
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in ASIA COMMERCIAL HOLDINGS LIMITED, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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ASIA COMMERCIAL HOLDINGS LIMITED

冠亞商業集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 104)

**PROPOSALS INVOLVING GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AMENDMENTS TO BYE-LAWS,
REPEAL OF PRIVATE ACT AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of ASIA COMMERCIAL HOLDINGS LIMITED to be held at Cypress Room, 2nd Floor, Novotel Century Harbourview Hotel, 508 Queen's Road West, Western District, Hong Kong on Thursday, 28th September, 2006 at 10:30 a.m. is set out in Appendix III of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrars of the Company in Hong Kong, Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time for holding the meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the annual general meeting if you so desire.

28th July, 2006

* *For identification purposes only*

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context requires otherwise:

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|----------------------------|--|
| “Annual General Meeting” | the annual general meeting of the Company to be held on 28th September, 2006 and any adjournment thereof, notice of which is set out in Appendix III to this circular; |
| “Board” | the board of Directors; |
| “Code on Share Repurchase” | the Hong Kong Code on Share Repurchases; |
| “Company” | ASIA COMMERCIAL HOLDINGS LIMITED, an exempted company duly incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange; |
| “Companies Act” | the Companies Act 1981 of the laws of Bermuda (as amended); |
| “Directors” | the board of directors of the Company; |
| “General Mandates” | the Repurchase Mandate and the New Issue Mandate; |
| “Group” | the Company and its subsidiaries; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |
| “HK\$” | Hong Kong dollars, the lawful currency in Hong Kong; |
| “Latest Practicable Date” | 24th July, 2006, the latest practicable date for ascertaining certain information for inclusion in this circular; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |
| “New Issue Mandate” | a general and unconditional mandate to be granted to the Directors to allot, issue, and otherwise deal with new Shares and other securities with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolutions; |

DEFINITIONS

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|--------------------------|--|
| “Repurchase Mandate” | a general mandate to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the Repurchase Resolution; |
| “Repurchase Resolution” | the proposed ordinary resolution as referred to in resolution no. 4 of the notice of the Annual General Meeting to approve the Repurchase Mandate; |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); |
| “Share(s)” | ordinary share(s) of HK\$1.00 each in the capital of the Company; |
| “Shareholder(s)” | holder(s) of the Share(s); |
| “Share Repurchase Rules” | the relevant rules set out in the Listing Rules to regulate the repurchase of securities by companies with primary listing on the Stock Exchange; |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Subsidiary” | a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) but interpreting in accordance with the definition under rule 1.01 of the Listing Rules) of the Company, whether incorporated in Hong Kong or elsewhere; |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers. |

LETTER FROM THE BOARD



ASIA COMMERCIAL HOLDINGS LIMITED

冠亞商業集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 104)

Executive Directors:

Leung Chung Ping, Owen (*Chairman*)
Sum Pui Ying, Adrian (*Managing Director*)

Non-executive Director:

Leung Miu King, Marina

Independent Non-executive Directors:

Sit Kien Ping, Peter
Lai Si Ming
Frank H. Miu

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

*Head office and principal
place of business:*

Flat A-D, 13th Floor
Hong Kong Industrial Building
444-452 Des Voeux Road West
Hong Kong

28th July, 2006

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AMENDMENTS TO BYE-LAWS,
REPEAL OF PRIVATE ACT AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the forthcoming Annual General Meeting of the Company to be held at Cypress Room, 2nd Floor, Novotel Century Harbourview Hotel, 508 Queen's Road West, Western District, Hong Kong on Thursday, 28th September, 2006 at 10:30 a.m., resolutions will be proposed to approve (i) the grant of general mandates to issue new shares and repurchase shares of the Company; (ii) the re-election of directors of the Company; (iii) the amendments of Bye-Laws; and (iv) the repeal of private act.

* *For identification purposes only*

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE NEW SHARES

It will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors (i) a general mandate to allot, issue and deal with new shares and other securities with an aggregate nominal amount not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant resolution; and (ii) adding to such general mandate so granted to the Directors any shares and other securities representing the aggregate nominal amount of the shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued share capital of the Company as at the date of the Repurchase Resolution.

3. GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed to renew the granting to the Directors of a general mandate, in the terms set out in the notice of Annual General Meeting allowing the Company to repurchase its own shares up to a limit of 10% in aggregate of the Company's issued share capital (the "Maximum Number of Shares") at the date of passing the resolution during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law and the date upon which such authority is revoked or varied. This will allow the Company to repurchase its own shares, inter alia, on-market in accordance with the Listing Rules.

4. RE-ELECTION OF DIRECTORS

In accordance with clause 85 of the Company's Bye-Laws, one-third of the directors, except for the Chairman of the Board or Managing Director, (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation at each Annual General Meeting. To enhance good corporate governance practice, Mr. Leung Chung Ping, Owen, Chairman of the Board, shall offer himself to retire along with Mr. Sit Kien Ping, Peter and being eligible, all retiring directors will offer themselves for re-election at the forthcoming Annual General Meeting.

Brief biographical details of Mr. Leung Chung Ping, Owen and Mr. Sit Kien Ping, Peter are set out in Appendix II to this circular.

5. AMENDMENTS TO BYE-LAWS

The Listing Rules have been amended by the Stock Exchange by replacing the Code of Best Practice in Appendix 14 by a new Code on Corporate Governance Practices (the "CG Code") and adding a new Appendix 23 on the requirements for a Corporate Governance Report to be included in annual reports of listed issuers. Subject to certain transitional arrangements, the amendments took effect on 1st January, 2005.

To align Bye-Laws of the Company with certain provisions of the CG Code and the minor and housekeeping amendments to the Listing Rules that came into effect on 1st March, 2006, the Directors propose to seek approval from the shareholders at the Annual General Meeting on the proposed amendments to the current Bye-Laws.

LETTER FROM THE BOARD

Pursuant to section 3(e) of the Asia Commercial Holdings Limited Company Act, 1989 of Bermuda, Directors holding office as executive chairman or managing director shall not be subject to retirement by rotation. As the Company is bound by the provisions of such Act, at this time, the Bye-Laws cannot be amended to fully reflect the requirements of the CG Code.

A summary of the proposed amendments are set out as follows:

- (i) Bye-Law 85 shall be amended to provide that the Directors of the Company shall be subject to retirement by rotation at least once every three years;
- (ii) Bye-Law 91 shall be amended to provide that a director may be removed by an ordinary resolution in general meeting instead of a special resolution;
- (iii) Bye-Law 92 shall be amended to provide that any director appointed by the Board to fill a casual vacancy or as an additional director shall hold office until the next following general meeting, instead of the next annual general meeting.

The full text of the special resolution containing details of the proposed amendments to the Bye-Laws is set out in Resolution no. 7 in the notice of the Annual General Meeting set out in Appendix III to this circular.

6. REPEAL OF PRIVATE ACT

To facilitate the Company's listing of its shares on The Stock Exchange of Hong Kong Limited, the Company had enacted by private act the Asia Commercial Holdings Limited Company Act, 1989 (the "1989 Act") which provides for certain provisions, exemptions from and variations of certain requirements of The Companies Act 1981 of Bermuda at the time.

Pursuant to recent amendments of the rules of The Stock Exchange of Hong Kong Limited and a consideration of the position of its constitutional documents, including the 1989 Act, the Company is desirous of repealing the 1989 Act in Bermuda.

7. NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out in Appendix III to this circular. The procedure for demanding a poll is set out in item 8 below.

A proxy form for use at the Annual General Meeting is enclosed herein. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form and return it to the branch share registrars of the Company in Hong Kong not less than 48 hours before the time appointed for holding of the meeting or the adjourned meeting (as the case may be). Completion and return of a proxy form will not preclude you from attending and voting at the meeting and at any adjournment thereof if they so wish.

LETTER FROM THE BOARD

8. PROCEDURE FOR DEMANDING A POLL

Pursuant to Bye-Law 58 of the Bye-Laws of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the Chairman; or
- (b) not less than three Members present in person or by proxy or attorney and entitled to vote at the meeting; or
- (c) a Member or Members present in person or by a duly authorised corporate representative or by proxy or by attorney and holding between them not less than one-tenth of the total voting rights of all the Members having the right to vote at such meeting; or
- (d) a Member or Members present in person or by a duly authorised corporate representative or by proxy or by attorney and holding shares in the Company conferring a right to vote at such meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

9. RECOMMENDATION

The Directors believe that all the above-mentioned resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend all Shareholders should vote in favour of the resolutions to be proposed at the Annual General Meeting.

