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Asia Grocery Distribution Limited

亞洲雜貨有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8413)

**THIRD QUARTERLY RESULTS ANNOUNCEMENT
FOR THE NINE MONTHS ENDED 31 DECEMBER 2017**

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE
STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

This announcement, for which the directors of Asia Grocery Distribution Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

HIGHLIGHTS

- The Group recorded revenue of approximately HK\$145,658,000 for the nine months ended 31 December 2017 (nine months ended 31 December 2016: approximately HK\$142,488,000).
- Profit attributable to owners of the Company for the nine months ended 31 December 2017 amounted to approximately HK\$1,677,000 while loss attributable to owners of the Company for the nine months ended 31 December 2016 amounted to approximately HK\$1,656,000.
- The Directors do not recommend the payment of any dividend for the nine months ended 31 December 2017 (nine months ended 31 December 2016: Hung Fat Ho Holdings Limited (“**HFH Holdings**”) declared and paid dividend of HK\$700,000 to Mr. Wong Siu Man and Mr. Wong Siu Wa).

THIRD QUARTERLY RESULTS

The board of directors (the “**Directors**”) of the Company is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the three and nine months ended 31 December 2017, together with the unaudited comparative figures for the corresponding periods in 2016, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three and nine months ended 31 December 2017

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2017 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)
Revenue	4	50,633	48,905	145,658	142,488
Costs of sales		(38,589)	(36,313)	(109,213)	(107,940)
Gross profit		12,044	12,592	36,445	34,548
Other income	5	1	–	14	–
Other gain and losses, net	5	–	(3)	–	(245)
Selling and distribution expenses		(5,092)	(4,398)	(14,764)	(13,347)
Administrative expenses		(5,925)	(4,007)	(16,620)	(11,071)
Listing expenses		–	(5,730)	(2,075)	(9,989)
Finance costs	6	(15)	(9)	(57)	(9)
Profit/(Loss) before taxation	7	1,013	(1,555)	2,943	(113)
Income tax expense	8	(280)	(528)	(1,266)	(1,543)
Profit/(Loss) and total comprehensive income/(expense) for the period attributable to owners of the Company		733	(2,083)	1,677	(1,656)
Earnings/(Loss) per share					
Basic (HK cents)	9	0.06	(0.25)	0.15	(0.21)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2017

	Attributable to owners of the Company				Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Other reserves HK\$'000	Accumulated profits HK\$'000	
At 1 April 2017 (audited)	156	–	13,266	20,075	33,497
Profit and total comprehensive income for the period	–	–	–	1,677	1,677
Issue of shares for public offer (Note i)	280	6,160	–	–	6,440
Issue of shares for placing (Note i)	2,520	55,440	–	–	57,960
Issue of shares upon exercise of over-allocation option for public offer and placing (Note i)	420	9,240	–	–	9,660
Transaction costs incurred directly attributable to issue of shares (Note i)	–	(7,536)	–	–	(7,536)
Capitalisation Issue (Note ii)	8,244	(8,244)	–	–	–
At 31 December 2017 (unaudited)	<u>11,620</u>	<u>55,060</u>	<u>13,266</u>	<u>21,752</u>	<u>101,698</u>
At 1 April 2016 (audited)	78	–	5,584	22,599	28,261
Loss and total comprehensive expense for the period	–	–	–	(1,656)	(1,656)
Issue of share capital of HFH Holdings (Note iii)	78	–	5,922	–	6,000
Transaction costs incurred directly attributable to issue of shares of HFH Holdings	–	–	(240)	–	(240)
Capital injection from a shareholder (Note iii)	–	–	2,000	–	2,000
Dividend	–	–	–	(700)	(700)
At 31 December 2016 (unaudited)	<u>156</u>	<u>–</u>	<u>13,266</u>	<u>20,243</u>	<u>33,665</u>

Notes:

