
THIS CIRCULAR REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Birmingham International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy to the purchaser or transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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BIRMINGHAM INTERNATIONAL HOLDINGS LIMITED 伯明翰環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2309)

GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Birmingham International Holdings Limited to be held at Atrium Function Room, Lobby Floor, Hong Kong Golden Coast Hotel, 1 Castle Peak Road, Gold Coast, Hong Kong on Friday, 10 May 2013 at 2:00 p.m. is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the annual general meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit at the Company's branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjourned meeting (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

2 April 2013

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	3
General Mandate to Issue Shares	4
General Mandate to Repurchase Shares	5
Re-election of retiring Directors	5
Annual General Meeting	6
Responsibility Statement	6
Recommendation	6
APPENDIX I — EXPLANATORY STATEMENT	7
APPENDIX II — DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED AT THE AGM	10
NOTICE OF ANNUAL GENERAL MEETING	14

DEFINITIONS

In this circular, the following expressions have the meanings respectively set opposite them unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held at Atrium Function Room, Lobby Floor, Hong Kong Golden Coast Hotel, 1 Castle Peak Road, Gold Coast, Hong Kong on Friday, 10 May 2013 at 2:00 p.m. thereof to consider and, if appropriate, to approve the resolutions as set out in the Notice
“Articles of Association”	Articles of Association of the Company
“associates”	shall have the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Birmingham International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	shall have the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the proposed issue mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution for approving the issue mandate

DEFINITIONS

“Latest Practicable Date”	20 March 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	means the notice convening the AGM which is set out on pages 14 to 17 of this circular
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the proposed repurchase mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the resolution for approving the repurchase mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD



BIRMINGHAM INTERNATIONAL HOLDINGS LIMITED

伯明翰環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2309)

Executive Directors:

Mr. Yeung Ka Sing, Carson
Mr. Peter Pannu
Mr. Ma Shui Cheong
Mr. Cheung Kwai Nang
Mr. Chan Shun Wah
Ms. Wong Po Ling, Pauline

Independent Non-executive Directors:

Mr. Yau Yan Ming, Raymond
Mr. Wong Ka Chun, Carson

Registered Office:

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Units 1901 & 1910,
Harbour Centre,
25 Harbour Road, Wanchai
Hong Kong

2 April 2013

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed at the AGM to approve (a) the Issue Mandate; (b) the Repurchase Mandate; (c) the re-election of retiring Directors.

LETTER FROM THE BOARD

This circular contains the explanatory statement and gives all the information reasonably necessary to enable you to make a decision on whether to vote for or against the resolutions proposed at the AGM.

A notice convening the AGM setting out the details of the resolutions to be proposed at the AGM is set out on pages 14 to 17 of this circular.

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 17 December 2010 (the “2010 AGM”), the Shareholders approved, among other things, ordinary resolutions to approve the grant of a general mandate to the Directors to allot, issue and deal with Shares (the “General Mandate”). As at the date of passing such resolutions, there were a total of 3,187,753,400 Shares in issue and thus the Directors were authorised to issue and allot 20% thereof, being 637,550,680 Shares under the General Mandate. As at the Latest Practicable Date, no shares were issued under the General Mandate. The General Mandate will lapse at the conclusion of the AGM.

An ordinary resolution will therefore be proposed at the AGM to grant to the Directors the Issue Mandate, i.e., a general and unconditional mandate to allot, issue and deal with, otherwise than by way of rights issue or any option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any Shares of the Company issued as scrip dividends pursuant to the Articles of Association, additional Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of such resolution. The Issue Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands or the Listing Rules; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the Company had an aggregate of 3,887,753,400 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Issue Mandate and on the basis that no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot and issue up to 777,550,680 new Shares, being 20% of the Shares in issue as at the Latest Practicable Date.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the 2010 AGM, an ordinary resolution was passed by the Shareholders granting the existing Repurchase Mandate to the Directors.

