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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 transferred 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 or transferee.

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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 ISSUE NEW SHARES
AND REPURCHASE SHARES,
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 Qin Room, Dynasty Club, 7th Floor, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 5th September 2012 at 10:00 a.m. is set out at the end 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 registrar 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 or any adjournment thereof. 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

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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 Wednesday, 5th September 2012 and any adjournment thereof, notice of which is set out at the end of this circular
“Board”	the board of Directors of the Company
“CG Code”	the Corporate Governance Code and Corporate Governance Report in Appendix 14 of the Listing Rules
“Code of Share Repurchase”	the Hong Kong Code on Share Repurchases
“Companies Act”	the Companies Act 1981 of the laws of Bermuda (as amended)
“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
“Directors”	the directors of the Company
“General Mandates”	the Repurchase Mandate and the Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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 resolution
“Latest Practicable Date”	24th July 2012, 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

DEFINITIONS

“Repurchase Mandate”	a general mandate to the Directors to exercise the powers of the Company to repurchase 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. 5(A) 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\$0.02 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*)

Duong Ming Chi, Henry

Eav Ming Keong, Kinson

André Francois Meier

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

31st July 2012

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

At the forthcoming Annual General Meeting, in addition to the ordinary business to be transacted at such meeting, the Shareholders will also be asked to pass resolutions to approve (i) renewal of the general mandates to issue new Shares and repurchase Shares of the Company; and (ii) re-election of the retiring Directors.

The main purpose of this circular is to provide you with further particulars of the above proposals and to give you notice of the Annual General Meeting at the end of this circular.

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LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE NEW SHARES

The current general mandate granted to the Directors to issue new Shares will expire at the Annual General Meeting. It will be proposed at the Annual General Meeting two ordinary resolutions respectively to renew the Issue Mandate by:

- (i) grant of 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 (i.e. not exceeding 683,433,221 Shares based on the 3,417,166,107 issued Shares as at the Latest Practicable Date and assuming that such issued Shares remain the same as at the date of passing the resolution); and
- (ii) extension of such general mandate so granted to the Directors by adding to it any Shares and other securities representing the aggregate nominal amount of the Shares repurchased by the Company under the Repurchase Mandate, 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

The current general mandate granted to the Directors to repurchase Shares will also expire at the Annual General Meeting. An ordinary resolution will be proposed to renew the general mandate granting authorities to the Directors, in the terms set out in the notice of Annual General Meeting, to repurchase the Company's own Shares up to a limit of 10% in aggregate of the Company's issued share capital at the date of passing the resolution.

The Repurchase Mandate, if granted, will be effective for 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.

The Repurchase Mandate 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 seven Directors, namely Mr. Eav Yin, Mr. Duong Ming Chi, Henry, Mr. Eav Ming Keong, Kinson, Mr. André Francois Meier, Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent.

Mr. Eav Ming Keong, Kinson, Mr. André Francois Meier and Mr. Lai Si Ming, shall retire from office at the Annual General Meeting and shall be eligible and offer themselves for re-election.

As at the Latest Practicable Date, Mr. Lai Si Ming has been appointed as independent non-executive Director for more than nine years since 8th August 1998. Pursuant to the code provision A.4.3 of the CG Code, (a) having served the Company for more than nine years could be relevant to the determination of an independent non-executive director's independence and (b) if an independent non-executive director has served more than nine years, any further appointment of such an independent non-executive director should be subject to a separate resolution to be approved by shareholders.

LETTER FROM THE BOARD

The Company has received from Mr. Lai Si Ming a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Mr. Lai Si Ming has not engaged in any executive management of the Group. Taking into consideration of his independent scope of work in the past years, the Directors consider Mr. Lai Si Ming to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. Accordingly, Mr. Lai Si Ming shall be subject to retirement by rotation and re-election by way of a separate resolution to be approved by the Shareholders at the Annual General Meeting.

Details of these Directors offering themselves for re-election at the Annual General Meeting are set out in the Appendix II to this circular.

5. ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out at the end of this circular. 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 registrar of the Company 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 Annual General Meeting or any adjournment thereof. 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 you so wish.

6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

7. RECOMMENDATION

The Board believes 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 Board recommends 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
Cheng Ka Chung
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.

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 recognised 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 3,417,166,107 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that 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 341,716,610 Shares representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

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 provide 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 financial accounts contained in the annual report for the year ended 31st March 2012 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried 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 up to the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2011		
July	0.400	0.335
August	0.355	0.244
September	0.310	0.190
October	0.305	0.205
November	0.285	0.225
December	0.250	0.220
2012		
January	0.255	0.237
February	0.275	0.239
March	0.250	0.201
April	0.229	0.200
May	0.226	0.175
June	0.194	0.155
July (up to the Latest Practicable Date)	0.189	0.162

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 and his spouse Ms. Lam Kim Phung were interested in 1,805,551,305 Shares, representing approximately 52.84% of the issued share capital of the Company. Covenhills Limited ("Covenhills") had interest in 485,104,860 Shares, representing approximately 14.20% of the issued share capital of the Company. Lei Shing Hong Investment Limited, Lei Shing Hong Capital Limited, Lei Shing Hong Limited, Lead Star Business Limited and Lau Yu Chak ("Lei Shing Hong") had interest in 235,098,000 Shares, representing approximately 6.88% of the issued share capital of the Company. Lei Shing Hong Investment Limited is wholly owned by Lei Shing Hong Capital Limited which in turn is wholly owned by Lei Shing Hong Limited. Lei Shing Hong Limited is 36.57% owned by Lead Star Business Limited which in turn is wholly owned by Mr. Lau Yu Chak. Covenhills and Lei Shing Hong and their beneficial owner(s) are independent from, not connected with or acting in concert with Mr. Eav Yin and his associates and his spouse Ms. Lam Kim Phung. 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 58.71% of the issued share capital of the Company, and those of Covenhills and Lei Shing Hong would be increased to approximately 15.77% and 7.64% of the issued share capital of the Company respectively. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

In addition, two other Directors of the Company, were interested in a total of 13,761,000 Shares, representing approximately 0.40% of the issued share capital of the Company. Based on such interest and in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the interests of two Directors in the Company would be increased to approximately 0.45% of the issued share capital of the Company.

