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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)

MAJOR AND CONNECTED TRANSACTION IN RELATION TO THE DISPOSAL OF INTERESTS IN A SUBSIDIARY; AND MAJOR AND CONNECTED TRANSACTION IN RELATION TO FINANCIAL ASSISTANCE

References are made to the announcement dated 9 May 2023 and supplemental announcement dated 30 May 2023 of Birmingham Sports Holdings Limited (the “Company”) in relation to, among other things, the disposal of approximately 24% issued share capital of BCP by the Group (the “Announcements”). Capitalised terms used herein shall bear the same meaning as those defined in the Announcements unless otherwise specified.

The Board is pleased to announce that BCFC has received a letter dated 2 June 2023 from the EFL, whereby the EFL has confirmed its approval, subject to certain conditions including BCFC operating within a budget submitted to the EFL, of the acquisition of control (as defined in the EFL Regulations) of BCFC by the Buyer.

The definition of “control” under the EFL Regulations is as follows:

““Control” means the power of a person to exercise, or to be able to exercise or acquire direct or indirect control over the policies, affairs and/or management of a Club, whether that power is constituted by rights or contracts (either separately or in combination) and having regard to the considerations of fact or law involved, and, without prejudice to the generality of the foregoing, Control shall be deemed to include:

- (a) the power (whether directly or indirectly and whether by the ownership of the share capital, by the possession of voting power, by contract or otherwise including without limitation by way of membership of any Concert Party) to appoint and/or remove all or such of the members of the board of directors of the Club as are able to cast a majority of the votes capable of being cast by the members of that board; and/or
- (b) the holding and/or possession of the beneficial interest in, and/or the ability to exercise the voting rights applicable to, shares or other securities in the Club (whether directly, indirectly (by means of holding such interests in one or more other Person(s)) or by contract or otherwise including without limitation by way of any Concert Party) which confer in aggregate on the holder(s) thereof 30 per cent or more of the total voting rights exercisable at general meetings of the Club.

For the purposes of the above any rights or powers of a Nominee for any person or of an Associate of any Person shall be attributed to that person.”

The Share Purchase Agreement is subject to the satisfaction of the Conditions Precedent as described in the Announcements. There is no assurance that any of such Conditions Precedent will be fulfilled. Therefore, the transactions contemplated under the Share Purchase Agreement may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares.

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

Hong Kong, 5 June 2023

In the event of inconsistency, the English text of this announcement shall prevail over the Chinese text.

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.