
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 (Receivers Appointed), you should at once hand this circular, together with the enclosed form of proxy to the purchaser or transferee or to the bank, 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

(Receivers Appointed)

(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 (Receivers Appointed) to be held at Taichi Room, Unit 3810, 38/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 29 December 2015 at 3:00 p.m. is set out on pages 16 to 20 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 Level 22, Hopewell Centre, 183 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.

27 November 2015

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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 Taichi Room, Unit 3810, 38/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 29 December 2015 at 3:00 p.m. to consider and, if appropriate, to approve the resolutions as set out in the Notice |
| “Articles of Association” | the articles of association of the Company, as amended, modified or otherwise supplemented from time to time |
| “Board” | the Board of Directors |
| “Company” | Birmingham International Holdings Limited (Receivers Appointed), 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 |
| “close associates” | shall have the meaning ascribed to it under the Listing Rules |
| “core 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 |
| “Hong Kong” | the Hong Kong Special Administrative Region |
| “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 |
| “Latest Practicable Date” | 26 November 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular |

DEFINITIONS

| | |
|----------------------|--|
| “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 16 to 20 of this circular |
| “Receivers” | Messrs Stephen Liu Yiu Keung, David Yen Ching Wai and Koo Chi Sum all of Ernst & Young Transactions Limited of 62nd Floor, One Island East, 18 Westlands Road, Island East, Hong Kong |
| “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 |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent |

LETTER FROM THE BOARD



BIRMINGHAM INTERNATIONAL HOLDINGS LIMITED 伯明翰環球控股有限公司

(Receivers Appointed)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2309)

Executive Directors:

Mr. Liu Yiu Keung Stephen

Mr. Yen Ching Wai David

Ms. Koo Chi Sum

Independent Non-executive Directors:

Mr. Cheung Yuk Ming

Mr. Law Pui Cheung

Mr. Lai Hin Wing Henry Stephen

Mr. Wong Ka Chun, Carson (suspended)

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:*

Room 1200, 12th Floor

Wing On Centre

111 Connaught Road Central

Sheung Wan, Hong Kong

27 November 2015

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; and (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 16 to 20 of this circular.

GENERAL MANDATE TO ISSUE SHARES

Issue Mandate

At the annual general meeting of the Company held on 6 January 2015 (the “**2014 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 “**2014 Issue Mandate**”). As at the date of passing such resolutions, there were a total of 9,681,086,733 Shares in issue and thus the Directors were authorised to issue and allot 20% thereof, being 1,936,217,346 Shares under the 2014 Issue Mandate. As at the Latest Practicable Date, no shares were issued under the 2014 Issue Mandate. The 2014 Issue 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.

In addition, a separate ordinary resolution will further be proposed for extending the Issue Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate (the “**Extended Issue Mandate**”). Details on the Repurchase Mandate are further elaborated below.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had an aggregate of 9,681,086,733 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 1,936,217,346 new Shares, being 20% of the Shares in issue as at the Latest Practicable Date.

GENERAL MANDATE TO REPURCHASE SHARES

Repurchase Mandate

At the 2014 AGM, an ordinary resolution was passed by the Shareholders granting a general mandate to repurchase Shares (the “**2014 Repurchase Mandate**”) to the Directors. The 2014 Repurchase Mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange 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 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.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 968,108,673 Shares.

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.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Mr. Liu Yiu Keung Stephen, Mr. Yen Ching Wai David, Ms. Koo Chi Sum, Mr. Cheung Yuk Ming, Mr. Law Pui Cheung, Mr. Lai Hin Wing Henry Stephen and Mr. Wong Ka Chun, Carson (suspended). Pursuant to Articles 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 and Mr. Cheung Yuk Ming, Mr. Law Pui Cheung, Mr. Lai Hin Wing Henry Stephen and Mr. Wong Ka Chun, Carson (suspended) (collectively, the “**Retiring Directors**”) shall retire from office as Directors by rotation at the AGM, and being eligible pursuant to the Articles of Association, will offer themselves for re-election at the AGM.

