



**國 中 控 股 有 限 公 司**  
**INTERCHINA HOLDINGS COMPANY LIMITED**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 202)

**Form of proxy for use at the Annual General Meeting (and at any adjournment thereof)**

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_<sup>2</sup> shares of HK\$0.10 each in the capital of Interchina Holdings Company Limited (the "Company"), HEREBY APPOINT \_\_\_\_\_ of \_\_\_\_\_  
or failing him/her, the Chairman of the meeting<sup>3</sup>, as my/our proxy to act for me/us at the Annual General Meeting (and at any adjournment thereof) of the Company, to be held at Academy Room III, 1/F., Intercontinental Grand Stanford Hotel, Hong Kong on 14 July 2007 at 9:00 a.m. and in particular (but without limitation) at such meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution set out in the notice concerning the annual general meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

Resolutions		For <sup>4</sup>	Against <sup>4</sup>
1.	To receive and consider the audited financial statements, the reports of the directors and independent auditors' report for the year ended 31 March 2007		
2.	(a) To approve non-occupation of the vacated office of Mr. Chan Wing Yuen, Hubert if he does not offer himself for re-election, or to re-elect Mr. Chan Wing Yuen, Hubert as executive director if he offers himself for re-election		
	(b) To approve non-occupation of the vacated office of Ms. Ha Ping if she does not offer herself for re-election, or to re-elect Ms. Ha Ping as independent non-executive director if she offers herself for re-election		
	(c) To approve non-occupation of the vacated office of Dr. Tang Tin Sek if he does not offer himself for re-election, or to re-elect Dr. Tang Tin Sek as independent non-executive director if he offers himself for re-election		
	(d) To authorise the board of directors to fix their remuneration		
3.	(a) To re-appoint HLB Hodgson Impey Cheng as auditors		
	(b) To authorise the board of directors to fix their remuneration		
4.	(a) To pass the ordinary resolution no. 4(1) set out in the notice of Annual General Meeting		
	(b) To pass the ordinary resolution no. 4(2) set out in the notice of Annual General Meeting		
	(c) To pass the ordinary resolution no. 4(3) set out in the notice of Annual General Meeting		

Signature(s)<sup>5</sup> \_\_\_\_\_

Date \_\_\_\_\_ 2007

**Notes:**

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION. Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- In order to be valid, this 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 delivered to the office of the branch share registrar of the Company in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.