

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : _____31/10/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Birmingham International Holdings Limited
Date Submitted	3 November 2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>02309</u> Descrip	otion :	ion : Birmingham Intl		
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)	
Balance at close of preceding month	50,000,000,000	0.01	500,000,000.00	
Increase/(decrease)	Nil	-	Nil	
Balance at close of the month	50,000,000,000	0.01	500,000,000.00	
(2) Stock code : <u>N/A</u> Descrip	otion :	N/A		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month				
Increase/(decrease)				

2. Preference Shares

Stock code :	N/A	_Description :	N/A	A
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	f preceding r	nonth		
Increase/(decrease))		_	
Balance at close of	f the month			

3. Other Classes of Shares

Stock code :	N/A	Description :	N/A	A
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of p	receding	month		
Increase/(decrease)			_	
Balance at close of t	he month			

Total authorised share capital at the end of the month (HK\$): 500,000,000.00

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	484,054,336	N/A	N/A	N/A
Increase/ (decrease) during the month	4,909,710,093	N/A	N/A	N/A
Balance at close of the month	5,393,764,429	N/A	<u>N/A</u>	N/A

III. Details of Movements in Issued Share Capital

Share Options (under	Share Option	Schemes of the	Issuer)			
Particulars of share option scheme including EGM					No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
approval date		Movement duri	ing the month		thereto	as at close of the month
(dd/mm/yyyy) and -						
class of shares issuable	Granted	Exercised	Cancelled	Longod		
1.	Oraliteu	EXCLUSED	Calicencu	Lapsed		
1.						
						27/4
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)						
2.						
<u></u>						
(/ /)						
shares				. <u></u>		
(Note 1)						
2						
3.						
· · · · · ·						
(/ /)						
shares			. <u> </u>			
(Note 1)		_				
		To		nary shares)	N/A	
			-	ence shares)	N/A	
			(0	Other class)	N/A	
Total funds raised dur		ı from exercise c	of			
options (State currenc	;y)			<u>N/A</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	during the	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	<u>.</u>					
	N/A	N/A	N/A	N/A	N/A	N/A
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price			- -			
EGM approval date (if applicable) (dd/mm/yyyy) 2.	(/ /	/)	-			
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /	/)	-			
<u>3.</u>						
(/ /)				<u> </u>		
Stock code (if listed) Class of shares issuable (<i>Note 1</i>)			-			
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /	/)	- -			
4.						
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price			-			
EGM approval date (if applicable) (dd/mm/yyyy)	(/ ,	/)	-			
		Tota	(Prefer	nary shares) ence shares)	N/A	-
			((Other class)	N/A	-

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class	s and description	Currency of amount outstanding	Amount at c of precedi month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	CY Convertible Notes						
		HK\$	112,500,000.	00 Nil	112,500,000.00	Nil	274,390,243
		Πικφ	(Please	refer to the Compa	ny's circular dat	ed 5 August 20	
	Stock code (if listed)		the Co	mpany's announcer	ment dated 11 O	ctober 2016)	
	Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
	Subscription price	HK\$0.41					
	EGM approval date						
	(if applicable) (dd/mm/yyyy))	(05/02/2014)					
2.	UC First Convertible Notes	(03/02/2014)					
		_					
		HK\$	40,000,000.0		Nil	97,560,975	Nil
	Starland (if listed)			se refer to the Com			2016 and
	Stock code (if listed) Class of shares		the	Company's annound	cement dated 11	October 2016)	
	issuable (Note 1)	Ordinary Shares					
	Subscription price	HK\$0.41					
	EGM approval date						
	(if applicable) (dd/mm/yyyy)	(05/02/2014)					
3.	First tranche of UC	(05/02/2014)					
	Second Convertible Notes						
		HK\$	60,000,000.0		Nil	146,341,463	Nil
	Stock code (if listed)			e refer to the Comp ompany's announce			U16 and
	Class of shares issuable			mpany s'amounce	ment dated 11 0	(10001 2010)	
	(Note 1)	Ordinary Shar	es				
	Subscription price	HK\$0.41					
	EGM approval date (if applicable))				
4.	(dd/mm/yyyy) Second tranche of UC	(05/02/2014)				
4.	(dd/mm/yyyy)	(05/02/2014)				
4.	(dd/mm/yyyy) Second tranche of UC			0 20,000,000,00	Nil	48 780 487	Nil
4.	(dd/mm/yyyy) Second tranche of UC	(05/02/2014 	20,000,000.0	00 20,000,000.00 e refer to the Comp	Nil any's circular da	<u>48,780,487</u> ated 5 August 2	<u>Nil</u> 016 and
4.	(dd/mm/yyyy) Second tranche of UC Second Convertible Notes Stock code (if listed)		20,000,000.0 (Pleas		any's circular da	ated 5 August 2	
4.	(dd/mm/yyyy) Second tranche of UC Second Convertible Notes Stock code (if listed) Class of shares issuable	HK\$	20,000,000. (Pleas the Co	e refer to the Comp	any's circular da	ated 5 August 2	
4.	(dd/mm/yyyy) Second tranche of UC Second Convertible Notes Stock code (if listed) Class of shares issuable (<i>Note 1</i>)	HK\$ Ordinary Shar	20,000,000. (Pleas the Co	e refer to the Comp	any's circular da	ated 5 August 2	
4	(dd/mm/yyyy) Second tranche of UC Second Convertible Notes Stock code (if listed) Class of shares issuable	HK\$	20,000,000. (Pleas the Co	e refer to the Comp	any's circular da	ated 5 August 2	

