



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 the special general meeting (the “**Meeting**”) of Northern International Holdings Limited (“**Company**”) will be held on Monday, 21 May 2007 at 9:30 a.m. at Falcon Room II, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company with or without amendments:

ORDINARY RESOLUTIONS

1. “**THAT**, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting the permission to deal in, shares of HK\$0.01 each in the issued share capital of the Company upon the Capital Reorganisation (as defined below) becoming effective, with effect from 4:00 p.m. on the date on which this resolution is passed (the “**Effective Date**”):
 - (a) the issued share capital of the Company be reduced by canceling paid up capital to the extent of HK\$0.19 on each of the shares of HK\$0.2 in the capital of the Company in issue on the Effective Date so that each issued share in the capital of the Company shall be treated as one fully-paid up share of HK\$0.01 each in the capital of the Company (the “**New Share**”) and any liability of the holders of New Shares to make any further contribution to the capital of the Company on each such New Share shall be treated as satisfied and the authorized unissued share capital be diminished by the cancellation of 1,425,000,000 unissued shares and thereafter each of the unissued shares in the authorised share capital shall be sub-divided into twenty shares of HK\$0.01 each (the “**Capital Reduction**”);
 - (b) subject to and forthwith upon the Capital Reduction taking effect, the credit amounts arising from the Capital Reduction be credited to the contributed surplus account of the Company where they may be utilised in accordance with the bye-laws of the Company and all applicable laws, including to set off the accumulated losses of the Company as at 31 December 2006 (the “**First Application of Credit**”); and
 - (c) the directors of the Company (the “**Directors**”) be and are hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Capital Reduction and the First Application of Credit.”
2. “**THAT**, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting the permission to deal in, shares of HK\$0.01 each in the issued share capital of the Company upon the Capital Reorganisation becoming effective, with effect from 4:00 p.m. on the date on which this resolution is passed:
 - (a) the entire amount standing to the credit of the share premium account of the Company as at 31 December 2006 be cancelled (the “**Share Premium Reduction**”);
 - (b) subject to and forthwith upon the Share Premium Reduction taking effect, the credit amounts arising from the Share Premium Reduction be credited to the contributed surplus account of the Company where they may be utilised in accordance with the bye-laws of the Company and all applicable laws, including to set off the accumulated losses of the Company as at 31 December 2006 (the “**Second Application of Credit**”); and

* For identification purpose only

- (c) the Directors be and are hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Premium Reduction (together with the Capital Reduction, the “Capital Reorganisation”) and the Second Application of Credit.”

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

Hong Kong, 2 May 2007

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Notes:

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person 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.

As at the date of this announcement, the executive Directors are Messrs. Zhao Qing Ji, Au Tat On, Lu Xiao Dong and Wong Siu Keung, Joe; and the independent non-executive Directors are Messrs. Cheng Kwok Hing, Andy, Yeung King Wah and Yeung Yuen Hei.

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