



# 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)

### FORM OF PROXY

Form of proxy for use by shareholders at the annual general meeting of Birmingham International Holdings Limited (the "Company") (and at any adjournment thereof) to be held on Friday, 30 December 2016 (the "AGM")

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being 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 AGM (and at any adjournment thereof) to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 30 December 2016 at 10:30 a.m. to consider if thought fit, pass the resolution set out in the notice convening the AGM (the "Notice") and at such AGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the auditor for the year ended 30 June 2016.		
2.	(i) To re-elect Mr. Zhao Wenqing as an Executive Director of the Company.		
	(ii) To re-elect Mr. Sue Ka Lok as an Executive Director of the Company.		
	(iii) To re-elect Ms. Chan Yuk Yee as an Executive Director of the Company.		
	(iv) To re-elect Mr. Yiu Chun Kong as an Executive Director of the Company.		
	(v) To re-elect Mr. Zhu Kai as an Executive Director of the Company.		
	(vi) To re-elect Mr. To Yan Ming, Edmond as an Independent Non-executive Director of the Company.		
	(vii) To re-elect Mr. Pun Chi Ping as an Independent Non-executive Director of the Company.		
	(viii) To re-elect Ms. Leung Pik Har, Christine as an Independent Non-executive Director of the Company.		
	(ix) To authorise the Board of Directors to fix the directors' remuneration.		
3.	To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the Board of Directors to fix its remuneration.		
4.	(i) To grant a general mandate to the directors of the Company to allot, issue and deal with the Company's shares, in terms as set out in ordinary resolution 4(A) in the Notice.		
	(ii) To grant a general mandate to the directors of the Company to repurchase its own shares, in terms as set out in ordinary resolution 4(B) in the Notice.		
	(iii) To approve the extension of the general mandate to be granted to the directors of the Company to allot, issue and deal with the Company's shares, in terms as set out in ordinary resolution 4(C) in the Notice.		
5.	To approve the termination of the existing share option scheme and the adoption of the new share option scheme, in terms as set out in ordinary resolution 5 in 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). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out "the CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the Notice convening the AGM.
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 the purpose seniority will be determined by the order in which the names stand in the register of members.
7. This form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM, and in default the form of proxy shall not be treated as valid.
8. The completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) should you so wish.
9. The proxy need not be a member of the Company.

#### 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 AGM of the Company (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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Tengis Limited at the above address.