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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)

**(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD
ON 5 FEBRUARY 2014**

**(2) UPDATE ON THE PROPOSED TRANSACTIONS
AND**

(3) RESUMPTION OF TRADING

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 13.24A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the Company’s announcement dated 17 January 2014 regarding the notice of an extraordinary general meeting (the “**EGM**”) convened by the Company for 5 February 2014 (the “**Notice**”), the announcements dated 28 December 2011, 19 August 2013, 21 October 2013, 5 November 2013 and 30 December 2013 regarding updates on the resumption (the “**Resumption**”) of trading in the Company’s shares (the “**Shares**”), and to the Company’s circular dated 17 January 2014 (the “**Circular**”) relating to the proposed transactions (the “**Proposed Transactions**”). Terms used herein shall have the same meanings as defined in the Circular unless the context otherwise requires. The Board wishes to update the Shareholders and potential investors on matters relating to, among others, the poll results of the EGM, the Proposed Transactions and the Resumption.

POLL RESULTS OF THE EGM

The Board is pleased to announce that all resolutions set out in the Notice (the “**Resolutions**”) were duly passed by way of poll by the Shareholders at the EGM. The poll results in respect of the Resolutions were as follows:

Ordinary Resolutions		No. of Shares Voted (%)	
		For	Against
1.	To approve, confirm and ratify the Placing Agreement and the transactions contemplated thereunder, including allotment and issue of the Placing Shares	1,934,681,377 (100.0%)	0 (0.0%)

Ordinary Resolutions		No. of Shares Voted (%)	
		For	Against
2.	To approve, confirm and ratify the First CB Subscription Agreement, as amended from time to time, and the transactions contemplated thereunder, including but not limited to the issue of the First Convertible Bond and the allotment and issue of the Shares upon exercise of the conversion rights attaching to the First CB	1,934,681,377 (100.0%)	0 (0.0%)
3.	To approve, confirm and ratify the Second CB Subscription Agreement, as amended from time to time, and the transactions contemplated thereunder, including but not limited to the issue of the Second Convertible Bond and the allotment and issue of the Shares upon exercise of the conversion rights attaching to the Second CB	1,934,681,377 (100.0%)	0 (0.0%)
4.	To approve, confirm and ratify the Deed of Novation and the transactions contemplated thereunder	911,759,511 (100.0%)	0 (0.0%)
5.	To approve, confirm and ratify the Debt Capitalisation Agreement and the transactions contemplated thereunder and to authorise the Directors to allot and issue the Debt Conversion Shares	911,759,511 (100.0%)	0 (0.0%)
6.	To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the issue of the Debt Convertible Bond and the allotment and issue of the Debt Conversion Shares upon exercise of the conversion rights attaching to the Debt Convertible Bond	911,759,511 (100.0%)	0 (0.0%)
7.	To approve the increase in authorised share capital of the Company from HK\$100,000,000 to HK\$500,000,000 by the creation of an additional 40,000,000,000 new Shares; and to authorise any director of the Company to do all such acts and things and to sign and execute all such documents, instruments and agreements as he/she may consider necessary, desirable or expedient to give effect to the increase in authorised share capital	1,934,681,377 (100.0%)	0 (0.0%)

Notes:

- (1) The full text of the Resolutions is set out in the notice of the EGM dated 17 January 2014
- (2) Mr. Yeung Ka Sing, Carson ceased to be a Director on 4 February 2014 but remains a substantial shareholder of the Company beneficially interested in 1,022,921,866 Shares. He is therefore a connected person of the Company and has abstained from voting in relation to the Deed of Novation, the Debt Capitalisation Agreement and the Subscription Agreement at the EGM

- (3) As at the date of the EGM,
- a. the total number of Shares entitling Shareholders to attend and vote for or against the Resolutions was:
 - i. in respect of ordinary resolutions 4 to 6, 2,864,831,574 Shares
 - ii. in respect of ordinary resolutions 1 to 3 and 7, 3,887,753,440 Shares; and
 - b. no Shareholder was entitled to attend and vote only against any of the Resolutions
- (4) Tricor Tengis Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote-taking in respect of the Resolutions

THE PROPOSED TRANSACTIONS

On 5 February 2014, each of the Placing Agreement, the First CB Subscription Agreement, the first tranche of the Second CB Subscription Agreement, the Deed of Novation, the Debt Capitalisation Agreement, and the Subscription Agreement has been completed.

