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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: 00202)

CHANGES IN DIRECTORSHIPS, MEMBERS OF THE AUDIT COMMITTEE AND THE REMUNERATION COMMITTEE

The Board announces that:

- (1) Mr. Wong has been appointed as an executive Director of the Company with effect from 4 October 2011;
- (2) Mr. Chi has been appointed as an independent non-executive Director and a member of the audit committee and the remuneration committee of the Company with effect from 4 October 2011;
- (3) Mr. Zhang resigned as an executive Director of the Company with effect from 4 October 2011;
- (4) Ms. Ha resigned as an independent non-executive Director, member of the audit committee and the remuneration committee of the Company with effect from 4 October 2011; and
- (5) Mr. Fu resigned as an independent non-executive Director and member of the audit committee of the Company with effect from 4 October 2011.

APPOINTMENT OF DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Interchina Holdings Company Limited (the “**Company**”) announces that (i) Mr. Wong Hin Shek, (“**Mr. Wong**”) has been appointed as an executive Director of the Company with effect from 4 October 2011; and (ii) Mr. Chi Chi Hung, Kenneth (“**Mr. Chi**”) has been appointed as an independent non-executive Director and a member of the audit committee and the remuneration committee of the Company with effect from 4 October 2011.

Brief biography of Mr. Wong is as follows:

Mr. Wong, aged 41, holds a Master of Science (Financial Management) degree from University of London in United Kingdom and a Bachelor of Commerce degree from University of Toronto in Canada. Mr. Wong is a responsible officer of a licensed corporation which carries out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance.

Mr. Wong worked in a number of reputable investment banks and the Listing Division of the Stock Exchange and has extensive experience in finance, operation and strategic investment of listed companies in Hong Kong. He is currently the chairman and an executive director of Hua Yi Copper Holdings Limited (stock code: 559) and the chief executive officer and an executive director of Climax International Company Limited (stock code: 439). Mr. Wong has been involved in management, business development, strategic investment and investor relations in these companies. He was an executive director of China Public Procurement Limited (stock code: 1094) from November 2007 to September 2009 and Kingston Financial Group Limited (stock code: 1031) from February 2005 to April 2011.

There is no service agreement nor any fixed terms of service entered into between Mr. Wong and the Company. The remuneration of Mr. Wong is determined by the Board with reference to prevailing market conditions, his roles and responsibilities. He is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company.

Save as disclosed above, as at the date of this announcement (i) Mr. Wong did not hold any position with the Group; (ii) Mr. Wong did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iii) Mr. Wong did not have any relationship with any Directors, senior management, and substantial shareholders (as defined in the Rules (“Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) there is no more information relating to the appointment of Mr. Wong that should be disclosed pursuant to any requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are also no other matters that need to be brought to the attention of the shareholders of the Company.

Brief biography of Mr. Chi is as follows:

Mr. Chi, aged 42, has over 19 years of experience in accounting and financial control area. He holds a Bachelor of Accountancy Degree from the Hong Kong Polytechnic University and is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom, an associate member of the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom. Mr. Chi is currently an executive director of Morning Star Resources Limited (stock code: 542), Hua Yi Copper Holdings Limited (stock code: 559), China Grand Forestry Green Resources Group Limited (stock code: 910), and M Dream Inworld Limited (stock code: 8100). He is also an independent non-executive director of ZMAY Holdings Limited (stock code: 8085) and Aurum Pacific (China) Group Limited (stock code: 8148) and Sam Woo Holdings Limited (Stock code: 2322).

There is no service agreement nor any fixed terms of service entered into between Mr. Chi and the Company. The remuneration of Mr. Chi is determined by the Board with reference to prevailing market conditions, his roles and responsibilities. He is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company.

Save as disclosed above, as at the date of this announcement (i) Mr. Chi did not hold any position with the Group; (ii) Mr. Chi did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (iii) Mr. Chi did not have any relationship with any Directors, senior management, and substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) there is no more information relating to the appointment of Mr. Chi that should be disclosed pursuant to any requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are also no other matters that need to be brought to the attention of the shareholders of the Company.

RESIGNATION OF DIRECTORS

The Board of the Company also announces that (i) Mr. Zhang Chen (“**Mr. Zhang**”) resigned as an executive Director of the Company with effect from 4 October 2011 to pursue his other business commitments; (ii) Ms. Ha Ping (“**Ms. Ha**”) resigned as an independent non-executive Director, member of the audit committee and the remuneration committee of the Company with effect from 4 October 2011 as she needs to devote more time pursue her personal business development; and (iii) Mr. Fu Tao (“**Mr. Fu**”) resigned as an independent non-executive Director and member of the audit committee of the Company with effect from 4 October 2011 as he needs to devote more time pursue his personal business development.

Mr. Zhang, Ms. Ha and Mr. Fu individually have confirmed that they have no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders of the Company in relation to their resignation.

The Board would like to take this opportunity to thank Mr. Zhang, Ms. Ha and Mr. Fu for their past valuable contributions to the Company during their tenure of service.

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

Hong Kong, 4 October 2011

As at the date of this announcement, the executive Directors are Mr. Zhang Yang, Mr. Lam Cheung Shing, Richard, Mr. Zhu Yongjun and Mr. Wong Hin Shek; and the independent non-executive Directors are Mr. Ho Yiu Yue, Louis, Mr. Ko Ming Tung, Edward and Mr. Chi Chi Hung, Kenneth.