
THIS SUPPLEMENTAL 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 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 transferee 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)

**SUPPLEMENTAL CIRCULAR AND
NOTICE OF ANNUAL GENERAL MEETING
IN RELATION TO
AN ADDITIONAL PROPOSED RESOLUTION FOR
RE-ELECTION OF A DIRECTOR**

This document is supplemental to and should be read together with the circular issued by the Company to the shareholders of the Company dated 30 July 2015 (the “Circular”) and the notice enclosed under the Circular convening an annual general meeting of the Company to be held at Qin & Han Rooms, Dynasty Club, 7th Floor, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 16 September 2015 at 10:00 a.m. (the “Annual General Meeting”). This document gives you notice of a further resolution to be proposed at the Annual General Meeting to re-elect an additional director of the Company.

A revised form of proxy (the “Revised Proxy Form”) in blue colour for use at the Annual General Meeting is also enclosed with this supplemental circular. The original form of proxy despatched with the Circular is superseded by the Revised Proxy Form enclosed herewith. Whether or not you intend to attend and vote at the Annual General Meeting, you are requested to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of a valid Revised Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

The Revised Proxy Form is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Hong Kong, 26 August 2015

* For identification purpose only

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Accompanying document: Revised Proxy Form

DEFINITIONS

Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise. In addition, in this supplemental circular, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held on Wednesday, 16 September 2015 and any adjournment thereof, in relation to which the Original Notice of Annual General Meeting was issued
“Circular”	the circular of the Company dated 30 July 2015 enclosing the Original Notice of Annual General Meeting
“Original Proxy Form”	the original proxy form in white colour for use at the Annual General Meeting which accompanies the Circular
“Original Notice of Annual General Meeting”	the notice of the Annual General Meeting contained in the Circular
“Revised Proxy Form”	the revised proxy form in blue colour for use at the Annual General Meeting which accompanies this document

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*)

Duong Ming Chi, Henry

Eav Guech Rosanna

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

Hong Kong, 26 August 2015

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR AND NOTICE
IN RELATION TO AN ADDITIONAL RESOLUTION
TO BE PROPOSED AT THE FORTHCOMING ANNUAL GENERAL MEETING
TO RE-ELECT A DIRECTOR**

INTRODUCTION

You will have received by now the Circular despatched to you earlier which contains, among others, information relating to the re-election of directors of the Company at the Annual General Meeting and the Original Notice of Annual General Meeting.

The Board issues this document to give you notice of an additional resolution to be proposed at the Annual General Meeting, which is to re-elect a newly appointed Director and provide you with further information relating to it. The Board is also giving you the Revised Proxy Form for use at the Annual General Meeting. This document is supplemental to, and should be read together with, the Circular.

* For identification purpose only

LETTER FROM THE BOARD

ADDITIONAL RESOLUTION TO RE-ELECT A DIRECTOR

As announced by the Company in its announcement dated 21 August 2015, the Board has appointed Ms. Eav Guech Rosanna (“Ms. Rosanna Eav”) as an executive Director effective from 21 August 2015 to fill in the casual vacancy in the Board following resignation of Mr. Eav Ming Keong, Kinson on the same date.

In accordance with Bye-Laws of the Company, Ms. Rosanna Eav shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election. Ms. Rosanna Eav will offer herself for re-election at the Annual General Meeting. The biographic details of Ms. Rosanna Eav are as follows:

Ms. Rosanna Eav, aged 45, holds a Bachelor of Business Administration Degree in Marketing from Adelphi University in the U.S.A. She is currently the chief executive officer of Time City (Hong Kong) Limited, a subsidiary of the Company. Before joining the Group in 1993, she worked in a major international US Bank specializing in local corporate companies.

Ms. Rosanna Eav is a daughter of the chairman, executive Director and controlling shareholder of the Company, Mr. Eav Yin (“Mr. Eav”) and is the sister of Mr. Duong Ming Chi, Henry, who is an executive Director.

