



**北方興業控股有限公司\***

**NORTHERN INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 736)

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of Northern International Holdings Limited (the “**Company**”) will 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 for the purposes of considering and, if thought fit, passing the following resolutions of the Company:

### **SPECIAL RESOLUTION**

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the name of the Company be and is hereby changed from “Northern International Holdings Limited” to “China Properties Investment Holdings Limited”, and a new Chinese name “中國置業投資控股有限公司” be adopted for identification purpose to replace its existing Chinese name “北方興業控股有限公司” with effect from the date of entry of the new English name on the register maintained by the Registrar of Companies in Bermuda, and the directors (the “**Directors**”) of the Company be and are hereby authorised to do all such acts and things and execute all such documents as they consider necessary or expedient to give effect to the aforesaid change of names of the Company.”

### **ORDINARY RESOLUTIONS**

2. “**THAT:**
  - (a) the grant of option to Mr. Zhao Qing Ji to subscribe for 55,890,000 ordinary shares (the “**Shares**”) of par value of HK\$0.01 each in the share capital of the Company (the “**Chairman Option**”) at an exercise price of HK\$0.60 per Share, pursuant to the share option scheme of the Company adopted on 4 October 2002, be and are hereby approved and the Directors be and are hereby authorized to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the grant and exercise of the Chairman Option; and

\* *For identification purpose only*

- (b) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Chairman Option Shares (as defined below), the Directors be and are hereby authorized to allot and issue up to a maximum of not more than 55,890,000 Shares (the “**Chairman Option Shares**”) to Mr. Zhao Qing Ji in accordance with the terms and conditions of the Chairman Option and the Directors be and are hereby authorized to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the allotment and issue of the Chairman Option Shares.”

3. “**THAT**

- (a) the grant of options to each of Mr. Lu Xiao Dong, Mr. Au Tat On, Ms. Yu Wai Fong, Mr. Ong King Keung, Mr. Qiu Fang, Mr. Zhou Hong Tao, Mr. Li Ying, Mr. Shen Lu Jun, Mr. Huan Jing and Mr. Yao Nai Wei (collectively the “**Participants**”) to subscribe for 17,635,000 Shares (the “**Specific Options**”) at an exercise price of HK\$0.60 per Share, pursuant to the share option scheme of the Company adopted on 4 October 2002, be and are hereby approved and the Directors be and are hereby authorized to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the grant and exercise of the Specific Options; and
- (b) subject to the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Specific Option Shares (as defined below), the Directors be and are hereby authorized to allot and issue up to a maximum of not more than 17,635,000 Shares (the “**Specific Option Shares**”) to each of the Participants in accordance with the terms and conditions of the Specific Options and the Directors be and are hereby authorized to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the allotment and issue of the Specific Option Shares.”

4. “**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange of, the listing of and permission to deal in, the Shares to be issued pursuant to the exercise of options granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme adopted by written resolution of the Company on 4 October 2002 in the manner as set out in paragraph (a) of this resolution below,

- (a) the refreshment of the Scheme Mandate Limit of up to 10% of the Shares of the Company in issue as at the date of passing of this resolution be and is hereby approved; and
- (b) the Directors be and are hereby authorised do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

5. “**THAT**, to the extent not already exercised, the mandate to allot and issue shares of the Company given to the Directors at the annual general meeting of the Company held on 20 June 2007 be and is hereby revoked and replaced by the mandate **THAT**:

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with unissued Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws the Company or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

On behalf of the board of Directors  
**Northern International Holdings Limited**  
**Zhao Qing Ji**  
*Chairman*

Hong Kong, 5 November 2007

*Registered office:*  
Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of business  
in Hong Kong:*  
Room 2001, 20/F  
Lippo Centre  
Tower Two  
89 Queensway  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. In order to be valid, the form of proxy attached to this circular must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at the offices of the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Meeting or at any adjournment thereof should he so wish.
3. Where there are joint holders of any share of the Company, any one of such holders 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 holders be present at the Meeting personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

*As at the date of this announcement, Mr. Zhao Qing Ji, Mr. Au Tat On and Mr. Lu Xiao Dong are the executive Directors; and Mr. Wang Dong, Mr. Yeung Yuen Hei and Ms. Chan Mei Bo, Mabel are the independent non-executive Directors.*