By Order of the Board
Lai Kwok Hung, Alex
Company Secretary

This Appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide the requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution. For the purpose of this Appendix, the term “Shares” shall be as defined in the Code on Share Repurchase and the Listing Rules to mean shares and securities of all classes which carry right to subscribe for or purchase shares.

1. THE LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange or on another stock exchange on which the shares of the companies may be listed and recognized for this purpose by the Securities and Futures Commission and the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all on-market repurchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate to the directors of the company to make such repurchases or by way of specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 333,719,516 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase, a maximum of 33,371,951 Shares representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earning per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

4. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-Laws, the Listing Rules and the applicable laws of Bermuda which provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for dividend or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the profits that would otherwise be available for dividend or out of the share premium or contributed surplus accounts of the Company.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31st March, 2006 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent that would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date are as follows:

| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|------------------------------|-------------------------------|------------------------------|
| 2005 | | |
| July | 0.520 | 0.450 |
| August | 0.550 | 0.465 |
| September | 0.550 | 0.450 |
| October | 0.520 | 0.400 |
| November | 0.560 | 0.420 |
| December | 0.610 | 0.510 |
| 2006 | | |
| January | 0.600 | 0.520 |
| February | 0.690 | 0.500 |
| March | 0.750 | 0.530 |
| April | 0.850 | 0.580 |
| May | 0.820 | 0.550 |
| June | 0.710 | 0.500 |
| July (up to 24th July, 2006) | 0.730 | 0.520 |

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Bye-Laws of the Company and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance discloses the following persons, as having an interest of 5% or more in the issued share capital of the Company as at the Latest Practicable Date:

| Name of shareholder | Notes | Number of shares* | Number of underlying ordinary share held under equity derivatives | Total | Approximately percentage of issued share capital % | % of issued share capital if Repurchase Mandate is exercised in full |
|---|-------|-------------------------|---|------------|--|--|
| Leung Shu Wing | 1&6 | 55,000,000 [#] | – | 55,000,000 | 16.48 | 18.31 |
| Kee Shing (Holdings) Limited (“Kee Shing”) | 1&6 | 55,000,000 [#] | – | 55,000,000 | 16.48 | 18.31 |
| Pacific Apex International Limited (“Pacific Apex”) | 1&6 | 55,000,000 [#] | – | 55,000,000 | 16.48 | 18.31 |
| Leong Lou Teck | 2&6 | 37,550,540 [#] | – | 37,550,540 | 11.25 | 12.50 |
| Yap Han Hoe | 2&6 | 37,508,000 [#] | – | 37,508,000 | 11.24 | 12.49 |
| Galmare Investment Limited (“Galmare”) | 2&6 | 37,500,000 [#] | – | 37,500,000 | 11.24 | 12.49 |
| Eav Yin | 3 | 51,239,980 [#] | – | 51,239,980 | 15.35 | 17.06 |
| Eav An Unit Trust | | 32,876,000 [#] | – | 32,876,000 | 9.85 | 10.94 |
| Leung Chung Ping, Owen (“Mr. Leung”) | 4 | 20,000,000 | 3,000,000 | 23,000,000 | 6.89 | 7.65 |
| Li Ka-Shing | 5 | 17,767,259 | – | 17,767,259 | 5.32 | 5.91 |
| Li Ka-Shing Unity Trustcorp Limited | 5 | 17,767,259 | – | 17,767,259 | 5.32 | 5.91 |
| Li Ka-Shing Unity Trustee Corporation Limited | 5 | 17,767,259 | – | 17,767,259 | 5.32 | 5.91 |
| Li Ka-Shing Unity Trustee Company Limited | 5 | 17,767,259 | – | 17,767,259 | 5.32 | 5.91 |
| Cheung Kong (Holdings) Limited (“CKH”) | 5 | 17,767,259 | – | 17,767,259 | 5.32 | 5.91 |
| Ivory Limited | 5 | 17,767,259 | – | 17,767,259 | 5.32 | 5.91 |
| Ebony Limited | 5 | 17,767,259 | – | 17,767,259 | 5.32 | 5.91 |
| Borneo Limited (“Borneo”) | 5 | 17,767,259 | – | 17,767,259 | 5.32 | 5.91 |

