



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 special 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 at 9:30 a.m. on 31 August 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 Falcon Room II, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong at 9:30 a.m. on 31 August 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).

		<b>FOR</b>	<b>AGAINST</b>
1.	To approve the First Agreement and the transactions contemplated thereunder		
2.	To approve the Second Agreement and the transactions contemplated thereunder		
3.	To approve the Third Agreement and the transactions contemplated thereunder		
4.	To approve the Proposed Increase in Authorized Share Capital and the matters contemplated thereby		
5.	To approve the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder and the absence of arrangements for excess application for the Open Offer Shares, details of which are set out in the circular of the Company dated 14 August 2007		
6.	To approve the Whitewash Waiver		

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 resolution. 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