
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 transfer 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.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 REPURCHASE SHARES,
TO ISSUE NEW SHARES AND
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 Lily Room, 3rd Floor, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Friday, 28th September 2007 at 10:30 a.m. is set out in Appendix III 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 registrars 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. 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

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. General mandate to issue new shares	3
3. General mandate to repurchase shares	4
4. Re-election of retiring directors	4
5. Notice of Annual General Meeting	4
6. Procedure for demanding a poll	5
7. Recommendation	5
Appendix I – Explanatory Statement	6
Appendix II – Biographical details of retiring directors proposed to be re-elected	9
Appendix III – Notice of Annual General Meeting	14

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 Friday, 28th September 2007 and any adjournment thereof, notice of which is set out in Appendix III to this circular
“Board”	the board of Directors
“Code of Share Repurchase”	the Hong Kong Code on Share Repurchases
“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
“Companies Act”	the Companies Act 1981 of the laws of Bermuda (as amended)
“Director(s)”	the director(s) of the Company
“General Mandates”	the Repurchase Mandate and the New Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“Latest Practicable Date”	Thursday, 30th August 2007, 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
“New 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 resolutions

DEFINITIONS

“Repurchase Mandate”	a general mandate to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution 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
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no.4 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\$0.10 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*)

Eav Ming Keong, Kinson

Au Shiu Leung, Alex

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Independent Non-executive Directors:

Lai Si Ming

Wong Wing Yue, Rosaline

Lee Tat Cheung, Vincent

Head Office and Principal

Place of Business:

19th Floor

9 Des Voeux Road West

Hong Kong

3rd September 2007

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

At the forthcoming Annual General Meeting of the Company to be held at Lily Room, 3rd Floor, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Friday, 28th September 2007 at 10:30 a.m. resolutions will be proposed, inter alia, to approve (i) the grant of general mandates to issue new shares and repurchase shares of the Company; and (ii) re-election of retiring directors of the Company.

2. GENERAL MANDATE TO ISSUE NEW SHARES

It will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Directors (i) 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; and (ii)

* *For identification purposes only*

LETTER FROM THE BOARD

adding to such general mandate so granted to the Directors any shares and other securities representing the aggregate nominal amount of the shares repurchased by the Company after the granting of the general mandate to repurchase 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

An ordinary resolution will be proposed to renew the granting to the Directors of a general mandate, in the terms set out in the notice of Annual General Meeting allowing the Company to repurchase its own shares up to a limit of 10% in aggregate of the Company's issued share capital (the "Maximum Number of Shares") at the date of passing the resolution during 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. This 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 six Directors, namely Mr. Eav Yin, Mr. Eav Ming Keong, Kinson, Mr. Au Shiu Leung, Alex, Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent.

Pursuant to the Bye-Laws, all the said existing Directors shall retire from office at the Annual General Meeting and shall be eligible and offer themselves for re-election. Details of retiring Directors proposed for re-election at the Annual General Meeting are set out in the Appendix II to this circular.

5. NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out in Appendix III to this circular. The procedure for demanding a poll is set out in item 6 below.

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 registrars of the Company in Hong Kong not less than 48 hours before the time appointed for holding of the Annual General Meeting or the adjourned Annual General Meeting (as the case may be). 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 they so wish.

LETTER FROM THE BOARD

6. PROCEDURE FOR DEMANDING A POLL

Pursuant to Bye-Law 70 of the Bye-Laws of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) required under the Listing Rules or a poll is demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three shareholders present in person or by duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
- (iv) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
- (v) if required by the Listing Rules, by the Chairman of such meeting or any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent (5%) or more of the total voting rights at such meeting.

7. RECOMMENDATION

The Directors believe 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 Directors recommend 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
Au Shiu Leung, Alex
Executive Director and 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. For the purpose of this Appendix, the term “Shares” shall be as defined in the Code on Share Repurchase and the Listing Rules to mean shares and securities of all classes which carry right to subscribe for or purchase shares.

