



# 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 the shareholders (the “**EGM**”) of Interchina Holdings Company Limited (the “**Company**”) will be held at Pine Room, The Park Lane Hong Kong, 310 Gloucester Road, Hong Kong on 18 September 2009 (Friday) at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

#### SPECIAL RESOLUTION

1. “**THAT**, subject to and conditional upon (i) the Court of First Instance of the High Court of the Hong Kong Special Administrative Region (the “**Court**”) making an order confirming the Capital Reduction (as defined below), which forms part of the Capital Reorganisation (as defined below), pursuant to sections 58 to 60 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**Companies Ordinance**”); (ii) the registration by the Registrar of Companies in Hong Kong of a copy of the order of the Court confirming the Capital Reduction and a copy of the minute containing the particulars required under section 61 of the Companies Ordinance duly approved by the Court; (iii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the new shares of the Company in issue immediately following the Capital Reorganisation becoming effective; and (iv) the compliance with any conditions as may be imposed by the Court in relation to the Capital Reduction, which forms part of the Capital Reorganisation:
  - (a) the authorised share capital of the Company be reduced from HK\$4,000,000,000 divided into 40,000,000,000 shares of HK\$0.10 each (the “**Share(s)**”) to HK\$400,000,000 divided into 40,000,000,000 shares of HK\$0.01 each (the “**Reduced Share(s)**”) and that such reduction be effected by cancelling the capital paid up or credited as paid up to the extent of HK\$0.09 upon each of the Shares issued as of the date on which the petition for confirmation of the Capital Reduction is heard by the Court and by reducing the nominal value of all the issued and unissued Shares from HK\$0.10 each to HK\$0.01 each (the “**Capital Reduction**”);
  - (b) subject to the approval of the Court and to the extent permitted by the Court, the credit arising as a result of the Capital Reduction be utilised to set off such parts of the unconsolidated accumulated losses of the Company which the Court permit to be eliminated by the credit (the “**Accumulated Losses**”), and all or part of the balance of the credit arising from the Capital Reduction after setting off the Accumulated Losses be transferred to the capital reduction reserve account(s) of the Company (the “**Capital Reduction Reserve Account(s)**”) and/or

such other account(s) of the Company in such ways as the Court may direct, and such amount standing to the credit of the Capital Reduction Reserve Account(s) and/or such other account(s) of the Company be dealt with and applied in accordance with such directions and subject to such conditions as the Court may impose (if any) and/or in such manners as the directors of the Company consider appropriate;

- (c) subject to and forthwith upon the Capital Reduction taking effect, every ten (10) issued and unissued Reduced Shares be consolidated into one (1) share of HK\$0.10 each (the “**Consolidated Share(s)**”) in the share capital of the Company (the “**Share Consolidation**”) (the Capital Reduction and the Share Consolidation together are referred to as the “**Capital Reorganisation**”), and any fractional entitlements to the then issued Consolidated Shares resulting from the Share Consolidation shall be aggregated and sold in the form of Consolidated Shares for the benefit of the Company in such manner and on such terms as the directors of the Company may think fit; and
- (d) the directors of the Company be and are hereby authorised generally to do all acts, deeds and things, and to approve, sign and execute any documents as they shall, in their absolute discretion, consider necessary, desirable or expedient to carry into effect or to give effect to the Capital Reorganisation, setting off of the Accumulated Losses and utilisation of the balance standing to the credit of the Capital Reduction Reserve Account(s) and/or such other account(s) of the Company.”

#### **ORDINARY RESOLUTION**

2. “**THAT**, subject to and conditional upon the Capital Reorganisation becoming effective:

- (a) the authorised share capital of the Company be increased from HK\$400,000,000 divided into 4,000,000,000 Consolidated Shares to HK\$1,000,000,000 divided into 10,000,000,000 Consolidated Shares by the creation of an additional 6,000,000,000 new Consolidated Shares (the “**Increase in Authorised Share Capital**”); and
- (b) the directors of the Company be and are hereby authorised generally to do all acts, deeds and things, and to approve, sign and execute any documents as they shall, in their absolute discretion, consider necessary, desirable or expedient to carry into effect or to give effect to the Increase in Authorised Share Capital.”

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

Hong Kong, 24 August 2009

*Registered Office*  
Room 701, 7/F  
Aon China Building  
29 Queen's Road Central  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the EGM is enclosed with this circular. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at the Company's share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the EGM or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any share of the Company, any one of such holders may vote at the EGM either personally or by proxy in respect of such share as if he/she were solely entitled thereto, but if more than one of such holders be present at the EGM personally or by proxy, then one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
5. As at the date of this notice, the board of directors of the Company comprises three executive Directors, Ms. Wing Man Yi, Mr. Lam Cheung Shing, Richard and Mr. Zhu Yongjun; and four independent non-executive Directors, Ms. Ha Ping, Mr. Ho Yiu Yue, Louis, Mr. Ko Ming Tung, Edward and Dr. Fu Tao.