- (i) In connection with the listing of the shares of the Company (the “Shares”) on the GEM of the Stock Exchange (the “Listing”) on 13 April 2017 (the “Listing Date”), the Company allotted and issued a total of 322,000,000 new shares at HK\$0.23 per share for the total proceeds of approximately HK\$74,060,000, with related issuance costs and listing expenses amounted to approximately HK\$7,536,000 being charged to share premium.
- (ii) Pursuant to the resolutions passed at the extraordinary general meeting held on 27 March 2017, the Directors are authorised to capitalise an amount of HK\$8,244,000 standing to the credit of the share premium account of the Company by applying such sum towards paying up in full at par a total of 824,400,000 shares for allotment and issue to Sky Alpha Investments Limited (“Sky Alpha”) and Trillion Advance Investments Limited (“Trillion Advance”) immediately prior to the Listing (the “Capitalisation Issue”). The Capitalisation Issue was completed on 13 April 2017.
- (iii) During nine months ended 31 December 2016, HFH Holdings issued 1,600 shares to Trillion Advance at a consideration of HK\$6,000,000 and 8,400 shares to Sky Alpha at nil consideration. Sky Alpha, the immediate holding company, injected HK\$2,000,000 to the Group as shareholders’ contribution in September 2016.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law of the Cayman Islands on 29 September 2016. The Shares have been listed on the GEM of the Stock Exchange since 13 April 2017. Its ultimate and immediate holding company is Sky Alpha, an entity incorporated in the British Virgin Islands. The address of the Company's registered office is P.O. Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands and the address of its principal place of business in Hong Kong is 4/F., How Ming Factory Building, 99 How Ming Street, Kwun Tong, Hong Kong.

The Company is an investment holding company. The Group is principally engaged in trading and distribution of food and beverage grocery products in Hong Kong.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“HK\$”) which is also the functional currency of the Company. All values are rounded to the nearest thousand (“HK\$’000”) except otherwise indicated.

2. GROUP REORGANISATION

Pursuant to the corporate reorganisation (the “**Reorganisation**”) as fully explained in the section headed “History, Reorganisation and Corporate Structure” of the prospectus of the Company dated 31 March 2017 (the “**Prospectus**”), the Company became the holding company of the companies now comprising the Group on 30 September 2016. Prior to the completion of the Reorganisation, all the companies comprising the Group were ultimately jointly controlled by Mr. Wong Siu Man and Mr. Wong Siu Wa.

Accordingly, the condensed consolidated financial statements of the Group for the nine months ended 31 December 2016 have been prepared using the principles of merger accounting in accordance with the Accounting Guideline 5 “Merger Accounting for Common Control Combinations” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) as if the current group structure had been in existence throughout the period, or since their respective dates of incorporation or acquisition, where there is a shorter period.

Upon the completion of the Reorganisation, the Company holds the entire equity interests, directly or indirectly, of companies comprising the Group. All intra-group transactions and balances have been eliminated.

3. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the nine months ended 31 December 2017 are prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“**HKASs**”), and Interpretations issued by the HKICPA. The unaudited consolidated financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the GEM Listing Rules.

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements are consistent with those adopted in preparing the audited financial statements for the year ended 31 March 2017.

In the current period, the Group has adopted all the new and revised HKFRSs, amendments to HKASs and Interpretations (hereinafter collectively referred to as “**new and revised HKFRSs**”) issued by HKICPA that are relevant to the Group and effective for accounting periods beginning on or after 1 April 2017. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies and amounts reported for the current and prior periods.

The Group has not early adopted the new and revised HKFRSs issued by HKICPA that have been issued but are not yet effective for the current period.

The unaudited condensed consolidated financial statements have been prepared under the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The preparation of the unaudited condensed consolidated financial statements in conformity with the HKFRSs requires the use of certain critical accounting estimates. It also requires the management to exercise their judgements in the process of applying the Group's accounting policies.

The unaudited condensed consolidated financial statements have not been audited by the Company's independent auditor, but have been reviewed by the Company's audit committee.

