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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)

HIGH CONCENTRATION OF SHAREHOLDING

This announcement is made at the request of the Stock Exchange in respect of the concentration of the shareholding of the Company in the hands of a limited number of Shareholders as at 6 October 2010.

In view of the high concentration of the Company's shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing the Shares.

The announcement is made at the request of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") in respect of the concentration of the shareholding of Asia Commercial Holdings Limited (the "Company") in the hands of a limited number of shareholders of the Company (the "Shareholders") as at 6 October 2010.

The Company noted that an announcement (the "SFC Announcement") has been published by the Securities and Future Commission (the "SFC") on 26 October 2010 which stated that, among other things, the SFC had recently completed an enquiry into the shareholding of the Company. The findings of the SFC suggested that as of 6 October 2010, 12 Shareholders held an aggregate of 110,167,729 shares of the Company ("Shares"), representing 18.34% of the issued Shares. Such shareholding, together with 346,764,261 Shares beneficially held by the Company's Chairman, Mr. Eav Yin (representing 57.73% of the issued Shares) and another substantial shareholder, namely Covenhills Limited, represented 92.22% of the issued Shares as at 6 October 2010. Therefore, only 7.78% of the issued Shares were held by other Shareholders.

As set out in the SFC Announcement, as at 6 October 2010, the shareholding structure of the Company was as follows:

	Number of Shares held (Shares)	% of total number of issued Shares (%)
Eav Yin (<i>Note 1</i>)	346,764,261	57.73
Covenhills Limited (<i>Note 2</i>)	97,020,972	16.15
A group of 12 Shareholders	110,167,729	18.34
Other Shareholders	46,742,166	7.78
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Total	<u>600,695,128</u>	<u>100.00</u>

Note 1: Among the 346,764,261 shares in which Mr. Eav Yin is deemed to have interests under the SFO (a) 19,531,800 shares are personal interest of Mr. Eav Yin, (b) 804,600 shares are held by Mdm. Lam Kim Phung (spouse of Mr. Eav Yin), (c) 253,633,692 shares by Century Hero International Limited, (d) 932,400 shares by Debonair Company Limited, (e) 9,986,364 shares by Goodideal Industrial Limited, (f) 1,275,336 shares by Hexham International Limited, (g) 1,423,269 shares by Goodness Management Limited and (h) 59,176,800 shares by Chanchhaya Trustee Holding Corporation (as a trustee of Eav An Unit Trust). Century Hero International Limited, Debonair Company Limited, Hexham International Limited, and Goodness Management Limited are wholly owned and Goodideal Industrial Limited is 87% owned by Mr. Eav Yin. Eav An Unit Trust is a discretionary trust of which Mr. Eav Yin is the founder, the beneficiaries include Mr. Eav Yin, his wife and their children.

Note 2: Covenhills Limited is owned equally by Mr. Leong Lou Teck, Mr. Leong Lum Thye, Miss Leong Yoke Kheng and Mr. Leong Siew Khuen.

It was noted in the SFC Announcement that the closing share price of the Company had increased 267.6% from HK\$0.68 on 17 August 2010 to reach a high of HK\$2.50 on 6 October 2010.

It was also mentioned in the SFC Announcement that after market close on 31 August 2010, the Company announced that it had entered into an agreement with its placing agent, Get Nice Securities Limited, to place convertible notes with an aggregate principle amount of up to HK\$100,800,000, on a best effort basis. Conversion price of the convertible notes was HK\$0.84 (a premium of 9.1% to the closing price of the Shares of HK\$0.77 on that day). After market close on 27 September 2010, the Company announced that the placing of convertible notes was completed. The Shares closed for the day at HK\$1.76 (a premium of 109.5% to the conversion price of the convertible notes). From 31 August 2010 to 27 September 2010, the Shares of the Company had risen by 137.8%.

The SFC also referred to the fact that the Company made two announcements regarding its unusual price and trading volume movement on 13 September 2010 and 6 October 2010 when the share price of the Company rose 18.3% and 23.8% respectively. In both announcements, the Company stated that its board was not aware of any reasons for such increase in the price and trading volume.

As of 25 October 2010, the closing price of the Shares was HK\$2.3, still representing an increase of 238.2% from its close of HK\$0.68 on 17 August 2010.

The Board wishes to clarify that the above information is extracted from the SFC Announcement and the Company is not in a position to comment on its accuracy. Based on the notices filed to the Company and the Stock Exchange under Part XV of the Securities and Futures Ordinance and having made all reasonable enquiries and to the best knowledge of the Company, the current shareholding structure of the Company is set out below:–

	Number of Shares held (Shares)	% of total number of issued Shares (%)
Eav Yin (<i>Note 1</i>)	346,764,261	57.73
Covenhills Limited (<i>Note 2</i>)	97,020,972	16.15
Eav Ming Keong, Kinson (<i>Note 3</i>)	707,400	0.12
Public	156,202,495	26.00
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Total	<u>600,695,128</u>	<u>100.00</u>

The Company confirms that each of the 12 Shareholders holding 110,167,729 Shares mentioned in the SFC Announcement was holding less than 5% of the issued Shares as at 6 October 2010 and the date of this announcement.

Note 1: Among the 346,764,261 shares in which Mr. Eav Yin is deemed to have interests under the SFO (a) 19,531,800 shares are personal interest of Mr. Eav Yin, (b) 804,600 shares are held by Mdm. Lam Kim Phung (spouse of Mr. Eav Yin), (c) 253,633,692 shares by Century Hero International Limited, (d) 932,400 shares by Debonair Company Limited, (e) 9,986,364 shares by Goodideal Industrial Limited, (f) 1,275,336 shares by Hexham International Limited, (g) 1,423,269 shares by Goodness Management Limited and (h) 59,176,800 shares by Chanchhaya Trustee Holding Corporation (as a trustee of Eav An Unit Trust). Century Hero International Limited, Debonair Company Limited, Hexham International Limited, and Goodness Management Limited are wholly owned and Goodideal Industrial Limited is 87% owned by Mr. Eav Yin. Eav An Unit Trust is a discretionary trust of which Mr. Eav Yin is the founder, the beneficiaries include Mr. Eav Yin, his wife and their children.

Note 2: Covenhills Limited is owned equally by Mr. Leong Lou Teck, Mr. Leong Lum Thye, Miss Leong Yoke Kheng and Mr. Leong Siew Khuen.

Note 3: Mr. Eav Ming Keong, Kinson is a director of the Company.

Having made all reasonable enquiries with the directors of the Company and to the best knowledge of the Company, the Company confirms that as at 6 October 2010 and the date of this announcement not less than 25% of the Company's issued Shares are in the hands of the public (as defined in the Listing Rules) and the public float in respect of the Shares has been maintained.

In view of the high concentration of the Company's shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing the Shares.

By order of the Board
ASIA COMMERCIAL HOLDINGS LIMITED
Au Shiu Leung, Alex
Executive Director and Company Secretary

Hong Kong, 26 October 2010

As at the date of this announcement, the Board comprises Mr. Eav Yin (Chairman), Mr. Eav Ming Keong, Kinson and Mr. Au Shiu Leung, Alex as executive directors, Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent as independent non-executive directors.

* *For identification purposes only*