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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: 00202)**

### **CHANGE IN DIRECTOR AND IMPORTANT EXECUTIVE FUNCTIONS AND RESPONSIBILITIES AND CHANGE IN COMPANY SECRETARY**

The Board would like to announce that with effect from 16 June 2009:

- (i) Dr. Fu was appointed as an Independent non-executive Director of the Company and member of audit committee of the Board;
- (ii) Ms. Wing has been appointed as new chairman of the Company and has resigned as member of remuneration committee of the Board;
- (iii) Mr. Lam has been appointed as chief executive officer and member of remuneration committee of the Board, re-designated as vice chairman of the Company and has resigned as company secretary of the Company; and
- (iv) Mr. Lau has been appointed as company secretary of the Company.

### **CHANGE IN DIRECTOR AND IMPORTANT EXECUTIVE FUNCTIONS AND RESPONSIBILITIES**

The board (the “**Board**”) of directors (the “**Directors**”) of Interchina Holdings Company Limited (the “**Company**”, which together with its subsidiaries, the “**Group**”) is pleased to announce that with effect 16 June 2009:

- 1) Dr. Fu Tao (“**Dr. Fu**”) was appointed as an Independent non-executive Director of the Company and member of audit committee of the Board;
- 2) Ms. Wing Man Yi (“**Ms. Wing**”), the executive Director of the Company, has been appointed as new chairman of the Company and has resigned as member of remuneration committee of the Board; and

- 3) Mr. Lam Cheung Shing, Richard (“**Mr. Lam**”), the executive Director of the Company, has been appointed as chief executive officer and member of remuneration committee of the Board, re-designated as vice chairman of the Company and has resigned as company secretary of the Company.

Brief biographies of Dr. Fu, Ms. Wing and Mr. Lam are as follow:

Dr. Fu, aged 41, graduated from the Peking University in 1990 with a Bachelor of Science in Applied Chemistry. He obtained a Master Degree of Environmental Engineering from Tsinghua University in 1993 and also obtained a doctorate in Civil Engineering from Harbin Institute of Technology Heilongjiang in 1999. He is a senior engineer and has held a position of director of the Water Policy Research Center at Tsinghua University since 2003. He has been appointed as Chairman of Beijing Golden City Science & Technology Development Company Limited (Chinawater.com) (北京金城智業科技發展有限公司(中國水網)) since 2008 and Vice Chairman of China Environment Service Association (全國環境服務業商會) since 2007. Between 2001 and 2002, he was the Chief Secretary of the China Housing Industry Association (全國住宅商會). From 1999 to 2001, he was the director of the Information Division at the Center of Promoting Housing Industrialization (住宅產業化促進中心), Ministry of Construction (“MOC”). Between 1994 and 1999, he was working in the Department of Science and Technology at the MOC as project officer in charge of urban construction projects and study programs relating to the water industry in China. These include, amongst others, the Pilot Study on Benchmarking System for Urban Water Supply conducted by the MOC and the North China Water Quality Study program conducted jointly by the World Bank and the MOC.

Other than the directorship in the Company, currently, he is also an independent director of Beijing Capital Company Limited, the shares of which is listed on the Shanghai Stock Exchange and Epure International Limited, the shares of which is listed on the Singapore Stock Exchange.

Save as disclosed, as at the date of this announcement (a) Dr. Fu had 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) Dr. Fu 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, Dr. Fu 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 Dr. Fu as an independent non-executive Director and member of audit committee of the Board. There is no specific length of service in respect of Dr. Fu’s appointment, but he is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. His remuneration was determined with reference to his duties and responsibilities as well as the Company’s remuneration policy. Dr. Fu is entitled to an annual directors’ fee of approximately HK\$360,000.

Save as disclosed herein, there are no other matters concerning the appointment of Dr. Fu 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) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)

