

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Interchina Holdings Company Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the board of directors of Interchina Holdings Company Limited is set out on pages 2 to 4 of this circular.

A notice convening the extraordinary general meeting of the Company to be held at 15th Floor, CCB Tower, 3 Connaught Road Central, Hong Kong on Friday, 28 February 2014 at 10:45 a.m. is set out on pages 5 to 6 of this circular. A form of proxy for use at the extraordinary general meeting of the Company is enclosed with this circular.

Whether or not you are able to attend the extraordinary general meeting of the Company, you are requested to complete the accompanying form of proxy in accordance with instructions printed thereon and return it to the share registrar of the Company, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time for holding the extraordinary general meeting of the Company or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting of the Company or any adjournment thereof should you so wish.

29 January 2014

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meaning:

“Board”	the board of the Directors
“Company”	Interchina Holdings Company Limited, a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 15th Floor, CCB Tower, 3 Connaught Road Central, Hong Kong on Friday, 28 February 2014 at 10:45 a.m. and, if thought fit, to approve the proposed change of the Company name
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



INTERCHINA HOLDINGS COMPANY LIMITED

國 中 控 股 有 限 公 司

(Incorporated in Hong Kong with limited liability)

(Stock code: 202)

Executive Directors:

Mr. Jiang Zhaobai (*Chairman*)
Mr. Shen Angang
Mr. Lam Cheung Shing, Richard
Mr. Zhu Deyu
Mr. Lu Yaohua
Mr. Gu Yungao

Registered office:

15th Floor
CCB Tower
3 Connaught Road Central
Hong Kong

Independent non-executive Directors:

Mr. Ho Yiu Yue, Louis
Mr. Ko Ming Tung, Edward
Mr. Chen Yi, Ethan

29 January 2014

To the Shareholders

Dear Sirs or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed change of the Company name and the notice of the EGM.

PROPOSED CHANGE OF COMPANY NAME

On 23 January 2014, the Board announced that it proposed to change the Company name from “Interchina Holdings Company Limited 國 中 控 股 有 限 公 司” to “EverChina Int’l Holdings Company Limited 潤 中 國 際 控 股 有 限 公 司”.

LETTER FROM THE BOARD

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board believes that the proposed change of Company name will provide the Company with a new corporate identity and to reflect the Company's strategy to diversify its business which will benefit the Company's future business development and is in the interest of the Company and its Shareholders as a whole.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The proposed change of Company name is subject to, among other things, (i) the passing of a special resolution by the Shareholders to approve the proposed change of Company name at the EGM; and (ii) approval by the Registrar of Companies of Hong Kong.

The Company will carry out all necessary filing procedures with the Registrar of Companies of Hong Kong to effect the proposed change of the Company name after it has been approved by the Shareholders at the EGM. The new name of the Company will take effect from the date on which the relevant certificate of change of name is issued by the Registrar of Companies of Hong Kong.

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The proposed change of Company name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position.

All existing share certificates in issue bearing the present name of the Company shall, after the proposed change of Company name becoming effective, continue to be evidence of title to such shares and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Once the proposed change of Company name becomes effective, any issue of new certificates of securities will be under the new name of the Company.

The Company will make further announcement(s) as and when appropriate on the results of the EGM, the effective dates of the proposed change of Company name and the new stock short name of the Shares.

EGM

Since no Shareholder has a material interest in the proposed change of Company name, no Shareholder will be required to abstain from voting at the EGM.

A notice convening the EGM to be held at 15th Floor, CCB Tower, 3 Connaught Road Central, Hong Kong on Friday, 28 February 2014 at 10:45 a.m. is set out on pages 5 to 6 of this circular.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete the form of proxy and return it to the office of the Company's share registrar, Tricor

LETTER FROM THE BOARD

Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the EGM or any adjourned meeting should you so wish.

RECOMMENDATION

The Directors consider that the proposed change of Company name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board of
Interchina Holdings Company Limited
Lam Cheung Shing, Richard
Executive Director and Chief Executive Officer

NOTICE OF EGM



INTERCHINA HOLDINGS COMPANY LIMITED

國 中 控 股 有 限 公 司

(Incorporated in Hong Kong with limited liability)

(Stock code: 202)

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of Interchina Holdings Company Limited (the “Company”) will be held at 15th Floor, CCB Tower, 3 Connaught Road Central, Hong Kong on Friday, 28 February 2014 at 10:45 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

“THAT:

- (a) subject to and conditional upon the approval of the Registrar of Companies of Hong Kong being obtained, the name of Interchina Holdings Company Limited (the “Company”) be and is hereby changed from “Interchina Holdings Company Limited 國 中 控 股 有 限 公 司” to “EverChina Int’l Holdings Company Limited 潤 中 國 際 控 股 有 限 公 司”; and
- (b) 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 change of the Company name.”

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

Hong Kong, 29 January 2014

Registered office:

15th Floor
CCB Tower
3 Connaught 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.

NOTICE OF EGM

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 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.