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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.

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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)

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 Kowloon Room I, Kowloon Shangri-La, Hong Kong, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 10 January 2014 at 2:00 p.m. is set out on pages 15 to 18 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.

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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 Kowloon Room I, Kowloon Shangri-La, Hong Kong, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 10 January 2014 at 2:00 p.m. 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”	6 December 2013, 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 15 to 18 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. Peter Pannu

Mr. Ma Shui Cheong

Mr. Cheung Kwai Nang

Mr. Chan Shun Wah

Mr. Charlie Penn

Mr. Chen Liang

Mr. Cheung Shing

Independent Non-executive Directors:

Mr. Wong Ka Chun, Carson

Mr. Gao Shi Kui

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:*

Units 1901 & 1910,

Harbour Centre,

25 Harbour Road, Wanchai

Hong Kong

13 December 2013

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 15 to 18 of this circular.

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 10 May 2013 (the “2012 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 3,887,753,400 Shares in issue and thus the Directors were authorised to issue and allot 20% thereof, being 777,550,680 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 3,887,753,400 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 777,550,680 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 2012 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. Charlie Penn, Mr. Chen Liang and Mr. Cheung Shing, being the executive Director and Mr. Gao Shi Kui, being an independent non-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 and Mr. Chan Shun Wah, being executive Director, will retire at the AGM, and being eligible, will offer themselves for re-election at the AGM.

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.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The Notice is set out on pages 15 to 18 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). 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 15 to 18 of this circular.

By Order of the Board
Birmingham International Holdings Limited
Yeung Ka Sing, Carson
Executive Director and Chairman

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 3,887,753,400 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 388,775,340 Shares during the period up to the next annual general meeting in 2014 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 2013) 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 1,022,921,866 Shares, representing approximately 26.31% 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 29.23% 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 any connected person as defined in the Listing Rules, 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 purchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the previous six months (whether on the Stock Exchange or otherwise) preceding the Latest Practicable Date.

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:

Month	Highest Price <i>(HK\$)</i>	Lowest Price <i>(HK\$)</i>
2012		
December	* —	* —
2013		
January	—	—
February	—	—
March	—	—
April	—	—
May	—	—
June	—	—
July	—	—
August	—	—
September	—	—
October	—	—
November	—	—

Note: *Suspension of trading of Shares during the above periods.

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 53, 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.

Save as Mr. Yeung is a brother-in-law of Mr. Ma Shui Cheong, an executive director of the Company, he does not have any relationship with any directors, senior management or substantial or controlling shareholders Company.

As at the Latest Practicable Date, Mr. Yeung was interested in 1,022,921,866 Shares, representing approximately 26.31% 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.

Mr. Chan Shun Wah, aged 50, 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.

Mr. Charlie Penn, aged 50, obtained University of Administration and Computer Application, Master studing of Political Economy at Peking University. Formerly, Mr. Penn had more than 10 years experiences in electronics manufacturing company in the capacity as an investment management. He has more then 15 years of investment experiences in industrial, commercial and real estate operating in Shanghai, Tianjin, Liaoning, Jiangxi and Jiangsu province and Canada.

Mr. Penn has not held any directorship in other listed companies in Hong Kong or overseas in the last three years. He has not held any other positions with the Company or other members of the Group. Mr. Penn does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between the Company and Mr. Penn. He has no fixed term of service of the Company. He will be entitled to a directors' fee to be determined by the Remuneration Committee of the Company with reference to his duties and responsibility in the Company and the market benchmark.

Mr. Chen Liang, aged 44, holds a Doctoral Degree in Coal, Oil and Gas Geology and Exploration from China University of Petroleum (Beijing), and worked for various oil companies and research institutes in China and abroad. He was a vice president of CITIC Resources Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) (stock code: 1205), during the period from September 2005 to November 2006 and the technical planning vice president of CITIC Seram Energy Limited during the period from December 2006 to February 2010. During the period from April 2010 to July 2011, Mr. Chen was an executive director of Vitar International Holdings Limited (now known as L’sea Resources International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 195). Since December 2011, Mr. Chen has been chief executive officer & executive director of China Natural Investment Company Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8250). Mr. Chen has accumulated around 20 years of working experience in petroleum exploration and development.