In the event that the Repurchase Mandate is exercised in full, the number of Shares held by the Shareholders (other than Mr. Eav Yin, Covenhills, Lei Shing Hong and their respective associates and two other Directors of the Company) would fall to 17.43% which is below public float of 25% as prescribed in the Listing Rules. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent that would result in the number of Shares held by the public falling below 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 and, being eligible, offer themselves for re-election at the Annual General Meeting are set out below:

1. **Mr. Eav Ming Keong, Kinson (“Mr. Eav”)**, aged 37, 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 has practiced in an architecture firm in London for 2 years. Mr. Eav is a son of Mr. Eav Yin and a brother of Mr. Duong Ming Chi, Henry, both are Executive Directors of the Company. Mr. Eav was appointed as an Executive Director of the Company on 22nd November 2006. Mr. Eav is also a director of a number of subsidiaries of the Company. Save as disclosed above, Mr. Eav does not hold any other position with the Company or any of its subsidiaries and does not hold any other major appointments or professional qualifications and has not held any other directorship or senior position in listed companies during the last three years.

Mr. Eav has no specific term of service with the Company but is subject to the retirement and re-election requirements at annual general meeting pursuant to the Bye-Laws of the Company. Mr. Eav’s remuneration package is determined by the Board with reference to the knowledge and experience of Mr. Eav and the current remuneration packages of the other Executive Directors. For the year ended 31st March 2012, total emoluments paid to Mr. Eav amounted to approximately HK\$4,368,000.

Save as disclosed, Mr. Eav 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 is interested in 11,037,000 Shares and underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Eav 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. André Francois Meier (“Mr. Meier”)**, aged 48, holds a degree in banking. Mr. Meier has more than 20 years experience in watch business. He spent his last 12 years at Blancpain S.A. (10 years as vice president and international sales manager). Mr. Meier was appointed as the chief executive officer of Juvenia Montres S.A., a subsidiary of the Company, on 1st September 2011 and an Executive Director of the Company on 26th October 2011. Save as disclosed above, Mr. Meier does not hold any other position with the Company or any of its subsidiaries and does not hold any other major appointments or professional qualifications and has not held any other directorship or senior position in listed companies during the last three years.

Mr. Meier has no specific term of service with the Company but is subject to the retirement and re-election requirements at annual general meeting pursuant to the Bye-Laws of the Company. Mr. Meier’s remuneration package is determined by the Board with reference to the knowledge and experience of Mr. Meier and the current remuneration packages of the other Executive Directors. For the year ended 31st March 2012, total emoluments paid to Mr. Meier amounted to approximately HK\$4,275,000.

Save as disclosed, Mr. Meier 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. Meier has a personal interest in share options granted by the Company to subscribe for 34,170,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Meier 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. Lai Si Ming (“Mr. Lai”)**, aged 54, is a fellow member of the Hong Kong Institute of Surveyors and 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 nomination committee and 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. Save as disclosed above, Mr. Lai does not hold any other position with the Company or any of its subsidiaries and does not hold any other major appointments or professional qualifications and has not held any other directorship or senior position in listed companies during the last three years.

Mr. Lai has no specific term of service with the Company but is subject to the 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. For the year ended 31st March 2012, total emoluments paid to Mr. Lai amounted to HK\$376,000.

Save as disclosed, 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 has a personal interest in share options granted by the Company to subscribe for 1,250,000 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.

NOTICE OF ANNUAL GENERAL MEETING



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 (the “Company”) will be held at Qin Room, Dynasty Club, 7th Floor, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 5th September 2012 at 10:00 a.m. for the following purposes:

As Ordinary Business

1. To receive and consider the audited financial statements, the report of the Directors and the independent Auditors’ report for the year ended 31st March 2012.
2. To re-elect the retiring Directors and to authorise the Board to fix the Directors’ remuneration.
3. To re-elect Mr. Lai Si Ming as independent non-executive Director and to authorise the Board to fix his remuneration.
4. To re-appoint Auditors and authorise the Board to fix the Auditors’ remuneration.

As Special Business

5. 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;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

(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

(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 (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

NOTICE OF ANNUAL GENERAL MEETING

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).”

- (C) “**THAT** subject to the passing of the Resolutions 5(A) and 5(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 5(B) 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 5(A) 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
Cheng Ka Chung
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

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 registrar 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.
4. With regard to items no. 2 and no. 3 in this notice, the Board of Directors of the Company proposes that the retiring Directors, namely Mr. Eav Ming Keong, Kinson, Mr. André Francois Meier and Mr. Lai Si Ming be re-elected as Directors of the Company. Details of such retiring Directors are set out in the circular to shareholders dated the same date of this notice.
5. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
6. As at the date of this notice, the Board comprises Mr. Eav Yin (Chairman), Mr. Duong Ming Chi, Henry, Mr. Eav Ming Keong, Kinson and Mr. André Francois Meier as executive directors and Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent as independent non-executive directors.