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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 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)

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Asia Commercial Holdings Limited to be held at Qin & Han Rooms, Dynasty Club, 7th Floor, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Thursday, 26th September 2013 at 10:00 a.m. is set out at the end of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the annual general meeting if you so desire.

* *For identification purposes only*

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held on Thursday, 26th September 2013 and any adjournment thereof, notice of which is set out at the end of this circular
“Board”	the board of Directors of the Company
“CG Code”	the Corporate Governance Code and Corporate Governance Report in Appendix 14 of the Listing Rules
“Code of Share Repurchase”	the Hong Kong Code on Share Repurchases
“Companies Act”	the Companies Act 1981 of the laws of Bermuda (as amended)
“Company”	Asia Commercial Holdings Limited, an exempted company duly incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“General Mandates”	the Repurchase Mandate and the Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue, and otherwise deal with new Shares and other securities with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	23rd July 2013, being the latest practicable date for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the Repurchase Resolution

DEFINITIONS

“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 4(A) of the notice of the Annual General Meeting to approve the Repurchase Mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.2 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase of securities by companies with primary listing on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

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 Ming Keong, Kinson

André Francois Meier

Independent non-executive Directors:

Lai Si Ming

Wong Wing Yue, Rosaline

Lee Tat Cheung, Vincent

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

31st July 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the forthcoming Annual General Meeting, in addition to the ordinary business to be transacted at such meeting, the Shareholders will also be asked to pass resolutions to approve (i) renewal of the general mandates to issue new Shares and repurchase Shares of the Company; and (ii) re-election of the retiring Directors.

The main purpose of this circular is to provide you with further particulars of the above proposals and to give you notice of the Annual General Meeting at the end of this circular.

* For identification purposes only

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE NEW SHARES

The current general mandate granted to the Directors to issue new Shares will expire at the Annual General Meeting. It will be proposed at the Annual General Meeting two ordinary resolutions respectively to renew the Issue Mandate by:

- (i) grant of a general mandate to allot, issue and deal with new Shares and other securities with an aggregate nominal amount not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant resolution (i.e. not exceeding 273,373,288 Shares based on the 1,366,866,440 issued Shares as at the Latest Practicable Date and assuming that such issued Shares remain the same as at the date of passing the resolution); and
- (ii) extension of such general mandate so granted to the Directors by adding to it any Shares and other securities representing the aggregate nominal amount of the Shares repurchased by the Company under the Repurchase Mandate, up to 10% of the issued share capital of the Company as at the date of the Repurchase Resolution.

3. GENERAL MANDATE TO REPURCHASE SHARES

The current general mandate granted to the Directors to repurchase Shares will also expire at the Annual General Meeting. An ordinary resolution will be proposed to renew the general mandate granting authorities to the Directors, in the terms set out in the notice of Annual General Meeting, to repurchase the Company's own Shares up to a limit of 10% in aggregate of the Company's issued share capital at the date of passing the resolution.

The Repurchase Mandate, if granted, will be effective for the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law and the date upon which such authority is revoked or varied.

The Repurchase Mandate will allow the Company to repurchase its own Shares, inter alia, on-market in accordance with the Listing Rules.

4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Mr. Eav Yin, Mr. Duong Ming Chi, Henry, Mr. Eav Ming Keong, Kinson, Mr. André Francois Meier, Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent.

Mr. Eav Yin, Mr. Duong Ming Chi, Henry, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent, shall retire from office at the Annual General Meeting and shall be eligible and offer themselves for re-election. Details of these Directors offering themselves for re-election at the Annual General Meeting are set out in the Appendix II to this circular.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out at the end of this circular. A proxy form for use at the Annual General Meeting is enclosed herein.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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 proxy form will not preclude you from attending and voting at the Annual General Meeting and at any adjournment thereof if you so wish.

6. VOTING BY WAY OF POLL

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.

7. RECOMMENDATION

The Board 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 the resolutions to be proposed at the Annual General Meeting.

