

**THE STOCK EXCHANGE OF HONG KONG LIMITED***(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)***APPENDIX 5****FORMS RELATING TO LISTING****FORM F****THE GROWTH ENTERPRISE MARKET (GEM)****COMPANY INFORMATION SHEET**Case Number: 20161107-I16096-0002

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Unless otherwise defined herein, capitalised terms and expressions used in this form shall have the same meanings as those defined in the prospectus dated 31 March 2017 issued by Asia Grocery Distribution Limited (the “Company”).

**Company name:** Asia Grocery Distribution Limited 亞洲雜貨有限公司

**Stock code (ordinary shares):** 8413

This information sheet contains certain particulars concerning the Company which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 12 April 2017.

**A. General**

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 13 April 2017

Name of Sponsor(s): South China Capital Limited

Names of directors:

*(please distinguish the status of the directors  
– Executive, Non-Executive or Independent  
Non-Executive)*

**Executive Directors**

Mr. Wong Siu Man (黃少文)

Mr. Wong Siu Wa (黃少華)

Mr. Yip Kam Cheong (葉錦昌)

**Non-Executive Directors**

Mr. Wong Chun Hung Hanson (黃俊雄)

**Independent Non-Executive Directors**

Mr. To Yan Ming Edmond (杜恩鳴)

Mr. Chau Shing Yim David (周承炎)

Mr. Wong Garrick Jorge Kar Ho (黃嘉豪)

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Name(s) of substantial shareholder(s):  
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name	Number of Shares held	Approximate percentage of shareholding after the exercise of the Offer Size Adjustment Option
Sky Alpha Investments Limited (元天投資有限公司) (legal and beneficial owner)	772,800,000	66.5%
Mr. Wong Siu Man (黃少文) (interest in a controlled corporation) (Note 1)	772,800,000	66.5%
Ms. Fan Wing (樊泳) (interest of spouse) (Note 2)	772,800,000	66.5%
Mr. Wong Siu Wa (黃少華) (interest in a controlled corporation) (Note 1)	772,800,000	66.5%
Ms. Zhu Min (朱敏) (interest of spouse) (Note 3)	772,800,000	66.5%

*Notes:*

1. *Each of Mr. Wong Siu Man and Mr. Wong Siu Wa is beneficially interested in 58.38% and 38.92% of the issued share capital of Sky Alpha Investments Limited. Therefore, Mr. Wong Siu Man and Mr. Wong Siu Wa are deemed to be interested in the Shares held by Sky Alpha Investments Limited for the purpose of the SFO.*
2. *Ms. Fan Wing is the spouse of Mr. Wong Siu Man. Therefore, Ms. Fan Wing is deemed to be interested in the same number of Shares in which Mr. Wong Siu Man is interested for the purpose of the SFO.*
3. *Ms. Zhu Min is the spouse of Mr. Wong Siu Wa. Therefore, Ms. Zhu Min is deemed to be interested in the same number of Shares in which Mr. Wong Siu Wa is interested for the purpose of the SFO.*

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 March

Registered address:

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

Head office and principal place of business:

4/F., How Ming Factory Building  
99 How Ming Street, Kwun Tong  
Kowloon  
Hong Kong

Web-site address (if applicable):

www.agdl.com.hk

**THE STOCK EXCHANGE OF HONG KONG LIMITED**

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

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Share registrar:

**Principal Share Registrar –**  
Maples Fund Services (Cayman) Limited  
PO Box 1093,  
Boundary Hall,  
Cricket Square,  
Grand Cayman KY1-1102,  
Cayman Islands

**Hong Kong Branch Share Registrar –**  
Tricor Investor Services Limited  
Level 22, Hopewell Centre,  
183 Queen's Road East,  
Hong Kong

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Auditors:

**Deloitte Touche Tohmatsu**

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**B. Business activities**

*(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)*

The Group is a food and beverage distributor in Hong Kong serving a wide array of customers including restaurants, non-commercial dining establishments, hotels and private clubs, food processing operators and wholesalers in Hong Kong.

**C. Ordinary shares**

Number of ordinary shares in issue: 1,162,000,000 (after the exercise of the Offer Size Adjustment Option)

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 10,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

**D. Warrants**

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio:  
*(Not applicable if the warrant is denominated in dollar value of conversion right)*

N/A

No. of warrants outstanding: N/A

*No. of shares falling to be issued upon the exercise of outstanding warrants:* N/A

**E. Other securities**

Details of any other securities in issue.

*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).*

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

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**Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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Mr. Wong Siu Man (黃少文)  
*(Executive Director)*

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Mr. Wong Siu Wa (黃少華)  
*(Executive Director)*

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Mr. Yip Kam Cheong (葉錦昌)  
*(Executive Director)*

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Mr. Wong Chun Hung Hanson (黃俊雄)  
*(Non-executive Director)*

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Mr. To Yan Ming Edmond (杜恩鳴)  
*(Independent Non-executive Director)*

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Mr. Chau Shing Yim David (周承炎)  
*(Independent Non-executive Director)*

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Mr. Wong Garrick Jorge Kar Ho (黃嘉豪)  
*(Independent Non-executive Director)*

**NOTES**

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*