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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)**

## **INSIDE INFORMATION FACILITY AGREEMENT WITH CONTROLLING SHAREHOLDER**

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

On 21 December 2016 (after trading hours), the Company as borrower and Trillion Trophy as lender entered into the Facility Agreement in relation to the provision of the Facility by Trillion Trophy to the Company.

Trillion Trophy is the controlling shareholder and hence a connected person of the Company. The transactions contemplated under the Facility Agreement constitute financial assistance for the Company under the Listing Rules. Pursuant to Rule 14A.90 of the Listing Rules, such financial assistance received by the Company from Trillion Trophy is fully exempt from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules as it is conducted on normal commercial terms or better and it is not secured by the assets of the Group.

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

## **THE FACILITY AGREEMENT**

On 21 December 2016 (after trading hours), the Company as borrower and Trillion Trophy as lender entered into the Facility Agreement in relation to the provision of the Facility by Trillion Trophy to the Company. The principal terms of the Facility Agreement are as follows:

Facility limit: A revolving loan facility up to a maximum of HK\$250 million.

Facility period: The period commencing on the date of the Facility Agreement and ending on the earlier of 31 December 2018 and the date on which the Facility is cancelled or terminated pursuant to the Facility Agreement (or other date as agreed between the Company and Trillion Trophy).

Interest: 4.5% per annum.

Interest is calculated on the basis of the actual number of days elapsed on a 365-day year and is paid half yearly in arrears.

Repayment: The Company shall repay the whole or any part of the amount drawn under the Facility on 31 December 2018. Upon expiry of the facility period, the Facility can be extended subject to mutual agreement between the Company and Trillion Trophy after arm's length negotiation with terms to be conducted in normal commercial terms or better to the Company.

Prepayment: The Company may prepay the whole or any part of the amount drawn under the Facility together with interest accrued thereon by giving Trillion Trophy not less than five business days' prior notice specifying the date of prepayment. The Company is entitled to drawdown any prepaid amount in accordance to the terms of the Facility Agreement.

Security: None.

## **REASONS FOR PROVISION OF THE FACILITY**

As disclosed in the circular of the Company dated 5 August 2016, while Trillion Trophy intends to continue with the existing business of the Group, it will assist the Group to identify suitable business opportunities to broaden its income streams. Trillion Trophy has further undertaken to the Company that it will provide the necessary financial support to the Company in order to ensure that the Company has sufficient working capital for its operation in the next 18 months after the resumption of the trading of the Shares on the Stock Exchange.

Following completion of the Subscriptions, the executive directors of the Company have conducted a detailed review on the business operations and financial position of the Group for the purpose of formulating appropriate business plans and strategies. The Company will further develop its principal football business and strives to enhance the operation and business value of the existing operation. Moreover, leveraging on the experience in business development of the executive directors of the Company, the Company is identifying business opportunities in the business including sports, sports education, culture as well as online games and entertainment. In line with the Company's expansion plan, the Company plans to expand its office space and recruit new staff in Hong Kong and reserve additional funding to meet its operational needs. Riding on the economic growth of China, the Company also plans to setup new entities in China so as to explore potential business opportunities. As at the date of this announcement, no legally binding agreements or arrangements in relation to the new business opportunities have been entered into by the Group. Should any of the investments materialise, appropriate announcement(s) will be made by the Company in accordance with the Listing Rules in due course.

In order to finance the business plans and strategies and the Group's potential new investments mentioned above, Trillion Trophy has agreed to provide the Facility to the Company to ensure that the Company has sufficient working capital for its professional football operation and potential new investments. The Group intends to utilize its existing financial resources to finance the business plans and strategies and its potential new investments and drawdown the Facility as and when required to satisfy future funding needs.

Having considered the terms of the Facility including the interest rate thereof, the Directors are of the view that the Facility is on normal commercial terms or better (as defined in the Listing Rules) to the Company, fair and reasonable and in the interest of the Company and its shareholders as a whole.

## **INFORMATION ON THE COMPANY**

The Company is an investment holding company, together with its subsidiaries, are principally engaged in the operation of a professional football club in the United Kingdom.

## **INFORMATION ON TRILLION TROPHY**

Trillion Trophy is a company incorporated in the British Virgin Islands with limited liability and is wholly owned by Wealthy Associates International Limited, a company incorporated in the British Virgin Islands with limited liability, which in turn is wholly and beneficially owned by Mr. Suen. As at the date of this announcement, Trillion Trophy holds 3,825,000,000 Shares, representing approximately 60.78% of the issued share capital of the Company.

## **LISTING RULES IMPLICATIONS**

Trillion Trophy is the controlling shareholder and hence a connected person of the Company. The transactions contemplated under the Facility Agreement constitute financial assistance for the Company under the Listing Rules. Pursuant to Rule 14A.90 of the Listing Rules, such financial assistance received by the Company from Trillion Trophy is fully exempt from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules as it is conducted on normal commercial terms or better and it is not secured by the assets of the Group.

## **DEFINITIONS**

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

“Board”	the Board of Directors
“Company”	Birmingham International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Facility”	the revolving loan facility of up to the Facility Limit granted by Trillion Trophy to the Company pursuant to the Facility Agreement
“Facility Agreement”	the facility agreement dated 21 December 2016 entered into between the Company as borrower and Trillion Trophy as lender in respect of provision of the Facility

“Facility Limit”	HK\$250 million, being the maximum total principal amount available during the facility period of the Facility
“Group”	the Company and its subsidiaries
“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
“Mr. Suen”	Mr. Suen Cho Hung, Paul, the sole beneficial owner of Wealthy Associates International Limited which in turn wholly owned Trillion Trophy
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriptions”	collectively, the subscription of 3,125,000,000 Shares pursuant to the terms of the share subscription agreement dated 6 June 2016 (as amended by a supplemental deed dated 8 June 2016 entered into between the Company and Trillion Trophy and announced by the Company on 8 June 2016) and the subscription of the 2% convertible notes due on the date falling three years from the date of issue in the aggregate principal amount of up to HK\$150,000,000 pursuant to the terms of the convertible notes subscription agreement dated 6 June 2016 (as amended by a supplemental deed dated 8 June 2016 entered into between the Company and Trillion Trophy and announced by the Company on 8 June 2016)
“Trillion Trophy”	Trillion Trophy Asia Limited, a company incorporated in the British Virgin Islands with limited liability and is wholly owned by Wealthy Associates International Limited, a company incorporated in the British Virgin Islands with limited liability, which in turn is wholly and beneficially owned by Mr. Suen

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong  
“%” per cent.

By Order of the Board  
**Birmingham International Holdings Limited**  
**Zhao Wenqing**  
*Chairman & Chief Executive Officer*

Hong Kong, 21 December 2016

*As at the date of this announcement, the Board comprises eight Directors, namely Mr. Zhao Wenqing (Chairman & Chief Executive Officer), Mr. Sue Ka Lok, Ms. Chan Yuk Yee, Mr. Yiu Chun Kong and Mr. Zhu Kai as Executive Directors; and Mr. To Yan Ming, Edmond, Mr. Pun Chi Ping and Ms. Leung Pik Har, Christine as Independent Non-executive Directors.*