

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Asia Grocery Distribution Limited (the “**Company**”) dated 31 March 2017.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer by any person to acquire, purchase or subscribe for any Shares or other securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of the Company in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities in the United States.

Asia Grocery Distribution Limited

亞洲雜貨有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

Number of Offer Shares	: 280,000,000 Shares (subject to the Offer Size Adjustment Option)
Number of Public Offer Shares	: 28,000,000 Shares (subject to reallocation)
Number of Placing Shares	: 252,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)
Offer Price	: Not more than HK\$0.29 per Offer Share (payable in full upon application, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, and subject to refund) and expected to be not less than HK\$0.21 per Offer Share
Nominal value	: HK\$0.01 per Share
Stock code	: 8413

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



中國保盛證券有限公司
CHINA PROSPECT SECURITIES LIMITED

Co-Manager



中天證券有限公司
CHINA SKY SECURITIES LIMITED

Application has been made to the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus pursuant to the Share Offer, the Capitalisation Issue and any Shares which may be allotted and issued upon the exercise of the Offer Size Adjustment Option and options that may be granted under the Share Option Scheme. Assuming that the Share Offer becomes unconditional, it is expected that dealings in the shares on GEM will commence at 9:00 a.m. Thursday, 13 April 2017.

The Share Offer comprises (a) the Public Offer of 28,000,000 Public Offer Shares, representing 10% of the total number of Offer Shares initially made available under the Share Offer (subject to reallocation), and (b) the Placing of initially 252,000,000 Placing Shares, representing 90% of the total number of Offer Shares under the Share Offer (subject to reallocation and the Offer Size Adjustment Option). The allocation of the Offer Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed “Structure and conditions of the Share Offer – The Public Offer – Reallocation” in the Prospectus.

In connection with the Share Offer, the Company has granted to the Joint Bookrunners (for themselves and on behalf of the Underwriters) the Offer Size Adjustment Option pursuant to which the Joint Bookrunners (for themselves and on behalf of the Underwriters) may at any time before 5:00 p.m. on the business day immediately before the date of the announcement of the results of allocation and the basis of allocation of the Public Offer Shares exercise the Offer Size Adjustment Option to require the Company to allot and issue at the Offer Price up to an aggregate of 42,000,000 additional Shares, representing 15% of the aggregate of the total number of Offer Shares initially made available under the Share Offer, on the same terms as those applicable to the Share Offer, solely to cover any over-allocation in the Placing.

The Shares to be issued pursuant to the Offer Size Adjustment Option will not be used for price stabilisation purpose and is not subject to the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). The Company will disclose in its allotment results announcement which will be announced on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.agdl.com.hk on or before Wednesday, 12 April 2017 whether and to what extent the Offer Size Adjustment Option has been exercised, and will confirm in the announcement that, if the Offer Size Adjustment Option is not exercised by that time, then the Offer Size Adjustment Option will have lapsed and cannot be exercised on any future date.

Subject to the granting of the approval by the Stock Exchange for the listing of, and permission to deal in, the Shares on GEM and the Company’s compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, i.e. Thursday, 13 April 2017, or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.29 per Offer Share and is expected to be not less than HK\$0.21 per Offer Share unless otherwise announced. Applicants for the Public Offer Shares under the Public Offer are required to pay in full, on application, the maximum Offer Price of HK\$0.29 per Offer Share together with brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, and subject to refund. If the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.29 per Offer Share, appropriate refund payments (including the related brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the section headed “Structure and conditions of the Share Offer – Conditions of the Public Offer” in the Prospectus. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled or waived (as the case may be) on or before such dates and times, the Share Offer will lapse and all monies received will be refunded to the applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.agdl.com.hk on the next business day following the date of such lapse.

Prospective investors should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreements by notice in writing to the Company given by the Joint Bookrunners (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set forth under the section headed “Underwriting – Underwriting arrangement and expenses – Grounds for termination” of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Thursday, 13 April 2017.

Applicants who would like the Public Offer Shares to be issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like the Public Offer Shares to be registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participant’s stock accounts maintained with CCASS should either (i) complete and sign the **YELLOW** Application Forms or (ii) give electronic application instructions to HKSCC via CCASS.

