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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 8 AUGUST 2019

The Board is pleased to announce that the AGM was held at Upper Ground Floor, Mai Tong Industrial Building, No. 22 Sze Shan Street, Kowloon, Hong Kong on 8 August 2019 at 3:00 p.m. and all the resolutions set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM.

Reference is made to the circular of Asia Grocery Distribution Limited (the “**Company**”) dated 25 June 2019 (the “**Circular**”) in relation to, inter alia, proposals for general mandates to issue new shares and to repurchase shares of the Company, and re-election of retiring directors of the Company. Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

POLL RESULTS

The Board is pleased to announce that the AGM was held at Upper Ground Floor, Mai Tong Industrial Building, No. 22 Sze Shan Street, Kowloon, Hong Kong on 8 August 2019 at 3:00 p.m. and all the resolutions set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM.

As at the date of the AGM, a total of 1,162,000,000 Shares were in issue, which entitled the holders thereof to attend and vote for or against the resolutions proposed at the AGM. There is no restriction on any Shareholders casting votes on any of the resolutions at the AGM. No Shareholder was required under the GEM Listing Rules to abstain from voting on any of the resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

Details of the poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements and the reports of the directors of the Company and auditors of the Company for the year ended 31 March 2019.	705,600,000 (100%)	0 (0%)
2.	(a) To re-elect Mr. To Yan Ming Edmond as an independent non-executive director of the Company;	705,600,000 (100%)	0 (0%)
	(b) To re-elect Mr. Wong Garrick Jorge Kar Ho as an independent non-executive director of the Company;	705,600,000 (100%)	0 (0%)
	(c) To re-elect Mr. Ng Fan Kay Frankie as an independent non-executive director of the Company; and	705,600,000 (100%)	0 (0%)
	(d) To re-elect Mr. Wong Chun Hung Hanson as a non-executive director of the Company.	705,600,000 (100%)	0 (0%)
3.	To authorise the board of directors of the Company to fix the remuneration of the directors.	705,600,000 (100%)	0 (0%)
4.	To re-appoint Messrs. HLB Hodgson Impey Cheng Limited as auditor of the Company and to authorise the board of directors of the Company to fix auditor's remuneration.	705,600,000 (100%)	0 (0%)
5.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	705,600,000 (100%)	0 (0%)
6.	To give a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	705,600,000 (100%)	0 (0%)
7.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.	705,600,000 (100%)	0 (0%)

As more than 50% of the votes were casted in favour of each of the resolutions, all the resolutions proposed at the AGM were duly passed as ordinary resolutions of the Company.

By order of the Board
Asia Grocery Distribution Limited
WONG SIU MAN
Chairman

Hong Kong, 8 August 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 Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 GEM website at 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.