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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)

ANNOUNCEMENT OF UNAUDITED INTERIM RESULTS FOR THE SIX MONTHS ENDED 31 DECEMBER 2011

The board of directors (the “**Board**”) of Birmingham International Holdings Limited (the “**Company**”) presents the unaudited condensed consolidated interim results of the Company together with its subsidiaries (the “**Group**”) for the six months ended 31 December 2011 together with the comparative figures set out as follows. These condensed consolidated interim financial statements are unaudited but have been reviewed by the Company’s audit committee.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

		Six months ended	
		31 December	
		2011	2010
	<i>Notes</i>	<i>HK\$’000</i>	<i>HK\$’000</i>
		(Unaudited)	(Unaudited)
			(Restated)
Turnover	4	273,138	375,353
Operating expenses		(242,765)	(327,083)
Profit from operations before amortisations		30,373	48,270
Other revenue and net gains		3,265	5,422
Profit on sales of players’ registrations		179,074	—
Amortisation of players’ registrations		(35,562)	(75,540)
Administrative and other expenses		(27,772)	(37,460)
Finance costs	5	(7,964)	(6,166)
Profit/(loss) before taxation	6	141,414	(65,474)
Income tax expense	7	—	—
Profit/(loss) for the period		141,414	(65,474)

	Six months ended	
	31 December	
	2011	2010
<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
		(Restated)
Exchange differences on translating foreign operations and total other comprehensive (expenses)/income for the period	<u>(2,048)</u>	<u>11,559</u>
Total comprehensive income/(expenses) for the period	<u>139,366</u>	<u>(53,915)</u>
Profit/(loss) attributable to:		
— Owners of the Company	<u>135,920</u>	<u>(63,381)</u>
— Non-controlling interests	<u>5,494</u>	<u>(2,093)</u>
	<u>141,414</u>	<u>(65,474)</u>
Total comprehensive income/(expenses) attributable to:		
— Owners of the Company	<u>133,941</u>	<u>(51,906)</u>
— Non-controlling interests	<u>5,425</u>	<u>(2,009)</u>
	<u>139,366</u>	<u>(53,915)</u>
Earnings/(loss) per share		
— Basic and diluted (HK cents)	<u>3.50</u>	<u>(1.99)</u>

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CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	At	At
	31 December	30 June
	2011	2011
<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Non-current assets		
Intangible assets	164,339	246,344
Goodwill	—	—
Property, plant and equipment	281,886	298,649
Prepayments	12,425	14,599
	458,650	559,592
Current assets		
Inventories	3,289	2,331
Trade receivables	10 125,443	15,559
Deposits, prepayments and other receivables	28,953	23,032
Amounts due from related companies	1,765	1,317
Cash held at non-bank financial institutions	383	17,533
Cash and cash equivalents	19,295	7,966
	179,128	67,738
Current liabilities		
Transfer fee payables	82,056	114,283
Trade payables	11 25,631	41,639
Accruals and other payables	79,740	81,521
Borrowings	96,527	172,181
Income tax payable	418	418
Deferred income	57,505	37,625
Deferred capital grant	684	711
Amounts due to directors	5,231	5,765
	347,792	454,143
Net current liabilities	(168,664)	(386,405)
Total assets less current liabilities	289,986	173,187

		At 31 December 2011 <i>HK\$'000</i> (Unaudited)	At 30 June 2011 <i>HK\$'000</i> (Audited)
Non-current liabilities			
Transfer fee payables		10,997	26,342
Accruals and other payables		8,368	16,319
Borrowings		12,689	8,103
Deferred capital grant		21,995	23,189
Amounts due to directors		174,435	177,098
Deferred tax liabilities		44,501	44,501
		<u>272,985</u>	<u>295,552</u>
TOTAL NET ASSETS/(LIABILITIES)		<u>17,001</u>	<u>(122,365)</u>
Capital and reserves			
Share capital	12	38,878	38,878
Reserves		<u>(22,614)</u>	<u>(156,555)</u>
Equity attributable to owners of the Company		16,264	(117,677)
Non-controlling interests		<u>737</u>	<u>(4,688)</u>
TOTAL EQUITY		<u>17,001</u>	<u>(122,365)</u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 31 December 2011

1. GENERAL

The Company was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Trading in the shares of the Company have been suspended from trading since 30 June 2011.