Notes:

1. These shares refer to the same holding of 55,000,000 shares held by Pacific Apex. Pacific Apex is a wholly-owned subsidiary of Kee Shing. Mr. Leung Shu Wing is the chairman and controlling shareholder of Kee Shing.
2. These shares include 37,500,000 shares held through Galmare. Galmare is equally owned by Mr. Leong Lou Teck and Mr. Yap Han Hoe.
3. These shares include 32,876,000 shares held by the Eav An Unit Trust, a family trust, the beneficiaries of which include Mr. Eav Yin, his wife and children.
4. These include interests in options held by Mr. Leung as beneficial owner to subscribe for the relevant underlying ordinary shares in respect of the option granted by the Company under the Share Option Scheme adopted in 1997.
5. These shares refer to the same holding of 17,767,259 shares held by Borneo. The entire issued share capital of Borneo is held by Ebony Limited, a wholly-owned subsidiary of Ivory Limited, which in turn is a wholly-owned subsidiary of CKH.

Li Ka-Shing Unity Trustee Company Limited (“TUT1”) as trustee of The Li Ka-Shing Unity Trust, together with certain companies which TUT1 as trustee of The Li Ka-Shing Unity Trust was entitled to exercise or control the exercise of more than one-third of the voting power at their general meetings, held more than one-third of the issued share capital of CKH.

Li Ka-Shing Unity Trustee Corporation Limited (“TDT1”) as trustee of The Li Ka-Shing Unity Discretionary Trust (“DT1”) and Li Ka-Shing Unity Trustcorp Limited (“TDT2”) as trustee of another discretionary trust (“DT2”) both held units in The Li Ka-Shing Unity Trust.

Mr. Li Ka-Shing is the settlor of each of DT1 and DT2 and may be regarded as a founder of each of them for the purpose of the SFO. The entire issued share capital of TUT1, TDT1 and TDT2 are owned by Li Ka-Shing Unity Holdings Limited, of which each of Mr. Li Ka-Shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard is interested in one-third of the issued share capital.

CKH, TUT1, TDT1, TDT2 and Mr. Li Ka-Shing were all deemed to be interested in these 17,767,259 shares which were taken to be interested in by Borneo under the SFO.

The capacity of the persons in which ordinary shares were held are set out as below:

- (i) Borneo holds the interests as beneficial owner;
 - (ii) Ebony Limited, Ivory Limited and CKH hold the interests through interest of controlled corporation(s);
 - (iii) TUT1 holds the interests as trustee;
 - (iv) TDT1 & TDT2 hold the interests as trustee and beneficiary of trust; and
 - (v) Mr. Li Ka-Shing holds the interests through interest of controlled corporations and as founder of discretionary trusts.
6. Pursuant to a ruling by the Securities and Futures Commission dated 21st November, 1996, Kee Shing, Galmare and Mr. Leung who is also the Chairman of the Company as at the date of this circular, as parties acting in concert and on this basis, if taking into account of the 3,000,000 share options held by Mr. Leung, their aggregate long position in the share and (in respect of positions held pursuant to equity derivatives) underlying shares of the Company is approximately 115,500,000 shares, representing approximately 34.6% of the issued share capital of the Company.

These notifications were filed under the repealed Securities (Disclosure of Interests) Ordinance.

* The number of shares are assumed unchanged in the event that the Repurchase Mandate is exercised.

Kee Shing (Holdings) Limited, Galmare Investment Limited and Mr. Leung (who/which in aggregate hold 115,500,000 shares, after taking into account of the 3,000,000 share options held by Mr. Leung, representing 34.6% of the issued share capital of the Company as at the Latest Practicable Date) have been deemed, pursuant to a ruling by the Securities and Futures Commission dated 21st November, 1996, as parties acting in concert, and on this basis if the Directors exercise the power to repurchase Shares under the Repurchase Mandate (except from Kee Shing (Holdings) Limited, Galmare Investment Limited and Mr. Leung) so as to result in the aggregate shareholding interests of Kee Shing (Holdings) Limited, Galmare Investment Limited and Mr. Leung to increase by 2% or more, they would become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. If the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate (except from Kee Shing (Holdings) Limited, Galmare Investment Limited and Mr. Leung) the aggregate shareholding interests of Kee Shing (Holdings) Limited, Galmare Investment Limited and Mr. Leung would increase to 38.4% and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would result in such takeover obligation being incurred on the part of Kee Shing (Holdings) Limited, Galmare Investment Limited and Mr. Leung. In the event that the Repurchase Mandate is exercised in full, the number of Shares held by the public would not fall below 25%.

