#### The whole of this document must be returned to be valid 本文件必須整份交還,方為有效

Form A 表格甲

PAL Number 暫定配額通知書編號

### **IMPORTANT** 重要提示

Reference is made to the prospectus ("Prospectus") issued by Asia Commercial Holdings Limited ("Company") dated 16 January 2013 in relation to the Rights Issue. Terms defined in the Prospectus

shall bear the same meanings when used herein unless the context otherwise required. Emilied (Company) dated to January 2016 in relation to the rights issue. Terms defined in the Prospectus shall bear the same meanings when used herein unless the context otherwise required. Each of the same meanings when used herein unless the context otherwise required. Each of the same meanings when used herein unless the context otherwise required. Each of the same meanings when used the same meanings when the s

accountant or other professional accivities.
本文件具有價值及可轉讓·務請 閣下立即處理。本文件所載要約,於二零一三年一月三十日星期三下午四時正結束。倘 閣下對本文件在任何方面或應採取之行動有任何疑問, 閣下應立即諮詢持牌證券交易商或註冊證券機構、銀行經理、律師、執業會計師或其他專業顧問。

The Stock Exchange, Hong Kong Exchanges and Clearing Limited and HKSCC take no responsibility for the contents of the Prospectus Documents, make no representation as to their accuracy and expressly disclaim any liability whatsoever for any loss howsoever arising from and in reliance upon the whole or any part of the contents of the Prospectus Documents. 聯友所,香港交易及結算所有限公司及香港結算對供股文件之內容概不負責,對其準確性亦不發表任何聲明,並明確表示概不就因供股文件全部或任何部份內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

A copy of the Prospectus, having attached thereto the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to the Prospectus, has been registered as required by Section 342C of the Companies Ordinance. Neither the Securities and Futures Commission of Hong Kong nor the Stock Exchange nor the Registrar of Companies in Hong Kong take any responsibility as to the contents of the Prospectus. A copy of the Prospectus will, as soon as reasonably practicable, be filed with the Registrar of Companies in Bermuda as required under section 26 of the Companies Act 1981 of Bermuda. The Registrar of Companies in Bermuda take no responsibility as to the contents of the Prospectus Documents. 章程剧本,建同在章程上附錄三標題「已送呈子香港公司註冊處處長的文件」之段落所指定隨附之文件,已根據「公司條例」第342C節之要求登記。無論是香港證券及期貨事務監察委員會,或購交所或香港公司註冊處處長,對章程的內容概不負責。章程副本亦將在合理切實可行的情況下盡快攤照百慕達一九人一年公司法第26條,这呈百慕達公司註冊處處長存檔。百慕達公司註冊處處長對章程文件之內容概不負責。

Branch share registrar and transfer office in Hong Kong. Tricor Secretaries Limited 26th Floor Tesbury Centre 28 Queen's Road Fast Hong Kong

**香港股份過戶登記分處**: 卓佳秘書商務有限公司

Name(s) and address of the Qualifying Shareholder(s)

游仔 皇后大道東28號 金鐘匯中心26樓



# ASIA COMMERCIAL HOLDINGS LIMITED

# 冠亞商業集團有限公司\*

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)

(Stock Code: 104) (股份代號:104)

註冊辦事處: Canon's Court 22 Victoria Stre Hamilton HM12 Bermuda

Head office and principal place of business in Hong Kong. 19th Floor 9 Des Voeux Road West Hong Kong

香港總辦事處及主要變業地點: 香港 德輔道西9號

19樓

RIGHTS ISSUE OF 1,025,149,830 RIGHTS SHARES AT HK\$0.20 PER RIGHTS SHARE, PAYABLE IN FULL ON ACCEPTANCE
(IN THE PROPORTION OF THREE RIGHTS SHARES FOR EVERY ONE CONSOLIDATED SHARE HELD ON THE RECORD DATE) BY NO LATER THAN 4:00 P.M. ON WEDNESDAY, 30 JANUARY 2013

以每股供股股份0.20港元以供認購 1,025,149,830股供股股份。股款須於接納時 (最遲於二零一三年一月三十日星期三下午四時正前)繳足 (基準為於紀錄日期每持有一股合併股份可獲發三股供股股份)