The principal activity of the Company is investment holding and its subsidiaries are mainly engaged in professional football operation, apparel sourcing and trading and entertainment and media services.

The functional currency of the Company and its subsidiaries (collectively referred to as the “Group”) is Hong Kong dollars (“HK\$”) and for those subsidiaries established in the United Kingdom (“U.K.”) is Great Britain Pounds (“GBP”). The condensed consolidated interim financial statements are presented in Hong Kong dollars (“HK\$”) for the convenience of users of the condensed consolidated interim financial statements as the Company is listed in Hong Kong.

2. BASIS OF PREPARATION

The condensed consolidated financial statements of the Group have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange and with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

The condensed consolidated interim financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair values, as appropriate.

Except as described below, the accounting policies and methods of computation used in the condensed consolidated interim financial statements for the six months ended 31 December 2011 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 30 June 2011.

Going concern basis

For the six months ended 31 December 2011, the Group generated profits of approximately HK\$141,414,000, which is mainly attributed to the sales of player’s registration of approximately HK\$179,074,000. Profits generated from the sales of player’s registrations are non-recurring and despite this the Group had net current liabilities of approximately HK\$168,664,000 as at 31 December 2011. The condition indicates the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern and therefore that it may be unable to realise its assets and discharge its liability in the normal course of business. Nevertheless, the directors of the Company are of the opinion that the Group will have sufficient working capital to meet its financial obligations as and when they fall due for the next twelve months from 31 December 2011 giving that the directors of the Company will consider different sources of financing being available.

Accordingly, the directors of the Company are of the opinion that it is appropriate to prepare the condensed consolidated interim financial statements on a going concern basis. Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to the condensed consolidated interim financial statements, to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of these adjustments has not been reflected in the condensed consolidated interim financial statements.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current interim period, the Group has also applied, for the first time, a number of revised standard and amendments (“new or revised HKFRSs”) issued by the HKICPA. The application of these new or revised HKFRSs had no material effect on the condensed consolidated interim financial statements of the Group for the current or prior accounting period.

The Group has not applied the following new and revised standards, amendments or interpretation that have been issued but are not yet effective:

Amendments to HKFRSs	Annual Improvements to HKFRSs 2009 – 2011 Cycle, except for the amendments HKFRS 1 ¹
HKFRS 1 (Amendments)	Government Loans ¹
HKFRS 7 (Amendments)	Disclosures — Offsetting Financial Assets and Financial Liabilities ¹
HKFRS 9	Financial Instruments ¹
HKFRS 9 and HKFRS 7 (Amendments)	Mandatory Effective Date of HKFRS 9 and Transition Disclosures ⁵
HKFRS 10, HKFRS 11 and HKFRS 12 (Amendments)	Disclosure of Interests in Other Entities: Transition Guidance ¹
HKFRS 10	Consolidated Financial Statements ¹
HKFRS 11	Joint Arrangements ¹
HKFRS 12	Disclosure of Interests in Other Entities ¹
HKFRS 13	Fair Value Measurement ¹
HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income ²
HKAS 12 (Amendments)	Deferred Tax: Recovery of Underlying Assets ³
HKAS 19 (Revised 2011)	Employee Benefits ¹
HKAS 27 (Revised 2011)	Separate Financial Statements ¹
HKAS 28 (Revised 2011)	Investments in Associates and Joint Ventures ¹
HKAS 32 (Amendments)	Offsetting Financial Assets and Financial Liabilities ⁴
HK(IFRIC)* — INT 20	Stripping Costs in the Production Phase of a Surface Mine ¹

¹ Effective for annual periods beginning on or after 1 January 2013.

² Effective for annual periods beginning on or after 1 July 2012.

³ Effective for annual periods beginning on or after 1 January 2012.

⁴ Effective for annual periods beginning on or after 1 January 2014.

⁵ Effective for annual periods beginning on or after 1 January 2015.

