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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Birmingham Sports Holdings Limited (the “Company”) will be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 13 July 2023 at 4:00 p.m. (the “EGM”) for the purposes of considering and, if thought fit, passing with or without amendments the following ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the share purchase agreement (the “Share Purchase Agreement”) dated 7 May 2023 entered into between the Company and Shelby Companies Limited (the “Buyer”), pursuant to which the Company has conditionally agreed to sell and the Buyer has conditionally agreed to buy (i) 19,838,227 shares, representing approximately 24.34% issued share capital of Birmingham City PLC (“BCP”); and (ii) approximately 32% of the remaining shareholder’s loans owing by BCP to the Company following completion of the debt reorganisation pursuant to the deed of debt reorganisation as referred to in paragraph (b) below (a copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification);

- (b) the deed of debt reorganisation in relation to the assignment to the Company of certain shareholder's loans owing by BCP to Orient Rainbow Investments Limited ("ORIL") and capitalisation of certain shareholder's loans owing by BCP to the Company to be entered into between the Company, ORIL and BCP (a copy of which has been produced to this meeting marked "B" and initialed by the chairman of this meeting for the purpose of identification);
- (c) the shareholders' agreement in relation to BCP to be entered into between the Company, the Buyer and BCP (a copy of which has been produced to this meeting marked "C" and initialed by the chairman of this meeting for the purpose of identification);
- (d) the operating loan agreement (the "Operating Loan Agreement") to be entered into between, among others, the Buyer (as original lender) and BCP (as borrower) (a copy of which has been produced to this meeting marked "D" and initialed by the chairman of this meeting for the purpose of identification);
- (e) the share charge and security deed in relation to the Operating Loan Agreement to be entered into between the Company and KHR Servicing, LLC (the "Security Agent") (a copy of which has been produced to this meeting marked "E" and initialed by the chairman of this meeting for the purpose of identification);
- (f) the share charge and security deed in relation to the Operating Loan Agreement to be entered into between BCP and the Security Agent (a copy of which has been produced to this meeting marked "F" and initialed by the chairman of this meeting for the purpose of identification);
- (g) the escrow agreement in relation to the Operating Loan Agreement to be entered into between the Buyer, the Security Agent, BCP, Birmingham City Football Club PLC ("BCFC") and the Company (a copy of which has been produced to this meeting marked "G" and initialed by the chairman of this meeting for the purpose of identification);
- (h) the loan agreement (the "Company Loan Agreement") to be entered into between, among others, the Company (as original lender), BCP and BCFC (as borrowers) (a copy of which has been produced to this meeting marked "H" and initialed by the chairman of this meeting for the purpose of identification);
- (i) the share charge and security deed in relation to the Company Loan Agreement to be entered into between the Buyer and the Company (a copy of which has been produced to this meeting marked "I" and initialed by the chairman of this meeting for the purpose of identification);

- (j) the uncommitted facility letter to be entered between BCP, the Company and the Buyer in relation to an uncommitted facility which the Company may provide to BCP (a copy of which has been produced to this meeting marked “J” and initialled by the chairman of this meeting for the purpose of identification); and
- (k) the subordination deed to be entered into between, among others, BCP, BCFC, the Company, the Buyer and the Security Agent (a copy of which has been produced to this meeting marked “K” and initialled by the chairman of this meeting for the purpose of identification),

and the respective transactions contemplated thereunder, be and are hereby approved, confirmed and/or ratified, and any director of the Company be and is hereby authorised to sign, execute, perfect and deliver all such documents and, where necessary, to affix the common seal of the Company on any such document as and when necessary and to do all such deeds, acts, matters and things as he/she may in his/her discretion consider necessary or desirable for the purposes of or in connection with any of the foregoing agreements and deeds and the respective transactions contemplated thereunder.”

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

Hong Kong, 27 June 2023

Notes:

- (1) The register of members of the Company will be closed from Monday, 10 July 2023 to Thursday, 13 July 2023 (both days inclusive) for determining the identities of the Shareholders entitled to attend and vote at the EGM. No transfer of Shares will be registered during the above book closure period. In order to be eligible to attend and vote at the EGM, all unregistered holders of the shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 7 July 2023. Shareholders of the Company whose names are recorded in the register of members of the Company on Monday, 10 July 2023 are entitled to attend and vote at the EGM.
- (2) Any shareholder of the Company entitled to attend and vote at a meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company or at class meeting. A proxy needs not be a shareholder of the Company.

- (3) To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (4) Where there are joint holders of share(s) of the Company, any one of such holders may vote at the EGM either personally or by proxy in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the EGM personally or by proxy, that one of such holders so presents whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
- (5) Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (6) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the above resolution will be voted by way of poll.
- (7) If tropical cyclone warning No. 8 or above, or a "black rainstorm warning signal" is in effect any time after 7:00 a.m. on the date of the EGM, the EGM may be postponed in accordance with the articles of association of the Company. The Company will publish an announcement on the website of the Company at www.bshl.com.hk and the website of the Stock Exchange at www.hkexnews.hk on the "Latest Company Announcements" page to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
- (8) In the event of any inconsistency, the English text of this notice shall prevail over the Chinese text.
- (9) As at the date of this notice, the Board comprises eight Directors, 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.