

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



INTERCHINA HOLDINGS COMPANY LIMITED

國 中 控 股 有 限 公 司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 202)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Interchina Holdings Company Limited (the “**Company**”) will be held at Room 701, Aon China Building, 29 Queen’s Road Central, Hong Kong on Friday, 19 October 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (i) the terms and conditions of the revised non-public share issue proposal dated 20 September 2012 (the “**Revised Proposal**”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) issued by 黑龍江國中水務股份有限公司 (Heilongjiang Interchina Water Treatment Company Limited) (“**Heilongjiang Interchina**”), a subsidiary of Interchina Holdings Company Limited (the “**Company**”), and submitted to the Shanghai Stock Exchange regarding the non-public issue of up to 160,000,000 shares (“**Heilongjiang Interchina Shares**”) in the capital of Heilongjiang Interchina to not more than 10 investors at a price not less than RMB8.03 per Heilongjiang Interchina Share (the “**Non-public Share Issue**”) be and are hereby approved, confirmed and ratified;
- (ii) the deemed disposal of Heilongjiang Interchina upon completion of the Non-public Share Issue (the “**Deemed Disposal**”) be and is hereby approved, confirmed and ratified; and

(iii) the directors of the Company be and are hereby authorised on behalf of the Company to do all such things and sign, seal, execute, perfect and deliver all such documents as they may in their discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation and/or give effect to any matters relating to the Revised Proposal, the Deemed Disposal and the transactions contemplated thereunder.”

(2) **“THAT:**

- (i) the proposed disposal (the **“Disposal”**) by Interchina Holdings Company Limited (the **“Company”**) of not more than 110,000,000 shares (the **“Heilongjiang Interchina Shares”**) in the share capital of 黑龍江國中水務股份有限公司 (Heilongjiang Interchina Water Treatment Company Limited), a company established in the People’s Republic of China and the A shares of which are listed on the Shanghai Stock Exchange, during the period of 6 months from the date of passing of this resolution (unless revoked or varied by ordinary resolution of the shareholders at general meeting of the Company) (the **“Mandate Period”**) at the minimum disposal price of the higher of (a) RMB8.03; or (b) 90% of the 5-day average closing price of Heilongjiang Interchina Shares as quoted on the Shanghai Stock Exchange immediately prior to any disposal, and on the terms set out in the circular of the Company dated 28 September 2012 relating to the Disposal be and is hereby approved, confirmed and ratified; and
- (ii) the directors of the Company be and are hereby authorised on behalf of the Company to exercise all the powers of the Company to procure and effect the Disposal from time to time during the Mandate Period and to do all such things and sign, seal, execute, perfect and deliver all such documents as they may in their discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation and/or give effect to any matters relating to the Disposal and the transactions contemplated thereunder.”

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

Hong Kong, 28 September 2012

Registered office:
Room 701, 7th Floor
Aon China Building
29 Queen’s Road Central
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share of the Company (the “**Share**”), any one such persons may vote at the meeting, 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 meeting 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.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon 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 Company’s share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. As at the date of this notice, the executive directors of the Company 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 of the Company are Mr. Ho Yiu Yue, Louis, Mr. Ko Ming Tung, Edward and Mr. Chen Yi, Ethan.