

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **BIRMINGHAM INTERNATIONAL HOLDINGS LIMITED** **伯明翰環球控股有限公司**

*(Receivers Appointed)*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2309)**

### **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE AND CONTINUOUS SUSPENSION OF TRADING**

This announcement is made by the Receivers of Birmingham International Holdings Limited (the “**Company**”), together with its subsidiaries, pursuant to Rule 3.7 of The Codes on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the announcement (the “**Announcement**”) of the Company on 31 March 2015 in relation to indicative non-binding offers in relation to the disposal of interests in the Company and/or Birmingham City Plc (the “**Disposal**”) and continuous suspension of trading. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise specified.

#### **PROGRESS ON POSSIBLE RESTRUCTURING**

As stated in the Announcement, the Receivers wish to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that in conjunction with the financial adviser appointed, the Receivers are currently exploring all strategic options, including a number of offers from parties expressing an interest in the Company and/or Birmingham City Plc.

The Receivers wish to update the Shareholders that, two more indicative non-binding offers have been identified. There are altogether, a total of seven indicative non-binding offers received and being considered. The Receivers are still in the process of assessing and analyzing the indicative non-binding offers, in which there is more than one party interested in acquiring the controlling

stake of the Company. The definitive terms of the offer are subject to further negotiation between the Receivers and the interested parties. The Receivers intend to enter into an exclusivity agreement with a potential investor as soon as practicable.

Further announcement(s) setting out the progress of the Disposal will be made as and when necessary in accordance with the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Takeovers Code, and on a monthly basis in compliance with Rule 3.7 of the Takeovers Code until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or a decision not to proceed with the Disposal is made.

As at the date of this announcement, the Company has (i) 9,681,086,733 Shares in issue; and (ii) outstanding convertible bonds entitling the holders thereof to subscribe for 7,749,999,999 new shares in aggregate. Save as aforesaid, the Company has no other outstanding securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

## **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. The Company will make further announcements on the latest development of the Group as and when appropriate pursuant to the requirements of the Listing Rules.

**Shareholders and potential investors of the Company should be aware that the discussions in respect of the Disposal are still ongoing. There is no assurance that any discussions mentioned in this announcement will either be materialized or eventually be consummated. As such, the discussions may or may not lead to the making of a general offer for the shares of the Company. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

## **DEALING DISCLOSURES**

In accordance with Rule 22 of the Takeovers Code, associates of the Company (including Shareholder(s) having interests of 5% or more in the relevant securities of the Company) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

For the avoidance of doubt, the meaning of Executive as set out above has the meaning ascribed to it under the Takeovers Code, being the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director.

For and on behalf of  
**Birmingham International Holdings Limited**  
*(Receivers Appointed)*  
**Liu Yiu Keung Stephen, Yen Ching Wai David and Koo Chi Sum**  
*Joint and Several Receivers*

Hong Kong, 8 April 2015

*As at the date of this announcement, the Board comprises 7 Directors, namely Mr. Liu Yiu Keung Stephen, Mr. Yen Ching Wai David and Ms. Koo Chi Sum as executive Directors; and Mr. Cheung Yuk Ming, Mr. Law Pui Cheung, Mr. Lai Hin Wing Henry Stephen and Mr. Wong Ka Chun Carson as independent non-executive Directors.*

*All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*