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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Birmingham Sports Holdings Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the licensed securities dealer, or to the bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**BIRMINGHAM SPORTS HOLDINGS LIMITED****伯明翰體育控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 2309)****GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES,
REFRESHMENT OF THE SCHEME MANDATE LIMIT,
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular, unless the context otherwise requires.

A notice convening the AGM to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 31 December 2019 at 10:30 a.m. or any adjournment thereof is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

27 November 2019

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 31 December 2019 at 10:30 a.m. or any adjournment thereof
“AGM Notice”	the notice for convening the AGM which is set out on pages AGM-1 to AGM-5 of this circular
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Audit Committee”	the audit committee of the Company
“Board”	the Board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Birmingham Sports Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) 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 People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the resolution for approving such mandate
“Latest Practicable Date”	21 November 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the resolution for approving such mandate
“Scheme Mandate Limit”	the maximum number of Share Options that may be granted by the Company pursuant to the Share Option Scheme which initially shall not in aggregate exceed 10% of the number of Shares in issue as at 30 December 2016 and thereafter, if refreshed, shall not in aggregate exceed 10% of the number of Shares in issue as at the date of approval of the refreshment of scheme mandate limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option(s)”	the share option(s) granted or to be granted under the Share Option Scheme
“Share Option Scheme”	the existing share option scheme adopted by the Company on 30 December 2016
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“Trillion Trophy”	Trillion Trophy Asia Limited, a company incorporated in the British Virgin Islands with limited liability and is a controlling Shareholder (as defined under the Listing Rules)
“%”	per cent

In the event of any inconsistency, the English text of this circular, the AGM Notice and the accompanying form of proxy shall prevail over the Chinese text.

LETTER FROM THE BOARD



BIRMINGHAM SPORTS HOLDINGS LIMITED

伯明翰體育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2309)

Executive Directors:

Mr. Zhao Wenqing (*Chairman*)
Mr. Huang Dongfeng (*Chief Executive Officer*)
Mr. Yiu Chun Kong
Mr. Hsiao Charng Geng
Dr. Guo Honglin

Registered Office:

4th Floor, Harbour Place
103 South Church Street
George Town, P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Non-executive Director:

Mr. Sue Ka Lok

Principal place of business

in Hong Kong:

31/F., Vertical Sq
No. 28 Heung Yip Road
Wong Chuk Hang
Hong Kong

Independent Non-executive Directors:

Mr. Pun Chi Ping
Ms. Leung Pik Har, Christine
Mr. Yeung Chi Tat

27 November 2019

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES,
REFRESHMENT OF THE SCHEME MANDATE LIMIT,
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for approving:

- (a) the grant of the Issue Mandate to the Directors;

LETTER FROM THE BOARD

- (b) the grant of the Repurchase Mandate to the Directors;
- (c) the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate;
- (d) the refreshment of the Scheme Mandate Limit; and
- (e) the re-election of Directors.

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

As the general mandates to issue Shares and to repurchase Shares granted by the Shareholders at the annual general meeting of the Company held on 28 December 2018 will lapse at the conclusion of the AGM, ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate and the Repurchase Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate. Details of these resolutions are contained in the AGM Notice.

As at the Latest Practicable Date, the Company had 17,710,022,508 shares in issue. Assuming that there is no change in the number of the issued Shares during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be allotted, issued and otherwise dealt with pursuant to the Issue Mandate will be 3,542,004,501 shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 1,771,002,250 shares.

