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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)**

### **COMPLETION OF THE PLACING OF CONVERTIBLE NOTES**

The Board is pleased to announce that the completion of the CN Placing of an aggregate principal amount of HK\$294.5 million took place on 8 May 2012 in accordance with the terms of CN Placing Agreement.

References are made to the announcement issued by Interchina Holdings Company Limited (the “**Company**”) dated 13 December 2011 and a circular of the Company dated 17 February 2012 (the “**Circular**”) in respect of, inter alia, the CN Placing. Unless defined otherwise, terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that completion of the CN Placing took place on 8 May 2012 in accordance with the terms of CN Placing Agreement, of which the Convertible Notes in the aggregate principal amount of HK\$294.5 million had been placed by the Placing Agent to not less than six Placees. The Company received net proceeds of approximately HK\$286.6 million as a result of the completion of the CN Placing.

To the best knowledge, information and belief of the Directors having made all reasonably enquiry, the Placees and their ultimate beneficial owners are not connected persons (as defined in the Listing Rules) of the Company.

As at the date of this announcement, the Company has 4,274,669,363 Shares in issue. Upon the exercise of the conversion rights attached to the Convertible Notes in full at the initial Conversion Price of HK\$0.31 per Conversion Share, an aggregate of 950,000,000 Conversion Shares would fall to be allotted and issued, which represent approximately 22.22% of the existing issued share capital of the Company and approximately 18.18% of the issued share capital as enlarged by the allotment and issue of such Conversion Shares.

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

Hong Kong, 8 May 2012

*As at the date of this announcement, the executive Directors are Mr. Shen Angang, Mr. Lam Cheung Shing, Richard, Mr. Zhu Yongjun, Mr. Wong Hin Shek and Mr. Choi Fun Tai; and the independent non-executive Directors are Mr. Ho Yiu Yue, Louis, Mr. Ko Ming Tung, Edward, Mr. Chi Chi Hung, Kenneth and Mr. Chen Yi, Ethan.*