FULFILMENT OF ALL RESUMPTION CONDITIONS

As disclosed by the Company in its announcements dated 28 December 2011, 19 July 2013, and 30 December 2013, the Stock Exchange has set out the following resumption conditions to be fulfilled by the Company before the Shares can resume trading on the Main Board of the Stock Exchange.

As first stated in the Company's announcement dated 28 December 2011, on 20 December 2011 the Stock Exchange set out the following resumption conditions for the Company:

- (a) inform the market of all material information about the arrest on 29 June 2011 of Mr. Yeung alleging to have dealt in property knowing or believed to represent proceeds of an indictable offence that is necessary to appraise the Group's position, including their implications to the Group's operations, assets and financial position ("**Resumption Condition A**");
- (b) demonstrate that there are no deficiencies in the control due to the arrest and there is no reasonable regulatory concern about management integrity which will pose a risk to investors and damage market confidence ("**Resumption Condition B**");
- (c) publish the outstanding financial results and address concerns, if any, raised by the auditors through qualifications in their audit report ("**Resumption Condition C**"); and
- (d) demonstrate that there are continuing adequate financial reporting procedures and internal control systems to meet obligations under the Listing Rules ("**Resumption Condition D**").

As stated in the Company's announcement dated 19 July 2013, on 18 July 2013 the Stock Exchange set out the following additional resumption conditions for the Company:

- (e) address the liquidity issue ("**Resumption Condition E**");
- (f) demonstrate sufficient working capital for at least twelve months from the resumption date and supported by a comfort letter prepared by the Company's auditors or financial adviser confirming the above ("**Resumption Condition F**"); and
- (g) publish an announcement (the "**Resumption Announcement**") to disclose:
 - a. how the management integrity concern has been addressed;
 - b. objective, scope and findings of the various investigations into/reviews of aspects of the Company carried out by professional parties;
 - c. internal control review findings and the Company's progress on implementation of the suggested recommendations;
 - d. assessment by the Company's audit committee of the adequacy of the Company's actions to address the resumption conditions set out by the Stock Exchange in a letter to the Company dated 20 December 2011; and
 - e. the Company's intention on the proposed disposal of the Company's interest in Birmingham City Plc and/or Birmingham City Football Club ("**Resumption Condition G**").

As stated in the Company's announcement dated 30 December 2013, the Stock Exchange has advised the Company that it will allow the Resumption, subject to the Company satisfying the following conditions:

- (h) the completion of the Proposed Transactions ("**Resumption Condition H**"); and
- (i) submission of a statement from the Board confirming working capital sufficiency for at least 12 months after the Resumption, and a comfort letter from the auditors on the Board's statement ("**Resumption Condition I**").

The Board is pleased to announce that all resumption conditions have been fulfilled. Details of the actions undertaken by the Company to address the resumption conditions are set out below:

Resumption Condition A

The Company has published an announcement on 7 July 2011 that it was not aware of any connection between the alleged offences against Mr. Yeung and the Company or Birmingham City Football Club (“**BCFC**”). The Board still holds the same view as at the date of this announcement.

As at the latest practicable date of the Circular, the amount due to Mr. Yeung by BCFC is approximately GBP15.4 million (or approximately HK\$192.9 million). Mr. Yeung has undertaken not to demand repayment of these amounts until the Company and the Group are financially capable of doing so. Further, with the completion of the Debt Capitalisation Agreement and the Subscription Agreement, the Debt has been fully replaced by the Debt Convertible Bond, which the Board considers beneficial to the Company’s gearing ratio.

