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BIRMINGHAM INTERNATIONAL HOLDINGS LIMITED

伯明翰環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2309)

ANNOUNCEMENT DISCLOSEABLE TRANSACTION DISPOSAL OF A 12% INTEREST IN BIRMINGHAM CITY PLC

THE DISPOSAL

The Board announces that on 12 February 2014, the Company entered into the binding MOU with the Purchaser, pursuant to which the Company agreed to sell and the Purchaser agreed to purchase the Sale Shares, representing 12% of the entire issued share capital of the Target.

LISTING RULES IMPLICATIONS

As certain of the applicable percentage ratios (as defined in the Listing Rules) in respect of the transactions contemplated in the MOU exceed 5% but are less than 25%, the Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rule and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

The Company had disclosed in its circular dated 17 January 2014 that it was in discussions with an Independent Third Party regarding the sale of up to 24% interest in BCFC.

The Board announces that on 12 February 2014, the Company entered into the binding MOU with the Purchaser, pursuant to which the Company agreed to sell and the Purchaser agreed to purchase the Sale Shares, representing 12% of the entire issued share capital of the Target.

THE DISPOSAL

Date

12 February 2014

Parties

- (a) the Company
- (b) the Purchaser

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner are third parties independent of the Company and the connected persons of the Company.

Subject of the Disposal

The Sale Shares represents 12% of the entire issued share capital of the Target. The Purchaser did not hold any shares in the Target prior to the MOU.

Consideration

The Consideration for the Disposal is HK\$45,000,000 of which HK\$10,000,000 shall be deposited with a designated law firm within 3 to 7 days following the date of the MOU. The balance of HK\$35,000,000 shall be deposited with a designated law firm within 10 days after the date of the MOU. The Consideration was arrived at after arm's length negotiation between the Company and the Purchaser.

Conditions Precedent

Completion of the Disposal is conditional upon the fulfilment of the following:

- (a) the Shares of the Company remaining traded on the Stock Exchange;
- (b) legal formalities for the Disposal having been completed;
- (c) the approval of the English Football Association on the Disposal and the transaction contemplated therein, if required.

Completion

Completion will take place on the third Business Day following the satisfaction of the conditions precedent wherein the consideration of HK\$45,000,000 will be released to the Company and the Sale Shares transferred to the Purchaser. Following Completion, the Purchaser shall have the right

to nominate up to 2 directors to the board of BCFC. Currently BCFC has 4 directors. Following Completion, the Target will continue to be a subsidiary of the Company and its results consolidated into that of the Company.

If the conditions precedent have been fulfilled but the Purchaser fails to complete the Disposal, the Purchaser shall forfeit an amount of HK\$10,000,000 deposited with the designated law firm to the Company. If the conditions precedent have been fulfilled but the Company fails to complete the Disposal, the deposits made by the Purchaser shall be returned to the Purchaser and the Company shall pay an amount of HK\$10,000,000 to the Purchaser as liquidated damages.

INFORMATION OF THE GROUP

The Group is principally engaged in professional football operations, apparel sourcing and trading, and entertainment and media services.

INFORMATION OF THE PURCHASER

The principal business activity of the Purchaser group is the provision of advertising business in the People's Republic of China.

INFORMATION OF THE TARGET

The Target is incorporated in the United Kingdom and owns the entire issued share capital of BCFC, the owner of Birmingham City Football Club, a football club in the Championship Division of the English Football League.

REASONS FOR THE DISPOSAL

The Company can raise further capital from the Disposal and will be able to collaborate with the new Chinese partners to enter into the China market through their connections in the People's Republic of China. Accordingly, the Board believes that the terms of the Disposal is reasonable and in the interests of Shareholders as a whole.

LISTING RULES IMPLICATION

As certain of the applicable percentage ratios (as defined in the Listing Rules) in respect of the transactions contemplated in the MOU exceed 5% but are less than 25%, the Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the following meanings:

“BCFC”	Birmingham City Football Club plc, a wholly-owned subsidiary of the Target and the owner of Birmingham City Football Club
“Board”	board of Directors
“Business Day”	a day on which licensed banks in Hong Kong are open for general business and excludes Saturdays, Sundays, public holidays in Hong Kong and any day on which a tropical cyclone warning signal no.8 or above is issued or remains issued in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. or on which a “black rainstorm” warning signal is issued or remains issued in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.
“Company”	Birmingham International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the Disposal in accordance with the terms and conditions of the MOU
“connected person”	has the meaning as ascribed under the Listing Rules
“Consideration”	consideration of the Disposal
“GBP”	Pound Sterling, the lawful currency of the United Kingdom
“Directors”	directors of the Company
“Disposal”	the disposal of the Sale Shares pursuant to the MOU, consideration being HK\$45,000,000
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong

“Independent Third Party(ies)”	third party(ies) and their ultimate beneficial owners are third parties independent from and not acting in concert with any of the Company and their concert parties, are independent of and not connected with any of the Company, their respective subsidiaries, their respective directors, chief executives, substantial shareholders, and their respective associates, and are not otherwise connected persons of the Company (as defined under the Listing Rules and/or the Hong Kong Code on Takeovers and Mergers, as applicable)
“Purchaser”	北京良渚國際傳媒廣告有限公司 a wholly-owned enterprise established in Beijing under the laws of the People’s Republic of China
“MOU”	the binding memorandum of understanding entered into between the Company and the Purchaser on 12 February 2014 in relation to the Disposal
“Sale Shares”	9,452,304 shares of GBP0.1 each in the capital of the Target
“Shares”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	Birmingham City Plc., a direct subsidiary of the Company as to 96.64%
“%”	per cent.

By Order of the Board
BIRMINGHAM INTERNATIONAL HOLDINGS LIMITED
Ma Shui Cheong
Executive Director

Hong Kong, 12 February 2014

As at the date hereof, the executive directors of the Company are Mr. Cheung Shing, Mr. Peter Pannu, Mr. Ma Shui Cheong, Mr. Chan Shun Wah, Mr. Cheung Kwai Nang, Mr. Chen Liang and Mr. Panagiotis Pavlakis and the independent non-executive directors are Mr. Wong Ka Chun, Carson, Mr. Gao Shi Kui, Mr. Liu Enxue and Mr. Li Hanguo.