



香港交易所

Monthly Return of Equity Issuer on Movements in Securities
For the month ended (dd/mm/yyyy) : 31/01/2013

To : Hong Kong Exchanges and Clearing Limited

 Name of Issuer Asia Commercial Holdings Limited

 Date Submitted 05/02/2013
I. Movements in Authorised Share Capital
1. Ordinary Shares

 (1) Stock code : 104 Description : _____

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>5,000,000,000</u>	<u>HK\$0.02</u>	<u>HK\$100,000,000</u>
Increase/(decrease)	<u>(4,500,000,000)^{Note A}</u> <u>2,000,000,000^{Note B}</u>		<u>(N/A)^{Note A}</u> <u>HK\$400,000,000^{Note B}</u>
Balance at close of the month	<u>2,500,000,000</u>	<u>HK\$0.20^{Note A}</u>	<u>HK\$500,000,000</u>

 (2) Stock code : N/A Description : _____

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

II. Movements in Issued Share Capital

	No. of ordinary shares		No. of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>3,417,166,100</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>(3,075,449,490)^{Note A}</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>341,716,610</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme ^{Note C} Granted on 31/03/2011 Exercise price: HK\$3.94 (adjusted with effect from 08/01/2013) (20/09/2002) Ordinary shares (Note 1)	Nil	Nil	Nil	(105,000)	Nil	11,350,000
2. Share Option Scheme ^{Note C} Granted on 26/10/2011 Exercise price: HK\$2.63 (adjusted with effect from 08/01/2013) (20/09/2002) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	3,417,000
3. N/A (/ /) shares (Note 1)						
			Total A. (Ordinary shares)		<u>Nil</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>N/A</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2. N/A						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3. N/A						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4. N/A						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
Total B.					(Ordinary shares)	Nil
					(Preference shares)	N/A
					(Other class)	N/A

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Notes ^{Note D}	HK\$	31,300,000	Nil	31,300,000	Nil	18,630,952
Stock code (if listed)						
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$1.68 (adjusted with effect from 8 January 2013)					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
2. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
Total C. (Ordinary shares)					Nil	
(Preference shares)					N/A	
(Other class)					N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency <u>HK\$0.20</u>	Class of shares issuable (<i>Note 1</i>) Ordinary Shares Issue and allotment date : (dd/mm/yyyy) (/ /) SGM approval date: (dd/mm/yyyy) (07/01/2013)	N/A	1,025,149,830
2.	Open offer	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) N/A Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		
3.	Placing	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) N/A Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		
4.	Bonus issue		Class of shares issuable (<i>Note 1</i>) N/A Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend At price : State currency _____	<p>Class of shares issuable (<i>Note 1</i>) _____ N/A</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	
6.	Repurchase of shares	<p>Class of shares repurchased (<i>Note 1</i>) _____ N/A</p> <p>Cancellation date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	
7.	Redemption of shares	<p>Class of shares redeemed (<i>Note 1</i>) _____ N/A</p> <p>Redemption date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	
8.	Consideration issue At price : State currency _____	<p>Class of shares issuable (<i>Note 1</i>) _____ N/A</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable (<i>Note 1</i>)	Ordinary Shares	
	Issue and allotment date : (dd/mm/yyyy)	(08/01/2013)	
	SGM approval date: (dd/mm/yyyy)	(07/01/2013)	
		(3,075,449,490)	N/A
10. Other (Please specify)	Class of shares issuable (<i>Note 1</i>)	N/A	
	At price : State currency _____ Issue and allotment date : (dd/mm/yyyy)	(/ /)	
	EGM approval date: (dd/mm/yyyy)	(/ /)	
Total E.		(Ordinary shares) (3,075,449,490)	
		(Preference shares) N/A	
		(Other class) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>(3,075,449,490)</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Note A: As disclosed in the announcement of the Company dated 7 January 2013, the share consolidation on the basis of every ten issued and unissued shares with par value of HK\$0.02 each in the share capital of the Company consolidating into one consolidated share with par value of HK\$0.20 each was duly approved by the shareholders of the Company at the special general meeting on 7 January 2013 and became effective on 8 January 2013.

Note B: As disclosed in the announcement of the Company dated 7 January 2013, the increase of authorised share capital of the Company from HK\$100,000,000 to HK\$500,000,000 by the creation of 2,000,000,000 new consolidated shares was duly approved by the shareholders of the Company at the special general meeting on 7 January 2013 and became effective on 8 January 2013.

Note C:

As a result of share consolidation, the 113,500,000 outstanding share options under the share option scheme of the Company granted on 31 March 2011 has been adjusted to 11,350,000 consolidated shares and the exercise price has been adjusted from HK\$0.394 per share to HK\$3.94 per consolidated share with effect from 8 January 2013.

As a result of share consolidation, the 34,170,000 outstanding share options under the share option scheme of the Company granted on 26 October 2011 has been adjusted to 3,417,000 consolidated shares of the Company and the exercise price has been adjusted from HK\$0.263 per share to HK\$2.63 per consolidated share with effect from 8 January 2013.

Note D: As a result of share consolidation, the conversion price of the outstanding convertible notes of the Company has been adjusted from HK\$0.168 per share to HK\$1.68 per consolidated share and the right to convert shares has been adjusted from 186,309,528 shares to 18,630,952 consolidated shares.

Submitted by: Mr. CHENG Ka Chung

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*