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

This Appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide the requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

1. THE LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange or on another stock exchange on which the shares of the companies may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all on-market repurchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate to the directors of the company to make such repurchases or by way of specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,366,866,440 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase, a maximum of 136,686,644 Shares representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earning per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

4. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-Laws, the Listing Rules and the applicable laws of Bermuda which provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for dividend or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the profits that would otherwise be available for dividend or out of the share premium or contributed surplus accounts of the Company.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial accounts contained in the annual report for the year ended 31st March 2013 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent that would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
July	0.623	0.555
August	0.620	0.525
September	0.588	0.538
October	0.575	0.520
November	0.550	0.368
December	0.475	0.350
2013		
January	1.200	0.330
February	0.350	0.226
March	0.285	0.223
April	0.238	0.202
May	0.275	0.220
June	0.243	0.175
July (up to the Latest Practicable Date)	0.186	0.160

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Bye-Laws of the Company and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of substantial shareholders maintained under section 336 of the SFO, Mr. Eav Yin together with his associates and his spouse Ms. Lam Kim Phung were interested in 750,354,873 Shares, representing approximately 54.90% of the issued share capital of the Company. Based on such interest and in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the interest of Mr. Eav Yin together with his associates in the Company would be increased to approximately 61.00% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

In addition, two other Directors of the Company, were interested in a total of 5,504,400 Shares, representing approximately 0.40% of the issued share capital of the Company. Based on such interest and in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the interests of two Directors in the Company would be increased to approximately 0.45% of the issued share capital of the Company.

In the event that the Repurchase Mandate is exercised in full, the number of Shares held by the Shareholders (other than Mr. Eav Yin and his respective associates and two other Directors of the Company) would fall to 38.55% which is above the public float of 25% as prescribed in the Listing Rules.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Details of the Directors who will retire at the Annual General Meeting and, being eligible, offer themselves for re-election at the Annual General Meeting are set out below:

1. **Mr. Eav Yin (alias Duong Khai Nhon)**, aged 73, is the founder of the Company and a member of Chaozhou Committee of Guangdong Province of the Chinese People's Political Consultative Conference (廣東省潮州市政協委員) and was appointed as an executive Director and the Chairman of the Company on 22nd November 2006. Mr. Eav Yin is also a Chairman of the nomination committee and a member of the remuneration committee of the Company and a director of a number of subsidiaries of the Company. Mr. Eav Yin is a Cambodian Chinese and prior to his establishing of a Hong Kong company in 1968 as an importing agent for watch distribution business in Cambodia, had extensive experience of distributing watches in Cambodia and Vietnam. Mr. Eav Yin is the father of Mr. Eav Ming Keong, Kinson, Mr. Duong Ming Chi, Henry and the spouse of Mdm. Lam Kim Phung, a controlling shareholder of the Company. Mr. Eav Yin is a director and a controlling shareholder of Century Hero International Limited, which is a controlling shareholder of the Company. Save as disclosed above, Mr. Eav Yin does not hold any other position with the Company or any of its subsidiaries and has not hold any other directorship or senior position in listed companies during the last three years.

Mr. Eav Yin has no specific term of service with the Company. Pursuant to section 3(e) of the Asia Commercial Holdings Limited Act, 1989 of Bermuda, director holding office as executive chairman or managing director shall not be subject to retirement by rotation at each annual general meeting. In spirit of good corporate governance practice, Mr. Eav Yin has confirmed to the Board on 12th July 2007 that he will voluntarily retire from his directorship at forthcoming annual general meeting of the Company at least once every three years, provide that being eligible for re-election, he may offer himself for re-election at the annual general meeting. Mr. Eav Yin's remuneration package is determined by the Board with reference to the knowledge and experience of Mr. Eav Yin and the current remuneration packages of the other executive Directors. For the year ended 31st March 2013, total emoluments (being director's emolument) paid to Mr. Eav Yin amounted to approximately HK\$6,048,000.

Save as disclosed, Mr. Eav Yin is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Eav Yin is interested in 753,287,873 shares and underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Eav Yin has confirmed that there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

2. **Mr. Duong Ming Chi, Henry**, aged 50, was educated at the University of Southern California. Mr. Duong has more than 30 years of experiences in the watch branding and retailing industries. He was appointed as an executive Director of the Company on 7th July 2011. Before that, he was appointed as the executive Director from the listing of the Company in 1989 and subsequently resigned on 31st August 1996 to pursue his personal career.

Save for the above, Mr. Duong does not hold any position with the Company and other members of the Group and does not hold any other major appointments or professional qualifications and has not held any position or directorships in any other listed public companies during the last three years.