## PROVISIONAL ALLOTMENT LETTER ("PAL")

暫定配額涌知書

合資格股東姓名及地址		
	Box A 甲檷	Total number of Consolidated Shares registered in your name(s) on Tuesday, 15 January 2013 於二零一三年一月十五日星期二 關下名下登記合併股份總數
	· 1.1/1/1/1/1/1/1/1/1/1/1/1/1/1/1/1/1/1/1	
	Box B	Total number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by no later than 4:00 p.m. on Wednesday, 30 January 2013 智定配發予 阁下之供散散份總數、收款須於二零一三年一月三十日星期三下午同時正前接賴時撤足
	乙欄	
		Total subscription monies payable in full on acceptance 接納時繳足應繳認購款項總額
Please insert your contact telephone no. here:	Box C 丙欄 HK\$港元	
請在此填上 閣下之聯絡電話:		

accept this provisional allotment in full, you must lodge this document intact with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, together with emittance in Hong Kong dollars (or such other mode of payment as maybe agreed between the Company and you) for the amount shown in Box C above so as to be received by no later than 4:00 p.m. on Wednesday, 30 January 2013. Cheques must be drawn on a bank count with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Asia Companied Holdings Limited — Rights Issue Account" and crossed "Account Payee Only". Instructions on transfer and splitting are set out overleaf. No receipt will be en for such remittances (or such other mode of payment as maybe agreed between the Company and you).

Full Setting The Company and You.

Full Setting The Market The Your Account The Company and You.

Full Setting The Market The Your Account The Company and You.

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Full Setting The Company and You.

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It should be noted that the Underwriter reserves the right to terminate its obligations under the Underwriting Agreement on the occurrence of certain events. The Underwriter reserves the right, to terminate the Underwriting Agreement is untrue, if any of the below occurs prior to the Latest Termination Time. (1) the Underwriter is all become sware of the fact that, any of that have reasonable oause to believe that, any of the warranties contained in the Underwriting Agreement is untrue, inaccurate meaning that the context of the Rights Issue, or (b) (i) any new law or regulation is enacted, or there is any change in existing laws or regulations or any change in the interpretation or opplication thereof by any court or other competent authority, whether in Hong Knorg or deservative, (ii) any change in local, national or international during in securities generally on the Stock Exchange; or (v) any change in the interpretation or agreed control in the interpretation or international equity securities or currency markets; (ii) any change in local, national or international outbreak or escalation of hostilities, insurrection or armed control in the interpretation or prospects of the Group representation or exchange controls in Hong Knorg or elsewhere, which event or events is or are in the reasonable opinion of the Underwriter. (i) likely to have a material adverse effect on the business, financial position or prospects of the Group taken as a whole, or (2) likely to have a material adverse effect on the business, financial position or prospects of the Group taken as a whole, or (2) likely to have a material adverse effect on the business, financial position or prospects of the Group taken as a whole, or (2) likely to have a material adverse effect on the business, financial position or prospects of the Group taken as a whole, or (2) likely to have a material adverse effect on the business, financial position or prospects of the Group taken as a whole, or the level of Rights States underwriter. (1) likely to have

It should be noted that the Consolidated Shares have been dealt in on an ex-right basis since Wednesday, 9 January 2013 and that the Rights Shares will be dealt in their nil-paid form from Friday, 18 January 2013 to Friday, 25 January 2013 (both days inclusive). Such dealings will take place whilst the conditions to which the Rights Issue is subject remain unfulfilled. Any Shareholder or other person dealing in the Consolidated Shares up to the date on which all conditions to which the Rights Issue is subject are fulfilled (which is expected to be 600 p.m. on Monday, 4 February 2013), or in the Rights Shares in their nil-paid form during the period from Friday, 18 January 2013 (being the first and last days of dealings in the nil-paid Rights Shares respectively), will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating selling or purchasing Consolidated Shares and/or Rights Shares in their nil-paid form during such period who is in any doubt shigher/fits position is advised to consult

his/her/its professional adviser.
的高的中/its professional adviser.
的高的中/its professional adviser.
的高的中/its professional adviser.
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的高的电子一字一月九日星期三级以除權基準質責。供股股份將於二零一三年一月十八日星期五至二零一三年一月二十五日星期五(四質資本徵收款供股股份之首日及最後日期)買賣未繳收款供股股份之任何股東或其他人士。須承受供股不一定成為無條件或不一定進行之風檢建議較於期間買賣合併股份及/或未繳收款供股股份之任何股東或其他人士。須承受供股不一定成為無條件或不一定進行之風檢建議較於期間買賣合併股份及/或未繳收款供股股份之任何股東或其他人士。須承受供股不一定成為無條件或不一定進行之風檢

