

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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 of Interchina Holdings Company Limited (“**Company**”) will be held at Room 701, Aon China Building, 29 Queen’s Road Central, Hong Kong, on Friday, 25 May 2012 at 10:00 a.m. (or an adjournment thereof) for considering, and if thought fit, passing the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the joint venture agreement dated 9 March 2012 (the “**JV Agreement**”, a copy of which has been produced to this meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) entered into between 黑龍江國中水務股份有限公司 (Heilongjiang Interchina Water Treatment Company Limited\*) (“**Heilongjiang Interchina**”), a 53.77%-owned subsidiary of Interchina Holdings Company Limited (the “**Company**”), 湘潭九華經濟建設投資有限公司 (Xiangtan Jiuhua Economic Construction Investment Company Limited\*) (“**Xiangtan Jiuhua Investment**”) and 湘潭市污水處理有限責任公司 (Xiangtan City Sewage Treatment Company Limited\*) (“**Xiangtan City Co**”) in relation to the establishment of a joint venture enterprise in the People’s Republic of China, which will be owned as to 75.8% by Heilongjiang Interchina, as to 18.2% by Xiangtan Jiuhua Investment and as to 6% by Xiangtan City Co, be hereby approved, confirmed and ratified; and

\* For identification purpose only

- (b) the directors of the Company be and are hereby authorised to do all things and acts and sign all documents which they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the JV Agreement and any of the transactions contemplated thereunder.”

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

Hong Kong, 4 May 2012

*Registered office:*  
Room 701, 7/F  
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 in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
4. As at the date of this notice, the executive Directors are Mr. Lam Cheung Shing, Richard, Mr. Zhu Yongjun, Mr. Shen Angang, 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.