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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)**

**INSIDE INFORMATION  
MEMORANDUM OF UNDERSTANDING  
IN RELATION TO POSSIBLE ACQUISITION**

This announcement is made by the Company pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 17.10 of the GEM Listing Rules.

**MEMORANDUM OF UNDERSTANDING**

The Board is pleased to announce that on 26 June 2019, the Company entered into a non-legally binding MOU with the Vendor in relation to the Possible Acquisition. The principal terms of the MOU are set out as follows:

Date: 26 June 2019

Parties: (i) The Company; and  
(ii) The Vendor

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Vendor is an independent third party of the Company and its connected persons (as defined under the GEM Listing Rules).

Pursuant to the MOU, the Company intends to acquire and the Vendor intends to sell certain percentage in the issued share capital of the Target Company. The Target Company, together with its subsidiaries, is principally engaged in biotechnology and medical research and development and healthcare-related consulting service business in the PRC.

## **Consideration**

The consideration for the Possible Acquisition and the manner of payment shall be further negotiated between the Company and the Vendor and be determined in the Formal Agreement.

## **Exclusivity and Due Diligence Review**

During the Exclusivity Period, the Vendors shall not directly or indirectly enter into or be involved in any discussions, negotiation or agreement with or provide any information to any other party for or in relation to the intended sale of the Target Company.

The Company shall conduct the due diligence review in respect of the Possible Acquisition upon signing of the MOU. The Vendor shall use its best endeavours to procure that the Target Group provide such assistance and information as is necessary for the Company to complete its due diligence review on the Target Group.

## **Formal Agreement**

Subject to the Company's satisfaction with the due diligence review, the Company and the Vendor agree to proceed to negotiate and with the view to finalise detailed terms and conditions of the Formal Agreement and to execute the Formal Agreement.

Save for the provisions on due diligence review, exclusivity, confidentiality, governing law and dispute resolution and counterparts, the MOU does not constitute a legally-binding commitment between the Company and the Vendor.

## **Termination of the MOU**

The MOU shall be terminated on the earlier of the date on which the Formal Agreement is executed or the expiry of the Exclusivity Period. The Company and the Vendor shall have no liability whatsoever against each other arising out of or in respect of the entering into the MOU.

## **REASONS FOR AND BENEFITS OF THE POSSIBLE ACQUISITION**

The Group is principally engaged in trading and distribution of food and beverage grocery products in Hong Kong.

While the Company devotes most of its efforts on developing its existing businesses, the Directors consider that it is beneficial for the Company to seek investment opportunities from time to time to develop its existing business portfolio and engage in a new line of business with growth potential and broaden its source of income. The Directors are of the view that the Possible Acquisition, if materialized, is a prime opportunity for the Company to diversify the revenue stream of the Company and is in the interests of the Company and shareholders of the Company as a whole.

## GENERAL

If the Possible Acquisition materialises, it may constitute a notifiable transaction of the Company under the GEM Listing Rules. Further announcement(s) will be made by the Company in accordance with all applicable requirements of the GEM Listing Rules as and when appropriate.

**As the MOU is not legally binding, the Possible Acquisition may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the expressions below have the following meanings:

“Board”	the board of Directors
“Company”	Asia Grocery Distribution Limited, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on GEM of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Exclusivity Period”	the exclusivity period of six months from the date of the MOU or such other date agreed by the Company and the Vendor
“Formal Agreement”	the formal sale and purchase agreement in relation to the Possible Acquisition to be entered into among the Company and the Vendor
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“MOU”	the non-legally binding memorandum of understanding dated 26 June 2019 entered into among the Vendor and the Company in relation to the Possible Acquisition
“Possible Acquisition”	the possible acquisition of certain percentage of issued share capital of the Target Company by the Company pursuant to the MOU
“PRC”	the People’s Republic of China

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Car-T (Shanghai) Biotech Company Limited* (卡替(上海) 生物技術股份有限公司), a company established in the PRC with limited liability
“Target Group”	the Target Company and its subsidiaries
“Vendor”	Shanghai Que Hai Biotech Partnership (Limited Partnership)* (上海鵲海生物科技合夥企業(有限合夥)), a limited partnership established in the PRC

\* *The English translation of Chinese names or words in this announcement, where indicated, are included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.*

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

Hong Kong, 26 June 2019

*As at the date of this announcement, the executive Directors are Mr. Wong Siu Man, Mr. Wong Siu Wa and Mr. Yip Kam Cheong, the non-executive Director is Mr. Wong Chun Hung Hanson and the independent non-executive Directors are Mr. To Yan Ming Edmond, Mr. Ng Fan Kay Frankie and Mr. Wong Garrick Jorge Kar Ho.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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.*

*This announcement will remain on the website of the GEM of the Stock Exchange at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at [www.agdl.com.hk](http://www.agdl.com.hk).*