



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 MONTHLY ANNOUNCEMENT

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, 1 April 2008, 16 April 2008 and 30 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 Tranche Convertible Notes respectively.

All conversion rights attached to the First Tranche Convertible Notes have been fully exercised. During the month of May 2008, the Company has not issued any part of the Second Tranche Convertible Notes.

During the month of May 2008, none of the Second Tranche Option has been exercised, so no conversion notice would have been received.

As at 31 May 2008, there was no outstanding principal amount of the Second Tranche Convertible Notes in issue. Pursuant to the terms of the Second Tranche Option, convertible notes in the aggregate principle amount of HK\$900,000,000 will be issued by the Company upon the exercise in full of the Second Tranche Option.

Information regarding the total issued capital of the Company as at 1 May 2008 and 31 May 2008 are as follows:

Date	Issued share capital	Number of issued Shares
As at 1 May 2008 and 31 May 2008	<u>HK\$2,028,619,363.2</u>	<u>20,286,193,632</u>

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

Hong Kong, 2 June 2008

As at the date of this announcement, the executive directors of the Company are Mr. Zhang Yang, Mr. Chan Wing Yuen, Hubert, Mr. Lam Cheung Shing, Richard and Mr. Zhu Yongjun, and the independent non-executive directors of the Company are Mr. Wong Hon Sum, Ms. Ha Ping and Dr. Tang Tin Sek.