Pursuant to a “Restraint and Charging Order” (the “**Order**”) issued by the High Court of Hong Kong on 6 July 2011, the Hong Kong assets of Mr. Yeung have been frozen. As at the date of this announcement, the Order has not yet been lifted. The Board is of the view that the Order has no material effect on the Group.

In their letter dated 14 March 2013, the solicitors representing Mr. Yeung in his criminal case, Tung, Ng, Tse & Heung, certified that the five charges against Mr. Yeung do not relate to any of the accounts of the Company. The solicitors have also studied the police case papers presented for the court proceedings and they do not see any connection with the Company.

The Board has actively sought appropriate candidates as directors of the Company. In particular, Mr. Peter Pannu (“**Mr. Pannu**”) was appointed as an executive Director, chief executive officer and managing director of the Company and has been actively involved in the Company’s daily management and business operation since then. The Company has also appointed Mr. Cheung Kwai Nang as an executive Director who has a legal qualification and is a lawyer with extensive experience in Hong Kong law and litigation cases.

On 6 June 2013, Mr. Yeung informed the Board that he will voluntarily suspend his management duties within the Group immediately on or before the resumption of trading of the Shares and at least until Mr. Yeung’s criminal case has come to a favourable close or upon his resignation, whichever is the earlier. Mr. Yeung has indicated to the Board that he understands the necessity of allowing the Company to rid itself of any negativity in order to re-establish its credibility in the eyes of the Shareholders, and has indicated that he will resign from his position as Director. On 4 February 2014, the Company announced Mr. Yeung’s resignation from all directorships within the Group, including his position as an executive Director. Following his resignation Mr. Yeung holds no positions in the Group.

As set out in the section headed “The Proposed Transactions”, the Deed of Novation, the Debt Capitalisation Agreement and the Subscription Agreement have completed, improving the perception of potential investors in BCFC in relation to the links between Mr. Yeung and the Company’s key operating business.

Based on the above, the Directors are of the view that the Alleged Offences have no current implications on the Group’s operations, assets and financial position.

The Company’s audit committee has reviewed the above views of the Board and the actions undertaken by the Company to address Resumption Condition A, and is of the view that such actions are adequate to fulfil Resumption Condition A.

Resumption Condition B

As announced by the Company on 26 February 2013, the Company has engaged KTC Partners CPA Limited (“**KTC**”) to conduct an internal control review of the Group’s internal control systems (the “**KTC Review**”). Further, the Company has engaged SHINEWING Specialist Advisory Services Limited (“**SHINEWING**”) to conduct an independent financial review (the “**Transaction Review**”) regarding certain known transactions in relation to the Group, Mr. Yeung and/or his associates, in particular the source and application of the Group’s relevant funds from 1 January 2007 to 30 June 2011 (the “**Known Transactions**”). In addition, the Company stated in its announcement dated 23 November 2012 that a review will be conducted in relation to the acquisition by the Company of BCFC in 2009 (the “**BCFC Review**”).

Findings of the KTC Review

As announced by the Company on 21 October 2013, the review was performed by KTC in the period from 28 January 2013 to 29 March 2013, and a follow-up review was carried out at the end of May 2013. KTC have made in their report 31 observations, with corresponding recommendations. Of these 31 observations and recommendations, the Board considers 11 recommendations to be major recommendations, all of which have already been rectified and/or implemented. All other recommendations made in the KTC Review have subsequently been implemented.

In November 2013, the Company engaged KTC in order to issue a second report detailing with the Company’s progress on implementing the recommendations made in the KTC Review (the “**Second KTC Review**”).

