



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 (the “**EGM**”) of Interchina Holdings Company Limited (the “**Company**”) will be held at Boardroom 3&4, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on 25 February 2008 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) (i) the sale and purchase agreement dated 17 May 2007 entered into between Interchina (Tianjin) Water Treatment Limited (“**Interchina (Tianjin)**”), a wholly-owned subsidiary of the Company, and Heilong Group Limited (the “**Vendor**”); (ii) the supplemental agreement dated 29 June 2007 entered into between the Vendor, Interchina (Tianjin) and Heilongjiang Black Dragon Company Limited (“**Black Dragon**”); (iii) the second supplemental agreement dated 15 November 2007 entered into between the Vendor and Interchina (Tianjin); and (iv) the third supplemental agreement dated 17 December 2007 entered into between the Vendor and Interchina (Tianjin) (collectively, the “**SP Agreement**”), all in relation to the sale and purchase of 229,725,000 domestic shares in Black Dragon, copies of which have been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification, be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to do all things and acts and sign all documents which they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the SP Agreement and any of the transactions contemplated thereunder.”

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

Hong Kong, 31 January 2008

Registered office:

Room 701, 7th Floor
Aon China Building
29 Queen's Road Central
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share of the Company (the "Share"), any one such person may vote at the EGM, 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 EGM 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 Share 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, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. As at the date of this notice, the executive directors of the Company are Mr. Zhang Yang, Mr. Chan Wing Yuen, Hubert and Mr. Lam Cheung Shing, Richard and the independent non-executive directors of the Company are Mr. Wong Hon Sum, Ms. Ha Ping and Dr. Tang Tin Sek.