



INTERCHINA HOLDINGS COMPANY LIMITED

國 中 控 股 有 限 公 司

(incorporated in Hong Kong with limited liability)

(Stock Code: 202)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Interchina Holdings Company Limited (the “**Company**”) will be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel Hong Kong, 387 – 397 Queen’s Road East, Wanchai, Hong Kong at 9:00 a.m. on Wednesday, 21 January 2009 (or an adjournment thereof) for considering, and if thought fit, passing the following resolution as ordinary resolution of the Company:

“**THAT:**

- (a) the sale and purchase agreement dated 15 October 2008 (the “**Agreement**”) entered into between Interchina Holdings Company Limited (the “**Company**”) and Singapore Zhongxin Investment Company Limited in relation to the sale and purchase of 3,700,000,000 shares of HK\$0.002 each in the capital of China Pipe Group Limited (“**China Pipe**”) at the total consideration of HK\$74,000,000, copy of which have been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification, be and is hereby approved, confirmed and ratified; and
- (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 Agreement and any of the transactions contemplated thereunder.”

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

Hong Kong, 2 January 2009

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 of the Company are Mr. Zhang Yang, Mr. Zhu Yongjun, Mr. Chan Wing Yuen, Hubert and Mr. Lam Cheung Shing, Richard, and the independent non-executive directors of the Company are Mr. Wong Hon Sum, Ms. Ha Ping and Dr. Tang Tin Sek.