

---

## THIS CIRCULAR REQUIRES YOUR IMMEDIATE ATTENTION

---

**If you are in any doubt** as to any aspect of this circular, you should consult a 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, together with the enclosed form of proxy to the purchaser or transferee or to the bank, a licensed securities dealer or other agent 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)**

### GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

---

A notice convening the annual general meeting of Birmingham International Holdings Limited to be held at Aberdeen, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 17 December 2010 at 3:00 p.m. is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the annual general meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit at the Company's branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 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 annual general meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the annual 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.

15 November 2010

---

# CONTENTS

---

*Page*

<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
Introduction .....	3
General Mandate To Issue Shares .....	4
General Mandate To Repurchase Shares .....	5
Re-election of retiring Directors .....	5
Annual General Meeting .....	6
Responsibility Statement .....	6
Recommendation .....	6
<b>APPENDIX I — EXPLANATORY STATEMENT</b> .....	7
<b>APPENDIX II — DETAILS OF RETIRING DIRECTORS TO BE                     RE-ELECTED AT THE AGM</b> .....	10
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	13

---

## DEFINITIONS

---

*In this circular, the following expressions have the meanings respectively set opposite them unless the context otherwise requires:*

“AGM”	the annual general meeting of the Company to be held at Aberdeen, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 17 December 2010 at 3:00 p.m. thereof to consider and, if appropriate, to approve the resolutions as set out in the Notice
“Articles of Association”	Articles of Association of the Company
“associates”	shall have the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“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
“connected person(s)”	shall have the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the proposed issue mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution for approving the issue mandate

---

## DEFINITIONS

---

“Latest Practicable Date”	11 November 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	means the notice convening the AGM which is set out on pages 13 to 16 of this circular
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the proposed repurchase mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the resolution for approving the repurchase mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

---

## 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. 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 Karembou  
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

15 November 2010

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### **INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed at the AGM to approve (a) the Issue Mandate; (b) the Repurchase Mandate; (c) the re-election of retiring Directors.

---

## LETTER FROM THE BOARD

---

This circular contains the explanatory statement and gives all the information reasonably necessary to enable you to make a decision on whether to vote for or against the resolutions proposed at the AGM.

A notice convening the AGM setting out the details of the resolutions to be proposed at the AGM is set out on pages 13 to 16 of this circular.

### **GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 9 September 2009 (the “2009 AGM”), the Shareholders approved, among other things, ordinary resolutions to approve the grant of a general mandate to the Directors to allot, issue and deal with Shares (the “General Mandate”). As at the date of passing such resolutions, there were a total of 1,226,059,000 Shares in issue and thus the Directors were authorised to issue and allot 20% thereof, being 245,211,800 Shares under the General Mandate. As at the Latest Practicable Date, no shares were issued under the General Mandate. The General Mandate will lapse at the conclusion of the AGM.

An ordinary resolution will therefore be proposed at the AGM to grant to the Directors the Issue Mandate, i.e., a general and unconditional mandate to allot, issue and deal with, otherwise than by way of rights issue or any option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any Shares of the Company issued as scrip dividends pursuant to the Articles of Association, additional Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of such resolution. The Issue Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands or the Listing Rules; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the Company had an aggregate of 3,187,753,400 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Issue Mandate and on the basis that no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot and issue up to 637,550,680 new Shares, being 20% of the Shares in issue as at the Latest Practicable Date.

---

## LETTER FROM THE BOARD

---

### GENERAL MANDATE TO REPURCHASE SHARES

At the 2009 AGM, an ordinary resolution was passed by the Shareholders granting the existing Repurchase Mandate to the Directors.

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Repurchase Mandate, i.e., a general and unconditional mandate to repurchase Shares subject to the maximum number of Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such resolution. The fresh Repurchase Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands or the Listing Rules; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 86(3) of the Article of Association, the directors appointed by the Board to fill a casual vacancy on the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. As such, Mr. Chan Shun Wah, being an executive Director who was appointed by the Board shall hold office only until the AGM and shall then be eligible for re-election. In addition, pursuant to article 87(1) and 87(2) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation. Mr. Yeung Ka Sing, Carson, Mr. Lee Yiu Tung, Mr. Ip Wing Lun, Mr. Chan Shun Wah, being executive Director, and Mr. Christian Lali Karembeu, being non-executive Director, will retire at the AGM. Mr. Yeung Ka Sing, Carson, Mr. Lee Yiu Tung, Mr. Ip Wing Lun and Mr. Chan Shun Wah, being eligible, will offer themselves for re-election at the AGM. Mr. Christian Lali Karembeu, an non-executive Director, will not offer himself for re-election and will cease to be an non-executive Director on the conclusion of the AGM.

Mr. Christian Lali Karembeu has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders or the Stock Exchange in respect of his retirement.

---

## LETTER FROM THE BOARD

---

Details of the retiring Directors to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

The Notice is set out on pages 13 to 16 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate and Repurchase Mandate, and the re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the meeting if so wished and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### 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 Company. 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 consider that the Issue Mandate, the Repurchase Mandate and the re-election of retiring Directors are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the Notice on pages 13 to 16 of this circular.

