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## THIS CIRCULAR REQUIRES YOUR IMMEDIATE ATTENTION

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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, APPOINTMENT OF AUDITORS AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the annual general meeting of Birmingham International Holdings Limited to be held at Hong Kong Gold Coast Hotel, Function Room F, Riviera, Lobby Floor, 1 Castle Peak Road, Gold Coast, New Territories, Hong Kong on Tuesday, 23 December 2014 at 9:30 a.m. is set out on pages 16 to 19 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 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 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.

24 November 2014

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## DEFINITIONS

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*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 Hong Kong Gold Coast Hotel, Function Room F, Riviera, Lobby Floor, 1 Castle Peak Road, Gold Coast, New Territories, Hong Kong on Tuesday, 23 December 2014 at 9:30 a.m. to consider and, if appropriate, to approve the resolutions as set out in the Notice
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“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
“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
“Latest Practicable Date”	20 November 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

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## DEFINITIONS

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“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 16 to 19 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Cheung Shing  
Mr. Ma Shui Cheong  
Mr. Peter Pannu  
Mr. Cheung Kwai Nang  
Mr. Chan Shun Wah  
Mr. Panagiotis Pavlakis  
Mr. Chen Liang

*Independent Non-executive Directors:*

Mr. Wong Ka Chun, Carson  
Mr. Gao Shi Kui  
Mr. Liu Enxue  
Mr. Li Hanguo

*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

24 November 2014

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
APPOINTMENT OF AUDITORS  
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; and (d) the proposed appointment of auditors.

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## LETTER FROM THE BOARD

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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 16 to 19 of this circular.

### GENERAL MANDATE TO ISSUE SHARES

#### Issue Mandate

At the annual general meeting of the Company held on 10 January 2014 (the “**2013 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 “**2013 Issue Mandate**”). As at the date of passing such resolutions, there were a total of 3,887,753,400 Shares in issue and thus the Directors were authorised to issue and allot 20% thereof, being 777,550,680 Shares under the 2013 Issue Mandate. As at the Latest Practicable Date, no shares were issued under the 2013 Issue Mandate. The 2013 Issue Mandate will lapse at the conclusion of the 2013 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.

In addition, a separate ordinary resolution will further be proposed for extending the Issue Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate (the “**Extended Issue Mandate**”). Details on the Repurchase Mandate are further elaborated below.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the Company had an aggregate of 9,681,086,733 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 1,936,217,346 new Shares, being 20% of the Shares in issue as at the Latest Practicable Date.

### GENERAL MANDATE TO REPURCHASE SHARES

At the 2013 AGM, an ordinary resolution was passed by the Shareholders granting a general mandate to repurchase Shares (the “**2013 Repurchase Mandate**”) to the Directors. The 2013 Repurchase Mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange 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 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.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 968,108,673 Shares.

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

The Board currently consists of eleven Directors, namely Mr. Cheung Shing, Mr. Ma Shui Cheong, Mr. Chan Shun Wah, Mr. Cheung Kwai Nang, Mr. Peter Pannu, Mr. Panagiotis Pavlakis, Mr. Chen Liang, Mr. Wong Ka Chun, Carson, Mr. Gao Shi Kui, Mr. Liu Enxue, and Mr. Li Hanguo. 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 and Mr. Chan Shun Wah, Mr. Cheung Kwai Nang, Mr. Peter Pannu and Mr. Wong Ka Chun, Carson shall retire from office as Directors by rotation at the AGM, and being eligible, will offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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Particulars of each of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

### **PROPOSED APPOINTMENT OF AUDITORS**

JH CPA Alliance Limited (“**JH**”) will retire as auditors of the Company upon expiration of its current term of office at the close of the AGM.

With the recommendation from the audit committee of the Company, to propose the appointment of KTC Partners CPA Limited as the new auditor of the Company (the “**Proposed Appointment**”) to fill the vacancy immediately following the retirement of JH and to hold office until the conclusion of the next forthcoming annual general meeting of the Company, subject to the approval of the Shareholders at the AGM.

The Company has received a confirmation from JH that there are no matters which JH needs to bring to the attention of the Shareholders in relation to the change of auditor of the Company. The Board has also confirmed that there is no disagreement between JH and the Company, and there are no other matters in respect of the Proposed Appointment that need to be brought to the attention of the Shareholders.

The Board is of the view that the Proposed Appointment is in the best interests of the Company as well as the Shareholders as a whole.

