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

If you have sold or transferred 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 or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) RENEWAL OF GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES,**

**(2) REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT AND
AMENDMENT TO RULES OF SHARE OPTION SCHEME,**

(3) RE-ELECTION OF RETIRING DIRECTORS

AND

(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Asia Commercial Holdings Limited to be held at Shang, Qin & Han Room, Dynasty Club, 7/F, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 26th August 2008 at 10:00 a.m. is set out at the end 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, Tricor 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 annual general meeting or any adjournment thereof. 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.

* For identification purposes only

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held on Tuesday, 26th August 2008 and any adjournment thereof, notice of which is set out at the end of this circular
“Board”	the board of Directors
“Code of 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)
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“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”	28th July 2008, being 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 resolution

DEFINITIONS

“Open Offer”	the open offer of the Company on the basis of 4 offer Shares for every 5 Shares, details of which are set out in the open offer prospectus dated 13th September 2007 of the Company
“Repurchase Mandate”	a general mandate to the Directors to exercise the powers of the Company to repurchase 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.5(A) 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\$0.10 each in the capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company at the special general meeting on 20th September 2002
“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
“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)

Directors:

Executive Directors:

Eav Yin (*Chairman*)

Eav Ming Keong, Kinson

Au Shiu Leung, Alex

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Independent Non-executive Directors:

Lai Si Ming

Wong Wing Yue, Rosaline

Lee Tat Cheung, Vincent

Head Office and Principal

Place of Business:

19th Floor

9 Des Voeux Road West

Hong Kong

1st August, 2008

To the Shareholders

Dear Sir or Madam,

**(1) RENEWAL OF GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES,**

**(2) REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT AND
AMENDMENT TO RULES OF SHARE OPTION SCHEME,**

(3) RE-ELECTION OF RETIRING DIRECTORS

AND

(4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

At the forthcoming Annual General Meeting, in addition to the ordinary business to be transacted at such meeting, the Shareholders will also be asked to pass resolutions to approve (i) renewal of the general mandates to issue new shares and repurchase shares of the Company; (ii) re-election of the

* For identification purposes only

LETTER FROM THE BOARD

retiring Directors; and (iii) refreshment of the 10% mandate limit under the Share Option Scheme and amendment to rules of the Share Option Scheme to comply with the guidance issued by the Stock Exchange on 5th September 2005.

The main purpose of this circular is to provide you with further particulars of the above proposals and to give you notice of the Annual General Meeting at the end of this circular.

2. GENERAL MANDATE TO ISSUE NEW SHARES

The current general mandate granted to the Directors to issue new Shares will expire at the Annual General Meeting. It will be proposed at the Annual General Meeting two ordinary resolutions respectively to renew the issue mandate by:

- (i) grant of 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 (i.e. not exceeding 120,139,025 Shares based on the 600,695,128 issued Shares as at the Latest Practicable date and assuming that such issued Shares remains the same as at the date of passing the resolution); and
- (ii) extension of such general mandate so granted to the Directors by adding to it any shares and other securities representing the aggregate nominal amount of the shares repurchased by the Company under the Repurchase Mandate, 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

The current general mandate granted to the Directors to repurchase Shares will also expire at the Annual General Meeting. An ordinary resolution will be proposed to renew the general mandate granting authorities to the Directors, in the terms set out in the notice of Annual General Meeting, to repurchase the Company's own Shares on the Stock Exchange up to a limit of 10% of the aggregate nominal value of the Company's issued share capital (the "Maximum Number of Shares") at the date of passing the resolution.

The Repurchase Mandate, if granted, will be effective for 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.

The Repurchase Mandate will allow the Company to repurchase its own shares, inter alia, on-market in accordance with the Listing Rules.

4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of six Directors, namely Mr. Eav Yin, Mr. Eav Ming Keong, Kinson, Mr. Au Shiu Leung, Alex, Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent.

LETTER FROM THE BOARD

Pursuant to the Bye-laws, Mr. Eav Ming Keong, Kinson and Mr. Lee Tat Cheung, Vincent shall retire from office at the Annual General Meeting and shall be eligible and offer themselves for re-election. Details of these Directors offering themselves for re-election at the Annual General Meeting are set out in Appendix II to this circular.

The Board recommends that Mr. Eav Ming Keong, Kinson and Mr. Lee Tat Cheung, Vincent be re-elected at the Annual General Meeting.

