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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Birmingham International Holdings Limited (“**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares.

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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)**

**PLACING OF NEW SHARES  
UNDER SPECIFIC MANDATES  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Placing Agent**



**KINGSTON SECURITIES LTD**

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Terms used in this cover page shall have the same meanings as defined in this circular.

A notice convening the EGM to 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. is set out on pages 17 to 19 of this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the EGM to the office of the Company's branch registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM in person should you so wish.

8 November 2010

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## DEFINITIONS

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*In this circular, the following expressions have the meanings set out below unless the context requires otherwise:*

“Announcement”	the announcement of the Company dated 22 October 2010 relating to, among other matters, the Placings
“associates”	has the meaning ascribed to it in the Listing Rules
“Best Effort Placing”	the placing of the Best Effort Placing Shares by the Placing Agent on a best effort basis pursuant to the terms of the Best Effort Placing Agreement
“Best Effort Placing Agreement”	a conditional placing agreement entered into between the Company and the Placing Agent dated 22 October 2010 in relation to the Best Effort Placing
“Best Effort Placing Share(s)”	a maximum of 1,100,000,000 new Share(s) to be placed under the Best Effort Placing
“Best Effort Specific Mandate”	a specific mandate to be granted to the Directors by Shareholders at the EGM to allot and issue Shares to satisfy (to the extent necessary) the Best Effort Placing Shares
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong generally are open for business
“Company”	Birmingham International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	director(s) of the Company

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## DEFINITIONS

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“EGM”	the extraordinary general meeting of the Company to 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. or any adjournment thereof for the purpose of approving the Placing Agreements and the grant of the Specific Mandates for the Directors to allot and issue the Placing Shares
“Fully Underwritten Placing”	the placing of the Fully Underwritten Placing Shares by the Placing Agent on a fully underwritten basis pursuant to the terms of the Fully Underwritten Placing Agreement
“Fully Underwritten Placing Agreement”	a conditional placing agreement entered into between the Company and the Placing Agent dated 22 October 2010 in relation to the Fully Underwritten Placing
“Fully Underwritten Placing Share(s)”	450,000,000 new Shares to be placed under the Fully Underwritten Placing
“Fully Underwritten Specific Mandate”	a specific mandate to allot and issue the Fully Underwritten Placing Shares to be sought from the Shareholders at the EGM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Last Trading Day”	22 October 2010, being the day on which the Fully Underwritten Placing Agreement and the Best Effort Placing Agreement were entered into
“Latest Practicable Date”	5 November 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	has the meaning ascribed to it in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Long Stop Date”	three months after the date of the EGM or such a later date as may be agreed between the Placing Agent and the Company
“Placing Agent”	Kingston Securities Limited, a licensed corporation to carry out business in type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreements”	the Fully Underwritten Placing Agreement and the Best Effort Placing Agreement
“Placing Price”	HK\$0.20 per Fully Underwritten Placing Share and Best Effort Placing Share
“Placing Share(s)”	an aggregate of up to 1,550,000,000 new Shares to be placed pursuant to the Fully Underwritten Placing Agreement and the Best Effort Placing Agreement
“Placings”	the Fully Underwritten Placing and the Best Effort Placing
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Specific Mandates”	the Best Effort Specific Mandate and the Fully Underwritten Specific Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it in the Listing Rules
“UK”	the United Kingdom
“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. Yeung Ka Sing, Carson  
Mr. Hui Ho Luek, Vico  
Mr. Steven McManaman  
Mr. Lee Yiu Tung  
Mr. Chan Shun Wah  
Mr. Ip Wing Lun  
Ms. Wong Po Ling, Pauline

*Non-executive Directors:*

Mr. Christian Lali Karembeu  
Mr. Chan Wai Keung

*Independent non-executive Directors:*

Mr. Chang Kin Man  
Mr. Yau Yan Ming, Raymond  
Mr. Zhou Han Ping

*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

8 November 2010

*To the Shareholders*

Dear Sir or Madam,

### PLACING OF NEW SHARES UNDER SPECIFIC MANDATES AND NOTICE OF EXTRAORDINARY GENERAL MEETING

#### INTRODUCTION

Reference is made to the Announcement in which the Company announced that on 22 October 2010, the Company and the Placing Agent entered into:

- (1) the Fully Underwritten Placing Agreement pursuant to which the Placing Agent has conditionally agreed to place, or failing which itself to subscribe for, a total of 450,000,000 Fully Underwritten Placing Shares by a maximum of three (3) tranches on a fully underwritten basis. Each tranche shall not be less than 200,000,000 Fully Underwritten Placing Shares, save for the last tranche.

