

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the Offer or contents of this document or what action you should take, you are recommended immediately to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.**

This Form of Acceptance ("Form") should be read in whole and in conjunction with the accompanying offer document dated 15 September 2009 from Grandtop International Holdings Limited ("Grandtop") (the "Offer Document"). The terms and conditions of the Offer Document, as defined and contained in the Offer Document, are deemed to be incorporated in and form part of this Form. Unless the context otherwise requires, the definitions contained in the Offer Document also apply to this Form.

**If you have sold or otherwise transferred all of your Birmingham City Shares, please immediately forward the Offer Document, together with the accompanying documents but not this personalised Form of Acceptance (if the shares are held in certificated form), to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward delivery to the purchaser or transferee. These documents should not, however, be forwarded or transmitted in or into any Restricted Jurisdiction if to do so would constitute a violation of the relevant laws of that jurisdiction. If you have sold or otherwise transferred only part of your holding of Birmingham City Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.**

The Offer is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic communication, telex or telephone) of interstate or foreign commerce of, or by any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offer cannot be accepted by any such use, means, instrumentality or facility, from within a Restricted Jurisdiction. Accordingly, copies of this Form and the accompanying Offer Document and any related offering documents are not being (unless otherwise determined by Grandtop in its sole and absolute discretion) and must not be mailed or otherwise distributed or sent in, into or from a Restricted Jurisdiction and persons receiving such documents (including, without limitation, custodians, nominees and trustees) must not distribute, forward, mail, transmit or send them in, into or from a Restricted Jurisdiction. The distribution of this Form in certain jurisdictions may be restricted by law, and may render invalid any related purported acceptance of the Offer. Persons into whose possession this Form comes are required by Grandtop to inform themselves about and to observe any such restrictions.

All Birmingham City Shareholders (including, without limitation, nominees, trustees or custodians) who would, or otherwise intend to, or may have a contractual or legal obligation to, forward this Form and/or the accompanying Offer Document to any jurisdiction outside the UK should seek appropriate advice before taking any action. Further details for overseas shareholders are contained in paragraph 7 of Part B and paragraph (b) of Part C of Appendix I to the Offer Document.

BDO Stoy Hayward Corporate Finance, a division of BDO Stoy Hayward LLP, Chartered Accountants, which is authorised and regulated in the UK by the Financial Services Authority, is acting for Grandtop and no one else in connection with the Offer and will not be responsible to anyone other than Grandtop for providing the protections afforded to clients of BDO Stoy Hayward Corporate Finance or for providing any financial advice in relation to the Offer or any other matter referred to herein.

**FORM OF ACCEPTANCE**  
**in respect of the**  
**All Cash Offer**  
**by**  
**Grandtop International Holdings Limited**  
**for**  
**Birmingham City PLC**

**Acceptances of the Offer must be received as soon as possible but in any event no later than by 1.00 p.m. on 6 October 2009**

**Birmingham City Shareholders who hold Birmingham City Shares in uncertificated form only should NOT complete or return this Form of Acceptance**

