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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) RESIGNATION AND APPOINTMENT OF
EXECUTIVE DIRECTORS,
(2) CHANGE OF AUTHORISED REPRESENTATIVE
AND PROCESS AGENT
AND
(3) SUPPLEMENTAL CIRCULAR AND NOTICE OF AGM**

The Board announces that Mr. Eav Ming Keong, Kinson has decided to resign as Executive Director. To fill the casual vacancy following his resignation, the Board has appointed Ms. Eav Guech Rosanna as an executive Director. The resignation of Mr. Kinson Eav and appointment of Ms. Rosanna Eav took effect from 21 August 2015.

The Board wishes to express its appreciation for the contributions of Mr. Kinson Eav during his service on the Board, and to express its warmest welcome to Ms. Rosanna Eav for joining the Board.

Ms. Rosanna Eav also succeeded Mr. Kinson Eav as an authorised representative of the Company under Rule 3.05 of the Listing Rules and the Process Agent of the Company on 21 August 2015.

Ms. Rosanna Eav will retire at the forthcoming AGM of the Company to be held on 16 September 2015 as required by the Bye-Laws of the Company. She will offer herself for re-election at that meeting. The Company will despatch as soon as possible a supplemental circular containing the relevant particulars of Ms. Rosanna Eav, a supplemental notice of AGM and revised proxy form with inclusion of an additional ordinary resolution for her re-election by the shareholders of the Company at the AGM.

RESIGNATION AND APPOINTMENT OF EXECUTIVE DIRECTORS

The board of directors (the “Board”) of Asia Commercial Holdings Limited (the “Company”, and together with its subsidiaries, the “Group”) announces that Mr. Eav Ming Keong, Kinson (“Mr. Kinson Eav”) has decided to resign from his office as an executive director of the Company with effect from 21 August 2015. Mr. Kinson Eav also ceased to act as an authorised representative of the Company under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the authorised representative of the Company for accepting service of process and notices on behalf of the Company in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “Process Agent”) on the same date.

Mr. Kinson Eav has served the Board for more than 8 years. He decided to step down from the Board so as to devote more time to development of his personal business initiatives. The Board wishes to express its appreciation for Mr. Kinson Eav’s contributions to the Group during his service on the Board. After his resignation from the Board, Mr. Kinson Eav will remain as a consultant of the Group.

Mr. Kinson Eav has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board has appointed Ms. Eav Guech Rosanna (“Ms. Rosanna Eav”) as an executive Director with effect from 21 August 2015 to fill in the casual vacancy in the Board following resignation of Mr. Kinson Eav. She also succeeded Mr. Kinson Eav as an authorised representative of the Company under Rule 3.05 of the Listing Rules and the Process Agent on the same date.

The Board would like to express its warmest welcome to Ms. Rosanna Eav for joining the Board.

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 announcement 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. Her 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 forthcoming annual general meeting of the Company to be held on 16 September 2015 (“AGM”) and thereafter, subject to her being re-elected by the shareholders at that 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 announcement, 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this announcement, 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.

SUPPLEMENTAL CIRCULAR AND NOTICE OF ANNUAL GENERAL MEETING

Ms. Rosanna Eav will retire at the AGM of the Company to be held on 16 September 2015 as required by the Bye-Laws of the Company. She will offer herself for re-election at the AGM.

The Company has already despatched the notice of the AGM on 30 July 2015. Therefore, the Company will despatch as soon as practicable a supplemental circular containing the relevant particulars of Ms. Rosanna Eav, a supplemental notice of AGM and a revised proxy form with inclusion of an additional ordinary resolution for her re-election by the shareholders of the Company at the AGM.

By order of the Board
Asia Commercial Holdings Limited
Eav Yin
Chairman

Hong Kong, 21 August 2015

* *For identification purposes only*

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors:

Mr. Eav Yin (*Chairman*)
Mr. Duong Ming Chi, Henry
Ms. Eav Guech Rosanna

Independent Non-Executive Directors:

Mr. Lai Si Ming
Ms. Wong Wing Yue, Rosaline
Mr. Lee Tat Cheung, Vincent