An explanatory statement containing information relating to the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the Company at the annual general meeting of the Company held on 30 December 2016. The purpose of the Share Option Scheme is to enable the Company to provide participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

Pursuant to the terms of the Share Option Scheme and in compliance with Chapter 17 of the Listing Rules, the maximum number of Shares which may be issued upon the exercise of all the share options granted or to be granted under the Share Option Scheme or any other share option schemes of the Company must not, in aggregate, exceed 629,315,467 shares, being 10% of the Shares in issue as at 30 December 2016. According to the terms of the Share Option Scheme, the Company may seek prior approval from the Shareholders to refresh the Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the date of such Shareholders' approval. As at the Latest Practicable Date, no refreshment of the total number of Shares which may be issued under the Share Option Scheme has been sought by the Company.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the number of Shares that will fall to be issued upon exercise of the outstanding Share Options were 334,020,618 shares and the following table sets forth the details in relation to the Share Option Scheme:

Name or category of participant	Exercise price per share at the time of grant <i>HK\$</i>	Adjusted exercise price per share due to rights issue ^(Note) <i>HK\$</i>	Granted on 6 December 2018	Number of Share Options		Adjustment to number of Share Options due to rights issue ^(Note)	Outstanding as at the Latest Practicable Date
				Lapsed/ cancelled	Exercised		
Directors:							
Mr. Zhao Wenqing	0.1084	0.09736	60,000,000	–	–	6,804,124	66,804,124
Mr. Huang Dongfeng	0.1084	0.09736	60,000,000	–	–	6,804,124	66,804,124
			120,000,000	–	–	13,608,248	133,608,248
Employees	0.1084	0.09736	180,000,000	–	–	20,412,370	200,412,370
			<u>300,000,000</u>	<u>–</u>	<u>–</u>	<u>34,020,618</u>	<u>334,020,618</u>

Note: As a result of the rights issue which was completed on 23 April 2019, the number of Shares that will fall to be issued upon exercise of the outstanding Share Options were adjusted and increased by 34,020,618 shares. The exercise price of the outstanding Share Options were also adjusted accordingly. For further details of the rights issue, please refer to the announcements of the Company dated 18 April 2019 and 28 February 2019 and the prospectus of the Company dated 27 March 2019.

The Company has granted a total of 334,020,618 Share Options, representing approximately 53.08% of the existing Scheme Mandate Limit, since 30 December 2016, out of which none have lapsed, cancelled or exercised, and 334,020,618 Share Options remained outstanding, representing approximately 53.08% of the existing Scheme Mandate Limit, (with right to subscribe for 334,020,618 Shares, representing approximately 1.89% of the Shares in issue as at the Latest Practicable Date). As at the Latest Practicable Date, the number of Share Options not yet granted under the Scheme Mandate Limit of the Share Option Scheme was 295,294,849, representing approximately 1.67% of the Shares in issue.

If the refreshment of the Scheme Mandate Limit is approved by the Shareholders at the AGM, based on 17,710,022,508 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued by the Company from the Latest Practicable Date up to and including the date of the AGM, the Company will be allowed to grant further Share Options under the Share Option Scheme of up to a total of 1,771,002,250 Share Options, representing 10% of the Shares in issue as at the date of passing the resolution (i.e. the date of the AGM). Share Options previously granted under the Share Option Scheme (including those outstanding, lapsed, cancelled or exercised in accordance with the Share Option Scheme) will not be counted for the purpose of calculating the Scheme Mandate Limit as “refreshed”. As at the Latest Practicable Date, apart from the Share Option Scheme, the Company had no other share option scheme currently in force.

LETTER FROM THE BOARD

Pursuant to the terms of the Share Option Scheme and in accordance with the relevant provisions of Chapter 17 of the Listing Rules, the limit on the number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time must not exceed 30% of the Shares in issue from time to time. No share options may be granted under the Share Option Scheme or any other share option schemes of the Company if it will result in the aforesaid 30% limit being exceeded. Assuming that the refreshment of Scheme Mandate Limit is approved, the maximum number of Shares which may be allotted and issued under the Share Option Scheme (including (i) the 1,771,002,250 additional Shares fall to be issued upon exercise of Share Options to be granted under the Share Option Scheme with the refreshed Scheme Mandate Limit and (ii) the 334,020,618 Shares that may be allotted and issued upon exercise in full of the subscription rights attaching to the outstanding Share Options granted under the Share Option Scheme) represents approximately 11.89% of the Shares in issue as at the Latest Practicable Date and accordingly, does not exceed the 30% limit as at the Latest Practicable Date.

