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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)

(I) RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGES OF COMPOSITION OF BOARD COMMITTEES

(II) CHANGES OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND PROCESS AGENT

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE AUDIT COMMITTEE AND MEMBER OF THE REMUNERATION COMMITTEE AND THE NOMINATION COMMITTEE

The board (the “**Board**”) of directors (the “**Director(s)**”) of Asia Grocery Distribution Limited (the “**Company**”) announces that, with effect from 31 August 2018, Mr. Chau Shing Yim David (“**Mr. Chau**”), an independent non-executive Director of the Company (“**INED(s)**”), due to his pursuit of personal commitments, has resigned:

- (a) as an INED; and
- (b) as the chairman of the audit committee (the “**Audit Committee**”) and a member of the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company.

Mr. Chau has confirmed that (i) he has no claim against the Company in respect of his resignation whatsoever whether in respect of fees, remuneration or compensation for loss of office; (ii) he has no disagreement with the Board; and (iii) there are no matters that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company in relation to his resignation.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE AUDIT COMMITTEE AND MEMBER OF THE REMUNERATION COMMITTEE AND THE NOMINATION COMMITTEE

Following the resignation of Mr. Chau, the Board hereby announces that Mr. Ng Fan Kay Frankie 吳奮基 (“**Mr. Ng**”) has been appointed as an INED, the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee with effect from 31 August 2018.

Upon the appointment of Mr. Ng, the Audit Committee consists of all three INEDs, namely Mr. Ng, Mr. Wong Garrick Jorge Kar Ho and Mr. To Yan Ming Edmond, who holds the appropriate professional qualifications as required under Rules 5.05(2) and 5.28 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”).

The biography of Mr. Ng is set out below:

Mr. Ng, aged 41, served as the executive director of Vistra Services (Hong Kong) Limited from 2013 to 2018 and was responsible for managing the business on corporate services, accounting, payroll and tax services in the Greater China region including Hong Kong and the People’s Republic of China (the “**PRC**”). From 2007 to 2013, Mr. Ng was the tax manager of Ernst & Young Tax Services Limited and was responsible for supervising tax advisory on income and profit tax matters in Hong Kong and the PRC.

Mr. Ng graduated from The Hong Kong Polytechnic University with a Bachelor of Arts (Honours) degree in accountancy in 1999. Mr. Ng is a member of the Hong Kong Institute of Certified Public Accountants.

Pursuant to the service agreement entered into between the Company and Mr. Ng for a term of three years with effect from 31 August 2018, Mr. Ng is entitled to a Director’s fee of HK\$180,000 per annum, which is determined by the Board based on the recommendation of the Remuneration Committee with reference to his duties and responsibilities with the Company, and prevailing market conditions and subject to annual review and either party may terminate such service agreement at any time by giving at least one month’s notice in writing. Further, Mr. Ng will be subject to retirement at the general meetings of the Company in accordance with the memorandum and articles of association of the Company.

As at the date of this announcement, Mr. Ng (i) does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) does not have any relationship with any director, senior management or substantial or controlling shareholder(s) (as defined in the GEM Listing Rules) of the Company; and (iii) has not held any position with the Company or, save as disclosed above, other members of the Group or other major appointments and professional qualifications. In the last three years preceding the date of this announcement, Mr. Ng did not hold directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

There are no other matters concerning the appointment of Mr. Ng that need to be brought to the attention of the shareholders of the Company, nor is there any information relating to Mr. Ng that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

RESIGNATION OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND PROCESS AGENT

With effect from 31 August 2018, Ms. Wong Man Shan Joyce (“**Ms. Wong**”) has resigned as (i) the company secretary (ii) one of the authorised representatives of the Company (“**Authorised Representative**”) under Rule 5.24 of the GEM Listing Rules and (iii) an authorised representative of the Company for accepting service of process and notices on behalf of the Company (the “**Process Agent**”) under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) due to her pursuit of personal commitments and development.

Ms. Wong confirmed that she has no disagreement with the Board and that there are no other matters relating to her resignation that need to be brought to the attention of the Stock Exchange or the shareholders of the Company.

APPOINTMENT OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND PROCESS AGENT

The Board is pleased to announce that Ms. Lau Yin Ping (“**Ms. Lau**”) has been appointed as (i) the company secretary of the Company, (ii) an Authorised Representative and (iii) the Process Agent with effect from 31 August 2018 in place of Ms. Wong. Ms. Lau is currently the director of a firm that provides accounting and corporate services. Ms. Lau graduated from the Queensland University of Technology in Australia in 2006 with a Bachelor of Business degree in accountancy. Ms. Lau become a member of the Hong Kong Institute of Certified Public Accountants in 2012 and has years of experience in the field of accounting and company secretarial services.

The Board would like to take this opportunity to thank Mr. Chau and Ms. Wong for their valuable contributions to the Company during their tenure of services and express its warmest welcome to Mr. Ng in joining the Board and Ms. Lau for her new appointment.

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

Hong Kong, 31 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. Wong Garrick Jorge Kar Ho and Mr. Ng Fan Kay Frankie.

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.