- \* For identification purpose only \* 僅供識別

IN THE EVENT OF A TRANSFER OF RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S), AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM HONG KONG STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓認購供股股份權利時,每宗買賣均須繳納從價印花税。餽贈或轉讓(並非以出售方式)實益擁有之權益亦須繳納從價印花税。在本文件任何轉讓供股可享有之 權利登記之前,須出示已繳納香港從價印花税之證明。

# Form B

表格乙

#### FORM OF TRANSFER AND NOMINATION

轉讓及提名表格

(To be completed and signed only by Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to the Rights Shares comprised herein) (僅供擬全數轉讓其/彼等於本表格所涉及供股股份之權利之合資格股東填寫及簽署)

To: The Directors

Asia Commercial Holdings Limited

致: 冠亞商業集團有限公司

列位董事

application form (Form C) below.

Dear Sirs: I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration 勒啟者: 本人/吾等茲將本暫定配額通知書所列本人/吾等可認購供股股份之權利轉讓予接受此權利並簽署以下登記申請表格(表格丙)之人士。 3 Signature(s) (all joint Shareholders must sign) 簽署(所有聯名股東均須簽署) Date 日期: 2013 Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares. Note: 轉讓 閣下可認購有關供股股份之權利須繳納香港印花税。 附註: Form C REGISTRATION APPLICATION FORM 表格丙 登記申請表格 (To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares has been transferred) (僅供承讓供股股份認購權之人士填寫及簽署) The Directors Asia Commercial Holdings Limited ("Company") 致: 冠亞商業集團有限公司(「本公司」) 列位董事 I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s) and I/we agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum of association and the bye-laws of the Company. 本人/吾等謹請 閣下將表格甲中乙欄所列之供股股份數目以本人/吾等名義登記,本人/吾等同意按照本暫定配額通知書及供股章程所載之條款,並在 貴公司 之組織章程大綱及公司細則之限制下接納該等股份。 Existing Shareholder(s) Please mark "X" in the box 現有股東請於欄內填上「X」符號 To be completed in block letters in **ENGLISH**. Joint applicants should give one address only. 請用**英文**大楷填寫。聯名申請人只須填報一個地址。 Name in Chinese 中文姓名 Family name 姓氏 Other names 名字 Name in English 英文姓名 Name continuation and/or names of joint applicants 續姓名及/或聯名 申請人姓名 (if required) (如有需要) Address (joint applicants should give one address only) 地址(聯名申請人 只須填報一個地址) Occupation 職業 Tel. no. 電話號碼 Dividend instructions 派息指示 Name & address of bank 銀行名稱及地址 Account type 賬戶類別 For office use only 公司專用

Date日期: 2013 Hong Kong stamp duty is payable in connection with the acceptance of transfer of the rights to subscribe for the Rights Shares. Note: 附註: 閣下接納可認購轉讓供股股份之權利須繳納香港印花稅。

3. Signature(s) (all joint applicants must sign) 簽署(所有聯名申請人均須簽署)



# ASIA COMMERCIAL HOLDINGS LIMITED

# 冠 亞 商 業 集 團 有 限 公 司 †

(於百慕達註冊成立之有限公司) (股份代號:104)

#### 敬啟者:

茲提述冠亞商業集團有限公司(「**本公司**」)就供股所刊發日期為二零一三年一月十六日之供股章程(「章程」)。根據送交股東之章程所載條款及條件,董事已按記錄日期(即二零 一三年一月十五日星期二)營業時間結束時,本公司股東名冊所示 閣下名下每一股合併股份發配發三股供股股份之比例,向 閣下暫定配發供股股份。 閣下於記錄日期營業時間結束時所持有合併股份數目列於甲欄,而暫定配發予 閣下之供股股份數目則列於乙欄。除文義另有所指外,本函件所用詞語之定義與供股章程所採用者相同。

