



# 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)

### FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING (THE "EGM") TO BE HELD ON MONDAY, 29 AUGUST 2016

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being a member of Birmingham International Holdings Limited (Receivers Appointed) (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 EGM, or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to vote and act for me/us at the EGM (and at any adjournment thereof) of the Company be held at Taichi Room, Unit 3810, 38/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 29 August 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the resolutions set out in the notice convening the EGM dated 5 August 2016 (the "Notice") and at such EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 5 August 2016.

SPECIAL RESOLUTION		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve the Capital Reorganisation and the matters contemplated thereunder and to authorise any one Director to do all things and sign all documents as he/she may consider appropriate and desirable to effect and implement the matters approved by this special resolution and to issue new share certificates in respect of the New Shares to holders of the existing shares of the Company pursuant to the Share Consolidation and the Capital Reduction (details of the resolution are contained in resolution no. 1 of the Notice).		
ORDINARY RESOLUTION			
2.	Subject to the fulfilment of the conditions as set out in the Notice (if applicable), to approve and/or confirm and/or ratify (as the case may be), and to authorise any one Director to take all steps necessary, appropriate, desirable or expedient in his/her opinion to approve and implement and/or give effect to, the Open Offer, the Underwriting Agreement, the Share Subscription Agreement, the New CN Subscription Agreement, the special deals consisting of the CY Settlement Agreement, the UC Settlement Agreement, the PP Settlement Agreement, and the Debt Undertaking and the Whitewash Waiver and all transactions and/or matters contemplated thereunder (details of the resolution are contained in resolution no. 2 of the Notice).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

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

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the Chairman is preferred, strike out "the Chairman of the EGM" 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.**
4. **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 EGM other than those referred to the Notice convening the EGM.
5. 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.
6. 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.
7. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the appointed time for the holding of the EGM (or at any adjournment thereof).
8. A proxy need not be a member of the Company but must attend the EGM in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM if you so wish and in such event, this form of proxy shall be deemed to be revoked.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM (the 'Purposes'). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.