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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 2018

The Board is pleased to announce that the AGM was held at Room 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 24 August 2018 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 28 June 2018 (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 Room 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 24 August 2018 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 (“**Shareholders**”) 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. 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 auditor of the Company for the year ended 31 March 2018.	591,460,000 (100%)	0 (0%)

2.	(a) To re-elect Mr WONG Siu Man as an executive director of the Company (the “ Director ”);	591,460,000 (100%)	0 (0%)
	(b) To re-elect Mr. WONG Siu Wa as an executive Director of the Company;	591,460,000 (100%)	0 (0%)
	(c) To re-elect Mr. YIP Kam Cheong as an executive Director of the Company;	591,460,000 (100%)	0 (0%)
3.	To authorise the board of Directors (the “ Board ”) of the Company to fix the respective remuneration of the Directors.	591,460,000 (100%)	0 (0%)
4.	To re-appoint Messrs. HLB Hodgson Impey Cheng Limited as the auditor of the Company and to authorise the Board to fix their remuneration.	591,460,000 (100%)	0 (0%)
5.	To give a general mandate to the Directors to allot, issue and deal with additional shares up to 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	591,460,000 (100%)	0 (0%)
6.	To give a general mandate to the Directors to repurchase shares up to 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	591,460,000 (100%)	0 (0%)
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company under resolution number 5 by the aggregate number of the shares repurchased by the Company pursuant to resolution number 6.	591,460,000 (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, 24 August 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, 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 of Hong Kong Limited 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.