



ASIA COMMERCIAL HOLDINGS LIMITED

冠亞商業集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 104)

**Proxy Form for use at the Special General Meeting
to be held at Shang, Qin & Han Room, Dynasty Club, 7th Floor, South West Tower,
Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Monday,
13th September 2010 at 10:30 a.m. (or so soon thereafter as the annual general
meeting of the Company convened at the same place and
date at 10:00 a.m. shall have been concluded or adjourned)
(and at any adjournment thereof)**

I/We^(note 1) _____
of _____
being the registered holder(s) of^(note 2) _____
ordinary shares of HK\$0.10 each in the capital of ASIA COMMERCIAL HOLDINGS LIMITED (“the Company”)
hereby appoint^(note 3) _____ of _____
_____ or failing him, _____ of _____

or failing him, the Chairman of the meeting to act as my/our proxy to attend and, in the event of a poll, vote for me/us at the Special General Meeting of the Company to be held at Shang, Qin & Han Room, Dynasty Club, 7th Floor, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Monday, 13th September 2010 at 10:30 a.m. (or so soon thereafter as the annual general meeting of the Company convened at the same place and date at 10:00 a.m. shall have been concluded or adjourned) or any adjournment thereof (as the case may be), as directed below or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution	For ^(note 4)	Against ^(note 4)
To approve and adopt the rules of a share award plan entitled “Share Award Plan (2010)” and to authorise the Directors of the Company to grant awards and to allot, issue and deal with new Shares of the Company subject to and in accordance with its rules.		

Note: Please refer to the circular of the Company dated 25th August 2010 for full text of the resolution.

Dated _____, 2010 Shareholder’s signature^(note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
2. Please insert the number of shares of HK\$0.10 each of the Company registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired in **BLOCK CAPITALS**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”, IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to abstain or cast his vote at his discretion. Your proxy will also be entitled to abstain or vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorised.
6. If more than one of the joint holders be present at the meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant shares will alone be entitled to vote in respect of them.
7. To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited at the Company’s branch share registrars, Tricor Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
8. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
9. Completion and delivery of this proxy form shall not preclude you from attending and voting in person if you so wish.
10. Any alterations made in this form should be initialled by the person who signs it.
11. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, all votes of shareholders at the meeting will be taken by poll.

* For identification purposes only