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## LETTER FROM THE BOARD

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- (2) the Best Effort Placing Agreement pursuant to which the Placing Agent has conditionally agreed to place and procure the placing of, a maximum of 1,100,000,000 Best Effort Placing Shares by a maximum of six (6) tranches on a best effort basis. Each tranche shall not be less than 200,000,000 Best Effort Placing Shares, save for the last tranche.

The Fully Underwritten Placing and the Best Effort Placing are not inter-conditional upon each other.

The Placing Shares will, upon completion of the Placing Agreements, be allotted and issued pursuant to the Specific Mandates, and the Placings are therefore subject to the approval of the Shareholders at the EGM.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, no Shareholder is required to abstain from voting at the EGM.

The primary purpose of this circular is to give you, among other matters, (i) further details about the Placings; and (ii) a notice of the EGM at which ordinary resolutions will be proposed to consider and, if thought fit, pass the resolutions to approve the entering into each of the Placing Agreements together with the transactions contemplated thereunder and the grant of the Specific Mandates.

### THE FULLY UNDERWRITTEN PLACING AGREEMENT

#### **Date**

22 October 2010 (after trading hours)

#### **Issuer**

The Company

#### **Placing agent**

Kingston Securities Limited

The Placing Agent has conditionally agreed, as an agent for the Company, to place, or failing which itself to subscribe for, a total of 450,000,000 Fully Underwritten Placing Shares by a maximum of three (3) tranches on a fully underwritten basis. Each tranche shall not be less than 200,000,000 Fully Underwritten Placing Shares, save for the last tranche.

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## LETTER FROM THE BOARD

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To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date: (i) the Placing Agent and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons; and (ii) the Placing Agent does not hold any Share.

### **Placing commission for the Fully Underwritten Placing**

The Placing Agent will receive a placing commission of 2.5% on the gross proceeds in respect of the Fully Underwritten Placing Shares that it has underwritten upon completion of the Fully Underwritten Placing. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market rate. The Directors are of the view that the placing commission payable for the Fully Underwritten Placing accords with the market and is fair and reasonable.

### **Places for the Fully Underwritten Placing**

The Fully Underwritten Placing Shares will be placed to not less than six places, who are expected to be professional, institutional or other investor(s) and who and (where a corporation) whose ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons. It is expected that none of the places of the Fully Underwritten Placing Shares will become a substantial shareholder of the Company immediately after completion of the Fully Underwritten Placing.

### **Fully Underwritten Placing Shares**

The 450,000,000 Fully Underwritten Placing Shares (with an aggregate nominal value of HK\$4,500,000) represent approximately 14.12% of the Company's issued share capital as at the Latest Practicable Date and approximately 12.37% of the Company's issued share capital as enlarged by the Fully Underwritten Placing Shares.

The gross proceeds and net proceeds from the Fully Underwritten Placing will be HK\$90 million and approximately HK\$87 million, respectively. On that basis, the net price per Fully Underwritten Placing Share is approximately HK\$0.193.

The Fully Underwritten Placing Shares will be allotted and issued under the Fully Underwritten Specific Mandate to be obtained at the EGM. The Fully Underwritten Placing Shares will, when fully paid, be allotted and issued in accordance with the articles of association of the Company and with the relevant rules and regulations applicable to the Company in the Cayman Islands and Hong Kong and will, at completion of the Fully



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## LETTER FROM THE BOARD

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Underwritten Placing, be free from all liens, charges, mortgages, pledges, encumbrances or third party rights of whatsoever nature and together with all rights attaching thereto at completion of the Fully Underwritten Placing and thereafter.

### **Ranking of the Fully Underwritten Placing Shares**

The Fully Underwritten Placing Shares will rank, upon issue, pari passu in all respects with the Shares in issue on the date of allotment and issue of the Fully Underwritten Placing Shares.

### **Placing Price for the Fully Underwritten Placing Shares**

The Placing Price of HK\$0.20 per Fully Underwritten Placing Share:

- (i) is equivalent to the closing price of HK\$0.20 per Share as quoted on the Stock Exchange as at the Latest Practicable Date;
- (ii) represents a discount of approximately 4.76% to the closing price of HK\$0.21 per Share as quoted on the Stock Exchange as at the date of the Announcement; and
- (iii) represents a discount of approximately 39.76% to the average closing price of HK\$0.332 per Share in the last five consecutive trading days prior to the date of the Announcement.