4. REVENUE

Revenue represents the fair value of amounts received and receivable from sales of food and grocery products by the Group to external customers, net of discounts and sales returns, and is analysed as follows:

	Three months ended 31 December		Nine months ended 31 December	
	2017 <i>HK\$'000</i> (unaudited)	2016 <i>HK\$'000</i> (unaudited)	2017 <i>HK\$'000</i> (unaudited)	2016 <i>HK\$'000</i> (unaudited)
Commodities and cereal products (<i>Note a</i>)	13,793	13,747	41,086	41,106
Packaged food (<i>Note b</i>)	14,000	13,422	39,472	38,180
Sauce and condiment	11,409	10,231	31,454	28,998
Dairy products and eggs	6,151	6,825	18,960	20,523
Beverage and wine	3,279	3,085	9,308	9,068
Kitchen products (<i>Note c</i>)	2,001	1,595	5,378	4,613
	<u>50,633</u>	<u>48,905</u>	<u>145,658</u>	<u>142,488</u>

Notes:

- (a) Commodities and cereal products include rice, wheat flour, noodle products such as ramen and pasta, edible oil as well as sugar and salt.
- (b) Packaged food includes processed products such as meat and vegetables in preserved, canned, frozen and other forms, as well as snacks and pre-packaged food items.
- (c) Kitchen products include food wrap and food-related products such as cling film, baking sheet, foil, cleaning products such as detergent, bleach, liquid soap and others such as tissue paper, toothpick and towel.

5. OTHER INCOME AND GAIN AND LOSSES, NET

	Three months ended 31 December		Nine months ended 31 December	
	2017 <i>HK\$'000</i> (unaudited)	2016 <i>HK\$'000</i> (unaudited)	2017 <i>HK\$'000</i> (unaudited)	2016 <i>HK\$'000</i> (unaudited)
Other income				
Sundry income	<u>1</u>	<u>–</u>	<u>14</u>	<u>–</u>
Other gain and losses, net				
Allowance for bad and doubtful debts	<u>–</u>	<u>(3)</u>	<u>–</u>	<u>(245)</u>

6. FINANCE COSTS

	Three months ended 31 December		Nine months ended 31 December	
	2017 <i>HK\$'000</i> (unaudited)	2016 <i>HK\$'000</i> (unaudited)	2017 <i>HK\$'000</i> (unaudited)	2016 <i>HK\$'000</i> (unaudited)
Interests on bank borrowing	<u>15</u>	<u>9</u>	<u>57</u>	<u>9</u>

7. PROFIT/(LOSS) BEFORE TAXATION

	Three months ended 31 December		Nine months ended 31 December	
	2017 <i>HK\$'000</i> (unaudited)	2016 <i>HK\$'000</i> (unaudited)	2017 <i>HK\$'000</i> (unaudited)	2016 <i>HK\$'000</i> (unaudited)
Profit/(Loss) before taxation has been arrived at after charging:				
Auditor's remuneration	650	–	1,150	900
Depreciation of property, plant and equipment	353	339	1,016	892
Directors' remuneration	908	462	2,817	1,339
Other staff costs				
Salaries and other benefits	2,113	1,857	6,460	5,081
Retirement benefits scheme contributions	84	86	240	228
Total staff costs	3,105	2,405	9,517	6,648
Minimum lease payments under operating leases in respect of land and buildings	1,433	1,232	4,112	3,408
Cost of inventories recognised as an expense	<u>38,589</u>	<u>36,313</u>	<u>109,213</u>	<u>107,940</u>

8. INCOME TAX EXPENSE

	Three months ended 31 December		Nine months ended 31 December	
	2017	2016	2017	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Hong Kong Profits Tax:				
– Current tax	<u>280</u>	<u>528</u>	<u>1,266</u>	<u>1,543</u>

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods.

9. EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings/(loss) per share is based on the following data:

	Three months ended 31 December		Nine months ended 31 December	
	2017	2016	2017	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Earnings/(Loss):				
Earnings/(Loss) for the purpose of calculating basic earnings/(loss) per share				
– Profit/(Loss) for the period attributable to owners of the Company	<u>733</u>	<u>(2,083)</u>	<u>1,677</u>	<u>(1,656)</u>
	<i>'000</i>	<i>'000</i>	<i>'000</i>	<i>'000</i>
Number of shares				
Weighted average number of ordinary shares for the purpose of calculating basic earnings/ (loss) per share	<u>1,162,000</u>	<u>840,000</u>	<u>1,147,949</u>	<u>792,831</u>

The number of ordinary shares for the purpose of calculating basic loss per share for the three and nine months ended 31 December 2016 has been determined on the assumption that the Reorganisation and the Capitalisation Issue had been effective on 1 April 2016.

No diluted earnings per share for both periods were presented as there were no potential ordinary shares in issue for both periods.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is an established food and beverage grocery distributor in Hong Kong with over 40 years of experience in the food and beverage grocery distribution industry. The Group's customers include restaurants, non-commercial dining establishments, hotels and private clubs, food processing operators and wholesalers in Hong Kong. The Group also offers product sourcing, repackaging, quality assurance, warehousing and storage, transportation as well as other value-added services to provide one-stop food and beverage grocery distribution solutions to the customers. The Group's product portfolio widely ranges from food commodities, specialty food ingredients to kitchen products which can be broadly categorised into (i) commodities and cereal products; (ii) packaged food; (iii) sauce and condiment; (iv) dairy products and eggs; (v) beverage and wine; and (vi) kitchen products.

On 13 April 2017, the Shares were successfully listed on the GEM of the Stock Exchange when 322,000,000 shares were allotted and issued at HK\$0.23 each. The Group's business model, revenue structure and cost structure basically remain unchanged after the Listing. Based on the unaudited financial information of our Group, we continued to record growth in our revenue and gross profit for the nine months ended 31 December 2017 as compared to the corresponding period in 2016. The Listing enhances the Group's market position and further strengthens the Group's reputation in the industry, which in turn helps maintaining the existing business relationship with the network of suppliers and customers and exploring potential business opportunities with new suppliers and customers.

FINANCIAL REVIEW

Revenue

During the nine months ended 31 December 2017, our revenue increased by approximately HK\$3,170,000 or approximately 2.2% to approximately HK\$145,658,000 (nine months ended 31 December 2016: approximately HK\$142,488,000), mainly due to increased orders from our customers as a result of the increased demand from our customers to cater their business needs.

Cost of sales

Our cost of sales solely represented cost of inventories sold, which represented the cost of finished goods purchased by us from suppliers. Our cost of sales represents the costs of products, net of discounts and rebates, charged by our suppliers. Our cost of sales increased by approximately HK\$1,273,000 or approximately 1.2% to approximately HK\$109,213,000 for the nine months ended 31 December 2017, as compared to approximately HK\$107,940,000 for the nine months ended 31 December 2016, due to increased sales volumes, offset by cost efficiencies in cost of finished goods purchased from direct manufacturers and end suppliers.

Gross profit and gross profit margin

The Group's gross profit increased by approximately 5.5% from approximately HK\$34,548,000 for the nine months ended 31 December 2016 to approximately HK\$36,445,000 for the nine months ended 31 December 2017. The increase in gross profit was due to our enlarged customer base to high-end customers and lower cost of goods purchased from direct suppliers. For the nine months ended 31 December 2017, the Group's gross profit margin increased to 25.0% as compared with previous period at 24.2%.

Other income

Other income consisted of interest income from bank deposits and sundry income for the nine months ended 31 December 2017.

Other gain and losses, net

Other gain and losses, net recorded a loss of approximately HK\$245,000 for the nine months ended 31 December 2016, which was attributable to the allowance for bad and doubtful debts.

