

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

28/02/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Asia Grocery Distribution Limited	
Date Submitted	04/03/2019	

I. Movements in Authorised Share Capital

1. Ordinary Shares								
(1) Stock code : <u>08413</u> Des	scription : Ordi	nary Shares						
Balance at close of preceding	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)					
month	2,000,000,000	HK\$0.01	HK\$20,000,000.00					
Increase/(decrease)	N/A	_	N/A					
Balance at close of the month2,000,000,000 HK\$0.01HK\$20,000,000.00								
(2) Stock code : <u>N/A</u> Des	scription :	N//	4					
Balance at close of preceding	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>					
month	N/A	N/A	N/A					
Increase/(decrease)	N/A		N/A					
Balance at close of the month	N/A	<u>N/A</u>	N/A					

2. Preference Shares

Stock code : <u>N/A</u> Description			otion : N/A				
			No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>		
Balance at close of p	orecedin	g month	N/A	N/A	N/A		
Increase/(decrease)		-	N/A	-	N/A		
Balance at close of t	the montl	h _	N/A	N/A	N/A		

3. Other Classes of Shares

Stock code : <u>N/A</u> Descrip	tion :	N/A	<u> </u>
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)	N/A		N/A
Balance at close of the month	N/A	<u>N/A</u>	N/A

Total authorised share capital at the end of the month (*State currency*): ______HK\$20,000,000.00

II. Movements in Issued Share Capital

	No. of ordina	ary shares	No of preference	No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	1,162,000,000	N/A	N/A	N/A		
Increase/ (decrease) during the month	N/A	N/A	N/A	N/A		
Balance at close of the month	1,162,000,000	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares	N	Movement dur	ing the month	1	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
issuable	Granted	Exercised	Cancelled	Lapsed		monur
1.Share Option						
Scheme adopted on 27/03/2017						
011 27/03/2017						
Ondinenselsen	N I'I	N 121	N PI	N 121	N 1:1	N 121
Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	Nil
. ,						
2. N/A						
(/ /)						
shares						
(Note 1)						
3. N/A						
shares		<u> </u>				
(Note 1)						
4. N/A						
shares						
(Note 1)						
		Т	otal A. (Ordi			_
				once shares) Other class)		-
Total funds raised during		om exercise				-
of options (State currenc	y)		<u>Nil</u>			

Warrants to Issue Shares of the	Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>						
		·		<u> </u>		
(/ /) Stock code (if listed) Class of shares issuable <i>(Note 1)</i>						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
2. N/A						
		·				<u> </u>
Stock code (if listed) Class of shares						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
<u>3. N/A</u>						
	·			·		
Stock code (if listed) Class of shares						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	()				
4. N/A	(/ /)				
(/ /) Stock code (if listed)		·		·		
Class of shares						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
		Total B		ary shares) <u>Nil</u>		_
			•	ce shares) <u>N/A</u>		-
			(O	ther class) <u>N/A</u>		-

Convertibles (i.e. Convertible	into Shares of th	ne Issuer whicl	n are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	_					
	_					
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A						
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A						
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A						
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)			ce shares) N/A		
			(O	ther class) N/A	\	-

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
Eull particulars including ECM approval data (dd/mm/aaaa)	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:		
1. <u>N/A</u>		
	-	
	-	
shares (Note 1)	•	
2. <u>N/A</u>	-	
	-	
shares (Note 1)		
3. N/A		
	-	
	-	
Total D. (Ordinary shares)	Nil	
(Preference shares) (Other class)	N/A N/A	

