Companies in the Cayman Islands, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to effect the foregoing.”

By Order of the Board of
IIN International Limited
Wu Shu Min
Chairman

Hong Kong, 6 March 2008

* *For identification purposes only*

NOTICE OF EGM

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof.
3. Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the 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 holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. As at the date of this notice, the Board comprises Mr. Wu Shu Min, Mr. Xu Zhi Feng and Mr. Fu Hui Zhong as executive Directors, Mr. Liu Yang and Mr. Jin Dunshen as independent non-executive Directors.

This notice will remain on the Latest Company Announcement page on GEM website at www.hkgem.com for any least 7 days from the date of publication and on the website of the Company at www.iini.com.