* IFRIC represents the IFRS Interpretations Committee.

The directors of the Company are in the process of making an assessment of the impact of these new and revised standards, amendments or interpretation on the results and financial position of the Group and disclosures in the condensed consolidated interim financial statements.

4. TURNOVER AND SEGMENT INFORMATION

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowance and exclude value added tax or other sales related taxes.

Information reported to the board of directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. Specifically, the Group's reportable and operating segments under HKFRS 8 are as follows:

- (i) professional football operation;
- (ii) apparel sourcing and trading;
- (iii) entertainment and media; and
- (iv) investment holding.

(a) Segment revenues and results

An analysis of the Group's turnover and operating results by segments for the six months ended 31 December is as follows:

	Professional football operation		Apparel Sourcing & trading		Entertainment and media services		Investment holding		Consolidated	
	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
SEGMENT REVENUE:										
External sales	<u>273,138</u>	<u>370,896</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>4,457</u>	<u>—</u>	<u>—</u>	<u>273,138</u>	<u>375,353</u>
SEGMENT RESULTS	<u>176,301</u>	<u>(41,420)</u>	<u>—</u>	<u>(161)</u>	<u>—</u>	<u>4,457</u>	<u>848</u>	<u>5,276</u>	<u>177,149</u>	<u>(31,848)</u>
Unallocated corporate income and expenses									<u>(35,735)</u>	<u>(33,626)</u>
Profit/(loss) before taxation									<u>141,414</u>	<u>(65,474)</u>

Segment results represent the results of each segment without allocation of interest income, central administration costs, directors' emoluments and finance costs. This is the measure reported to the chief operating decision maker (board of directors) of the Group for the purposes of resource allocation and performance assessment.

(b) Segment assets

	Professional football operation		Apparel Sourcing & trading		Entertainment & media services		Investment holding		Total	
	At 31 December 2011 <i>HK\$'000</i> (Unaudited)	At 30 June 2011 <i>HK\$'000</i> (Audited)								
ASSETS										
Segment assets	593,189	574,321	—	—	214	286	2,479	2,876	595,882	577,483
Unallocated segment assets									41,896	49,847
Total assets									637,778	627,330

For the purpose of monitoring segment performances and allocating resources between segment:

- all assets are allocated to reportable segments, other than cash held at non-bank financial institutions, cash and cash equivalents and amounts due from related companies.

(c) Geographical information

	Revenue from external customer Six months ended 31 December 2011 <i>HK\$'000</i> (Unaudited)		Segments results Six months ended 31 December 2011 <i>HK\$'000</i> (Unaudited)	
	2011 <i>HK\$'000</i> (Unaudited)	2010 <i>HK\$'000</i> (Unaudited)	2011 <i>HK\$'000</i> (Unaudited)	2010 <i>HK\$'000</i> (Unaudited)
Hong Kong	—	4,457	848	9,572
United Kingdom	273,138	370,896	176,301	(41,420)
	273,138	375,353	177,149	(31,848)

5. FINANCE COSTS

	Six months ended	
	31 December	
	2011	2010
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited) (Restated)
Interest on bank and other borrowings repayable within five years	7,778	6,021
Finance leases	<u>186</u>	<u>145</u>
	<u>7,964</u>	<u>6,166</u>

6. PROFIT/(LOSS) BEFORE TAXATION

Profit/(loss) before taxation is arrived at after charging/(crediting):

	Six months ended	
	31 December	
	2011	2010
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Depreciation of property, plant and equipment	6,156	5,348
Amortisation of players' registrations	35,562	75,540
Operating lease in respect of property and others	4,617	1,970
Staff costs (including directors):		
— Wages and salaries	145,721	228,948
— Contributions to defined contribution retirement plans	19,625	28,063
Other operating income — release of capital grants	<u>(347)</u>	<u>(341)</u>

7. INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising from Hong Kong during the six months ended 31 December 2011 and 2010.

The Group's subsidiaries in the U.K. are subject to Corporation Tax in the U.K. ("Corporation Tax"). No provision has been made in respect of Corporation Tax as these subsidiaries have sufficient tax loss available for set-off against the estimated assessable profits for the six months ended 31 December 2011.