The Placing Price for the Fully Underwritten Placing Shares was determined after arm's length negotiation between the Company and the Placing Agent on the date of the Announcement with reference to the prevailing market price of the Shares. The Directors consider that the Placing Price for the Fully Underwritten Placing Shares is fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

### **Conditions of the Fully Underwritten Placing**

Completion of the Fully Underwritten Placing is conditional upon:

- (i) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment and/or despatch of certificates for the Fully Underwritten Placing Shares) the listing of, and permission to deal in the Fully Underwritten Placing Shares under the relevant tranche of the Fully Underwritten Placing;
- (ii) the passing of a resolution by the Shareholders to approve the allotment and issue of the Fully Underwritten Placing Shares at the EGM; and

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## LETTER FROM THE BOARD

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- (iii) the obligations of the Placing Agent under the Fully Underwritten Placing Agreement becoming unconditional and not being terminated in accordance with the terms hereof, including provisions regarding force majeure event.

If the above conditions are not satisfied and/or waived in whole or in part by the Placing Agent prior to 10:00 a.m. on the Long Stop Date or such later time or date as may be agreed between the Placing Agent and the Company, the Fully Underwritten Placing Agreement will be terminated and the Fully Underwritten Placing will not proceed and all obligations and liabilities of the parties under the Fully Underwritten Placing Agreement will forthwith cease and determine and neither party shall have any claim against the other (save for any antecedent breaches of the Fully Underwritten Placing Agreement).

As at the Latest Practicable Date, none of the above conditions has been satisfied and/or waived.

### **Termination and force majeure**

The Fully Underwritten Placing Agreement may be terminated by the Placing Agent (in respect of its obligations) if at any time prior to 10:00 a.m. on the date of completion of the Fully Underwritten Placing Agreement, there occurs:

- (i) the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date hereof) of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or adversely prejudices the success of the Fully Underwritten Placing (such success being the placing of the Fully Underwritten Placing Shares to potential investor(s)) or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Fully Underwritten Placing; or

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## LETTER FROM THE BOARD

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- (iii) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction or trading in securities) occurs which affect the success of the Fully Underwritten Placing (such success being the placing of the Fully Underwritten Placing Shares to potential investor(s)) or otherwise in the absolute opinion of the Placing Agent makes it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Fully Underwritten Placing.

### **Completion of the Fully Underwritten Placing**

Completion of the Fully Underwritten Placing will take place within four Business Days after the fulfillment of the conditions as set out in the Fully Underwritten Placing Agreement but not later than the Long Stop Date or such later date to be agreed between the Company and the Placing Agent.

### **THE BEST EFFORT PLACING AGREEMENT**

#### **Date**

22 October 2010 (after trading hours)

#### **Issuer**

The Company

#### **Placing Agent**

Kingston Securities Limited

The Placing Agent has conditionally agreed, as an agent for the Company, to place and procure the placing of, a maximum of 1,100,000,000 Best Effort Placing Shares by a maximum of six (6) tranches on a best effort basis. Each tranche shall not be less than 200,000,000 Best Effort Placing Shares, save for the last tranche.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date: (i) the Placing Agent and its respective ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons; and (ii) the Placing Agent does not hold any Share.

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## LETTER FROM THE BOARD

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### **Placing commission for the Best Effort Placing**

The Placing Agent will receive a placing commission of 2.5% of the aggregate amount equals to the Placing Price multiplied by the actual number of Best Effort Placing Shares being placed upon completion of each tranche of the Best Effort Placing. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market rate. The Directors are of the view that the placing commission payable for the Best Effort Placing accords with the market and is fair and reasonable.

### **Placees for the Best Effort Placing**

The Best Effort Placing Shares will be placed to not less than six placees, who are expected to be professional, institutional, or other investor(s) and who and (where a corporation) whose ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons. It is expected that none of the placees of the Best Effort Placing Shares will become a substantial shareholder of the Company immediately after completion of the Best Effort Placing.

### **Best Effort Placing Shares**

The maximum number of 1,100,000,000 Best Effort Placing Shares (with an aggregate nominal value of HK\$11,000,000) represent approximately 34.51% of the Company's issued share capital as at the Latest Practicable Date and approximately 25.65% of the Company's issued share capital as enlarged by the Best Effort Placing Shares. The aggregate of up to 1,550,000,000 Shares under the Fully Underwritten Placing and the Best Effort Placing represent approximately 48.62% of the Company's issued share capital as at the Latest Practicable Date and approximately 32.72% of the Company's issued share capital as enlarged by the Fully Underwritten Placing Shares and the Best Effort Placing Shares (assuming the maximum number of Best Effort Placing Shares are placed).