Selling and distribution expenses

Our selling and distribution expenses mainly comprised transportation expenses, commission expenses to sales persons based on a certain percentage of the gross profit on successful sales, staff costs for our sales team, advertising and marketing expenses. The increase of selling and distribution expenses of the Group matched with the revenue increment and were mainly due to increase in commission expense and bonus to sales persons. The selling and distribution expenses accounted for approximately 10.1% and 9.4% of the total revenue for the nine months ended 31 December 2017 and 2016 respectively.

Administrative expenses

For the nine months ended 31 December 2017, the Group's administrative expenses primarily comprised legal and professional fees, rent, rates and management fee for office and warehouses, staff costs for administrative and management personnel, directors' remuneration, depreciation and insurance. Administrative expenses increased from approximately HK\$11,071,000 for the nine months ended 31 December 2016 to approximately HK\$16,620,000 for the nine months ended 31 December 2017. The increase of administrative expenses of the Group was mainly due to increase in legal and professional fees to cope with the needs of compliance work as a result of the listing status, hiring of management personnel and new rental of warehouse.

Listing expenses

Listing expenses comprised professional and other expenses in relation to the Listing. The listing expenses amounted to approximately HK\$2,075,000 for the nine months ended 31 December 2017 (nine months ended 31 December 2016: approximately HK\$9,989,000).

Finance costs

Finance costs for the nine months ended 31 December 2017 and 2016 represented interest expenses on a bank borrowing drawn in November 2016. The bank borrowing was early repaid in December 2017. The unsecured bank borrowing carried interest rate of Hong Kong Prime Rate minus 1.25% per annum in both periods.

Income tax expense

For the nine months ended 31 December 2017 and 2016, our income tax expenses were approximately HK\$1,266,000 and HK\$1,543,000, respectively, and our effective tax rate (excluding the non-recurring listing expenses) for the same period was approximately 33.7% and 18.5%, respectively.

Profit/(Loss) and total comprehensive income/(expense) attributable to owners of the Company

For nine months ended 31 December 2017 and 2016, the Group's profit/(loss) and total comprehensive income/(expense) attributable to owners of the Company was approximately HK\$1,677,000 and HK\$(1,656,000), respectively. The increase of profit and total comprehensive income attributable to owners of the Company was mainly attributable to the increase in revenue and decrease in listing expenses, offset by increased staff costs and legal and professional fees.

Dividend

No dividend was paid, declared or proposed during the period. The Directors do not recommend the payment of any dividend for the nine months ended 31 December 2017.

During the nine months ended 31 December 2016, HFH Holdings declared and paid dividend of HK\$700,000 to Mr. Wong Siu Man and Mr. Wong Siu Wa.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

During the nine months ended 31 December 2017, the Group did not have any significant investment, material acquisition nor disposal of subsidiaries and affiliated companies.

USE OF PROCEEDS AND ACTUAL PROGRESS OF THE GROUP'S BUSINESS OBJECTIVES

The net proceeds from the Listing (after deducting the underwriting fees and related expenses) which amounted to approximately HK\$48,500,000 will be used for the intended purposes as set out in the section headed "Statement of Business Objectives and Use of Proceeds" of the Prospectus. Set out below is the actual utilisation of net proceeds up to the date of this announcement:

	Net proceeds <i>HK\$'000</i>	Utilised <i>HK\$'000</i>	Unutilised <i>HK\$'000</i>
Leasing of warehouse facility in New Territories & Hong Kong Island:			
– Rental deposits	1,170	–	1,170
– Rental payments	6,455	–	6,455
– Renovation costs	6,000	–	6,000
– Start-up costs for warehouse facility	9,775	–	9,775
Upgrade of Enterprise Resource Planning ("ERP") system	12,560	(1,989)	10,571
Conducting sales and marketing activities	5,540	(116)	5,424
Installation of new repackaging equipment	3,500	(237)	3,263
General working capital	3,500	(1,500)	2,000
	<u>48,500</u>	<u>(3,842)</u>	<u>44,658</u>

Looking forward, the Group will further enhance the capabilities of offering a wide spectrum of products for customers and continue to exercise careful cost controls to withstand the keen competition in the food and beverage grocery distribution industry.

