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

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

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

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular, unless the context otherwise requires.

A notice convening the AGM to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 28 December 2018 at 10:30 a.m. or any adjournment thereof is set out on pages AGM-1 to AGM-4 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

26 November 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 28 December 2018 at 10:30 a.m. or any adjournment thereof
“AGM Notice”	the notice for convening the AGM which is set out on pages AGM-1 to AGM-4 of this circular
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the Board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Birmingham Sports Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) 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 People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the resolution for approving such mandate
“Latest Practicable Date”	22 November 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the resolution for approving such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“Trillion Trophy”	Trillion Trophy Asia Limited, a company incorporated in the British Virgin Islands with limited liability and is the controlling Shareholder (as defined under the Listing Rules)
“%”	per cent

In the event of any inconsistency, the English text of this circular, the AGM Notice and the accompanying form of proxy shall prevail over the Chinese text.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhao Wenqing (*Chairman*)
Mr. Huang Dongfeng (*Chief Executive Officer*)
Ms. Chan Yuk Yee
Mr. Yiu Chun Kong
Mr. Hsiao Charng Geng

Registered Office:

4th Floor, Harbour Place
103 South Church Street
George Town, P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Non-executive Director:

Mr. Sue Ka Lok

Principal place of business in Hong Kong:

31/F., Vertical Sq
No. 28 Heung Yip Road
Wong Chuk Hang
Hong Kong

Independent Non-executive Directors:

Mr. To Yan Ming, Edmond
Mr. Pun Chi Ping
Ms. Leung Pik Har, Christine

26 November 2018

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for approving:

- (a) the grant of the Issue Mandate to the Directors;
- (b) the grant of the Repurchase Mandate to the Directors;

LETTER FROM THE BOARD

- (c) the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; and
- (d) the re-election of Directors.

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

As the general mandates to issue Shares and to repurchase Shares granted by the Shareholders at the annual general meeting of the Company held on 29 December 2017 will lapse at the conclusion of the AGM, ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate and the Repurchase Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate. Details of these resolutions are contained in the AGM Notice.

As at the Latest Practicable Date, the Company had 10,974,071,672 Shares in issue. Assuming that there is no change in the number of the issued Shares during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be allotted, issued and otherwise dealt with pursuant to the Issue Mandate will be 2,194,814,334 Shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 1,097,407,167 Shares.

An explanatory statement containing information relating to the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Articles 87(1) and 87(2) of the Articles of Association, Ms. Chan Yuk Yee, Mr. To Yan Ming, Edmond and Mr. Pun Chi Ping will retire at the AGM by rotation and, being eligible, offer themselves for re-election at the AGM.

Biographical details of the Directors who are proposed to be re-elected at the AGM as required to be disclosed under Rule 13.51(2) of the Listing Rules are set out in Appendix II to this circular.

THE AGM

The AGM Notice at which ordinary resolutions will be proposed to approve, among others, the grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate and the re-election of Directors is set out on pages AGM-1 to AGM-4 of this circular. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolution to be proposed at the AGM.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM pursuant to Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors consider that the above proposed resolutions referred to in this circular and the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions as set out in the AGM Notice.

RESPONSIBILITY OF THE DIRECTORS

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.

Yours faithfully,
On behalf of Board
Birmingham Sports Holdings Limited
Zhao Wenqing
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 10,974,071,672 Shares in issue. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,097,407,167 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole for the Directors to seek a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASE

Any repurchases will only be made out of funds of the Company legally available for the purposes in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules.

4. EFFECT OF EXERCISE OF THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 30 June 2018 (being the date to which the latest published audited consolidated financial statements of the Company have been made up) in the event that the Repurchase Mandate is exercised. 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 requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their respective close associates have any present intention, in the event that the proposed Repurchase Mandate is approved, to sell any Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the proposed Repurchase Mandate is approved.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to made repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. EFFECT OF THE 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. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued Shares of the Company:

Name	Number of Shares held/ interested	Approximate % of interest	
		As at the Latest Practicable Date	If the Repurchase Mandate is exercised in full
Trillion Trophy	3,825,000,000 <i>(note i)</i>	34.86%	38.73%
Ever Depot Limited ("Ever Depot")	2,086,551,000 <i>(note ii)</i>	19.01%	21.13%
Dragon Villa Limited ("Dragon Villa")	2,094,366,000 <i>(note iii)</i>	19.08%	21.21%

