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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)

REFRESHMENT OF GENERAL MANDATE TO ISSUE AND ALLOT SHARES AND REFRESHMENT OF THE GENERAL SCHEME LIMIT UNDER THE SHARE OPTION SCHEME

RESULTS OF EXTRAORDINARY GENERAL MEETING

The Company is pleased to announce that at the EGM held on 17 May 2008, the ordinary resolutions approving (i) the grant of the Issue Mandate; and (ii) the Proposed Refreshment were duly passed.

Reference is made to the circular of the Company dated 24 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 numbered 1 set out in the notice of EGM (the “**Resolution No. 1**”) proposing to approve the grant of Issue Mandate 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 at the date of the EGM, a total of 20,286,193,632 Shares were in issue. The Directors (excluding independent non-executive Directors), the chief executive of the Company and their respective associates are required to abstain from voting in favour of Resolution No. 1 at the EGM. As at the date of the EGM, Mr. Zhang Yang, Mr. Chan Wing Yuen, Hubert (“Mr. Chan”) and Mr. Lam Cheung Shing, Richard (“Mr. Lam”), all being executive Directors, and their respective associates, held an aggregate of 4,646,625,000 Shares, representing approximately 22.91% of the issued share capital of the Company. They were entitled to attend and vote only against the Resolution No. 1 at the EGM. The total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolution No. 1 as at the date of the EGM was 15,639,568,632 Shares, representing approximately 77.09% of the issued share capital of the Company as at the date of the EGM. The Board confirmed that Mr. Zhang Yang, Mr. Chan, Mr. Lam and their respective associates did not vote on the Resolution No. 1 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 No. 1 as set out in the notice of the EGM	4,273,471,500 Shares 99.95%	2,100,000 Shares 0.05%

The Board is also pleased to announce that at the EGM held on 17 May 2008, the ordinary resolution numbered 2 set out in the notice of EGM proposing to approve the Proposed Refreshment was duly passed by the Shareholders by show of hands.

By Order of the Board
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.