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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)

COURT SANCTION OF THE PROPOSED CAPITAL REDUCTION; INCREASE IN AUTHORISED SHARE CAPITAL; FREE EXCHANGE OF SHARE CERTIFICATES; AND TRADING ARRANGEMENTS

The Board is pleased to announce that the Court has granted an order confirming the Capital Reduction, which forms part of the Capital Reorganisation, in the hearing of the Petition held on 1 April 2010.

Upon registration of the Confirming Order and Minute with the Companies Registrar (which is expected to be after 4:00 p.m. on 9 April 2010), the Capital Reorganisation, as well as the Increase in Authorised Share Capital, will become effective.

Dealings in the Consolidated Shares will commence at 9:30 a.m. on 12 April 2010. The attention of the Shareholders and the investors is drawn to the arrangements as out below regarding the exchange of share certificates, the trading arrangements and the trading of odd lots of the Consolidated Shares.

References are made to the circular of the Company dated 24 August 2009 (the “**Circular**”) and the announcements of the Company dated 23 February 2010 and 16 March 2010 (the “**Announcements**”) in relation to the Capital Reorganisation and the Increase in Authorised Share Capital. Unless otherwise defined herein, capitalized terms used in this announcement shall have same meanings as those defined in the Circular and the Announcements.

THE PROPOSED CAPITAL REDUCTION

The Board is pleased to announce that the Court has granted an order confirming the Capital Reduction in the hearing of the Petition held on 1 April 2010. Upon registration of the Confirming Order and Minute with the Companies Registrar (which is expected to be after 4:00 p.m. on 9 April 2010), all the condition precedents to the Capital Reorganisation will have been fulfilled, and the Capital Reorganisation, as well as the Increase in Authorised Share Capital, will become effective.

FREE EXCHANGE OF CERTIFICATES FOR NEW SHARES AND TRADING ARRANGEMENTS

Subject to the Capital Reorganisation becoming effective, dealings in the Consolidated Shares will commence at 9:30 a.m. on 12 April 2010, and the Shareholders may submit their existing certificates for the Shares (which are pink in colour) in exchange for certificates for the Consolidated Shares (which are blue in colour) free of charge to the share registrar and transfer office of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong during business hours from 12 April 2010 to 19 May 2010 (both dates inclusive). After the expiry of such period, certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as allowed by the Stock Exchange from time to time) for each certificate issued or cancelled, whichever is higher.

In order to facilitate the trading of odd lots (if any) which might arise as result of the Capital Reorganisation, the Company has appointed Kingston Securities Limited as an agent to arrange for the sale and purchase of odd lots on behalf of the Shareholders and potential investors on a "best effort" basis. During the period from 9:30 a.m. on 26 April 2010 to 4:00 p.m. on 14 May 2010 (both dates inclusive), holders of the Consolidated Shares who wish to take advantage of this facility either to dispose of their odd lots or to top them up to a full board lot may contact Ms. Rosita Kiu of Kingston Securities Limited at Suite 2801, 28th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong at telephone number (852) 2298 6215. Holders of the Consolidated Shares in odd lots should note that the matching of odd lots is not guaranteed.

Accordingly, the subsequent dates with regard to the share certificates exchange and trading arrangements are set out below:

2010

Registration of the order of the Court to confirm the Capital Reduction and the Minute thereof with the Companies Registrar	9 April
Effective Date	after 4:00 p.m. 9 April
First day of free exchange of the existing Share certificates for the Consolidated Share certificates.	12 April
Dealings in the Consolidated Shares commence	9:30 a.m. 12 April
Original counter for trading in existing Shares in board lots of 5,000 Shares (in the form of existing share certificates) closes	9:30 a.m. 12 April
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) opens	9:30 a.m. 12 April
First day for designated broker to stand in the market to provide matching service for selling and buying of odd lots of the Consolidated Shares	9:30 a.m. 26 April
Original counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates) re-opens	9:30 a.m. 26 April
Parallel trading in the Consolidated Shares (in the form of new and existing share certificates) commences.	9:30 a.m. 26 April
Latest time for designated broker to stand in the market to provide matching service for selling and buying of odd lots of the Consolidated Shares	4:00 p.m. 14 May
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) removes	4:00 p.m. 14 May
Parallel trading in the Consolidated Shares (in the form of new and existing share certificates) ends	4:00 p.m. 14 May
Last day of free exchange of the existing Share certificates for the Consolidated Share certificates.	19 May

Unless there is any material change to the above expected timetable, no further announcement will be made in connection with the Capital Reorganisation and 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, 1 April 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.