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 recognized 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 333,719,516 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that 266,975,612 new Shares are issued under the Open Offer to Qualifying Shareholders (as defined in the prospectus dated 3rd September 2007) and 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 60,069,512 Shares representing not more than 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

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 provides 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 accounts contained in the annual report for the year ended 31st March 2007 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carry 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 before the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2006		
July	0.73	0.52
August	0.65	0.54
September	0.88	0.59
October	1.08	0.65
November	1.04	0.67
December	0.89	0.70
2007		
January	0.88	0.73
February	0.82	0.71
March	0.86	0.65
April	1.05	0.76
May	1.05	0.86
June	0.96	0.84
July	2.08	0.84
August (up to 30th August 2007)	1.94	1.00

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 were interested in 458,831,719 Shares, representing approximately 76.38% of the enlarged issued share capital of the Company upon completion of the Open Offer to Qualifying Shareholders (as defined in the prospectus dated 3rd September 2007). 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 84.87% of the enlarged issued share capital of the Company upon completion of the Open Offer to Qualifying Shareholders. To avoid the public float being less than 25% of the issued share capital of the Company upon completion of the Open Offer, Eastern Rich Enterprises Limited ("the Underwriter") shall, before completion of the Open Offer, procure disposal of (or placing, through placing agent) sufficient Shares by the Underwriter or its associates (including Mr. Eav Yin) to independent third parties (being members of the "public" as defined in the Listing Rules) on or off the market before completion of the Open Offer, so that the public float will be no less than 25% of the issued share capital of the Company upon the completion of the Open Offer.

The Directors are not aware of any consequences which may arise under the Takeover Code as a result of any repurchases made under the Repurchase Mandate.

Based on the above shareholding structure, in the event that the Repurchase Mandate is exercised in full, the number of Shares held by the public would fall below 25%. The Company will not repurchase Shares which would result in the issued share capital of the Company held by the public being reduced to less than 25%.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased 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 according to the Bye-Laws 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 68, 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會) and was appointed as an Executive Director and the Chairman of the Company on 22nd November 2006. He is also a member of the remuneration committee 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. 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 but subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-Laws of the Company. 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 package of the other executive directors. For the year ended 31st March 2007, total emoluments (being director's emolument) paid to Mr. Eav Yin amounted to HK\$1,153,000. 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 458,831,719 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. Eav Ming Keong, Kinson**, aged 32, holds a Bachelor of Arts degree in Interior Design and Technology and a Master of Arts degree in Art, Design and Visual Culture from the London Guildhall University. After graduation, Mr. Eav Ming Keong, Kinson has practiced in an architecture firm in London for 2 years. Mr. Eav Ming Keong, Kinson is a son of Mr. Eav Yin. He was appointed as an Executive Director of the Company on 22nd November 2006. Mr. Eav Ming Keong, Kinson does not hold any other position with the Company or any of its subsidiaries and has not held any other directorship or senior position in listed companies during the last three years.

Mr. Eav Ming Keong, Kinson has no specific term of service with the Company but subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-Laws of the Company. Mr. Eav Ming Keong, Kinson's remuneration package is determined by the Board with reference to the knowledge and experience of Mr. Eav Ming Keong, Kinson and the current remuneration package of the other executive directors. For the year ended 31st March 2007, total emoluments (being director's emolument) paid to Mr. Eav Ming Keong, Kinson amounted to HK\$647,000. Save as disclosed, Mr. Eav Ming Keong, Kinson 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 Ming Keong, Kinson is interested in 393,000 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Eav Ming Keong, Kinson 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. **Mr. Au Shiu Leung, Alex**, aged 42, has held positions as chief financial officer and financial controller of certain Hong Kong listed companies. He was appointed as an Executive Director of the Company on 11th January 2007 and was appointed as the company secretary on 19th April 2007. He was previously employed by the Company from 1995 to 1997 and was its company secretary from 1996 to 1997. Mr. Au is a member of The Institute of Chartered Accountants in England and Wales and an associate of The Hong Kong Institute of Certified Public Accountants. He holds a Bachelor of Commerce (Accounting) degree with honours from the University of Birmingham. Mr. Au is also a director of Asia Commercial Company, Limited, a wholly owned subsidiary of the Company. Save as disclosed above, Mr. Au 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. Au has no specific term of service with the Company but subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-Laws of the Company. Mr. Au's remuneration package is determined by the Board with reference to the knowledge and experience of Mr. Au and the current remuneration packages of the other executive directors. For the year ended 31st March 2007, total emoluments (being director's emolument) paid to Mr. Au amounted to HK\$453,000. Save as disclosed, Mr. Au 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. Au does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Au 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.