The KTC Review lists 31 observations, with corresponding recommendations. In relation to the appointment of a sufficient number of independent non-executive Directors, the Second KTC Review states that subject to Mr. Yeung’s resignation and no other changes to the composition of the Board, relevant rectification measures have been undertaken. As announced by the Company on 4 February

2014, Mr. Yeung has resigned as a Director on the same day. For each of the other 30 observations in the KTC Review, the Second KTC Review states the rectification measures that have been undertaken and/or that relevant deficiencies have been corrected. The Second KTC Review states that the Company's internal control systems are adequate.

Findings of the Transaction Review

As announced by the Company on 21 October 2013, there were a total of 86 Known Transactions between the Company and Mr. Yeung during the Relevant Period. Total receipts from and payments to Mr. Yeung amounted to HK\$166 million and HK\$161 million respectively. There were another 14 Known Transactions between BCFC and Mr. Yeung, in the sum of GBP15 million (or HK\$188 million), during the Relevant Period.

Based upon the documents and information available for SHINEWING's review, a number of features and patterns in general in respect of the Known Transactions during the Relevant Period were noted, amongst others, for funds allegedly received from Mr. Yeung, most of them were remitted from third parties, and a general lack of documentation within the Company showing the reasons behind or arrangement between Mr. Yeung and funds paid to and received from third parties. While Board minutes and letters of instruction from Mr. Yeung were prepared for legal, statutory and compliance requirements; at the same time, there was lack of documentation on the commercial and ancillary aspects of the transfer of funds via/to/from third parties.

The Board would like to highlight that the SHINEWING report has been commissioned and overseen by certain Directors who have resigned prior to the work of SHINEWING having been completed. The current Board has identified that not all relevant requested documentation was provided to SHINEWING at the time, due to the absence of accounting records and other supporting documentation.

Against the above backdrop, the current Board is relying on an additional fact. On the same day as Mr. Yeung's arrest for alleged money laundering charges, the Hong Kong police executed a search warrant relating to the Company and confiscated a number of materials from the Company's corporate offices. The solicitors representing Mr. Yeung in his criminal case certified in their letter dated 14 March 2013 that the five charges against Mr. Yeung do not relate to any of the accounts of the Company. The solicitors have also studied the police case papers presented for the court proceedings and they do not see any connection with the Company.

Based on the above facts and legal advice, the Board is of the view that there seems to be no link between Mr. Yeung's charges and the Company's funds flows as investigated by SHINEWING.

The Transaction Review has helped the Board assess and form an opinion on those elements of the resumption conditions that relate to Mr. Yeung's conduct in the period prior to his arrest and corresponding deficiencies in the Company's internal control systems.

The BCFC Review

As announced by the Company on 21 October 2013, against the backdrop of (i) the appointment of Mr. Peter Pannu as managing director and his providing of, inter alia, post-acquisition due diligence consultation services in relation to the Company's acquisition of BCP; (ii) the monetary savings having been brought to the Company as a result of, among others, successfully suing the previous owners of BCFC; and (iii) recommendations from the KTC Review such as the establishment of an investment committee for any future equity investment being implemented, the Board determined that the conducting of an additional, separate review of the BCFC acquisition is currently not a priority for the Company, given other strategic priorities taking precedence, particularly considering the possibility of involving large financial resources to mount a possible legal suit against the parties concerned. The Board will, however, review this matter in due course.

The Company's audit committee has reviewed the above views of the Board and the actions undertaken by the Company to address Resumption Condition B, and is of the view that such actions are adequate to fulfil Resumption Condition B.

Resumption Condition C

The consolidated annual financial results and annual reports of the Company for the two years ended 30 June 2011, 2012 and 2013, and the consolidated interim financial results and interim reports of the Company for the six months ended 31 December 2011 and 2012, have been published or despatched during March to April 2013 and November 2013, respectively.

