



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)

FORM OF PROXY

Form of proxy for use by shareholders at the extraordinary general meeting of Birmingham Sports Holdings Limited (the "Company") (or at any adjournment thereof) to be held on Thursday, 13 July 2023 (the "EGM")

I/W^e^(note 1) _____
of _____
being the registered holder(s) of _____ share(s)^(note 2) (the "Share(s)") of HK\$0.25 each in the capital of the Company, **HEREBY APPOINT THE CHAIRPERSON OF THE EGM**, or^(note 3) _____
of _____

as my/our proxy to vote and act for me/us and on my/our behalf at the EGM (or at any adjournment thereof) to be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 13 July 2023 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the EGM (the "Notice") and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below. Unless otherwise indicated, capitalised terms used in this form of proxy shall have same meanings as those defined in the Notice.

ORDINARY RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)
To approve, confirm and/or ratify: (a) the Share Purchase Agreement; (b) the deed of debt reorganisation to be entered into between the Company, ORIL and BCP; (c) the shareholders' agreement to be entered into between the Company, the Buyer and BCP; (d) the Operating Loan Agreement; (e) the share charge and security deed in relation to the Operating Loan Agreement to be entered into between the Company and the Security Agent; (f) the share charge and security deed in relation to the Operating Loan Agreement to be entered into between BCP and the Security Agent; (g) the escrow agreement in relation to the Operating Loan Agreement to be entered into between the Buyer, the Security Agent, BCP, BCFC and the Company; (h) the Company Loan Agreement; (i) the share charge and security deed in relation to the Company Loan Agreement to be entered into between the Buyer and the Company; (j) the uncommitted facility letter to be entered between BCP, the Company and the Buyer; and (k) the subordination deed to be entered into between, among others, BCP, BCFC, the Company, the Buyer and the Security Agent, and the respective transactions contemplated thereunder as set out in the Notice.		

Dated this _____ day of _____ 2023 Signature(s)^(note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
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 registered in your name(s).
3. If any proxy other than the chairperson of the EGM is preferred, please strike out "**THE CHAIRPERSON OF THE EGM, or**" and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his/her vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the EGM other than those referred to in the Notice.
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 (if any) 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 of the Company.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding 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 in person at the EGM (or at any adjournment thereof) should you so wish, and in such event, this form of proxy shall be deemed to be revoked.
10. The full text of the resolution appears in the Notice.
11. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

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 which provides administrative, computer and other services to us for use in connection with the Purposes and to such parties which 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.