Mr. Cheung Yuk Ming, Mr. Law Pui Cheung and Mr. Lai Hin Wing Henry Stephen (collectively, the “**Rotation Directors**”), and Mr. Wong Ka Chun, Carson (suspended) all being Independent Non-executive Directors eligible for re-election at the AGM pursuant to the Articles of Association, have made confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that they meet the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Particulars of each of the Retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

ANNUAL GENERAL MEETING

The Notice is set out on pages 16 to 20 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 Level 22, Hopewell Centre, 183 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.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

LETTER FROM THE BOARD

Voting

Pursuant to Rule 13.39(4) of the Listing Rules and Article 67 of the Articles of Association, a resolution put to the vote of a general meeting is to be decided by way of a poll.

An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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 proposed re-election of the Rotation Directors are all in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolutions in respect of the Issue Mandate, the Repurchase Mandate and the re-election of the Rotation Directors as set out in the Notice on pages 16 to 20 of this circular.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

For and on behalf of
Birmingham International Holdings Limited
(Receivers Appointed)
Liu Yiu Keung Stephen
Executive Director and Chairman

This Appendix serves as an explanatory statement as required by the Listing Rules to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised of 9,681,086,733 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 968,108,673 Shares during the period up to the next annual general meeting in 2016 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 (2013 Revision) (as amended) of the Cayman Islands 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 laws of the Cayman Islands and/or any other applicable laws, as the case may be 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 and subject to the provisions of the laws of the Cayman Islands and/or any other applicable laws, as the case may be 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 2015) 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 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. 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**") beneficially held an aggregate of 2,700,000,000 Shares, representing approximately 27.89% of the issued share capital of the Company. In the opinion of the Directors, in the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM, the shareholding of Mr. Yeung will be increased to approximately 31% of the issued share capital of the Company. In the opinion of the Directors, such increase will give rise to Mr. Yeung an obligation to

make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any other consequences which will give rise under the Takeovers Code as a result of the exercise of the power in full under the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

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% of the total number of issued shares of the Company, being the minimum public float requirement under the Listing Rules.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any close 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 core connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has any core connected person of the Company, undertaken not to sell any of the Shares held by him/her to the Company in the event that the Repurchase Mandate is passed.

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 were as follows:

| Month | Highest Price (HK\$) | Lowest Price (HK\$) |
|--|---------------------------------|--------------------------------|
| 2014 | | |
| December | 0.084** | 0.065** |
| 2015 | | |
| January | —* | —* |
| February | —* | —* |
| March | —* | —* |
| April | —* | —* |
| May | —* | —* |
| June | —* | —* |
| July | —* | —* |
| August | —* | —* |
| September | —* | —* |
| October | —* | —* |
| November (up to the latest Practicable Date) | —* | —* |

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

** At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 10:21 a.m. on 4 December 2014.

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**Independent Non-executive Directors**

Mr. Cheung Yuk Ming (“Mr. Cheung”), aged 62, holds a Master Degree in Business Administration awarded by the University of East Asia, Macau in 1987 and completed courses on construction management, New York bar exam, development and financing in the mining industry, petroleum economics and petroleum risk management conducted by the China University of Geosciences in Beijing, the School of Law of the Pace University in New York, the Institute of Civil Engineering Surveyors (United Kingdom) and other associations. Mr. Cheung is a member of the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”), the Hong Kong Institute of Bankers, the Institute of Internal Auditors (United States), the Institute of Chartered Accountants (England and Wales), the Chartered Institute of Arbitrators (United Kingdom), the Institute of Construction Claims Practitioners and the Hong Kong Securities Institute. Mr. Cheung is also a member of several trade associations including the Construction Management Association of America, the Society of Construction Law (Hong Kong) and the Canadian Institute of Mining, Metallurgy and Petroleum.

