



# 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 on Monday, 7 January 2013 at 10:00 a.m.  
at Qin, Han Room, Dynasty Club, 7th Floor, South West Tower, Convention Plaza,  
1 Harbour Road, Wanchai, Hong Kong (and at any adjournment thereof)**

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.02  
each in the capital of ASIA COMMERCIAL HOLDINGS LIMITED ("the Company") hereby appoint <sup>(note 3)</sup> \_\_\_\_\_  
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 Qin, Han Room, Dynasty Club, 7th Floor, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on 7 January 2013 at 10:00 a.m.. (and at any adjournment thereof) as directed below or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions <sup>(Note)</sup>		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To approve the Share Consolidation.		
2.	To approve the increase in the authorised share capital of the Company.		
3.	To approve the Rights Issue and the transactions contemplated thereunder, including approval, confirmation and ratification of the Underwriting Agreement.		

*Note:* Please refer to the notice convening the Special General Meeting dated 18 December 2012 for the full text of each of the above resolutions.

Dated \_\_\_\_\_ Shareholder's signature <sup>(note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares of HK\$0.02 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).
- 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.**
- 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.
- 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.
- 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.
- 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. Delivery of the proxy form shall not preclude a member of the Company from attending and voting in person at the meeting, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 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.
- Completion and delivery of this proxy form shall not preclude from attending and voting in person if you so wish.
- Any alterations made in this form should be initialled by the person who signs it.

\* For identification purposes only