The auditors of the Company, JH CPA Alliance Limited (the "**Auditors**"), issued a disclaimer of opinion for their audit performed for each of the financial statements for the years ended 30 June 2011, 2012 and 2013. The disclaimers of opinion were issued due to the limitation of scope in certain areas during their audits and the fundamental uncertainty relating to the going concern basis of the Group. Apart from the limitation of scope in relation to the "corresponding figures", the Auditors have the following basis of the disclaimer of opinion:

(i) Royalty fee income

On 14 January 2010, the Groups subsidiary, Birmingham (Hong Kong) Limited, entered into a sponsorship and co-operation agreement (the "**Agreement**") with Xtep (Hong Kong) Enterprise Limited ("**Xtep HK**"), a subsidiary of Xtep International Holdings Limited ("**Xtep International**", together with its subsidiaries, the "**Xtep Group**"), a company listed on the Stock Exchange. The Agreement relates to a kit sponsorship for BCFC players to wear Xtep branded products. Subsequently, it was found out that BCFC logos were modified and adopted, and merchandises were sold in the People's Republic of China (the "**PRC**") by the Xtep Group in breach of BCFC's Intellectual Property Rights (the "**Intellectual Property Rights**"). It was mentioned in the Auditors' report for the financial year ended 30 June 2011 that the Group has not recognised any royalty income generated from the usage of the BCFC logo, and that there

was no system of adequate internal control on which the auditors could rely, and that there was no satisfactory evidence available for the Auditor to ascertain the amount due under the relevant agreements. Corresponding disclaimers of opinion have been made by the Auditors in their reports for each of the financial years ended 30 June 2012 and 30 June 2013.

Having taken legal advice, the Board is seeking to recover from Xtep Group compensation payments for breaches of BCFC Intellectual Property Rights. Since a cease and desist letter issued to Xtep International by a lawyer representing BCFC dated 11 July 2011, an exchange of correspondence has taken place between the Xtep Group and the Group, highlighting the Board's intention of resolving the matter expeditiously. Further, the Group is currently seeking additional legal advice in both Hong Kong and the PRC. Royalty income generated from the usage of the BCFC logo by the Xtep Group is not reflected in the Company's statement of financial position as at 30 June 2011, 30 June 2012 and 30 June 2013. The effects of any future settlement would probably not have any negative financial impact on the Group. It should be noted that a new sponsorship agreement has been reached with a third party. As soon as a formal settlement is reached, the Group would properly record such settlement amount into its consolidated financial statements. In relation to there being no adequate system of internal control in place, the recommendations made in the KTC report have been implemented.

The Directors do not expect to receive a disclaimer of opinion in relation to the aforesaid audit qualification on the consolidated financial statements of the Company for the year ending 30 June 2014 as the negotiations are expected to be completed in the course of the current financial year.

(ii) Amounts due to directors

The Auditor's report for the two financial years ended 30 June 2012 and 2013 noted in the statements of financial position as at 30 June 2012 and 30 June 2013, respectively, an amount allegedly due to a director, Mr. Hui Ho Leuk, Vico ("**Mr. Hui**") of approximately HK\$5.2 million. Mr. Hui resigned as director of the Company on 1 July 2012. The Auditor was unable to obtain sufficient information to verify the amount and repayment terms of this amount.

Since the Company's submission dated 5 April 2013 setting out details of the claim from Mr. Hui, there has been no further update and no further claim had been made by Mr. Hui. The amount alleged to be due to Mr. Hui to the amount of HK\$5,198,000 represents only approximately 1.8% of the Group's total revenue of approximately HK\$294.5 million for the year ended 30 June 2013. The Directors therefore consider the amount alleged to be due to Mr. Hui to the amount of HK\$5,198,000 to be insignificant compared to the Group's overall financial performance. As the carrying value of the amount alleged to be due to Mr. Hui has already been reflected in the Company's statement of financial position as at 30 June 2012 and 30 June 2013, any subsequent write-down or write-off of such amount payable, if agreed, would likely bring an improvement to the Group's financial performance and position.