5.	New Convertible Notes						
	Stock code (if listed)	HK\$	150,000,000.00 (Please refe	<u>100,000,000.00</u> or to the Compar	<u>50,000,000.00</u> 1y's circular da	<u>1,250,000,000</u> ated 5 August 201	<u>625,000,000</u> 6)
	Class of shares			-	-	-	
1	issuable (Note 1)	Ordinary Shares					
	Subscription price	HK\$0.08					
	EGM approval date						
	(if applicable)						
	(dd/mm/yyyy)	(29/08/2016)					
				Total C. (Ordin	nary shares)	1,542,682,925	
				(Prefere	ence shares)	N/A	
				(0	Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		
	4	
	-	
Shures (Note 1)		
2. <u>N/A</u>	-	
	-	
	-	
shares (Note 1)		
3. N/A		
5. <u>N/A</u>		
	-	
	-	
shares (Note 1)		<u></u>
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	-

1. Rights issue At price : State currency Class of shares issuable (////) 1. Rights issue At price : State currency Issue and allotment date : (dd/mm/yyyy) EGM approval date: (///) N/A N 2. Open offer At price : HKS 0.08 Class of shares issuable Ordinary Shares N/A N 2. Open offer At price : HKS 0.08 Issue and allotment (M/m/yyy) (1/10/2016) EGM approval date: (29/08/2016) 3. Placing At price : State currency Class of shares issuable (////) 242,027,168 N 3. Placing At price : State currency Issue and allotment date: (dd/mm/yyyy) (////) N/A N 4. Bonus issue Class of shares issuable (M/m/yyy) Issue and allotment (///) (////) N/A N 4. Bonus issue Class of shares issuable (M/m/yyy) EGM approval date: (///) Issue and allotment (///) (////)	Other Movements	<u>in 1550cu 511</u>				No. of new shares of issuer issued during the month pursuant thereto	shares of
1. Rights issue At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) (/ /) EGM approval date: (dd/mm/yyyy) N/A N 2. Open offer At price : HKS 0.08 Issue and allotment date : (dd/mm/yyyy) I1/10/2016) 2. Open offer At price : HKS 0.08 Issue and allotment date : (dd/mm/yyyy) (11/10/2016) 2. Open offer At price : EGM approval date: (dd/mm/yyyy) (29/08/2016) 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) (dd/mm/yyyy) 3. Placing At price : State currency Issue and allotment (Note 1) (/ /) (dd/mm/yyyy) 4. Bonus issue Class of shares issuable (Note 1)	1990 01 155 40						
EGM approval date: $(/ /)$ (d/mm/yyyy) N/A N Class of shares issuable Ordinary Shares 2. Open offer At price : HK\$ 0.08 EGM approval date: (dd/mm/yyyy) (11/10/2016) EGM approval date: (29/08/2016) Class of shares issuable(29/08/2016) Class of shares issuable(29/08/2016) Class of shares issuable 3. Placing At price : State Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (/ /) (/ /) EGM approval date: (/ /) (/ /) EGM approval date: (/ /) (/ /) EGM approval date: (/ /) EGM approval date: (/ /) EGM approval date: (/ /)	1. Rights issue	At price :		Issue and allotment	(//)		
2. Open offer At price : HK\$ 0.08 Issue and allotment date : (dd/mm/yyyy) (11/10/2016) EGM approval date: (dd/mm/yyyy) (29/08/2016) 242,027,168 N 3. Placing At price : State currency Class of shares issuable (Note 1)				EGM approval date:	(/ /)	N/A	N/A
