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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 24 AUGUST 2017

At the annual general meeting (the “AGM”) of Asia Grocery Distribution Limited (the “Company”) held on 24 August 2017, all the proposed resolutions as set out in the notice of the AGM dated 30 June 2017 were taken by poll. The poll results 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 auditor of the Company for the year ended 31 March 2017.	840,000,000 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. WONG Siu Man as an executive director of the Company;	840,000,000 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. WONG Siu Wa as an executive director of the Company;	840,000,000 (100.00%)	0 (0.00%)
	(c) To re-elect Mr. YIP Kam Cheong as an executive director of the Company;	840,000,000 (100.00%)	0 (0.00%)
	(d) To re-elect Mr. WONG Chun Hung Hanson as a non-executive director of the Company;	840,000,000 (100.00%)	0 (0.00%)
	(e) To re-elect Mr. CHAU Shing Yim David as an independent non-executive director of the Company;	840,000,000 (100.00%)	0 (0.00%)
	(f) To re-elect Mr. TO Yan Ming Edmond as an independent non-executive director of the Company;	840,000,000 (100.00%)	0 (0.00%)
	(g) To re-elect Mr. WONG Garrick Jorge Kar Ho as an independent non-executive director of the Company.	840,000,000 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	To authorise the board of directors of the Company to fix the remuneration of the directors.	840,000,000 (100.00%)	0 (0.00%)
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of directors of the Company to fix auditor's remuneration.	840,000,000 (100.00%)	0 (0.00%)
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.	840,000,000 (100.00%)	0 (0.00%)
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.	840,000,000 (100.00%)	0 (0.00%)
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.	840,000,000 (100.00%)	0 (0.00%)
As all of the votes were cast in favour of each of the resolutions numbered 1 to 7, all resolutions were duly passed as ordinary resolutions.			

Notes:

- (a) As at the date of the AGM, the total number of shares of the Company in issue was 1,162,000,000 shares.
- (b) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 1,162,000,000 shares.
- (c) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**").
- (d) No shareholder of the Company was required under the GEM Listing Rules to abstain from voting on the resolutions at the AGM.

- (e) None of the shareholders of the Company have stated their intention in the Company's circular dated 30 June 2017 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (f) The Company's branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

By Order of the Board
Asia Grocery Distribution Limited
WONG Siu Man
Chairman

Hong Kong, 24 August 2017

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Mr. WONG Siu Man (*Chairman*)

Mr. WONG Siu Wa (*Chief Executive Officer*)

Mr. YIP Kam Cheong

Non-executive Director:

Mr. WONG Chun Hung Hanson

Independent non-executive Directors:

Mr. CHAU Shing Yim David

Mr. TO Yan Ming Edmond

Mr. WONG Garrick Jorge Kar Ho

This announcement, for which the directors of the Company 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 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.

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 publication and on the website of the Company at www.agdl.com.hk.