The Directors consider that the Company should refresh the Scheme Mandate Limit so that the Company could have more flexibility to provide incentives to the eligible participants of the Share Option Scheme by way of granting Share Options to them to strive for the future development and success of the Group.

The Directors further consider that the refreshment of the Scheme Mandate Limit is in the interests of the Group and the Shareholders as a whole because it enables the Company to reward appropriately and motivate the eligible participants under the Share Option Scheme.

Pursuant to the Share Option Scheme, eligible participants of the Share Option Scheme comprise of (a) Directors (including Executive Directors, Non-executive Directors and Independent Non-executive Directors); (b) employees of the Group; and (c) any advisors, consultants, business partners, agents, customers, suppliers, service providers, contractors of any member of the Group or any company or other entity in which the Group or any member of it has a shareholding interest, who, in the sole discretion of the Board, has contributed or may contribute to the Group or any member of it.

At the AGM, an ordinary resolution will be proposed to the Shareholders to approve the proposed refreshment of the Scheme Mandate Limit so as to allow the Company to grant further Share Options under the Share Option Scheme for subscription of up to a total of 1,771,002,250 additional Shares, representing 10% of the Shares in issue as at the date of passing the resolution.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the passing of an ordinary resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the Share Options that may be granted under the refreshed Scheme Mandate Limit up to 10% of the Shares in issue as at the date of passing the relevant ordinary resolution (i.e. the date of the AGM).

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Application will be made by the Company to the Stock Exchange for the grant of the listing of, and permission to deal in, any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the Share Options that may be granted under the refreshed Scheme Mandate Limit (i.e. up to 10% of the Shares in issue as at the date of passing the relevant ordinary resolution).

RE-ELECTION OF DIRECTORS

In accordance with Article 86(3) of the Articles of Association, Dr. Guo Honglin and Mr. Yeung Chi Tat will hold office until the AGM and, being eligible, will offer themselves for re-election at the AGM.

In accordance with Articles 87(1) and 87(2) of the Articles of Association, Mr. Huang Dongfeng, Mr. Hsiao Charng Geng and Ms. Leung Pik Har, Christine will retire at the AGM by rotation and, being eligible, offer themselves for re-election at the AGM.

Biographical details of the Directors who are proposed to be re-elected at the AGM as required to be disclosed under Rule 13.51(2) of the Listing Rules are set out in Appendix II to this circular.

THE AGM

The AGM Notice at which ordinary resolutions will be proposed to approve, among others, the grant of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the refreshment of the Scheme Mandate Limit and the re-election of Directors is set out on pages AGM-1 to AGM-5 of this circular. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolution to be proposed at the AGM.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM pursuant to Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the above proposed resolutions referred to in this circular and the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions as set out in the AGM Notice.

RESPONSIBILITY OF THE DIRECTORS

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.

Yours faithfully,
On behalf of Board
Birmingham Sports Holdings Limited
Zhao Wenqing
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 17,710,022,508 shares in issue. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,771,002,250 shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its shareholders as a whole for the Directors to seek a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASE

Any repurchases will only be made out of funds of the Company legally available for the purposes in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules.

4. EFFECT OF EXERCISE OF THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 30 June 2019 (being the date to which the latest published audited consolidated financial statements of the Company have been made up) in the event that the Repurchase Mandate is exercised. 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 requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their respective close associates have any present intention, in the event that the proposed Repurchase Mandate is approved, to sell any Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the proposed Repurchase Mandate is approved.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to made repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. EFFECT OF THE 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. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued Shares:

Name	Number of Shares held/ interested	Approximate % of interest	
		As at the Latest Practicable Date	If the Repurchase Mandate is exercised in full
Trillion Trophy	5,425,000,000 <i>(Note (i))</i>	30.63%	34.03%
Ever Depot Limited ("Ever Depot")	4,539,161,000 <i>(Note (ii))</i>	25.63%	28.48%
Dragon Villa Limited ("Dragon Villa")	3,294,366,000 <i>(Note (iii))</i>	18.60%	20.67%

Notes:

