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BIRMINGHAM SPORTS HOLDINGS LIMITED

伯明翰體育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2309)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) 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, 17 November 2017 at 10:30 a.m. for the purposes of considering and, if thought fit, passing with or without amendments the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the Sale and Purchase Agreement dated 30 June 2017 (the “**Equity SPA**”), a copy of which is marked “A” and signed by the chairman of the EGM (the “**Chairman**”) for the purposes of identification, entered into among the Company, Orchard Gold Limited as purchaser, Ever Depot Limited as vendor and Graticity Real Estate Development Co., Ltd. (“**GRED**”) as guarantor and relating to the sale and purchase of the entire issued share capital of Celestial Fame Investments Limited for a consideration of approximately US\$9.7 million (equivalent to approximately HK\$75.5 million) and all transactions contemplated thereunder or in relation thereto be and are hereby approved, confirmed and/or ratified (as the case may be);

- (b) the Design and Construction Contract to be entered into upon completion of the Equity SPA between Celestial Fame Investment (Cambodia) Co., Ltd. as employer and GRED as contractor (the “**Construction Contract**”), a copy of which is marked “B” and signed by the Chairman for the purposes of identification, regarding the design and construction of a building for commercial and educational use on a parcel of land at a total consideration of approximately US\$4.4 million (equivalent to approximately HK\$34.2 million) and all transactions contemplated thereunder or in relation thereto be and are hereby approved, confirmed and/or ratified (as the case may be);
- (c) the Property Sale and Purchase Agreement dated 30 June 2017 (the “**Properties SPA**”), a copy of which is marked “C” and signed by the Chairman for the purposes of identification, entered into between GRED as seller and Deep Blue Trade (Cambodia) Co., Ltd. as buyer and relating to the sale and purchase of properties at the aggregate consideration of approximately US\$26.2 million (equivalent to approximately HK\$203.8 million) and all transactions contemplated thereunder or in relation thereto be and are hereby approved, confirmed and/or ratified (as the case may be);
- (d) any one of the directors of the Company (the “**Directors**”) be and are hereby authorised to execute all documents and to do all such things and take all such other steps which, in his/her opinion, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated in and for completion of the Equity SPA, the Construction Contract and the Properties SPA, including but not limited to the issue and allotment of the Consideration Shares and to agree to such variation, amendment or waiver in relation thereto.”
2. “**THAT** subject to the passing of the ordinary resolution numbered 1 and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in, 2,086,551,000 new ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Consideration Shares**”), the Directors be and are hereby granted a specific mandate (the “**Specific Mandate**”) to issue, allot, credited as fully paid, the Consideration Shares pursuant to the Equities SPA, the Construction Contract and the Properties SPA, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution.”

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

Hong Kong, 31 October 2017

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Where there are joint holders of share(s) of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share(s) as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of such holders so presents whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. As required under the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"), all of the above resolutions will be voted by way of poll.
6. If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.bshl.com.hk and the website of the Stock Exchange at www.hkexnews.hk on the "Latest Company Announcements" page to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
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 Charng 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.