Since January 2005, Mr. Cheung has been appointed as an executive director of Lawrence Chartered Accountants Limited. Mr. Cheung had been appointed as an Independent Non-executive Director of Metallurgical Corporation of China Ltd., a state-owned enterprise, a company listed on the Stock Exchange (stock code: 1618) since 2009 and retired together with four other directors in October 2014 on change of the board membership under Chinese corporate governance regulation.

Mr. Cheung had been an Independent Non-executive Director of EPI (Holdings) Limited, a company listed on the Stock Exchange (stock code: 689) since June 2011 and retired in July 2013 on change of executive management of the company. From March 2010 up to the present, Mr. Cheung has been an Independent Non-executive Director of TravelSky Technology Limited, a company listed on the Stock Exchange (stock code: 696), a state-owned enterprise, and as the chairman of its audit committee and member of its remuneration and evaluation committee.

Mr. Cheung 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. If Mr. Cheung is re-elected, 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.

As at the Latest Practicable Date, other than the relationship arising from his being an Independent Non-executive Director of the Company, Mr. Cheung is not related to any directors, senior management or substantial or controlling Shareholders of the Company. Save as disclosed above, Mr. Cheung has not held directorship in any other listed companies in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Cheung does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, the Board is not aware of any matter in relation to the re-election of Mr. Cheung that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and any other matter that needs to be brought to the attention of the Shareholders.

Mr. Law Pui Cheung (“Mr. Law”), aged 59, was admitted as a fellow member of the HKICPA in 1993, a fellow member of The Chartered Association of Certified Accountants in 1990, a fellow member of the Hong Kong Institute of Directors in 2011, an associate member of the Institute of Chartered Accountants in England & Wales (the “ICAEW”) in 2005 and subsequently as a fellow member of the ICAEW in 2015, a member of Macau Society of Certified Practising Accountants in 1995 and a fellow member of the Hong Kong Securities and Investment Institute in 2015. Mr. Law is currently a holder of practicing certificate issued by the HKICPA. Mr. Law is currently a partner of Li, Tang, Chen & Co.

Mr. Law 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. If Mr. Law is re-elected, 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.

As at the Latest Practicable Date, other than the relationship arising from his being an Independent Non-executive Director of the Company, Mr. Law is not related to any directors, senior management or substantial or controlling Shareholders of the Company. Save as disclosed above, Mr. Law has not held directorship in any other listed companies in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Law does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, the Board is not aware of any matter in relation to the re-election of Mr. Law that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and any other matter that needs to be brought to the attention of the Shareholders.

Mr. Lai Hin Wing Henry Stephen (“Mr. Lai”), aged 58, is a solicitor and partner of P. C. Woo & Co. practising in the legal field for more than 30 years. Mr. Lai is also a notary public; China-Appointed Attesting Officer; civil celebrant of marriages; member of the Securities and Futures Appeals Tribunal; member of the Notaries Public Disciplinary Tribunal Panel; member of the Consents Committee of The Law Society of Hong Kong; member of the Association of China-Appointed Attesting Officers Limited Disciplinary Tribunal Panel; Director of Ebenezer School & Home for the Visually Impaired; chairman of the Appeal Tribunal Panel (Buildings); non-executive director of Winfull Group Holdings Limited, a company listed on the Stock Exchange (stock code: 183); member of Hunan Committee of Chinese People’s Political Consultative Conference; director of the Hong Kong Hunan Chamber of Commerce Limited; executive council member of the Hunan Overseas Friendship Association; past chairman (2008 – 2009) and current vice chairman of the Hong Kong Chinese Orchestra Limited; and honorary legal advisor of the Youth Diabetes Action; honorary legal advisor of Stroke Fund; chairman, fellow member and chairman of the Corporate Governance Committee of the Hong Kong Institute of Directors; legal advisor of Qi Chuang (Hong Kong) Social Services Network; member of the Hong Kong Professionals and Senior Executives Association and member of the Audit Committee of Hang Seng Management College.

