



**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**

**Form of proxy for use by shareholders at the annual general meeting (the "Meeting") of Northern International Holdings Limited (the "Company") to be held at Falcon Room II, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 20 June 2007 at 9:30 a.m.**

I/We (note a) \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being the holder(s) of \_\_\_\_\_  
(note b) shares of HK\$0.01 each of the Company hereby appoint the Chairman of the Meeting or  
\_\_\_\_\_ of \_\_\_\_\_

to act as my/our proxy (note c) at the annual general meeting of the Company to be held at Falcon Room II, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 20 June 2007 at 9:30 a.m. and at any adjournment thereof and to vote on my/our behalf in accordance with the bye-laws of the Company and as directed below.

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

		FOR	AGAINST
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2007		
2.	(a) To re-elect Mr. Zhao Qing Ji as director		
	(b) To re-elect Mr. Wong Siu Keung, Joe as director		
	(c) To re-elect Mr. Cheng Kwok Hing, Andy as director		
	(d) To authorise the board of directors to fix the directors' remuneration		
3.	To re-appoint the Company's auditors and authorise the board of directors to fix their remuneration		
4.	To grant a general mandate to the directors to issue, allot and otherwise deal with the Company's shares		

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

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

*Notes:*

- a Full name(s) and address(es) are to be inserted 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 any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. 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 at the branch share registrar and transfer office of the Company, Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- h **Any alteration made to this form should be initialled by the person who signs the form.**

\* For identification purpose only