



# INTERCHINA HOLDINGS COMPANY LIMITED

## 國 中 控 股 有 限 公 司

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 202)**

### CONVERSION OF CONVERTIBLE NOTES

The Company makes this announcement in compliance with the Listing Approval in relation to the number of Shares allotted and issued upon the exercise of the conversion rights attached to the Second Tranche Convertible Notes that have been issued by the Company.

Reference is made to the announcements of the Company dated 6 July 2007, 29 October 2007, 7 November 2007, 5 December 2007, 31 December 2007, 3 January 2008, 31 January 2008, 1 February 2008, 5 March 2008 and 1 April 2008 as well as the circular of the Company dated 10 August 2007 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

The Company makes this announcement in compliance with the approval (the “**Listing Approval**”) granted by the Listing Committee of the Stock Exchange approving the listing of and permission to deal in, among others, the First Tranche Conversion Shares and the Second Tranche Conversion Shares to be allotted and issued upon the exercise of the conversion rights attached to the First Tranche Convertible Notes and the Second Trade Convertible Notes respectively.

All conversion rights attached to the First Tranche Convertible Notes have been fully exercised.

On 1 April 2008, the Company issued part of the Second Tranche Convertible Notes in the aggregate principal amount of HK\$50,000,000. On 16 April 2008, the Company issued further part of the Second Tranche Convertible Notes in the aggregate principal amount of HK\$200,000,000. As at the date of this announcement, the Company has received two conversion notices to exercising the conversion rights attached to the Second Tranche Convertible Notes in the aggregate principal amount of HK\$250,000,000 (the “**Conversion**”). As a result of the Conversion, an aggregate of 2,500,000,000 Second Tranche Conversion Shares were issued by the Company, representing (i) approximately 14.46% of the issued share

capital of the Company immediately prior to the allotment and issue of such Second Tranche Conversion Shares; and (ii) approximately 12.64% of the issued share capital of the Company as enlarged by the allotment and issue of such Second Tranche Conversion Shares. Details of the Conversion are as follows:

<b>Date of receipt of conversion notice(s)</b>	<b>Number of conversion notice(s) received</b>	<b>Number of Second Tranche Conversion Shares issued</b>	<b>Conversion price</b>	<b>Principal amount of the Second Tranche Convertible Notes converted</b>	<b>Date of issue of the Second Tranche Conversion Shares</b>
2 April 2008	1	500,000,000	HK\$0.10	HK\$50,000,000	2 April 2008
16 April 2008	1	<u>2,000,000,000</u>	HK\$0.10	<u>HK\$200,000,000</u>	16 April 2008
<b>Total:</b>		<b><u>2,500,000,000</u></b>		<b><u>HK\$250,000,000</u></b>	

Immediately after the Conversion, there is no outstanding principal amount of the Second Tranche Convertible Notes in issue. Pursuant to the terms of the Second Tranche Option, further convertible notes in the aggregate principle amount of HK\$950,000,000 will be issued by the Company upon the exercise in full of the Second Tranche Option. During the period commencing from 31 March 2008 (being the reference date regarding issued share capital of the Company as set out in the last monthly announcement of the Company in relation to conversion of convertible notes) and ending on the date of this announcement, save for the Second Tranche Conversion Shares issued upon the Conversion, no Shares were issued by the Company.

Changes in the issued capital of the Company during the period commencing from 1 April 2008 (being the reference date regarding issued share capital of the Company as set out in the last monthly announcement of the Company in relation to conversion of convertible notes) and ending on the date of this announcement are as follows:

<b>Date</b>	<b>Issued share capital</b>	<b>Number of issued Shares</b>
1 April 2008 (being the reference date regarding issued share capital of the Company as set out in the last monthly announcement of the Company in relation to conversion of convertible notes)	HK\$1,728,619,363.2	17,286,193,632
2 April 2008 (being the date of issue of the Second Tranche Conversion Shares in relation to the conversion notices received on 2 April 2008)	HK\$1,778,619,363.2	17,786,193,632

<b>Date</b>	<b>Issued share capital</b>	<b>Number of issued Shares</b>
16 April 2008 (being the date of issue of the Second Tranche Conversion Shares in relation to the conversion notices received on 16 April 2008)	HK\$1,978,619,363.2	19,786,193,632
As at 16 April 2008 (being the date of this announcement)	HK\$1,978,619,363.2	19,786,193,632

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

Hong Kong, 16 April 2008

*As at the date of this announcement, 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.*