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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)

PROPOSED CAPITAL REORGANISATION AND CASH DISTRIBUTION OUT OF CONTRIBUTED SURPLUS

CAPITAL REORGANISATION

The Board proposes to put forward to the Shareholders the Capital Reorganisation for approval. The Capital Reorganisation will comprise:–

(a) Share Consolidation:

every two (2) issued and unissued Shares will be consolidated into one (1) Consolidated Share;

(b) Capital Reduction:

immediately upon the Share Consolidation becoming effective, (i) the issued share capital of the Company will be reduced by cancelling the paid up capital of the Company to the extent of HK\$0.20 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$0.40 to HK\$0.20; and (ii) the authorised share capital of the Company will be reduced by reducing the par value of all Consolidated Shares from HK\$0.40 each to HK\$0.20 each resulting in the reduction of the authorised share capital of the Company from HK\$500,000,000 divided into 1,250,000,000 Consolidated Shares to HK\$250,000,000 divided into 1,250,000,000 shares of par value of HK\$0.20 each;

(c) Capital Increase:

immediately upon the Capital Reduction becoming effective, the authorised share capital of the Company will be increased from HK\$250,000,000 divided into 1,250,000,000 shares of par value HK\$0.20 each to HK\$500,000,000 divided into 2,500,000,000 New Shares;

* For identification purpose only

(d) Share Premium Account Reduction:

the amount standing to the credit of the share premium account of the Company will be reduced to nil; and

(e) Transfer of Credit to the Contributed Surplus:

the entire credit amount arising in the books of the Company from the Capital Reduction and the Share Premium Account Reduction will be transferred to the Contributed Surplus to enable the application of necessary amount in the Contributed Surplus to set off against the accumulated losses of the Company and to make the Distribution. The Directors will be authorised to utilise and apply any credit balance in the Contributed Surplus in accordance with the bye-laws of the Company and all applicable laws, including the application of any credit balance to set off against accumulated losses of the Company as and when the Directors may consider appropriate.

The Capital Reorganisation is conditional upon:

- (a) the passing of a special resolution to approve the Capital Reorganisation by the Shareholders at the SGM;
- (b) the Listing Committee of the Stock Exchange granting the approval to the listing of, and permission to deal in, the New Shares in issue following completion of the Capital Reorganisation, and, where appropriate, the New Shares which may fall to be allotted and issued upon exercise of the Share Options and under the Share Award Plan;
- (c) the compliance with the relevant procedures and requirements under the Listing Rules and section 46(2) of the Companies Act to effect the Capital Reduction and the Share Premium Account Reduction; and
- (d) all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation having been obtained.

BOARD LOT SIZE

The existing Board Lot Size is 5,000 Shares. The Board proposes to set the Board Lot Size at 5,000 New Shares upon the Capital Reorganisation becoming effective.

CASH DISTRIBUTION OUT OF CONTRIBUTED SURPLUS

Subject to the Capital Reorganisation becoming effective, the Board proposes to make the Distribution, in cash, at HK\$0.0128 per Share (equivalent to HK\$0.0256 per New Share).

Persons must be registered members of the Company on the Record Date, expected to be Thursday, 12 July 2018, to qualify to receive the Distribution.

The Distribution will be made out of the Contributed Surplus, as enlarged by the Capital Reorganisation. The Distribution is subject to, among other things, the Capital Reorganisation becoming unconditional and effective and the passing of the relevant resolutions by the Shareholders at the SGM and compliance with the relevant requirements in the Companies Act.

WARNING

The Capital Reorganisation and the Distribution are conditional upon satisfaction of the relevant conditions set out in this announcement. There is no assurance that the Capital Reorganisation and the Distribution will become unconditional and completed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Capital Reorganisation and the Distribution. A circular containing, among other things, further details of the Capital Reorganisation, the Distribution and the Board Lot Size; and a notice convening the SGM is expected to be despatched to the Shareholders on or about Tuesday, 5 June 2018.

