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## **BIRMINGHAM INTERNATIONAL HOLDINGS LIMITED** **伯明翰環球控股有限公司**

*(Receivers Appointed)*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2309)**

### **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE AND INSIDE INFORMATION AND CONTINUOUS SUSPENSION OF TRADING**

This announcement is made by the Receivers of Birmingham International Holdings Limited (the “**Company**”), together with its subsidiaries, pursuant to Rule 3.7 of the Takeovers Code, Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is made to the announcements (“**Announcements**”) of the Company dated 8 April 2015 and 8 May 2015 in relation to the possible restructuring and continuous suspension of trading. Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless otherwise specified.

#### **UPDATE ON POSSIBLE RESTRUCTURING**

The Receivers wish to update the Shareholders and potential investors that the definitive terms of the Offer are subject to further negotiation between the Receivers and the Potential Offeror and the discussions in respect of the Offer are still ongoing. The Receivers intend to enter into an exclusivity agreement with the Potential Offeror, a third party which is independent of and not connected with the Company and the connected person(s) of the Company, as soon as practicable. Save for the aforesaid, no formal proposal in respect of the Offer has been put forward to the Receivers as at the date of this announcement.

Further announcement(s) setting out the progress of the possible restructuring will be made as and when necessary in accordance with the Listing Rules and the Takeovers Code, and on a monthly basis in compliance with Rule 3.7 of the Takeovers Code until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or a decision not to proceed with the possible restructuring is made.

## **SECURING A FUNDING COMMITMENT**

As announced on 8 May 2015, the Company has accepted and agreed to a HK\$153,000,000 funding commitment (the “**Commitment**”) from Trillion Trophy Asia Limited (the “**Lender**”), the ultimate beneficial owner(s) of which are third party(ies) independent of and not connected with the Company and the connected person(s) of the Company. The Lender is also the Potential Offeror.

The Receivers announce that each of the Company and the Lender has acknowledged and confirmed to each other to use their best endeavours to agree and execute formal loan and security documentation (the “**Formal Loan Documents**”) in respect of the Commitment within two months from 27 May 2015. Further, for the purpose of meeting the Company and its subsidiaries’ imminent working capital requirement, the Company (the “**Borrower**”) has entered into a loan agreement with the Lender on 27 May 2015 pursuant to which the Lender has agreed to grant to the Borrower a facility in the principal amount of up to HK\$13,500,000 (the “**Loan**”) which forms part of the Commitment. The Loan bears interest at a rate of 8% per annum and was granted on an unsecured basis. The Loan shall be repaid together with interest accrued thereon on 27 July 2015 if the Borrower fails to execute the Formal Loan Documents within two months from 27 May 2015.

## **CONTINUOUS SUSPENSION OF TRADING**

At the request of the Company, trading in the shares on the Stock Exchange was halted with effect from 10:21 a.m. on 4 December 2014. Trading in the shares will remain suspended until further notice. The Company will make further announcements on the latest development of the Group as and when appropriate pursuant to the requirements of the Listing Rules.

**Shareholders and potential investors of the Company should be aware that the discussions in respect of the possible restructuring are still ongoing. There is no assurance that any discussions mentioned in this announcement will either be materialized or eventually be consummated. As such, the discussions may or may not lead to the making of a general offer for the shares of the Company. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

For and on behalf of  
**Birmingham International Holdings Limited**  
*(Receivers Appointed)*  
**Liu Yiu Keung Stephen, Yen Ching Wai David and Koo Chi Sum**  
*Joint and Several Receivers*

Hong Kong, 8 June 2015

*As at the date of this announcement, the Board comprises 7 Directors, namely Mr. Liu Yiu Keung Stephen, Mr. Yen Ching Wai David and Ms. Koo Chi Sum as executive Directors; and Mr. Cheung Yuk Ming, Mr. Law Pui Cheung, Mr. Lai Hin Wing Henry Stephen and Mr. Wong Ka Chun Carson as independent non-executive Directors.*

*All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*