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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 proxy form to the purchaser or transferee 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**

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A notice convening the annual general meeting of Asia Commercial Holdings Limited to be held at Qin & Han Rooms, Dynasty Club, 7th Floor, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Monday, 19 September 2016 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 proxy form 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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 proxy form shall not preclude you from attending and voting at the annual general meeting if you so desire.

\* *For identification purpose only*

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## DEFINITIONS

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*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 Monday, 19 September 2016 and any adjournment thereof, notice of which is set out at the end of this circular
“Board”	the board of Directors
“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
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of 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 not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	21 July 2016, 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
“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 total number of Shares in issue as at the date of the passing of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 4(A) of the notice of Annual General Meeting to approve the Repurchase Mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.20 each in the share 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

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## LETTER FROM THE BOARD

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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)

*Directors:*

Executive Directors:

Eav Yin (*Chairman*)

Eav Guech Rosanna

Duong Ming Chi, Henry

*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

Hong Kong, 28 July 2016

*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 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; 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 Annual General Meeting at the end of this circular.

\* For identification purpose only

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## **LETTER FROM THE BOARD**

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### **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 not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution (i.e. not exceeding 313,373,288 Shares based on the 1,566,866,440 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 total number of Shares repurchased by the Company under the Repurchase Mandate, up to 10% of the total number of Shares in issue 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% of the total number of Shares in issue 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 six Directors, namely Mr. Eav Yin, Ms. Eav Guech Rosanna, Mr. Duong Ming Chi, Henry, Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent.

Pursuant to Bye-law 99 of the Bye-law of the Company, Mr. Lai Si Ming and Mr. Lee Tat Cheung, Vincent shall retire by rotation from office at the Annual General Meeting and shall be eligible and offer themselves for re-election.

Mr. Eav Yin will voluntarily retire from his directorship at the Annual General Meeting and shall be eligible and offer himself for re-election.

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## LETTER FROM THE BOARD

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Mr. Lai Si Ming and Mr. Lee Tat Cheung, Vincent were appointed as independent non-executive Directors in 1998 and 2006 respectively and have served as independent non-executive Directors for more than 9 years. They shall retire by rotation in accordance with the Bye-Laws of the Company at the Annual General Meeting. During their tenure of office, Mr. Lai Si Ming and Mr. Lee Tat Cheung, Vincent have been able to fulfill all the requirements regarding independence of independent non-executive Directors and provide annual confirmation of independence to the Company under Rule 3.13 of the Listing Rules. The Board is not aware of any foreseeable events that may occur and affect the independence of Mr. Lai Si Ming and Mr. Lee Tat Cheung, Vincent and believes that Mr. Lai Si Ming and Mr. Lee Tat Cheung, Vincent are and will continue to be independent of the Company.

The Board will continue to review the independence of Mr. Lai Si Ming and Mr. Lee Tat Cheung, Vincent annually.

Besides, during their tenure of office, Mr. Lai Si Ming and Mr. Lee Tat Cheung, Vincent had discharged their duties as independent non-executive Directors to the satisfaction of the Board. Through exercising the scrutinising and monitoring function of independent non-executive Directors, they had contributed to an upright and efficient Board for the interest of Shareholders.

In view of the above, the Board considers that the re-election of Mr. Lai Si Ming and Mr. Lee Tat Cheung, Vincent as independent non-executive Directors is beneficial to the Board, the Company and the Shareholders as a whole. Separate resolutions will be proposed at the Annual General Meeting to approve the re-election of Mr. Lai Si Ming and Mr. Lee Tat Cheung, Vincent as independent non-executive Directors.

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

### **5. ANNUAL GENERAL MEETING**

Notice of 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.

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## LETTER FROM THE BOARD

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### 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 total number of Shares in issue 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 1,566,866,440 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 156,686,644 Shares representing 10% of the total number of Shares in issue 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 earnings 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 of the Company, 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 a material 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 31 March 2016 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:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2015</b>		
July	0.365	0.150
August	0.241	0.173
September	0.255	0.188
October	0.243	0.207
November	0.243	0.204
December	0.230	0.185
<b>2016</b>		
January	0.199	0.160
February	0.207	0.176
March	0.204	0.177
April	0.255	0.170
May	0.248	0.207
June	0.255	0.215
July (up to and including the Latest Practicable Date)	0.233	0.217

## 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 close 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 core 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, an executive Director and the Chairman of the Board together with his associates and his spouse Ms. Lam Kim Phung were interested in 883,369,473 Shares, representing approximately 56.38% 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 interest of Mr. Eav Yin together with his associates in the Company would be increased to approximately 62.64% of the issued share capital of the Company. 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, were interested in a total of 5,713,872 Shares, representing approximately 0.36% 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 0.41% 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 and his respective associates and two other Directors) would fall to 36.95% which is above the public float of 25% as prescribed in the Listing Rules.

## **8. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased 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 and, being eligible, offer themselves for re-election at the Annual General Meeting are set out below:*

1. **Mr. Eav Yin (alias Duong Khai Nhon)**, aged 76, is the founder of the Company and a member of Chaozhou Committee of Guangdong Province of the Chinese People's Political Consultative Conference (廣東省潮州市政協委員) and was appointed as an executive Director and the Chairman of the Company on 22nd November 2006. Mr. Eav Yin is also a Chairman of the nomination committee and a member of the remuneration committee of the Company and a director of a number of subsidiaries of the Company. Mr. Eav Yin is a Cambodian Chinese and prior to his establishing of a Hong Kong company in 1968 as an importing agent for watch distribution business in Cambodia, had extensive experience of distributing watches in Cambodia and Vietnam. Mr. Eav Yin is the father of Ms. Eav Guech Rosanna, Mr. Duong Ming Chi, Henry and the spouse of Mdm. Lam Kim Phung, a controlling shareholder of the Company. Mr. Eav Yin is a director and a controlling shareholder of Century Hero International Limited, which is a controlling shareholder of the Company. Save as disclosed above, Mr. Eav Yin does not hold any other position with the Company or any of its subsidiaries and has not hold any other directorship or senior position in listed companies during the last three years.

