



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/02/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Asia Commercial Holdings Limited

Date Submitted 06/03/2013

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 104 Description : _____

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>2,500,000,000</u>	<u>HK\$0.20</u>	<u>HK\$500,000,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>2,500,000,000</u>	<u>HK\$0.20</u>	<u>HK\$500,000,000</u>

(2) Stock code : N/A Description : _____

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>341,716,610</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>1,025,149,830</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>1,366,866,440</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme ^{Note A} Granted on 31/03/2011 Exercise price: HK\$1.344 (adjusted with effect from 16/01/2013) (20/09/2002) Ordinary shares (Note 1)	Nil	Nil	Nil	(351,960)	Nil	32,937,590
2. Share Option Scheme ^{Note B} Granted on 26/10/2011 Exercise price: HK\$0.897 (adjusted with effect from 16/01/2013) (20/09/2002) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	10,022,061
3. N/A (/ /) shares (Note 1)						
			Total A. (Ordinary shares)		<u>Nil</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>Nil</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
				Total B. (Ordinary shares)	Nil	
				(Preference shares)	N/A	
				(Other class)	N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Notes ^{Note C}	HK\$	31,300,000	Nil	31,300,000	Nil	54,624,781
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$0.573 (adjusted with effect from 16 January 2013)					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
2. N/A	_____					
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. N/A	_____					
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. N/A	_____					
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
			Total C. (Ordinary shares)		Nil	
			(Preference shares)		N/A	
			(Other class)		N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency <u>HK\$0.20</u>	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy)	Ordinary Shares <u>(07/02/2013)</u> <u>(07/01/2013)</u>	<u>1,025,149,830</u> <u>N/A</u>
2.	Open offer	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A (/ /) (/ /)	
3.	Placing	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A (/ /) (/ /)	
4.	Bonus issue		Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A (/ /) (/ /)	

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend At price : State currency _____	Class of shares issuable (<i>Note 1</i>) <u> </u> N/A Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____
6.	Repurchase of shares	Class of shares repurchased (<i>Note 1</i>) <u> </u> N/A Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____
7.	Redemption of shares	Class of shares redeemed (<i>Note 1</i>) <u> </u> N/A Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____
8.	Consideration issue At price : State currency _____	Class of shares issuable (<i>Note 1</i>) <u> </u> N/A Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	<p>Class of shares issuable (<i>Note 1</i>) <u>N/A</u></p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>SGM approval date: (dd/mm/yyyy) (/ /)</p>		
10. Other (Please specify)	<p>At price : State currency _____</p> <p>Class of shares issuable (<i>Note 1</i>) <u>N/A</u></p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>		
		Total E. (Ordinary shares)	<u>1,025,149,830</u>
		(Preference shares)	<u>N/A</u>
		(Other class)	<u>N/A</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1) 1,025,149,830

(2) N/A

Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): N/A

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): N/A

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):

Note A:

As a result of the rights issue, the 11,230,000 outstanding share options under the share option scheme of the Company granted on 31 March 2011 has been adjusted to 32,937,590 shares and the exercise price has been adjusted from HK\$3.940 per share to HK\$1.344 per share with effect from 16 January 2013.

Note B:

As a result of the rights issue, the 3,417,000 outstanding share options under the share option scheme of the Company granted on 26 October 2011 has been adjusted to 10,022,061 shares and the exercise price has been adjusted from HK\$2.630 per share to HK\$0.897 per share with effect from 16 January 2013.

Note C:

As a result of the rights issue, the conversion price of the convertible notes has been adjusted from HK\$1.68 per share to HK\$0.573 per share and the right to convert share has been adjusted from 18,630,952 shares to 54,624,781 shares.

Submitted by: Mr. CHENG Ka Chung

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*