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INTERCHINA HOLDINGS COMPANY LIMITED

國 中 控 股 有 限 公 司

(incorporated in Hong Kong with limited liability)

(Stock Code: 202)

VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION

RESULTS OF EXTRAORDINARY GENERAL MEETING

The Company is pleased to announce that at the EGM held on 17 May 2008, the ordinary resolution approving the Acquisition Agreement and the transactions contemplated thereunder was duly passed by way of poll.

Reference is made to the announcement of the Company dated 18 December 2007 and the circular of the Company dated 15 April 2008 (the “**Circular**”). Unless the context otherwise requires, terms used in this announcement shall have the same meanings as defined in the Circular.

RESULTS OF EGM

The Company is pleased to announce that at the EGM held on 17 May 2008, the ordinary resolution set out in the notice of EGM (the “**Resolution**”) proposing to approve the Acquisition Agreement and the transactions contemplated thereunder was duly passed by the Independent Shareholders by way of poll. The share registrar of the Company, Tricor Tengis Limited, was appointed as the scrutineer for the purpose of the vote-taking at the EGM.

As stated in the Circular, (i) Mr. Zhang Yang, an executive Director and chairman of the Company, and his associates; and (ii) in the event that Mr. Wong Hon Sum (“**Mr. Wong**”), an independent non-executive Director, exercised the subscription rights attached to the share options to subscribe for Shares, Mr. Wong had to abstain from voting at the EGM in respect of the Resolution.

As at the date of the EGM, a total of 20,286,193,632 Shares were in issue, of which an aggregate of 4,492,625,000 Shares were held by Mr. Zhang Yang and his associates. Mr. Wong has not exercised the subscription rights attached to the share options to subscribe for Shares and as at the date of the EGM, Mr. Wong did not hold any Shares. Therefore, Mr. Wong was not entitled to vote on the Resolution at the EGM. The total number of Shares entitling the Independent Shareholders to attend and vote for or against

the Resolution as at the date of the EGM was 15,793,568,632 Shares, representing approximately 77.85% of the issued share capital of the Company as at the date of the EGM. No Shareholder was entitled to attend and vote only against the Resolution at the EGM. The Board confirmed that Mr. Zhang Yang and his associates did not vote on the Resolution at the EGM.

The poll result of such resolution was as follows:

Ordinary resolution	No. of Shares (percentage of total number of Shares voted)	
	For	Against
Resolution as set out in the notice of the EGM	4,045,081,500 Shares 99.98%	1,000,000 Shares 0.02%

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

Hong Kong, 17 May 2008

As at the date of this announcement, the Board consists of three executive Directors, namely, Mr. Zhang Yang, Mr. Chan Wing Yuen, Hubert and Mr. Lam Cheung Shing, Richard; and three independent non-executive Directors, namely, Mr. Wong Hon Sum, Ms. Ha Ping and Dr. Tang Tin Sek.