



國 中 控 股 有 限 公 司
INTERCHINA HOLDINGS COMPANY LIMITED

(incorporated in Hong Kong with limited liability)

(Stock Code: 202)

Form of proxy for use at the Annual General Meeting (or at any adjournment thereof)

I/We¹ _____ of _____ being the registered holder(s) of _____² shares of HK\$0.10 each in the capital of Interchina Holdings Company Limited (the “Company”), HEREBY APPOINT _____ of _____ or failing him/her, the Chairman of the meeting³, as my/our proxy to act for me/us at the annual general meeting of the Company (the “**Annual General Meeting**”), to be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 10 a.m. on 30 July 2010 (Friday) and in particular (but without limitation) at such meeting (or at any adjournment thereof) to vote for me/us and in my/ our name(s) in respect of the resolutions set out in the notice convening the Annual General Meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For⁴	Against⁴
1.	To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 March 2010		
2.	(a) To re-elect Mr. Zhang Chen as executive director		
	(b) To re-elect Mr. Zhu Yongjun as executive director		
	(c) To re-elect Ms. Ha Ping as independent non-executive director		
	(d) To authorise the board of directors to fix their remuneration		
3.	(a) To re-appoint HLB Hodgson Impey Cheng as auditors		
	(b) To authorise the board of directors to fix their remuneration		
4.	(a) To pass the ordinary resolution no. 4(1) set out in the notice of Annual General Meeting		
	(b) To pass the ordinary resolution no. 4(2) set out in the notice of Annual General Meeting		
	(c) To pass the ordinary resolution no. 4(3) set out in the notice of Annual General Meeting		
	(d) To pass the ordinary resolution no. 4(4) set out in the notice of Annual General Meeting		
Special Resolution			
5.	To approve the proposed amendments to the articles of association		

Signature(s)⁵ _____

Date _____ 2010

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of the Company (the “**Shares**”) registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those Shares registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR” THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST” THE RELEVANT RESOLUTION. Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Annual General Meeting other than that referred to in the notice convening the Annual General Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- In order to be valid, this 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 notorially certified copy thereof, must be delivered to the office of the share registrar of the Company in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjourned meeting.
- Where there are joint registered holders of any Share, any one such persons may vote at the Annual General 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 Annual General 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.
- A shareholder entitled to attend and vote at the Annual General Meeting may appoint one or more than one proxy to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting should you so wish.