**ACTION TO BE TAKEN TO ACCEPT THE OFFER**

- If your Birmingham City Shares are held in certificated form (that is, not in CREST), to accept the Offer, complete page 3 of this Form by following the instructions and notes for guidance set out on pages 2 and 4. In particular, please sign Box 3 on page 3 of this Form. Individual Birmingham City Shareholders must sign Box 3 on page 3 of this Form in the presence of an independent witness who must also sign where indicated and state his or her name and address.
- If you hold Birmingham City Shares jointly with others, you must arrange for all your co-holders to sign this Form and have their signatures independently witnessed.
- If your Birmingham City Shares are held in certificated form (that is, not in CREST), please return this Form, duly completed and signed and **accompanied by your valid share certificate(s)** and/or other documents of title either by post (for which purpose a reply-paid addressed envelope for use in the UK only, is enclosed) or (during usual business hours only) by hand to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU (the "Receiving Agent") as soon as possible, but in any event so as to be received by no later than 1.00 p.m. on 6 October 2009.
- If your Birmingham City Shares are held in certificated form and any of your share certificate(s) and/or other document(s) of title is/are with your bank, stockbroker or other agent, you should nevertheless complete and sign this Form and arrange for it to be lodged by such agent together with the relevant document(s) of title as soon as possible, as stated above, and by no later than 1.00 p.m. on 6 October 2009, unless your share certificate(s) and/or other document(s) of title is/are not readily available, in which case please refer to note 5 on page 4 of this Form. If your share certificate(s) and/or other document(s) of title is/are lost, please refer to note 6 on page 4 of this Form.
- If you hold Birmingham City Shares in both certificated and uncertificated form, you should complete this Form for your certificated holding only. If you hold Birmingham City Shares in certificated form but under different designations, you should complete a separate Form for each designation. You can obtain further Forms by contacting Capita Registrars on 0871 664 0321 or, if calling from outside the UK, on +44 20 8639 3399 between 9.00 a.m. and 5.00 p.m. on any weekday (excluding UK public holidays). Calls to the Capita Registrars' 0871 664 0321 number are charged at 10 pence per minute (including VAT) plus any of your service provider's network extras. Calls to the Capita Registrars' +44 20 8639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita Registrars cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice.
- A Form of Acceptance contained in an envelope postmarked in a Restricted Jurisdiction, or otherwise appearing to Grandtop or its agents to have been sent from any Restricted Jurisdiction may be rejected as an invalid acceptance of the Offer. Without prejudice to Appendix I to the Offer Document, Grandtop reserves the right to treat as valid, in whole or in part, any acceptance of the Offer which is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title.
- Please read Parts B and C of Appendix I to the Offer Document, the terms of which are incorporated into, and form part of, this Form.
- Please see the notes on pages 2 and 4 of this Form for more detailed instructions.

**This Form of Acceptance must only be used to accept the Offer in respect of Birmingham City Shares in certificated form (that is, not in CREST). Acceptance in respect of Birmingham City Shares held in uncertificated form (that is, in CREST) must be made through CREST as set out in Part D of Appendix I of the Offer Document.**

**If you are in any doubt as to how to fill in this Form, please contact Capita Registrars on either of the telephone numbers listed above.**

**DO NOT DETACH ANY PART OF THIS FORM**

**HOW TO COMPLETE THIS FORM OF ACCEPTANCE**  
**YOUR ACCEPTANCE SHOULD BE RECEIVED BY NO LATER THAN 1.00 P.M. ON 6 OCTOBER 2009**

Please follow the instructions below when completing page 3.

**1 TO ACCEPT THE OFFER**

To accept the Offer, insert in Box 1 the total number of Birmingham City Shares in certificated form in respect of which you wish to accept the Offer.

You must also sign Box 3, in accordance with the instructions set out herein which will constitute your acceptance of the Offer and, if appropriate, complete Box 2, Box 4, Box 5 and/or Box 6. If no number or a number greater than your entire registered holding of certificated Birmingham City Shares is inserted in Box 1 and you have signed Box 3 in accordance with the instructions set out herein, you will be deemed to have inserted in Box 1 and to have accepted the Offer in respect of your entire registered holding of certificated Birmingham City Shares.

Complete here →

**2 FULL NAME(S) AND ADDRESS(ES)**

If your details shown next to Box 1 are incorrect or no details are shown, complete Box 2 with the full name and address of the sole or first-named registered holder in BLOCK CAPITALS together with the name(s) of all other joint registered holders (if any). **If your details as shown in Box 1 are correct, do not complete Box 2.** If the acceptance is not made by the registered holder(s), insert in Box 2 the name(s) and capacity (e.g. executor(s)/attorney(s)) of the person(s) making the acceptance.

Your attention is also drawn to Box 5. Unless you complete Box 5, the address of the sole or first-named registered holder shown next to Box 1 or inserted in Box 2 is the address to which the consideration due to you under the Offer will be sent. If you insert in Box 2 an address in any Restricted Jurisdiction, you must insert in Box 5 an alternative address outside any Restricted Jurisdiction.

Complete here →

**3 SIGNATURES**

To accept the Offer you **MUST** sign Box 3 regardless of which other boxes you complete. In the case of joint holders, ALL joint holders must sign.

All registered holders, including joint holders, who are individuals **MUST SIGN BOX 3 IN THE PRESENCE OF AN INDEPENDENT WITNESS** who must also sign Box 3 where indicated. The witness must be over 18 years of age and must not be another joint holder signing this Form.

The witness should state his or her name and address and sign where indicated. The same person may witness each signature of joint holders.