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Repurchase Mandate, i.e., a general and unconditional mandate to repurchase Shares subject to the maximum number of Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such resolution. The fresh Repurchase Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands or the Listing Rules; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 86(3) of the Article of Association, the directors appointed by the Board to fill a casual vacancy on the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. As such, Mr. Peter Pannu, Mr. Ma Shui Cheong and Mr. Cheung Kwai Nang, being the executive Director and Mr. Wong Ka Chun, Carson, being an independent non-executive Director who was appointed by the Board shall hold office only until the AGM and shall then be eligible for re-election. In addition, pursuant to article 87(1) and 87(2) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation. Ms. Wong Po Ling, Pauline, being executive Director, and Mr. Yau Yan Ming, Raymond, being independent non-executive Director, will retire at the AGM. Mr. Yau Yan Ming, Raymond, being eligible, will offer himself for re-election at the AGM.

Details of the retiring Directors to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The Notice is set out on pages 14 to 17 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate and Repurchase Mandate, and the re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the meeting if so wished and in such event, the instrument appointing a proxy shall be deemed to be revoked.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the Issue Mandate, the Repurchase Mandate and the re-election of retiring Directors are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the Notice on pages 14 to 17 of this circular.

By Order of the Board
Birmingham International Holdings Limited
Yeung Ka Sing, Carson
Executive Director and Chairman

This Appendix serves as an explanatory statement as required by the Listing Rules, to be included in this circular concerning the repurchase of Shares by the Company.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised of 3,887,753,400 Shares.

Subject to the passing of the relevant ordinary resolution to approve the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be authorised under the Repurchase Mandate to repurchase a maximum of 388,775,340 Shares during the period up to the next annual general meeting in 2013 or the expiration of the period within which the next annual general meeting of the Company is required by law to be held or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchases as and when appropriate and beneficial to the Company. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASE

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws of Hong Kong and the Cayman Islands. The Companies Laws (2007 Revision) (as amended) of the Cayman Islands (the “Laws”) provide that a share repurchase by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose or, if so authorised by the articles of association of the Company and subject to the provisions of the Laws, out of capital. Any premium payable on a repurchase over the par value of the Shares repurchased must be provided for out of profits of the Company or out of the Company’s share premium account or, if so authorised by the articles of association of the Company and subject to the provisions of the Laws, out of capital.

4. IMPACT ON WORKING CAPITAL OR GEARING POSITION

There may be material adverse impact on the working capital or the gearing position of the Company (as compared with the position disclosed in the Company's audited accounts for the year ended 30 June 2012) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

6. EFFECT OF TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Repurchase Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Yeung Ka Sing, Carson ("**Mr. Yeung**") and his associates beneficially held an aggregate of 1,022,921,866 Shares, representing approximately 26.31% of the issued share capital of the Company. In the opinion of the Directors, even if the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholding of Mr. Yeung will be increased to 29.23% of the issued share capital of the Company, but such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any purchase pursuant to the Repurchase Mandate.

In any event, the Directors have no present intention to exercise the Repurchase Mandate if the number of shares held by public would fall below 25%.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any associate of any of the Directors has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has any connected person as defined in the Listing Rules, undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make purchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the previous six months (whether on the Stock Exchange or otherwise) preceding the Latest Practicable Date.

9. SHARE PRICES

During each of the past twelve months preceding the Latest Practicable Date, the highest and lowest trading prices of the Shares on the Stock Exchange are as follows:

Month	Highest Price <i>(HK\$)</i>	Lowest Price <i>(HK\$)</i>
2012		
April	* —	* —
May	—	—
June	—	—
July	—	—
August	—	—
September	—	—
October	—	—
November	—	—
December	—	—
2013		
January	—	—
February	—	—
March	—	—

Note: *Suspension of trading of Shares during the above periods.

The following sets out the details of the directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles of Association:

BIOGRAPHICAL INFORMATION

Executive Directors

Mr. Peter Pannu, aged 49, is a qualified barrister in Hong Kong. He has obtained a LL.B degree and a LL.M degree (corporate and commercial law) from London University and a post graduate certificate law (P.C.L.L.) from Hong Kong City University. In addition, Mr. Pannu holds a Master of Management & Business of Football from the University of London.