Save as disclosed above, Ms. Rosanna Eav did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years before the date of this document and she does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract entered into between Ms. Rosanna Eav and the Company. Ms. Rosanna Eav’s directorship in the Company is subject to retirement and re-election at general meetings of the Company. Under the Bye-Laws of the Company, she will only hold office until the Annual General Meeting to be held on 16 September 2015 and thereafter, subject to her being re-elected by the Shareholders at such meeting, she will be subject to retirement by rotation at least once every three years at the annual general meetings in accordance with the Bye-Laws of the Company. Ms. Rosanna Eav will not receive any remuneration for her appointment as the executive Director.

As at the date of this document, save for her interests presently held in 1,624,272 ordinary shares of the Company, Ms. Rosanna Eav does not have any interests in the shares of the Company which is required to be disclosed under Part XV of the SFO.

Save as disclosed in this document, there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules relating to the appointment of Ms. Rosanna Eav.

LETTER FROM THE BOARD

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND REVISED PROXY FORM

The Board has resolved to recommend her re-election at the Annual General Meeting. A new resolution for this purpose will be proposed as an ordinary resolution in addition to the other resolutions included in the Original Notice of Annual General Meeting. The supplemental notice of Annual General Meeting at the end of this document includes the text of all of the resolutions to be proposed at the meeting. Only resolution 2(bb) for her re-election is new. The other resolutions were included in the Original Notice of Annual General Meeting dated 30 July 2015. **The content of the Circular and the Original Notice of Annual General Meeting remains valid.**

The Revised Proxy Form with inclusion of reference to the new resolution 2(bb) to re-elect Ms. Rosanna Eav together with all of the original resolutions stated in the Original Notice of Annual General Meeting should be used for the Annual General Meeting.

The Revised Proxy Form is enclosed with this supplemental circular. Special arrangements about completion and submission of the Revised Proxy Form are also set out in the appendix to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the Annual General Meeting are requested to pay particular attention to the special arrangements set out therein.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete the Revised Proxy Form and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of a Revised Proxy Form will not preclude you from attending and voting at the Annual General Meeting and at any adjournment thereof if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

RECOMMENDATION

The Directors consider that the proposed re-election of Ms. Rosanna Eav is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution 2(bb) as set out in the supplemental notice of the Annual General Meeting.

LETTER FROM THE BOARD

The Board also believes 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 Board recommends all Shareholders should vote in favour of all of the resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

Yours faithfully
By Order of the Board
Asia Commercial Holdings Limited
Cheng Ka Chung
Company Secretary

A Shareholder who has not yet lodged the Original Proxy Form with the Company's Hong Kong branch share registrar is requested to lodge the Revised Proxy Form with the instructions printed thereon if the Shareholder wishes to appoint proxy/proxies to attend the Annual General Meeting on its/his/her behalf. In this case, the Original Proxy Form should not be lodged with the Company's Hong Kong branch share registrar.

A Shareholder who has already lodged the Original Proxy Form with the Company's Hong Kong branch share registrar should note that:

- (i) if no Revised Proxy Form is lodged with the Company's Hong Kong branch share registrar, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy appointed by the Shareholder under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her/its discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting, including the additional proposed resolution set out in the supplemental notice of Annual General Meeting; or
- (ii) if the Revised Proxy Form is lodged with the Company's Hong Kong branch share registrar not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof ("Proxy Form Deposit Deadline"), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the Original Proxy Form previously lodged by the Shareholder; or
- (iii) if the Revised Proxy Form is lodged with the Company's Hong Kong branch share registrar after the Proxy Form Deposit Deadline, or if lodged before the Proxy Form Deposit Deadline but is incorrectly completed, the Revised Proxy Form will be deemed invalid. An invalid Revised Proxy Form lodged will not affect the Original Proxy Form which, if correctly completed and duly lodged will be treated as a valid form of proxy lodged by the Shareholder. In that case, the proxy appointed by the Shareholder under the Original Proxy Form will be entitled to vote in the manner as mentioned in (i) above.

