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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules.

The Board wishes to inform the shareholders of the Company and potential investors that it expects that the Group may record a larger loss for the year ended 31 March 2012 as compared to the loss for the year ended 31 March 2011.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Interchina Holdings Company Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that the Group is expected to record a larger loss for the year ended 31 March 2012 as compared to the loss for the year ended 31 March 2011. Based on the information currently available, the Board considers that the expected loss is mainly due to (i) there is an unrealised loss on the investment in listed securities for the year as the result of the unstable global economic and investment market conditions; (ii) a substantial increase in finance costs as a result of increase in bank and other borrowings for the Group’s expansions; and (iii) the Group’s fair value change in investment properties for the year ended 31 March 2012 decreased significantly from those of HK\$122,411,000 in the last year.

The information contained in this announcement is only based on the Company’s preliminary review of the management accounts of the Group, which have not been audited or reviewed by the Company’s auditors. The annual results announcement of the Group for the year ended 31 March 2012 is expected to be announced on 29 June 2012.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 13 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.