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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)**

### **DISCLOSEABLE TRANSACTION ACQUISITION OF LISTED SECURITIES**

The Company and the Vendor entered into the transfer documents on 15 March 2010 and 16 March 2010 respectively pursuant to which the Company has acquired a total of 50,000,000 Honbridge Shares from the Vendor at a total consideration of HK\$143,500,000. The 50,000,000 Honbridge Shares acquired represent approximately 0.907% of the entire issue share capital of Honbridge as at the date of this announcement.

The relevant percentage ratios (as defined in the Listing Rules) of the Acquisition exceed 5% but are less than 25%. Therefore, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

### **THE ACQUISITION**

The Company and the Vendor entered into the transfer documents on 15 March 2010 and 16 March 2010 respectively pursuant to which the Company has acquired a total of 50,000,000 Honbridge Shares from the Vendor at the Consideration paid in cash. The 50,000,000 Honbridge Shares acquired represent approximately 0.907% of the entire issue share capital of Honbridge as at the date of this announcement. The Acquisition was conducted on the off market.

## **(I) THE FIRST ACQUISITION**

Date:	15 March 2010
The purchaser:	The Company
The vendor:	The Vendor
Assets acquired of:	The First Tranche Honbridge Shares
Consideration:	HK\$86,100,000, which is based on a unit purchase price of HK\$2.87 per Honbridge Share of the First Tranche Honbridge Shares.
Completion:	There is no condition precedent to the completion. Completion took place on 16 March 2010.

## **(II) THE SECOND ACQUISITION**

Date:	16 March 2010
The purchaser:	The Company
The vendor:	The Vendor
Assets acquired of:	The Second Tranche Honbridge Shares
Consideration:	HK\$57,400,000, which is based on a unit purchase price of HK\$2.87 per Honbridge Share of the Second Tranche Honbridge Shares.
Completion:	There is no condition precedent to the completion. Completion took place on 16 March 2010.

## **INFORMATION OF HONBRIDGE**

Honbridge is a company incorporated in the Cayman Islands with limited liabilities and the shares of which are listed on the GEM board of the Stock Exchange (Stock Code: 8137). As announced by Honbridge on 8 March 2010, trading in Honbridge Shares has been suspended on 8 March 2010.

Honbridge, together with its subsidiaries are principally engaged in the production and sale of highly purified silicon and is also engaged in publication of magazines. As stated in the annual results announcement of Honbridge, the audited consolidated net liabilities value of Honbridge was approximately HK\$6,871,000 as at 31 December 2009 and the audited consolidated net assets value of Honbridge was approximately HK\$30,812,000 as at 31 December 2008. The audited consolidated loss before and after taxation of Honbridge for the year ended 31 December 2009 and 2008 were approximately HK\$53,720,000 and HK\$19,944,000, respectively.

## REASON FOR THE ACQUISITION

The Group is principally engaged in the investment in environmental and water treatment operation, property investment operation and securities and financial operation as well as strategic investment in Hong Kong and the PRC.

The Company has been looking for investment opportunities that will strength the earning base of the Company. As disclosed in the recent announcements published by Honbridge, Honbridge is planning to expand its business in the energy and resources sector and certain possible acquisition is underway. In consideration of the possible acquisition in energy and resources sector and the recent market price of Honbridge, the Directors consider that the Acquisition would enable the Group to generate a good return and capture the potential capital gain in the future. The Consideration is determined based on the closing price of HK\$2.87 per Honbridge Share as quoted on the Stock Exchange of the Last Trading Day and represents a discount of approximately 0.28% to the average closing price of HK\$2.878 per Honbridge Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day. Also, there is no restriction for any subsequent sale of Honbridge Shares acquired by the Company. Accordingly, the Directors consider that the Acquisition is in the best interests of the Company and the Shareholders as a whole, and that their terms are fair and reasonable, having reached after arm's length negotiations.

## GENERAL

The relevant percentage ratios (as defined in the Listing Rules) of the Acquisition exceed 5% but are less than 25%. Therefore, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

## DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

<b>“Acquisition”</b>	the acquisition of 50,000,000 Honbridge Shares from the Vendor pursuant to the First Acquisition and the Second Acquisition in aggregate
<b>“Board”</b>	the board of Directors
<b>“Company”</b>	Interchina Holdings Company Limited, a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on the Stock Exchange
<b>“Consideration”</b>	a total of HK\$143,500,000, being the total consideration for the First Acquisition and the Second Acquisition
<b>“Directors”</b>	directors of the Company

<b>“First Acquisition”</b>	the transfer document dated 15 March 2010 entered into between the Company and the Vendor in relation to the purchase of the First Tranche Honbridge Shares by the Company at HK\$86,100,000
<b>“First Tranche Honbridge Shares”</b>	30,000,000 Honbridge Shares, represent approximately 0.544% of the entire issued share capital of Honbridge as at the date of this announcement.
<b>“GEM”</b>	the Growth Enterprise Market of the Stock Exchange
<b>“Group”</b>	the Company and its subsidiaries
<b>“Honbridge”</b>	Honbridge Holdings Limited, a company incorporated in the Cayman Islands with limited liabilities and the shares of which are listed on the GEM board of the Stock Exchange (Stock Code: 8137)
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong
<b>“Hong Kong”</b>	Hong Kong Special Administrative Region of the PRC
<b>“Last Trading Day”</b>	5 March 2010, being the last trading day prior to the last day of the Acquisition
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Stock Exchange
<b>“PRC”</b>	the People’s Republic of China (which for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
<b>“Honbridge Shares”</b>	the ordinary shares(s) of HK\$0.001 each in the share capital of Honbridge
<b>“Second Acquisition”</b>	the transfer document dated 16 March 2010 entered into between the Company and the Vendor in relation to the purchase of the Second Tranche Honbridge Shares by the Company at HK\$57,400,000
<b>“Second Tranche Honbridge Shares”</b>	20,000,000 Honbridge Shares, represent approximately 0.363% of the entire issued share capital of Honbridge as at the date of this announcement.
<b>“Share(s)”</b>	the ordinary share(s) of HK\$0.1 each in the share capital of the Company
<b>“Shareholder(s)”</b>	the holder(s) of Share(s)
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited

**“The Vendor”**

Mr. Ma Yongming, to the best of the knowledge, information and belief of the Board having made all reasonable enquiry, a third party independent of the Company and connected persons (as defined under the Listing Rules) of the Company

**“%”**

per cent.

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

Hong Kong, 18 March 2010

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