- (i) Trillion Trophy is a wholly-owned subsidiary of Wealthy Associates International Limited which in turn is wholly-owned by Mr. Suen Cho Hung, Paul. Accordingly, Wealthy Associates International Limited and Mr. Suen Cho Hung, Paul are deemed to be interested in the 5,425,000,000 Shares held through Trillion Trophy under the SFO.
- (ii) Ever Depot is a wholly-owned subsidiary of Graticity Real Estate Development Co., Ltd. which in turn is wholly-owned by Mr. Vong Pech. Accordingly, Graticity Real Estate Development Co., Ltd. and Mr. Vong Pech are deemed to be interested in the 4,539,161,000 Shares held through Ever Depot under the SFO.
- (iii) Dragon Villa is wholly-owned by Mr. Lei Sutong. Accordingly, Mr. Lei Sutong is deemed to be interested in the 3,294,366,000 Shares held through Dragon Villa under the SFO.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of each of the above Shareholders in the Company would be increased to approximately the respective percentages as set out in the table above.

As at the Latest Practicable Date, Trillion Trophy was interested in more than 30% of the total number of issued Shares. In the event that the Directors exercised the Repurchase Mandate in full, the shareholding of Trillion Trophy would increase by more than 2% of the total number of issued Shares. As a result of the exercise of the Repurchase Mandate in full, Trillion Trophy would become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. It is not the present intention of the Directors to exercise the Repurchase Mandate in such manner so as to trigger off any general offer obligations.

As at the Latest Practicable Date, the existing public float of the Company was approximately 25.14%. Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of repurchase, the exercise of the Repurchase Mandate in whole will result in a public float of approximately 16.82% and less than 25% of total number of Shares in issue being held by the public as required by Rule 8.08 of the Listing Rules. The Directors, however, have no present intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

Save as aforesaid, the Directors are not aware of any other consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company in the six months before the Latest Practicable Date, whether on the Stock Exchange or otherwise.

9. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months before the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2018		
November	0.109*	0.077*
December	0.113*	0.088*
2019		
January	0.099*	0.080*
February	0.098*	0.084*
March	0.075	0.054
April	0.063	0.035
May	0.048	0.036
June	0.052	0.043
July	0.082	0.046
August	0.116	0.067
September	0.203	0.092
October	0.210	0.154
November (up to the Latest Practicable Date)	0.201	0.181

* unadjusted for the rights issue of the Company which was completed on 23 April 2019.

Details of the Directors who are proposed to be re-elected at the AGM are as follows:

(1) Mr. Huang Dongfeng (“Mr. Huang”), *Executive Director and Chief Executive Officer*

Mr. Huang, aged 60, joined the Company as an Executive Director and the Chief Executive Officer of the Company on 27 January 2017. Mr. Huang graduated with a major in management engineering from the Central South University of Technology (中南工業大學) (now known as Central South University) in the People’s Republic of China (the “PRC”) and is a senior economist. Prior to joining the Company, Mr. Huang was the company secretary (deputy general manager) of Jiangxi Copper Company Limited (stock code: 358), the shares of which is listed on the Main Board of the Stock Exchange, and was the director and general manager of its group companies. Mr. Huang has extensive experience in corporate management, corporate finance, merger and acquisition as well as strategies formulation, and has been awarded the Gold Medal Board Secretary Award (金牌董秘) by New Fortune Magazine (新財富雜誌).

Mr. Huang has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Huang is interested in 66,804,124 underlying Shares issuable Share Options granted by the Company to him, representing approximately 0.38% of the issued Shares.

Mr. Huang does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined under the Listing Rules).

Mr. Huang has entered into a service contract with a subsidiary of the Company. There is no specific length of service as stipulated under the said service contract. His term of service shall continue unless and until terminated by either party by giving to the other two months’ prior notice in writing. The directorship of Mr. Huang will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Huang is entitled to a remuneration of HK\$157,500 per month which has been recommended by the Remuneration Committee and approved by the Board with reference to the remuneration policy of the Company, prevailing market conditions and based on Mr. Huang’s qualifications, experience and his level of responsibilities undertaken. Mr. Huang may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee and the Board having regard to the Company’s and his performance. The remuneration of Mr. Huang will be subject to annual review by the Remuneration Committee and the Board. The director’s emoluments of Mr. Huang for the year ended 30 June 2019 amounted to approximately HK\$2,145,000.