No provision was made in respect of Corporation Tax as these subsidiaries did not derive any assessable profits for the six months ended 31 December 2010.

8. DIVIDEND

The Board does not recommend the payment of any interim dividend for the six months ended 31 December 2011 (2010: Nil).

9. EARNING/(LOSS) PER SHARE

The calculation of basic earnings per share is based on the unaudited condensed consolidated profit attributable to owners of the Company for the six months ended 31 December 2011 of approximately HK\$135,920,000 (2010: loss of approximately HK\$63,381,000) and the weighted average number of ordinary shares of 3,887,753,400 shares (2010: 3,187,753,400 shares) in issue during the period.

The computation of diluted earnings per share for the six months ended 31 December 2011 does not assume the exercise of the Company's outstanding share options as the exercise price of those options was higher than the average market price of the Company's shares.

Diluted loss per share was the same as the basic loss per share for the six months ended 31 December 2010, as the effect of the conversion of the Company's outstanding share options and convertible note would result in a decrease in loss per share.

10. TRADE RECEIVABLES

The ageing analysis of trade receivables based on invoice date net of impairment loss is as follows:

	At 31 December 2011 <i>HK\$'000</i> (Unaudited)	At 30 June 2011 <i>HK\$'000</i> (Audited)
Within 30 days	100,207	10,747
31 — 90 days	1,849	1,932
91 — 180 days	5,114	312
181 — 365 days	265	2,568
More than 365 days	18,008	—
	<u>125,443</u>	<u>15,559</u>

11. TRADE PAYABLES

The ageing analysis of trade payables is as follows:

	At 31 December 2011 <i>HK\$'000</i> (Unaudited)	At 30 June 2011 <i>HK\$'000</i> (Audited)
Within 30 days	18,896	33,361
31 — 90 days	6,087	5,884
91 — 180 days	288	1,035
181 — 365 days	360	1,359
	<u>25,631</u>	<u>41,639</u>

12. SHARE CAPITAL

Ordinary shares of HK\$0.01 each	At 31 December 2011 (Unaudited)		At 30 June 2011 (Audited)	
	Number of shares	Amount HK\$'000	Number of shares	Amount HK\$'000
Authorised capital: At the beginning and the end of period	<u>10,000,000,000</u>	<u>100,000</u>	<u>10,000,000,000</u>	<u>100,000</u>
Issued and fully paid capital: At beginning of period	<u>3,887,753,400</u>	<u>38,878</u>	<u>3,187,753,400</u>	<u>31,878</u>
Issue of shares by way of placements	<u>—</u>	<u>—</u>	<u>700,000,000</u>	<u>7,000</u>
At the end of the period	<u>3,887,753,400</u>	<u>38,878</u>	<u>3,887,753,400</u>	<u>38,878</u>

13. COMPARATIVE INFORMATION

The comparative figures of the condensed consolidated statement of comprehensive income for the six months ended 31 December 2010 were restated due to the reclassification of finance costs of approximately HK\$9,195,000 which by nature should be administrative and other expenses. The amounts of the reclassification for each condensed consolidated interim financial statements line affected are presented below.

Effect of the reclassification on the Group's condensed consolidated statement of comprehensive income for the six months ended 31 December 2010:

	As previously reported HK\$'000	Reclassification HK\$'000	As restated HK\$'000
Finance costs	15,361	(9,195)	6,166
Administrative and other expenses	<u>28,265</u>	<u>9,195</u>	<u>37,460</u>

14. EVENTS AFTER THE REPORTING PERIOD

- (i) Subsequent to the end of the reporting period, the football registrations of two players were contracted for sale during the winter transfer window in January 2013 and the said transfers are expected to be completed in August 2013. The terms of the agreement are confidential between the two parties and are therefore not disclosed.
- (ii) The Group have been approached by some prospective buyers to explore the possibility of purchasing BCP Group. At the date of issuance of these condensed consolidated interim financial statements, no binding agreement has been reached. Details of the potential sale are set out in the announcement of the Company dated 22 January 2013 and 26 February 2013.

