



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 Lavender Room, The Park Lane Hong Kong, 310 Gloucester Road, Hong Kong on 18 August 2009 at 9:45 a.m. (or an adjournment thereof) for considering, and if thought fit, passing the following resolution as ordinary resolution of the Company:

Ordinary Resolution

“**THAT:**

- (a) the agreement dated 10 December 2008 entered into between Interchina Holdings Company Limited (the “**Company**”) and 上海方華實業有限公司 (Shanghai Fanghua Shiye Development Limited*) (the “**Purchaser**”), the supplemental agreement dated 9 February 2009 entered into between the Company, the Purchaser and 長沙國中星城置業有限公司 (Changsha Interchina Star City Company Limited*) (“**CIC**”) and the second supplemental agreement dated 16 July 2009 entered into between the Company, the Purchaser and CIC (collectively, the “**SP Agreement**”), in relation to the sale and purchase of 100% equity interest of 國中(長沙)體育新城投資項目管理有限公司 (Interchina (Changsha) Investments and Management Company Limited*) (“**ICIM**”), 38.9% equity interest of CIC and the non-interest bearing loan due from ICIM to the Company at a total consideration of RMB330 million, copies 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 are hereby approved, confirmed and ratified ; and

(b) the directors of the Company be and are hereby authorised to do all things and acts and sign all documents which they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the SP Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 24 July 2009

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 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 Ms. Wing Man Yi, Mr. Lam Cheung Shing, Richard, Mr. Zhu Yongjun and Dr. Simon Mu 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.

* *for identification purpose only.*