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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 OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Birmingham International Holdings Limited (“**Company**”) will be held at 1/F., Function Room, Macau Jockey Club, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 26 November 2010, at 3 p.m. to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the placing agreement (“**Fully Underwritten Placing Agreement**”) dated 22 October 2010 entered into between the Company and Kingston Securities Limited (the “**Placing Agent**”) in connection with the offer by the Company by way of placement through the Placing Agent of a total of 450,000,000 new ordinary shares (“**Fully Underwritten Placing Shares**”) of HK\$0.01 each in the capital of the Company at a placing price of HK\$0.20 per Fully Underwritten Placing Share on a fully underwritten basis and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby generally and unconditionally approved, ratified and confirmed in all respects and the directors of the Company (“**Directors**”) be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of the Directors, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Fully Underwritten Placing Agreement and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole; and

(b) the Directors be and are hereby generally and specifically authorised to allot and issue the Fully Underwritten Placing Shares upon and subject to the terms and conditions of the Fully Underwritten Placing Agreement.”

2. “**THAT:**

- (a) the placing agreement (“**Best Effort Placing Agreement**”) dated 22 October 2010 entered into between the Company and Kingston Securities Limited (the “**Placing Agent**”) in connection with the offer by the Company by way of placement through the Placing Agent of a maximum of 1,100,000,000 new ordinary shares (“**Best Effort Placing Shares**”) of HK\$0.01 each in the capital of the Company at a placing price of HK\$0.20 per Best Effort Placing Share on a best effort basis and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby generally and unconditionally approved, ratified and confirmed in all respects and the directors of the Company (“**Directors**”) be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of the Directors, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Best Effort Placing Agreement and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole; and
- (b) the Directors be and are hereby generally and specifically authorised to allot and issue (to the extent necessary) such number of the Best Effort Placing Shares as may be required to be allotted and issued upon and subject to the terms and conditions of the Best Effort Placing Agreement.”

By Order of the Board  
**Birmingham International Holdings Limited**  
**Hui Ho Luek, Vico**  
*Executive Director and Chief Executive Officer*

Hong Kong, 8 November 2010

*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:*  
Unit 3008, 30th Floor  
West Tower, Shun Tak Centre  
No.168-200 Connaught Road  
Central, Hong Kong

*Notes:*

- (1) A member of the Company entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the extraordinary general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the extraordinary general meeting or any adjournment thereof, should he so wish.
- (3) Completion and return of an instrument appointing a proxy should not preclude a shareholder of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of a poll.

*As at the date of this announcement, the executive Directors are Mr. Yeung Ka Sing, Carson, Mr. Hui Ho Luek, Vico, Mr. Steven McManaman, Mr. Lee Yiu Tung, Mr. Chan Shun Wah, Mr. Ip Wing Lun and Ms. Wong Po Ling, Pauline, the non-executive Directors are Mr. Christian Lali Karembou and Mr. Chan Wai Keung and the independent non-executive Directors are Mr. Chang Kin Man, Mr. Yau Yan Ming, Raymond and Mr. Zhou Han Ping.*