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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 DISPOSAL AND CONNECTED TRANSACTION

RESULTS OF EXTRAORDINARY GENERAL MEETING

The Company is pleased to announce that at the EGM held on 21 January 2009, the ordinary resolutions were duly passed by way of poll.

Reference is made to the announcement of the Company dated 17 October 2008 and the circular of the Company dated 2 January 2009 (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 21 January 2009, the ordinary resolution (the “**Resolution No. 1**”) to elect the chairman of the EGM pursuant to article 71 of the articles of association of the Company was duly passed by the Shareholders by way of poll. As at the date of the EGM, a total of 20,286,193,632 Shares were in issue. The total number of Shares entitling the Shareholders to attend and vote for or against the Resolution No. 1 as at the date of the EGM was 20,286,193,632 Shares, representing approximately 100% 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 No. 1 at the EGM.

The Company is also pleased to announce that at the EGM held on 21 January 2009, the ordinary resolution set out in the notice of EGM (the “**Resolution No. 2**”) proposing to approve the Sale and Purchase Agreement and the transactions contemplated thereunder was duly passed by the Independent Shareholders by way of poll. As stated in the Circular, Mr. Zhang, an executive Director and chairman of the Company, and his associates (including Ms. Wing, the Purchaser and their respective associates) had to abstain from voting at the EGM in respect of the Resolution No. 2. As at the date of the EGM, a total of 20,286,193,632 Shares were in issue, of which an aggregate of 3,739,865,000 Shares were interested

by Mr. Zhang and his associates. The total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolution No. 2 as at the date of the EGM was 16,546,328,632 Shares, representing approximately 81.56% 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 No. 2 at the EGM. The Board confirmed that Mr. Zhang and his associates (including Ms. Wing, the Purchaser and their respective associates) did not vote on the Resolution No. 2 at the EGM.

The share registrar of the Company, Tricor Tengis Limited, was appointed as the scrutineer for the purpose of the vote-taking at the EGM. The poll results were as follows:

Ordinary resolutions

**No. of Shares
(percentage of total number of Shares voted)**

	For	Against
Resolution No. 1	7,198,485,000 Shares 100%	Nil Shares 0%
Resolution No. 2	3,894,725,000 Shares 99.95%	2,000,000 Shares 0.05%

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

Hong Kong, 21 January 2009

As at the date of this announcement, the Board consists of four executive Directors, namely, Mr. Zhang Yang, Mr. Zhu Yongjun, 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.