Notes:

- (i) Trillion Trophy is a wholly-owned subsidiary of Wealthy Associates International Limited which in turn is wholly-owned by Mr. Suen Cho Hung, Paul. Accordingly, Wealthy Associates International Limited and Mr. Suen Cho Hung, Paul are deemed to be interested in the 3,825,000,000 Shares held through Trillion Trophy under the SFO.
- (ii) Ever Depot is a wholly-owned subsidiary of Graticity Real Estate Development Co., Ltd. which in turn is wholly-owned by Mr. Vong Pech. Accordingly, Graticity Real Estate Development Co., Ltd. and Mr. Vong Pech are deemed to be interested in the 2,086,551,000 Shares held through Ever Depot under the SFO.
- (iii) Dragon Villa is wholly-owned by Mr. Lei Sutong. Accordingly, Mr. Lei Sutong is deemed to be interested in the 2,094,366,000 Shares held through Dragon Villa under the SFO.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of each of the above Shareholders in the Company would be increased to approximately the respective percentages as set out in the table above.

As at the Latest Practicable Date, Trillion Trophy was interested in more than 30% of the total number of issued Shares. In the event that the Directors exercised the Repurchase Mandate in full, the shareholding of Trillion Trophy would increase by more than 2% of the total number of issued Shares. As a result of the exercise of the Repurchase Mandate in full, Trillion Trophy would become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. It is not the present intention of the Directors to exercise the Repurchase Mandate in such manner so as to trigger off any general offer obligations.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of repurchase, the exercise of the Repurchase Mandate in whole will result in less than 25% of total number of Shares in issue being held by the public as required by Rule 8.08 of the Listing Rules. The Directors, however, have no present intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

Save as aforesaid, the Directors are not aware of any other consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company in the six months before the Latest Practicable Date, whether on the Stock Exchange or otherwise.

9. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months before the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2017		
November	0.213	0.168
December	0.191	0.163
2018		
January	0.182	0.169
February	0.173	0.149
March	0.158	0.128
April	0.148	0.127
May	0.145	0.120
June	0.148	0.120
July	0.133	0.109
August	0.128	0.098
September	0.112	0.092
October	0.102	0.075
November (up to the Latest Practicable Date)	0.106	0.077

Details of the Directors who are proposed to be re-elected at the AGM are as follows:

(1) Ms. Chan Yuk Yee (“Ms. Chan”), *Executive Director and Company Secretary*

Ms. Chan, aged 50, joined the Company as an Executive Director and the Company Secretary on 15 October 2016 and is also a director of certain subsidiaries of the Company. Ms. Chan holds a Master of Business Law degree from Monash University in Australia and is an associate of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. She has extensive experience in corporate administration and company secretarial practice.

Ms. Chan is an executive director of Sustainable Forest Holdings Limited (Hong Kong stock code: 723), a company listed on the Main Board of the Stock Exchange.

Ms. Chan was an executive director of EPI (Holdings) Limited (“EPI”) (Hong Kong stock code: 689), a company listed on the Main Board of the Stock Exchange, and Courage Investment Group Limited (“Courage Investment”) (Hong Kong stock code: 1145), a company primarily listed on the Main Board of the Stock Exchange and secondarily listed on the Singapore Exchange Securities Trading Limited, until 10 November 2017 and 19 October 2017 respectively.

Save as disclosed above, Ms. Chan has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

Ms. Chan does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined under the Listing Rules).

As at the Latest Practicable Date, Ms. Chan did not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Chan has entered into a service contract with a subsidiary of the Company. There is no specific length of service as stipulated under the said service contract. Her term of service shall continue unless and until terminated by either party by giving to the other two months’ prior notice in writing. The directorship of Ms. Chan will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the service contract of Ms. Chan, she is entitled to a remuneration of HK\$30,000 per month which has been recommended by the Remuneration Committee and approved by the Board based on Ms. Chan’s qualifications and experience, her level of responsibilities undertaken and the prevailing market conditions. Ms. Chan may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee and the Board having regard to the Company’s and her performance. The remuneration of Ms. Chan will be subject to annual review by the Remuneration Committee and the Board. The director’s emoluments of Ms. Chan for the year ended 30 June 2018 amounted to approximately HK\$438,000.

