



INTERCHINA HOLDINGS COMPANY LIMITED

國 中 控 股 有 限 公 司

(incorporated in Hong Kong with limited liability)

(Stock Code: 202)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Interchina Holdings Company Limited (“Company”) will be held at Royal I, 1/F., Majestic Hotel, 348 Nathan Road, Kowloon, Hong Kong on 10 February 2007 at 9:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the terms and conditions, execution delivery, performance and implementation of each of:

- (1) the conditional framework agreement dated 19 October 2006 (“**Framework Agreement**”) (a copy of the Framework Agreement has been produced to the meeting marked “A” and has been signed by the Chairman of the meeting for the purpose of identification) made between Interchina Holdings Company Limited (“**Company**”) and Shanghai Lam Hong (Group) Company Limited,
- (2) the conditional agreement dated 19 October 2006 (“**BSI Agreement**”) (a copy of the BSI Agreement has been produced to the meeting marked “B” and has been signed by the Chairman of the meeting for the purpose of identification) made between Burlingame International Company Limited (“**BIC**”), Chinese Asial Investments Limited (“**CAI**”) and Mr. Zhang Yun, and
- (3) the conditional agreement dated 19 October 2006 (the “**ICIM & CIC Agreement**”) (a copy of the ICIM & CIC Agreement has been produced to the meeting marked “C” and has been signed by the Chairman of the meeting for the purpose of identification) made between the Company and Tangible Wealth Investments Limited,

respectively for the disposals of the entire interest in the capital of Burlingame (Shanghai) Investments Limited (“**BSI**”), the entire interest in the capital of Interchina (Changsha) Investments And Management Company Limited (“**ICIM**”), 38.9% equity interest in the capital of Changsha Interchina Star City Company Limited, the non-interest bearing shareholder loan owing by BSI to BIC as at the completion of the BSI Agreement, the non-interest bearing shareholder loan owing by BSI to CAI as at the completion of the BSI Agreement and the non-interest bearing shareholder loan owing by ICIM to the Company as at the completion of the ICIM & CIC Agreement, and the transactions contemplated under each of the Framework Agreement, the BSI Agreement, the ICIM & CIC Agreement and the performance by the Company thereof be and are hereby confirmed, ratified and approved and that any one or more of the directors of the Company (the “**Directors**”) be and is and are hereby authorised on behalf of the Company to sign, seal, execute, perfect and deliver supplemental agreements, deeds or such other documents and do all such acts, matters and things as he or she or they may in his or her or their discretion consider necessary or desirable for the purpose of or in connection with effecting and implementing the the Framework Agreement, the BSI Agreement, the ICIM & CIC Agreement and completing the transactions contemplated by the Framework Agreement, the BSI Agreement, the ICIM & CIC Agreement with such changes including but not limited to change of the date for completion of the transactions as any such Director(s) may consider necessary, desirable or expedient.”

By Order of the Board of
Interchina Holdings Company Limited
Lam Cheung Shing, Richard
Director and Company Secretary

Hong Kong, 5 January 2007

Registered Office:
Room 701, 7/F.
Aon China Building
29 Queen's Road Central
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxy to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any Share, any one such persons 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 joint holders is present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company's share registrar, Tengis Limited, Level 25, Three Pacific Place, 1 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. As at the date of this notice, the executive Directors are Mr. Zhang Yang, Mr. Chan Wing Yuen, Hubert and Mr. Lam Cheung Shing, Richard and the independent non-executive Directors are Mr. Wong Hon Sum, Ms. Ha Ping and Dr. Tang Tin Sek.

Please also refer to the published version of this announcement in The Standard.