Mr. Lai 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. If Mr. Lai is re-elected, 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.

As at the Latest Practicable Date, other than the relationship arising from his being an Independent Non-executive Director of the Company, Mr. Lai is not related to any directors, senior management or substantial or controlling Shareholders of the Company. Save as disclosed above, Mr. Lai has not held directorship in any other listed companies in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Lai does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, the Board is not aware of any matter in relation to the re-election of Mr. Lai that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and any other matter that needs to be brought to the attention of the Shareholders.

Mr. Wong Ka Chun, Carson (“Mr. Wong”) (suspended), aged 37, has substantial experience in auditing and financial accounting experiences. Mr. Wong is a member of the American Institute of Certified Public Accountants. Mr. Wong holds a Bachelor degree in Economics from Simon Fraser University and a Diploma in Financial Management from British Columbia Institution of Technology.

Mr. Wong has been suspended from his duties as an Independent Non-executive Director, the chairman of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company, all with effect from 9 March 2015 pursuant to the powers exercised by the Receivers under an Order granted by the Court on 16 February 2015.

Mr. Wong 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. If Mr. Wong is re-elected, he is entitled to a director’s 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.

On 1 August 2008, Mr. Wong was appointed as executive director of Chinese Energy Holdings Limited (“**Chinese Energy**”) whose shares are listed and traded on the Growth Enterprise Market of Hong Kong. On 4 February 2013, Mr. Wong resigned as executive director from Chinese Energy.

Save as disclosed above, Mr. Wong has not held directorship in any other listed companies in Hong Kong or overseas in the last three years. Mr. Wong is not related to any directors, senior management or substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Wong does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, the Board is not aware of any matter in relation to the re-election of Mr. Wong that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and any other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



BIRMINGHAM INTERNATIONAL HOLDINGS LIMITED 伯明翰環球控股有限公司

(Receivers Appointed)

(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 (Receivers Appointed) (the “**Company**”) will be held at Taichi Room, Unit 3810, 38/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 29 December 2015 at 3:00 p.m. (or any adjournment thereof) to consider and, if thought fit, transact the following ordinary business:

1. To receive, consider and adopt the audited consolidated financial statements, the report of the directors of the Company and the report of the auditor of the Company for year ended 30 June 2015.
2.
 - (A) To re-elect Mr. Cheung Yuk Ming as an Independent Non-executive Director of the Company;
 - (B) To re-elect Mr. Law Pui Cheung as an Independent Non-executive Director of the Company;
 - (C) To re-elect Mr. Lai Hin Wing Henry Stephen as an Independent Non-executive Director of the Company;
 - (D) To re-elect Mr. Wong Ka Chun, Carson (suspended) as an Independent Non-executive Director of the Company;
 - (E) To authorise the Board of Directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the Board of Directors of the Company to fix its 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, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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) above 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) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of the subscription rights under the share option scheme of the Company; or (iv) 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

NOTICE OF ANNUAL GENERAL MEETING

(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;
- (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) Subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) 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) above 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

NOTICE OF ANNUAL GENERAL MEETING

(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;
- (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 numbered 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 numbered 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 numbered 4A above.”

For and on behalf of
Birmingham International Holdings Limited
(Receivers Appointed)
Liu Yiu Keung Stephen
Executive Director and Chairman

Hong Kong, 27 November 2015

NOTICE OF ANNUAL GENERAL MEETING

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 Level 22, Hopewell Centre, 183 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 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. Liu Yiu Keung Stephen, Mr. Yen Ching Wai David and Ms. Koo Chi Sum, all being Executive Directors and Joint and Several Receivers of the Company appointed pursuant to an Order of the High Court of Hong Kong dated 16 February 2015; Mr. Cheung Yuk Ming, Mr. Law Pui Cheung, Mr. Lai Hin Wing Henry Stephen and Mr. Wong Ka Chun, Carson (suspended), all being Independent Non-executive Directors.
- (5) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.