

Monthly Return of Equity Issuer on Movements in Securities

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

28/02/2021

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Asia Grocery Distribution Limited (Incorporated in the Cayman Islands with limited liability)
Date Submitted	03/03/2021

I. Movements in Authorised Share Capital

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

2. Preference Shares

Stock code : N/A	Description :	N/A		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)	
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	N/A	N/A	

3. Other Classes of Shares

Stock code : <u>N/A</u> Descrip	otion :	ion :N/A			
	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

	No. of ordina	ry 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	N	lovement dur	ing the month		No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
(dd/mm/yyyy) and			ing the month		thereto	as at close of the
class of shares						month
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share Option	-					
Scheme adopted	-					
on 27/03/2017						
Exercise price:						
HK\$0.30	Granted on					
Ordinary abaraa	19/02/2021:	Nil	Nil	Nil	Nil	112 000 000
Ordinary shares (Note 1)	112,000,000		INII	INII		112,000,000
2. N/A						
	-					
	-					
(/ /)	-					
shares	-					
(Note 1)						
<u>3. N/A</u>						
	<u>.</u>					
	-					
	-					
shares						
(Note 1)						
4. N/A						
<u>4. IV/A</u>	-					
	-					
	-					
shares	-					
(Note 1)	·					
		Т	otal A. (Ordii	nary shares)	Nil	
				nce shares)		—
				Other class)		_
Total funds raised during	g the month fro	m exercise		,		_
of options (State current			Nil			

Warrants to Issue Shares of the	e 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>						
Subcorintion price		· · ·				
(dd/mm/yyyy)	(/ /)				
<u>2. N/A</u>						
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) <u>4. N/A</u>	(/ /)				
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
		Total B	(Preferen	ary shares) <u>Nil</u> ce shares) <u>N/A</u> hther class) <u>N/A</u>		- - -

Convertibles (i.e. Convertible	e into Shares of th	e Issuer whic	h 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
<u>1. N/A</u>						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy))	(/ /)					
2. N/A	(/ /)					
<u>2. N/A</u>						
Stock code (if listed)						
Class of shares						
issuable (Note 1) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
<u>3. N/A</u>						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
<u>4. N/A</u>						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(il applicable) (dd/mm/yyyy)	(/ /)					
		T	Total C. (Ordina			_
			(Preferen	ce shares) N/A	١	_
			(O	ther class) <u>N/A</u>	N	-

Options (other than under Share Option Schemes)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	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. <u>N/A</u>		
	_	
	_	
	-	
shares (Note 1)		·
2. N/A		
	-	
	-	
shares (Note 1)	-	
3. <u>N/A</u>		
	_	
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Other Movements						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. Rights issue	At	State	Class of shares issuable <i>(Note 1)</i>	(/ /)		
Ū	price :	currency	 date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) 	(/ /)	N/A	N/A
2. Open offer	At price :	State currency	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
3. Placing	At price :	State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy)	(/ /)		
	price .		EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (Note 1)				
4. Bonus issue			Issue and allotment date : (dd/mm/yyyy) EGM approval date:	(/ /)		
			(dd/mm/yyyy)			N/A	N/A

	Type of Issue							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
				Class of shares issuable (Note 1)					
5.	Scrip dividend	At	State	Issue and allotment date : (dd/mm/yyyy)	()		
		price :	currency	EGM approval date: (dd/mm/yyyy)	()		
				(33,111,13,33,3)				N/A	N/A
				Class of shares repurchased (Note 1)					
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	()		
				EGM approval date: (dd/mm/yyyy)	()		
								<u>N/A</u>	<u>N/A</u>
				Class of shares					
7.	Redemption of			redeemed (Note 1) Redemption date :	()		
	shares			(dd/mm/yyyy) EGM approval date:	()		
				(dd/mm/yyyy)	· ·		,	N/A	N/A
				Class of shares issuable (Note 1)					
8.	Consideration issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	()		
				EGM approval date: (dd/mm/yyyy)	()		
								<u>N/A</u>	N/A

	Type of Issue					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
				Class of shares issuable (Note 1)		-	
9.	Capital reorganisation			Issue and allotment date : (dd/mm/yyyy)	(/ /)	
				EGM approval date: (dd/mm/yyyy)	(/ /)	
						<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)		_	
10.	Other (Please specify)	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
				EGM approval date: (dd/mm/yyyy)	(/ /) N/A	N/A
					dinary sha erence sha (Other cla	res) N/A	

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").)		

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.