

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **ASIA COMMERCIAL HOLDINGS LIMITED**

**冠亞商業集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 104)**

### **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This notice is supplemental to the notice of the annual general meeting (the “Original Notice of Annual General Meeting”) dated 30 July 2015 by Asia Commercial Holdings Limited (the “Company”) to convene the annual general meeting (the “Annual General Meeting”) at Qin & Han Rooms, Dynasty Club, 7th Floor, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 16 September 2015 at 10:00 a.m. The proposed businesses to be transacted and resolutions to be considered at the Annual General Meeting are stated in the Original Notice of Annual General Meeting. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 30 July 2015 (the “Circular”).

As stated in the circular of the Company dated 26 August 2015 (the “Supplemental Circular”), an additional resolution would be proposed, as an ordinary resolution of the Company, for re-election of Ms. Eav Guech Rosanna at the Annual General Meeting. This additional resolution, now set out as resolution 2 (bb) below, is additional to the businesses to be transacted and resolutions to be considered at the Annual General Meeting as stated in the Original Notice of Annual General Meeting. This notice re-states below the text of all of these businesses to be transacted and resolutions as stated in the Original Notice of Annual General Meeting together with the said additional resolution for re-election of Ms. Eav Guech Rosanna.

**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 Wednesday, 16 September 2015 at 10:00 a.m. for the following purposes:

#### **As Ordinary Business**

1. To receive and consider the audited financial statements, the Directors’ report and the independent Auditor’s report for the year ended 31 March 2015.

2. (a) To re-elect Mr. Duong Ming Chi, Henry as a director.
- (b) To re-elect Ms. Wong Wing Yue, Rosaline as a director.
- (bb) To re-elect Ms. Eav Guech Rosanna as a director.
- (c) To authorise the Board to fix the Directors' remuneration for the year ending 31 March 2016.

### **As Special Business**

3. To appoint auditor and to authorise the directors to fix the auditor's remuneration. The following resolution will be proposed as an ordinary resolution:

**“THAT** Crowe Horwath (HK) CPA Limited be and is hereby appointed auditor of the Company to fill the vacancy after the retirement of CCIF CPA Limited who will not seek for re-appointment, and to authorise the directors of the Company to fix the auditor's remuneration.”

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;
- (ii) the aggregate number of shares of the Company which the Directors of the Company are authorised to repurchase pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this Resolution provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be purchased pursuant to the approval in paragraph (i) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted 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 (iii) 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;
- (iii) the aggregate number of shares of the Company 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 total number of issued shares of the Company as at the date of passing this Resolution provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued pursuant to the approval in paragraph (i) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and

- (iv) 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.

“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).”

- (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 a number representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the Resolution 4(A) set out in the Notice.”

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

Hong Kong, 26 August 2015

*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. A revised proxy form (the “Revised Proxy Form”) is enclosed with the Supplemental Circular. Please refer to the appendix to the Supplemental Circular for special arrangements about completion and submission of the Revised Proxy Form.
2. Please also refer to the Original Notice of Annual General Meeting for details of the relevant ordinary resolutions to be passed at the Annual General Meeting, proxy and other relevant matters.
3. With regard to item no. 2 in this notice, the Board of Directors of the Company proposes that the Directors as named therein be re-elected as Directors of the Company. Details of such Directors are set out in the Circular and the Supplemental Circular.
4. As at the date of this notice, the Board comprises Mr. Eav Yin (Chairman), Mr. Duong Ming Chi, Henry and Ms. Eav Guech Rosanna as executive directors and Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent as independent non-executive directors.

\* *For identification purpose only*