PROPOSED CAPITAL REORGANISATION

The Board proposes to put forward to the Shareholders the Capital Reorganisation for approval. The Capital Reorganisation will comprise:–

(a) Share Consolidation:

every two (2) issued and unissued Shares will be consolidated into one (1) Consolidated Share;

(b) Capital Reduction:

immediately upon the Share Consolidation becoming effective, (i) the issued share capital of the Company will be reduced by cancelling the paid up capital of the Company to the extent of HK\$0.20 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$0.40 to HK\$0.20; and (ii) the authorised share capital of the Company will be reduced by reducing the par value of all Consolidated Shares from HK\$0.40 each to HK\$0.20 each resulting in the reduction of the authorised share capital of the Company from HK\$500,000,000 divided into 1,250,000,000 Consolidated Shares to HK\$250,000,000 divided into 1,250,000,000 shares of par value of HK\$0.20 each;

(c) Capital Increase:

immediately upon the Capital Reduction becoming effective, the authorised share capital of the Company will be increased from HK\$250,000,000 divided into 1,250,000,000 shares of par value HK\$0.20 each to HK\$500,000,000 divided into 2,500,000,000 New Shares;

(d) Share Premium Account Reduction:

the amount standing to the credit of the share premium account of the Company will be reduced to nil; and

(e) Transfer of Credit to the Contributed Surplus:

the entire credit amount arising in the books of the Company from the Capital Reduction and the Share Premium Account Reduction will be transferred to the Contributed Surplus to enable the application of necessary amount in the Contributed Surplus to set off against the accumulated losses of the Company and to make the Distribution. The Directors will be authorised to utilise and apply any credit balance in the Contributed Surplus in accordance with the bye-laws of the Company and all applicable laws, including the application of any credit balance to set off against accumulated losses of the Company, as and when the Directors may consider appropriate.

The impact of the Capital Reorganisation on the current share capital structure of the Company is illustrated below:

	Existing	Immediately after the Capital Reorganisation becoming effective
Par value	HK\$0.20 per Share	HK\$0.20 per New Share
Authorised share capital	HK\$500,000,000 divided into 2,500,000,000 Shares	HK\$500,000,000 divided into 2,500,000,000 New Shares
Issued share capital	HK\$313,373,288	HK\$156,686,644
Issued shares	1,566,866,440 Shares	783,433,220 New Shares
Unissued shares	933,133,560 Shares	1,716,566,780 New Shares

Any fractional entitlements to the New Shares of an individual Shareholder will not be issued by the Company to such Shareholder, but will be aggregated, sold and retained for the benefits of the Company.

Conditions of the Capital Reorganisation

The Capital Reorganisation is conditional upon:

- (a) the passing of a special resolution to approve the Capital Reorganisation by the Shareholders at the SGM;
- (b) the Listing Committee of the Stock Exchange granting the approval to the listing of, and permission to deal in, the New Shares in issue following completion of the Capital Reorganisation, and, where appropriate, the New Shares which may fall to be allotted and issued upon exercise of the Share Options and under the Share Award Plan;
- (c) the compliance with the relevant procedures and requirements under the Listing Rules and section 46(2) of the Companies Act in respect of the Capital Reduction and the Share Premium Account Reduction; and
- (d) all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation having been obtained.

The requirements of section 46(2) of the Companies Act include (i) publication of a notice in relation to the Capital Reduction and the Share Premium Account Reduction in an appointed newspaper in Bermuda on a date not more than thirty days and not less than fifteen days before the date on which the Capital Reduction and the Share Premium Account Reduction is to take effect; and (ii) that on the date on which the Capital Reduction and the Share Premium Account Reduction is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reduction and the Share Premium Account Reduction would be, unable to pay its liabilities as they become due.

Reasons for the Capital Reorganisation

As at 31 March 2017, the total amounts standing to the credit of the share premium account and the Contributed Surplus of the Company were approximately HK\$143,308,346 and HK\$17,525,121 respectively, and the accumulated losses of the Company were approximately HK\$249,206,203.

Immediately upon the Capital Reorganisation becoming effective, the Board will apply sufficient amount of the Contributed Surplus to set off the entire amount of the accumulated losses of the Company. Thereafter, the remaining balance of the Contributed Surplus is expected to be approximately HK\$68,313,908.

The Board considers that the Capital Reorganisation is beneficial to and in the interests of the Company and the Shareholders as a whole. The proposal, if approved and effected, will enable the Company to, among other things, eliminate its entire accumulated losses and increase the Contributed Surplus to a sufficient amount to make the Distribution in cash to the Shareholders. The remaining balance of the Contributed Surplus will be applied in a manner permitted by the Companies Act and the bye-laws of the Company.

The Share Consolidation is proposed alongside with, among other things, the Capital Reduction to form part of the Capital Reorganisation. Their combined effect is expected to raise the Company's net asset value per share and offer support to share price against the possible downward trend of share price following the cash payment by the Company under the Distribution. Coupled with the Board Lot Size set at 5,000 New Shares (see the section headed "Board Lot Size" below), the Share Consolidation is expected to help lower transaction costs associated with board lot purchase and attain the minimum board lot value of HK\$2,000 after the Capital Reorganisation.

