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

**RESULTS OF THE SGM
AND
DESPATCH OF PROSPECTUS DOCUMENTS**

The Board is pleased to announce that the resolutions to approve the Acquisitions, the Open Offer, the Whitewash Waiver and the increase in authorised share capital were duly passed at the SGM held on 31 August 2007. The Executive has granted the Whitewash Waiver in favour of Profit Key, being one of the Underwriters, and parties acting in concert with it and the Whitewash Waiver has been approved by the Independent Shareholders at the SGM. Accordingly, no general offer will be required to be made by Profit Key and parties acting in concert with it for all the Shares not already owned or agreed to be acquired by them as a result of fulfillment of the obligations under the Underwriting Agreement.

The Prospectus Documents are expected to be despatched on 3 September 2007 to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date, i.e. 31 August 2007. **Qualifying Shareholders are reminded that the latest time for application and payment for Offer Shares is 4:00 p.m. on Monday, 17 September 2007.**

Reference is made to the announcement of Northern International Holdings Limited (the “Company”) dated 11 July 2007 and 24 July 2007, and the circular of the Company dated 14 August 2007 (the “Circular”) in relation to, among other things, (i) the very substantial acquisition; (ii) the proposed Open Offer; (iii) the application for the Whitewash Waiver; and (iv) the increase in authorised share capital. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular unless the context herein requires otherwise. Under the Open Offer, Qualifying Shareholders are being offered the right to apply for Offer Shares on the basis of three Offer Shares for every Share held on the Record date, at the price of HK\$0.17 per Offer Share.

RESULTS OF THE SGM

The SGM was held on 31 August 2007 for the purpose of considering and, if thought fit, approving the resolutions for the Acquisitions, the Open Offer, the Whitewash Waiver and the increase in authorised share capital of the Company.

At the SGM, the resolutions (1), (2) and (3) in respect of the Acquisitions and the resolutions (4), (5) and (6) in respect of the Open Offer, the Whitewash Waiver and the increase in authorised share capital of the Company respectively were conducted by way of poll.

As at the date of the SGM, there were a total of 419,392,885.25 Shares in issue, and Profit Key and its concert parties were in aggregate holding 58,000,000 Shares, representing approximately 13.83% of voting rights attaching to the Shares. Profit Key and its concert parties have no dealings of the securities of the Company from 24 July 2007 up to and including the date of this announcement. As stated in the Circular, Profit Key, Mr. Zhao and parties acting concert with them and their respective associates and those who are interested in or involved in the Underwriting Agreement had to abstain from voting on the resolutions in respect of the Open Offer and Whitewash Waiver at the SGM. Accordingly, the total number of Shares entitling the holders thereof to attend and vote for or against the resolutions in respect of the Open Offer and the Whitewash Waiver at the SGM was 361,392,885.25 Shares (representing approximately 86.17% of the total issued Shares as at the date of the SGM). No Shareholder was entitled to attend and vote only against the resolutions at the SGM.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of Profit Key, Mr. Zhao and their respective concert parties and associates and those Shareholders who are involved in or interested in the Underwriting Agreement did abstain from voting on the resolutions in respect of the Open Offer and Whitewash Waiver at the SGM. They also abstained from voting on the resolution in respect of the increase in authorised share capital.

The voting results in respect of resolutions (1) to (6) are as follows:

Resolutions	Number of the Shares (Approximate %)	
	For	Against
1. To approve the First Agreement	126,309,250 (100%)	Nil (Nil)
2. To approve the Second Agreement	126,309,250 (100%)	Nil (Nil)
3. To approve the Third Agreement	126,309,250 (100%)	Nil (Nil)
4. To approve the increase in authorised share capital	126,309,250 (100%)	Nil (Nil)
5. To approve the Open Offer	126,309,250 (100%)	Nil (Nil)
6. To approve the Whitewash Waiver	126,309,250 (100%)	Nil (Nil)

Accordingly, the aforesaid resolutions were duly passed by way of poll at the SGM.

Fortitude C.P.A. Limited, an external accountant, acted as the scrutineer for vote-taking at the SGM.

The Executive has granted the Whitewash Waiver in favour of Profit Key and parties acting in concert with it and the Whitewash Waiver has been approved by the Independent Shareholders at the SGM. Accordingly, no general offer will be required to be made by Profit Key and parties acting in concert with it for all the Shares not already owned or agreed to be acquired by them as a result of fulfillment of the obligations under the Underwriting Agreement.

DESPATCH OF THE PROSPECTUS DOCUMENTS

The Company will proceed with the Open Offer in accordance with the tentative timetable as set out in the Circular. The Prospectus Documents are expected to be despatched on 3 September 2007 to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date, i.e. 31 August 2007.

Qualifying Shareholders are reminded that the latest time for application and payment for Offer Shares is 4:00 p.m. on Monday, 17 September 2007.

WARNING OF THE RISKS IN DEALING IN SHARES

If any one of the Underwriters terminates the Underwriting Agreement, or the conditions of the Underwriting Agreement are not fulfilled, the Open Offer will not proceed.

Any Shareholder or other person dealing in Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled will accordingly bear the risk that the Open Offer cannot become unconditional and may not proceed. Any Shareholders or other persons contemplating selling or purchasing Shares who is in any doubt about his/her position is recommended to consult his/her own professional adviser.

By Order of the Board
NORTHERN INTERNATIONAL HOLDINGS LIMITED
Mr. Zhao Qing Ji
Chairman

Hong Kong, 31 August 2007

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *For identification purpose only*