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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)**

### **ANNOUNCEMENT**

#### **VARIATION OF THE FIRST CB SUBSCRIPTION AGREEMENT AND THE SECOND CB SUBSCRIPTION AGREEMENT**

Reference is made to the Company's announcement dated 12 November 2013 regarding, inter alia, the entering into of the First CB Subscription Agreement and Second CB Subscription Agreement.

The Board announces that on 19 November 2013, the Subscriber entered into the First Deed of Variation and Second Deed of Variation with the Company pursuant to which the parties mutually agreed to amend (i) the First CB Subscription Agreement and (ii) the Second CB Subscription Agreement, respectively.

**Shareholders and potential investors should note that the entering into of the First Deed of Variation and the Second Deed of Variation does not necessarily mean that the Shares will resume trading. Resumption of trading in the Shares is subject to, amongst others, the Stock Exchange being satisfied that the Group has fulfilled all resumption conditions as set out in the Company's announcement dated 19 August 2013.**

Reference is made to the Company's announcement dated 12 November 2013 regarding, inter alia, the entering into of the First CB Subscription Agreement and Second CB Subscription Agreement (the "**Announcement**"). Terms used herein shall have the same meanings as defined in the Announcement unless the context otherwise requires.

As announced by the Company on 19 November 2013, the Subscriber has granted the Company a loan in the amount of HK\$15 million (the “**Second Loan**”).

The Board announces that in light of the Second Loan, the First CB Subscription Agreement was amended pursuant to a deed of variation (the “**First Deed of Variation**”) entered into between the Company and the Subscriber on 19 November 2013 so as to allow the Subscriber to set-off part of the consideration for the First Convertible Bond against the Loan and the Second Loan. Accordingly, on completion of the First CB Subscription Agreement, the Subscriber will only be required to pay the balance of the First CB Subscription Agreement amount of HK\$15 million.

The Board further announces that the parties to the Second CB Subscription Agreement have agreed to amend the Second CB Subscription Agreement by entering into a deed of variation dated 19 November 2013 (the “**Second Deed of Variation**”) pursuant to which the principal sum of Second CB Subscription Agreement has been varied from the original amount of HK\$250 million to HK\$125 million, and the Second CB Subscription Agreement shall be completed within three months following resumption of trading in the Shares.

Save for the above, all other terms and conditions of the First CB Subscription Agreement and the Second CB Subscription Agreement shall remain unchanged.

**Shareholders and potential investors should note that the entering into of the First Deed of Variation and the Second Deed of Variation does not necessarily mean that the Shares will resume trading. Resumption of trading in the Shares is subject to, amongst others, the Stock Exchange being satisfied that the Group has fulfilled all resumption conditions as set out in the Company’s announcement dated 19 August 2013.**

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

Hong Kong, 19 November 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.*