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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)**

### **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE, RULE 13.09(2)(a) OF THE LISTING RULES AND INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE AND RESUMPTION OF TRADING**

This announcement falls under Rule 3.7 of the Code on Takeovers and Mergers (the **Takeovers Code**) issued by the Securities and Futures Commission of Hong Kong, Rule 13.09(2)(a) of the Rules Governing the Listing of Securities (the **Listing Rules**) on The Stock Exchange of Hong Kong Limited (the **Stock Exchange**) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

The board (the **Board**) of directors (the **Directors**) of Asia Commercial Holdings Limited (the **Company**) has noted the recent increase in the price and trading volume of the shares of the Company (the **Shares**). Having made enquiry with respect to the Company as is reasonable in the circumstances, the Board was informed that on 9 November 2017, an independent third party (the **Third Party**) by telephone requested a meeting with a Director of the Company in the morning of 10 November 2017 to discuss about the possibility to acquire the Shares of the Company (the **Discussion**). The said Director met the Third Party in the morning of 10 November 2017 but nothing concrete has come out of the Discussion. The talk with the Third Party in respect of the Discussion is still in a preliminary stage. The Discussion, if it materialises, may lead to a change in control of the Company and a mandatory general offer under Rule 26.1 of the Takeovers Code (the **Possible Offer**) for all the issued shares of the Company in accordance with Rule 26.1 of the Takeovers Code.

To the best of the knowledge of the Directors, the background of the Third Party is unknown to the Board.

Save as disclosed above, the Board is not aware of any reasons for the price and volume movements or of any information which must be announced to avoid a false market in the Company's securities or of any inside information that needs to be disclosed under Part XIVA of the SFO.

As at the date of this announcement, save for 1,566,866,440 Shares in issue, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

### **DEALING DISCLOSURE**

For the purposes of the Takeovers Code, the commencement date of the offer period is the date of this announcement, being 10 November 2017.

The respective associates (as defined in the Takeovers Code, including but not limited to any person holding 5% or more of a class of relevant securities) of the Company and the Third Party and parties acting in concert with it are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

### **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

In respect of the Possible Offer and in accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.*

## WARNINGS

**There is no assurance that the Discussion will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of the Takeovers Code for the shareholders of the Company eventually. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).**

## RESUMPTION OF TRADING

At the request of the Company, trading in its shares on the Stock Exchange had been halted with effect from 1:01 p.m. on Friday, 10 November 2017 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in its shares from 9:00 a.m. on Monday, 13 November 2017.

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

Hong Kong, 10 November 2017

*As at the date of this announcement, the Board comprises Mr. Eav Yin (Chairman), Ms. Eav Guech Rosanna and Mr. Duong Ming Chi, Henry as executive directors and Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent as independent non-executive directors.*

*All directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

\* *For identification purposes only*