

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



## INTERCHINA HOLDINGS COMPANY LIMITED

國 中 控 股 有 限 公 司

(incorporated in Hong Kong with limited liability)

(Stock Code: 202)

### ADJUSTMENTS TO SHARE OPTIONS, CONVERTIBLE NOTES AND CONVERTIBLE NOTE OPTION

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, 16 March 2010 and 1 April 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.

#### ADJUSTMENTS TO SHARE OPTIONS

As at the date of this announcement, the Company has 930,000,000 outstanding share options granted by the Company under the Scheme and the exercise price per Share and the total number of Shares to be allotted and issued pursuant to the share options have been adjusted (the “**Share Options Adjustments**”) as a result of the Capital Reorganisation.

The summary of the Share Options Adjustments, which took effect from 12 April 2010 is set out in the table below:

| Date of grant  | Before adjustment        |  | After adjustment                  |  |
|----------------|--------------------------|--|-----------------------------------|--|
|                | Exercise price per Share | Number of Shares which may be issued pursuant to the share options | Adjusted exercise price per Share | Adjusted number of Consolidated Shares which may be issued pursuant to the share options |
| 28 August 2007 | HK\$0.146                | 78,000,000   | HK\$1.46                          | 7,800,000  |
| 31 July 2009   | HK\$0.103                | 852,000,000  | HK\$1.03                          | 85,200,000   |

Save for the above adjustments, all other terms and conditions of the share options granted under the Scheme remain unchanged.

## ADJUSTMENTS TO CONVERTIBLE NOTES

As at the date of this announcement, the Company has outstanding convertible notes in the principal amount of HK\$20,000,000 due 2010 with an interest of 5% per annum issued by the Company on 23 December 2009 (the “**Convertible Notes**”) and the conversion price of the Convertible Notes and the total number of Shares to be allotted and issued upon the full exercise of the conversion rights attached to the Convertible Notes have been adjusted (the “**Convertible Notes Adjustments**”) as a result of the Capital Reorganisation.

The summary of the Convertible Notes Adjustments, which took effect from 12 April 2010 is set out in the table below:

| <b>Before adjustment</b>                         |   | <b>After adjustment</b>                                   |   |
|--|---|---|---|
| <b>Conversion price of the Convertible Notes</b> | <b>Number of Shares falling to be issued upon conversion of the Convertible Notes</b> | <b>Adjusted conversion price of the Convertible Notes</b> | <b>Adjusted number of Consolidated Shares falling to be issued upon conversion of the Convertible Notes</b> |
| HK\$0.10   | 200,000,000   | HK\$1.00  | 20,000,000  |

Save for the above adjustment, all other terms and conditions of the Convertible Notes remain unchanged.

## ADJUSTMENTS TO CONVERTIBLE NOTE OPTION

As at the date of this announcement, the Company has 1,600,000,000 outstanding Convertible Note Option granted pursuant to the subscription agreement dated 27 July 2009 to subscribe for the Second Tranche Convertible Notes in the principal amount of HK\$160,000,000 during the period from 27 July 2009 to 30 April 2010 and the conversion price of the Second Tranche Convertible Notes and the total number of Shares to be allotted and issued upon full exercise of the rights of subscription under the Second Tranche Convertible Notes have been adjusted (the “**Second Tranche Convertible Notes Adjustments**”) as a result of the Capital Reorganisation.

The summary of the Second Tranche Convertible Notes Adjustments, which took effect from 12 April 2010 is set out in the table below:

| <b>Before adjustment</b>  |  | <b>After adjustment</b>  |  |
|---|--|--|--|
| <b>Conversion price of the Second Tranche Convertible Notes</b> | <b>Number of Shares falling to be issued upon conversion of the Second Tranche Convertible Notes</b> | <b>Adjusted conversion price of the Second Tranche Convertible Notes</b> | <b>Adjusted number of Consolidated Shares falling to be issued upon conversion of the Second Tranche Convertible Notes</b> |
| HK\$0.10  | 1,600,000,000  | HK\$1.00   | 160,000,000  |

Save for the above adjustments, all other terms and conditions of the Second Tranche Convertible Notes remain unchanged.

The Company's auditor, HLB Hodgson Impey Cheng, has reviewed and agreed with the adjustments relating to the share options, the Convertible Notes and the Convertible Note Option respectively which have been disclosed above.

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

Hong Kong, 9 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.*