A company incorporated in England and Wales may execute this Form (i) by affixing its common seal, which should be affixed and witnessed in accordance with its articles of association or other regulations or (ii) by two authorised signatories (being two directors or a director and a secretary) signing this Form or (iii) by a director signing this Form in the presence of a witness who attests the signature and, in each case, inserting the name of the company above or alongside the signature(s).

A company incorporated outside England and Wales may sign in accordance with the laws of the territory in which it is incorporated.

Each officer signing this Form should state the office which he/she holds in the company underneath his/her signature.

If this Form is not signed by the registered holder(s), insert the name(s) and capacity (e.g. attorney or executor(s)) of the person(s) signing this Form. Such person should also deliver evidence of his/her authority in accordance with the notes on page 4. If you sign Box 3 without putting "NO" in Box 4, you are deemed to have given the representations and warranties in the terms of paragraph (b) of Part C of Appendix I to the Offer Document.

Sign and Witness here →

**4 OVERSEAS SHAREHOLDERS**

If you are unable to give the warranties set out in paragraph (b) of Part C of Appendix I to the Offer Document, you must put "NO" in Box 4 and you should read paragraph 7 of Part B of Appendix I to the Offer Document. If you do not put "NO" in Box 4, you will be deemed to have given such warranties and representations.

If you put "NO" in Box 4, you will be deemed not to have validly accepted the Offer.

Complete here →

**5 ALTERNATIVE ADDRESS FOR DESPATCH OF CONSIDERATION DUE UNDER THE OFFER**

If you wish the consideration due to you under the Offer and/or returned documents to be sent to someone (who must be outside any Restricted Jurisdiction) other than the first-named registered holder at his address set out next to Box 1 or, in Box 2 (e.g. your bank manager or stockbroker), you should complete Box 5. Box 5 must be completed by holders who have completed Box 2 with an address in any Restricted Jurisdiction. You must not insert in Box 5 an address in any Restricted Jurisdiction.

Complete here →

**6 DAYTIME TELEPHONE NUMBER**

Insert in Box 6 your daytime telephone number (outside a Restricted Jurisdiction) where you may be contacted in case of queries.

Complete here →

**PLEASE COMPLETE THIS FORM OF ACCEPTANCE  
IN BLOCK CAPITALS AS EXPLAINED ON PAGES 2 AND 4**

**1**

**TO ACCEPT THE OFFER**

**BOX 1**

Complete Box 1 and sign Box 3 in the presence of an independent witness. If appropriate, please also complete Boxes 2, 4, 5 and/or 6.

Total number of Birmingham City Shares in certificated form in respect of which you wish to accept the Offer

\_\_\_\_\_

**2**

**FULL NAME(S) AND ADDRESS**

**BOX 2**

(to be completed in Block Capitals only if the details shown in Box 1 are incorrect)

First registered holder	Third registered holder
Forename(s) _____	Forename(s) _____ (Mr/Mrs/Ms)
Surname _____ (Mr/Mrs/Ms)	Surname _____
Address _____	
_____	
_____ Postcode _____	
Second registered holder	Fourth registered holder
Forename(s) _____ (Mr/Mrs/Ms)	Forename(s) _____ (Mr/Mrs/Ms)
Surname _____	Surname _____

**3**

**IN ALL CASES SIGN HERE TO ACCEPT THE OFFER**

**BOX 3**

Executed and delivered as a deed by:	Witnessed by: (see paragraph 3 on page 2 for details as to who may act as an independent witness)
1 _____	1 Name _____ Address _____
	Signature _____
2 _____	2 Name _____ Address _____
	Signature _____
3 _____	3 Name _____ Address _____
	Signature _____
4 _____	4 Name _____ Address _____
	Signature _____

**IMPORTANT: EACH REGISTERED HOLDER WHO IS AN INDIVIDUAL MUST SIGN IN THE PRESENCE OF AN INDEPENDENT WITNESS WHO MUST ALSO SIGN AND PRINT HIS OR HER NAME AND STATE THEIR ADDRESS WHERE INDICATED, IN THE CASE OF JOINT HOLDERS, ALL MUST SIGN.**

**EXECUTION BY A COMPANY**

\*\* The common seal of the company named below was affixed/executed as a deed on behalf of the company named below in the presence of/acting by:

_____	_____	_____
Name of Company	Signature	Name of Director
	_____	_____
	Signature	Name of Director/Secretary/Witness

\*\*delete as appropriate

**4**

**OVERSEAS SHAREHOLDERS**

**BOX 4**

Please put "NO" in Box 4 if you are unable to give the warranties and representations relating to Overseas Shareholders in paragraph (b) of Part C of Appendix I to the Offer Document.

