

#### Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy) : | 31/10/2011 |
|------------------------------------|------------|
|                                    |            |

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Birmingham International Holdings Limited |
|----------------|---|
| Date Submitted | 1 November 2011                           |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares                    |                        |                                  |   |  |
|---------------------------------------|------------------------|----------------------------------|---|--|
| (1) Stock code : <u>02309</u> Descrip | ption :                | Birmingha                        | am Intl   |  |
|                                       | No. of ordinary shares | Par value<br>(HK\$)              | Authorised share<br>capital<br>(HK\$)           |  |
| Balance at close of preceding month   | 10,000,000,000         | 0.01                             | 100,000,000.00                                  |  |
| Increase/(decrease)                   | Nil                    | -                                | Nil   |  |
| Balance at close of the month         | 10,000,000,000         | 0.01                             | 100,000,000.00                                  |  |
| (2) Stock code : <u>N/A</u> Descrip   | ption :                | N/A                              | A   |  |
|                                       | No. of ordinary shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |  |
| Balance at close of preceding month   |                        |                                  |   |  |
| Increase/(decrease)                   |                        |                                  |   |  |
|                                       |                        |                                  |   |  |

# 2. Preference Shares

| Stock code :        | N/A         | Description :            | N/A                              | <u> </u>  |
|---------------------|-------------|--------------------------|----------------------------------|---|
|                     |             | No. of preference shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of | preceding r | nonth                    |                                  |   |
| Increase/(decrease) |             |                          | -                                |   |
| Balance at close of | the month   |                          |                                  |   |

## 3. Other Classes of Shares

| Stock code :          | N/A       | Description :     | N | //A   |
|-----------------------|-----------|-------------------|---|---|
|                       |           | No. of classes of |   | Authorised share<br>capital<br>(State currency) |
| Balance at close of j | preceding | month             |   |   |
| Increase/(decrease)   |           |                   |   |   |
| Balance at close of t | the month |                   |   |   |

Total authorised share capital at the end of the month (HK\$): 100,000,000.00

## II. Movements in Issued Share Capital

|                                       | No. of ordin  | nary shares | No of preference | No. of other classes |
|---------------------------------------|---------------|-------------|------------------|----------------------|
|                                       | (1)           | (2)         | shares           | of shares            |
| Balance at close of preceding month   | 3,887,753,400 | N/A         | N/A              | N/A                  |
| Increase/ (decrease) during the month | Nil           | N/A         | N/A              | N/A                  |
| Balance at close of the month         | 3,887,753,400 | N/A         | N/A              | N/A                  |

III. Details of Movements in Issued Share Capital

| Share Options (under  | Share Option | Schemes of the  | Issuer)        |              |   |   |
|---|--------------|-----------------|----------------|--------------|---|---|
| Particulars of share  |              |                 |                |              | No. of new shares of                    | No. of new shares of                        |
| option scheme<br>including EGM  |              |                 |                |              | issuer issued during the month pursuant | issuer which may be issued pursuant thereto |
| approval date   |              |                 |                |              | thereto                                 | as at close of the month                    |
| (dd/mm/yyyy) and <sup>-</sup>   |              | Movement duri   | ing the month  |              | thereto                                 | as at close of the month                    |
| class of shares   |              |                 |                |              |   |   |
| issuable  | Granted      | Exercised       | Cancelled      | Lapsed       |   |   |
| 1. Pre-IPO Shares<br>Option Scheme<br>adopted on<br>22/10/2002<br>Exercise Price: |              |                 |                |              |   |   |
| HK\$0.4786  |              |                 |                |              |   |   |
| Ordinary shares   | Nil          | Nil             | Nil            | Nil          | Nil                                     | 25,076,636                                  |
| (Note 1)  |              |                 |                |              |   |   |
| 2. Exercise Price:<br>HK\$1.0777  |              |                 |                |              |   |   |
| EGM<br>approval date :<br>30/07/2007  |              |                 |                |              |   |   |
| Ordinary shares   | Nil          | Nil             | Nil            | Nil          | Nil                                     | 2,089,720                                   |
| (Note 1)  |              |                 |                |              |   |   |
| 3.  |              |                 |                |              |   |   |
|   |              |                 |                |              |   |   |
| ( / / )<br>shares   |              |                 |                |              |   |   |
| (Note 1)  |              |                 |                |              |   |   |
|   |              | Те              | otal A. (Ordin | ary shares)  | Nil                                     |   |
|   |              |                 |                | nce shares)  | N/A                                     |   |
|   |              |                 | (0             | Other class) | N/A                                     |   |
| Total funds raised dur options (State currenc                                     |              | from exercise o | of             | Nil          |   |   |

