



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 SGM

NOTICE IS HEREBY GIVEN that a special general meeting of Northern International Holdings Limited (the “Company”) will be held at Falcon Room 1, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on 30 August 2006 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

1. the sale of the property (the “Disposal”), particulars of which are set out in letter of agreement dated 8 July 2006 (the “Agreement”) by Northern Industrial (Panyu) Co., Ltd., a wholly-owned subsidiary of the Company, to 廣州市海珠區鳳陽街五鳳經濟聯合社 (Wufeng Economic Association, Feng Yang Street, Haizhu District, Guangzhou)#, in relation to such Disposal be and is hereby approved and confirmed;
2. the contents of the Agreement (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) be and is hereby approved, ratified and confirmed; and
3. any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Agreement and/or the Disposal as he/they may consider necessary, desirable or expedient.”

By order of the Board
Northern International Holdings Limited
Wong Siu Keung, Joe
Company Secretary

denotes English translation of a Chinese company or entity or address and is provided for identification purposes only.

Hong Kong, 14 August 2006

As at the date of this announcement, , the Board comprises four executive Directors, Messrs. Chong Sing Yuen, Au Tat On, Lu Xiao Dong and Wong Siu Keung, Joe and three independent non-executive Directors, Messrs. Cheng Kwok Hing, Andy, Yeung King Wah and Yeung Yuen Hei.

Principal place of business in Hong Kong:

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

Notes:

1. A shareholder entitled to attend and vote at the special general meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
2. To be valid, a 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 the power of attorney or authority, must be completed, signed and deposited with the Company's share registrars, Secretaries 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).
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting or at any adjourned meeting therefore (as the case may be) should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

** For identification purpose only*

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