\_\_\_\_\_

**5**

**ALTERNATIVE ADDRESS FOR DESPATCH OF CONSIDERATION DUE UNDER THE OFFER**

**BOX 5**

Address outside any Restricted Jurisdiction to which consideration or returned documents should be sent, if not as set out next to Box 1 or, if appropriate, in Box 2, or if Box 2 has been completed with an address in a Restricted Jurisdiction.

Name \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

Postcode \_\_\_\_\_

**6**

**DAYTIME TELEPHONE NUMBER**

**BOX 6**

Daytime telephone number including STD code (outside a Restricted Jurisdiction where you may be contacted in case of queries).

\_\_\_\_\_

**FURTHER NOTES REGARDING THE COMPLETION AND LODGING OF THIS FORM OF ACCEPTANCE**

In order to be effective, this Form must, except as mentioned below, be signed personally by the registered holder or, in the case of a joint holding, by ALL the joint holders or under a power of attorney, and each individual signature must be independently witnessed. A company incorporated in England and Wales may execute this Form (i) by affixing its common seal, which should be affixed and witnessed in accordance with its articles of association or other regulations or (ii) by two authorised signatories (being two directors or a director and a secretary) signing this Form or (iii) by a director signing this Form in the presence of a witness who attests the signature and, in each case, inserting the name of the company above or alongside the signatures. A company incorporated outside of England and Wales may sign in accordance with the laws of the territory in which it is incorporated. Each officer signing this Form should state the office which he/she holds in the company underneath his/her signature.

**1 If a holder is away from home (e.g. abroad or on holiday) or where a power of attorney has been granted**

Send this Form by the quickest means (e.g. airmail) to the holder for execution (provided that such document may not be forwarded or transmitted by any means in or into any Restricted Jurisdiction) or, if he has executed a power of attorney, have this Form signed by the attorney in the presence of a witness who must also sign this Form. In the latter case, the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 or other applicable law by, for example, a solicitor) must be lodged with this Form in accordance with note 7 below. No other signatures are acceptable. The power of attorney will be noted and returned as directed.

**2 If you have sold or transferred all, or wish to sell or transfer part of your holding of certificated Birmingham City Shares**

You should at once pass the Offer Document and the reply-paid envelope, but not this personalised Form of Acceptance, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. These documents should not, however, be mailed or otherwise sent, by any means, in or into any Restricted Jurisdiction. If your Birmingham City Shares are in certificated form (that is, not in CREST) and you wish to sell or otherwise transfer part of your holding of Birmingham City Shares and also wish to accept the Offer in respect of the balance but are unable to obtain a share certificate for the balance by 1.00 p.m. on 6 October 2009 (or any later closing date), you should ensure that the stockbroker or other agent through whom you make the sale obtains the appropriate endorsement or indication, signed on behalf of Birmingham City's registrars, Capita Registrars, in respect of the balance of your holding of Birmingham City Shares.

**3 If the sole holder has died**

A grant of probate or letters of administration must be obtained in respect of the Birmingham City Shares. If a grant of probate or letters of administration has/have been registered with Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as Birmingham City's registrars, this Form must be signed by the personal representative(s) of the deceased, each in the presence of an independent witness who must also sign this Form, and the signed Form must be lodged, together with the relevant share certificate and/or other document(s) of title, with the Receiving Agent at the address given on page 1. If a grant of probate or letters of administration has/have not been registered with Birmingham City's registrars, the personal representative(s) or the prospective personal representative(s) or executor(s) should sign this Form, each in the presence of a witness who must also sign this Form, and the signed Form must be forwarded together with the valid share certificate(s) or other document(s) of title to the Receiving Agent at the address given on page 1. However, the grant of probate or letters of administration must be lodged with the Receiving Agent at the address given on page 1 while the Offer is still open to acceptances, before the consideration due under the Offer can be forwarded to the personal representative(s) or executor(s).

