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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)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 28 JULY 2023**

Reference is made to the circular of Asia Grocery Distribution Limited (the “**Company**”) dated 29 June 2023 (the “**Circular**”). Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

#### **POLL RESULTS**

The Board is pleased to announce that the AGM was held at Upper Ground Floor, Mai Tong Industrial Building, No. 22 Sze Shan Street, Kowloon, Hong Kong on 28 July 2023 at 2:30 p.m. and all the resolutions as set out in the notice of annual general meeting contained in the Circular were duly passed by the Shareholders by way of poll at the AGM.

As at the date of the AGM, a total of 1,162,000,000 Shares were in issue, which entitled the holders thereof to attend and vote for or against the resolutions proposed at the AGM. There is no restriction on any Shareholders casting votes on any of the resolutions at the AGM. No Shareholder was required under the GEM Listing Rules to abstain from voting on any of the resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company’s branch share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

Details of the poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
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 2023.	619,750,000 (100%)	0 (0%)
2.	(a) To re-elect Mr. Wong Chun Hung Hanson as a non-executive director of the Company;	619,750,000 (100%)	0 (0%)
	(b) To re-elect Mr. Ng Fan Kay Frankie as an independent non-executive director of the Company; and	619,750,000 (100%)	0 (0%)
	(c) To re-elect Ms. Chan Hoi Yee as an independent non-executive director of the Company.	619,750,000 (100%)	0 (0%)
3.	To authorise the board of directors of the Company to fix the remuneration of the directors.	619,750,000 (100%)	0 (0%)
4.	To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix auditor's remuneration.	619,750,000 (100%)	0 (0%)
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.	619,750,000 (100%)	0 (0%)
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.	619,750,000 (100%)	0 (0%)
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.	619,750,000 (100%)	0 (0%)
<b>Special Resolution</b>		<b>For</b>	<b>Against</b>
8.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and the proposed adoption of new memorandum and articles of association of the Company.	619,750,000 (100%)	0 (0%)

As more than 50% of the votes were casted in favour of the resolutions no. 1-7, the resolutions no. 1-7 proposed at the AGM were duly passed as ordinary resolutions of the Company. As more than 75% of the votes were casted in favour of the resolution no. 8, the resolution no. 8 proposed at the AGM was duly passed as special resolution of the Company.

All Directors attended the AGM in person or by electronic means.

By order of the Board  
**Asia Grocery Distribution Limited**  
**WONG SIU MAN**  
*Chairman*

Hong Kong, 28 July 2023

*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 Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.*

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