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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)

(the “Company”)

(Stock Code: 3999)

POLL RESULTS AT THE ANNUAL GENERAL MEETING HELD ON 27 JUNE 2019

The Board is pleased to announce that all Ordinary Resolutions proposed at the AGM were duly passed at the AGM.

Reference is made to the notice (the “**Notice**”) of annual general meeting of the Company (the “**AGM**”) dated 26 April 2019 and the circular (the “**Circular**”) of the Company of even date. Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Circular. Shareholders may refer to the Notice for the full text of the resolutions.

At the AGM held on 27 June 2019, a poll was demanded by the chairman of the AGM for voting on all proposed resolutions (the “**Ordinary Resolutions**”) as set out in the Notice.

The poll results in respect of the Ordinary Resolutions were as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
1	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “ Director(s) ”) and the independent auditors of the Company (the “ Auditors ”) for the year ended 31 December 2018.	541,213,026 (100%)	0 (0%)
2	To re-appoint Messrs. KPMG as the Auditors to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of the Directors (the “ Board ”) to fix the Auditors’ remuneration.	541,213,026 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
3(a)	To re-elect Mr. Way Yung-Do as an independent non-executive Director until the conclusion of the annual general meeting of the Company of 2022.	537,683,026 (99.35%)	3,530,000 (0.65%)
3(b)	To re-elect Mr. Wei Anning as an independent non-executive Director until the conclusion of the annual general meeting of the Company of 2022.	541,212,026 (99.99%)	1,000 (0.01%)
3(c)	To re-elect Mr. Chen Chih as an independent non-executive Director until the conclusion of the annual general meeting of the Company of 2022.	541,212,026 (99.99%)	1,000 (0.01%)
4	To authorise the Board to fix the Directors' remuneration.	541,212,026 (99.99%)	1,000 (0.01%)
5	<p>To grant the general mandate to the Directors to issue or otherwise deal with unissued Shares (the “General Mandate”) as set out below:</p> <p>“THAT</p> <p>(a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (“Shares”) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty per cent of the aggregate number of the issued Shares as at the date of passing this resolution; and</p>	537,682,026 (99.35%)	3,531,000 (0.65%)

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
	<p>(b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and</p> <p>(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;</p> <p>and “Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”</p>		
6	<p>To grant the repurchase mandate to the Directors to repurchase the shares of the Company (the “Repurchase Mandate”) as set out below:</p> <p>“THAT there be granted to the Directors an unconditional general mandate to repurchase Shares, and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:</p> <p>(a) such mandate shall not extend beyond the Relevant Period;</p>	541,212,026 (99.99%)	1,000 (0.01%)

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
	<p>(b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;</p> <p>(c) the Shares to be repurchased by the Company pursuant to this resolution during the Relevant Period shall be no more than ten per cent of the aggregate number of the issued Shares at the date of passing this resolution; and</p> <p>(d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and</p> <p>(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”</p>		
7	<p>To approve the addition to the General Mandate of the number of Shares repurchased by the Company under the Repurchase Mandate as set out below:</p> <p>“THAT, subject to the availability of unissued share capital and conditional upon the resolutions nos. 5 and 6 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 6 above shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 5 above.”</p>	537,682,026 (99.35%)	3,531,000 (0.65%)

As at the date of the AGM, the total number of the Company’s issued Shares was 1,016,189,000, which was the total number of Shares entitling the holders to attend and vote for or against all the Ordinary Resolutions at the AGM. There was no restriction on any Shareholders to cast votes on any of the Resolutions at the AGM.

As more than 50% of the valid votes were cast in favour of all the Ordinary Resolutions, all Ordinary Resolutions were duly passed by way of poll at the AGM.

The Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, was appointed as the scrutineer of the vote-taking at the AGM.

On behalf of the Board

Harn Jia-Chen

Chairman

Hong Kong, 27 June 2019

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