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If you have sold or transferred all your Shares in DACHAN FOOD (ASIA) LIMITED, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**CIRCULAR ON
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
ELECTION OR RE-ELECTION OF DIRECTORS**

A notice convening the AGM of DaChan Food (Asia) Limited to be held at Prince Hotel, 23 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on 28 May 2010 at 10:00 a.m. is set out on pages 16 to 19 of this circular.

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

27 April 2010

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Prince Hotel, 23 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong, on 28 May 2010, at 10:00 a.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 27 April 2010 for convening the AGM and included herein
“Articles”	the existing articles of association of the Company adopted by the Shareholders by a special resolution dated 14 September 2007
“Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors (including non-executive Directors and independent non-executive Directors)
“Company”	DaChan Food (Asia) Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3999)
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate to allot and issue Shares with an aggregate nominal value not exceeding 20 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of approval of the mandate
“General Extension Mandate”	a general mandate to the Directors to add to the General Mandate any Shares representing the number of Shares repurchased under the Repurchase Mandate
“Great Wall”	Great Wall Enterprise Co., Ltd., a joint stock company established under the laws of the Republic of China, the ultimate controlling shareholder of the Company, the shares of which are listed on Taiwan Stock Exchange Corporation
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 April 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange from time to time
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular
“Repurchase Mandate”	a general mandate to the Directors to exercise all the powers of the Company to repurchase Shares with an aggregate nominal value not exceeding 10 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of approval of the mandate
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	The Hong Kong Codes on Takeovers and Mergers

LETTER FROM THE BOARD



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)

Executive Directors:

HAN Jia-Hwan (*Chairman*)
SHU Edward Cho-Shen
CHEN Fu-Shih

Non-executive Directors:

CHAO Tien-Shin
HAN Chia-Yau
HARN Jia-Chen
Nicholas William ROSA

Independent non-executive Directors:

CHEN Chih
LIU Fuchun
WAY Yung-Do

Registered office:

Clifton House
75 Fort Street
George Town
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Principal Place of Business
in Hong Kong*

Suite 1806, Tower 1
The Gateway
No. 25 Canton Road
Tsimshatsui, Kowloon
Hong Kong

27 April 2010

To the Shareholders,

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS

(1) INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholder's consideration and, if thought fit, approval of:

- (a) the granting to the Directors the General Mandate;
- (b) the granting to the Directors the Repurchase Mandate;
- (c) the granting to the Directors the General Extension Mandate; and
- (d) the election or re-election of Directors.

LETTER FROM THE BOARD

(2) VARIOUS MANDATES

On 22 May 2009, resolutions for the General Mandate, Repurchase Mandate and the General Extension Mandate were passed by the Shareholders and all the aforesaid mandates will lapse at the conclusion of the AGM.

(a) General Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the General Mandate. The General Mandate, if granted, will allow the Directors to issue and allot further Shares prevailing up to 20% of the issued share capital of the Company as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the issued share capital of the Company was 1,011,457,333 fully paid-up Shares. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, exercise in full of the General Mandate could result in up to new issue of 202,291,466 Shares. There is however no present intention for any issuance of Shares pursuant to the General Mandate.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate. The Repurchase Mandate, if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own Shares not exceeding 10% of the issued share capital of the Company as at the date of passing the relevant resolution.

An explanatory statement to provide Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed resolution as required by the Listing Rules concerning the regulation of repurchases by companies of their own securities on the Stock Exchange is set out in the Appendix I to this circular.

(c) General Extension Mandate

It is recommended that the General Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate referred to above, to add to the General Mandate any Shares repurchased pursuant to the Repurchase Mandate.

Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, and on the basis that there were 1,011,457,333 fully paid-up Shares as at the Latest Practicable Date and no Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 101,145,733 Shares.

LETTER FROM THE BOARD

The authority conferred on the Directors by the General Mandate, the Repurchase Mandate and the General Extension Mandate would continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

(3) ELECTION OR RE-ELECTION OF DIRECTORS

Mr. Shu Edward Cho-Shen, who was appointed by the Board as an executive Director effective from 12 March 2010, will be subject to election by Shareholders at the AGM.

Mr. Chao Tien-Shin and Mr. Way Yung-Do were last elected as a non-executive Director and an independent non-executive Director respectively on 23 May 2008 and will hold office until the conclusion of the AGM if they are not to retire by rotation. Mr. Han Chia-Yau and Mr. Harn Jia-Chen were last re-elected as non-executive Directors for a fixed term of 2 years from 23 May 2008 and will hold office until the conclusion of the AGM if they are not to retire by rotation.

In accordance with Article 108 of the Articles, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation and every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years while those retiring Directors shall be eligible for re-election.

Accordingly, the following Directors shall retire from office by rotation at the conclusion of the AGM:

Name	Position
(a) Chao Tien-Shin	Non-executive Director
(b) Han Chia-Yau	Non-executive Director
(c) Harn Jia-Chen	Non-executive Director
(d) Way Yung-Do	Independent Non-executive Director

All of them, being eligible, will offer themselves for re-election at the AGM.

The Board proposed that if re-elected at the AGM, Mr. Chao Tien-Shin, Mr. Han Chia-Yau, Mr. Harn Jia-Chen and Mr. Way Yung-Do will hold office until the conclusion of the annual general meeting of the Company to be held in 2012.

Further, Mr. Nicholas William Rosa, a non-executive Director, will also hold office until the conclusion of the AGM.

Mr. Nicholas William Rosa, being eligible, will offer himself for re-election at the AGM.

LETTER FROM THE BOARD

If re-elected at the AGM, Mr. Nicholas William Rosa will also hold office until the conclusion of the annual general meeting of the Company to be held in 2012.

If elected or re-elected, all the aforesaid Directors, subject to the terms agreed otherwise which expires earlier, will be subject to rotation, removal, vacation or termination of their offices as Directors as set out in the Articles or the disqualification to act as a Director under the Articles, the Companies Law of the Cayman Islands and the Listing Rules. Their particulars required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

(4) ANNUAL GENERAL MEETING

A notice convening the AGM to be held on 28 May 2010 is set out on pages 16 to 19 of this circular and a form of proxy for use at the AGM is herein enclosed.

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company, Tricor Investor Services Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

(5) CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 26 May 2010 to 28 May 2010, for the purpose of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares may be registered on that day. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on 25 May 2010.

(6) VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

(7) RECOMMENDATION

The Board believes that the resolutions proposed in AGM Notice are in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

(8) RESPONSIBILITY OF THE DIRECTORS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
By order of the Board
Han Jia-Hwan
Chairman

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.

(1) SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 1,011,457,333 fully paid-up Shares.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, exercise in full of the Repurchase Mandate could result in up to 101,145,733 Shares (representing 10% of the issued share capital of the Company as at the Latest Practicable Date) being repurchased by the Company during the course of the period from the date of resolution granting the Repurchase Mandate until the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

(2) REASON OF REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

(3) FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its memorandum and articles of association and the laws of the Cayman Islands. That is to say, any repurchase of Shares may be purchased out of capital paid up on the repurchased Shares or the profits of the Company which would otherwise be available for dividend and, in the case of any premium payable on such repurchase, out of profits of the Company which would otherwise be available for dividend or from the Company's share premium account or its contributed surplus account.

On the basis of the combined net tangible assets of the Group as at 31 December 2009, and taking into account the current working capital position of the Group, the Directors consider that no material adverse effect on the working capital and gearing position of the Group may result in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed purchase period. The Directors do not propose to exercise the

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(4) EFFECT ON TAKEOVER CODE

If, as the result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeover Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, Great Wall, through its wholly-owned subsidiary Great Wall International (Holdings) Ltd., which in turn through Waverley Star Limited and Asia Nutrition Technologies Corporation, its wholly-owned subsidiaries, held a total of 528,824,852 Shares representing approximately 52.28% of the issued Share capital of the Company. Assuming that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, and if the Company were to exercise the Repurchase Mandate in full, the percentage shareholding of Great Wall would increase to approximately 58.09%. The Directors are not aware of any consequences which may arise under the Takeover Code as a result of any repurchases made under the Repurchase Mandate.

The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

(5) SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months are as follows:-

	Shares	
	Highest (HK\$)	Lowest (HK\$)
<i>2009</i>		
May	1.59	1.35
June	1.82	1.42
July	1.82	1.45
August	1.85	1.44
September	1.65	1.34
October	1.50	1.34
November	1.70	1.36
December	1.71	1.44
<i>2010</i>		
January	2.02	1.55
February	1.80	1.54
March	2.15	1.70
April (up to the Latest Practicable Date)	2.03	1.88

(6) REPURCHASE OF SHARES

No purchases of Shares have been made by the Company in the previous six months ending on the Latest Practicable Date, whether on the Stock Exchange or otherwise.

(7) GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any Associates of any Director, have any present intention in the event that the Repurchase Mandate is approved by the Shareholders to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Set out below are details of the Directors who are proposed to be elected or re-elected at the AGM.

(1) MR. SHU EDWARD CHO-SHEN

Mr. Shu Edward Cho-Shen, aged 59, is an executive Director. Mr. Shu obtained a Bachelor's degree in Science from National Taiwan University and a Master's degree in Finance from University of Illinois, USA. Before he joined the Company, he had been an actuarial director of WellPoint Inc., the largest health care carrier in USA. Mr. Shu has over twenty-five years' experience in actuarial field and had assumed senior position in various health care companies. Before entering into the actuarial field, Mr. Shu was a manager and financial officer of Great Wall. Mr. Shu is a brother-in-law of Mr. Han Jia-Hwan.

Mr. Shu has not entered into any service contract with the Company.

(2) MR. CHAO TIEN-SHIN

Mr. Chao Tien-Shin, aged 63, graduated from Tamkang University with a degree in Irrigation Engineering. Mr. Chao, through his investment profession, has gained extensive business management experience in both the information technology industry and the traditional industry, such as food and services.

During the past three years, Mr. Chao was the chairman and director of Sesoda Corporation (a company listed on Taiwan Stock Exchange Corporation), Sequel Technology Limited, and Qiao Tai Xing Investment Co. Ltd. ("Qiao Tai Xing"). He was also a director of Bright View Electronics Co. Ltd. and Red Cross Organization (Regional Operations Centre).

Mr. Chao controls and is currently the chairman and a director of Qiao Tai Xing which is a corporate director of Great Wall. Great Wall is the controlling shareholder of the Company. As of the Latest Practicable Date, Qiao Tai Xing holds 5,178,190 shares in Great Wall (representing 1.10% of the issued shares of Great Wall) which holds 528,824,852 Shares (representing 52.28% of the issued Shares). In addition, Mr. Chao and his family, through CTS Capital Group Limited and its subsidiaries, own 3,534,000 Shares and options to subscribe for 300,000 Shares.

Mr. Chao was last elected as a non-executive Director for a term of two years from 23 May 2008. The Board proposed that if elected at the AGM, Mr. Chao will hold office until the conclusion of the annual general meeting of 2012 and will be eligible for re-election.

(3) MR. HAN CHIA-YAU

Mr. Han Chia-Yau, aged 60, is a non-executive Director. He joined Great Wall in 1992. Since 1992, he has been a director of Great Wall Enterprise. From 1993 to 2001, he was the Vice Chairman of Great Wall. Since 2001, he has been the Chairman of Great Wall.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

He obtained a bachelor's degree from Chung Yuan Christian University and a master's degree in science from the University of Connecticut in 1973 and 1981 respectively.

He is the brother of Mr. Han Jia-Hwan and Mr. Harn Jia-Chen.

Mr. Han was last re-elected for a term of two years from 23 May 2008. The Board proposes that if elected at the AGM, Mr. Han will hold office until the conclusion of the annual general meeting of the Company of 2012 and will be eligible for re-election.

Mr. Han holds options to subscribe for 650,000 Shares and 36,916 shares in Great Wall.

(4) MR. HARN JIA-CHEN

Mr. Harn Jia-Chen, aged 55 is a non-executive Director. Since 2001, he was the vice chairman and director of Great Wall. Since 1995, he has been the chairman of (Great Wall Food (Tianjin) Co., Ltd.), a subsidiary of Great Wall Enterprise engaged in flour production. Since 2001, he has been the chairman of (Great Wall Yung Huo Food (Beijing) Co., Ltd.*). Since 1999, he is the chairman of Tianjin DaChan. From 1997 to 2006, he was the director of (Great Wall Food (Shekou) Co., Ltd.). Since 2006, he is the chairman of Greatwall Food (Shekou) Co., Ltd. From 2003 until present, he is the chairman of (DaChan Showa Food (Tianjin) Co., Ltd.). In May 2006, he was elected as the director of Taiwan Asset Enterprise Association of Tianjin.

He obtained his master's degree in business administration from the University of New Haven in 1986. He is the brother of Mr. Han Jia-Hwan and Mr. Han Chia-Yau.

Mr. Harn holds options to subscribe for 500,000 Shares and 39,651 shares of Great Wall.

Mr. Harn was last re-elected as a non-executive Director for a term of two years from 23 May 2008. The Board proposes that if elected at the AGM, Mr. Harn will hold office until the conclusion of the annual general meeting of the Company of 2012 and will be eligible for re-election.

(5) MR. WAY YUNG-DO

Mr. Way, aged 64, graduated from Soochow University with a degree in Accounting and obtained a master degree of Business Administration from The University of Georgia. Mr. Way is a certified public accountant in both Taiwan, Republic of China and Georgia, United States of America. He is also a certified internal auditor of the Institute of Internal Auditors.

Mr. Way has over 33 years of experience in financial advisory, accounting and auditing and had worked for two international accounting firms for over 28 years. Mr. Way had been the Managing Partner and CEO of Deloitte & Touche in Taiwan ("D&T Taiwan") up to 31

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

May 2006. Before his retirement effective from 1 June 2007, Mr. Way was a director of the board of Deloitte Touche Tohmatsu (“DTT”), a director of the board of Deloitte China and a CEO Emeritus of D&T Taiwan.

Mr. Way’s Independence

Certain entities within the DTT network (the “Relevant Deloitte Entities”) had in the past provided (i) auditing services to a number of subsidiaries of the Company (the “Relevant Subsidiaries”) for up to the accounting period ended 31 December 2006 and (ii) services for reviewing the 2007 interim results of a holding company of the Company. Notwithstanding the services provided by the Relevant Deloitte Entities to the Relevant Subsidiaries and a holding company of the Company as aforesaid, the Board considers Mr. Way to be independent for the appointment of the independent non-executive director of the Company for reasons as set out below:

- (a) DTT is a worldwide organization of separate individual partnerships and companies.
- (b) Mr. Way had only through D&T Taiwan provided services to his clients. He had shared the profits and assumed the risks in respect of D&T Taiwan only which however had never provided any services to the Group, the holding company of the Company and their respective subsidiaries or connected persons (as defined in the Listing Rules).
- (c) Services to the Relevant Subsidiaries and to a holding company of the Company were provided by the Relevant Deloitte Entities in which Mr. Way had no involvement whether by way of participating in management and risk or profit sharing. Mr. Way had never received any remuneration in respect of the services provided by the Relevant Deloitte Entities to the Relevant Subsidiaries. The only tenuous connection between Mr. Way and the Relevant Deloitte Entities was his non-executive role as a director of DTT and Deloitte China.
- (d) Mr. Way’s directorships in DTT and Deloitte China was in fact more of advisory nature overseeing the overall strategy respectively of DTT and Deloitte China in the global and regional context (as the case may be). Mr. Way did not however receive any remuneration or fee for his directorships in DTT and Deloitte China.

Mr. Way is currently a director of Capital Securities Corporation, which is a company listed on the Taiwan Stock Exchange Corporation and an independent director of Citibank Taiwan Ltd.

Mr. Way holds options to subscribe for 300,000 Shares.

APPENDIX II **DETAILS OF DIRECTORS PROPOSED TO BE**
RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Way was last elected as an independent non-executive director of the Company for a term of 2 years from 23 May 2008. The Board proposed that if elected at the AGM, Mr. Way will hold office until the conclusion of the annual general meeting of the Company of 2012.

(6) MR. NICHOLAS WILLIAM ROSA

Mr. Nicholas W. Rosa, aged 57, is a non-executive Director. Mr. Rosa has been in the agricultural industry, particularly the poultry business, for over 30 years. He joined Wayne Feed Division of ContiGroup Companies, Inc. in 1975, and has taken different posts including regional credit manager in Selma, North Carolina, director of marketing, vice president of marketing, vice president of sales and marketing, vice president and general manager of Wayne Feed Division in Chicago, Illinois. He has been the vice president of international industries of Continental Grain Company in New York since 1997. Mr. Rosa was the director and member of Executive Committee of the American Feed Industry Association from 1997 to 2000 and has been a director in poultry companies in Poland and Peru. He has been a director of Conti Chia Tai International Limited (“**Conti Chia Tai**”) since 2003, directors of Continental Enterprises and its other associated entities since April 2007.

Mr. Rosa received his bachelor’s degree in economics in 1974. Based on information provided by Continental Enterprises and Mr. Rosa, Conti Chia Tai is mainly engaged in production and marketing of animal feeds and aqua feeds. Conti Chia Tai is a joint venture established by Continental Enterprises and Chia Tai (China) Agro-Industrial Ltd.. While the principal product of Conti Chia Tai is not entirely the same as the feed products of our Group, its product may be used as substitute for our Group’s product and thus there might be potential competition between Conti Chia Tai and our Group with respect to feed products in the PRC given the substitutability of such products. By virtue of his directorship in Conti Chia Tai, Mr. Rosa is considered to be interested in a business which is likely to compete with our business under note (1)(i) of Rule 8.10(2) of the Listing Rules.

Mr. Rosa was last re-elected as a non-executive Director for a term of two years from 23 May 2008. The Board proposes that if elected at the AGM, Mr. Rosa will hold office until the conclusion of the annual general meeting of the Company of 2012 and will be eligible for re-election.

**APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

DIRECTORS' EMOLUMENTS

The amounts of emoluments received in 2009 by the above Directors to be elected or re-elected at the AGM are set out in the table below:

Directors	Fees <i>(HK\$'000)</i>	Salaries, allowances and benefits in kind <i>(HK\$'000)</i>	Employee share option benefits <i>(HK\$'000)</i>	Pension scheme contributions <i>(HK\$'000)</i>	Total remuneration <i>(HK\$'000)</i>
Mr. Shu Edward Cho-Shen	–	–	–	–	–
Mr. Chao Tien-Shin	150	–	52	–	202
Mr. Han Chia-Yau	150	–	112	–	262
Mr. Harn Jia-Chen	150	–	86	–	236
Mr. Nicholas William Rosa	150	–	–	–	150
Mr. Way Yung-Do	200	–	52	–	252

The emoluments to be received in 2010 by the above Directors to be elected or re-elected at the AGM will be determined by the Board based on the adopted remuneration policy reviewed by the Remuneration Committee of the Company, with reference to the Directors' qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position.

OTHER INFORMATION

If elected or re-elected at the AGM, all the aforesaid Directors, subject to the terms agreed otherwise which expires earlier, will be subject to the rotation, removal, vacation or termination of such offices as set out in the Articles or the disqualification to act as a Director under the Articles, the Companies Law of the Cayman Islands and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Save as disclosed herein, the above Directors do not at present, and in the past three years did not, hold any directorship in any listed public company in Hong Kong, do not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance, do not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company, and there is no information which is discloseable nor are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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)

(the “Company”)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the “AGM”) will be held at 10:00 a.m. on 28 May 2010 at Prince Hotel, 23 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the consolidated audited financial statements and the reports of the directors of the Company (“Directors”) and the independent auditors of the Company (“Auditors”) for the year ended 31 December 2009.
2. To re-appoint KPMG, Certified Public Accountants as the Auditors and authorize the board of Directors to fix their remuneration.
3. To elect the newly appointed Director.
4. To re-elect the retiring Directors.
5. To re-elect the Director who hold office until the conclusion of the AGM.
6. To authorize the board of Directors to fix the Directors’ remuneration.
7. To declare a final dividend of HK2.80 cents per share of the Company.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:

8. **“THAT**
 - 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 of the Company (the “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

NOTICE OF ANNUAL GENERAL MEETING

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 (i) on a Rights Issue (as hereinafter defined) or (ii) 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 (iii) 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 (iv) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty per cent. of the issued share capital of the Company as at the date of this resolution; and

- b. for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - 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
 - 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;

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 recognized regulatory body or any stock exchange applicable to the Company).”

- 9. **“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:
 - (a) such mandate shall not extend beyond the Relevant Period;
 - (b) such mandate shall authorize the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall be no more than ten per cent. of the Shares in issue at the date of passing this resolution; and
 - (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - 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
 - 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.”
10. “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos.8 and 9 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no.9 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.8 above.”

By order of the Board
Han Jia-Hwan
Chairman

Hong Kong, 27 April 2010

Notes:

- 1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorized corporate representative to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
- 2. A form of proxy for the AGM is enclosed with the Company’s circular dated 27 April 2010. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen’s Road Central, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- 3. With regard to item no.7 in this notice, the board of Directors of the Company recommends a final dividend of HK2.80 cents per share payable on or about 10 June 2010.
- 4. The Hong Kong branch register of members of the Company will be closed from 26 May 2010 to 28 May 2010, for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM and to the proposed final dividend. No transfers of Shares may be registered on that day. In

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order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 25 May 2010.

5. With regard to resolutions nos.8 and 10 above, the Directors wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to the general mandate granted under resolution no.8 above.

As at the date of this notice,, Mr. Han Jia-Hwan (Chairman), Mr. Shu Edward Cho-Shen and Mr. Chen Fu-Shih are the executive Directors, Mr. Han Chia-Yau, Mr. Harn Jia-Chen, Mr. Nicholas William Rosa and Mr. Chao Tien-Shin are the non-executive Directors, and Mr. Way Yung-Do, Mr. Liu Fuchun and Dr. Chen Chih are the independent non-executive Directors.