供股股份於配發及鄉足股款後,將在各方面與當時現有已發行之本公司股份享有同等權益。有關供股股份持有人將有權的取配發及發行供股股份日期後宣派之一切股息及分 派。

除於香港及百慕達外,章程並無及將不會根據任何司法權區之適用證券法或對等法例登記或存案。因此,並無採取行動致使供股於香港以外任何地區獲得批准。除非在該地區 毋須遵守任何登記規定或其他法律或監管規定而可合法作出建議或邀請,否則任何香港以外地區接獲章程或暫定配額通知書之人士,概不得視之為申請認購供股股份之建議或 班須愛守任門至記規定以其他宏律以監官規定即門言宏作出建議以邀前,咨別任門督格以介地區接換單程以習定配額通知書之人工,就不停稅之為甲前認期採放及好之建議以 邀請。香港境外人士如有意申請供股股份,於獲得認購宜定配發供股股份之權利節,須自行遵守一切有關地區之法例或規則(包括取得政府或其他機構同意及支付當地或有關 司法權區任何稅項、徵費及其他須繳付款項。除外股東之供股股份申請將不獲受理。倘本公司認為任何認購供股股份之申請違反任何司法權區之繼和證券法或其他法例或規 例,則有權拒絕受理有關申請。

#### 終止包銷協議

務請注意,包銷商保留權利於發生若干事件時終止其於包銷協議項下之責任。倘於終止最後時限前出現以下情況,則包銷商保留權利可於最後終止時限前終止包銷協議:(a)包 銷商知悉或有合理理由相信包銷協議所載之任何保證為失實、不確、有所誤導或已遭違反,而各情況(包銷商合理認為)對供股而言屬重大;或(b)(l)香港或其他虛之任何法院或其他主管機構頒佈任何新法例或規例,或更改現有法例或規例,或更改其詮釋或適用範圍;(ii)本地、國家或國際金融、政治、工業或經濟狀況出現任何變動;(iii)本地、國家或國際股本證券或貨幣市場出現任何特殊性質之變動;(iv)本地、國家或國際股本證券或貨幣市場出現任何特殊性質之變動;(iv)本地、國家或國際間爆發敵對事件、暴動或武裝衝突或此等事件升級;(v)聯交所全面停止或暫停證券買賣或對證券 買賣施加重大限制;或(vi)涉及香港或其他地區之稅務或外應管制預期變動之任何變動或發展,而包銷商合理認為上述事件:(1)可能會對本集團之整體業務。財務狀況或前景 構成重大不利影響;或(2)可能會對供股之成功或供股股份之認購程度構成重大不利影響;或(3)影響重大以致使繼續進行供股屬不適宜、不明智或不合宜,倘發生上述任何事 件,則包銷商在不影響其應得之任何其他賠償之下,尚可向本公司發出終止包銷協議之書面通知。在發出終止通知後,包銷商根據包銷協議所須承擔之一切責任將告終止,他 方或本公司概不得就包銷協議產生或導致之任何事宜或事件向另一方提出任何索償,惟本公司仍有責任按包銷協議支付費用及開支(包銷佣金除外)予包銷商。倘包銷商行使上 述權利,供股將不會成為無條件及因此將不會進行。

#### 接納及付款手續

閣下如全數接納暫定配額,須將本暫定配額通知書整份連同丙欄所示接納時應繳付之全部款項(或本公司與 閣下可能同意之其他付款方式),不遲於二零一三年一月三十日星 發出,註明抬頭人為「Asja Commercial Holdings Limited – Rights Issue Account I,並以「只准入抬頭人賬戶 | 方式劃線開出。繳款(或本公司與 閣下可能同意之其他付款 方式) 將不會獲發出收據。

謹請留意,填妥之暫定配額通知書連同丙欄所示合適股款(或本公司與 閣下可能同意之其他付款方式),須如上文所述不遲於二零一三年一月三十日星期三下午四時正前由原 承配人或任何已有效承讓權利之人士送達,否則此等暫定配額及一切有關權利及配額,將被視作放棄並加以取消。本公司可全權酌情決定暫定配額通知書之有效性,並對自行 或由代表遞交表格之人士具約束力,即使該等人士並未依照有關指示填妥表格。

