



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 of the above mentioned company (the "Company") will be held at Luk Kwok Hotel, Function Room 1, Basement, 72 Gloucester Road, Wanchai, Hong Kong on 4 May, 2005 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

"THAT on and subject to the terms and conditions set out in the circular of the Company dated 13 April, 2005 (a copy of which has been produced to the meeting and initialled by the Chairman for the purposes of identification), every 20 shares of HK\$0.01 each in the existing issued and unissued share capital of the Company be consolidated into 1 share of HK\$0.20 (the "Consolidation"), and that the Consolidation shall take effect on the day immediately after fulfilment of all the conditions of the Consolidation and the directors of the Company be and are hereby authorised generally to do all acts as they consider appropriate to effect and implement the Consolidation."

By Order of the Board
Jennifer Cheung Mei Ha
Secretary

Hong Kong, 13 April, 2005

Principal office:
Block A, 2nd Floor
Man Foong Industrial Building
7 Cheung Lee Street
Chaiwan
Hong Kong

Notes :

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the Company's principal office 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, not less than 48 hours before the time for holding the meeting or adjourned meeting.

As at the date of this announcement, the executive directors of the Company are Messrs. Chong Sing Yuen, Chong Chun Hing, Chu Kiu Fat, Wong Siu Keung, Joe and Chong Chun Kwok, Piggy; and the independent non-executive directors of the Company are Messrs. Chan Ping Yim, Chan Shun and Cheng Kwok Hing, Andy.

* For identification only

Please also refer to the published version of this announcement in The Standard.