



**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 SGM  
AND  
DESPATCH OF PROSPECTUS DOCUMENTS  
IN RELATION TO  
THE OPEN OFFER OF NEW SHARES ON THE BASIS OF ONE OFFER SHARE FOR  
EVERY SHARE HELD ON THE RECORD DATE**

At the SGM held on 22 March 2005, the Independent Shareholders approved the Open Offer and the issue of Offer Shares. The Prospectus and the Application Form will be despatched to the Qualifying Holders on Wednesday, 23 March 2005.

Reference is made to the announcement dated 28 January 2005 (the "Announcement") and the circular dated 4 March 2005 of the Company (the "Circular"). Terms used in this announcement shall have the same meanings as defined in the Circular unless provided otherwise.

**RESULTS OF THE SGM**

The Board announces that, the Independent Shareholders passed an ordinary resolution in relation to the Open Offer and the issue of Offer Shares (the "Resolution") by poll at the SGM held on 22 March 2005.

According to the Listing Rules, any controlling shareholders and their associates or, where there are no controlling shareholders, Directors (excluding independent non-executive directors of the Company), the chief executive of the Company and their respective associates shall abstain from voting in favour of the Resolution. As stated in the Circular, none of Mr. Chong Sing Yuen, Mr. Wong Siu Keung, Joe and Mr. Chu Kiu Fat (all being executive Directors) and their respective associates (including the spouse of Mr. Chong Sing Yuen, who held interests in 2,350,000 Shares as at the date of this announcement) had intention to vote against the Resolution. The Board confirms that Mr. Chong Sing Yuen, Mr. Wong Siu Keung, Joe and Mr. Chu Kiu Fat and their respective associates (including the spouse of Mr. Chong Sing Yuen) had abstained from voting the Resolution.

The total number of Shares in issue as at the date of the SGM is 4,869,957,705 Shares. (1) The total number of Shares entitling the holders to attend and vote for or against the Resolution is 4,833,686,658 Shares, representing about 99.26% of the total issued Shares; (2) the total number of Shares entitling the holders to attend and vote only against the Resolution is 36,271,047 Shares, representing about 0.74% of the total issued Shares; and (3) the total number of Shares represented by votes for the Resolution is 1,391,515,000 Shares (representing approximately 28.57% of the total issued Shares and approximately 99.71% of the total number of Shares for which votes were cast for the Resolution); and the total number of Shares represented by votes against the Resolution is 4,000,000 Shares (representing approximately 0.08% of the total issued Shares and approximately 0.29% of the total number of Shares for which votes were cast for the Resolution).

The Company's branch share registrar in Hong Kong, Secretaries Limited, was appointed as the scrutineer for vote-taking at the SGM.

**DESPATCH OF PROSPECTUS DOCUMENTS**

The Prospectus and the Application Form will be despatched to the Qualifying Holders on Wednesday, 23 March 2005.

By order of the Board  
**Chong Sing Yuen**  
Chairman

Hong Kong, 22 March 2005

\* For identification purposes only

As at the date of this announcement, the executive directors of the Company are Messrs. Chong Sing Yuen, Chu Kiu Fat, Wong Siu Keung, Joe, Chong Chun Kwok, Piggy and Chong Chun Hing; and the independent non-executive directors are Messrs. Chan Ping Yim, Chan Shun and Cheng Kwok Hing, Andy.

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