



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 by shareholders at the extraordinary general meeting
to be held at The Laurel, level 3, Renaissance Kowloon Hotel, 22 Salisbury Road, Tsimshatsui,
Kowloon, Hong Kong on 17 May 2008 at 9:45 a.m. (or at any adjournment thereof)**

I/We¹ _____ of _____
being the registered holder(s) of _____² 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 Meeting³, as my/our proxy to act for me/us at the extraordinary general meeting (the
"Meeting") (or at any adjournment thereof) of the Company, to be held at The Laurel, level 3, Renaissance Kowloon Hotel,
22 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong on 17 May 2008 at 9:45 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 Meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

	Resolutions	For ⁴	Against ⁴
1.	To grant a general mandate to the Directors to issue and allot additional shares of the Company		
2.	To refresh the scheme mandate limit under the Share Option Scheme		

Signature(s)⁵ _____

Date _____ 2008

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. 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).
3. 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.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK "✓" IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK "✓" IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION. Failure to do so 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 those referred to in the notice convening the Meeting.
5. 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.
6. 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 notorially certified copy thereof, must be delivered to the office of the share registrar of the Company, 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 the holding of the Meeting or any adjourned meeting.
7. 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 of the Company in respect of the joint holding.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.