By Order of the Board

**Birmingham International Holdings Limited**

**Hui Ho Luek, Vico**

*Executive Director and Chief Executive Director*



*This Appendix serves as an explanatory statement as required by the Listing Rules, to be included in this circular concerning the repurchase of Shares by the Company.*

### **1. EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the issued share capital of the Company comprised of 3,187,753,400 Shares.

Subject to the passing of the relevant ordinary resolution to approve the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be authorised under the Repurchase Mandate to repurchase a maximum of 318,775,340 Shares during the period up to the next annual general meeting in 2011 or the expiration of the period within which the next annual general meeting of the Company is required by law to be held or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

### **2. REASONS FOR REPURCHASE**

The Directors consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchases as and when appropriate and beneficial to the Company. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

### **3. FUNDING OF REPURCHASE**

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws of Hong Kong and the Cayman Islands. The Companies Laws (2007 Revision) (as amended) of the Cayman Islands (the “Laws”) provide that a share repurchase by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose or, if so authorised by the articles of association of the Company and subject to the provisions of the Laws, out of capital. Any premium payable on a repurchase over the par value of the Shares repurchased must be provided for out of profits of the Company or out of the Company’s share premium account or, if so authorised by the articles of association of the Company and subject to the provisions of the Laws, out of capital.

#### 4. IMPACT ON WORKING CAPITAL OR GEARING POSITION

There may be material adverse impact on the working capital or the gearing position of the Company (as compared with the position disclosed in the Company's audited accounts for the year ended 30 June 2010) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

#### 6. EFFECT OF TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Repurchase Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Yeung Ka Sing, Carson ("**Mr. Yeung**") and his associates beneficially held an aggregate of 590,921,866 Shares, representing approximately 18.54% of the issued share capital of the Company. In the opinion of the Directors, even if the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholding of Mr. Yeung will be increased to 20.60% of the issued share capital of the Company, but such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any purchase pursuant to the Repurchase Mandate.

In any event, the Directors have no present intention to exercise the Repurchase Mandate if the number of shares held by public would fall below 25%.

**7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any associate of any of the Directors has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company during the last six months (whether on the Stock Exchange or otherwise).

**9. SHARE PRICES**

During each of the past twelve months preceding the Latest Practicable Date, the highest and lowest trading prices of the Shares on the Stock Exchange are as follows:

<b>Month</b>	<b>Highest Price</b> <i>(HK\$)</i>	<b>Lowest Price</b> <i>(HK\$)</i>
<b>2009</b>		
November	0.415	0.340
December	0.455	0.360
<b>2010</b>		
January	0.530	0.375
February	0.440	0.355
March	0.385	0.300
April	0.380	0.320
May	0.375	0.230
June	0.295	0.241
July	0.255	0.235
August	0.285	0.211
September	0.340	0.210
October	0.435	0.181
November (up to the Latest Practicable Date)	0.218	0.191

*The following sets out the details of the directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles of Association:*

## **BIOGRAPHICAL INFORMATION**

### **Executive Directors**

**Mr. Yeung Ka Sing, Carson**, aged 50, has accumulated many years of experience in international investments. He has been the Chairman of Hong Kong Rangers Football Club during 2005 to 2006. Mr. Yeung is a director of Universal Management Consultancy Limited and Universal Energy Resources Holdings Limited. He was appointed as an executive director and the Chairman of the Board of the Company on 20 July 2007.

Save as disclosed above, Mr. Yeung does not hold any positions with the Company or other members of the Company's group and did not hold any directorship in any other listed public company in the past three years.

Other than the relationship arising from his being an executive director, Mr. Yeung is not related to any directors, senior management or substantial or controlling shareholders Company.

As at the Latest Practicable, Mr. Yeung was interested in 590,921,866 Shares, representing approximately 18.54% of the issued Shares of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. Yeung does not have any interest or deemed interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Yeung has not entered into any service contract with the Company nor has he been appointed for a specified length of service period but will be subject to retirement by rotation, and eligible for re-election pursuant to the Articles of Association. He is entitled to a director's fee to be determined by the Remuneration Committee with reference to his duties and responsibilities in the Company and the market benchmark. In the financial year ended 30 June 2010, Mr. Yeung had received a directors' fee of HK\$750,000.

**Mr. Lee Yiu Tung**, aged 47, is a registered architect in Hong Kong with extensive working experiences related to PRC property development, project management and development consultant services. Mr. Lee is a member of Royal Institute of British Architects and Hong Kong Institute of Architects. He holds a Bachelor of Arts in Architectural Studies with Honors, a Bachelor of Architecture and a Master of Science degree in Real Estate all

from the University of Hong Kong. He also holds a qualification of Real Estate Planner recognized by the Ministry of Labor and Social Security, PRC. He was appointed as an executive director on 13 June 2006.

Save as disclosed above, Mr. Lee does not hold any positions with the Company or other members of the Company's group and did not hold any directorship in any other listed public company in the past three years.

Other than the relationship arising from his being an executive director, Mr. Lee is not related to any directors, senior management or substantial or controlling shareholders Company.