4. **Mr. Lai Si Ming**, aged 49, is a fellow member of the Hong Kong Institute of Surveyors and an associate member of the Royal Institution of Chartered Surveyors. He was appointed as an independent non-executive Director of the Company on 8th August 1998. He is also the chairman of the audit committee and a member of the remuneration committee of the Company. Mr. Lai was elected as the Vice Chairman, General Practice Division of the Hong Kong Institute of Surveyors during the years from 2001 to 2003. Mr. Lai has been practicing as a professional surveyor since 1983 and has considerable experience in the property field. Mr. Lai holds a master degree of Business Administration from Chinese University of Hong Kong. Mr. Lai held directorship as Independent Non-Executive Director of The Sun's Group Limited during the years from 2002 to 2003. Mr. Lai 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.

There is no service contract between the Company and Mr. Lai. He has no fixed term of service with the Company but will subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-Laws of the Company. The amount of emoluments of Mr. Lai will be in line with the other independent non-executive directors of the Company. His remuneration will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and approved by the shareholders of the Company in annual general meeting. For the year ended 31st March 2007, total emoluments (being director's emolument) paid to Mr. Lai amounted to HK\$210,000. Mr. Lai 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. Lai does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Lai 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.

5. **Miss Wong Wing Yue, Rosaline**, aged 37, 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. Miss Wong is a practising 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 and the remuneration committee of the Company. Miss Wong does not hold any other position with the Company or any of its subsidiaries and has not held any other directorship or senior position in listed companies during the last three years.

There is no service contract between the Company and Miss Wong. She has no fixed term of service with the Company but will subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-Laws of the Company. The amount of emoluments of Miss Wong will be in line with the other independent non-executive directors of the Company. Her remuneration will be reviewed annually by the Board with reference to her duties and responsibilities with the Company, the Company's performance and the prevailing market situation and approved by the shareholders of the Company in annual general meeting. For the year ended 31st March 2007, total emoluments (being director's emolument) paid to Miss Wong amounted to HK\$61,000. Miss 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, Miss Wong does not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Miss 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.

6. **Mr. Lee Tat Cheung, Vincent**, aged 38, has over 16 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 member of the audit committee and the remuneration 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.

There is no service contract between the Company and Mr. Lee. He has no fixed term of service with the Company but will subject to the rotational retirement and re-election requirements at annual general meeting pursuant to the Bye-Laws of the Company. The amount of emoluments of Mr. Lee will be in line with the other independent non-executive directors of the Company. His remuneration will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and approved by the shareholders of the Company in annual

general meeting. For the year ended 31st March 2007, total emoluments (being director's emolument) paid to Mr. Lee amounted to HK\$61,000. 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 does not have any interest in Shares 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.

**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 will be held at Lily Room, 3rd Floor, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong on Friday, 28th September 2007 at 10:30 a.m. for the following purposes:

As Ordinary Business

1. To receive and consider the financial statements and the reports of the directors and auditors for the year ended 31st March 2007.
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 resolution as an Ordinary Resolution:

“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 recognized 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 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

* For identification purposes only

(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.”

5. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“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;
- (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).”

6. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT** subject to the passing of the Resolutions 4 and 5 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 5 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 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
Au Shiu Leung, Alex
Executive Director and Company Secretary

Hong Kong, 3rd September 2007

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 registrars 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.