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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)

REQUISITIONS OF EXTRAORDINARY GENERAL MEETINGS FROM SHAREHOLDERS AND CONTINUOUS SUSPENSION OF TRADING

The Board received (a) the First Requisition dated 23 December 2014 purportedly signed by the First Requisitionist on 24 December 2014; and (b) the Second Requisition dated 24 December 2014 purportedly signed by the solicitors for the Second Requisitionist on 29 December 2014, both requesting for the Board to convene the EGM for considering and if thought fit, passing ordinary resolutions pursuant to Article 86(5) and (6) of the Articles for: (1) Mr. Cheung Shing, the Chairman and an executive Director be removed with immediate effect; (2) Ms. Wang Man Li be appointed as an executive Director; (3) Mr. Ma Shui Cheong, the Vice Chairman and an executive Director be removed with immediate effect; (4) Mr. Li Wen Jun be appointed as an executive Director in his place; (5) Mr. Chen Liang, an executive Director be removed with immediate effect; and (6) Mr. Arjun Kumar Gurung be appointed as an executive Director in his place.

The Board has written letters to the Requisitionists to ascertain the reasons for their respective Requisitions; certain information about the proposed new Directors; and the relationship between the Requisitionists, and has yet to receive any response from the Requisitionists or their legal advisers. The Board is also very concerned about the concerted efforts of the Requisitionists, their actual relationship and reasons behind the Requisitions and has raised its concerns with the Stock Exchange and the Securities and Futures Commission, and the regulatory authorities are currently looking into the issues. Hence, pending the responses from the Requisitionists and the outcome of the findings of, or any further directions from, the regulatory authorities, the Board considers it inappropriate to convene the EGM at this stage.

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 10:21 a.m. on 4 December 2014. Trading in the Shares will remain suspended until further notice.

This announcement is issued by the Company pursuant to Rule 13.09 of the Listing Rules, and the provisions under Part XIVA of the SFO.

THE REQUISITIONS

The Board received (a) the First Requisition on 24 December 2014; and (b) the Second Requisition on 29 December 2014, both requesting for the Board to convene the EGM for considering and if thought fit, passing ordinary resolutions pursuant to Articles 86(5) and (6) of the Articles for the following:

- “(1) Cheung Shing, the Chairman and an executive director of the Company be removed with immediate effect;
- (2) Wang Man Li to be appointed as an executive directress for the Company;
- (3) Ma Shui Cheong, the vice-chairman and an executive director be removed from the Company with immediate effect;
- (4) Li Wen Jun to be appointed as an executive director in his place;
- (5) Chen Liang, an executive director of the Company be removed with immediate effect;
- (6) Arjun Kumar Gurung to be appointed as an executive director for the Company in his place.”

THE EGM

Pursuant to Article 58 of the Articles, any one or more Shareholders holding at the date of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene the EGM, the requisitionists may do so in the same manner, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board shall be reimbursed to the requisitionists by the Company.

Pursuant to Article 86(5), the Company may by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in the Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages

under any such agreement). Furthermore, pursuant to Article 86(6), the Company may by ordinary resolution elect any person to be a Director to fill a casual vacancy on the Board created by such removal.

The register of Shareholders reveals that the First Requisitionist currently holds 2,700,000,000 Shares, representing 27.9% of the issued share capital of the Company; and the Second Requisitionist currently holds 1,500,000,000 Shares, representing 15.5% of the issued share capital of the Company.

The Board wrote a letter to the First Requisitionist (the “First Letter”) to ascertain the reasons for the First Requisition and the relationship between the First Requisitionist and the Second Requisitionist. In the First Letter, the Board also asked the First Requisitionist to arrange for the proposed new Directors to meet with the Nomination Committee of the Board at a mutually convenient time to be fixed in order for the Nomination Committee to ascertain whether the proposed new Directors have the character, experience and integrity and are able to demonstrate a up-to-standard level of competence commensurate with their positions as Directors; and to provide personal information required under the Football League Regulation 19 and Appendix 3 Owners and Directors Test in the United Kingdom (the “OADT”).