The Directors do not expect to receive a disclaimer of opinion in relation to the aforesaid audit qualification on the consolidated financial statements of the Company for the year ending 30 June 2014 as a settlement agreement is expected to be reached with Mr. Hui in the course of the current financial year.

(iii) Fundamental uncertainty relating to the going concern basis

It was stated in the Auditor's report for the financial years ended 30 June 2012 and 2013 that the Group had net current liabilities of approximately HK\$69.3 million and HK\$158.6 million as at 30 June 2012 and 30 June 2013, respectively. The condition indicates the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern, the validity of which is dependent upon future funding available.

In order to ensure that the Group has sufficient working capital to meet its financial obligations as and when they fall due, and to enable to the Group to, among others, continue its business operation as a going concern, the Company has undertaken a series of transactions, among them, the Placing Agreement, the First CB Subscription Agreement and the Second CB Subscription Agreement.

Further, please see below in relation to an update on the potential sale of an equity interest in BCFC.

In relation to the material uncertainty relating to the going concern basis as mentioned in the independent auditors' opinion on the consolidated financial statements of the Company for the year ended 30 June 2013, the Directors consider that due to the additional liquidity provided pursuant to the Placing Agreement, the First CB Subscription Agreement and the Second CB Subscription Agreement and taking into account potential conversions into Shares of the issued convertible bonds and thereby increasing the net asset base, such qualification may not recur in the consolidated financial statements for the year ending 30 June 2014.

The Company's audit committee has reviewed the above views of the Board and the actions undertaken by the Company to address Resumption Condition C, and is of the view that such actions are adequate to fulfil Resumption Condition C.

Resumption Condition D

Effective 25 June 2012, Mr. Wong Ka Chun, Carson has been appointed by the Company as an independent non-executive Director. He has substantial experience in auditing and financial accounting, and is a member of the American Institute of Certified Public Accountants.

Effective 1 July 2013, Mr. Jerry Ko, a certified public accountant, member of CPA Australia and in charge of and responsible for the financial reporting function of the Group, including compliance with the relevant financial reporting and disclosure requirements under the Listing Rules and the

Companies Ordinance of the laws of Hong Kong, has been appointed as the compliance officer of the Group to handle all requirements under the Listing Rules, Takeovers Code and applicable laws and regulations.

Further, the KTC Report has recommended, and the Company has subsequently implemented, rectification measures relating to the financial reporting procedures and relevant internal control systems immediately.

The Company's audit committee has reviewed the above views of the Board and the actions undertaken by the Company to address Resumption Condition D, and is of the view that such actions are adequate to fulfil Resumption Condition D.

Resumption Conditions E and F

As announced by the Company on 1 August 2013 and 19 November 2013, the Company has entered into a loan agreement for a loan in the principal sum of HK\$20 million and HK\$15 million, respectively, which immediately improved the Group's liquidity position. Further, as announced on 12 November 2013, the Company, amongst others, entered into of the Placing Agreement, the First CB Subscription Agreement and the Second CB Subscription Agreement.

Reference is also made to the Company's circular dated 17 January 2014, stating that the Directors, after due and careful consideration, are of the opinion that the Group has sufficient working capital for its present requirements, that is for at least the next 12 months from the expected date of resumption, taking into account (i) the internal resources of the Group and (ii) the estimated net proceeds arising from the completion of the Placing Agreement, the First CB Subscription Agreement and the first tranche of the Second CB Subscription Agreement.

In arriving at their conclusion, the Directors have (i) reviewed the cash flow projections of the Group for the period up to 28 February 2015 which have been prepared by the Directors after due and careful enquiry, (ii) taken into account the business prospects, financial resources and fund raising activities of the Group relating to the application for resumption of trading in the Shares.

The Company has received from its auditors a comfort letter stating, among others, that the Directors' statement concerning the adequacy of working capital has been made after due and careful enquiry and the cash flow projections have been properly compiled on the basis of the assumptions made.

Please see the section headed "The Proposed Transactions" in relation to the completion of the proposed transactions.