Mr. Lee has not entered into any service contract with the Company nor has he been appointed for a specified length of service period but will be subject to retirement by rotation, and eligible for re-election pursuant to the Articles of Association. He is entitled to a director's fee to be determined by the Remuneration Committee with reference to his duties and responsibilities in the Company and the market benchmark. In the financial year ended 30 June 2010, Mr. Lee had received a directors' fee of HK\$967,000.

**Mr. Ip Wing Lun**, aged 42, is a Certified Public Accountant (Practising) and a Certified Tax Adviser in Hong Kong. Mr. Ip is currently an non-executive director of SMI Publishing Group Limited (stock code: 8010) which is listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong and was an independent non-executive director of China Energy Development Holdings Limited (stock code: 0228) which is listed on the Main Board of The Stock Exchange of Hong Kong Limited until 24 December 2009. Mr. Ip holds a Master degree of Business Administration and is a fellow member of Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong, an associate member of the Institute of Chartered Secretaries and Administrator, the Hong Kong Institute of Chartered Secretaries and an ordinary member of the Hong Kong Securities Institute. He has over 15 years of experience in auditing, taxation and provision of financial consultancy services of companies in Hong Kong and the PRC. He is currently acts as Chief Financial Officer of the Company. He was re-designated as an executive director on 17 July 2007. He is a spouse of Ms. Wong Po Ling, Pauline who is the executive director of the Company.

Save as disclosed above, Mr. Ip does not hold any positions with the Company or other members of the Company's group and did not hold any directorship in any other listed public company in the past three years.

Other than the relationship arising from him being an independent non-executive director, Mr. Ip is not related to any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ip does not have any interest or deemed interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Ip has not entered into any service contract with the Company nor has he been appointed for a specified length of service period but will be subject to retirement by rotation, and eligible for re-election pursuant to the Articles of Association. He is entitled to a director's fee to be determined by the Remuneration Committee with reference to her duties and responsibilities in the Company and the market benchmark. In the financial year ended 30 June 2010, Mr. Ip had received a directors' fee of HK\$690,000.

**Mr. Chan Shun Wah**, aged 47, has senior experience in the management of project investments. He also has extensive experience in engineering and multi-media. He has completed his diploma at the Hong Kong Polytechnic University. He was appointed as an executive director on 22 July 2010.

Save as disclosed above, Mr. Chan does not hold any positions with the Company or other members of the Company's group and did not hold any directorship in any other listed public company in the past three years.

Other than the relationship arising from his being an executive director, Mr. Chan is not related to any directors, senior management or substantial or controlling shareholders Company.

Mr. Chan has not entered into any service contract with the Company nor has he been appointed for a specified length of service period but will be subject to retirement by rotation, and eligible for re-election pursuant to the Articles of Association. He is entitled to a director's fee to be determined by the Remuneration Committee with reference to his duties and responsibilities in the Company and the market benchmark.

Saved as disclosed above, there are no other matters in relation to the above proposed re-elections of the retiring Directors that needed to be brought to the attention of the Stock Exchange or the Shareholders. There is no information relating to all the retiring Directors that is required to be disclosed pursuant to Rules 13.51(2)(h)-(v) of the Listing Rules.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



# 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 the Annual General Meeting of Birmingham International Holdings Limited (the “Company”) will be held at Aberdeen, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 17 December 2010 at 3:00 p.m. to consider and, if thought fit, transact the following ordinary business:

1. To receive and consider the audited financial statements and the reports of the directors and the auditors for the fifteen months period ended 30 June 2010.
2.
  - (A) To re-elect Mr. Yeung Ka Sing, Carson as an executive director;
  - (B) To re-elect Mr. Lee Yiu Tung as an executive director;
  - (C) To re-elect Mr. Ip Wing Lun as an executive director;
  - (D) To re-elect Mr. Chan Shun Wah as an executive director;
  - (E) To authorise the board of directors to fix the remuneration of the directors.
3. To appoint BDO Limited as auditors of the Company and to authorise the board of directors to fix their remuneration.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

### ORDINARY RESOLUTIONS

4. As special business, to consider, and if thought fit, pass with or without modifications, the following resolutions numbered 4A to 4C as ordinary resolutions:

A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the memorandum and articles of association of the Company from time to time shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;



---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

**B. “THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
  - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- C. “**THAT** conditional upon resolutions nos. 4A and 4B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 4B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 4A above.”

By order of the Board

**Hui Ho Luek, Vico**

*Executive Director and Chief Executive Director*

Hong Kong, 15 November 2010

*Notes:*

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of more than one share, more proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company’s branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (2) In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, seniority being determined by the order in which names stand in the register of members of the Company.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting in person at the annual general meeting or any adjournment and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) As at the date of this notice, the board of directors of the Company comprises 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, all being executive directors; Mr. Christian Lali Karembeu and Mr. Chan Wai Keung, all being non-executive directors; Mr. Chang Kin Man, Mr. Yau Yan Ming, Raymond and Mr. Zhou Han Ping, all being independent non-executive directors.