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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 ANNUAL GENERAL MEETING**

The board (the “**Board**”) of directors (the “**Directors**”) of Interchina Holdings Company Limited (the “**Company**”) is pleased to announce that at the annual general meeting (the “**AGM**”) of the Company held on 15 August 2012 at 10:00 a.m., all proposed resolutions (the “**Resolutions**”) set out in the notice of AGM dated 20 July 2012 were duly taken by way of poll.

As at the date of AGM, a total of 6,078,669,363 shares of the Company (the “**Shares**”) were in issue, which was equivalent to the total number of Shares entitling holders thereof to attend and vote for or against the Resolutions. No Shareholders were entitled to attend the AGM and abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No Shareholders were required under the Listing Rules to abstain from voting at the AGM.

The share registrar of the Company, Tricor Tengis Limited, was appointed to act and acted as the scrutineer for the vote-taking at the AGM. The poll results of the AGM were as follows:

<b>Ordinary Resolutions</b>		<b>Number of Shares represented by votes cast and percentage of total number of votes cast*</b>	
		<b>For</b>	<b>Against</b>
1.	To receive and consider the audited financial statements and the reports of the Directors and auditors for the year ended 31 March 2012	2,388,657,494 Shares 100%	0 Shares 0%
2.	(a) To re-elect Mr. Shen Angang as executive Director	2,388,657,494 Shares 100%	0 Shares 0%
	(b) To re-elect Mr. Choi Fun Tai, Bosco as executive Director	2,388,657,494 Shares 100%	0 Shares 0%

Ordinary Resolutions		Number of Shares represented by votes cast and percentage of total number of votes cast	
		For	Against
	(c) To re-elect Mr. Ko Ming Tung, Edward as independent non-executive Director	2,388,657,494 Shares 100%	0 Shares 0%
	(d) To re-elect Mr. Chen Yi, Ethan as independent non-executive Director	2,388,657,494 Shares 100%	0 Shares 0%
	(e) To authorise the Board to fix their remuneration	2,388,657,494 Shares 100%	0 Shares 0%
3.	(a) To appoint HLB Hodgson Impey Cheng Limited as auditors	2,388,657,494 Shares 100%	0 Shares 0%
	(b) To authorise the Board to fix the auditors' remuneration	2,388,657,494 Shares 100%	0 Shares 0%
4.	(a) To pass the ordinary resolution no. 4(1) set out in the notice of AGM	2,278,325,350 Shares 95.381%	110,332,144 Shares 4.619%
	(b) To pass the ordinary resolution no. 4(2) set out in the notice of AGM	2,388,657,494 Shares 100%	0 Shares 0%
	(c) To pass the ordinary resolution no. 4(3) set out in the notice of AGM	2,278,325,350 Shares 95.381%	110,332,144 Shares 4.619%

The full text of the Resolutions is set out in the notice of the AGM.

As more than 50% of the votes were cast in favour of the Resolutions no. 1, 2(a) to 2(e), 3(a), 3(b), 4(a) to 4(c), these Resolutions were duly passed as ordinary resolutions of the Company.

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

Hong Kong, 15 August 2012

*As at the date of this announcement, the executive Directors are Mr. Shen Angang, Mr. Lam Cheung Shing, Richard, Mr. Zhu Yongjun and Mr. Choi Fun Tai, Bosco and the independent non-executive Directors are Mr. Ho Yiu Yue, Louis, Mr. Ko Ming Tung, Edward and Mr. Chen Yi, Ethan.*