



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

**RESULT OF THE AGM**

The Board is pleased to announce that the following ordinary resolutions were duly passed by the Shareholders by way of poll at the AGM on 20 June 2007:

- (1) Ordinary Resolution 1 in respect of the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2007;
- (2) Ordinary Resolution 2 in respect of the re-election of Mr. Zhao Qing Ji, Mr. Wong Siu Keung, Joe and Mr. Cheng Kwok Hing, Andy as Directors and the authorization to the Board to fix the Directors' remuneration;
- (3) Ordinary Resolution 3 in respect of re-appointment of the Company's auditors and the authorization to the Board to fix their remuneration; and
- (4) Ordinary Resolution 4 in respect of the grant of the general mandate to the Directors to issue, allot and otherwise deal with the Shares.

Reference is made to the circular of the Company dated 28 May 2007 (the "Circular") relating to, among others, the proposed grant of general mandates to issue new Shares, proposed re-election of Directors and the AGM. Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

**RESULTS OF THE SGM**

The Board is pleased to announce that the following ordinary resolutions were duly passed by the Shareholders by way of poll at the AGM on 20 June 2007:

- (1) ordinary resolution (the "Ordinary Resolution 1") in respect of the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2007;
- (2) ordinary resolution (the "Ordinary Resolution 2") in respect of the re-election of Mr. Zhao Qing Ji, Mr. Wong Siu Keung, Joe and Mr. Cheng Kwok Hing, Andy as Directors and the authorization to the Board to fix the Directors' remuneration;
- (3) ordinary resolution (the "Ordinary Resolution 3") in respect of re-appointment of the Company's auditors and the authorization to the Board to fix their remuneration; and
- (4) ordinary resolution (the "Ordinary Resolution 4") in respect of the grant of the general mandate to the Directors to issue, allot and otherwise deal with the Shares.

As at the date of the AGM, there were a total of 419,392,885 Shares in issue. None of these 419,392,885 Shares entitle the holders to attend and vote only against any of the Ordinary Resolution 1 to Ordinary Resolution 4 at the AGM under the Listing Rules and no Shareholders are required to abstain from voting at the AGM to approve any of the Ordinary Resolution 1 to Ordinary Resolution 4. Holders of 123,004,250 Shares, representing approximately 29% of the total issued share capital of the Company, voted either in person, by proxy or corporate representative on all of Ordinary Resolution 1 to Ordinary Resolution 4 at the AGM. The Company appointed Fortitude C.P.A. Limited (the external accountants) as scrutineer for the vote taking at the AGM.

Set out below are the results of the voting taken by poll at the AGM:

	Number of Shares	
	For	Against
Ordinary Resolution 1 (Note)	123,004,250 Shares (100%)	0 (0%)
Ordinary Resolution 2 (Note)		
(a) re-election of Mr. Zhao Qing Ji as Director	123,004,250 Shares (100%)	0 (0%)
(b) re-election of Mr. Wong Siu Keung, Joe as Director	123,004,250 Shares (100%)	0 (0%)
(c) re-election of Mr. Cheng Kwok Hing, Andy as Director	123,004,250 Shares (100%)	0 (0%)
(d) Authorizing the Board to fix the Directors' remuneration	123,004,250 Shares (100%)	0 (0%)
Ordinary Resolution 3 (Note)	123,004,250 Shares (100%)	0 (0%)
Ordinary Resolution 4 (Note)	123,001,250 Shares (99.998%)	3,000 Shares (0.002%)

Note:

A total of 123,004,250 Shares were held by the holders who attended in person, by proxy or corporate representative and were entitled to vote on and were not required to abstain from voting on any of Ordinary Resolution 1 to Ordinary Resolution 4 at the AGM. The percentages represent the number of votes casted as a percentage of such total number of Shares.

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

Hong Kong, 20 June 2007

*\* For identification purpose only*

*As at the date of this announcement, the executive Directors are Mr. Zhao Qing Ji, Mr. Au Tat On, Mr. Lu Xiao Dong and Mr. Wong Siu Keung, Joe; and the independent non-executive Directors are Mr. Cheng Kwok Hing, Andy, Mr. Yeung Yuen Hei and Ms. Chan Mei Bo, Mabel.*

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