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## **BIRMINGHAM SPORTS HOLDINGS LIMITED**

**伯明翰體育控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2309)**

### **PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Birmingham Sports Holdings Limited (the “Company”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The Board of Directors of the Company (the “Board”) proposes to make certain amendments to the existing memorandum and articles of association of Company (the “Existing Memorandum and Articles”) to (i) comply with and align with the new requirements under Appendix 3 to the Listing Rules which have come into effect on 1 January 2022; (ii) incorporate provisions to allow and facilitate hybrid and electronic meetings; (iii) update and clarify provisions where it is considered desirable; and (iv) certain housekeeping changes (such proposed amendments to the Existing Memorandum and Articles are collectively referred to as the “Proposed Amendments”). The Board also proposes to adopt the new amended and restated memorandum and articles of association which consolidates the Proposed Amendments in substitution for, and to the exclusion of, the Existing Memorandum and Articles in their entirety (the “New Memorandum and Articles”).

The key Proposed Amendments are briefly summarised below:

- (a) to bring the Existing Memorandum and Articles in line with the recent amendments to the Listing Rules and the applicable laws of the Cayman Islands;
- (b) to allow general meetings to be held physically and/or electronically (i.e. physical meeting, hybrid meeting and electronic meeting);
- (c) to add provisions to allow and facilitate hybrid and electronic meetings;

- (d) to allow the Board to postpone a meeting where notice of a general meeting has been sent but before the meeting is held; and
- (e) to clarify that voting can be cast by electronic means.

The Proposed Amendments as well as the proposed adoption of the New Memorandum and Articles shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on 30 December 2022 (the “AGM”). A circular containing, among other matters, details of the Proposed Amendments as well as the proposed adoption of the New Memorandum and Articles and a notice convening the AGM will be despatched to the shareholders of the Company in due course.

By Order of the Board  
**Birmingham Sports Holdings Limited**  
**Zhao Wenqing**  
*Chairman*

Hong Kong, 25 November 2022

*As at the date of this announcement, the Board comprises eight Directors, namely Mr. Zhao Wenqing (Chairman), Mr. Huang Dongfeng (Chief Executive Officer), Mr. Yiu Chun Kong and Dr. Guo Honglin as Executive Directors; Mr. Sue Ka Lok as Non-executive Director; and Mr. Pun Chi Ping, Ms. Leung Pik Har, Christine and Mr. Yeung Chi Tat as Independent Non-executive Directors.*