

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Asia Grocery Distribution Limited

亞洲雜貨有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8413)

PASSING AWAY OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Asia Grocery Distribution Limited (the “**Company**”) regrets to announce that the Company was informed that Mr. To Yan Ming, Edmond (“**Mr. To**”), an independent non-executive Director, passed away on 28 August 2019. Mr. To was also the chairman of the remuneration committee, a member of the audit committee and the nomination committee of the Company.

On behalf of the Company, the Board would like to express its deepest sorrow for the departure of Mr. To and convey its condolences to his family. The Board would also like to express its sincere appreciation to Mr. To for his valuable contribution to the Company during his tenure.

Following the passing away of Mr. To, the Company only has two independent non-executive Directors, thus the number of independent non-executive Directors and number of members of the audit committee of the Company falls below the minimum number required under Rule 5.05(1) and Rule 5.28 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The Board will use its best endeavour to identify suitable candidate to fill the vacancies within three months from the date of passing away of Mr. To pursuant to Rule 5.06 and 5.33 of the GEM Listing Rules. Further announcement will be made in relation to the appointment when appropriate.

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

Hong Kong, 4 September 2019

As at the date of this announcement, the Board comprises Mr. Wong Siu Man, Mr. Wong Siu Wa and Mr. Yip Kam Cheong as executive Directors; Mr. Wong Chun Hung Hanson as non-executive Director; and Mr. Ng Fan Kay Frankie and Mr. Wong Garrick Jorge Kar Ho as independent non-executive Directors.

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.