In structuring the Capital Reorganisation, the Company has taken into account the business plans of the Group for the next 12 months. The Company has no intention to conduct fund raising exercises in the next 12 months which will offset the effect of the Capital Reorganisation.

Effects of the Capital Reorganisation

Implementation of the Capital Reorganisation will not, of itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders, except for the payment of the related expenses.

The Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Group or its overall net asset value. The Board does not expect that on the date the Capital Reorganisation is to be effected, there will be any reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. No outflow of resources will be caused by the Capital Reorganisation, except for the expenses expected to be insignificant in the context of the net asset value of the Company. The Capital Reorganisation itself does not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any paid up capital of the Company nor will it result in any change in the relative rights of the Shareholders.

In connection with the Capital Increase, the Directors have no present intention of issuing any part of the authorised capital of the Company.

Listing application and dealings

An application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation and, where appropriate, the New Shares which may fall to be allotted and issued upon exercise of the Share Options outstanding and to be granted under the Share Option Scheme and under the Share Award Plan.

Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The New Shares to be issued will be identical in all respects and rank pari passu in all respects with each other as to all future dividends and distributions which are declared, made or paid. All necessary arrangements will be made for the New Shares to be admitted into CCASS.

Free exchange of share certificates

Subject to the Capital Reorganisation becoming effective, which is expected to be on Friday, 13 July 2018, the Shareholders may, during the prescribed period between Friday, 13 July 2018 and Monday, 20 August 2018 (both dates inclusive), submit Share certificates for the Shares to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the New Shares.

It is expected that the new share certificates for the New Shares will be available for collection within 10 Business Days from the date of submission for the exchange. Thereafter, the Share certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each share certificate of Shares cancelled or each new share certificate issued for New Shares, whichever number of certificates issued or cancelled is higher. The Share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Thursday, 16 August 2018 and thereafter will not be accepted for delivery, trading and settlement purposes. Nevertheless, certificates of Shares will continue to be good evidence of legal title and may be exchanged for certificates of New Shares at any time.

Trading arrangements

Subject to the Capital Reorganisation becoming effective, the arrangements proposed for dealings in the shares of the Company are expected to be as follows:

- (i) from 9:00 a.m. on Friday, 13 July 2018, the original counter for trading in the Shares in board lots of 5,000 Shares will be temporarily closed and a temporary counter for trading in the Shares in board lots of 2,500 New Shares will be set up and opened;
- (ii) with effect from 9:00 a.m. on Friday, 27 July 2018, the original counter for trading in the New Shares will be re-opened in board lots of 5,000 New Shares;
- (iii) during the period from 9:00 a.m. on Friday, 27 July 2018 to 4:00 p.m. on Thursday, 16 August 2018 (both dates inclusive), there will be parallel trading at the above two counters; and
- (iv) the temporary counter for trading in the Shares in board lots of 2,500 New Shares will be removed after the close of trading at 4:00 p.m. on Thursday, 16 August 2018.

Thereafter, trading will only be in board lots of 5,000 New Shares with new share certificates, and the existing share certificates for the Shares will cease to be marketable and will not be acceptable for dealing and settlement purposes. However, such certificates will remain as documents of title on the basis of 2 Shares for 1 New Share.

Book closure for determining entitlements to attend and vote at the SGM

For determining the entitlement to attend and vote at the SGM, the register of members will be closed from Friday, 29 June 2018 to Tuesday, 3 July 2018, both days inclusive. In order to be eligible to attend and vote at the SGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 28 June 2018.

Adjustments in Relation to the Share Options

As at the date of this announcement, the Company has outstanding Share Options granted under the Share Option Scheme, which entitle holders thereof to subscribe for 15,559,565 Shares. The Capital Reorganisation will give rise to adjustments to the exercise prices of the Share Options and the number of New Shares to be issued under the outstanding Share Options pursuant to the terms and conditions of the Share Option Scheme. The Company will make further announcement about the adjustments in due course.

Save for the outstanding Share Options mentioned above, there are no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convertible or exchangeable into Shares as at the date of this announcement.

The Company adopted the Share Award Plan at a special general meeting held on 13 September 2010. The Company has not made any award of Shares under the Share Award Plan since its adoption.

BOARD LOT SIZE

The existing Board Lot Size is 5,000 Shares. Based on the closing price of HK\$0.36 per Share on the date of this announcement, the board lot value of 5,000 Shares is approximately HK\$1,800; and, after adjustment for the effects of the Distribution and the Capital Reorganisation, the board lot value of 2,500 New Shares (being equivalent to 5,000 Shares before the Capital Reorganisation) is expected to be approximately HK\$1,736 only, being less than HK\$2,000.