As required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provision) Ordinance, printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 31 March 2017 until 12:00 noon on Thursday, 6 April 2017 (both days inclusive) (or such later date and time as may apply as described in the sub-section headed “How to Apply for the Public Offer Shares – 9. Effect of bad weather on the opening of the Application Lists” in the Prospectus) from:

(a) the following office of the Public Offer Underwriters:

South China Securities Limited	28/F., Bank of China Tower, 1 Garden Road, Central
China Prospect Securities Limited	Unit 1113A & 1115, 11/F., COSCO Tower, 183 Queen’s Road Central, Hong Kong
China Sky Securities Limited	Unit 1106, 11/F., COSCO Tower, 183 Queen’s Road Central, Hong Kong

- (b) any of the following branches of Standard Chartered Bank (Hong Kong) Limited, the receiving bank for the Public Offer:

District	Branch Name	Address
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A, Des Voeux Road Central, Central
Kowloon	68 Nathan Road Branch	Basement, Shop B1, G/F and M/F Golden Crown Court, 66-70 Nathan Road, Tsimshatsui
New Territories	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan

Printed copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 31 March 2017 until 12:00 noon on Thursday, 6 April 2017 (both days inclusive) at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker who may have the **YELLOW** Application Forms and copies of the printed Prospectus available.

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, together with cheques or banker's cashier orders attached and marked payable to "**Horsford Nominees Limited–Asia Grocery Distribution Public Offer**" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above on such dates and during such time as specified in the Application Forms.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 31 March 2017 until 12:00 noon on Thursday, 6 April 2017 or such later date and time as described in the section headed "How to apply for the Public Offer Shares – 9. Effect of bad weather on the opening of the application lists" in the Prospectus.

Please refer to the sections headed "Structure and conditions of the Share Offer" and "How to apply for the Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Offer Price is expected to be fixed by the Price Determination Agreement between the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company on the Price Determination Date. The Price Determination Date is expected to be on or around Friday, 7 April 2017 or such later date as the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) may agree. If, for whatever reason, the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company are unable to reach an agreement or enter into the Price Determination Agreement on the Offer Price on or around Friday, 7 April 2017, the Share Offer will not become unconditional and will lapse immediately. In such event, the Company will issue an announcement to be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.agdl.com.hk.

The Company expects to announce the final Offer Price, the indication of the level of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Wednesday, 12 April 2017 on the Company's website at www.agdl.com.hk and the Stock Exchange's website at www.hkexnews.hk.

Results of allocations in the Public Offer and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer will be made available on Wednesday, 12 April 2017 in the manner described in the section headed “How to apply for the Public Offer Shares – 10. Publication of results” of the Prospectus.

All share certificates will only become valid at 8:00 a.m. on Thursday, 13 April 2017 provided that the Share Offer has become unconditional in all respects and the right of termination described in the section headed “Underwriting – Underwriting arrangements and expenses – The Public Offer – Grounds for Termination” on the Prospectus has not been exercised.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.

Assuming the Share Offer becomes unconditional in all respects and the Public Offer Underwriting Agreement is not terminated in accordance with its terms at or before 8:00 a.m. (Hong Kong time) on Thursday, 13 April 2017, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 13 April 2017. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8413.

By order of the Board
Asia Grocery Distribution Limited
亞洲雜貨有限公司
Wong Siu Man
Chairman and Executive Director

Hong Kong, 31 March 2017

As at the date of this announcement, the executive Directors are Mr. Wong Siu Man, Mr. Wong Siu Wa and Mr. Yip Kam Cheong, the non-executive director is Mr. Wong Chun Hung Hanson and the independent non-executive Directors are Mr. To Yan Ming Edmond, Mr. Chau Shing Yim David and Mr. Wong Garrick Jorge Kar Ho.

This announcement, for which all the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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.

This announcement and a copy of the Prospectus will remain on the Stock Exchange’s website at www.hkexnews.hk, and in the case of the announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published and remains on the Company’s website at www.agdl.com.hk.