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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)

CHANGES IN DIRECTORSHIPS, MEMBERS OF THE AUDIT COMMITTEE AND THE REMUNERATION COMMITTEE

The Board announces that:

- (1) Mr. Wong has resigned as an independent non-executive Director, the member and chairman of the Audit Committee, the Corporate Governance Committee and the Remuneration Committee with effect from 1 April 2009;
- (2) Mr. Tang has resigned as an independent non-executive Director and the member of the Audit Committee with effect from 1 April 2009;
- (3) Mr. Ho has been appointed as an independent non-executive Director, the member of the Audit Committee and the Remuneration Committee with effect from 2 April 2009; and
- (4) Mr. Ko has been appointed as an independent non-executive Director and the member of the Audit Committee with effect from 2 April 2009.

RESIGNATION OF DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Interchina Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that (i) Mr. Wong Hon Sum (“**Mr. Wong**”) has resigned as an independent non-executive Director, the member and chairman of the audit committee (the “**Audit Committee**”), the corporate governance committee (the “**Corporate Governance Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company with effect from 1 April 2009 due to the fact that he had to engage more time and efforts to his personal business engagements; and (ii) Mr. Tang Tin Sek (“**Mr. Tang**”) has resigned as independent non-executive Director and member of the Audit Committee with effect from 1 April 2009 because he had to engage more time and efforts to his personal business commitments.

Each of Mr. Wong and Mr. Tang has confirmed that there is no disagreement between the Board and himself and there are no matters which need to be brought to the attention of the shareholders of the Company in relation to their resignations.

The Board would like to take this opportunity to express its appreciation to Mr. Wong and Mr. Tang for their valuable contribution to the Company during their tenure of office.

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that Mr. Ho Yiu Yue Louis (“**Mr. Ho**”) has been appointed as an independent non-executive Director and a member of the Audit Committee and the Remuneration Committee with effect from 2 April 2009 and Mr. Ko Ming Tung Edward (“**Mr. Ko**”) has also been appointed as an independent non-executive Director and a member of the Audit Committee with effect from 2 April 2009. Brief biographical details of Mr. Ho and Mr. Ko are set out as follows:

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ho Yiu Yue Louis

Mr. Ho, aged 61 was appointed as an independent non-executive Director and a member of the Audit Committee and the Remuneration Committee in April 2009. He obtained a Master Degree of Business Administration in Finance & Operations Research from Concordia University in Canada and is an Associate Member of both Hong Kong Institute of Certified Public Accountants and Australia Society of Certificate Practising Accountants. Mr. Ho had over 30 years working experience with international accounting professional firms and had been admitted as partner and lead partner in Ernst & Young, PricewaterhouseCoopers and Arthur Andersen, focusing on technology risk, system and process assurance and risk consulting practices. During that period, Mr. Ho provided services and advices to numerous blue chip corporations in both Hong Kong and China. Mr. Ho was an independent non-executive director of China Pipe Group Limited, the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Save as disclosed, as at the date of this announcement (a) Mr. Ho has not held any directorship in other listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group; and (b) Mr. Ho does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Ho does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

The Company has not entered into any service contract with Mr. Ho as an independent non-executive Director and the member of the Audit Committee and the Remuneration Committee. There is no specific length of service in respect of Mr. Ho’s appointment, but he is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Ho is entitled to an annual remuneration of approximately HK\$360,000. He is also entitled to a discretionary bonus and reasonable out-of-pocket expenses. His remuneration was determined with reference to his duties and responsibilities as well as the Company’s remuneration policy.

Save as disclosed herein, there are no other matters concerning the appointment of Mr. Ho that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)

Ko Ming Tung Edward

Mr. Ko, aged 48, was appointed as an independent non-executive Director and also a member of the Audit Committee in April 2009. He obtained an external Bachelor of Laws Degree from the University of London in the United Kingdom in August 1986 and is a member of The Law Society of Hong Kong. He is the principal of Messrs. Edward Ko & Company and has been practising as a solicitor in Hong Kong for more than 18 years. He was appointed as Deputy Presiding Officer of the Labour Tribunal and is presently a member of the Panel of Adjudicators of the Obscene Articles Tribunal, the Solicitors Disciplinary Tribunal Panel, the Disciplinary Panel A of the Hong Kong Institute of Certified Public Accountants and the Employment Law Committee of The Law Society of Hong Kong. Mr. Ko has been appointed as Tribunal Chairman of the Appeal Tribunal Panel under the Buildings Ordinance. He is also a manager of Chiu Chow Association Secondary School.

Other than the directorship in the Company, currently, Mr. Ko is also an independent non-executive director of Sinofert Holdings Limited, Kai Yuan Holdings Limited and Wai Chun Group Holdings Limited, and a non-executive director of New Smart Energy Group Limited, all of which are companies whose shares are listed on the main board of the Stock Exchange. Mr. Ko was an independent non-executive director of China Pipe Group Limited whose shares are listed on the main board of the Stock Exchange and was an independent non-executive director of Thiz Technology Group Limited whose shares are listed on the Growth Enterprise Market of the Stock Exchange.

Save as disclosed, as at the date of this announcement (a) Mr. Ko has not held any directorship in other listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group; and (b) Mr. Ko does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Ko does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

The Company has not entered into any service contract with Mr. Ko as an independent non-executive Director and the member of the Audit Committee. There is no specific length of service in respect of Mr. Ko’s appointment, but he is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Ko is entitled to an annual remuneration of approximately HK\$360,000. He is also entitled to a discretionary bonus and reasonable out-of-pocket expenses. His remuneration was determined with reference to his duties and responsibilities as well as the Company’s remuneration policy.

Save as disclosed herein, there are no other matters concerning the appointment of Mr. Ko that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules.

The Board would take this opportunity to welcome Mr. Ho and Mr. Ko to join the Board.

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

Hong Kong, 3 April 2009

As at the date of this announcement, 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 Ms. Ha Ping, Mr. Ho Yiu Yue, Louis and Mr. Ko Ming Tung, Edward.