The Board proposes to set the Board Lot Size at 5,000 New Shares immediately after the Capital Reorganisation becoming effective so that the board lot value will attain the minimal board lot value of HK\$2,000. The Board is of the view that the Board Lot Size set at 5,000 New Shares is appropriate and would reduce the proportionate transaction costs and charges for securities trading in this board lot value and could improve the trading liquidity of the New Shares.

MATCHING SERVICES FOR ODD LOT HOLDINGS

The Board Lot Size set at 5,000 New Shares upon the Capital Reorganisation becoming effective could create odd lot holdings of New Shares amongst the Shareholders. To facilitate the trading of odd lots (if any) of the New Shares thus created, the Company will appoint a designated broker as an agent to provide matching services, on a best effort basis, to the Shareholders for the sale and purchase of odd lots of New Shares at the relevant market price per New Share and the matching period commences from 9:00 a.m. on Friday, 27 July 2018 to 4:00 p.m. on Thursday, 16 August 2018 (both dates inclusive). Shareholders who wish to take advantage of this facility either to dispose of their odd lots of the New Shares or top up to a full board lot may, directly or through their brokers, contact the designated broker. The contact details of the designated broker and further details for odd lot matter will be set out in the circular of the Company to be despatched in respect of the Capital Reorganisation and the Distribution.

Shareholders with odd lot holdings of New Shares should note that the matching of the sale and purchase of odd lots of the New Shares is on a best efforts basis. Successful matching of the sale and purchase of odd lots of the New Shares is not guaranteed.

CASH DISTRIBUTION OUT OF CONTRIBUTED SURPLUS

Subject to the Capital Reorganisation becoming effective, the Board proposes to make the Distribution, in cash, at HK\$0.0128 per Share (equivalent to HK\$0.0256 per New Share).

The Distribution will be made out of the Contributed Surplus following the Capital Reorganisation and the elimination of the entire accumulated losses of the Company.

The Distribution is conditional upon the Capital Reorganisation becoming unconditional and effective, the passing of the relevant resolutions by the Shareholders at the SGM and compliance with the relevant requirements in the Companies Act and the bye-laws of the Company.

Under section 54 of the Companies Act, provides, among other things, that a company shall not declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that (a) the company is, or would after the payment be, unable to pay its liabilities as they become due; or (b) the realisable value of the company's assets would thereby be less than its liabilities.

Record Date and book closures for determining entitlements to receive the Distribution

The Shareholders must be registered members of the Company on the Record Date, expected to be Thursday, 12 July 2018, to qualify to receive the Distribution.

For determining the entitlements to the Distribution, the register of members will be closed from Monday, 9 July 2018 to Thursday, 12 July 2018, both days inclusive. In order to be eligible to receive the Distribution, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 6 July 2018.

EXPECTED TIMETABLE

Event	Time and date 2018
Expected date of despatch of the circular and notice of the SGM	Tuesday, 5 June
Latest time for lodging transfer of securities for attending SGM.....	4:30 p.m. on Thursday, 28 June
Book closure period to determine entitlements to attend the SGM	Friday, 29 June to Tuesday, 3 July
Latest date for lodging proxy forms for the SGM	Sunday, 1 July
Record date for determining entitlements to attend and vote at the SGM.....	Tuesday, 3 July
SGM	Tuesday, 3 July
Announcement of results of SGM.....	Tuesday, 3 July
Last day of dealings in the Shares cum-entitlements to the Distribution.....	Wednesday, 4 July
First day of dealing in the Shares ex-entitlements to the Distribution.....	Thursday, 5 July
Latest time for the Shareholders to lodge transfer of the Shares in order to qualify for the Distribution.....	4:30 p.m. on Friday, 6 July

