
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 International Holdings Limited, you should at once hand this circular and the accompanying form(s) of proxy to the purchaser or other transferee or to the licensed securities dealer, or to the bank, or to other agents through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**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)****PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of Birmingham International Holdings Limited to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 5 April 2017 at 10:30 a.m. is set out on pages 5 to 6 of this circular.

Whether or not you are able to attend the extraordinary general meeting, 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 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 extraordinary general meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the extraordinary 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.

10 March 2017

CONTENTS

	<i>Pages</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
1. INTRODUCTION	2
2. PROPOSED CHANGE OF COMPANY NAME	3
3. THE EGM	4
4. RESPONSIBILITY STATEMENT	4
5. RECOMMENDATION	4
EGM NOTICE	5

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, revised or supplemented from time to time
“Board”	the Board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Birmingham International Holdings Limited” to “Birmingham Sports Holdings Limited” and the adoption and registration of the Chinese name “伯明翰體育控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name “伯明翰環球控股有限公司”
“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
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 5 April 2017 at 10:30 a.m. for the purpose of considering and, if thought fit, approving the resolution as set out in the EGM Notice
“EGM Notice”	the notice convening the EGM which is set out on pages 5 to 6 of this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	8 March 2017, being the latest practicable date prior to the printing of this circular ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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

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

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. Zhao Wenqing (*Chairman*)
Mr. Huang Dongfeng (*Chief Executive Officer*)
Mr. Sue Ka Lok
Ms. Chan Yuk Yee
Mr. Yiu Chun Kong
Mr. Zhu Kai

Independent Non-executive Directors:

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

Registered Office:

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

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

Room 1200, 12th Floor
Wing On Centre
111 Connaught Road Central
Sheung Wan, Hong Kong

10 March 2017

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 20 February 2017 in respect of the Change of Company Name. The purpose of this circular is to provide you with information in respect of the special resolution to be proposed at the EGM to approve the Change of Company Name; and the EGM Notice.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the English name of the Company from “Birmingham International Holdings Limited” to “Birmingham Sports Holdings Limited” and to adopt and register the Chinese name “伯明翰體育控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name “伯明翰環球控股有限公司”.

Conditions

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders to approve the Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect upon the date on which the new English name and the new dual foreign name of the Company are entered on the register of companies maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Board considers that the Change of Company Name will better reflect the current status of the Group’s business and its direction of future development. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the best interests of the Company and the Shareholders as a whole.

Effects of the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders, the daily business operation of the Company and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new certificates bearing the new name of the Company. Should the Change of Company Name becoming effective, any issue of share certificates thereafter will bear the new name of the Company and the securities of the Company will be traded on the Stock Exchange under the new name.

LETTER FROM THE BOARD

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will also be changed after the Change of Company Name becoming effective. Further announcements will be made by the Company to inform the Shareholders of, among other things, the results of the EGM, the effective date of the Change of Company Name and the new English and Chinese stock short names of the Company as and when appropriate.

3. THE EGM

The EGM will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 5 April 2017 at 10:30 a.m. and the EGM Notice is set out on pages 5 to 6 of this circular. At the EGM, a special resolution will be proposed to approve the Change of Company Name. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, 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 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 EGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the EGM 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.

For the purpose of compliance with Rule 13.39(4) of the Listing Rules, the Company will procure the Chairman of the EGM to demand for a poll for the special resolution put to the vote of the EGM in accordance with the Articles of Association. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholders are required to abstain from voting on the special resolution regarding the Change of Company Name to be proposed at the EGM under the Listing Rules.

4. 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 Group. 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 in this circular misleading.

5. RECOMMENDATION

The Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole, and therefore, recommends the Shareholders to vote in favour of the special resolution as set out in the EGM Notice.

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

EGM NOTICE



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 an extraordinary general meeting (“**EGM**”) of Birmingham International Holdings Limited (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 5 April 2017 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Birmingham International Holdings Limited” to “Birmingham Sports Holdings Limited” and a dual foreign name of the Company “伯明翰體育控股有限公司” be adopted and registered in place of its existing Chinese name “伯明翰環球控股有限公司” (the “**Change of Company Name**”) and **THAT** any one of the directors of the Company be and is hereby authorised to do all such acts and things and to execute all documents and to take any steps which in his/her absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the Change of Company Name.”

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

Hong Kong, 10 March 2017

EGM NOTICE

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 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 Tuesday, 28 March 2017.
- (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) In order to be valid, 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 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 shall not preclude members from attending and voting in person at the meeting (or any adjourned meeting thereof) should they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) As at the date of this notice, the Board of Directors of the Company comprises nine directors, namely Mr. Zhao Wenqing (*Chairman*), Mr. Huang Dongfeng (*Chief Executive Officer*), Mr. Sue Ka Lok, Ms. Chan Yuk Yee, Mr. Yiu Chun Kong and Mr. Zhu Kai as Executive Directors; and Mr. To Yan Ming, Edmond, Mr. Pun Chi Ping and Ms. Leung Pik Har, Christine as Independent Non-executive Directors.