Ms. Wing, aged 40, was appointed as an executive Director of the Company in June 2009. Ms. Wing was appointed as executive director and chairman of China Pipe Group Limited, the issued shares of which are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), from June 2007 to February 2009. Ms. Wing was also a sales director of Interchina Securities Limited, a wholly-owned subsidiary of the Company. She has extensive experience in the securities industry in Hong Kong and the People’s Republic of China (the “**PRC**”), especially in the B share market where she was one of the pioneering professionals in the PRC. Through her experience in the securities industry, she has established a strong network of contacts of corporate and high networth individuals in the PRC and Hong Kong which serves as a source of business and investment opportunities. Prior to joining Interchina Securities Limited, Ms. Wing held various senior positions at Shenyin Wanguo Securities (H.K.) Limited, ABN AMRO Asia Limited and BNP Paribas Peregrine Securities Limited. Ms. Wing received her bachelor’s degree in economics from The Central Institute of Finance and Banking (中央財政金融學院) (now known as Central University of Finance & Economics (中央財經大學)), the PRC. Ms. Wing is the wife of the brother-in-law of Mr. Zhang Yang who is a substantial shareholder of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the date of this announcement (a) Ms. Wing had 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) Ms. Wing 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, Ms. Wing 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 Ms. Wing as an executive Director. There is no specific length of service in respect of Ms. Wing’s appointment, but she is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Her remuneration will be determined with reference to her duties and responsibilities as well as the Company’s remuneration policy. Ms. Wing is entitled to an annual directors’ fee of HK\$360,000.

Save as disclosed herein, there are no other matters concerning the appointment of Ms. Wing 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) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)

Mr. Lam, aged 51, was appointed as executive Director and deputy chief executive officer of the Company on 2 August 2001. He is also a director of various subsidiaries of the Company and was appointed as company secretary of the Company. Mr. Lam was appointed as a director of Kai Yuan Holdings Limited (“**Kai Yuan**”), the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), in December 2001 during the period from December 2001 to July 2008 and re-designated as a non-executive director of Kai Yuan from July 2008 to November 2008. Mr. Lam was appointed as an executive director of China Pipe Group Limited, the shares of which are listed on the Stock Exchange, from June 2007 to February 2009. Mr. Lam is a fellow member of both Hong Kong Institute of Certified Public Accountants and Association of Chartered Certified Accountants. Mr. Lam was admitted to the Master Degree of Business Administration in the Chinese University of Hong Kong in 2006. Mr. Lam spent over ten years in PriceWaterhouseCoopers,

an international accounting firm and promoted to a senior audit manager, and is equipped with extensive experience in accountancy, taxation and corporate finance. Prior to joining the Group, Mr. Lam held senior positions in a number of listed companies in Hong Kong, including Sun Hung Kai & Co., Limited, Kingsway SW Asset Management Limited and U-Cyber Technology Holdings Limited. Mr. Lam was also appointed as an independent non-executive director of Leadership Publishing Group Limited, the shares of which are listed on the Stock Exchange, from April 2004 to March 2005.

Save as disclosed, as at the date of this announcement (a) Mr. Lam 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. Lam 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, he has personal interest in 77,000,000 shares of par value HK\$0.1 each (representing approximately 0.38% of the issued share capital) of the Company within the meaning of Part XV of the SFO.

With respect to his directorship with the Company, there is no service contract entered into between the Company and Mr. Lam and there is no specific length or proposed length of service except that his directorship is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. His remuneration was determined with reference to his duties and responsibilities as well as the Company's remuneration policy. Mr. Lam is entitled to an annual directors' fee of HK\$360,000.

Save as disclosed herein, there are no other matters concerning the appointment of Mr. Lam 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) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")

The Board would like to welcome Dr. Fu to join the Board and Ms. Wing and Mr. Lam to their new position of the Company.

#### **CHANGE IN COMPANY SECRETARY**

Following to Mr. Lam's resignation as company secretary of the Company, Mr. Lau Chi Lok ("**Mr. Lau**") has been appointed as company secretary of the Company with effect from 16 June 2009. Mr. Lau is also the financial controller of the Company, and is responsible for the overall financial management functions of the Group. Mr. Lau holds a Bachelor Degree in Commence, major in Accounting and is a member of both the CPA Australia and the Hong Kong Institute of Certified Public Accountants. He has over twelve years of relevant working experience in auditing, accounting, financial management and company secretarial work.

The Board would like to welcome Mr. Lau for taking up the new position.

By order of the Board of  
**Interchina Holdings Company Limited**  
**Lam Cheung Shing, Richard**  
*Chief Executive Officer and Executive Director*

Hong Kong, 16 June 2009

*As at the date of this announcement, the executive Directors are Ms. Wing Man Yi, Mr. Lam Cheung Shing, Richard, Mr. Zhu Yongjun and Dr. Mu Simon Xinming and the independent non-executive Directors are Ms. Ha Ping, Mr. Ho Yiu Yue, Louis, Mr. Ko Ming Tung, Edward and Dr. Fu Tao.*