MANAGEMENT DISCUSSION AND ANALYSIS

Results

For the six months ended 31 December 2011, the Group recorded a consolidated turnover of approximately HK\$273 million, representing a decrease of 27% compares to the consolidated turnover of approximately HK\$375 million in the six months ended 31 December 2010. Such decrease was mainly due to the relegation professional football business and decreasing revenue generated from Birmingham City Football Club (“BCFC”).

Business Review and Prospect

The Company engages in investment holding. The principal activities of its main subsidiaries are engaged in professional football operation and entertainment services.

Professional Football Operation Business

Birmingham City Plc (“BCP”) is a company domiciled in the United Kingdom, the principal activities of Birmingham City Plc and its subsidiaries (collectively refer to as the “BCP Group”) was the operation of a professional football club in the United Kingdom. The revenue streams of BCP Group comprised of (i) gate receipts which consisted of season and matchday tickets; (ii) broadcasting revenue, including distribution from the Football Association and Championship broadcasting agreements, cup competitions and revenue from the local media; and (iii) commercial income which comprised of sponsorship income, corporate hospitality, merchandising, conference and banqueting and other sundry revenue.

BCP Group contributed a turnover of approximately HK\$273 million to the Group’s turnover for the period. BCP Group recorded a net profit of approximately HK\$176 million (six months ended 31 December 2010: net loss of approximately HK\$62 million) to the Group’s profit for the period.

The relegation from the Premier League posed an enormous challenges to the operations of the BCP Group. The arrest of Mr. Carson Yeung, on 29 June 2011, who was the largest private supporter of the BCP Group, and the freezing of his assets, meant that the BCP Group was required to be self sufficient. The suspension of the trading in the Company’s shares on 30 June 2011, further dealt a blow to the smooth operation of BCP Group.

Despite the challenges, the Group recorded a profit of approximately HK\$141 million for the six months ended 31 December 2011, compared to a loss of approximately HK\$65 million for the six months ended 31 December 2010. Such profits were achieved by the disposal of high end earning footballers and by an overall cost cutting exercise. The BCP Group’s staffing costs, costs evaluation and cost trimming exercises all resulted in a significant reduction in the overall administrative expenses. These measures shall continue as and when appropriate.

Entertainment Services and Sponsorship Business

In the six months period ended 31 December 2011, the Group recorded no turnover (six months ended 31 December 2010: approximately HK\$20 million) relating to entertainment services and sponsorship in the Group's overall turnover.

Financial Review

Liquidity and Financial Resources

The current ratio (current assets to current liabilities) of the Group as at 31 December 2011 was 51.50% (30 June 2011: 14.92%) and the gearing ratio (borrowings in long term portion to equity and non-current liabilities) of the Group as at 31 December 2011 was 64.69% (30 June 2011: 104.12%). The ratio of total liabilities to total assets of the Group as at 31 December 2011 was 97.33% (30 June 2011: 119.51%).

As at 31 December 2011, the cash and bank balances of the Group amounted to approximately HK\$19 million, representing a increase of 138% compared to the cash and bank balances of approximately HK\$8 million as at the last financial period end.

As at 31 December 2011, the borrowings (including current portion and long term portion) of the Group amounted to approximately HK\$109 million (30 June 2011: approximately HK\$180 million), mainly representing bank loans in the United Kingdom and other borrowings in Hong Kong.

Foreign Exchange Risk

The Group's exposure to foreign currency risk is the Group's subsidiaries operating in the United Kingdom and most of their transactions, assets and liabilities are denominated in Pound Sterling ("£"). The Group does not have any derivative financial instruments to hedge its foreign currency risks.

Operating Lease Arrangements

At the end of reporting period, the Group's total future minimum lease payments under non-cancellable operating leases are as follows:

The Group as lessee

	At 31 December 2011 HK\$'000 (Unaudited)	At 30 June 2011 HK\$'000 (Audited)
Within one year	4,094	7,428
After one year but within five years	888	1,777
After five years	—	12
	<u>4,982</u>	<u>9,217</u>

Pledge of Group's Assets

As at 31 December 2011, the Group has the freehold land and buildings with the carrying value of approximately £23 million (equivalent to approximately HK\$276 million) for the bank borrowings and the general banking facilities granted to the Group. The secured bank borrowings of the Group of approximately HK\$77 million are also secured by unlimited multilateral guarantees given by certain of the subsidiaries in the Group.