5. REFRESHMENT OF THE SHARE OPTION SCHEME MANDATE LIMIT AND AMENDMENT TO THE RULES OF THE SHARE OPTION SCHEME

The Board also wishes to take this opportunity to seek the approval of the Shareholders to refresh the 10% scheme mandate limit under the Share Option Scheme at the Annual General Meeting in accordance with Note (1) to the Listing Rule 17.03(3).

Currently, the Share Option Scheme is the only share option scheme of the Company still in effect. The existing authority to grant options under the Scheme Option Scheme was granted by the Shareholders on 20th September 2002. The Directors are currently allowed to grant options to eligible person(s) under the Share Option Scheme to subscribe for up to 33,371,951 Shares, representing approximately 5.6% of the issued share capital of the Company as at the Latest Practicable Date. The eligible participants include (i) any employee including officer and director or any business-related consultant, agent, representative or adviser of the Company or any subsidiary or any affiliate; or (ii) any supplier, agent or consultant who provide goods or services to the Company or any subsidiary or any affiliate; or (iii) any customer of the Company or any subsidiary or any affiliate.

There were no outstanding options granted under the Share Option Scheme or any other scheme(s) of the Company which remained unexercised as at the Latest Practicable Date.

If the refreshment is approved by the Shareholders at the Annual General Meeting, the Directors will have new authority to grant options to subscribe for up to 10% of the issued Shares as at the date of approval of the refreshment, that is, 60,069,512 Shares assuming that there are 600,695,128 issued Shares as at date of approval. For the purpose of calculating the 10% scheme mandate limit as refreshed, options previously granted under the Share Option Scheme (and any other scheme(s) of the Company), including options outstanding, cancelled or lapsed in accordance with the relevant scheme rules or exercised options, if any, will not be counted.

In September 2007, the Company successfully completed the Open Offer. As a result, the issued share capital of the Company has been enlarged by 80%. The refreshment of the 10% scheme mandate limit in line with the enlargement of the Company's issued share capital will give the Directors the necessary flexibility, on par with other listed issuers on the Stock Exchange, in choosing to issue equity interests in designing and management of the compensation packages offered to employees and other participants of the Group who have demonstrated commitment or made valuable contribution to the Group, rather than relying solely on the cash resources of the Group for such purposes. The Board accordingly recommends to the Shareholders to approve refreshment of the 10% scheme mandate limit under the Share Option Scheme at the Annual General Meeting.

LETTER FROM THE BOARD

The Shareholders should note that pursuant to the Listing Rules, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other scheme(s) of the Company at any time must not in aggregate exceed 30% of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company if this will result in such 30% overall limit being exceeded.

The refreshment of the 10% scheme mandate limit under the Share Option Scheme is conditional upon:

- (a) approval of the Shareholders by way of passing of an ordinary resolution at the Annual General Meeting being obtained; and
- (b) the Listing Committee of the Stock Exchange granting its approval for the listing of, and permission to deal in, such Shares as representing 10% of the Shares in issue as at the date of the Annual General Meeting which may fall to be issued pursuant to the exercise of options granted under the Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, these Shares mentioned in paragraph (b) above.

The Board will also make use of the opportunity afforded by the Annual General Meeting to seek approval of the Shareholders to amend the rules of the Share Option Scheme to expressly provide that any adjustment that may be made under the Share Option Scheme shall comply with the supplementary guidance issued by the Stock Exchange on 5th September 2005 and other notes or guidance issued by the Stock Exchange from time to time. This amendment will be proposed to the Shareholders at the Annual General Meeting for consideration and, if thought fit, approval by way of an ordinary resolution.

6. NOTICE OF THE ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out at the end of this circular. 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, Tricor 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 Annual General Meeting or adjournment thereof. Completion and return of a proxy form will not preclude you from attending and voting at the Annual General Meeting and at any adjournment thereof if they so wish.

LETTER FROM THE BOARD

7. PROCEDURE FOR DEMANDING A POLL

Pursuant to Bye-Law 70 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 or on the withdrawal of any other demand for a poll) required under the Listing Rules or a poll is demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three shareholders present in person or by duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
- (iv) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the 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; or
- (v) if required by the Listing Rules, by the Chairman of such meeting or any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent (5%) or more of the total voting rights at such meeting.

8. 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.

Copy of the existing rules of the Share Option Scheme is available for inspection by the public at the principal place of business of the Company at 19th Floor, 9 Des Voeux Road West, Hong Kong during normal business hours on any weekday other than Saturday and public holidays, up to and including date of the Annual General Meeting and at the Annual General Meeting.

