



INTERCHINA HOLDINGS COMPANY LIMITED

國 中 控 股 有 限 公 司

(incorporated in Hong Kong with limited liability)

(Stock Code: 202)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Interchina Holdings Company Limited (“**Company**”) will be held at 9:00 a.m. on 19 September 2008 at Lavender Room, The Park Lane Hong Kong, 310 Gloucester Road, Hong Kong (or an adjournment thereof) for considering, and if thought fit, passing the following resolution as ordinary resolution of the Company:

“THAT:

- (a) the sale and purchase agreement dated 3 August 2008 (the “**Agreement**”) entered into between 長沙國中星城置業有限公司 (Changsha Interchina Star City Company Limited) (a wholly-owned subsidiary of the Company) and 廣州市廣域實業有限公司 (Guangzhou Guang Yu Enterprises Limited*) in relation to the sale and purchase of three parcels of land (Lot No. 1999983 located at Land Parcel R-18 South, Lot No. 1999985 located at Land Parcel R-11 West and Lot No. 1999986 located at Land Parcel R-11 East, New Sports City) situated on the south of the City Sports Park, north of Qutang Road, west of Baishawan Road and east of Gaoling Road in Changsha, the People’s Republic of China (長沙市雨花區市體育公園以南，曲塘路以北，白沙灣路以西，高嶺路以東) with an aggregate area of approximately 214,254.87 square metres, copy of which have been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification, be and is hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to do all such things and acts and sign all such documents as they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Agreement and any of the transactions contemplated thereunder.”

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

Hong Kong, 26 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 a 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 Shares 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.