Mr. Duong has no specific term of service with the Company but is subject to retirement by rotation at least once every three years and re-election at annual general meeting in accordance with the Company's Bye-Laws.

Mr. Duong will not receive any remuneration for his appointment as the executive Director. Mr. Duong is a son of the Chairman, executive Director and controlling shareholder of the Company, Mr. Eav Yin and is the elder brother of Mr. Eav Ming Keong, Kinson, who is an executive Director.

Saved as disclosed, Mr. Duong is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Duong is interested in 4,089,600 ordinary shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Duong has confirmed that there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

3. **Ms. Wong Wing Yue, Rosaline**, aged 43, graduated with LLB (Hons) at King's College, London University, UK in 1992, and was admitted to both the UK Bar (Middle Temple, UK) and the Hong Kong Bar in 1993. Ms. Wong is a practicing barrister in Hong Kong. She was appointed as an independent non-executive Director of the Company on 16th December 2006. She is also a member of the audit committee, the nomination committee and the remuneration committee of the Company. Save as disclosed above, Ms. Wong does not hold any other position with the Company or any of its subsidiaries and has not hold any other directorship or senior position in listed companies during the last three years.

Ms. Wong has no specific term of service with the Company but is subject to retirement by rotation at least once every three years and re-election at annual general meeting in accordance with the Company's Bye-Laws. Ms. Wong's remuneration package is determined by the Board with reference to the knowledge and experience of Ms. Wong and the current remuneration packages of the other Directors. For the year ended 31st March 2013, total emoluments (being director's emolument) paid to Ms. Wong amounted to HK\$318,000.

Save as disclosed, Ms. Wong is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Wong is interested in 366,625 share options of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Wong has confirmed that there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

4. **Mr. Lee Tat Cheung, Vincent**, aged 43, has more than 20 years experience in accounting and auditing and is the sole proprietor of a firm of Certified Public Accountants practicing in Hong Kong. Mr. Lee is an associate member of The Institute of Chartered Accountants in England and Wales, a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants. He holds a Master Degree in Corporate Finance from the Hong Kong Polytechnic University. He was appointed as an independent non-executive Director of the Company on 16th December 2006. He is also a chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Company. Save as disclosed above, Mr. Lee does not hold any other position with the Company or any of its subsidiaries and has not hold any other directorship or senior position in listed companies during the last three years.

Mr. Lee has no specific term of service with the Company but is subject to retirement by rotation at least once every three years and re-election at annual general meeting in accordance with the Company's Bye-Laws. Mr. Lee's remuneration package is determined by the Board with reference to the knowledge and experience of Mr. Lee and the current remuneration packages of the other Directors. For the year ended 31st March 2013, total emoluments (being director's emolument) paid to Mr. Lee amounted to HK\$318,000.

Save as disclosed, Mr. Lee is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Lee is interested in 366,625 share options of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Lee has confirmed that there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

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)

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 Thursday, 26th September 2013 at 10:00 a.m. for the following purposes:

As Ordinary Business

1. To receive and consider the audited financial statements, the report of the Directors and the independent Auditors’ report for the year ended 31st March 2013.
2. To re-elect the retiring Directors and to authorise the Board to fix the Directors’ remuneration.
3. To re-appoint Auditors and authorise the Board to fix the Auditors’ remuneration.

As Special Business

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;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

(ii) the aggregate nominal amount of shares of the Company which the Directors of the Company is authorised to repurchase pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited 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.”

(B) **“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 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;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the aggregate nominal amount of share capital 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 aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

- (iv) for the purpose 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.

“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).”

NOTICE OF ANNUAL GENERAL MEETING

- (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 an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution 4(A) set out in the Notice, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said Resolution.”

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

Hong Kong, 31st July 2013

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. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holdings.
4. With regard to item no. 2 in this notice, the Board of Directors of the Company proposes that the retiring Directors, namely Mr. Eav Yin, Mr. Duong Ming Chi, Henry, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent be re-elected as Directors of the Company. Details of such retiring Directors are set out in the circular to shareholders dated the same date of this notice.
5. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, 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.
6. As at the date of this notice, the Board comprises Mr. Eav Yin (Chairman), Mr. Duong Ming Chi, Henry, Mr. Eav Ming Keong, Kinson and Mr. André Francois Meier as executive directors and Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent as independent non-executive directors.