The Board also wrote another letter to the solicitors representing the Second Requisitionist (the “Second Letter”) to ascertain the actual authority of the solicitors representing the Second Requisitionist; the reasons for the Second Requisition; and the relationship between the Second Requisitionist and the First Requisitionist. In the Second Letter, the Board also asked the Second Requisitionist to arrange for the proposed new Directors to meet with the Nomination Committee of the Board at a mutually convenient time to be fixed in order for the Nomination Committee to ascertain whether the proposed new Directors have the character, experience and integrity and are able to demonstrate a up-to-standard level of competence commensurate with their positions as Directors; and to provide personal information as required under the OADT.

Up to the date of this announcement, the Board has not received any response from the Requisitionists to the First Letter and the Second Letter. On the other hand, as the Board is very concerned about the concerted efforts of the Requisitionists, their actual relationship and reasons behind the Requisitions, it has raised its concerns with the Stock Exchange and the Securities and Futures Commission, and the regulatory authorities are currently looking into the issues. The Board is seeking legal advice as to the appropriate course of actions that it should take in relation thereto. In the meantime and in particular, pending the responses from the Requisitionists and the outcome of the findings of, or any further directions from, the regulatory authorities, the Board considers it inappropriate to convene the EGM at this stage.

The Board will update the Shareholders and potential investors with respect to any further developments as and when appropriate. If, however, any of the Requisitionists proceeds to convene the EGM despite the pending responses and outcome of the findings of, or any further directions from the regulatory authorities, the Board will resist vigorously in order to protect the Shareholders’ rights as a whole.

CONTINUOUS SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 10:21 a.m. on 4 December 2014. Trading in the Shares will remain suspended until further notice.

DEFINITIONS

In this announcement, the following expressions have the following meanings, unless the context otherwise requires:

“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Birmingham International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting for the purpose of considering and if thought fit, passing ordinary resolutions pursuant to Article 86(5) and (6) of the Articles for, inter alia, (1) Mr. Cheung Shing, the Chairman and an executive Director be removed with immediate effect; (2) Ms. Wang Man Li be appointed as an executive Director; (3) Mr. Ma Shui Cheong, the Vice Chairman and an executive Director be removed with immediate effect; (4) Mr. Li Wen Jun be appointed as an executive Director in his place; (5) Mr. Chen Liang, an executive Director be removed with immediate effect; and (6) Mr. Arjun Kumar Gurung be appointed as an executive Director in his place
“First Requisition”	a requisition purportedly signed by the First Requisitionist dated 23 December 2014 requesting the Board to convene the EGM
“First Requisitionist”	Mr. Yeung Ka Sing, Carson, a former executive Director and the chairman of the Company who resigned on 4 February 2014 and a controlling Shareholder
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Requisitions”	collectively, the First Requisition and the Second Requisition
“Requisitionists”	collectively, the First Requisitionist and the Second Requisitionist
“Second Requisition”	a requisition purportedly signed by the solicitors for the Second Requisitionist dated 24 December 2014 requesting the Board to convene the EGM
“Second Requisitionist”	U-Continent Holdings Limited, a company incorporated in the British Virgin Islands with limited liability on 10 May 2010, the entire issued share capital of which is held by Mr. Wang Lei
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 (each) in the capital of the Company
“Shareholders”	person(s) whose name(s) appear in the register of members of the Company as the holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board
Birmingham International Holdings Limited
Cheung Shing
Chairman and Executive Director

Hong Kong, 13 January 2015

As at the date of this announcement, the Board comprises 11 Directors, namely Mr. Cheung Shing, Mr. Ma Shui Cheong, Mr. Peter Pannu, Mr. Chan Shun Wah, Mr. Cheung Kwai Nang, Mr. Chen Liang and Mr. Panagiotis Pavlakis as executive Directors; and Mr. Wong Ka Chun, Carson, Mr. Gao Shi Kui, Mr. Liu Enxue and Mr. Li Hanguo as independent non-executive Directors.