Save as disclosed above, there is no other information of Ms. Chan to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Ms. Chan’s re-election.

(2) Mr. To Yan Ming, Edmond (“Mr. To”), *Independent Non-executive Director, Chairman of the Audit Committee and member of the Remuneration Committee and the Nomination Committee*

Mr. To, aged 46, joined the Company as an Independent Non-executive Director on 15 October 2016 and is the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee. Mr. To holds a Bachelor of Commerce Accounting degree from Curtin University of Technology in Western Australia. He is a Certified Public Accountant (Practising) in Hong Kong, a certified practising accountant of the CPA Australia and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. He had worked for Deloitte Touche Tohmatsu, an international accounting firm, and has extensive experience in auditing, accounting, initial public offerings and taxation matters. Mr. To is also a director of Edmond To CPA Limited, R.C.W. (HK) CPA Limited and Asian Alliance (HK) CPA Limited.

Mr. To is an independent non-executive director of EPI, Courage Investment, Tianli Holdings Group Limited (Hong Kong stock code: 117), Wai Chun Group Holdings Limited (Hong Kong stock code: 1013), Wai Chun Mining Industry Group Company Limited (Hong Kong stock code: 660), SH Group (Holdings) Limited (Hong Kong stock code: 1637) and Asia Grocery Distribution Limited (Hong Kong stock code: 8413). Mr. To was an independent non-executive director of China Vanguard You Champion Holdings Limited (Hong Kong stock code : 8156) from 11 January 2006 to 23 November 2017 and has been re-appointed as an independent non-executive director of the company with effect from 11 December 2017. All of the aforementioned companies with Hong Kong stock code are listed on the Main Board/GEM of the Stock Exchange, and Courage Investment is primarily listed on the Main Board of the Stock Exchange and secondarily listed on the Singapore Exchange Securities Trading Limited.

Mr. To was an independent non-executive director of China Household Holdings Limited (now known as Shenzhou Space Park Group Limited) (Hong Kong stock code: 692), a company listed on the Main Board of the Stock Exchange, until 10 December 2015.

Save as disclosed above, Mr. To has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

Mr. Suen Cho Hung, Paul, the ultimate beneficial owner of Trillion Trophy, is the substantial shareholder of EPI of which Mr. Yiu Chun Kong (an Executive Director of the Company) is an executive director, Mr. Sue Ka Lok (a Non-executive Director of the Company) is an executive director, Mr. To, Mr. Pun Chi Ping and Ms. Leung Pik Har, Christine (Independent Non-executive Directors of the Company) are independent non-executive directors. Mr. Suen Cho Hung, Paul is the substantial shareholder of Courage Investment of which Mr. Sue Ka Lok is a non-executive director and the chairman, and Mr. To is an independent non-executive director.

Save as disclosed above, Mr. To does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined under the Listing Rules).

As at the Latest Practicable Date, Mr. To does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. To has entered into a letter of appointment with the Company, pursuant to which he has been appointed as an Independent Non-executive Director for a term of twelve-month period which automatically renews for successive twelve-month periods unless terminated by either party in writing prior to the expiry of the term. The directorship of Mr. To will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the appointment letter of Mr. To, he is entitled to a director's fee of HK\$15,000 per month which has been recommended by the Remuneration Committee and approved by the Board based on Mr. To's qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. The director's fee of Mr. To will be subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Mr. To for the year ended 30 June 2018 amounted to HK\$195,000.

Save as disclosed above, there is no other information of Mr. To to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Mr. To's re-election.

(3) Mr. Pun Chi Ping (“Mr. Pun”), *Independent Non-executive Director, Chairman of the Remuneration Committee and member of the Audit Committee and the Nomination Committee*

Mr. Pun, aged 51, joined the Company as an Independent Non-executive Director on 15 October 2016, and is the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Mr. Pun holds a Master of Science in Finance degree from the City University of Hong Kong and a Bachelor of Arts in Accountancy degree from the City Polytechnic of Hong Kong (now known as the City University of Hong Kong). Mr. Pun is a Fellow of the Association of Chartered Certified Accountants and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants.

