



# 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 on 26 March 2007 at 9:30 a.m. at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT**

- (a) the conditional sale and purchase agreement dated 7 February 2007 (the “**S&P Agreement**”) entered into between the Company as vendor and Mr. Chong Sing Yuen (“**Mr. Chong**”) as purchaser in relation to the sale and purchase of (i) one ordinary share (the “**Asian Field Share**”) of US\$1.00 in the issued share capital of Asian Field Holdings Corp. (“**Asian Field**”); (ii) one new Asian Field Share (if any) to be issued and allotted to the Company at a consideration equivalent to the value of the consolidated net liabilities (if any) of Asian Field and its subsidiaries as at 31 January 2007; and (iii) the benefit and interest in all obligations, liabilities and debts owing and incurring by Asian Field to the Company as at the date of completion of the S&P Agreement (after netting off the amount capitalized (if any) pursuant to the capitalization agreement which may be entered into between the Company and Asian Field), a copy of the S&P Agreement has been produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification, and the transactions contemplated by the S&P Agreement be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to do all other acts and things and execute all documents which they consider necessary or expedient for the implementation of and giving effect to the S&P Agreement and the transactions contemplated thereunder.”

On behalf of the board of Directors  
Northern International Holdings Limited

**Zhao Qing Ji**

*Chairman*

Hong Kong, 6 March 2007

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

*Head office and 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 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 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, 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.

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