By Order of the Board
Asia Commercial Holdings Limited
Au Shiu Leung, Alex
Executive Director and 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 recognised 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 600,695,128 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 60,069,512 Shares representing 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 repurchase 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 financial statements contained in the annual report for the year ended 31st March 2008 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carry 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 up to the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2007		
July	1.333*	0.622*
August	1.350*	0.906*
September	1.250	0.850
October	1.030	0.690
November	1.000	0.840
December	0.900	0.800
2008		
January	0.900	0.680
February	0.840	0.760
March	0.790	0.680
April	0.990	0.730
May	0.920	0.650
June	0.860	0.750
July (up to the Latest Practicable Date)	0.900	0.640

* The prices have been adjusted for the open offer (on the basis of 4 offer shares for every 5 shares held) announced by the Company on 17th July 2007.

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.

As at the Latest Practicable Date, according to the register of substantial shareholders maintained under section 336 of the SFO, Mr. Eav Yin together with his associates were interested in 346,764,261 Shares, representing approximately 57.73% of the issued share capital of the Company. Covenhills Limited ("Covenhills") had interests in approximately 16.15% of the issued share capital of the Company. Covenhills and its beneficial owner(s) are independent from not connected with or acting in concert with Mr. Eav Yin and his associates. Based on such interests and in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the interest of Mr. Eav Yin together with his associates in the Company would be increased to approximately 64.14% of the issued share capital of the Company, and those of Covenhills would be increased to approximately 17.94% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

In the event that the Repurchase Mandate is exercised in full, the number of Shares held by the public (excluding Mr. Eav Yin, Covenhills and their respective associates) would fall to approximately 17.92% which is below 25% as prescribed in the Listing Rules. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent that would result in the number of Shares held by the public falling below 25%.

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. Eav Ming Keong, Kinson**, aged 33, holds a Bachelor of Arts degree in Interior Design and Technology and a Master of Arts degree in Art, Design and Visual Culture from the London Guildhall University. After graduation, Mr. Eav Ming Keong, Kinson has practiced in an architecture firm in London for 2 years. Mr. Eav Ming Keong, Kinson is a son of Mr. Eav Yin. He was appointed as an Executive Director of the Company on 22nd November 2006. Save as disclosed above, Mr. Eav Ming Keong, Kinson does not hold any other position with the Company and has not held any other directorship or senior position in listed companies during the last three years.

Mr. Eav Ming Keong, Kinson has no specific term of service with the Company but subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-Laws of the Company. Mr. Eav Ming Keong, Kinson's remuneration package is determined by the Board with reference to the knowledge and experience of Mr. Eav Ming Keong, Kinson and the current remuneration package of the other executive directors. For the year ended 31st March 2008, total emoluments (being director's emolument) paid to Mr. Eav Ming Keong, Kinson amounted to HK\$2,591,000. Save as disclosed herein, Mr. Eav Ming Keong, Kinson is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Eav Ming Keong, Kinson is interested in 707,400 shares of the Company within the meaning of Part XV of the SFO.

Mr. Eav Ming Keong, Kinson has confirmed that there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

2. **Mr. Lee Tat Cheung, Vincent**, aged 38, has over 17 years experience in accounting and auditing and is the sole proprietor of a firm of Certified Public Accountants practicing in Hong Kong. Mr. Lee is an associate member of The Institute of Chartered Accountants in England and Wales, a fellow member of the Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants. He holds a Master Degree in Corporate Finance from the Hong Kong Polytechnic University. He was appointed as an independent non-executive Director of the Company on 16th December 2006. He is also a member of the audit committee and the remuneration committee of the Company. Save as disclosed above, Mr. Lee does not hold any other position with the Company or any of its subsidiaries and has not held any other directorship or senior position in listed companies during the last three years.

There is no service contract between the Company and Mr. Lee. He has no fixed term of service with the Company but will be subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-Laws of the Company. The amount of emoluments of Mr. Lee will be in line with the other independent non-executive directors of the Company. His remuneration will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and approved by the shareholders of the Company in annual general meeting. For the year ended 31st March 2008, total emoluments (being director's emolument) paid to Mr. Lee amounted to HK\$210,000. Mr. Lee is and was not connected with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Lee does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Lee has confirmed that there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 (the “Company”) will be held at Shang, Qin & Han Room, Dynasty Club, 7/F, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 26th August 2008 at 10:00 a.m. for the following purposes:

As Ordinary Business

1. To receive and consider the financial statements and the reports of the Directors and the independent Auditor’s report for the year ended 31st March 2008.
2. To declare a final dividend.
3. To re-elect the retiring directors and to authorise the Board to fix the Directors’ remuneration.
4. To re-appoint Auditor and authorise the Board to fix the Auditor’s remuneration.

