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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)

INVALIDATING A PROPOSED EXTRAORDINARY GENERAL MEETING

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.

Reference is made to the announcement of the Company dated 13 January 2015 (the “**January Announcement**”) and the announcements of the Company dated 9 March 2015 (the “**March Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the January Announcement and the March Announcement unless the context requires otherwise.

In connection with the January Announcement and pursuant to Article 58 of the Articles, Mr. Yeung Ka Sing Carson (“**Mr. Yeung**”), being one of the Requisitionists and one of the substantial Shareholders holding approximately 27.9% of the issued share capital of the Company as at the date of deposit of the First Requisition, would have convened an extraordinary general meeting of the Company (the “**Proposed EGM**”) by publishing notices and form of proxy of the Proposed EGM on two Chinese newspapers, namely the Hong Kong Economic Journal and Ta Kung Pao, on 25 February 2015 and on one English newspaper, namely The Standard, on 26 February 2015 (the “**Notices**”). In the Notices, Mr. Yeung proposed to hold the Proposed EGM on 12 March 2015 (the “**Proposed Meeting Date**”) to consider, and if thought fit, approve the ordinary resolutions in relation to the appointment and removal of Directors as set out in the Notices.

Pursuant to Article 58 of the Articles, any one or more Shareholder(s) holding at the date of the deposit of the requisitions 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 rights by written requisition to the Board or the secretary of the Company to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. If within

21 days of such deposit the Board fails to proceed to convene such meeting 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 59 of the Articles, extraordinary general meeting may be called by giving not less than fourteen clear days' notice and not less than ten clear business days' notice. The term "clear days" is defined in the Articles to mean in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

Pursuant to Articles 161 and 162 of the Articles, service of notice in advertisement is required to be carried out in accordance with the requirements of the designated stock exchange (i.e. the Stock Exchange), and any notice given to a Shareholder is subject to due compliance with all applicable statutes, rules and regulations (i.e. the Articles, the Companies Law and the Listing Rules).

Pursuant to the Articles and the Listing Rules as set out above and with reference to the dates in which the Notices were published in the newspapers, the Proposed Meeting Date does not satisfy the required notice period. In this connection, the Receivers are of the view that as the Notices were not properly given to the Shareholders in accordance with the Articles and the Listing Rules, the Proposed EGM will be invalid. Further, any proceedings of the Proposed EGM at the Proposed Meeting Date would be invalid, irregular and of no effect. The Company would not and could not act upon any invalid notice, meeting or proceedings. Further, all ten proposed ordinary resolutions as set out in the Notices put forward to the Shareholders for consideration and approval at the Proposed Meeting Date should not and would not form part of the resolutions of the Company.

The Receivers would also like to point out that the persons proposed to be removed as Directors by ordinary resolutions numbered (4) to (10) in the Notices had resigned with effect from 9 March 2015 as set out in the March Announcement, which in effect, had invalidated those ordinary resolutions proposed to be considered and passed at the Proposed EGM on the Proposed Meeting Date.

The Receivers are of the view that the ordinary resolutions numbered (1) to (3) stated in the Notices might not be in the interests of the Company and the Shareholders as a whole and the Shareholders are advised to exercise caution when making decisions because the proposed appointment of executive Directors might be in breach of the requirements of the Owners' and Directors' Test imposed by the Football League Association in the United Kingdom, and Birmingham City Football Club Plc ("BCFC"), being one of the major subsidiaries of the Company might be subject to sanction by the Football League Association in accordance with Rules 4 and 5 of Appendix 3 to the Football League Regulation which might result in BCFC being withdrawn as a member of the Football League Association. Should BCFC's membership be withdrawn by the Football League Association in the United Kingdom, the revenue generating stream would no longer exist and the Company might not be able to satisfy rule 13.24 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "HKEx") to demonstrate to the HKEx that the Company has a sufficient level of operations to warrant the Company to be continued listing on the HKEx.

If and in the event that the Proposed EGM is held at the Proposed Meeting Date and any executive Directors so nominated by Mr. Yeung are appointed, the Receivers would have to exercise their powers under the Order to remove those invalidly appointed Director(s) immediately in order to preserve the value and protect the interests of the Company and the Shareholders as a whole.

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
“Companies Law”	Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“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
“Director(s)”	the director(s) of the Company
“Order”	the order granted by the High Court of Hong Kong dated 16 February 2015 in the matter of the Company
“Receivers”	Messrs. Liu Yiu Keung Stephen, Yen Ching Wai David and Koo Chi Sum, all of Ernst & Young Transactions Limited of 62th Floor, One Island East, 18 Westlands Road, Island East, Hong Kong and being the joint and several receivers of the Company appointed in accordance with the Order
“Shares”	the ordinary shares of HK\$0.01 each in the share 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

For and on behalf of the Board

Birmingham International Holdings Limited

(Receivers Appointed)

Liu Yiu Keung Stephen, Yen Ching Wai David and Koo Chi Sum

Joint and Several Receivers and executive Directors

Hong Kong, 11 March 2015

As at the date of this announcement, the Board comprises 8 Directors, namely as Mr. Liu Yiu Keung Stephen, Mr. Yen Ching Wai David, Ms. Koo Chi Sum and Mr. Cheung Kwai Nang 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.