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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)

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 Wednesday, 19 December 2012, at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as ordinary resolution of the Company:

Ordinary Resolution

“THAT:

- (i) the sale and purchase agreement (the “**SP Agreement**”, 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) dated 21 June 2012 entered into between 黑龍江國中水務股份有限公司 (Heilongjiang Interchina Water Treatment Company Limited), a subsidiary of Interchina Holdings Company Limited (the “**Company**”), as purchaser and 韓德民 (Han Demin), 韓立新 (Han Lixin), 韓宇 (Han Yu), 韓子石 (Han Zishi), 朱東柯 (Zhu Dongke), 張靜 (Zhang Jing) and 北京首佳融通物流技術有限公司 (Beijing Sojarton Logistics Technology Co., Ltd.) as vendors in relation to the sale and purchase of an aggregate of 90% equity interests in 北京天地人環保科技有限公司 (Beijing TDR Enviro-Tech Co., Ltd) at the aggregate consideration of RMB495 million be and are hereby approved, confirmed and ratified; and

- (ii) 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 SP Agreement 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, 23 November 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 notarially 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. Lam Cheung Shing, Richard, Mr. Zhu Yongjun, Mr. Shen Angang, 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.