Save as disclosed above, Mr. Chen has not held directorship in any other listed companies in Hong Kong in the last three years. He has not held any other position with the Company or other members of the Group. Mr. Chen does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between the Company and Mr. Chen. He has no fixed term of service with the Company. He will be entitled to directors’ fee to be determined by the Remuneration Committee of the Company with reference to his duties and responsibility in the Company and the market benchmark.

Mr. Cheung Sheung, aged 60, is currently an executive director of China Oil and Gas Group, a company listed on the Main Board of the Stock Exchange (stock code: 603) from 2006. Mr. Cheung was the deputy chairman and an executive director of Sino Union Energy Investment Group Limited (now known as “Yanchang Petroleum International Limited”), a company listed on the Main Board of the Stock Exchange (stock code: 346). Mr. Cheung had been the chairman of each of Wah Chung (HK) Limited, Henan Shenghua Petrochemical Co., Ltd. and Liaoning Xinmin Petroleum Company Limited during the period between 1993 and 2004. Mr. Cheung worked in Qilu Petrochemical Refinery, Shengli Oilfield Company, and Zhongyuan Oilfield Company of China National Petroleum Corporation (“CNPC”) and has been a management economist of CNPC during the period between 1969 and 1993. Mr. Cheung is currently a visiting lecturer of Jiangxi University of Finance and Economics, the vice president of Hong Kong General Association of International Investment and the deputy director of China Petroleum Business Council.

Save as disclosed above, Mr. Cheung has not held directorship in any other listed companies in Hong Kong in the last three years. He has not held any other position with the Company or other members of the Group. Mr. Cheung does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between the Company and Mr. Cheung. He has no fixed term of service with the Company. He will be entitled to directors’ fee to be determined by the Remuneration Committee of the Company with reference to his duties and responsibility in the Company and the market benchmark.

Non Executive Directors

Mr. Gao Shi Kui, aged 61, has over 40 years' experience in the areas of exploration, development, production and sales of crude oil and has held various senior positions in companies engaged in these fields such as 中國石油勘探開發有限公司 (China Petroleum Exploration Development Company Limited, being its unofficial English translation) and 中國海洋石油南海東部有限公司 (China Ocean Petroleum South East Company Limited, being its unofficial English translation). He was the managing director of China Everbright Petroleum (International) Limited and China Everbright Petroleum Exploration & Investment Co., Ltd. during November 1998 to December 2007. Mr. Gao was also one of the vice chairman of China Guangdong Petroleum Society and the deputy chairman of China Chamber of Commerce for Petroleum Industry. From 2008 to 2011, he acted as the president of Sysmoto Group Limited and concurrently held the position of chief executive officer of Beijing Sysmoto Joyful Multimedia Co., Ltd. ("Beijing Sysmoto"), a subsidiary of Sysmoto Group Limited. He has been appointed as non-executive director of China Netcom Technology Holdings Limited, a company listed in the Growth Enterprises Market of the Stock Exchange (stock code: 8071), since November 2012.

Save as disclosed above, Mr. Gao has not held directorship in any other listed companies in Hong Kong in the last three years. He has not held any other position with the Company or other members of the Group. Mr. Gao does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between the Company and Mr. Gao. He has no fixed term of service with the Company. He will be entitled to directors' fee to be determined by the Remuneration Committee of the Company with reference to his duties and responsibility in the Company and the market benchmark.

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 Kowloon Room I, Kowloon Shangri-La, Hong Kong, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 10 January 2014 at 2:00 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 year ended 30 June 2013.
2.
 - (A) To re-elect Mr. Yeung Ka Sing, Carson as an executive director;
 - (B) To re-elect Mr. Chan Shun Wah as an executive director;
 - (C) To re-elect Mr. Charlie Penn as an executive director;
 - (D) To re-elect Mr. Chen Liang as an executive director;
 - (E) To re-elect Mr. Cheung Shing as an executive director;
 - (F) To re-elect Mr. Gao Shi Kui as an independent non-executive director;
 - (G) To authorise the board of directors to fix the remuneration of the directors.
3. To appoint JH CPA Alliance 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
Yeung Ka Sing, Carson
Executive Director and Chairman

Hong Kong, 13 December 2013

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. Peter Pannu, Mr. Ma Shui Cheong, Mr. Chan Shun Wah, Mr. Cheung Kwai Nang, Mr. Charlie Penn, Mr. Chen Liang and Mr. Cheung Shing, all being executive directors; Mr. Wong Ka Chun, Carson and Mr. Gao Shi Kui, all being independent non-executive directors.