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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 13 JULY 2023 AND COMPLETION OF THE SHARE PURCHASE AGREEMENT

References are made to the circular (the “Circular”) and the notice of extraordinary general meeting (the “EGM Notice”) of Birmingham Sports Holdings Limited (the “Company”) both dated 27 June 2023. Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the proposed ordinary resolution (the “Ordinary Resolution”) as set out in the EGM Notice was duly passed by the Independent Shareholders at the EGM held on Thursday, 13 July 2023 by way of poll.

As at the date of the EGM, the total number of Shares in issue was 771,559,941 Shares. As at the date of the EGM, Mr. Vong Pech and his associates (including Ever Depot Limited) held 181,566,440 Shares, representing approximately 23.53% of the issued share capital of the Company, were required to abstain and have abstained from voting on the Ordinary Resolution. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the Ordinary Resolution at the EGM was 589,993,501 Shares, representing approximately 76.47% of the Shares in issue. Save as aforesaid, (i) there were no Shares entitling any Shareholders to attend and abstain from voting in favour of the Ordinary Resolution at the EGM as set out in Rule 13.40 of the Listing Rules; and (ii) no Shareholders has stated their intention in the Circular to vote against or to abstain from voting on the Ordinary Resolution at the EGM.

Details of the poll results are set out as follows:

Ordinary Resolution <i>(Note)</i>	Number of votes (approximate %)	
	For	Against
To approve, confirm and/or ratify: (a) the Share Purchase Agreement; (b) the Deed of Debt Reorganisation; (c) the Shareholders' Agreement; (d) the Operating Loan Agreement; (e) the Company Charge; (f) the BCP Charge; (g) the Escrow Agreement; (h) the Company Loan Agreement; (i) the Buyer Charge; (j) the Uncommitted Facility Letter; and (k) the Subordination Deed, and the respective transactions contemplated thereunder as set out in the EGM Notice.	401,638,173 (99.99%)	23 (0.01%)

Note: Please refer to the EGM Notice for full text of the Ordinary Resolution.

As more than 50% of the votes were cast in favour of the Ordinary Resolution, the Ordinary Resolution was duly passed as ordinary resolution of the Company at the EGM.

Tricor Tengis Limited, the Company's branch share registrar and transfer office in Hong Kong, acted as the scrutineer for vote-taking at the EGM.

Other than Dr. Guo Honglin, all Directors attended the EGM either in person or by electronic means.

COMPLETION OF THE SHARE PURCHASE AGREEMENT

The Board is pleased to announce that all conditions precedent to the Share Purchase Agreement have been fulfilled and Completion took place on 13 July 2023 in accordance with the terms of the Share Purchase Agreement. At or before Completion, the Deed of Debt Reorganisation, the Shareholders' Agreement and the Finance Documents (except the Buyer Charge, which shall be entered into on or about the first utilisation date of the Company Loan Agreement) were entered into by the relevant parties.

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

Hong Kong, 13 July 2023

As at the date of this announcement, the Board comprises eight Directors, namely 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.