



# INTERCHINA HOLDINGS COMPANY LIMITED

## 國 中 控 股 有 限 公 司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 202)

### Form of proxy for use at the Extraordinary General Meeting (and at any adjournment thereof)

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_<sup>2</sup> 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 meeting<sup>3</sup>, as my/our proxy to act for me/us at the extraordinary general meeting (and at any adjournment thereof) of the Company (the “EGM”), to be held at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 6 March 2012 at 10:00 a.m. and in particular (but without limitation) at the EGM (or 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 EGM as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

	Ordinary Resolutions	For <sup>4</sup>	Against <sup>4</sup>
1.	To approve the CN Placing Agreement.		
2.	To grant a general mandate to the Directors to issue and allot additional shares of the Company.		
3.	To approve the Master Agreement.		

Signature(s)<sup>5</sup> \_\_\_\_\_

Date \_\_\_\_\_ 2012

#### Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. 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).
3. 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.
4. 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 EGM other than that referred to in the notice convening the EGM.
5. 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.
6. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a 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 EGM or any adjourned meeting.
7. Where there are joint registered holders of any Share, any one such persons may vote at the EGM, 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 EGM 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.
8. The proxy need not be a member of the Company but must attend the EGM in person to represent you.
9. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish.