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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)**

### **AMENDMENTS TO THE PLACING OF NEW SHARES UNDER GENERAL MANDATE**

Reference is made to the announcement of the Company dated 29 March 2012 in relation to, among other things, the Placing of up to 854,000,000 Placing Shares under General Mandate. Unless the context requires otherwise, terms used herein have the same meanings as those defined in the Announcement.

On 18 June 2012 (after trading hours), the Company and the Placing Agent, after arm's length negotiations, entered into a supplemental placing agreement, pursuant to which (i) the Placing Price be amended from HK\$0.42 to HK\$0.34; and (ii) the long-stop date of the Placing Agreement be extended from 29 June 2012 to 15 August 2012 or such later date as to be agreed between the Company and the Placing Agent. Save for the aforesaid, all other terms and conditions of the Placing Agreement remain unchanged.

**Shareholders and potential investors should note that the Placing Agreement (as supplemented by the Supplemental Agreement) is subject to conditions to be fulfilled. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

Reference is made to the announcement of the Interchina Holdings Company Limited (the “**Company**”) dated 29 March 2012 (the “**Announcement**”) in relation to, among other things, the Placing of up to 854,000,000 Placing Shares under General Mandate. Unless the context requires otherwise, terms used herein have the same meanings as those defined in the Announcement.

## **AMENDMENTS TO THE PLACING AGREEMENT**

On 18 June 2012 (after trading hours), the Company and the Placing Agent, after arm's length negotiations, entered into a supplemental placing agreement to amend the terms of the Placing Agreement as follows:

### **Placing Price**

The Placing Price was amended from HK\$0.42 to HK\$0.34 (the "New Placing Price") per Placing Share.

The New Placing Price of HK\$0.34 represents:

- (i) a discount of approximately 19.05% to the closing price of HK\$0.42 per Share as quoted on the Stock Exchange at the date of this announcement; and
- (ii) a discount of approximately 16.26% to the average closing price of HK\$0.406 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of this announcement.

It is expected that the net price of each Placing Share under the Placing (as supplemented by the Supplemental Agreement) to be issued will be approximately HK\$0.333 per Placing Share.

## **INTENDED USE OF THE PROCEEDS**

Assuming that all Placing Shares are successfully placed, the gross proceeds from the Placing (as supplemented by the Supplemental Agreement) will be HK\$290.36 million, and the net proceeds from the Placing (as supplemented by the Supplemental Agreement) of approximately HK\$284.35 million will be applied (i) as to approximately HK\$150 million for the funding for a possible acquisition of a nature resources operation project, which the Company has identified and is in negotiations with the counterparty whereas no terms have been finalized nor definitive agreements have been entered into up to the date of this announcement; and (ii) as to approximately HK\$134.35 million in repayment of bank borrowing under environmental water treatment operation of the Group.

## **REASONS FOR THE SUPPLEMENTAL AGREEMENT**

The Company and its subsidiaries are principally engaged in environmental protection and water treatment operation, property investment operation, nature resources operation and securities and financial operation.

The New Placing Price was determined after arm's length negotiations between the Company and the Placing Agent with reference to the recent performance of the Share price and the weak market sentiment. The Directors consider that the amendments are fair and reasonable and in the interest of the Company and Shareholders as a whole.

Save as disclosed in this announcement, all other terms and conditions of the Placing Agreement remain unchanged and shall continue to be in full force and effect.

**Shareholders and potential investors should note that the Placing Agreement (as supplemented by the Supplemental Agreement) is subject to conditions to be fulfilled. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

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

Hong Kong 18 June 2012

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