Save as disclosed above, there is no other information of Mr. Huang that needs to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Mr. Huang’s re-election.

(2) **Mr. Hsiao Charng Geng** (“Mr. Hsiao”), *Executive Director*

Mr. Hsiao, aged 56, joined the Company as an Executive Director on 14 June 2017. Mr. Hsiao graduated from the Tamkang University in Taiwan with a Bachelor of Business in Banking and Finance degree. Prior to joining the Company, Mr. Hsiao held senior management positions in certain commercial banks. Mr. Hsiao has extensive experience in strategies formulation, corporate management, risk control and internal control in multinational corporations, and in financial institutions in particular.

Mr. Hsiao has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Mr. Hsiao did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Hsiao does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined under the Listing Rules).

Mr. Hsiao has entered into a service contract with a subsidiary of the Company. There is no specific length of service as stipulated under the said service contract. His term of service shall continue unless and until terminated by either party by giving to the other one months’ prior notice in writing. The directorship of Mr. Hsiao will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Hsiao is entitled to a remuneration of HK\$40,000 per month plus an annual accommodation allowance of up to HK\$420,000 which was recommended by the Remuneration Committee and approved by the Board with reference to the remuneration policy of the Company, prevailing market conditions and based on Mr. Hsiao’s qualifications, experience and his level of responsibilities undertaken. The remuneration of Mr. Hsiao will be subject to annual review by the Remuneration Committee and the Board. The director’s emoluments of Mr. Hsiao for the year ended 30 June 2019 amounted to HK\$940,000.

Save as disclosed above, there is no other information of Mr. Hsiao that needs to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Mr. Hsiao’s re-election.

(3) Dr. Guo Honglin (“Dr. Guo”), *Executive Director*

Dr. Guo, aged 51, joined the Company as an Executive Director on 3 May 2019. Dr. Guo graduated from Renmin University of China in the PRC and holds a Doctorate in Economics degree. Dr. Guo has served as the assistant lecturer, lecturer, associate professor and tutor of postgraduate of master degree in Renmin University of China and has been engaged as the assistant to the Principal and the chief of the office of human resources management, and the executive vice president of the School of Education of Renmin University of China. Before joining the Company, Dr. Guo was a part-time professor of the School of Education of Renmin University of China. Dr. Guo possesses extensive knowledge in education sector and has over 20 years of experience in institutional management, strategic development and human resources management. Dr. Guo is an independent director of Metro Land Corporation Ltd. (stock code: 600683), a company listed on the Shanghai Stock Exchange.

Save as disclosed above, Dr. Guo has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the Latest Practicable Date, Dr. Guo did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Dr. Guo does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined under the Listing Rules).

Dr. Guo has entered into a service contract with a subsidiary of the Company. There is no specific length of service as stipulated under the said service contract. His term of service shall continue unless and until terminated by either party by giving to the other two months' prior notice in writing. The directorship of Dr. Guo will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Dr. Guo is entitled to a remuneration of HK\$85,700 per month which has been recommended by the Remuneration Committee and approved by the Board with reference to the remuneration policy of the Company, prevailing market conditions and based on Dr. Guo's qualifications, experience and his level of responsibilities undertaken. Dr. Guo may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee and the Board having regard to the Company's and his performance. The remuneration of Dr. Guo will be subject to annual review by the Remuneration Committee and the Board. The director's emoluments of Dr. Guo for the year ended 30 June 2019 amounted to approximately HK\$171,400.

Save as disclosed above, there is no other information of Dr. Guo that needs to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Dr. Guo's re-election.