Mr. Pannu's Company is also a consultant to the Group by virtue of an agreement, which was entered into on 22 September 2009, and as varied by a deed on 28 December 2011, between the Company and Asia Rays Limited of which Mr. Pannu is connected. The Agreement is still subsisting and is valid through to 30 September 2014. Mr. Pannu will hold office until the next annual general meeting of the Company and will be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. He will be entitled to directors' fee to be determined by the Remuneration Committee of the Company with reference to his duties and responsibility in the Company and the market benchmark.

Mr. Pannu has not held directorship in any other listed companies in Hong Kong in the last three years. Mr. Pannu is a director of Birmingham City Plc. and Birmingham City Football Club Plc. ("BCFC") since 11 July 2011, which are the subsidiaries of the Company, and an acting chairman of BCFC. Save as the above, he does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. Mr. Pannu has interest in the shares of the Company standing at 1,500,000 shares in the Company but, apart from this, he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

As at the date hereof, Mr. Pannu has not entered into any service contract with the Company. His remuneration will be determined by the Company's Remuneration Committee and an announcement on his entering into of a service contract with the Company (if any) will be made as and when applicable. The Board is not aware of any matter in relation to the appointment of Mr. Pannu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange and any other matter that needs to be brought to the attention of the shareholders of the Company.

Mr. Ma Shui Cheong, aged 52. He is currently a managing director and an executive director of Sing Pao Media Enterprises Limited (stock code: 8010) which is listed on the GEM Board of the Stock Exchange of Hong Kong Limited. He holds a Bachelor Degree in Business Administration in Management from The Open University of Hong Kong. In the past working experience, he had substantial senior management experience in managing various businesses.

There is no service contract entered into between the Company and Mr. Ma. He has no fixed term of service of the Company. Mr. Ma will hold office until the next annual general meeting of the Company and will be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. Mr. Ma will be entitled to a directors' fee to be determined by the Remuneration Committee of the Company with reference to his duties and responsibility in the Company and the market benchmark.

Save as disclosed above, Mr. Ma has not held any directorship in other listed companies in Hong Kong or overseas in the last three years. He has not held any other positions with the Company or other members of the Group.

Save as Mr. Ma is a brother-in-law of Mr. Yeung Ka Sing Carson, the Chairman, an executive director and a substantial shareholder of the Company, he does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, the Board is not aware of any matter in relation to the appointment of Mr. Ma that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange and any other matter that needs to be brought to the attention of the shareholders of the Company.

Mr. Cheung Kwai Nang, aged 46, obtained the qualification of LL.B. and is a member of Law Society of Hong Kong. He has extensive experience in law and litigation for both civil and criminal. Currently, Mr. Cheung is a partner of K.B. Chau & Co.. He had been employed as a court prosecutor in the department of justice of HKSAR.

There is no service contract entered into between the Company and Mr. Cheung. He has no fixed term of service with the Company. Mr. Cheung will hold office until the next annual general meeting of the Company and will be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. He will be

entitled to directors' fee to be determined by the Remuneration Committee of the Company with reference to his duties and responsibility in the Company and the market benchmark.

Mr. Cheung has not held directorship in any other listed companies in Hong Kong in the last three years. He has not held any other position with the Company or other members of the Group. Mr. Cheung does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. Mr. Cheung has interest in the shares of the Company standing at 250,000 shares, apart from this, he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

The Board is not aware of any matter in relation to the appointment of Mr. Cheung that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange and any other matter that needs to be brought to the attention of the shareholders of the Company.

Mr. Yau Yan Ming Raymond, aged 44, joined the Company as independent non-executive Director on 9 October 2007. Mr. Yau is an associate member of the Hong Kong Institute of Certified Public Accountants and American Institute of Certified Public Accountants. He is currently an executive director of Chinese Energy Holdings Limited (Formerly known as "iMerchants Limited") (stock code: 8009) and an independent non-executive director of Willie International Holdings Limited (stock code: 273), Tack Fiori International Group Limited (stock code: 928) and Chanceton Financial Group Limited (stock code: 8020) which are listed on the Main Board and Growth Enterprise Market of the Stock Exchange. He holds a Master degree in Science majoring in Japanese business studies and Bachelor degree in Business Administration majoring in accounting in the USA. Mr. Yau has over 14 years of experience in auditing, accounting, taxation, company secretarial, corporate finance and financial management, including work experience in other listed companies.