### **ANNUAL GENERAL MEETING**

The Notice is set out on pages 16 to 19 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate and Repurchase Mandate, the re-election of retiring Directors and the Proposed Appointment.

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](http://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 Level 22, Hopewell Centre, 183 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.

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## LETTER FROM THE BOARD

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All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

### **Voting**

Pursuant to rule 13.39(4) of the Listing Rules and article 67 of the Articles of Association, a resolution put to the vote of a general meeting is to be decided by way of a poll.

An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under rule 13.39(5) of the Listing Rules.

### **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, the re-election of retiring Directors and the Proposed Appointment 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 16 to 19 of this circular.

### **GENERAL**

Your attention is drawn to the additional information set out in the appendices to this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

By Order of the Board  
**Birmingham International Holdings Limited**  
**Cheung Shing**  
*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 9,681,086,733 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 968,108,673 Shares during the period up to the next annual general meeting in 2014 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 (2013 Revision) (as amended) of the Cayman Islands 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 laws of the Cayman Islands and/or any other applicable laws, as the case may be 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 and subject to the provisions of the laws of the Cayman Islands and/or any other applicable laws, as the case may be 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 2014) 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 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. 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 2,766,352,000 Shares, representing approximately 28.57% and Mr. Yang Yue Zhou ("**Mr. Yang**") and his associates beneficially held an aggregate of 1,596,093,333 Shares, representing approximately 16.49%, of the issued share capital of the Company. In the opinion of the Directors, in the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM, the shareholding of Mr. Yeung and Mr. Yang will be increased to approximately 31.75% and 18.32%, respectively, of the issued share capital of the Company. In the opinion of the Directors, such increase will give rise to an obligation on the part of Mr. Yeung to make a mandatory offer under

Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any other consequences which will give rise under the Takeovers Code as a result of the exercise of the power in full under 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%.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

#### **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 Repurchase Mandate is passed.

#### **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 were as follows:

<b>Month</b>	<b>Highest Price</b> <i>(HK\$)</i>	<b>Lowest Price</b> <i>(HK\$)</i>
<b>2013</b>		
December	0.154*	0.154*
<b>2014</b>		
January	0.154*	0.154*
February	0.395	0.09
March	0.227	0.108
April	0.18	0.114
May	0.175	0.12
June	0.143	0.118
July	0.139	1.107
August	0.113	0.082
September	0.097	0.061
October	0.066	0.038
November (up to the latest Practicable Date)	0.066	0.047

*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. Chan Shun Wah (“Mr. Chan”)**, aged 51, has senior experience in the management of project investments. Mr. Chan also has extensive experience in engineering and multi-media. He has completed his diploma at the Hong Kong Polytechnic University.

Mr. Chan has not entered into any service contract with the Company nor has he been appointed for a specified length of service period but will be subject to retirement by rotation, and eligible for re-election pursuant to the Articles of Association. Mr. Chan is entitled to a director’s fee to be determined by the Remuneration Committee with reference to his duties and responsibilities in the Company and the market benchmark.

As at the Latest Practicable Date, other than the relationship arising from his being an executive director, Mr. Chan is not related to any directors, senior management or substantial or controlling shareholders. In the past three years, Mr. Chan did not hold any directorship in any listed public company in Hong Kong or overseas. As at the Latest Practicable Date, Mr. Chan does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Save as disclosed above, Mr. Chan does not have other major appointments and professional qualifications.

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

**Mr. Cheung Kwai Nang (“Mr. Cheung”)**, aged 49, has extensive experience in law and litigation for both civil and criminal. Mr. Cheung has obtained the qualification of LL. B and is a member of Law Society of Hong Kong. Mr. Cheung is a partner of K.B. Chau & Co.. Mr. Cheung has been employed as a court prosecutor in the department of justice of HKSAR.

Mr. Cheung has not entered into any service contract with the Company nor has he been appointed for a specified length of service period but will be subject to retirement by rotation, and eligible for re-election pursuant to the Articles of Association. Mr. Cheung is entitled to a director's fee to be determined by the Remuneration Committee with reference to his duties and responsibilities in the Company and the market benchmark.

As at the Latest Practicable Date, other than the relationship arising from his being an executive director, Mr. Cheung is not related to any directors, senior management or substantial or controlling shareholders. In the past three years, Mr. Cheung did not hold any directorship in any listed public company in Hong Kong or overseas. Mr. Cheung has interest in the shares of the Company standing at 250,000 shares in the Company. Save as the above disclosed and as at the Latest Practicable Date, Mr. Cheung does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Save as disclosed above, Mr. Cheung does not have other major appointments and professional qualifications.