Save as the above, the Group did not have assets charged nor pledged to secure any outstanding borrowing.

Contingent Liabilities

The Group had the following contingent liabilities at the end of the period:

- Concerning the Group's professional football club operation, the BCP Group maintained certain contracts with other football clubs in respect of player transfers, additional amount would become payable if certain specific performance condition are met. The maximum amount not provided that could be payable in respect of player transfer cost of approximately HK\$25 million (equivalent to £2,041,000) as at 31 December 2011 (30 June 2011: approximately HK\$21 million).

Events After the Reporting Period

- (i) Subsequent to the end of the reporting period, the football registrations of two players were contracted for sale during the winter transfer window in January 2013 and the said transfers are expected to be completed in August 2013. The terms of the agreement are confidential between the two parties and are therefore not disclosed.
- (iii) The Group have been approached by some prospective buyers to explore the possibility of purchasing BCP Group. At the date of issuance of these condensed consolidation interim financial statements, no binding agreement has been reached. Details of the potential sale are set out in the announcement of the Company dated 22 January 2013 and 26 February 2013.

CORPORATE GOVERNANCE

The Board believes that good corporate governance is crucial to improve the efficiency and performance of the Group and to safeguard the interests of the shareholders.

The Company has complied with the applicable code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 of the Listing Rules throughout the six months ended 31 December 2011 except for as follows:

- Code provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. The Company deviates from the above code provision as one of non-executive Directors (“NEDs”) and all independent non-executive Directors (“INEDs”) are not appointed for specific terms. According to the provisions of the Company’s Articles of Association, however, the NEDs and INEDs are subject to retirement and re-election. The reason for the deviation is that the Company believes that the Directors ought to be committed to representing the long term interest of the Company’s shareholders.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules. Having made specific enquiry to all the directors of the Company, all Directors have confirmed that they have complied with the required standard set out in the Model Code throughout the six months period ended 31 December 2011.

AUDIT COMMITTEE

The Audit Committee comprises two independent non-executive directors of the Company has reviewed with the management in the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including review of the unaudited interim financial information and interim report for the six months period ended 31 December 2011.

REMUNERATION COMMITTEE

The Remuneration Committee comprises two independent non-executive directors and one executive director of the Company, is responsible for reviewing and evaluating the remuneration policies of executive directors and senior management and making recommendations to the Board from time to time.

NOMINATION COMMITTEE

The Nomination Committee comprises two independent non-executive directors and one executive director of the Company. The primary role is to ensure that there is a formal and transparent procedure adopted by the Company for the nomination of directors of the Company.

PURCHASE, SALE OF REDEMPTION OF SECURITIES OF THE COMPANY

During the six months period ended 31 December 2011, neither the Company, nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

PUBLICATION OF FINAL RESULTS AND ANNUAL REPORT

This interim results announcement is published on the websites of the Company (<http://www.irasia.com/listco/hk/birminghamint/index.htm>) and Hong Kong Exchanges and Clearing Limited (<http://www.hkex.com.hk>). The interim report of the Company for the six months ended 31 December 2011 containing all information required by the Listing Rules will be dispatched to the Shareholders of the Company and made available on the above websites in due course.

By Order of the Board
BIRMINGHAM INTERNATIONAL HOLDINGS LIMITED
Yeung Ka Sing, Carson
Executive Director and Chairman

Hong Kong, 15 March 2013

As at the date hereof, the executive directors of the Company are Mr. Yeung Ka Sing, Carson, Mr. Peter Pannu, Mr. Ma Shui Cheong, Mr. Chan Shun Wah, Ms. Wong Po Ling, Pauline and Mr. Cheung Kwai Nang and the independent non-executive directors are Mr. Yau Yan Ming, Raymond and Mr. Wong Ka Chun, Carson.