Mr. Pun is an independent non-executive director of EPI and Huajun International Group Limited (Hong Kong stock code: 377), and is the financial controller of Poly Property Group Co., Limited (Hong Kong stock code: 119). All of the aforementioned companies are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Pun has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

Mr. Suen Cho Hung, Paul, the ultimate beneficial owner of Trillion Trophy, is the substantial shareholder of EPI of which Mr. Yiu Chun Kong (an Executive Director of the Company) is an executive director, Mr. Sue Ka Lok (a Non-executive Director of the Company) is an executive director, Mr. Pun, Mr. To Yan Ming, Edmond and Ms. Leung Pik Har, Christine (Independent Non-executive Directors of the Company), are independent non-executive directors.

Save as disclosed above, Mr. Pun does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined under the Listing Rules).

As at the Latest Practicable Date, Mr. Pun did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Pun has entered into a letter of appointment with the Company, pursuant to which he has been appointed as an Independent Non-executive Director for a term of twelve-month period which automatically renews for successive twelve-month periods unless terminated by either party in writing prior to the expiry of the term. The directorship of Mr. Pun will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the appointment letter of Mr. Pun, he is entitled to a director's fee of HK\$15,000 per month which has been recommended by the Remuneration Committee and approved by the Board based on Mr. Pun's qualifications and experience, his level of responsibilities undertaken and the prevailing market conditions. The director's fee of Mr. Pun will be subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Mr. Pun for the year ended 30 June 2018 amounted to HK\$195,000.

Save as disclosed above, there is no other information of Mr. Pun to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Mr. Pun's re-election.

AGM NOTICE



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 IS HEREBY GIVEN that an annual general meeting of Birmingham Sports Holdings Limited (the “Company”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 28 December 2018 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and of the auditor for the year ended 30 June 2018.
2. To re-elect the directors and to authorise the Board of Directors to fix the remuneration of the directors of the Company.
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the Board of Directors to fix its remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements or options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

AGM NOTICE

- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
- (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares;
 - (iii) an exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees and/or consultants and/or advisers of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company (the “Articles of Association”) from time to time,
- shall not exceed 20% of the total number of Shares in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is 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 by the Articles of Association or any applicable law of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting.

AGM NOTICE

“Rights Issue” means an offer of Shares, or issue of options, warrants or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares or any class of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company (the “Shares”) which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is 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 by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting.”

AGM NOTICE

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

conditional upon the passing of the resolutions numbered 4 and 5 as set out in the notice convening this meeting (the “Notice”), the general mandate granted to the directors of the Company (the “Directors”) to allot, issue and deal with additional shares of the Company (the “Shares”) pursuant to the said resolution numbered 4 as set out in the Notice be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted to the Directors pursuant to the resolution numbered 5 as set out in the Notice, provided that such number of Shares so repurchased shall not exceed 10% of the total number of Shares in issue as at the date of the said resolution.”

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

Hong Kong, 26 November 2018

Notes:

- (1) In order to qualify to attend and vote at the meeting, all transfers 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 20 December 2018.
- (2) Any member 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 member who is the holder of two or more shares of the Company 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 need not be a member of the Company.
- (3) Where there are joint registered holders of any share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders shall be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be returned to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting, and in default the form of proxy shall not be treated as valid. The completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting (or any adjournment thereof) should they so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.
- (5) All resolutions set out in this notice will be decided by poll at the meeting.
- (6) In the event of any inconsistency, the English text of this notice shall prevail over the Chinese text
- (7) As at the date of this notice, the Board comprises nine Directors, namely Mr. Zhao Wenqing (*Chairman*), Mr. Huang Dongfeng (*Chief Executive Officer*), Ms. Chan Yuk Yee, Mr. Yiu Chun Kong and Mr. Hsiao Chang Geng as Executive Directors; Mr. Sue Ka Lok as Non-executive Director; and Mr. To Yan Ming, Edmond, Mr. Pun Chi Ping and Ms. Leung Pik Har, Christine as Independent Non-executive Directors.