

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Birmingham Sports Holdings Limited (the “Company”) will be held at Theatre R1, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 2 February 2023 at 4:00 p.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without modification, the following ordinary resolution:

ORDINARY RESOLUTION

1. **“THAT** subject to and conditional upon, (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below), and (ii) the compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Share Consolidation, with effect from the second business day immediately following the date on which this resolution is passed or the above conditions are fulfilled (whichever is later):
 - (a) every twenty-five (25) issued and unissued shares with a par value of HK\$0.01 each in the share capital of the Company (the “Existing Share(s)”) be consolidated into one (1) share with a par value of HK\$0.25 each (the “Consolidated Share(s)”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of shares contained in the memorandum and articles of association of the Company (the “Share Consolidation”) so that following the Share Consolidation, the authorised share capital of the Company will be changed from HK\$500,000,000 divided into 50,000,000,000 Existing Shares with a par value of HK\$0.01 each to HK\$500,000,000 divided into 2,000,000,000 Consolidated Shares with a par value of HK\$0.25 each;

- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “Director(s)”) may think fit; and
- (c) the Directors be and are hereby authorised generally to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to give effect to the Share Consolidation and the transactions contemplated thereunder.”

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

Hong Kong, 10 January 2023

Notes:

- (1) The register of members of the Company will be closed from Monday, 30 January 2023 to Thursday, 2 February 2023 (both days inclusive) for determining the identities of the shareholders entitled to attend and vote at the EGM. No transfer of shares will be registered during the above book closure period. In order to qualify for attending and voting at the EGM or any adjournment thereof, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with 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 later than 4:30 p.m. on Friday, 27 January 2023.
- (2) Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his or her proxy to attend and vote on his or her behalf. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
- (3) To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority 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 no later than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (4) Where there are joint holders of share(s) of the Company, any one of such holders may vote at the EGM either personally or by proxy in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the EGM personally or by proxy, that one of such holders so presents whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.

- (5) Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (6) As required under the Rules Governing the Listing of Securities on the Stock Exchange, the above resolution will be voted by way of poll.
- (7) If tropical cyclone warning No. 8 or above, or a “black rainstorm warning signal” is in effect any time after 7:00 a.m. on the date of the EGM, the EGM may be postponed in accordance with the articles of association of the Company. The Company will publish an announcement on the website of the Company at www.bshl.com.hk and the website of the Stock Exchange at www.hkexnews.hk on the “Latest Company Announcements” page to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
- (8) In the event of any inconsistency, the English text of this notice shall prevail over the Chinese text.
- (9) In line with the prevailing practices and guidelines on the prevention of coronavirus (“COVID-19”), depending on the development of COVID-19, special precautionary measures will be implemented by the Company at the EGM, which may include without limitation the following:
 - (i) compulsory body temperature screening;
 - (ii) mandatory use of self-prepared surgical face masks at all times during the attendance of the EGM;
 - (iii) no refreshments and corporate gifts will be provided to the attendees; and
 - (iv) other practical precautions which may include maintaining appropriate distancing and spacing at the venue, limiting the number of attendees at the EGM as may be necessary to avoid over-crowding.

Please be advised that anyone who has any flu-like symptoms or is subject to the mandatory quarantine order imposed by the Hong Kong Government will not be permitted to attend the EGM. Should any attendee refuse to comply with any of the abovementioned measures, the Company reserves the right to deny access of such attendee to the meeting venue.

In light of the present risks posed by the COVID-19 pandemic, and if such risks continue at the time of the EGM, the Company strongly encourages the Shareholders to exercise their right to appoint the chairperson of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures as appropriate.

- (10) As at the date of this notice, the Board comprises eight Directors, Mr. Zhao Wenqing (*Chairman*), Mr. Huang Dongfeng (*Chief Executive Officer*), Mr. Yiu Chun Kong and Dr. Guo Honglin as Executive Directors; Mr. Sue Ka Lok as Non-executive Director; and Mr. Pun Chi Ping, Ms. Leung Pik Har, Christine and Mr. Yeung Chi Tat as Independent Non-executive Directors.