2. Open offer At price : HK\$ 0.08 Issue and allotment date : (dd/mm/yyyy) (11/10/2016) EGM approval date: (29/08/2016) Class of shares issuable (Note 1) (242,027,168 Class of shares issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) (/) EGM approval date: (/ /) (dd/mm/yyyy) N/A 4. Bonus issue Class of shares issuable (Note 1) EGM approval date: (/ /) Issue and allotment (/ /) EGM approval date: (/ /)							
$ \begin{array}{c} EGM approval date: (29/08/2016) \\ (dd/mm/yyyy) (29/08/2016) \\ 242,027,168 \underline{N} \\ (dd/mm/yyyy) \\ State \\ (Note 1) \\ Issue and allotment (// /) \\ EGM approval date: (// /) \\ (dd/mm/yyyy) \\ EGM approval date: (// /) \\ N/A \underline{N} \\ Class of shares issuable \\ (dd/mm/yyyy) \\ EGM approval date: (//) \\ (dd/mm/yyyy) \\ EGM approval date: (//) \\ (dd/mm/yyyy) \\ EGM approval date: (//) \\ $	2. Open offer	At price :	HK\$ <u>0.08</u>	Issue and allotment			
3. Placing At price : State currency Issue and allotment date : (d/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N 4. Bonus issue Class of shares issuable (// /) N/A N 4. Bonus issue Issue and allotment date : (d/mm/yyyy) (/ /) EGM approval date : (/ /) EGM approval date: Class of shares issuable (// /) Issue and allotment date : (/ /) (/ /) EGM approval date: (/ /) EGM approval date: (/ /) Issue and allotment date : (/ /)				EGM approval date:	(29/08/2016)		Nil
3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N 4. Bonus issue Class of shares issuable (///) N/A Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /)							
4. Bonus issue Glass of shares issuable (dd/mm/yyyy) Class of shares issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /)	3. Placing	At price :		Issue and allotment	(//)		
4. Bonus issue (Note 1) 4. Bonus issue Issue and allotment (/ /) date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /)					(/ /)	N/A	N/A
4. Bonus issue Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /)							
EGM approval date: (/ /)	4. Bonus issue			Issue and allotment	(/ /)		
N/A N					(/ /)	N/A	N/A

5.							issued pursuant thereto as at close of the month
			Class of shares issuable (<i>Note 1</i>)				
	Scrip At price :	State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares repurchased (<i>Note 1</i>)				
	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares redeemed (<i>Note 1</i>)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (Note 1)				
8.	Consideration At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	shares of
9.	Capital			Class of shares issuable <i>(Note 1)</i> Issue and allotment	e		
	reorganisation		date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(//)			
				``````````````````````````````````````		N/A	N/A
10	Other (Subscription At price : shares)			Class of shares issuable (Note 1)	e Ordinary <u>shares</u>		
10.		HK\$ <u>0.08</u>	Issue and allotment date : (dd/mm/yyyy)	(11/10/2016)			
				EGM approval date: (dd/mm/yyyy)	(29/08/2016)	3,125,000,000	Nil
					Ordinary shares reference shares (Other class		

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	4,909,710,093
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	_	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Iss	sued Sha	ure Capital").)

Remarks (if any): N/A	
Submitted by:	Tricor Tengis Limited
Title: (Director, Sec	Branch Share Registrar stretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.