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## **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)**

### **CONDITIONS FOR RESUMPTION OF TRADING OF THE SHARES OF THE COMPANY**

Reference is made to the Company's announcements dated 4 December 2014, 22 December 2014, 19 January 2015 and 21 January 2015 in relation to, among others, halt of trading of the shares in the Company, continuous halt of trading of the shares in the Company, suspected misappropriation of funds, and withdrawal of auditors' report by JH CPA Alliance Limited for the year ended 30 June 2014.

On 4 February 2015, the Board received a letter from the Stock Exchange, in which the Stock Exchange stated the resumption conditions of the Company.

As the request of the Company, trading in the shares of the Company on the Stock Exchange was halted from 10:21 a.m. on 4 December 2014 and will continue to be suspended until further notice.

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

#### **INTRODUCTION**

Reference is made to the Company's announcements dated 4 December 2014, 22 December 2014, 19 January 2015 and 21 January 2015 (the "Announcements") in relation to, among others, halt of trading of the shares in the Company, continuous halt of trading of the shares in the Company, suspected misappropriation of funds, and withdrawal of auditors' report by JH CPA Alliance Limited for the year ended 30 June 2014.

Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless the context requires otherwise.

## **CONDITIONS FOR RESUMPTION OF TRADING**

On 4 February 2015, the Board received a letter (the “Letter”) from the Stock Exchange, in which the Stock Exchange stated the following resumption conditions of the Company:

- (i) conduct an appropriate investigation on the Misappropriation and the Withdrawal, disclose the findings, assess their impact on the Company’s financial and operational positions and take appropriate remedial actions;
- (ii) publish all outstanding financial results, and address any audit qualifications;
- (iii) demonstrate that the Company has put in place adequate financial reporting procedures and internal controls systems to meet its Listing Rule obligations;
- (iv) demonstrate that the Company has sufficient working capital for its operation for at least twelve months from its expected resumption date; and
- (v) address the allegations against the Company and the Directors received by the Stock Exchange during December 2014 to January 2015 and inform the market of all material information for the shareholders and the investors to appraise the Group’s position.

The Stock Exchange may modify any of the above and/or impose further conditions if the situation changes.

The Company has been and is continuing to take appropriate steps to fulfil the conditions set out in the Letter for the resumption of trading in the Shares and will keep the Shareholders and potential investors informed of the progress as and when appropriate.

## **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:

“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
“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
“Share(s)”	share(s) of HK\$0.01 (each) in the capital of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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

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

Hong Kong, 18 February 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 Hangguo as independent non-executive Directors.*