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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 Unit 1603-1604, 16/F, Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on Tuesday, 8 December 2020 at 10:30 a.m. for the purposes of considering and, if thought fit, passing with or without amendments the following ordinary resolution:

ORDINARY RESOLUTION

1. **“THAT**

- (i) the conditional sale and purchase agreement dated 9 October 2020 entered into between the Company as vendor and Oriental Rainbow Investments Limited (the “Purchaser”) as the purchaser (“Sale and Purchase Agreement”, a copy of which marked “A” has been produced to the meeting and signed by the chairperson of the meeting for the purpose of identification) in relation to, among others, the disposal of shares of Birmingham City PLC (“BCP”, together with its subsidiaries, the “BCP Group”) and Birmingham City Stadium Ltd (“BCSL”) and assignment of the shareholder’s loan due and owing from BCP to the Company as at the date of completion of the Sale and Purchase Agreement upon and subject to the terms and conditions as set out therein and the transactions contemplated thereunder (the “Disposal”) be and are hereby approved, ratified and confirmed;

- (ii) the conditional shareholders' agreement dated 9 October 2020 entered into between the Company and the Purchaser in relation to their respective rights and obligations in BCP Group ("Shareholders' Agreement", a copy of which marked "B" has been produced to the meeting and signed by the chairperson of the meeting for the purpose of identification) upon and subject to the terms and conditions as set out therein and the transactions and the proposed annual caps contemplated thereunder be and are hereby approved, ratified and confirmed;
- (iii) the entering into of the deed of variation among the Company and its subsidiaries Birmingham City Football Club PLC ("BCFC") and BCSL ("Deed of Variation") to vary certain terms of the lease agreement entered into among the Company (as guarantor), BCSL (as landlord) and BCFC (as tenant) dated 31 May 2019 ("Lease Agreement") upon completion of the Disposal and the transactions contemplated thereunder be and are hereby approved;
- (iv) the entering into of the lease agreement by BCSL (as the landlord) and BCFC (as the tenant) as varied by the Deed of Variation ("Varied Lease Agreement", together with the Sale and Purchase Agreement, Shareholders' Agreement and the Deed of Variation, collectively the "Transaction Documents") upon completion of the Disposal and the transactions and proposed annual caps contemplated thereunder be and are hereby approved; and
- (v) any one director of the Company ("Director(s)", or if execution under the common seal of the Company is required, any two Directors) be and is (are) hereby authorised for and on behalf of the Company to sign, seal, execute, perfect and deliver all such agreements, documents, instruments and deeds and to do all such acts, matters and things as he/she may in his/her discretion consider necessary or desirable or expedient for the purpose of or in connection with implementing, completing and giving effect to the Transaction Documents and the transactions contemplated thereunder (including but not limited to the entering into of the Deed of Variation and the Varied Lease Agreement) and to agree to such variations to the terms of the Sale and Purchase Agreement and the Shareholders' Agreement as he/she may in his/her absolute discretion consider to be necessary or desirable."

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

Hong Kong, 17 November 2020

Notes:

- (1) In order to qualify to attend and vote at the EGM, all transfer documents 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 1 December 2020.
- (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 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. 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 54, 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 at any adjournment thereof) should they so wish, and in such event, the instrument appointing a 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) In line with the prevailing practices and guidelines on the prevention of coronavirus ("COVID-19"), depending on the development of COVID-19, special precautionary measures will be implemented by the Company at the EGM, which may include without limitation the following:
 - (i) compulsory body temperature checks;
 - (ii) mandatory use of self-prepared surgical face masks at all times during the attendance of the meeting;
 - (iii) mandatory health declaration;
 - (iv) no refreshments will be provided to the attendees; and
 - (v) other practical precautions which may include maintaining appropriate distancing and spacing at the venue, limiting the number of attendees at the EGM as may be necessary to avoid over-crowding.

Please be advised that anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the EGM, or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the EGM. Should any attendee refuse to comply with any of the abovementioned measures, the Company reserves the right to deny access of such attendee to the meeting venue.

In light of the present risks posed by the COVID-19 pandemic, and if such risks continue at the time of the EGM, the Company strongly encourages the Shareholders to exercise their right to appoint the chairperson of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures as appropriate.

- (8) As at the date of this notice, the Board comprises nine Directors, namely Mr. Zhao Wenqing (*Chairman*), Mr. Huang Dongfeng (*Chief Executive Officer*), Mr. Yiu Chun Kong, Mr. Hsiao Charng Geng and Dr. Guo Honglin as Executive Directors; Mr. Sue Ka Lok as Non-executive Director; Mr. Pun Chi Ping, Ms. Leung Pik Har, Christine and Mr. Yeung Chi Tat as Independent Non-executive Directors.