shares of shares issuer issues it here to a close the mon there to a close the mon there to a close the mon issuer issuable (Note 1) 1. Rights issue At state price: currency	Other Mov	vements in Issued	Share C	apital						
1. Rights issue At state price : currency Class of shares issuable (Note 1) 1. Rights issue At state currency Issue and allotment date : (dd/mm/yyyy) EGM approval date: (/ /) (d/mm/yyyy) N/A 2. Open offer At state price : currency discussion Class of shares issuable (Note 1) 2. Open offer At state price : currency discussion Issue and allotment (/ /) did/mm/yyyy) EGM approval date: (/ /) gamma Class of shares issuable (Note 1) sisuable (Note 1) N/A N/A N/A 3. Placing At state price : currency Base and allotment (/ /) Issue and allotment (/ /) (dd/mm/yyyy) Issue and allotment (/ /) 4. Bonus issue Class of shares issuable (Note 1) Issue and allotment ((/ /) N/A (dd/mm/yyyy) Issue and allotment (/ /) 4. Bonus issue Class of shares issuable (Note 1) Issue and allotment ((/ /) Issue and allotment (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /)	Туре о	f Issue							issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue At price: State price: Issue and allotment (// /) 1. Rights issue At price: State currency (// /) Issue and allotment (// /) Image: State price: Class of shares (// /) N/A N/A 2. Open offer At price: State price: Issue and allotment (// /) N/A N/A 2. Open offer At price: State price: Issue and allotment (// /) N/A N/A 2. Open offer At price: State price: Issue and allotment (// /) N/A N/A 3. Placing At price: State price: Issue and allotment (// /) N/A N/A 4. Bonus issue At currency Class of shares price: Issue and allotment (// /) N/A N/A 4. Bonus issue Class of shares (// /) Issue and allotment (//) Issue and allotment (//) Issue and allotment (//)										
1. Rights issue price : currency						_				
EGM approval date: (dd/mm/yyyy)	1. Rights					()		
2. Open offer At State Issue and allotment (/ /) 2. Open offer At State Issue and allotment (/ /) date: (dd/mm/yyyy) EGM approval date: (/ /) N/A N/A 3. Placing At State Issue and allotment (/ /) N/A N/A 3. Placing At State Issue and allotment (/ /) N/A N/A 3. Placing At State Issue and allotment (/ /) N/A N/A 4. Bonus issue Class of shares					EGM approval date: (dd/mm/yyyy)	()		
2. Open offer At state price : currency Issue and allotment (/ /) date : (dd/mm/yyyy) 2. Open offer At price : currency Issue and allotment (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) 3. Placing At state price : currency Issue and allotment (/ /) (dd/mm/yyyy) 3. Placing At price : currency Issue and allotment (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) Issue and allotment date : (/ /) (dd/mm/yyyy) N/A 4. Bonus issue EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)									<u> N/A </u>	<u>N/A</u>
2. Open offer At size currency Issue and allotment date : (/ /) date : (dd/mm/yyyy) 2. Open offer At currency Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) 3. Placing At size currency Issue and allotment date : (/ /) (dd/mm/yyyy) 3. Placing At currency Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) Issue and allotment date : (dd/mm/yyyy) N/A										
Bite : currency cale : (u/min/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	2 Open				Issue and allotment	()		
N/A N/A N/A N	2. 0001	price	: curi	rency	EGM approval date:	(/ /)		
3. Placing At State price : Currency Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)					(dd/mm/yyyy)				N/A	<u>N/A</u>
3. Placing AtStateIssue and allotmentIssue and allotment										
3. Placing price : currency date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)						·				
Class of shares N/A N/A V/A Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) Issue Image: (/ /)	3. Placin					()		
Class of shares issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)					EGM approval date: (dd/mm/yyyy)	()		
4. Bonus issue EGM approval date: (/ /) (dd/mm/yyyy)									<u> N/A </u>	<u>N/A</u>
4. Bonus issue date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)						i				
(dd/mm/yyyy)	4. Bonus	sissue				()		
N/A N/A					EGM approval date: (dd/mm/yyyy)	(/ /)		
									N/A	N/A

	Type of Issue						shares of issuer issued during the month pursuant thereto	shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares issuable (Note 1)				
5.	Scrip dividend	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		phoe .		EGM approval date: (dd/mm/yyyy)	(/ /)		
				、 · · · · · · · · · · · · · · · · · · ·			<u>N/A</u>	N/A
				Class of shares repurchased (Note 1)				
	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N1/A	
							<u>N/A</u>	<u>N/A</u>
				Class of shares redeemed (Note 1)				
	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
								<u></u>
				Class of shares issuable (Note 1)				
	Consideration issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>

	Type of Issue					i	No. of new shares of ssuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares — issuable (Note 1)		_		
9.	Capital reorganisation			lssue and allotment (date : (dd/mm/yyyy)	/ /)		
				EGM approval date: ((dd/mm/yyyy)	/ /)	N1/A	N1/A
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
10.	Other (Please specify)	At price :	State currency	lssue and allotment (date : (dd/mm/yyyy)	/ /)		
				EGM approval date: ((dd/mm/yyyy)	/ /)	N/A	N/A
							<u> </u>	
				(Preferer	ary sha nce sha Other cla	res) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

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IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and

(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Tricor Investor Services Limited
Title: <u>Hong Kong Branch Share Registrar</u> (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.