



# BIRMINGHAM INTERNATIONAL HOLDINGS LIMITED

## 伯明翰環球控股有限公司

(Incorporated in the Cayman Island with limited liability)

(Stock Code: 2309)

Website: <http://www.irasia.com/listco/hk/birminghamint/index.htm>

### FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 5 FEBRUARY 2014

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being a member of Birmingham International Holdings Limited (the “Company”) and the registered holder(s) of \_\_\_\_\_  
shares<sup>2</sup> of HK\$0.01 each in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING,  
or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote and act for me/us at the extraordinary general meeting (and at any adjournment thereof) of the Company (the  
“Meeting”) to be held at Kowloon Room, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday,  
5 February 2014 at 2 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the resolutions set out  
in the notice convening the Meeting (the “Notice”) and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our  
name(s) in respect of the resolution as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 17 January 2014 unless the context requires otherwise.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve, confirm and ratify the Placing Agreement and the transactions contemplated thereunder, including allotment and issue of the Placing Shares.		
2.	To approve, confirm and ratify the First CB Subscription Agreement, as amended from time to time, and the transactions contemplated thereunder, including but not limited to the issue of the First Convertible Bond and the allotment and issue of the Shares upon exercise of the conversion rights attaching to the First CB.		
3.	To approve, confirm and ratify the Second CB Subscription Agreement, as amended from time to time, and the transactions contemplated thereunder, including but not limited to the issue of the Second Convertible Bond and the allotment and issue of the Shares upon exercise of the conversion rights attaching to the Second CB.		
4.	To approve, confirm and ratify the Deed of Novation and the transactions contemplated thereunder.		
5.	To approve, confirm and ratify the Debt Capitalisation Agreement and the transactions contemplated thereunder and to authorise the Directors to allot and issue the Debt Conversion Shares.		
6.	To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the issue of the Debt Convertible Bond and the allotment and issue of the Debt Conversion Shares upon exercise of the conversion rights attaching to the Debt Convertible Bond.		
7.	To approve the increase of authorised share capital of the Company from HK\$100,000,000 to HK\$500,000,000 by the creation of an additional 40,000,000,000 new Shares; and to authorise any director of the Company to do all such acts and things and to sign and execute all such documents, instruments and agreements as he/she may consider necessary, desirable or expedient to give effect to the increase of authorised share capital.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature<sup>5</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, 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 no later than 48 hours before the appointed time for the holding of the Meeting (or at any adjournment thereof).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.