The Company's audit committee has reviewed the above views of the Board and the actions undertaken by the Company to address Resumption Conditions E and F, and is of the view that such actions are adequate to fulfil Resumption Conditions E and F.

Resumption Condition G

Please see the other sections in this announcement in relation to disclosure requirements pursuant to Resumption Condition G that have not been covered in this section.

Resumption Condition H

Please see the section headed “The Proposed Transactions” in relation to the completion of the proposed transactions.

The Company’s audit committee has reviewed the actions undertaken by the Company to address Resumption Condition H, and is of the view that such actions are adequate to fulfil Resumption Condition H.

Resumption Condition I

Please see the section headed “Resumption Conditions E and F” in relation to the Director’s statement regarding working capital sufficiency, as set out in the circular of the Company dated 17 January 2014, and the auditor’s comfort letter.

The Company’s audit committee has reviewed the actions undertaken by the Company to address Resumption Condition I, and is of the view that such actions are adequate to fulfil Resumption Condition I.

UPDATE ON THE POTENTIAL SALE OF AN EQUITY INTEREST IN BCFC

The Company continues to be in discussions with an Independent Third Party regarding the sale of up to a 24.00% equity interest in BCFC (the “**Potential Disposal**”). As at the date of this announcement, the Company has not entered into any formal or binding agreements. Further announcements will be made as and when appropriate.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company as at the date of this announcement.

Shareholders	As at the date of this announcement	
	Number of Shares	Approximate %
Mr. Yeung (<i>Note 1</i>)	1,022,921,866	19.87
Mr. Peter Pannu	1,500,000	0.03
Mr. Panagiotis Pavlakis	380,000	0.01
Mr. Cheung Kwai Nang	250,000	0.00
Mr. Hui Ho Luek, Vico (resigned on 1 July 2012) (<i>Note 2</i>)	163,800,000	3.18
Sub-total	1,188,851,866	23.09
Mr. Liu Xingcheng	453,237,000	8.80
The Independent Placees	1,260,000,000	24.48
Other public shareholders	2,245,664,534	43.63
Sub-total (public shareholders)	3,958,901,534	76.91
Total	5,147,753,400	100.00

Notes:

- 185,452,800 Shares are held by Mr. Yeung personally and 837,469,066 Shares are held through Great Luck Management Limited, a company wholly-owned by him.
- Mr. Hui Ho Luek, Vico holds 163,800,000 Shares through Premier Rise Investments Limited, a company wholly-owned by him.

OTHER DISCLOSURES

Other than the Potential Disposal, the Company, the Subscriber or Directors (including any proposed Directors) do not have any present agreement, arrangement, intention, negotiation and/or plan regarding any acquisition or disposal of the Company or any of the Company's assets, and/or to carry out a principal business other than the existing business of the Company (whether concluded or not) within 24 months after Resumption. The Directors at the time of Resumption will remain with the Board after Resumption.

Pending the outcome of Mr. Yeung's court case, the Board may consider appointing Mr. Yeung as an executive Director and/or a director of one or more of the Company's subsidiaries only if he is cleared of all legal charges in the current court case and if it is in the overall interests of the Company and the Shareholders.

The Subscriber and its beneficial owners do not have any present intention or plan to dispose of its interests in the Company within 24 months after Resumption.

The Company and the Subscriber expect to complete the second tranche of the Second CB Subscription Agreement on or before 6 May 2014.

RESUMPTION OF TRADING

Trading in the shares of the Company has been suspended at the request of the Company with effect from 9:00 a.m. on 30 June 2011. Application has been made to the Stock Exchange for resumption in trading of the shares of the Company with effect from 9:00 a.m. on Friday, 7 February 2014.

Shareholders and potential investors should exercise caution when dealing in the Shares.

By Order of the Board

Birmingham International Holdings Limited

Peter Pannu

Executive Director, Chief Executive Officer and Managing Director

Hong Kong, 5 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.