**4 If one of the joint holders has died**

This Form is valid if signed by all the surviving holder(s), each in the presence of an independent witness who must also sign this Form, and the signed Form must be lodged with the Receiving Agent at the address given on page 1 with the share certificate(s) and/or other document(s) of title and accompanied by the death certificate(s), grant of probate or letters of administration in respect of the deceased holder. These documents will be returned as directed.

**5 If your Birmingham City Shares are held in certificated form and your share certificate(s) are held by your bank, stockbroker or some other agent**

Complete this Form and, if the share certificate(s) is/are readily obtainable, deliver this completed Form to your bank, stockbroker or other agent for lodging with the Receiving Agent at the address given on page 1 accompanied by the share certificate(s) and/or other document(s) of title. If the share certificate(s) and/or other document(s) of title is/are not readily obtainable, send this Form duly completed to the Receiving Agent at the address set out on page 1 above with a note saying, for example, "Share certificate(s) to follow" and arrange for the share certificate(s) and/or other document(s) of title to be forwarded to the Receiving Agent at the address set out on page 1 as soon as possible thereafter. It is helpful for your agent to be informed of the full terms of the Offer (unless he is in a Restricted Jurisdiction).

**6 If your Birmingham City Shares are held in certificated form and share certificate(s) and/or other document(s) of title has/have been lost**

Complete and execute this Form and, no later than 1.00 p.m. on 6 October 2009 (or any later closing date), lodge the completed Form, together with any valid share certificate(s) and/or other document(s) of title available, with the Receiving Agent at the address set out on page 1 accompanied by a letter stating that you have lost one or more of your certificate(s) and/or other document(s) of title. You should write as soon as possible to Birmingham City's registrars, Capita Registrars at the address set out in paragraph 3 above requesting a letter of indemnity for the lost share certificate and/or other documents of title which, when completed in accordance with the instructions given, should be returned to the Receiving Agent, at the address given on page 1. No acknowledgement of receipt of documents will be given.

**7 If this Form is signed under a power of attorney**

The completed Form, together with the share certificate(s) and/or other document(s) of title, should be lodged with the Receiving Agent at the address given on page 1, accompanied by the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 or other applicable law by, for example, a solicitor). The power of attorney will be noted by the Receiving Agent and returned as directed.

**8 If your full name or other particulars are shown incorrectly on your share certificate(s), for example:**

- (a) Name on the share certificate .....Simon Dowkyer  
Correct name .....Simon Dowker

Complete this Form with the correct name and lodge it with the Receiving Agent at the address given on page 1, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the certificate(s) and the person who signed this Form is one and the same.

- (b) Incorrect address on the share certificate(s):

Write the correct address in Box 2 of this Form.

- (c) Change of name:

If you have changed your name, lodge your marriage certificate or the deed poll with this Form for noting. These documents will be returned as directed.

**9 If you are not resident in the United Kingdom**

The attention of Birmingham City Shareholders not resident in the United Kingdom (and custodians, nominees or trustees thereof) is drawn to paragraph 7 of Part B and paragraph (b) of Part (C) of Appendix I to the Offer Document. It is the responsibility of Birmingham City Shareholders resident, or with registered addresses, in or subject to any jurisdiction outside the United Kingdom to ensure that they can lawfully accept the Offer before attempting to do so.

**10 Payment of consideration**

The consideration due to you under the Offer cannot be sent to you until all documents, properly completed, have been received by post or by hand (during normal business hours only by Capita Registrars (at the address given on page 1)) by 1.00 p.m. on 6 October 2009.

**11 Valid acceptance of Offer**

Without prejudice to Parts B and C of Appendix I to the Offer Document, Grandtop reserves the right to treat as valid in whole or in part any acceptance of the Offer which is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title, if applicable. In that event, no payment of cash under the Offer will be made until after the relevant share certificate(s) and/or other document(s) of title or indemnities satisfactory to Grandtop have been received by the Receiving Agent at the address given on page 1. Notwithstanding that no share certificate(s) and/or other document(s) of title is/are delivered with the Form of Acceptance, the Form, if otherwise valid and accompanied by an appropriate endorsement or certification to the effect that the Birmingham City Shares referred to therein are available for acceptance, and signed by the registered holder (or in the case of a joint holding, by ALL of the joint registered holders) and delivered to the Receiving Agent at the address given on page 1, may be treated as valid for all purposes.