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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)**

### **UPDATE ON THE DISCLOSEABLE AND CONNECTED TRANSACTION FURTHER DELAY IN DESPATCH OF CIRCULAR**

The Board would like to announce that as at the date of this announcement the condition precedent (b) and (f) as set out in the Acquisition Announcement have been fulfilled and the due diligence review under condition precedent (e) as set out in the Acquisition Announcement is still underway. As additional time is required to prepare the contents of the Circular, the Company expects that the date of despatch of the Circular will be postponed to a date falling on or before 30 September 2013.

Reference is made to the announcement of Interchina Holdings Company Limited dated 16 December 2012 (the “**Acquisition Announcement**”), 9 January 2013, 31 January 2013, 28 February 2013, 28 March 2013 and 31 May 2013 (collectively the “**Announcements**”) in relation to, among other things, the discloseable and connected transaction of the Company regarding the Acquisition and the delay in despatch of the circular. Capitalised terms used in this announcement shall have the same meanings as those used in the Announcements unless otherwise defined.

As disclosed in the Announcements, completion of the Acquisition is subject to fulfillment (or as the case may be, waived) of the conditions precedent set out in the Sale and Purchase Agreements on or before the Long Stop Date, being 30 September 2013 or such later date as the Company may agree.

The Board would like to announce that as at the date of this announcement the following major conditions precedent of the Sale and Purchase Agreements have been fulfilled:

- (1) Pengxin Agricultural had become the legal and beneficial owner of 99.9% of the issued share capital of the Bolivian Company. As such, condition precedent (b) as set out in the Acquisition Announcement has been fulfilled; and
- (2) the Company had received the Audited Statements for the two years ended 30 June 2012 which is prepared in accordance with International Financial Reporting Standards, showing

that the audited net assets value of the Bolivian Company as at 30 June 2012 and 2011 were approximately US\$15,173,000 and US\$12,283,000 respectively and the audited profit after tax for the two years ended 30 June 2012 and 2011 were approximately US\$2,947,000 and US\$3,073,000 respectively. Besides, the auditors' report for the two years ended 30 June 2012 was without qualifying opinion. As such, condition precedent (f) has been fulfilled.

In order to safeguard the interests of the Company as well as the Independent Shareholders, the Company intends to provide further information of the Bolivian Company in the Circular in relation to, among other things, the conditions precedent (c), (d) and (e) as set out in the Acquisition Announcement to the Independent Shareholders. As at the date of this announcement, the due diligence review under condition precedent (e) as set out in the Acquisition Announcement is still underway.

As disclosed in the Announcements, the Circular containing, inter alia, (i) details of the Acquisition; (ii) the letter of recommendation from the Independent Board Committee; (iii) the letter of advice from an independent financial advisor to the Independent Board Committee and the Independent Shareholders; and (iv) a notice of the EGM, was to be despatched to the Shareholders on or before 31 July 2013 in accordance with the Listing Rules.

As additional time is required to prepare the contents of the Circular, the Company expects that the date of despatch of the Circular will be further postponed to a date falling on or before 30 September 2013.

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

Hong Kong, 31 July 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 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.*