



**北方興業控股有限公司\***  
**NORTHERN INTERNATIONAL HOLDINGS LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
 (Stock Code: 736)

**Form of proxy for special general meeting (or any adjournment thereof)**

I/We<sup>1</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares of HK\$0.01 each in  
 the capital of the abovenamed company (the "Company") HEREBY APPOINT<sup>3</sup> the Chairman of the meeting or  
 \_\_\_\_\_  
 of \_\_\_\_\_  
 as my/our proxy to vote for me/us and on my/our behalf at the said meeting of the Company to be held at Luk Kwok  
 Hotel, Function Room 1, Basement, 72 Gloucester Road, Wanchai, Hong Kong on 4 May, 2005 at 10:00 a.m. for the  
 purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting  
 and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said  
 resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

	FOR <sup>4</sup>	AGAINST <sup>4</sup>
Resolution		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2005

Signature(s)<sup>6</sup> \_\_\_\_\_  
 \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the principal office of the Company, Block A, 2nd Floor, Man Foong Industrial Building, 7 Cheung Lee Street, Chaiwan, Hong Kong, not less than 48 hours before the time appointed for holding the said meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. Where there are joint registered holders of any share, any one of 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 is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.

\* For identification only