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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)

POLL RESULTS OF THE ADJOURNED ANNUAL GENERAL MEETING HELD ON 6 JANUARY 2015 AND INSUFFICIENT NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Reference is made to the notice of the annual general meeting (the “AGM”) of Birmingham International Holdings Limited (伯明翰環球控股有限公司) (the “Company”) dated 24 November 2014, the announcements of the Company dated 15 December 2014, 17 December 2014 and 23 December 2014 (the “Notice and Announcements of AGM”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Notice and Announcements of AGM unless the context requires otherwise.

POLL RESULTS OF THE ADJOURNED AGM

The board (the “Board”) of Directors (the “Directors”) of Birmingham International Holdings Limited (伯明翰環球控股有限公司) (the “Company”) is pleased to announce that at the adjourned annual general meeting of the Company held on 6 January 2015 (the “Adjourned AGM”), the poll results in respect of the resolutions proposed in the Notice and Announcements of AGM were as follows:

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements, the report of the directors of the Company (the “Directors”) and the report of the auditors of the Company for the year ended 30 June 2014.	4,940,476,500 (99.36%)	31,942,000 (0.64%)

ORDINARY RESOLUTIONS		FOR	AGAINST
2.	(A) To re-elect Mr. Cheung Kwai Nang as an executive director of the Company;	4,205,524,500 (84.58%)	766,894,000 (15.42%)
	(B) To re-elect Mr. Peter Pannu as an executive director of the Company;	4,205,524,500 (84.58%)	766,894,000 (15.42%)
	(C) To re-elect Mr. Wong Ka Chun, Carson as an independent non-executive director of the Company;	4,940,476,500 (99.36%)	31,942,000 (0.64%)
	(D) To re-elect Mr. Panagiotis Pavlakis as an executive director of the Company;	771,416,500 (15.41%)	4,201,002,000 (84.49%)
	(E) To re-elect Mr. Liu Enxue as an independent non-executive director of the Company;	771,416,500 (15.41%)	4,201,002,000 (84.49%)
	(F) To re-elect Mr. Li Hanguo as an independent non-executive director of the Company.	771,416,500 (15.41%)	4,201,002,000 (84.49%)
	(G) To authorise the board of Directors to fix the remuneration of the Directors.	2,271,416,500 (99.96%)	1,002,000 (0.04%)
3.	To appoint KTC Partners CPA Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.	4,971,416,500 (99.98%)	1,002,000 (0.02%)
4.	(A) To grant a general mandate to the Directors to issue, allot and deal with new shares of the Company.	4,940,476,500 (99.36%)	31,942,000 (0.64%)
	(B) To grant a general mandate to the Directors to repurchase shares of the Company.	4,971,416,500 (99.98%)	1,002,000 (0.02%)
	(C) To extend the general mandate granted to the Directors to allot, issue and deal with the additional shares of the Company by the number of shares repurchased.	4,940,476,500 (99.36%)	31,942,000 (0.64%)

As more than 50% of the votes were cast in favour of the resolution nos. 1, 2(A), 2(B), 2(C), 2(G), 3, 4(A), 4(B) and 4(C), such resolutions were duly passed as ordinary resolutions.

As less than 50% of the votes were cast in favour of the resolution nos. 2(D), 2(E) and 2(F), such resolutions were not passed as ordinary resolutions.

Notes:

As at the date of the Adjourned AGM,

- (a) the total number of Shares entitling the Shareholders to attend and vote for or against the above resolutions at the Adjourned AGM was 9,681,086,733;
- (b) there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the above resolutions under Rule 13.40 of the Listing Rules; and
- (c) there were no Shareholders who were required under the Listing Rules to abstain from voting on the above resolutions.

Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong, acted as the scrutineer for the purposes of voting taking at the Adjourned AGM.

INSUFFICIENT NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board announces that according to rules 3.10(1) and 3.10A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Board must include at least three independent non-executive Directors and it is required to appoint independent non-executive Directors representing at least one-third of the board.

Since the relevant resolutions for the re-election of Mr. Panagiotis Pavlakis as executive Director and Mr. Liu Enxue and Mr. Li Hanguo as independent non-executive Directors were not passed, they were no longer an executive Director or independent non-executive Directors after the conclusion of the Adjourned AGM.

After the conclusion of the Adjourned AGM, the Board now comprises a total of six executive Directors and two independent non-executive Directors. In order to comply with the Listing Rules, the Company proposes to appoint at least one additional independent non-executive Director, assuming that there is no change to the current composition of the Board.

The Company has made endeavors however more time is required to identify a suitable candidate to be an additional independent non-executive Director in order to comply with the Listing Rules. The Company will continue with such endeavors and will comply with the Listing Rules as soon as possible.

By Order of the Board
BIRMINGHAM INTERNATIONAL HOLDINGS LIMITED
Cheung Shing
Executive Director and Chairman

Hong Kong, 6 January 2015

As at the date hereof, the executive Directors are Mr. Cheung Shing, Mr. Peter Pannu, Mr. Ma Shui Cheong, Mr. Chan Shun Wah, Mr. Cheung Kwai Nang, Mr. Chen Liang, Mr. Panagiotis Pavlakis and the independent non-executive Directors are Mr. Wong Ka Chun, Carson, Mr. Liu Enxue, Mr. Li Hanguo and Mr. Gao Shi Kui.