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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 28 FEBRUARY 2014 IN RELATION TO THE DISCLOSEABLE AND CONNECTED TRANSACTION

The Board is pleased to announce that at the EGM held on 28 February 2014 at 10:00 a.m., the Ordinary Resolution for approving the discloseable and connected transaction in relation to the Acquisition was duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) and notice of EGM of Interchina Holdings Company Limited (the “**Company**”) dated 23 January 2014. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

Results of EGM

The Board is pleased to announce that at the EGM held on 28 February 2014 at 10:00 a.m., the ordinary resolution set out in the notice of the EGM (the “**Ordinary Resolution**”) for approving the discloseable and connected transaction in relation to the Acquisition was duly passed by the Shareholders by way of poll. Tricor Tengis Limited acted as the scrutineer for the vote-taking at the EGM.

As at the date of EGM, a total of 6,078,669,363 Shares were in issue, which was equivalent to the total number of Shares entitling the Shareholders to attend and vote on the Ordinary Resolution at the EGM. As stated in the Circular, Mr. Jiang, being one of the Vendors and an executive Director and the chairman of the Company and Mr. Jiang Lei, being one of the Vendors, is the brother of Mr. Jiang are the connected persons of the Company. As Mr. Jiang has material interest in the Acquisition, Mr. Jiang and his associates (including Mr. Jiang Lei) whose in aggregate were interested in 1,742,300,000 Shares, representing approximately 28.66% of the issued share capital of the Company, had abstained from voting in respect of the Ordinary

Resolution. Save as aforesaid, no Shareholders had a material interest in the Ordinary Resolution, thus no Shareholders were entitled to attend the EGM and required to abstain from voting in favour as set out in Rule 13.40 of the Listing Rules and no Shareholders were required under the Listing Rules to abstain from voting at the EGM.

The poll result of the EGM in respect of the Ordinary Resolution is as follows:

Ordinary Resolution	Number of Shares voted (Approximate percentage)	
	For	Against
Resolution as set out in the notice of the EGM (To approve, confirmed and ratified the sale and purchase agreement and the transactions contemplated thereunder)	1,457,256,907 (89.608%)	169,000,000 (10.392%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

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

Hong Kong, 28 February 2014

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