填采及交回本慙定配額通知書即表示向本公司作出保證及聲明,已經或將會妥為遵守有關慙定配額通知書及有關接納之香港及百萬達以外所有有關地區一切登記、法律及監管 規定。謹請留意,除外股東概無獲得任何供股股份之暫定配額,亦不會獲寄發任何暫定配額通知書。

#### 轉讓

閣下如欲向他人轉讓全部認購所獲暫定配發供股股份之權利,則必須填妥及簽署隨附轉讓及提名表格(表格乙),並將本暫定配額通知書交予 閣下認購權之承讓人或轉讓經手 人。承讓人須按其中指示填妥及簽署登記申請表格(表格丙),並將本暫定配額通知書整份連同丙欄所示須於接納時繳足之款項(或本公司與 閣下可能同意之其他付款方式), 不遲於二零一三年一月三十日星期三下午四時正前,送達本公司之香港股份過戶登記分處卓佳秘書商務有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款 須以港幣支付,支票須以香港持牌銀行賬戶開出,而銀行本票須由香港持牌銀行發出,註明抬頭人為「Asia Commercial Holdings Limited – Rights Issue Account」,並以 「只准入抬頭人賬戶」方式劃線開出。謹請留意,轉讓 閣下認購有關供股股份權利及承讓人接納有關權利,須繳納香港印花税。

有關「轉讓 | 或「提名 | 任何供股股份的權利或包括在本文件中之權益,將被解釋為引用「棄權 | 或「放棄 | 這些權利和權益。

### 分拆認購權

閣下如欲只接納部分暫定配額,或轉讓根據暫定配額通知書獲暫定配發之部分供股股份認購權,或向超過一名人士轉讓所持權利,則必須不遲於二零一三年一月二十二日星期 - 下午四時正前,將整份暫定配額通知書交回本公司香港股份過戶登記分處卓佳秘書商務有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓,股份過戶登記分處將會 註銷整份暫定配額通知書,並按所需數目發出多份新暫定配額通知書。

#### **並無額外供股股份申請**

不會向合資格股東提呈任何已暫定配發予承配人(或彼等之承讓人)但未獲彼等接納認購之任何供股股份以供合資格股東額外申請認購。

### 支票及銀行本票

所有支票及銀行本票將於接獲後隨即過戶,而有關款項產生之所有利息將撥歸本公司。填妥及交回本暫定配額通知書連同支票及/或銀行本票(不論由 閣下或任何獲提名承 讓人交回),即表示申請人保證該支票及/或銀行本票將於首次過戶時獲兑現。倘隨附支票及/或銀行本票於首次過戶時未能兑現,則本公司保留拒絕受理任何有關暫定配額 通知書之權利,但不影響本公司之其他有關權利。在此情況下,有關暫定配額及據此給予之一切有關權利將被視作放棄及將予取消。認購時所付款項將全數不計利息,於二零 ·三年二月七日星期四或之前,以平郵按 閣下之登記地址寄出或寄交其他有權收取款項之人士,郵談風險由 閣下承擔。

預期繳足股款供股股份之股票,將於二零一三年二月七日星期四或之前,由本公司之香港股份過戶登記分處卓佳秘書商務有限公司,以平郵按有權收取股票人士之登記地址寄 出,郵誤風險概由彼等自行承擔。 閣下將就繳足供股股份配額收取一份股票。

倘本暫定配額通知書連同(如適用)由獲發本暫定配額通知書之人士簽署之轉讓及提名表格一併交回,即確實證明交回上述文件之人士有權處理本暫定配額通知書,並有權收取 分拆認購權後之暫定配額通知書及/或供股股份股票。

本暫定配額通知書及任何接納本通知書所載建議均受香港法例監管,並按其詮釋。載有供股詳情之章程,可於本公司香港股份過戶登記分處卓佳秘書商務有限公司索取,地址 為香港灣仔皇后大道東28號金鐘匯中心26樓。

#### 此致

列位合資格股東 台照

承董事會命 冠亞商業集團有限公司 公司秘書 鄭喜聰 謹啟

二零一三年一月十六日