Save as disclosed above, 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 Listing Rules and any other matter that needs to be brought to the attention of the shareholders of the Company.

**Mr. Peter Pannu (“Mr. Pannu”)**, aged 51, has obtained a LL. B degree and LL. M degree majoring in corporate and financial 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 University of London.

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.

Mr. Pannu has interest in the shares of the Company standing at 1,500,000 shares in the Company. Save as disclosed above and as at the Latest Practicable Date, Mr. Pannu does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Save as disclosed above, Mr. Pannu does not have other major appointments and professional qualifications.

Mr. Pannu has not entered into any service contract with the Company nor has he been appointed for a specified length of service period but will be subject to retirement by rotation, and eligible for re-election pursuant to the Articles of Association. Mr. Pannu is entitled to a director's fee to be determined by the Remuneration Committee with reference to his duties and responsibilities in the Company and the market benchmark.

As at the Latest Practicable Date, other than the relationship arising from his being an executive director, Mr. Pannu is not related to any directors, senior management or substantial or controlling shareholders. In the past three years, Mr. Pannu did not hold any directorship in any listed public company in Hong Kong or overseas.

Save as disclosed above, 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 Listing Rules and any other matter that needs to be brought to the attention of the shareholders of the Company

#### **Independent Non-Executive Director**

**Mr. Wong Ka Chun, Carson (“Mr. Wong”)**, aged 36, has substantial experience in auditing and financial accounting experiences. Mr. Wong is a member of the American Institute of Certified Public Accountants. Mr. Wong holds a Bachelor degree in Economics from Simon Fraser University and a Diploma in Financial Management from British Columbia Institution of Technology.

There is no service contract entered into between the Company and Mr. Wong and 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 reelection in accordance with the Articles of Association of the Company. Mr. Wong 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.

On 1 August 2008, Mr. Wong was appointed as executive director of Chinese Energy Holdings Limited (formerly “**iMerchants Limited**”) (as “**Chinese Energy**”) whose shares are listed and traded on the Growth Enterprise Market of Hong Kong. On 4 February 2013, Mr. Wong has resigned as executive director from Chinese Energy.

Save as disclosed above, Mr. Wong has not held directorship in any other listed companies in Hong Kong in the last three years in Hong Kong or overseas. Mr. Wong does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. Save as disclosed above and as at the Latest Practicable Date, Mr. Wong does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO). Save as disclosed above, Mr. Wong does not have other major appointments and professional qualifications.

Save as disclosed above, 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 Listing Rules and any other matter that needs to be brought to the attention of the shareholders of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Birmingham International Holdings Limited (the “Company”) will be held at Hong Kong Gold Coast Hotel, Function Room F, Riviera, Lobby Floor, 1 Castle Peak Road, Gold Coast, New Territories, Hong Kong on Tuesday, 23 December 2014 at 9:30 a.m. to consider and, if thought fit, transact the following ordinary business:

1. To receive, consider and adopt the audited consolidated financial statements, the reports of the directors of the Company and the report of the auditors of the Company for year ended 30 June 2014.
2.
  - (A) To re-elect Mr. Chan Shun Wah as an executive director of the Company;
  - (B) To re-elect Mr. Cheung Kwai Nang as an executive director of the Company;
  - (C) To re-elect Mr. Peter Pannu as an executive director of the Company;
  - (D) To re-elect Mr. Wong Ka Chun, Carson as an independent non-executive director of the Company;
  - (E) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To appoint KTC Partners CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### ORDINARY RESOLUTIONS

4. As special business, to consider, and if thought fit, pass with or without modifications, the following resolutions numbered 4A to 4C as ordinary resolutions:

A. **“THAT:**

- (a) subject to paragraph (c) below, 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 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) above 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) above, 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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) Subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) 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) above 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 numbered 4A and 4B 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 numbered 4B 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 numbered 4A above.”

By order of the Board

**Cheung Shing**

*Executive Director and Chairman*

Hong Kong, 24 November 2014

*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 Level 22, Hopewell Centre, 183 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 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. Cheung Shing, Mr. Ma Shui Cheong, Mr. Peter Pannu, Mr. Chan Shun Wah, Mr. Cheung Kwai Nang, Mr. Chen Liang and Mr. Panagiotis Pavlakis, all being executive directors; Mr. Wong Ka Chun, Carson, Mr. Gao Shi Kui, Mr. Liu Enxue and Mr. Li Hanguo, all being independent non-executive directors.
- (5) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.