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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)

CHANGE OF AUDITORS

This announcement is made by Asia Grocery Distribution Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.50(4) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that HLB Hodgson Impey Cheng Limited (“**HLB**”) has resigned as the auditors of the Company with effect from 3 May 2021 as the Company and HLB could not reach a consensus on the audit fee for the financial year ended 31 March 2021.

HLB has confirmed in its letter of resignation that there are no circumstances connected with their resignation that need to be brought to the attention of the shareholders of the Company. The Board confirmed that HLB has not commenced any audit work on the financial statements of the Group for the financial year ended 31 March 2021. It is expected that the change of auditors will not have any significant impact on the annual audit for the financial year ended 31 March 2021. The Board and the audit committee of the Company also confirmed that there is no disagreement between the Company and HLB and that there are no other matters in respect of the change of auditors that need to be brought to the attention of the shareholders of the Company.

The Board further announces that, with the recommendation from the audit committee of the Company, McMillan Woods (Hong Kong) CPA Limited has been appointed as the new auditors of the Company with effect from 3 May 2021 to fill the casual vacancy following the resignation of HLB and to hold office until the conclusion of the next annual general meeting of the Company.

The Board would like to express its appreciations to HLB for its services rendered to the Company in the past and extend its warm welcome to McMillan Woods (Hong Kong) CPA Limited on its appointment as the auditors of the Company.

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

Hong Kong, 3 May 2021

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. Ng Fan Kay Frankie, Mr. Wang Zhaobin and Ms. Chan Hoi Yee.

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 GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at www.agdl.com.hk.