- (4) **Ms. Leung Pik Har, Christine** (“Ms. Leung”), *Independent Non-executive Director, Chairlady of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee*

Ms. Leung, aged 50, joined the Company as an Independent Non-executive Director on 15 October 2016, the Chairlady of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee. Ms. Leung holds a Bachelor of Business Administration degree from The Chinese University of Hong Kong. Ms. Leung has extensive experience in banking and financial services industries and had worked at several international financial institutions including Citibank, N.A. Hong Kong, Bank of America, Industrial and Commercial Bank of China (Asia) Limited and Fubon Bank (Hong Kong) Limited.

Ms. Leung is an independent non-executive director of EPI (Holdings) Limited (“EPI”) (stock code: 689), a company listed on the Main Board of the Stock Exchange.

Ms. Leung was an independent non-executive director of Enviro Energy International Holdings Limited (stock code: 1102), a company listed on the Main Board of the Stock Exchange until to 23 January 2018.

Save as disclosed above, Ms. Leung has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

Mr. Suen Cho Hung, Paul, the ultimate beneficial owner of Trillion Trophy, is the substantial shareholder of EPI of which Mr. Yiu Chun Kong (an Executive Director) and Mr. Sue Ka Lok (a Non-executive Director) are executive directors, and Ms. Leung and Mr. Pun Chi Ping (both Independent Non-executive Directors) are independent non-executive directors.

Save as disclosed above, Ms. Leung does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined under the Listing Rules).

As at the Latest Practicable Date, Ms. Leung did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Ms. Leung has entered into a letter of appointment with the Company, pursuant to which she has been appointed as an Independent Non-executive Director for a term of twelve-month period which automatically renews for successive twelve-month periods unless terminated by either party in writing prior to the expiry of the term. The directorship of Ms. Leung will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Ms. Leung is entitled to a director’s fee of HK\$16,000 per month which has been recommended by the Remuneration Committee and approved by the Board with reference to the remuneration policy of the Company, prevailing market conditions and based on Ms. Leung’s qualifications, experience and her level of responsibilities undertaken and the prevailing market conditions. The director’s fee of Ms. Leung will be subject to annual review by the Remuneration Committee and the Board. The director’s emoluments of Ms. Leung for the year ended 30 June 2019 amounted to HK\$201,000.

Save as disclosed above, there is no other information of Ms. Leung that needs to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Ms. Leung’s re-election.

- (5) **Mr. Yeung Chi Tat** (“Mr. Yeung”), *Independent Non-executive Director, Chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee*

Mr. Yeung, aged 50, joined the Company as an Independent Non-executive Director on 8 November 2019, the Chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee. Mr. Yeung holds a Master’s degree in Professional Accounting with distinction from The Hong Kong Polytechnic University and a Bachelor’s degree in Business Administration from The University of Hong Kong. He is a fellow of The Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants and a Senior International Finance Manager of the International Financial Management Association. Mr. Yeung worked at a major international accounting firm for over 10 years and then worked for various Hong Kong listed companies as financial controller and company secretary. He possesses extensive experience in auditing, corporate restructuring and corporate finance. Mr. Yeung is currently the Deputy President of the Hong Kong Independent Non-executive Director Association and a Certified Public Accountant (Practising) in Hong Kong.

Mr. Yeung is an independent non-executive director of Boer Power Holdings Limited (stock code: 1685), Sitoy Group Holdings Limited (stock code: 1023) and Guodian Technology & Environment Group Corporation Limited (stock code: 1296), and an independent director of New Hope Dairy Holdings Co., Ltd. (stock code: 002946). He was an independent non-executive director of ANTA Sports Products Limited (stock code: 2020) and Ta Yang Group Holdings Limited (stock code: 1991) until 1 June 2018 and 10 September 2017 respectively. All of the aforementioned companies with stock code are listed on the Main Board of the Stock Exchange except New Hope Dairy Holdings Co., Ltd., which is listed on the Shenzhen Stock Exchange.

Save as disclosed above, Mr. Yeung has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

Mr. Yeung does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined under the Listing Rules).

