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BIRMINGHAM INTERNATIONAL HOLDINGS LIMITED

伯明翰環球控股有限公司

(Incorporated in the Cayman Island with limited liability)

(Stock Code: 2309)

LOAN AGREEMENT

This announcement is made by the board of directors (the “**Board**”) of Birmingham International Holdings Limited (the “**Company**”), together with its subsidiaries (the “**Group**”), pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and under Part XIVA of the Securities and Future Ordinance (Cap.571).

The Board wishes to inform the shareholders of the Company and potential investors that, on 27 July 2013, the Company has entered into a loan agreement (the “**Loan Agreement**”) with U-Continent Holdings Limited (“**U-Continent**” or the “**Lender**”), pursuant to which the Lender has made available to the Company a loan in the principal sum of HK\$20 million for up to 12 months at a monthly interest rate of 0.5%, which has been fully drawn down on 30 July 2013.

PRINCIPAL TERMS OF THE LOAN AGREEMENT

Date of agreement: 27 July 2013

Parties: (i) the Company

(ii) U-Continent

To the best of the Company’s directors’ knowledge, information and belief having made all reasonable enquiries, U-Continent and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

Principal loan amount: HK\$20,000,000

- Interest:** 0.5% per month, to be paid by the Company to the Lender monthly in arrears.
- Maturity:** The outstanding balances of the loan together with all interest accrued thereon shall be repaid by the Company to the Lender on or before 25 July 2014 unless extended by the Lender.
- Security:** None
- Other key terms:** The Company may prepay part or whole of the loan or the remaining outstanding balance thereof at any time without penalty by giving not less than 1 month prior notice in writing to the Lender.

The Lender reserves the right at any time to require the Company to provide security or additional security for the due repayment of the loan to the satisfaction of the Lender as a condition for continuing the loan to the Company.

The loan obtained will be used for general working capital purposes of the Group. It is expected that the loan will immediately improve the Group's liquidity position.

The directors of the Company (including the non-executive directors) consider the loan to be in the interests of the Group and the Company's shareholders as a whole.

In relation to the Loan Agreement, the Board voluntarily wishes to inform the shareholders of the Company and potential investors that Mr. Ma Shui Cheong ("**Mr. Ma**"), an executive director of the Company, has facilitated the provision of the Loan Agreement. To that end, the Company has, on 22 July 2013, entered into an agreement (the "**Finder's Agreement**") with Splux Company Limited ("**Splux**"), a company directly and wholly owned by Mr. Ma, pursuant to which the Company will pay Splux 3% of the principal loan amount under the Loan Agreement, being HK\$600,000, in recognition of Mr. Ma's efforts for securing U-Continent as the counterparty to the Loan Agreement. The Board considers the Finder's Agreement to be a connected transaction under the Listing Rules, which is exempt from all the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules, as the relevant percentage ratios under the Listing Rules are less than 5% and the total consideration is less than HK\$1,000,000.

By Order of the Board
BIRMINGHAM INTERNATIONAL HOLDINGS LIMITED
Yeung Ka Sing, Carson
Executive Director, Chairman

Hong Kong, 1 August 2013

As at the date hereof, the executive directors of the Company are Mr. Yeung Ka Sing, Carson, Mr. Peter Pannu, Mr. Ma Shui Cheong, Mr. Chan Shun Wah, Mr. Cheung Kwai Nang, Mr. Charlie Penn, Mr. Chen Liang and Mr. Cheung Shing and the independent non-executive directors are Mr. Wong Ka Chun, Carson and Mr. Gao Shi Kui.