As disclosed in the Prospectus, the Group's principal business objectives are to strengthen its position in the food and beverage grocery distribution industry and further expand its business operations with a view to creating long-term Shareholders' value. The Directors intend to achieve the objectives by (a) increasing warehouse facilities strategically located in certain districts of Hong Kong in proximity to the Group's customers; (b) upgrading the ERP system to enhance the Group's operation efficiency; (c) further penetrating the food and beverage grocery distribution market through sales and marketing activities and the Group's quality value-added services; and (d) attracting and retaining quality personnel.

In light of the rise in number of customers and purchase orders, the Group had planned to lease two warehouse facilities, one in the New Territories in the first year after the Listing and another on the Hong Kong Island in the second year after the Listing, respectively, for accommodating the increased inventory level. The Group has not yet identified suitable premises for the warehouse facilities in the New Territories. The Group expects the leasing will be delayed till the first half of 2018.

The Group had planned to use approximately HK\$12,560,000 of the net proceeds to upgrade the ERP system, which is used to monitor the inventory level and minimise incidences of overstocking, so as to enhance the operational efficiency of the Group. As at 31 December 2017, the Group selected a new ERP software for implementation and a total of approximately HK\$1,989,000 was spent on consultancy services and software and hardware acquisition.

The Group had planned to use approximately HK\$5,540,000 of the net proceeds to conduct sales and marketing activities to attract more customers and strengthen customer loyalty so as to further penetrate the food and beverage grocery distribution market. As at 31 December 2017, a total of approximately HK\$116,000 was spent on participating in domestic food exhibition and sales exhibition to showcase our products to potential buyers. The Group is currently recruiting new marketing staff for upcoming new sales campaign.

The Group had planned to use approximately HK\$3,500,000 to purchase new repackaging equipment to further automate the repackaging process and increase efficiency. As at 31 December 2017, a total of approximately HK\$237,000 was spent on purchasing new automatic repackaging machines. The Group will continue to install more repackaging equipment and develop packaging design.

With the Group's proven track record, plus its experienced management team and reputation in the market, the Directors consider that the Group is well-positioned to compete against its competitors. The Directors will also continue to explore opportunities to diversify the Group's operation so that the customer base could be strengthened and diversified. The Directors will continue to review and evaluate the business objectives and strategies and make timely execution taking into account the business risks and market uncertainties. The Directors believe that the Group will continue to expand to become one of the leading food and beverage grocery distributors in Hong Kong.

OTHER INFORMATION

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the rules set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code for dealing in securities of the Company by the Directors (the "**Model Code**"). Having made specific enquiry, all the Directors have confirmed that they have complied with the Model Code for the period from 13 April 2017, being the date on which the Shares were listed on the GEM of the Stock Exchange, to 31 December 2017 (the "**Relevant Period**").

In addition, the Company has also adopted provisions of the Model Code as written guidelines for relevant employees in respect of their dealings in the securities of the Company. Such relevant employees did and would abide by the provisions of the Model Code. Besides, the Company has adopted internal control policy in relation to the disclosure of inside information of the Company (the "**Inside Information Policy**").

No incident of non-compliance of the Model Code and/or the Inside Information Policy by such relevant employees was noted by the Company during the Relevant Period.

COMPETING INTEREST

During the nine months ended 31 December 2017, none of the Directors or the controlling shareholders of the Company or their close associates (as defined in the GEM Listing Rules) is interested in any business which competes or may compete, either directly or indirectly, with the business of the Group or has any conflicts of interest with the Group.

DEED OF NON-COMPETITION

The controlling shareholders of the Company, namely Mr. Wong Siu Man, Mr. Wong Siu Wa, Sky Alpha and Glory Concord Limited (the “**Controlling Shareholders**”) entered into a deed of non-competition dated 27 March 2017 (“**Deed of Non-competition**”) in favour of the Company (for itself and as trustee for each of its subsidiaries). For details of the Deed of Non-competition, please refer to the section headed “Relationship with Controlling Shareholders – Non-competition Undertaking” in the Prospectus. Each of the Controlling Shareholders has confirmed that none of them is engaged in, or interested in any business (other than the Group) which, directly or indirectly, competes or may compete with the business of the Group.

