

Asia Grocery Distribution Limited

亞洲雜貨有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8413)

Form of Proxy for use at the Annual General Meeting (“AGM”) to be convened on Thursday, 24 August 2017 at 2:30 p.m. (or at any adjournment thereof)

I/We⁽¹⁾ _____ of

(address) _____

being the registered holder(s) of⁽²⁾ _____ share(s) of HK\$0.01 each (the “Shares”) in the share capital of

Asia Grocery Distribution Limited (the “Company”), HEREBY APPOINT⁽³⁾ _____

of (address) _____

or failing him/her, the Chairman of the AGM, as my/our proxy to act for me/us and on my/our behalf at the AGM of the Company to be held at Unit 1103-06, China Building, 29 Queen’s Road Central, Central, Hong Kong on Thursday, 24 August 2017 at 2:30 p.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM and to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
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.		
2.	(a) To re-elect Mr. WONG Siu Man as an executive director of the Company;		
	(b) To re-elect Mr. WONG Siu Wa as an executive director of the Company;		
	(c) To re-elect Mr. YIP Kam Cheong as an executive director of the Company;		
	(d) To re-elect Mr. WONG Chun Hung Hanson as a non-executive director of the Company;		
	(e) To re-elect Mr. CHAU Shing Yim David as an independent non-executive director of the Company;		
	(f) To re-elect Mr. TO Yan Ming Edmond as an independent non-executive director of the Company;		
	(g) To re-elect Mr. WONG Garrick Jorge Kar Ho as an independent non-executive director of the Company.		
3.	To authorise the board of directors of the Company to fix the remuneration of the directors.		
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.		
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.		
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.		
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.		

Date: _____ 2017

Signature⁽⁵⁾: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.** Any alterations made to this form of proxy should be initialled by the person who signs it. The proxy needs not be a member of the Company, but must attend the AGM in person to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote at his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised.
6. Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Shares as if this person were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
7. To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 2:30 p.m. on Tuesday, 22 August 2017) or any adjournment thereof.
8. Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM if you so wish. In the event that you attend the AGM after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
9. Reference to time and dates in this form of proxy are to Hong Kong time and dates.