Mr. Eav Yin has no specific term of service with the Company. Pursuant to section 3(e) of the Asia Commercial Holdings Limited Act, 1989 of Bermuda, director holding office as executive chairman or managing director shall not be subject to retirement by rotation at each annual general meeting. In spirit of good corporate governance practice, Mr. Eav Yin has confirmed to the Board on 12th July 2007 that he will voluntarily retire from his directorship at forthcoming annual general meeting of the Company at least once every three years, provide that being eligible for re-election, he may offer himself for re-election at the annual general meeting. Mr. Eav Yin's remuneration package is determined by the Board with reference to the knowledge and experience of Mr. Eav Yin and the current remuneration packages of the other executive Directors. For the year ended 31st March 2016, total emoluments (being director's emolument) paid to Mr. Eav Yin amounted to approximately HK\$5,559,000.

Save as disclosed, Mr. Eav Yin is and was not connected with any Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Eav Yin is interested in 883,369,473 shares and 2,933,000 share options of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Eav Yin 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.

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**APPENDIX II                      BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS  
PROPOSED TO BE RE-ELECTED**

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2. **Mr. Lee Tat Cheung, Vincent**, aged 46, has more than 20 years experience in accounting and auditing and is the sole proprietor of a firm of Certified Public Accountants practicing in Hong Kong. Mr. Lee is an associate member of The Institute of Chartered Accountants in England and Wales, a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants. He holds a Master Degree in Corporate Finance from the Hong Kong Polytechnic University. He was appointed as an independent non-executive Director of the Company on 16th December 2006. He is also a chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Company. Save as disclosed above, Mr. Lee does not hold any other position with the Company or any of its subsidiaries and has not hold any other directorship or senior position in listed companies during the last three years.

Mr. Lee has no specific term of service with the Company but is subject to retirement by rotation at least once every three years and re-election at annual general meeting in accordance with the Company's Bye-Laws. Mr. Lee's remuneration package is determined by the Board with reference to the knowledge and experience of Mr. Lee and the current remuneration packages of the other independent non-executive Directors. For the year ended 31st March 2016, total emoluments (being director's emolument) paid to Mr. Lee amounted to approximately HK\$251,000.

Save as disclosed, Mr. Lee 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. Lee is interested in 366,625 share options of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Lee 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**, aged 58, 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. Mr. Lai is an existing independent non-executive director of Guorui Properties Limited which was listed in the Stock Exchange of Hong Kong Limited on 7th July 2014.

Save as disclosed above, Mr. Lai does not hold any other position with the Company or any of its subsidiaries and has not hold 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 retirement by rotation at least once every three years and re-election at annual general meeting in accordance with the Company's Bye-Laws. Mr. Lai's remuneration package is determined by the Board with reference to the knowledge and experience of Mr. Lai and the current remuneration packages of the other independent non-executive Directors. For the year ended 31st March 2016, total emoluments (being director's emolument) paid to Mr. Lai amounted to approximately HK\$251,000.

Save as disclosed, Mr. Lai is and was not connected with any Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Lai is interested in 366,625 share options of the Company within the meaning of Part XV of the SFO.

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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Asia Commercial Holdings Limited (the “Company”) will be held at Qin & Han Rooms, Dynasty Club, 7th Floor, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Monday, 19 September 2016 at 10:00 a.m. for the following purposes:

#### **As Ordinary Business**

1. To receive and consider the audited financial statements, the Directors’ report and the independent Auditor’s report for the year ended 31 March 2016.
2.
  - (a) To re-elect Mr. Eav Yin as an executive director.
  - (b) To re-elect Mr. Lee Tat Cheung, Vincent (who has served as an independent non-executive director for more than 9 years) as an independent non-executive director.
  - (c) To re-elect Mr. Lai Si Ming (who has served as an independent non-executive director for more than 9 years) as an independent non-executive director.
  - (d) To authorise the Board to fix the Directors’ remuneration for the year ending 31 March 2017.
3. To re-appoint Auditor and authorise the Board to fix the Auditor’s remuneration.

#### **As Special Business**

4. 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

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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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;

- (ii) the aggregate number of shares of the Company which the Directors of the Company are authorised to repurchase pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this Resolution (such total number to be subject to adjustment in case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of 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 (iii) 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;



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 number of shares of the Company 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 the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this Resolution (such total number to be subject to adjustment in case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution) and the said approval shall be limited accordingly; and
- (iv) 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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“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 4(A) and 4(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 4(B) set out in the Notice be and is hereby extended by the addition thereto of a number representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the Resolution 4(A) set out in the Notice (such total number to be subject to adjustment in case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution).”

By Order of the Board  
**Asia Commercial Holdings Limited**  
**Cheng Ka Chung**  
*Company Secretary*

Hong Kong, 28 July 2016

*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

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of 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 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 were 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 item no. 2 in this notice, the Board of Directors of the Company proposes that the retiring Directors, namely Mr. Eav Yin, Mr. Lee Tat Cheung, Vincent 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), Ms. Eav Guech Rosanna and Mr. Duong Ming Chi, Henry as executive directors and Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent as independent non-executive directors.