Shareholders are reminded that completion and delivery of the Original Proxy Form and/or the Revised Proxy Form will not preclude Shareholders from attending and voting at the Annual General Meeting or any adjourned meeting should they so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the Annual General Meeting are requested to pay attention to the special arrangements set out above.

SUPPLEMENTAL 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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “Original Notice of Annual General Meeting”) dated 30 July 2015 by Asia Commercial Holdings Limited (the “Company”) to convene the annual general meeting (the “Annual General Meeting”) at Qin & Han Rooms, Dynasty Club, 7th Floor, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 16 September 2015 at 10:00 a.m. The proposed businesses to be transacted and resolutions to be considered at the Annual General Meeting are stated in the Original Notice of Annual General Meeting. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 30 July 2015 (the “Circular”).

As stated in the circular of the Company dated 26 August 2015 (the “Supplemental Circular”), an additional resolution would be proposed, as an ordinary resolution of the Company, for re-election of Ms. Eav Guech Rosanna at the Annual General Meeting. This additional resolution, now set out as resolution 2 (bb) below, is additional to the businesses to be transacted and resolutions to be considered at the Annual General Meeting as stated in the Original Notice of Annual General Meeting. This notice re-states below the text of all of these businesses to be transacted and resolutions as stated in the Original Notice of Annual General Meeting together with the said additional resolution for re-election of Ms. Eav Guech Rosanna.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Asia Commercial Holdings Limited (the “Company”) will be held at Qin & Han Rooms, Dynasty Club, 7th Floor, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 16 September 2015 at 10:00 a.m. for the following purposes:

As Ordinary Business

1. To receive and consider the audited financial statements, the Directors’ report and the independent Auditor’s report for the year ended 31 March 2015.
2.
 - (a) To re-elect Mr. Duong Ming Chi, Henry as a director.
 - (b) To re-elect Ms. Wong Wing Yue, Rosaline as a director.
 - (bb) To re-elect Ms. Eav Guech Rosanna as a director.
 - (c) To authorise the Board to fix the Directors’ remuneration for the year ending 31 March 2016.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

As Special Business

3. To appoint auditor and to authorise the directors to fix the auditor's remuneration. The following resolution will be proposed as an ordinary resolution:

“**THAT** Crowe Horwath (HK) CPA Limited be and is hereby appointed auditor of the Company to fill the vacancy after the retirement of CCIF CPA Limited who will not seek for re-appointment, and to authorise the directors of the Company to fix the auditor's remuneration.”

4. 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;
- (ii) the aggregate number of shares of the Company which the Directors of the Company are authorised to repurchase pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this Resolution provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be purchased pursuant to the approval in paragraph (i) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted 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.”

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

(B) “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 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 number of shares of the Company 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 total number of issued shares of the Company as at the date of passing this Resolution provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued pursuant to the approval in paragraph (i) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (iv) 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.

SUPPLEMENTAL NOTICE OF ANNUAL 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 4(A) and 4(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 4(B) set out in the Notice be and is hereby extended by the addition thereto of a number representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the Resolution 4(A) set out in the Notice.”

By Order of the Board
Asia Commercial Holdings Limited
Cheng Ka Chung
Company Secretary

Hong Kong, 26 August 2015

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. A revised proxy form (the “Revised Proxy Form”) is enclosed with the Supplemental Circular. Please refer to the appendix to the Supplemental Circular for special arrangements about completion and submission of the Revised Proxy Form.
2. Please also refer to the Original Notice of Annual General Meeting for details of the relevant ordinary resolutions to be passed at the Annual General Meeting, proxy and other relevant matters.
3. With regard to item no. 2 in this notice, the Board of Directors of the Company proposes that the Directors as named therein be re-elected as Directors of the Company. Details of such Directors are set out in the Circular and the Supplemental Circular.
4. As at the date of this notice, the Board comprises Mr. Eav Yin (Chairman), Mr. Duong Ming Chi, Henry and Ms. Eav Guech Rosanna as executive directors and Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent as independent non-executive directors.

* *For identification purpose only*