



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31/01/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Asia Commercial Holdings LimitedDate Submitted 03/02/2012**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>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>5,000,000,000</u>	<u>HK\$0.02</u>	<u>HK\$100,000,000</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	_____	_____	_____

## 2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u></u>
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

## 3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u></u>
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

Total authorised share capital at the end of the month (*State currency*) : **HK\$100,000,000**

## II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	3,417,166,107	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	3,417,166,107	N/A	N/A	N/A

## 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 Granted on 31/03/2011 Exercise price: HK\$0.394 (20/09/2002) Ordinary shares (Note 1)	Nil	Nil	Nil	(900,000)	Nil	120,250,000
2. Share Option Scheme Granted on 26/10/2011 Exercise price: HK\$0.263 (20/09/2002 ) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	34,170,000
3. N/A ( / / ) shares (Note 1)						
Total A. (Ordinary shares)					Nil	
(Preference shares)					N/A	
(Other class)					N/A	
Total funds raised during the month from exercise of options (State currency)	N/A					

## 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	HK\$	31,300,000	Nil	31,300,000	Nil	186,309,528
Stock code (if listed)						
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$0.168 (adjusted with effect from 15 November 2010)					
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	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	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. <u>Share Award Plan (2010)</u>	Nil	Nil
(13/09/2010)		
Ordinary shares ( <i>Note 1</i> )		
2. <u>N/A</u>		
( / / )		
shares ( <i>Note 1</i> )		
3. <u>N/A</u>		
( / / )		
shares ( <i>Note 1</i> )		
Total D. (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 _____	Class of shares issuable (Note 1)	N/A	( / / )	
		Issue and allotment date : (dd/mm/yyyy)		( / / )	
		EGM approval date: (dd/mm/yyyy)			
2. Open offer	At price : State currency _____	Class of shares issuable (Note 1)	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 (Note 1)	N/A	( / / )	
		Issue and allotment date : (dd/mm/yyyy)		( / / )	
		EGM approval date: (dd/mm/yyyy)			
4. Bonus issue		Class of shares issuable (Note 1)	N/A	( / / )	
		Issue and allotment date : (dd/mm/yyyy)		( / / )	
		EGM approval date: (dd/mm/yyyy)			

				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
Type of Issue					
5.	Scrip dividend	At price : State currency	<div>Class of shares issuable (Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy)</div> <div>EGM approval date: (dd/mm/yyyy)</div>	<div>N/A</div> <div>( / / )</div> <div>( / / )</div>	
6.	Repurchase of shares		<div>Class of shares repurchased (Note 1)</div> <div>Cancellation date : (dd/mm/yyyy)</div> <div>EGM approval date: (dd/mm/yyyy)</div>	<div>N/A</div> <div>( / / )</div> <div>( / / )</div>	
7.	Redemption of shares		<div>Class of shares redeemed (Note 1)</div> <div>Redemption date : (dd/mm/yyyy)</div> <div>EGM approval date: (dd/mm/yyyy)</div>	<div>N/A</div> <div>( / / )</div> <div>( / / )</div>	
8.	Consideration issue	At price : State currency	<div>Class of shares issuable (Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy)</div> <div>EGM approval date: (dd/mm/yyyy)</div>	<div>N/A</div> <div>( / / )</div> <div>( / / )</div>	



## For Main Board and GEM listed issuers

				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
Type of Issue					
9. Capital reorganisation	Class of shares issuable (Note 1)		N/A		
	Issue and allotment date : (dd/mm/yyyy)		( / / )		
	EGM approval date: (dd/mm/yyyy)		( / / )		
10. Other (Please specify)	Class of shares issuable (Note 1)		N/A		
	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / / )		
		EGM approval date: (dd/mm/yyyy)	( / / )		
Total E.				(Ordinary shares)	Nil
				(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)	Nil
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

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Submitted by: Mr. CHENG Ka Chung

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

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*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.*