As at the Latest Practicable Date, Mr. Yeung did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Yeung has entered into a letter of appointment with the Company, pursuant to which he has been appointed as an Independent Non-executive Director for a term of twelve-month period which automatically renews for successive twelve-month periods unless terminated by either party in writing prior to the expiry of the term. The directorship of Mr. Yeung will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Yeung is entitled to a director’s fee of HK\$16,000 per month which has been recommended by the Remuneration Committee and approved by the Board with reference to the remuneration policy of the Company, prevailing market conditions and based on Mr. Yeung’s qualifications, experience and his level of responsibilities undertaken. The director’s fee of Mr. Yeung will be subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, there is no other information of Mr. Yeung that needs to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Mr. Yeung’s re-election.

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BIRMINGHAM SPORTS HOLDINGS LIMITED

伯明翰體育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2309)

NOTICE IS HEREBY GIVEN that an annual general meeting of Birmingham Sports Holdings Limited (the “Company”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 31 December 2019 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and of the auditor for the year ended 30 June 2019.
2. To re-elect the directors of the Company (the “Directors”) and to authorise the Board of Directors (the “Board”) to fix the remuneration of the Directors.
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, 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 during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements or options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);

 - (ii) the exercise of rights of subscription or conversion under terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares;

 - (iii) an exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees and/or consultants and/or advisers of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares; or

 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company (the “Articles of Association”) from time to time,shall not exceed 20% of the total number of Shares in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 or any applicable law of the Cayman Islands to be held; or

 - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting.

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“Rights Issue” means an offer of Shares, or issue of options, warrants or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares or any class of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of 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; or
 - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting.”

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6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

conditional upon the passing of the resolutions numbered 4 and 5 as set out in the notice convening this meeting (the “Notice”), the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to the said resolution numbered 4 as set out in the Notice be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted to the Directors pursuant to the resolution numbered 5 as set out in the Notice, provided that such number of Shares so repurchased shall not exceed 10% of the total number of Shares in issue as at the date of the said resolution.”

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the additional Shares to be issued pursuant to the exercise of options which may be granted under the share option scheme adopted by the Company on 30 December 2016 (the “Share Option Scheme”), the refreshment of the limit in respect of the granting of options to subscribe for shares under the Share Option Scheme be and is hereby approved, provided that:
- (i) the total number of shares in respect of which options may be granted under the Share Option Scheme shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (the “Refreshed Limit”);
 - (ii) options previously granted under the Share Option Scheme (including those outstanding, lapsed, cancelled or exercised in accordance with the terms of the Share Option Scheme) will not be counted for the purpose of calculating the Refreshed Limit;
- (b) the Directors be and are hereby unconditionally authorised to offer or grant options pursuant to the Share Option Scheme to subscribe for shares up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with the shares upon the exercise of such options; and

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- (c) such increase in the Refreshed Limit shall in no event result in the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company exceed 30% of the Shares in issue from time to time.”

By Order of the Board
Birmingham Sports Holdings Limited
Zhao Wenqing
Chairman

Hong Kong, 27 November 2019

Notes:

- (1) In order to qualify to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 23 December 2019.
- (2) Any member of the Company entitled to attend and vote at a meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company or at class meeting. A proxy need not be a member of the Company.
- (3) Where there are joint registered holders of any Share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders shall be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (4) The 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 returned to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting, and in default the form of proxy shall not be treated as valid. The completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting (or any adjournment thereof) should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) All resolutions set out in this notice will be decided by poll at the meeting.
- (6) In the event of any inconsistency, the English text of this notice shall prevail over the Chinese text.
- (7) As at the date of this notice, the Board comprises nine Directors, namely Mr. Zhao Wenqing (*Chairman*), Mr. Huang Dongfeng (*Chief Executive Officer*), Mr. Yiu Chun Kong, Mr. Hsiao Charng Geng and Dr. Guo Honglin as Executive Directors; Mr. Sue Ka Lok as Non-executive Director; Mr. Pun Chi Ping, Ms. Leung Pik Har, Christine and Mr. Yeung Chi Tat as Independent Non-executive Directors.