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)  | Currency of nominal | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|---------------------|---|----------------------------------|---|--|--|
| <u>1.</u>   | -                   |   |                                  |   |  |  |
|   | N/A                 | N/A   | N/A                              | N/A                                       | N/A  | N/A  |
| ( / / )   Stock code (if listed)   Class of shares   issuable (Note 1)   Subscription price   EGM approval date |                     |   | 11/11                            |   |  | 1071   |
| (if applicable)<br>(dd/mm/yyyy)   | ( / /               | )   |                                  |   |  |  |
| 2.  | ( / /               | )   |                                  |   |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)                                       |                     |   |                                  |   |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)<br>3.                                | ( / /               | )   |                                  |   |  |  |
|   | -                   |   |                                  |   |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )                              |                     |   |                                  |   |  |  |
| Subscription price  |                     |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)<br>4.  | ( / /               | )   |                                  |   |  |  |
|   | -                   |   |                                  |   |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price        | <br>                |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)  | ( / /               | )   |                                  |   |  |  |
|   |                     | Total   | B. (Ordi                         | nary shares)                              | N/A  |  |
|   |                     |   | (Prefere                         | ence shares)                              | N/A  | -  |
|   |                     |   | (                                | Other class)                              | N/A  | -  |

For Main Board and GEM listed issuers

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issued issuer which may be issued during the month pursuant pursuant thereto as at Currency of Amount at close Converted Amount at thereto close of the amount of preceding during the close of the month Class and description outstanding month month month 1. N/A N/A N/A N/A N/A N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) ( / / ) 2. Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) 3. Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) 4. Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) Total C. (Ordinary shares) N/A N/A (Preference shares) N/A (Other class)

#### For Main Board and GEM listed issuers

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| (othe | r than under Share Option Schemes)   |   |  |
|-------|--|---|--|
| Full  | particulars including EGM approval date (dd/mm/yyyy),  | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of<br>issuer which may be<br>issued pursuant thereto<br>as at close of the month |
|       | pplicable, and class of shares issuable:   |   | as at close of the month   |
|       | Proposed issue of 320,375,000 Conversion Shares pursuant to the  |   |  |
| 1.    |  |   |  |
|       | Agreement dated 9 December 2010.   |   |  |
|       | Issue price/Conversion price: HK\$0.20 (subject to adjustment)   |   |  |
|       | For details, please refer to the announcement dated 9 December 2010.   |   |  |
|       | Class of shares: Ordinary  |   |  |
|       | EGM approval date: to be confirmed   |   |  |
|       | (Note 1)   | Nil   | Nil  |
| 2.    | Proposed issue of not less than 1,607,391,275 but not more than 6,856,129,850 Conversion Shares pursuant to the proposed issue |   |  |
|       | of Convertible Preference Shares under the Agreement dated 4   |   |  |
|       | January 2011.  |   |  |
|       | Issue price/Conversion price: HK\$0.20 (subject to adjustment)   |   |  |
|       | For details, please refer to the announcement dated 19 January 2011.   |   |  |
|       | Class of shares: Ordinary  |   |  |
|       | EGM approval date: to be confirmed   |   |  |
|       | (Note 1)   | Nil   | Nil  |
| 2     |  |   |  |
| 3.    | Proposed issue of 636,000,000 Conversion Shares pursuant to the  |   |  |
|       | proposed placing of Convertible Notes under the Placing  |   |  |
|       | Agreement dated 2 August 2011.   |   |  |
|       | Conversion price: HK\$0.125 (subject to adjustment)  |   |  |
|       | For details, please refer to the announcement dated 2 August 2011.   |   |  |
|       | Class of shares: Ordinary  |   |  |
|       | (Note 1)   | Nil   | Nil  |
|       | Total D. (Ordinary shares)   | Nil   |  |
|       | (Preference shares)  | N/A   |  |
|       | (Other class)  | N/A<br>N/A  |  |
|       | (Other class)  | IN/A  |  |
|       |  |   |  |