The maximum gross proceeds and net proceeds from the Best Effort Placing will be approximately HK\$220 million and approximately HK\$212 million respectively. On that basis, the net price per Best Effort Placing Share is approximately HK\$0.193.

The Best Effort Placing Shares will be allotted and issued under the Best Effort Specific Mandate to be obtained at the EGM. The Best Effort Placing Shares will, when fully paid, be allotted and issued in accordance with the articles of association of the Company and with the relevant rules and regulations applicable to the Company in the Cayman Islands and Hong Kong and will, at completion of the Best Effort Placing, be free from all liens,

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## LETTER FROM THE BOARD

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charges, mortgages, pledges, encumbrances or third party rights of whatsoever nature and together with all rights attaching thereto at completion of the Best Effort Placing and thereafter.

### **Ranking of the Best Effort Placing Shares**

The Best Effort Placing Shares will rank, upon issue, pari passu in all respects with the Shares in issue on the date of allotment and issue of the Best Effort Placing Shares.

### **Placing Price for the Best Effort Placing Shares**

The Placing Price of HK\$0.20 per Best Effort Placing Share:

- (i) is equivalent to the closing price of HK\$0.20 per Share as quoted on the Stock Exchange as at the Latest Practicable Date;
- (ii) represents a discount of approximately 4.76% to the closing price of HK\$0.21 per Share as quoted on the Stock Exchange as at the date of the Announcement; and
- (iii) represents a discount of approximately 39.76% to the average closing price of HK\$0.332 per Share in the last five consecutive trading days prior to the date of the Announcement.

The Placing Price for the Best Effort Placing Shares was determined after arm's length negotiation between the Company and the Placing Agent on the date of the Announcement with reference to the prevailing market price of the Shares. The Directors consider that the Placing Price for the Best Effort Placing Shares is fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

### **Conditions of the Best Effort Placing**

Completion of the Best Effort Placing is conditional upon:

- (i) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment and/or despatch of certificates for the Best Effort Placing Shares) the listing of, and permission to deal in the Best Effort Placing Shares under the relevant tranche of the Best Effort Placing;
- (ii) the passing of a resolution by the Shareholders to approve the allotment and issue of the Best Effort Placing Shares at the EGM; and

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## LETTER FROM THE BOARD

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- (iii) the obligations of the Placing Agent under the Best Effort Placing Agreement becoming unconditional and not being terminated in accordance with the terms hereof, including provisions regarding force majeure event.

If the above conditions are not satisfied and/or waived in whole or in part by the Placing Agent prior to 10:00 a.m. on the Long Stop Date or such later time or date as may be agreed between the Placing Agent and the Company, the Best Effort Placing Agreement will be terminated and the Best Effort Placing will not proceed and all obligations and liabilities of the parties thereunder will forth with cease and determine and neither party shall have any claim against the other (save for any antecedent breaches of the Best Effort Placing Agreement).

As at the Latest Practicable Date, none of the above conditions has been satisfied and/or waived.

### **Termination and force majeure**

The Best Effort Placing Agreement may be terminated by the Placing Agent (in respect of its obligations) if at any time prior to 10:00 a.m. on the date of completion of the Best Effort Placing Agreement, there occurs:

- (i) the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date hereof) of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or adversely prejudices the success of the Best Effort Placing (such success being the placing of the Best Effort Placing Shares to potential investor(s)) or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Best Effort Placing; or

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## LETTER FROM THE BOARD

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- (iii) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction or trading in securities) occurs which affect the success of the Best Effort Placing (such success being the placing of the Best Effort Placing Shares to potential investor(s)) or otherwise in the absolute opinion of the Placing Agent makes it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Best Effort Placing.

### **Completion of the Best Effort Placing**

Completion of the Best Effort Placing will take place within four Business Days after the fulfillment of the conditions as set out in the Best Effort Placing Agreement but not later than the Long Stop Date or such later date to be agreed between the Company and the Placing Agent.

### **Placings are not inter-conditional**

The Fully Underwritten Placing and the Best Effort Placing are not inter-conditional upon each other.

### **WARNING**

**Completion of the Placings are subject to the satisfaction of the conditions precedent in each of the Placing Agreements. As the Placings may or may not proceed and are subject to Shareholders' approval, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

### **REASONS FOR THE PLACINGS AND USE OF PROCEEDS**

The Company is an investment holding company. The Group is principally engaged in operating a Premier League football club, the provision of apparel sourcing and trading and entertainment and media services.

The maximum aggregate gross proceeds and net proceeds from the placing of the Placing Shares will be HK\$310 million and approximately HK\$299 million respectively. The Group intends to use the net proceeds: (i) as to approximately HK\$96 million for recovering a bank loan facility in the UK, (ii) as to approximately HK\$75 million for general working capital for its Hong Kong operation, and (iii) approximately HK\$128 million for general working capital for its UK operation and financial support to the operation of Birmingham City Football Club.

## LETTER FROM THE BOARD

The Directors consider that the Placings represent an opportunity to raise capital for the Company while broadening the Shareholder base and capital base of the Company. Accordingly, the Directors consider the Placings are in the interest of the Company and the Shareholders as a whole.

### FUND RAISING ACTIVITY IN THE PAST TWELVE MONTHS OF THE COMPANY

The Company has not conducted any fund raising activity in the past twelve months before the date of the Announcement and up to the Latest Practicable Date.

### EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming that there will not be any change in the shareholding structure of the Company immediately before and completion of each of the Placings, the shareholding structure of the Company (i) as at the Latest Practicable Date, (ii) immediately after completion of the Fully Underwritten Placing but before completion of the Best Effort Placing, and (iii) immediately after completion of the Fully Underwritten Placing and the Best Effort Placing (assuming the maximum number of the Best Effort Placing Shares are placed), are as follows:

	As at the Latest Practicable Date		Immediately after completion of the Fully Underwritten Placing but before completion of the Best Effort Placing		Immediately after completion of the Fully Underwritten Placing and the Best Effort Placing (assuming the maximum number of the Best Effort Placing Shares are placed)	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Mr. Yeung Ka Sing, Carson Great Luck Management Limited ( <i>note 1</i> )	185,452,800	5.82%	185,452,800	5.10%	185,452,800	3.91%
Premier Rise Investments Limited ( <i>note 2</i> )	405,469,066	12.72%	405,469,066	11.15%	405,469,066	8.56%
Mr. Lui Xingcheng	163,800,000	5.14%	163,800,000	4.50%	163,800,000	3.46%
Ms. Zhou Xin	418,800,000	13.14%	418,800,000	11.51%	418,800,000	8.84%
	315,000,000	9.88%	315,000,000	8.66%	315,000,000	6.65%
Public Places	—	—	450,000,000	12.37%	1,550,000,000	32.72%
Other public Shareholders	1,699,231,534	53.30%	1,699,231,534	46.71%	1,699,231,534	35.86%
<b>Total</b>	<b>3,187,753,400</b>	<b>100.00%</b>	<b>3,637,753,400</b>	<b>100.00%</b>	<b>4,737,753,400</b>	<b>100.00%</b>



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## LETTER FROM THE BOARD

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*Notes:*

1. These Shares are held by Great Luck Management Limited, a company incorporated in the British Virgin Islands and wholly owned by Mr. Yeung Ka Sing, Carson, an executive Director.
2. These Shares are held by Premier Rise Investments Limited, a company incorporated in the British Virgin Islands and wholly owned by Mr. Hui Ho Luek, Vico, an executive Director.

### **APPLICATION FOR LISTING**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Best Effort Placing Shares and the Fully Underwritten Placing Shares.

### **EGM**

The EGM 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., the notice of which is set out on pages 17 to 19 of this circular, to consider and, if thought fit, pass the resolutions to approve the entering into each of the Placing Agreements together with the transactions contemplated thereunder and the grant of the Specific Mandates.

You will find enclosed a form of proxy for use at the EGM. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy that is despatched to you together with this circular, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

All resolutions put to vote at the EGM will be decided by way of a poll as required by the Listing Rules.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, no Shareholder is required to abstain from voting at the EGM.

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## LETTER FROM THE BOARD

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### 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 herein or this circular misleading.

### RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the terms of the Placing Agreements are fair and reasonable and the Placings are in the interests of the Company and the Shareholders as a whole. The Board recommends the Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Placing Agreements and the transactions contemplated thereunder and the grant of the Specific Mandates for the Directors to allot and issue the Placing Shares.

By Order of the Board

**Birmingham International Holdings Limited**

**Hui Ho Luek, Vico**

*Executive Director and Chief Executive Officer*

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## NOTICE OF EGM

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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

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## NOTICE OF EGM

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- (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

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## NOTICE OF EGM

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*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.