

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.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



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)

(1) SUPPLEMENTAL DEEDS IN RESPECT OF PROPOSED SUBSCRIPTIONS OF SUBSCRIPTION SHARES AND CONVERTIBLE NOTES UNDER SPECIFIC MANDATE;

AND

(2) CONTINUOUS SUSPENSION OF TRADING

Reference is made to the announcement (the “**Announcement**”) of Birmingham International Holdings Limited (Receivers Appointed) (the “**Company**”) dated 6 June 2016 in relation to, among other things, the Share Subscription, the New CN Subscription and continuous suspension of trading in the Shares. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

SUPPLEMENTAL DEED TO THE SHARE SUBSCRIPTION AGREEMENT AND SUPPLEMENTAL DEED TO THE NEW CN SUBSCRIPTION AGREEMENT

On 8 June 2016, the Company and the Investor entered into a supplemental deed to the Share Subscription Agreement (the “**Supplemental Share Subscription Agreement**”) and a supplemental deed to the New CN Subscription Agreement (the “**Supplemental New CN Subscription Agreement**”) (collectively with the Supplemental Share Subscription Agreement, the “**Supplemental Subscription Agreements**”) to amend one of the conditions precedent to each of the Subscription Agreements, respectively.

Pursuant to the Supplemental Subscription Agreements, condition (i) as stated in the section headed “Conditions precedent to the Subscription Agreements” in the Announcement shall be revised to become the following:

“the passing in compliance with the Listing Rules and the Takeovers Code by the Independent Shareholders at the EGM (i) authorising the performance of the transactions contemplated under the respective Subscription Agreements, including the issue of the Subscription Shares in respect of the Share Subscription Agreement and the issue of the New Convertible Notes and the New Conversion Shares which fall to be issued and allotted upon exercise of the conversion rights attached to the New Convertible Notes in respect of the New CN Subscription Agreement; (ii) authorising the performance of the transactions contemplated under the respective Settlement Agreements; and (iii) approving the Whitewash Waiver and the Special Deals.”

Save for the aforesaid, all other terms and conditions under the Subscription Agreements shall remain unchanged. For the avoidance of doubt, save for condition (iii) as stated in the section headed “Conditions precedent to the Subscription Agreements” in the Announcement, which could be waived by the Investor at its discretion, none of the conditions is capable of being waived.

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.

The publication of this announcement does not indicate any decision or conclusion from the Stock Exchange nor warrant any approval from the Stock Exchange on the resumption of trading in the Shares. The transactions contemplated under the Subscription Agreements (as amended by the Supplemental Subscription Agreements) are subject to the fulfilment of various conditions, and therefore may or may not materialise. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

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 2016

As at the date of this announcement, the Board comprises of six 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 and Mr. Lai Hin Wing Henry Stephen 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.