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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 VERY SUBSTANTIAL DISPOSAL

The Board announces that on 25 February 2013, the Group had disposal of 3,220,000 of Heilongjiang Interchina Shares, representing approximately 0.75% of the issued share capital of Heilongjiang Interchina at RMB9.3 per Heilongjiang Interchina Share, via the bulk-volume trading system of the Shanghai Stock Exchange. Immediate after the Disposal, as at 25 February 2013, pursuant to the Disposal Mandate, an aggregate of 110,000,000 Heilongjiang Interchina Shares were disposed by the Group, representing approximately 25.74% of the issued share capital of Heilongjiang Interchina.

Due to the Disposal Mandate had been fully exercised, the very substantial disposal in relation to the Disposal Mandate was fully completed on 25 February 2013 and the aggregate net proceeds of approximately RMB899,000,000 has been received by the Group. Although Heilongjiang Interchina has ceased to be a subsidiary of the Group and become an associate investment of the Group, the Group continues to be the single largest shareholder of Heilongjiang Interchina.

Reference is made to the announcement of Interchina Holdings Company Limited (the “**Company**”) dated 15 January 2013, 17 January 2013, 28 January 2013, 31 January 2013, 7 February 2013, 19 February 2013 and 20 February 2013 (the “**Announcements**”) and the Company’s circular dated 28 September 2012 (the “**Circular**”) in relation to, among other things, the very substantial transaction of the Company regarding the Disposal Mandate. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

Update on the very substantial disposal

The Company obtained the Disposal Mandate from its Shareholders for disposal of up to 110,000,000 Heilongjiang Interchina Shares for a period of six months from 19 October 2012. Details of the Disposal Mandate were set out in the Circular. The Board announces that on 25 February 2013, the Group had disposal of 3,220,000 of Heilongjiang Interchina Shares, representing approximately 0.75% of the issued share capital of Heilongjiang Interchina at

RMB9.3 per Heilongjiang Interchina Share, via the bulk-volume trading system of the Shanghai Stock Exchange (the “Disposal”). The Disposal is in accordance with the terms of the Disposal Mandate approved by the Shareholders at the Company’s extraordinary general meeting held on 19 October 2012.

Immediate after the Disposal, the Group’s interests in Heilongjiang Interchina has been reduced from 122,945,000 Heilongjiang Interchina Shares, representing approximately 28.78% of the issued share capital of Heilongjiang Interchina to 119,725,000 Heilongjiang Interchina Shares, representing approximately 28.02% of the issued share capital of Heilongjiang Interchina. As at 25 February 2013, pursuant to the Disposal Mandate, an aggregate of 110,000,000 Heilongjiang Interchina Shares were disposed by the Group, representing approximately 25.74% of the issued share capital of Heilongjiang Interchina. Details of the disposal are as follows:

| Date of disposal | Disposal price per Heilongjiang Interchina Share | Number of Heilongjiang Interchina Shares Disposed | Approximate % to the issued share capital of Heilongjiang Interchina |
|-------------------------|---|--|---|
| 14 January 2013 | RMB8.03 | 18,940,000 | 4.43% |
| 16 January 2013 | RMB8.03 | 2,400,000 | 0.56% |
| 28 January 2013 | RMB8.03 | 21,360,000 | 5.00% |
| 31 January 2013 | RMB8.03 | 21,360,000 | 5.00% |
| 7 February 2013 | RMB8.07 | 21,360,000 | 5.00% |
| 19 February 2013 | RMB8.66 | 8,600,000 | 2.01% |
| 20 February 2013 | RMB8.60 | 12,760,000 | 2.99% |
| 25 February 2013 | RMB9.30 | 3,220,000 | 0.75% |
| | Total | 110,000,000 | 25.74% |

Due to the Disposal Mandate had been fully exercised, the very substantial disposal in relation to the Disposal Mandate was fully completed on 25 February 2013 and the aggregate net proceeds of approximately RMB899,000,000 has been received by the Group. Although Heilongjiang Interchina has ceased to be a subsidiary of the Group and become an associate investment of the Group, the Group continues to be the single largest shareholder of Heilongjiang Interchina.

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

Hong Kong, 25 February 2013

As at the date of this announcement, the executive Directors are Mr. Jiang Zhaobai, Mr. Shen Angang, Mr. Lam Cheung Shing, Richard, Mr. Zhu Yongjun, Mr. Zhu Deyu and Mr. Lu Yaohua, and the independent non-executive Directors are Mr. Ho Yiu Yue, Louis, Mr. Ko Ming Tung, Edward and Mr. Chen Yi, Ethan.