The independent non-executive Directors have also reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-competition have been complied with by each of the Controlling Shareholders during the Relevant Period.

PURCHASE, SALES OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

Neither the Company, nor any of its subsidiaries have purchased, sold or redeemed any securities of the Company during the Relevant Period.

CORPORATE GOVERNANCE PRACTICES

The Company considers the maintenance of a high standard of corporate governance important to the continuous growth of the Group. The Company’s corporate governance practices are based on code provisions as set out in the Corporate Governance Code (the “**CG Code**”) as contained in Appendix 15 of the GEM Listing Rules. As the Shares were listed on the GEM of the Stock Exchange on 13 April 2017, the Company has since then adopted and complied with, where applicable, the CG Code to ensure that the Group’s business activities and decision-making processes are regulated in a proper and prudent manner.

During the Relevant Period, the Directors considered that the Company has complied with the applicable code provisions of the CG Code.

EVENT AFTER THE REPORTING PERIOD

The Directors are not aware of any significant event which had material effect on the Group subsequent to 31 December 2017 and up to the date of this announcement.

INTEREST OF THE COMPLIANCE ADVISER

As notified by LY Capital Limited (“**LY**”), the Company’s compliance adviser, save for the compliance agreement entered into between the Company and LY dated 3 November 2016 in connection with the Listing, none of LY or its directors, employees or associates (as defined in the GEM Listing Rules) had any interest in the Group as at 31 December 2017, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

AUDIT COMMITTEE

The Group has established an audit committee of the Directors (the “**Audit Committee**”) pursuant to a resolution of the Directors passed on 27 March 2017 in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and with written terms of reference in compliance with the CG Code.

The primary duties of the Audit Committee include (i) reviewing the draft quarterly, half-year and annual financial statements and the draft results announcement of the Company, focusing on main areas of judgement, consistency of and changes in accounting policies and adequacy of information disclosure prior to recommending them to the Board for approval; (ii) reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of audit process in accordance with applicable standards; (iii) assessing the independence of the Company's external auditor; (iv) recommending to the Board regarding the appointment and remuneration of the external auditor; (v) reviewing the adequacy and effectiveness of the Group's systems of risk management and internal controls through a review of the work undertaken by the Group's external auditor, written representations by the senior management of each of the Group's business divisions and discussions with the Board; (vi) reviewing and approving the internal audit programme, reviewing the internal audit reports and discussing any significant issues with the Group's senior management; and (vii) reviewing the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions through a review of the work undertaken by the Group's senior financial management and internal audit.

The Audit Committee currently consists of all three of our independent non-executive Directors, namely Mr. To Yan Ming Edmond, Mr. Chau Shing Yim David and Mr. Wong Garrick Jorge Kar Ho and the chairman is Mr. Chau Shing Yim David, who holds the appropriate professional qualifications as required under Rules 5.05(2) and 5.28 of the GEM Listing Rules.

The financial information contained in this announcement has not been audited by the auditor of the Company, but the Audit Committee has reviewed the unaudited consolidated results of the Group for the nine months ended 31 December 2017 and is of the opinion that the preparation of such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

By order of the Board
Asia Grocery Distribution Limited
Wong Siu Man
Chairman and Executive Director

Hong Kong, 14 February 2018

As at the date of this announcement, the executive Directors are Mr. Wong Siu Man (Chairman), Mr. Wong Siu Wa (Chief Executive Officer) and Mr. Yip Kam Cheong (Compliance Officer), the non-executive Director is Mr. Wong Chun Hung Hanson and the independent non-executive Directors are Mr. To Yan Ming Edmond, Mr. Chau Shing Yim David and Mr. Wong Garrick Jorge Kar Ho.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company's website at www.agdl.com.hk.