Save for the above and based on the above shareholdings but subject to the ruling by the Securities and Futures Commission above, the Directors are not aware of any Shareholder, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate in full.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Details of the Directors who will retire at the Annual General Meeting according to the Bye-Laws and being eligible, offer themselves for re-election at the Annual General Meeting are set out below:

(1) Mr. Leung Chung Ping, Owen (“Mr. Leung”)

Mr. Leung Chung Ping, Owen, aged 41, is an executive Director and the Chairman of the Group. He is responsible for monitoring the Group’s business strategies and is not involved at the operational level. Mr. Leung has joined the Group since February 1997. Mr. Leung holds a Bachelor of Science and a Master’s degree in Business Administration from the University of Southern California. Prior to joining the Group, Mr. Leung has more than 7 years’ experience in financial management and direct investment management.

Other than acting as an executive Director of certain subsidiaries of the Company, Mr. Leung has not held any directorship in other listed companies in the last three years.

There is no any director service contract entered into between the Company and Mr. Leung and there is no designated length of service for his appointment. In order to put in place good corporate governance practice, Mr. Leung shall offer himself to retire at the Annual General Meeting. Mr. Leung is entitled to receive an annual director’s remuneration of approximately HK\$343,000, which is determined on the basis of the prevailing market conditions, his commitment and responsibilities involved in the Company.

As at the Latest Practicable Date, he has a personal interest of 23,000,000 shares within the meaning of part XV of the SFO. Pursuant to a ruling by the Securities and Futures Commission dated 21st November, 1996, Mr. Leung and another two substantial shareholders, namely Kee Shing (Holdings) Limited and Galmare Investment Limited, were deemed as parties acting in concert. After taking into account of the 3,000,000 share options held by Mr. Leung, the parties acting in concert have, in aggregate, deemed interests of 115,500,000 shares, representing 34.6% of issued share capital of the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. Leung does not have, and is not deemed to have, any other interests or short positions in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Save for the fact that Mr. Leung is the son of Mr. Leung Shu Wing, the chairman and controlling shareholder of Kee Shing (Holdings) Limited and elder brother of Miss Leung Miu King, Marina, the non-executive director of the Company, Mr. Leung is not connected with any other Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51 (2) of the Listing Rules.

(2) Mr. Sit Kien Ping, Peter (“Mr. Sit”)

Mr. Sit Kien Ping, Peter, aged 53, is an independent non-executive director. Mr. Sit has joined the Group since February 1997. He is a solicitor and has been in practice for approximately 28 years. Mr. Sit is the senior partner of a Hong Kong law firm. He is also a notary public, a China-appointed attesting officer. Currently, Mr. Sit is an external examiner of the law faculties of University of Hong Kong and City University of Hong Kong.

At the date of this circular, Mr. Sit holds directorship as independent non-executive director in One Media Group Limited (stock code: 426). In addition, Mr. Sit held directorship as independent non-executive director of CASIL Telecommunications Holdings Limited (stock code: 1185) during the years from 1997 to 2004.

Except for the above, Mr. Sit does not hold any directorship in any other listed companies in the past three years at the date of this circular.

Mr. Sit is not connected with any Directors, senior management or substantial or controlling shareholders of the Company. Mr. Sit does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

There is no any director service contract entered into between the Company and Mr. Sit. Mr. Sit is subject to retirement by rotation pursuant to the Company’s Bye-Laws. Mr. Sit is entitled to receive an annual fee of HK\$210,000, which is determined by reference to his duties and responsibilities involved in the Company.

Apart from being an independent non-executive director and a committee member of the Audit Committee and Remuneration Committee of the Company, he has not held any other position with other members of the Group.

