



**北方興業控股有限公司\***  
**NORTHERN INTERNATIONAL HOLDINGS LIMITED**

(Incorporated in Bermuda with limited liability)

(Stock Code: 736)

**PROXY FORM**

Form of proxy for use by shareholders at the special general meeting (the "Meeting") of Northern International Holdings Limited (the "Company") to be held at Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 9:30 a.m. on Wednesday, 28 November 2007

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ (note b) shares of HK\$0.01 each in the share capital of the Company hereby appoint the Chairman of the Meeting, or failing him \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note c) at the Meeting to be held at Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 9:30 a.m. on Wednesday, 28 November 2007 (or at any adjournment thereof) and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your vote to be cast (note d).

|    |  | FOR | AGAINST |
|----|--|-----|---------|
| 1. | To approve the proposed change of name and the adoption of a new Chinese name of the Company for identification purpose.   |     |         |
| 2. | To approve the grant of Chairman Option to Mr. Zhao Qing Ji and the allotment and issue of Chairman Option Shares to Mr. Zhao Qing Ji in accordance with the terms and conditions of the Chairman Option.  |     |         |
| 3. | To approve the grant of Specific Options to each of the Participants and the allotment and issue of Specific Option Shares to each of the Participants in accordance with the terms and conditions of the Specific Options.  |     |         |
| 4. | To approve the refreshment of the 10 per cent. scheme mandate limit on grant of options under the share option scheme of the Company.  |     |         |
| 5. | To grant a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution. |     |         |

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2007

Shareholder's signature x \_\_\_\_\_ x (notes e, f, g and h)

*Notes:*

- a Please insert full name(s) and address(es) in BLOCK CAPITALS.
- b 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).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against the resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his discretion in respect of the resolutions. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any 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 with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or at any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.

\* For identification purpose only