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## **DACHAN FOOD (ASIA) LIMITED**

**大成食品（亞洲）有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3999)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of DaChan Food (Asia) Limited (the “**Company**”) will be held at Xiamen Suites I-II, 3/F., Prince Hotel, Harbour City, Kowloon, Hong Kong, on 29 June 2018, Friday, at 3:00 p.m., or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held on the same day, to consider and, if thought fit, pass the following ordinary resolutions (with or without modifications):

#### **ORDINARY RESOLUTIONS**

1. **“THAT**

- (a) the GWE Master Purchase (Renewal) Agreement (as defined in the circular of the Company dated 13 June 2018 (the “**Circular**”), a copy of which is produced to the meeting and marked “A” and initialled by the chairman of the EGM for the purpose of identification), the terms and the transactions contemplated thereunder together with the relevant proposed annual caps in relation to such transactions for three years ending 31 December 2021 as set out in the Circular be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorised to take any step and execute such other documents as they consider necessary, desirable or expedient that are of administrative nature and ancillary to and for the purposes of carrying out or giving effect to the GWE Master Purchase (Renewal) Agreement or the transactions contemplated thereunder.”

2. **“THAT**

- (a) the GWE Master Supply (Renewal) Agreement (as defined in the Circular, a copy of which is produced to the meeting and marked “B” and initialled by the chairman of the EGM for the purpose of identification), the terms and the transactions contemplated thereunder together

with the relevant proposed annual caps in relation to such transactions for three years ending 31 December 2021 as set out in the Circular be and are hereby approved, confirmed and ratified; and

- (b) any director of the Company be and is hereby authorised to take any step and execute such other documents as they consider necessary, desirable or expedient that are of administrative nature and ancillary to and for the purposes of carrying out or giving effect to or otherwise in connection with the GWE Master Supply (Renewal) Agreement or the transactions contemplated thereunder.”

By order of the Board  
**Han Jia-Hwan**  
Chairman

Hong Kong, 13 June 2018

*Notes:*

1. A member of the Company who is holder of two or more shares, and who is entitled to attend and vote at the EGM, is entitled to appoint more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the EGM or any adjournment of the EGM. In such event, his/her form of proxy will be deemed to have been revoked.
2. A form of proxy for the EGM is enclosed to the notice of the EGM. In order to be valid, the form of proxy together with the power of attorney, if any, under which it is signed, or a notarially certified copy of such power or authority must be lodged at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the EGM or any adjournment of the EGM.
3. The register of members of the Company will be closed from 25 June 2018, Monday to 29 June 2018, Friday (both dates inclusive) for the purposes of determining the entitlements of the members of the Company to attend and vote at the EGM. No transfer of the shares of the Company may be registered during the said period. In order to qualify for the aforesaid entitlements, all transfers must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on 22 June 2018, Friday.
4. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the above resolutions will be voted by way of poll; shareholders of the Company who have material interests (within the meaning of the Listing Rules) in the transactions to be approved by the above resolutions, including but not limited to Great Wall Enterprise Co., Ltd. and its associates (within the meaning of the Listing Rules), are required to abstain from voting in the relevant resolutions.

*As at the date of this notice, the board of the directors of the Company comprises Mr. Han Jia-Hwan (Chairman) and Mr. Han Chia-Yin as executive directors of the Company, Mr. Han Chia-Yau, Mr. Harn Jia-Chen and Mr. Chao Tien-Shin as non-executive directors of the Company and Mr. Way Yung-Do, Mr. Chen Chih and Mr. Wei Anning as independent non-executive directors of the Company.*