Save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51 (2) of the Listing Rules.

**ASIA COMMERCIAL HOLDINGS LIMITED****冠亞商業集團有限公司****(Incorporated in Bermuda with limited liability)***(Stock Code: 104)**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of ASIA COMMERCIAL HOLDINGS LIMITED will be held at Cypress Room, 2nd Floor, Novotel Century Harbourview Hotel, 508 Queen's Road West, Western District, Hong Kong on Thursday, 28th September, 2006 at 10:30 a.m. for the following purposes:

As Ordinary Business

1. To receive and consider the financial statements and the reports of the directors and auditors for the year ended 31st March, 2006;
2. To re-elect the retiring directors and to authorize the Board to fix the Directors' remuneration;
3. To re-appoint Auditors and authorize the Board to fix their remuneration; and

As Special Business

4. To consider and, if thought fit, pass the following resolutions as an Ordinary Resolutions:

THAT:

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which the directors of the Company is authorized to repurchase pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

* For identification purposes only

(iii) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-Laws of the Company to be held; and
- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

5. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT:

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorize the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); (b) an issue of shares as scrip dividend pursuant to the Bye-Laws of the Company from time to time; (c) an issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into shares of the Company; or (d) an issue of shares of the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(iv) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-Laws of the Company to be held; and
- (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the directors of the Company to the holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

6. To consider and, if though fit, pass the following resolution as an Ordinary Resolution:

“**THAT** subject to the passing of Resolutions 4 and 5 set out in the notice convening the Annual General Meeting of the Company of which this resolution forms part (“Notice”), the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to Resolution 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 4 set out in the Notice, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said Resolution.”

7. To consider, and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT** the Bye-Laws of the Company be and are hereby amended as follows:

- (i) By deleting the full-stop at the end of existing Bye-Law 84(A)(d) and substituting therefor a semicolon;

- (ii) By inserting the following new Bye-Laws 84(A)(e) and 84(A)(f) immediately following Bye-Law 84(A)(d):

‘(e) if he shall be absent from meetings of the Directors for six months without authority of a resolution of the Directors, and the Directors resolve that his office be vacated; or

(f) if he shall be removed from office pursuant to these Bye-Laws.’;

- (iii) By deleting Bye-Law 84(B) in its entirety and renumbering Bye-Law 84(C) as Bye-Law 84(B);

- (iv) By deleting Bye-Law 85 in its entirety and substituting therefor by the following new Bye-Law 85:

‘85. Subject to the manner of retirement by rotation of Directors as from time to time prescribed under the Listing Rules and notwithstanding any contractual or other terms on which any Director may be appointed, at each Annual General Meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation, provided that (i) save for a Director holding office as Chairman or Managing Director, every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years at an Annual General Meeting and (ii) no Director holding office as Chairman or Managing Director shall be subject to retirement by rotation or be taken into account in determining the number of Directors to retire. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.’;

- (v) By deleting the words ‘Special Resolution’ in Bye-Law 91 and substituting therefor by the words ‘Ordinary Resolution’; and

- (vi) By deleting Bye-Law 92 in its entirety and substituting therefor by the following new Bye-Law 92:

‘92. The Director shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a causal vacancy or as an additional Director. Any person so appointed shall hold office only until the next following general meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting. In case the aforesaid Director retires at an Annual General Meeting, he or she shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such Annual General Meeting pursuant to Bye-Law 85.’”

8. To consider, and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT:**

- (i) the proposed repeal of the Asia Commercial Holdings Limited Company Act, 1989 of Bermuda (the “**Repeal**”) be and is hereby approved; and
- (ii) the Directors, Officers and agents of the Company be and they are hereby authorised to do or procure all such acts, deeds and things, whether under hand or the common seal of the Company (in accordance with the Bye-Laws), as they shall in their absolute discretion, deem fit in order to effect and complete the Repeal.”

By Order of the Board
Lai Kwok Hung, Alex
Company Secretary

Hong Kong, 28th July, 2006

Registered office:
Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

*Head office and principal
place of business:*
Flat A-D, 13th Floor
Hong Kong Industrial Building
444-452 Des Voeux Road West
Hong Kong

Notes:

- (1) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A Member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s branch share registrars in Hong Kong, Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (3) Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (4) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.