Book closure period to determine entitlements for the Distribution	Monday, 9 July to Thursday, 12 July
Record Date (for determining entitlements to the Distribution)	Thursday, 12 July
Effective date of the Capital Reorganisation	Friday, 13 July
Dealings in New Shares commence on the Stock Exchange	9:00 a.m. on Friday, 13 July
First day for free exchange of existing share certificates for new share certificates for the New Shares	Friday, 13 July
Original counter for trading in existing board lots of 5,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Friday, 13 July
Temporary counter for trading in board lots of 2,500 New Shares (in the form of existing share certificates) opens	9:00 a.m. on Friday, 13 July
Original counter for trading in new board lots of 5,000 New Shares (in the form of new share certificates) re-opens.....	9:00 a.m. on Friday, 27 July
Parallel trading in the New Shares (in form of new share certificates and existing share certificates) commences.....	9:00 a.m. on Friday, 27 July
Designated broker starts to stand in the market to provide matching service for odd lots of the New Shares.....	9:00 a.m. on Friday, 27 July
Despatch cheques for the Distribution	Friday, 27 July
Temporary counter for trading in board lots of 2,500 New Shares (in the form of existing share certificates) ends	4:00 p.m. on Thursday, 16 August
Parallel trading in the New Shares (in form of new share certificates and existing share certificates) ends.....	4:00 p.m. on Thursday, 16 August

Last day of designated broker standing in the market to
provide matching service for odd lots
of the New Shares 4:00 p.m. on Thursday, 16 August

Last day of free exchange of certificates for existing Shares
into new certificates for the New Shares..... 4:00 p.m. on Monday, 20 August

Notes:

1. All dates and time set out in this announcement refer to Hong Kong dates and time.
2. Dates or deadlines specified in this announcement are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders by way of announcements published in accordance with the Listing Rules.

WARNING

The Capital Reorganisation and the Distribution are conditional upon satisfaction of the relevant conditions set out in this announcement. There is no assurance that the Capital Reorganisation and the Distribution will become unconditional and completed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

GENERAL

The SGM will be convened and held for the Shareholders to consider, and if thought fit, to approve the Capital Reorganisation and the Distribution. In compliance with the Listing Rules, all resolution(s) will be voted by way of a poll at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions in relation to the Capital Reorganisation and the Distribution to be proposed at the SGM.

The circular containing, among other things, further details of the Capital Reorganisation and the Distribution and the Board Lot Size; and a notice convening the SGM is expected to be despatched to the Shareholders on or about Tuesday, 5 June 2018.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the same meanings set out below:

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| “Board” | the board of the Directors |
| “Board Lot Size” | the number of shares of the Company traded as a unit on the Stock Exchange |

“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Capital Increase”	the proposed increase of the authorised share capital of the Company from HK\$250,000,000 divided into 1,250,000,000 shares of par value HK\$0.20 each to HK\$500,000,000 divided into 2,500,000,000 New Shares
“Capital Reduction”	the proposed reduction (i) of the issued share capital of the Company by cancelling the paid up capital of the Company to the extent of HK\$0.20 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$0.40 to HK\$0.20; and (ii) of the authorised share capital of the Company by reducing the par value of all Consolidated Shares from HK\$0.40 each to HK\$0.20 each
“Capital Reorganisation”	the Share Consolidation, the Capital Reduction, the Capital Increase and the Share Premium Account Reduction
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time)
“Company”	Asia Commercial Holdings Limited, an exempted company incorporated in Bermuda with limited liability whose shares are listed and traded on the Main Board of the Stock Exchange (Stock Code: 104)
“Consolidated Share(s)”	share(s) of par value of HK\$0.40 each in the share capital of the Company as a result of the Share Consolidation
“Contributed Surplus”	the contributed surplus account of the Company
“Director(s)”	the director(s) of the Company

“Distribution”	the distribution out of the Contributed Surplus to the Shareholders in cash on the basis set out in this announcement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	share(s) of par value HK\$0.20 each in the share capital of the Company immediately upon the Capital Reorganisation becoming effective
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“SGM”	the special general meeting of the Company to be convened and held for the purpose of considering and, if thought fit, approving the Capital Reorganisation and the Distribution
“Share(s)”	share(s) in the issued and unissued share capital of the Company for the time being (before the Capital Reorganisation taking effect), the par value of which being HK\$0.20 each
“Share Consolidation”	the proposed consolidation of every two (2) issued and unissued Shares of par value of HK\$0.20 each in the share capital of the Company into one (1) Consolidated Share of par value of HK\$0.40

“Shareholder”	a holder of issued Shares or New Shares (as the case may be)
“Share Award Plan”	the rules of a share award plan entitled “Share Award Plan (2010)” adopted by the Company at a special general meeting held on 13 September 2010, which is valid for ten (10) years commencing on that adoption date. The terms of the plan are summarized in the circular of the Company dated 25 August 2010
“Share Option(s)”	the share option(s) granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company at the annual general meeting of the Company held on 20 September 2002
“Share Premium Account Reduction”	the proposed reduction of the amount standing to the credit of the share premium account of the Company to nil
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 11 May 2018

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.