



**北方興業控股有限公司**  
**NORTHERN INTERNATIONAL HOLDINGS LIMITED**  
*(incorporated in Bermuda with limited liability)*  
(Stock Code: 736)

**AMENDED NOTICE OF SGM RELATING TO THE  
PROPOSED CAPITAL REORGANISATION**

Reference is made to the announcement dated 12 April 2007, the circular dated 27 April 2007 (the “**Circular**”) and the notice of SGM (the “**Original Notice**”) dated 27 April 2007 issued by Northern International Holdings Limited (the “**Company**”) relating to the proposed Capital Reorganisation. Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

On 27 April 2007, the Company had despatched the Circular together with the Original Notice to the Shareholders. It comes into the notice of the Board that there are two amendments required to be made to the resolution number 1(a) as stated in the Original Notice, namely:

- (1) the paragraph “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 authorized share capital shall be sub-divided into twenty shares of HK\$0.01 each (the “Capital Reduction”)” should be added to the end of the resolution 1(a); and
- (2) the definition of “(the “Capital Reduction”)” in the third line of the resolution number 1(a) in the Original notice should be deleted.

In substance, the contents of the resolution number 1(a), after taking into the account of the amendments, will be as follows:

“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 authorized share capital shall be sub-divided into twenty shares of HK\$0.01 each (the “Capital Reduction”)”

To rectify this, the Company will publish an amended notice of SGM (the “**Amended Notice**”) with the above-mentioned amendments incorporated by way of announcement in the newspapers and will despatch the Amended Notice to the Shareholders on 2 May 2007.

Save as the amendments disclosed herein, all other resolution and details of the SGM as set out in the Original Notice, including but not limited to the date, time and venue of the SGM remain unchanged and the proxy form issued together with the Circular and the Original Notice remains valid.

By Order of the Board  
**NORTHERN INTERNATIONAL HOLDINGS LIMITED**  
**Wong Siu Keung, Joe**  
*Company Secretary*

Hong Kong, 30 April 2007

*\* For identification purpose only*

*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.