
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Interchina Holdings Company Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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國中控股有限公司

INTERCHINA HOLDINGS COMPANY LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 202)

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

A notice convening an extraordinary general meeting of Interchina Holdings Company Limited to be held at Room Monet, Basement 1, InterContinental Grand Stanford Hotel, 70 Mody Road, Kowloon, Hong Kong at 9:45 a.m. on 6 September 2008 is set out on pages 5 to 7 of this circular. A form of proxy is also enclosed.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the extraordinary general meeting or any adjourned meeting should you so wish.

13 August 2008

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Interchina Holdings Company Limited, a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room Monet, Basement 1, InterContinental Grand Stanford Hotel, 70 Mody Road, Kowloon, Hong Kong at 9:45 a.m. on 6 September 2008, to consider and, if appropriate, to approve the special resolution set out in the EGM Notice or any adjourned meeting thereof
“EGM Notice”	notice of the EGM which is set out on pages 5 to 7 of this circular
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	8 August 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



國 中 控 股 有 限 公 司
INTERCHINA HOLDINGS COMPANY LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 202)

Executive Directors:

Mr. Zhang Yang (*Chairman*)
Mr. Zhu Yongjun (*Deputy Chairman*)
Mr. Chan Wing Yuen, Hubert
Mr. Lam Cheung Shing, Richard

Registered office:

Room 701, 7/F
Aon China Building
29 Queen's Road Central
Hong Kong

Independent non-executive Directors:

Mr. Wong Hon Sum
Ms. Ha Ping
Dr. Tang Tin Sek

13 August 2008

*To the Shareholders and, for information only,
holders of share options and convertible note options of the Company*

Dear Sir or Madam,

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the proposed amendments to the Articles of Association together with a notice of EGM.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Over the past few years, the Stock Exchange has revised the Listing Rules concerning various corporate governance practices. The Board considers that it is in the best interests of the Company and the Shareholders as a whole to formally incorporate such practices into the Articles of Association. The Board proposes to incorporate the following practices into the Articles of Association:

1. at general meetings of the Company, where the Listing Rules require, voting should be conducted by way of a poll while at any other general meetings of the Company, a poll may be demanded in accordance with the Listing Rules by any Director who hold proxies in respect of Shares representing five per cent. (5%) or more of the total voting rights at such general meeting;

LETTER FROM THE BOARD

2. the voting figures on a poll should only be disclosed if it is required by the Listing Rules;
3. at the annual general meeting of the Company, one-third of the Directors (or if their number is not a multiple of three, the number nearest to but not less than one-third) should retire from their office by rotation and that every Director should be subject to retirement by rotation at least once every three years; and
4. the Company can remove any Director by means of an ordinary resolution.

A special resolution will be proposed at the EGM to amend the Articles of Association, details of which are set out in the EGM Notice.

EGM

The EGM will be held at Room Monet, Basement 1, InterContinental Grand Stanford Hotel, 70 Mody Road, Kowloon, Hong Kong at 9:45 a.m. on 6 September 2008. The EGM Notice is set out on pages 5 to 7 of this circular.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete the form of proxy and return it to the office of the share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the EGM or any adjourned meeting should you so wish.

Pursuant to article 73 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person or by proxy for the time being entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the special resolution for approving the proposed amendments to the Articles of Association is in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the special resolution as set out in the EGM Notice.

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

NOTICE OF EGM



國 中 控 股 有 限 公 司
INTERCHINA HOLDINGS COMPANY LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 202)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of InterChina Holdings Company Limited (“**Company**”) will be held at Room Monet, Basement 1, InterContinental Grand Stanford Hotel, 70 Mody Road, Kowloon, Hong Kong at 9:45 a.m. on 6 September 2008 (or any adjournment thereof) for passing the following resolution (with or without modification) as special resolution of the Company:

Special Resolution

“**THAT** the articles of association of the Company be amended as follows:

- (a) The first sentence of Article 73 be deleted in its entirety and replaced by the following:

“73. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a show of hands every member present in person (or being a corporation, is present by a duly authorised representative), or by proxy shall have one vote and on a poll every member present in person or by proxy or, in case of a member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the Chairman; or
- (b) by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or

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- (c) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (e) in accordance with the Listing Rules, by any Director who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a member.”

- (b) Insert the following sentence at the end of Article 74:

“The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Stock Exchange.”

- (c) Article 101 be deleted in its entirety and replaced by the following:

“101. Subject to the manner of retirement by rotation of Directors as from time to time prescribed under the rules and regulations governing the listing of securities on the Stock Exchange and notwithstanding any contractual or other terms on which any Director may be appointed or engaged, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. The retiring Directors shall be eligible for re-election.”

- (d) Article 107 be deleted in its entirety and replaced by the following:

“107. The Company may by ordinary resolution remove any Director (including a Managing or other Executive Director) in accordance with the provisions of the Companies Ordinance before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract of service between him and the Company) and may elect another person in his stead. A person appointed in place of a Director so removed or to fill such a vacancy

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shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.”

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

Hong Kong, 13 August 2008

Registered office:

Room 701, 7/F
Aon China Building
29 Queen's Road Central
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share of the Company (the "Share"), any one such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company's share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
4. As at the date of this notice, the executive Directors are Mr. Zhang Yang, Mr. Zhu Yongjun, Mr. Chan Wing Yuen, Hubert and Mr. Lam Cheung Shing, Richard and the independent non-executive Directors are Mr. Wong Hon Sum, Ms. Ha Ping and Dr. Tang Tin Sek.