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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 RESULT OF EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that the ordinary resolutions as set out in the notice of EGM dated 17 February 2012 to approve the CN Placing (including the allotment and issue of Conversion Shares), the Refreshment of Existing General Mandate and the Master Agreement (including the Annual Caps) were duly passed by the Shareholders (where applicable, the respective Independent Shareholders) on 6 March 2012 by way of poll.

References are made to the announcements issued by the Interchina Holdings Company Limited (the “**Company**”) dated 13 December 2011 and 6 January 2010, a circular of the Company dated 17 February 2012 (the “**Circular**”) and a notice of extraordinary general meeting dated 17 February 2012 (the “**Notice**”) in relation to the CN Placing, the Refreshment of the Existing General Mandate and the Master Agreement. Unless defined otherwise, terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the ordinary resolutions as set out in the Notice (the “**Resolutions**”) to approve the CN Placing (including the allotment and issue of Conversion Shares), the Refreshment of Existing General Mandate and the Master Agreement (including the Annual Caps) were duly passed by the Shareholders (where applicable, the respective Independent Shareholders) by way of poll at the EGM held on 6 March 2012.

As at the date of the EGM, a total of 4,274,669,363 Shares were in issue. As stated in the Circular, in respect of the CN Placing (including the allotment and issue of Conversion Shares) and the Master Agreement (including the Annual Caps), Mrs. Chu and her associates would abstain from voting in favour of the relevant resolutions. As at the date of the EGM, Mrs. Chu and her associates held 1,033,300,000 Shares and had abstained from voting accordingly. The remaining total number of Shares in issue entitling the holders to attend and vote for or against the relevant resolutions at the EGM was 3,241,369,363 Shares, representing approximately 75.83% of the issued share capital of the Company.

In respect of the Refreshment of Existing General Mandate, as stated in the Circular, the Directors (excluding independent non-executive Directors) and their associates would abstain from voting in favour of the relevant resolution. To the best knowledge of the Directors, save for Mr. Lam Cheung Shing, Richard held 7,700,000 Shares and Mr. Shen Angang held 187,865,000 Shares, none of the Directors held any Shares as at the date of the EGM. As such, Mr. Lam Cheung Shing, Richard and Mr. Shen Angang had abstained from voting accordingly. The remaining total number of Shares in issue entitling the holders to attend and vote for or against the relevant resolution at the EGM was 4,079,104,363 Shares, representing approximately 95.43% of the issued share capital of the Company.

No Shareholders were entitled to attend and vote only against the Resolutions at the EGM. Trico Tengis Limited acted as the scrutineer for the vote-taking at the EGM. The poll result of the EGM in respect of the Resolutions is as follows:

Ordinary Resolutions	Number of Shares (%)	
	For	Against
To approve the CN Placing (including the allotment and issue of Conversion Shares)	1,812,928,644 (99.928%)	1,305,000 (0.072%)
To approve the Refreshment of the Existing General Mandate	2,786,266,500 (97.848%)	61,267,144 (2.152%)
To approve the Master Agreement (including the Annual Caps)	1,814,233,644 (100%)	0 (0%)

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

Hong Kong, 6 March 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.