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For Immediate Release

6 October 2009

Grandtop International Holdings Limited (“Grandtop”)

All cash offer for Birmingham City PLC (“Birmingham City”)

Offer declared unconditional in all respects

Grandtop is pleased to announce that, all conditions of the Offer having been satisfied or waived, the Offer is hereby declared unconditional in all respects.

#### **Further acceptances of the Offer**

The Offer, which remains subject to the terms set out in the Offer Document posted to Birmingham City Shareholders on 15 September 2009, has been extended and will remain open for acceptances until further notice.

Birmingham City Shareholders who hold their Birmingham City Shares in certificated form and who wish to accept the Offer should complete and sign the Form of Acceptance in accordance with the instructions set out in the Offer Document and in the Form of Acceptance and send that form (together with their share certificates) to Capita Registrars so as to be received as soon as possible.

Birmingham City Shareholders who hold their Birmingham City Shares in uncertificated form (i.e. in CREST) and who wish to accept the Offer should follow the procedures for electronic acceptance through CREST set out in the Offer Document so that the TTE instruction settles as soon as possible.

Additional copies of the Offer Document and Form of Acceptance can be obtained from Capita Registrars on 0871 664 0321 (or +44 20 8639 3399 if telephoning from outside the UK).

#### **Level of acceptances**

As at 1:00 pm (London time) on 6 October 2009, the first closing date of the Offer, Grandtop had received valid acceptances of the Offer in respect of 52,244,161 Birmingham City Shares, representing approximately 64.1 per cent. of Birmingham City’s existing issued share capital and approximately 91.4 per cent. of the Birmingham City Shares to which the Offer relates.

Grandtop is, and was before the start of the Offer Period, already the registered and beneficial owner of 24,375,975 Birmingham City Shares, representing approximately 29.9 per cent. of Birmingham City’s issued share capital. Accordingly, as at 1.00 p.m. on 6 October 2009 Grandtop owned or had received valid acceptances of the Offer in respect of a total of 76,620,136 Birmingham City Shares representing in aggregate approximately 94.0 per cent. of the current issued share capital of Birmingham City.

Prior to the announcement of the Offer on 21 August 2009, Grandtop received irrevocable undertakings to accept the Offer from certain Birmingham City Shareholders in respect of their entire beneficial shareholdings totalling 40,757,026 Birmingham City Shares representing 50.0 per cent. of the entire issued share capital of Birmingham City. Valid acceptances have been received in respect of all of these Birmingham City Shares and they are included in the acceptances figure above.

Full details of the irrevocable undertakings are set out in the Offer Document dated 15 September 2009.

Save as described above none of Grandtop, any of the Grandtop Directors, their immediate families or related trusts or, so far as Grandtop is aware, any party acting in concert with Grandtop, has accepted

the Offer or has acquired or agreed to acquire, or has any interest in or right to subscribe in respect of any Birmingham City Shares or any other relevant securities, or has any short positions in respect of any Birmingham City Shares, or any other relevant securities, or has borrowed or lent any Birmingham City Shares, or any other relevant securities.

### **Settlement**

Settlement of the consideration due under the Offer in respect of valid acceptance received not later than 1.00pm (London time) on 6 October 2009 will be despatched (or, in respect of Birmingham City Shares held in uncertificated form, credited through CREST) on or before 20 October 2009. Settlement of the consideration of valid acceptances received or made after 1.00pm (London time) on 6 October 2009 will be despatched or (in respect of Birmingham City Shares held in uncertificated form, credited through CREST) within 14 days of receipt of Forms of Acceptance which are valid and complete in all respects.

### **Compulsory Acquisition**

Birmingham City Shareholders are reminded that because the level of Offer acceptances has passed 90 per cent. of the Birmingham City Shares to which the Offer relates, as set out in the Offer Document, Grandtop intends, as soon as practicable, to exercise its rights pursuant to sections 979 to 982 (inclusive) of the Companies Act 2006 to acquire compulsorily the remaining Birmingham City Shares in respect of which the Offer has not been accepted.

### **Cancellation of trading on AIM and re-registration as a private company**

Birmingham City Shareholders are further reminded that, as a result of the Offer being declared unconditional in all respects, Grandtop intends in due course to procure the making of an application by Birmingham City to the London Stock Exchange for the cancellation of the admission to trading of Birmingham City Shares on AIM.

**Birmingham City Shareholders should note that the cancellation of the admission to trading of Birmingham City Shares on AIM will significantly reduce the liquidity and marketability of Birmingham City Shares which are not acquired under the Offer and their value may be materially and adversely affected as a consequence.**

It is also intended that Birmingham City will be re-registered as a private company under the relevant provisions of the Companies Act.

A copy of this announcement will shortly be available on Grandtop's investor relations website [www.irasia.com/listco/hk/grandtop/index.htm](http://www.irasia.com/listco/hk/grandtop/index.htm).

Terms defined in the Offer Document dated 15 September 2009 have the same meanings when used in this announcement.

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Finance or for providing any financial advice in relation to the Offer or any matter referred to in this announcement.

This announcement is not intended to and does not constitute, or form any part of, an offer to sell or the solicitation of an offer to subscribe for or buy any securities, nor shall there be any sale, issue or transfer of the securities referred to in this announcement in any jurisdiction in contravention of any applicable law. The Offer is made solely by means of the Offer Document and, in the case of Birmingham City Shares held in certificated form, the Form of Acceptance accompanying the Offer Document.

The Offer is not being made, directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national securities exchange of, the Restricted Jurisdictions and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities from or within the Restricted Jurisdictions .

Copies of this document and any related documents are not being, and must not be, in whole or in part, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from a Restricted Jurisdiction and persons receiving this document and any related documents (including, without limitation, custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them, in whole or in part, in or into or from a Restricted Jurisdiction or other such jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. The availability of the Offer to persons who are not resident in the United Kingdom may be affected by the laws of relevant jurisdictions. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements.