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DACHAN FOOD (ASIA) LIMITED

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3999)

ANNOUNCEMENT

- (1) CHANGE OF THE CHAIRMAN OF THE BOARD;
(2) CHANGE OF THE CHIEF EXECUTIVE OFFICER**

The Board hereby announces that with effect from 1 March 2020:

- 1) Mr. Harn Jia-Chen will resign as the chairman of the Board and the chairman of the Executive Committee, and will be re-designated from an executive Director to a non-executive Director;
- 2) Mr. Wei Anning will be re-designated from an independent non-executive Director to an executive Director, and will be appointed as the chairman of the Board and the chairman of the Executive Committee. Also, Mr. Wei will resign as a member of the Audit Committee and the chairman of the Remuneration Committee;
- 3) Mr. Ou Chang-Jou will resign as the chief executive officer of the Company; and
- 4) Mr. Sun Teh Hong will assume the position of chief executive officer in Mr. Ou’s stead.

RESIGNATION AS THE CHAIRMAN OF THE BOARD AND THE CHAIRMAN OF THE EXECUTIVE COMMITTEE; RE-DESIGNATION FROM AN EXECUTIVE DIRECTOR TO A NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (“**Director(s)**”) of the Company hereby announces that with effect from 1 March 2020, Mr. Harn Jia-Chen (“**Mr. Harn**”) will resign as the chairman of the Board and the chairman of the executive committee of the Company (the “**Executive Committee**”) for personal reasons, and will be re-designated from an executive Director to a non-executive Director.

Mr. Harn has confirmed that he has no disagreement with the Board, and there is no other matter concerning his resignation that needs to be brought to the attention of the shareholders of the Company.

BIOGRAPHY OF MR. HARN

Mr. Harn Jia-Chen (韓家宸), aged 65, had been a non-executive director of the Company and a member of the nomination committee of the Company (the “**Nomination Committee**”) since 2007, and has been re-designated as the chairman of the Board, an executive Director, the chairman of the Executive Committee and a member of the remuneration committee of the Company (the “**Remuneration Committee**”) and the Nomination Committee with effect from 1 January 2019. Since 1984, Mr. Harn has been the vice chairman of the board of directors of Great Wall Enterprise Co., Ltd. (大成長城企業股份有限公司) (“**Great Wall Enterprise**”), a company that was established in Taiwan with its shares listed on Taiwan Stock Exchange Corporation and that is the indirect controlling shareholder of the Company. Since 1995, he has been the chairman of the board of directors of Great Wall Food (Tianjin) Co., Ltd. (大成食品(天津)有限公司), a subsidiary of Great Wall Enterprise engaged in flour production. Since 2001, he has been the chairman of the board of directors of Great Wall Yung Huo Food (Beijing) Co., Ltd. (北京大成永和食品有限公司). Since 1999, he has been the chairman of the board of directors of Great Wall Food (Tianjin) Co., Ltd. (大成萬達(天津)有限公司). From 1997 to 2006, he was the director of Great Wall Food (Shekou) Co., Ltd. (大成食品(蛇口)有限公司). Since 2006, he has been the chairman of the board of directors of Great Wall Food (Shekou) Co., Ltd. Since 2003, he has been the chairman of the board of directors of DaChan Showa Food (Tianjin) Co., Ltd. (大成昭和食品(天津)有限公司). From May 2006 to April 2015, he was the president of Taiwan Asset Enterprise Association of Tianjin (天津市臺灣同胞投資企業協會). Since May 2015, he has been the honorary president of Taiwan Asset Enterprise Association of Tianjin. From April 2007 to May 2010, he was elected as the vice-chairman of the Association of Taiwan Investment Enterprises on the Mainland (全國臺灣同胞投資企業聯誼會). From May 2010 to April 2015, he was the standing vice president of the Association of Taiwan Investment Enterprises on the Mainland. Since May 2015, he has been the consultant of the Association of Taiwan Investment Enterprises on the Mainland. He has been a director of Hwabei Agri Corporation (華北農業公司) since May 1999, a director of DaChan Wanda (HK) Limited (大成萬達(香港)有限公司) since February 1999, and a director of Union Manufacturing Limited (聯合制造有限公司) since November 2000. Mr. Harn obtained his master’s degree in business administration from the University of New Haven in 1986. He is an older brother of Mr Han Chia-Yin (an executive Director of the Company) and Mr. Han Jia-Hwan (a non-executive Director of the Company), a younger brother of Mr. Han Chia-Yau (a non-executive Director of the Company), and an uncle of Mr. Jonathan Fang-Tsu Han (the vice president of the Company).

Mr. Harn has not entered into a letter of appointment with the Company as at the date of this announcement for his re-designation as a non-executive Director. A letter of appointment is intended to be signed on or before 29 February 2020 with a service term of three (3) years. However, he will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Mr. Harn is entitled to a remuneration of HK\$150,000 per annum after his re-designation as a non-executive Director of the Company. Mr. Harn's remuneration will be determined by the Board based on the recommendation from the Remuneration Committee with reference to his qualifications, experience, responsibilities and contribution to the Company and its subsidiaries (the "**Group**") as well as the prevailing market rate for similar positions, subject to review by the Remuneration Committee from time to time.

As at the date of this announcement, Mr. Harn is interested in 66,973 shares of Great Wall Enterprise, an associated corporation of the Company (as defined under Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "**SFO**")).

OTHER INFORMATION REGARDING MR. HARN

Save as disclosed above, Mr. Harn does not (i) hold other positions within the Group; (ii) hold any directorship in any other listed companies in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; (iv) have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; and (v) have other interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Harn confirms that there is no (and the Board has not discovered any) other matter concerning his re-designation that needs to be brought to the attention of the shareholders of the Company nor is there any information which is required to be disclosed pursuant to any of the provisions under Rules 13.51(2) (h) to (v) of the Listing Rules.

RE-DESIGNATION AS AN EXECUTIVE DIRECTOR; APPOINTMENT AS THE CHAIRMAN OF THE BOARD AND THE CHAIRMAN OF THE EXECUTIVE COMMITTEE; RESIGNATION AS THE MEMBER OF THE AUDIT COMMITTEE AND THE CHAIRMAN OF THE REMUNERATION COMMITTEE

The Board hereby announces that with effect from 1 March 2020, Mr. Wei Anning ("**Mr. Wei**") will be re-designated from an independent non-executive Director to an executive Director, and will be appointed as the chairman of the Board and the chairman of the Executive Committee; also, Mr. Wei will resign as the member of the audit committee of the Company (the "**Audit Committee**") and the chairman of the Remuneration Committee.

BIOGRAPHY OF MR. WEI

Mr. Wei Anning (尉安寧), aged 56, has been an independent non-executive director of the Company, the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee since 31 October 2014. Mr. Wei is the executive director and general manager of Shanghai Gueva Investment Management Limited (上海穀旺投資管理有限公司), an independent director of Orient Securities Company Limited (東方證券股份有限公司), whose shares are listed on Shanghai Stock Exchange (Stock Code: 600958) and The Stock Exchange of Hong Kong (Stock Code: 3958), Fortune Fund Management Co., Ltd (華寶基金管理有限公司), and Jiahe Foods Industry Corporation Limited (佳禾食品工業股份有限公司), and a director of Yantai Changyu Pioneer Wine Company Limited (煙台張裕葡萄酒股份有限公司), whose shares are listed on Shenzhen Stock Exchange (Stock Code: 000869), Jiangsu Financial Leasing Corporation Limited (江蘇金融租賃股份有限公司), whose shares are listed on Shanghai Stock Exchange (Stock Code: 600901), Ningxia Farming Group Company Ltd (寧夏農墾集團有限公司) and Shaanxi Shiyang Agriculture Co., Ltd. (陝西石羊農業科技股份有限公司). He was an agricultural economist of the Department of Agricultural and Natural Resources of the World Bank, a manager of food & agribusiness research of the Rabobank Group (Northeast Division), and the CEO (China Region) and president (Shanghai Branch) of Fortis Bank S.A./N.V. He was also the executive vice president of Sichuan New Hope Group (四川新希望集團), the president of Shandong Liuhe Group (山東六和集團), the chairman of the board of directors of Chinwhiz Agribusiness Co, Ltd. (山東亞太中慧集團有限公司) and an independent director of Ningbo Tech-Bank Co., Ltd. (寧波天邦股份有限公司), whose shares are listed on Shenzhen Stock Exchange (Stock Code: 002124). Mr. Wei has an in-depth understanding and rich experience in the integration of finance and the agricultural and livestock food industry, the development of agricultural and livestock food industry, the operation and management of agricultural and livestock food corporations.

Mr. Wei obtained his bachelor's degree in Economics in Nankai University in 1982, his master's degrees in Economics in Peking University in 1986 and in Williams College in the United States in 1991 and his doctorate degree in Agricultural Economics in University of Illinois at Urbana-Champaign in the United States in 1997.

Mr. Wei has not entered into a service contract with the Company as at the date of this announcement for his re-designation as an executive Director. A service contract is intended to be signed on or before 29 February 2020 with no fixed term. Mr. Wei, however, will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company and the Listing Rules.

Mr. Wei's remuneration will be determined by the Board based on the recommendation from the Remuneration Committee with reference to his qualifications, experience, responsibilities and contribution to the Group as well as the prevailing market rate for similar positions, subject to review by the Remuneration Committee from time to time. Once the amount of remuneration has been approved by the Board and the Remuneration Committee, details of such remuneration will be disclosed in the Company's annual report.

As at the date of this announcement, Mr. Wei is not interested in any shares in the Company or an associated corporation of the Company (as defined under Part XV of the SFO).

OTHER INFORMATION REGARDING MR. WEI

Save as disclosed above, Mr. Wei does not (i) hold other positions within the Group; (ii) hold any directorship in any other listed companies in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; (iv) have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (as defined the Listing Rules) of the Company; and (v) have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Wei confirms that there is no (and the Board has not discovered any) other matter concerning his re-designation and appointment that needs to be brought to the attention of the shareholders of the Company nor is there any information which is required to be disclosed pursuant to any of the provisions under Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to extend its warm welcome to Mr. Wei for his appointment as the chairman of the Board and the chairman of the Executive Committee.

CHANGE OF THE CHIEF EXECUTIVE OFFICER

The Board hereby announces that with effect from 1 March 2020, Mr. Ou Chang-Jou (“**Mr. Ou**”) will resign as the chief executive officer of the Company for personal reasons. Mr. Sun Teh Hong (“**Mr. Sun**”) will assume the position of chief executive officer in Mr. Ou’s stead on the same day.

Mr. Ou has confirmed that he has no disagreement with the Board, and there is no other matter concerning his resignation that needs to be brought to the attention of the shareholders of the Company.

BIOGRAPHY OF MR. SUN

Mr. Sun Teh Hong (孫德宏), aged 63, has served as the vice president of the Company since January 2019. Mr. Sun has nearly 40 years of experience in food and feeds production business in the Asia Pacific region. Mr. Sun engaged in trading of feedstock raw materials in Rishang Mitsubishi Corporation (日商三菱商事股份有限公司) from July 1981 to November 1994. He served as the general manager of Tongquan Food Industry Co., Ltd. (統全食品工業股份有限公司), a company that principally engages in one-stop operation of chicken and duck breeding, processing and sale and export of processed duck meat, from November 1994 to June 2000, the general manager of Wenhao Trading Co., Ltd. (溫好貿易有限公司) from July 2000 to September 2008, and the special assistant to the general manager’s office of Great Wall Enterprise from September 2008 to May 2010. He has been the general manager of Dachan Yongkang Nutrition Co., Ltd. (大成永康營養股份有限公司) since June 2010 and the general manager of Almighty Biotechnology (Tianjin) Co., Ltd. (全能生物科技(天津)股份有限公司) since June 2011.

Mr. Sun graduated from the Department of International Trading of National Taiwan University in June 1979.

The Board is of view that the appointment of Mr. Sun as the chief executive officer of the Company is in the interests of the Company and its shareholders as a whole.

Mr. Sun's annual emolument shall be determined based on the remuneration policies of the Company with reference to his duties and responsibilities with the Group, the Group's performance and the prevailing market rate for his position.

OTHER INFORMATION REGARDING MR. SUN

Save as disclosed above, Mr. Sun does not (i) hold other positions within the Group; (ii) hold any directorship in any listed companies in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; (iv) have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; and (v) have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Sun confirms that there is no (and the Board has not discovered any) other matter concerning his appointment that needs to be brought to the attention of the shareholders of the Company nor is there any information which is required to be disclosed pursuant to any of the provisions under Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to express its sincere gratitude to Mr. Ou for his valuable contribution to the Company during his tenure of office and welcome Mr. Sun on his appointment as the chief executive officer of the Company.

FILLING VACANCIES OF THE BOARD

The Board will strive to seek suitable candidates to be appointed as an independent non-executive Director and a member of the Audit Committee, Remuneration Committee and Nomination Committee, and to elect the chairman of the Remuneration Committee on or before 1 March 2020 to comply with Rules 3.10(1), 3.10A, 3.21 and 3.25 of the Listing Rules and Code Provision A.5.1 of Appendix 14 of the Listing Rules.

By Order of the Board
DACHAN FOOD (ASIA) LIMITED
Harn Jia-Chen
Chairman

Hong Kong, 6 November 2019

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