|    | Type of Issue |            |                   |  |       |   | No. of new<br>shares of issuer<br>issued during the<br>month pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|---------------|------------|-------------------|--|-------|---|--|---|
|    | 21            |            |                   | Class of shares issuable                   |       |   |  |   |
|    |               |            |                   | (Note 1)                                   |       |   |  |   |
| 1. | Rights issue  | At price : | State currency    | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |  |   |
|    |               |            |                   | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A  | N/A   |
|    |               |            |                   |  |       |   |  | 10/21   |
|    |               |            |                   | Class of shares issuable ( <i>Note 1</i> ) |       |   |  |   |
| 2. | Open offer    | At price : | State<br>currency | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |  |   |
|    |               |            |                   | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | NI/A   | NI/A  |
|    |               |            |                   |  |       |   | <u>N/A</u>   | N/A   |
|    |               |            |                   | Class of shares issuable (Note 1)          |       |   |  |   |
| 3. | Placing       | At price : | State<br>currency | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |  |   |
|    |               |            |                   | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A  | N/A   |
|    |               |            |                   |  |       |   |  | 1 1/ 4 1  |
|    |               |            |                   | Class of shares issuable (Note 1)          |       |   |  |   |
| 4. | Bonus issue   |            |                   | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |  |   |
|    |               |            |                   | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A  | N/A   |

Other Movements in Issued Share Capital

|    | Type of Issue                             |  |       |   | No. of new<br>shares of issuer<br>issued during the<br>month pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|---|--|-------|---|--|---|
|    |   | Class of shares issuable (Note 1)          |       |   |  |   |
| 5. | Scrip At price : State currency -         | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |  |   |
|    |   | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A  | N/A   |
|    |   | Class of shares repurchased (Note 1)       |       |   |  |   |
| 6. | Repurchase of shares                      | Cancellation date :<br>(dd/mm/yyyy)        | ( / / | ) |  |   |
|    |   | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A  | N/A   |
|    |   |  |       |   |  |   |
|    |   | Class of shares redeemed ( <i>Note 1</i> ) |       |   |  |   |
| 7. | Redemption of shares                      | Redemption date :<br>(dd/mm/yyyy)          | ( / / | ) |  |   |
|    |   | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A  | N/A   |
|    |   |  |       |   |  |   |
|    |   | Class of shares issuable ( <i>Note 1</i> ) |       |   |  |   |
| 8. | Consideration At price : State currency - | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |  |   |
|    |   | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) | N/A  | N/A   |

|     |                        |            |       | Fe   | or Main Board                              | and C  | GEM listed issue  | rs  |
|-----|------------------------|------------|-------|--|--|--------|---|---|
|     | Type of Issue          |            |       |  |  | is     | No. of new<br>shares of issuer<br>ssued during the<br>month pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|     |                        |            |       | Class of shares issua<br>(Note 1)          | ble  |        |   |   |
| 9.  | Capital reorganisation |            |       | Issue and allotment<br>date : (dd/mm/yyyy) | ( / /                                      | )      |   |   |
|     |                        |            |       | EGM approval date:<br>(dd/mm/yyyy)         | ( / /                                      | )      | N/A   | N/A   |
|     |                        |            |       |  |  |        |   |   |
| 10  | Other                  |            |       | Class of shares issua<br>(Note 1)          | ble  |        |   |   |
| 10. | (Please<br>specify)    | At price : | State | Issue and allotment<br>date : (dd/mm/yyyy) | ( / /                                      | )      |   |   |
|     |                        |            |       | EGM approval date:<br>(dd/mm/yyyy)         | ( / /                                      | )      | N/A   | N/A   |
|     |                        |            |       | Total E.                                   | (Ordinary sh<br>(Preference sh<br>(Other o | nares) | N/A   |   |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                          | (1) | Nil |  |
|--|-----|-----|--|
|  | (2) | N/A |  |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                        |     | N/A |  |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                  |     | N/A |  |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) |     |     |  |

| N/A                    |  |  |
|------------------------|--|--|
|                        |  |  |
|                        |  |  |
|                        |  |  |
|                        |  |  |
|                        |  |  |
|                        |  |  |
|                        |  |  |
|                        |  |  |
|                        |  |  |
|                        |  |  |
| Submitted by:          | Tricor Tengis Limited  |  |
| Title: (Director, Secr | Branch Share Registrar<br>retary or other duly authorised officer) |  |

Notes :

1. State the class of shares (e.g. ordinary, preference or other).

## 2. If there is insufficient space, please append the prescribed continuation sheet.