



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 MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Interchina Holdings Company Limited (the “**Company**”) will be held at Lavender Room, The Park Lane Hong Kong, 310 Gloucester Road, Hong Kong on 22 January 2010 (Friday) at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as ordinary resolution of the Company:

Ordinary Resolution

“**THAT:**

- (i) the terms and conditions of the share increase proposal (the “**Proposal**”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) of 黑龍江國中水務股份有限公司 (Heilongjiang Interchina Water Treatment Company Limited) (“**Heilongjiang Interchina**”), a subsidiary of Interchina Holdings Company Limited (the “**Company**”), and submitted to the Shanghai Stock Exchange regarding the non-public issue of up to 130,000,000 shares (“**Heilongjiang Interchina Shares**”) in the capital of Heilongjiang Interchina to not more than 10 investors at a price not less than RMB 6.55 per Heilongjiang Interchina Share be and are hereby approved, confirmed and ratified; and
- (ii) the directors of the Company be and are hereby authorised on behalf of the Company to do all such things and sign, seal, execute, perfect and deliver all such documents as they may in their discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation and/or give effect to any matters relating to the Proposal and the transactions contemplated thereunder.”

By order of the Board

Interchina Holdings Company Limited

Lam Cheung Shing, Richard

Executive Director and Chief Executive Officer

Hong Kong, 29 December 2009

Registered office:
Room 701, 7th Floor
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, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. As at the date of this notice, the executive directors of the Company are Ms. Wing Man Yi, Mr. Lam Cheung Shing, Richard and Mr. Zhu Yongjun; and the independent non-executive directors of the Company are Ms. Ha Ping, Mr. Ho Yiu Yue, Louis, Mr. Ko Ming Tung, Edward and Dr. Fu Tao.