There is no service contract entered into between the Company and Mr. Yau. He has no fixed term of service with the Company. Mr. Yau will hold office until the next annual general meeting of the Company and will be subject to retirement by rotation and re-election in accordance with the Articles of Association. He will be entitled to a directors' fee to be determined by the Remuneration Committee of the Company with reference to their duties and responsibility in the Company and the market benchmark. Mr. Yau was entitled to a director's fee in the sum of HK\$144,000 during the year ended 30 June 2012.

Save as disclosed above, Mr. Yau has not held directorship in any other listed companies in Hong Kong in the last three years, and has not previously held any positions with the Company or any of its subsidiaries. He does not have any interest in the shares of the

Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Yau does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company.

Mr. Wong Ka Chun, Carson, aged 33, is a member of the American Institute of Certified Public Accountants. He graduated a Bachelor's degree in Economics from Simon Fraser University and a Diploma in Financial Management from British Columbia Institution of Technology. He had substantial experience in auditing and financial accounting experience.

There is no service contract entered into between the Company and Mr. Wong. He has no fixed term of service with the Company. Mr. Wong will hold office until the next annual general meeting of the Company and will be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. He will be entitled to directors' fee to be determined by the Remuneration Committee of the Company with reference to his duties and responsibility in the Company and the market benchmark.

Save as disclosed above, Mr. Wong has not held directorship in any other listed companies in Hong Kong in the last three years. He has not held any other position with the Company or other members of the Group. Mr. Wong does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

The Board is not aware of any matter in relation to the appointment of Mr. Wong that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange and any other matter that needs to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING



BIRMINGHAM INTERNATIONAL HOLDINGS LIMITED

伯明翰環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2309)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Birmingham International Holdings Limited (the “Company”) will be held at Atrium Function Room, Lobby Floor, Hong Kong Golden Coast Hotel, 1 Castle Peak Road, Gold Coast, Hong Kong on Friday, 10 May 2013 at 2:00 p.m. to consider and, if thought fit, transact the following ordinary business:

1. To receive and consider the audited financial statements and the reports of the directors and the auditors for year ended 30 June 2011.
2. To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 30 June 2012.
3. (A) To re-elect Mr. Peter Pannu as an executive director;
(B) To re-elect Mr. Ma Shui Cheong as an executive director;
(C) To re-elect Mr. Cheung Kwai Nang as an executive director;
(D) To re-elect Mr. Yau Yan Ming, Raymond as an independent non-executive director;
(E) To re-elect Mr. Wong Ka Chun, Carson as an independent non-executive director;
(F) To authorise the board of directors to fix the remuneration of the directors.
4. To appoint JH CPA Alliance Limited as auditors of the Company and to authorise the board of directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

5. As special business, to consider, and if thought fit, pass with or without modifications, the following resolutions numbered 5A to 5C as ordinary resolutions:

A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the memorandum and articles of association of the Company from time to time shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

B. “THAT:

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
 - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- C. “**THAT** conditional upon resolutions nos. 5A and 5B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 5B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 5A above.”

By order of the Board
Yeung Ka Sing, Carson
Executive Director and Chairman

Hong Kong, 2 April 2013

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of more than one share, more proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company’s branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (2) In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, seniority being determined by the order in which names stand in the register of members of the Company.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting in person at the annual general meeting or any adjournment and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) As at the date of this notice, the board of directors of the Company comprises Mr. Yeung Ka Sing, Carson, Mr. Peter Pannu, Mr. Ma Shui Cheong, Mr. Chan Shun Wah, Mr. Cheung Kwai Nang and Ms. Wong Po Ling, Pauline, all being executive directors; Mr. Yau Yan Ming, Raymond and Mr. Wong Ka Chun, Carson, all being independent non-executive directors.