As Special Business

5. To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

(A) **“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 recognised 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;

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(ii) the aggregate nominal amount of shares of the Company which the directors of the Company is authorised 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

(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.”

(B) **“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 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 authorise 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

NOTICE OF ANNUAL GENERAL MEETING

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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- (C) “**THAT** subject to the passing of the Resolutions 5(A) and 5(B) 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(B) 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 the Resolution 5(A) 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.”

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- (D) **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of shares of the Company as representing 10% of the issued share capital of the Company as at the date on which this resolution is passed which may fall to be allotted and issued pursuant to the exercise of options granted under the share option scheme of the Company adopted on 20th September 2002 (the “Share Option Scheme”) and any other scheme(s) of the Company:
- (a) approval be and is hereby granted for refreshing the 10% scheme mandate under the Share Option Scheme (the “Refreshed Scheme Mandate”) such that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other scheme(s) of the Company under the limit as refreshed hereby shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other scheme(s) of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other scheme(s) of the Company shall not be counted for the purpose of calculating the Refreshed Scheme Mandate)); and
 - (b) the directors of the Company be and are hereby authorised, at their absolute discretion (i) to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme; and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”
- (E) **“THAT** paragraphs 8.6 and 10 of the rules of the share option scheme adopted by the Company on 20th September 2002 be deleted in their entirety and replaced with the following new paragraphs 8.6 and 10 respectively:
- “8.6 The maximum number of Shares referred to in paragraph 8 shall be subject to adjustment in the event of a capitalisation issue, rights issue, sub-division or consolidation of Shares or reduction of capital of the Company in accordance with paragraph 10.”
- “10. ADJUSTMENTS IN THE EVENT OF CAPITAL REORGANISATION**
- 10.1 Subject to Clause 10.2, in the event of a capitalisation issue, rights issue, sub-division or consolidation of Shares or reduction of capital of the Company while any Option remains exercisable, such corresponding alterations (if any) shall be made to:–
- (a) the number of Shares subject to this Scheme; and/or

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- (b) the number of Shares subject to the Options already granted; and/or
- (c) the Subscription Price,

provided that any such alteration shall be made on the basis that:-

- (i) the aggregate Subscription Price payable by a Grantee on the full exercise of any Option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event; and
- (ii) the proportion of the issued share capital of the Company to which a Grantee is entitled after such alteration shall remain the same as that to which he or she was entitled before such alteration,

and provided always that no such alterations shall be made the effect of which would be to enable a Share to be issued at less than its nominal value and the supplementary guidance issued by the Stock Exchange on 5th September 2005 and other notes or guidance issued by the Stock Exchange from time to time shall be complied with.

- 10.2 Any issue by the Company of securities as consideration for or in connection with a transaction will not be regarded as a circumstance requiring alterations in paragraph above.
- 10.3 In respect of any such alterations (save those made on a capitalisation issue), the Financial Adviser or the Auditor must confirm in writing that such alterations satisfy the requirements set out in Rule 17.03(3) of the Listing Rules. For such purposes, the capacity of the Financial Adviser or the Auditor is that of expert and not of arbitrator and its certification shall, in the absence of manifest error, be final and binding on the Company and the Grantees. The costs of the Financial Adviser or the Auditor shall be borne by the Company.”

By Order of the Board
Asia Commercial Holdings Limited
Au Shiu Leung, Alex
Executive Director and Company Secretary

Hong Kong, 1st August, 2008

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Head Office and Principal

Place of Business:
19th Floor
9 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, Tricor 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 holdings.
4. With regard to item no. 3 in this notice, the board of directors of the Company proposes that the retiring directors, namely Mr Eav Ming Keong, Kinson and Mr Lee Tat Cheung, Vincent be re-elected as directors of the Company. Details of such retiring directors are set out in the circular to shareholders dated the same date of this notice.
5. The register of members will be closed from Wednesday, 20th August 2008, to Tuesday, 26th August 2008, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrars, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 19th August 2008.