



ASIA COMMERCIAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code : 104)

PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 15TH SEPTEMBER, 2005 AT 10:30 A.M. AND AT ANY ADJOURNMENT THEREOF

I/We (note 1) _____
of _____
being the registered holder(s) of (note 2) _____ ordinary shares
of HK\$1.00 each in the capital of ASIA COMMERCIAL HOLDINGS LIMITED (“the Company”), **HEREBY APPOINT THE CHAIRMAN
OF THE MEETING** or (note 3) _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or at any adjournment thereof) 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, 15th September, 2005 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting (or any adjournment thereof) and to vote for me/us in my/our name(s) in respect of the said resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (note 4)	AGAINST (note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31st March, 2005.		
2.	(i) To re-elect Mr. Frank H. Miu as a Director.		
	(ii) To re-elect Mr. Lai Si Ming as a Director.		
	(iii) To authorise the Board to fix the remuneration of the Directors for the year ending 31st March, 2006		
3.	To re-appoint CCIF CPA Limited as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.		
4A.	To give a general mandate to the Board of Directors to repurchase shares of the Company not exceeding 10 per cent. of the issued share capital of the Company.		
4B.	To give a general mandate to the Board of Directors to allot and issue additional shares not exceeding 20 per cent. of the issued share capital of the Company.		
4C.	To extend the general mandate given to the Board of Directors to allot and issue additional shares of an amount not exceeding the amount of shares repurchased by the Company.		

Dated this _____ day of _____, 2005 Signature(s) (note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out “**the Chairman of the meeting** or” and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, must be either under common seal or under the hand of an officer, attorney or other person duly authorised to sign the same together with a company chop.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be delivered to the Company’s branch share registrar, Secretaries Limited of Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than forty-eight hours before the time appointed for holding of the said meeting or any adjournment thereof.
- In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the share.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting in person if you so wish, but the authority of your proxy will become invalid forthwith.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**