



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

For use by shareholders at the Special General Meeting to be held on 30 August 2006 at 11:00 a.m. (or at any adjournment thereof).

I/We, (Please insert full name(s) and address(es) in block capitals) _____

of _____

hereby appoint the Chairman of the meeting (*see Notes 1 & 2*) or _____

of _____

as my/our proxy to vote the number of shares as indicated (*see Note 3*) and act for me/us and vote on my/our behalf at the Special General Meeting of Northern International Holdings Limited (the "Company") to be held at Falcon Room 1, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on 30 August 2006 at 11:00 a.m. and at any adjournment thereof on the undermentioned resolution as indicated:

	(See Note 4)	
	For	Against
Ordinary Resolution	<input type="checkbox"/>	<input type="checkbox"/>

Notes:

1. If any proxy other than the Chairman is desired, please strike out the words "the Chairman of the meeting" and insert the name and address of the desired proxy in block capitals.
2. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
3. Please insert the number of ordinary shares of HK\$0.20 each registered in your name(s) to which this proxy relates in the box provided. If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the Company which are registered in your name(s) (whether alone or jointly with others).
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RELEVANT RESOLUTION, TICK THE THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion on the relevant resolution. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than those referred to in the notice convening the meeting.
5. Where there are joint registered holders of any share, any one of such joint holders may attend and vote, either in person or by proxy, in respect of which share as if the said holder was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior will alone be entitled to vote, whether in person or by proxy. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this form of proxy must be either under its common seal or under the hand of an officer or attorney of the corporation duly authorized for the purpose.
7. To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be completed, signed and deposited with the Company's share registrars, Securities Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting (as the case may be).
8. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should you so wish, and in such event, the form of proxy will be deemed to be revoked.
9. Any alteration made to this form of proxy must be initialled by the person who signs it.

Signed (*see Notes 6 & 7*) _____

Dated this _____ day of _____ 2006.

Number of ordinary shares of HK\$0.20 each in the capital of the Company registered in my/our name(s) to which this proxy relates (<i>see Note 3</i>).

* For identification purpose only