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DACHAN FOOD (ASIA) LIMITED

大成食品(亞洲)有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3999)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that a hybrid extraordinary general meeting (the “EGM”) of DaChan Food (Asia) Limited (the “Company”) will be held on 15 October 2021, Friday at 2:00 p.m. with a combination of (a) a physical meeting at Imperial Room IV Mezzanine Floor – Towers Wing Royal Pacific Hotel 33 Canton Road, China Hong Kong City, Tsim Sha Tsui, Hong Kong; and (b) a virtual meeting online to consider and, if thought fit, pass the following ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

1. “THAT

- (a) the Master Purchase (Renewal) Agreement (as defined in the circular of the Company dated 24 September 2021 relating to the continuing connected transactions (the “CCT Circular”), a copy of which will be 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 starting from 1 January 2022 and ending on 31 December 2024 as set out in the CCT 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 he considers necessary, desirable or expedient that are of administrative nature and ancillary to and for the purposes of carrying out or giving effect to the Master Purchase (Renewal) Agreement or the transactions contemplated thereunder.”

2. “THAT

- (a) the Disposal Agreement (as defined in the circular of the Company dated 24 September 2021 relating to the major and connected transaction (the “**Disposal Circular**”), a copy of which will be produced to the meeting and marked “B” and initialled by the chairman of the EGM for the purpose of identification), and the terms and conditions thereof, transactions contemplated thereunder and any other agreements ancillary to the Disposal (as defined in the Disposal Circular), be and are hereby approved, confirmed and ratified; and
- (b) the authorisation to any one of the directors of the Company (the “**Directors**”), or any other person authorised by the board of Directors (the “**Board**”) from time to time, for and on behalf of the Company, among other matters, to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and to do all such acts, matters and things and take all such steps as he or they may in his or their absolute discretion consider to be necessary, expedient, desirable or appropriate to give effect to and implement the Disposal Agreement and the transactions contemplated thereunder and all matters incidental to, ancillary to or in connection thereto, including agreeing and making any modifications, amendments, waivers, variations or extensions of the Disposal Agreement or the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.”

By order of the Board
DaChan Food (Asia) Limited
James Chun-Hsien Wei
Chairman

Hong Kong, 24 September 2021

Notes:

1. A member of the Company who is a holder of two or more shares of the Company, and who is entitled to attend and vote at the EGM, is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy needs 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 EGM 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 EGM is enclosed with the Company’s circular dated 24 September 2021. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed on the form together with a valid 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the EGM or any adjournment thereof.

3. The Hong Kong branch register of members of the Company will be closed from 11 October 2021, Monday to 15 October 2021, 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 transfers of the shares of the Company may be registered during the said period. 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on 8 October 2021, 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 resolution, including but not limited to Great Wall Enterprise Co., Ltd. and/or its associate (within the meaning of the Listing Rules), are required to abstain from voting in the relevant resolutions.
5. This year, the Company will conduct a hybrid EGM using Tricor e-Meeting System, which allows Shareholders to participate the EGM online in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to view the live video broadcast and participate in voting and submit questions in written form to the EGM via their mobile phones, tablet, or computers. The live broadcast option can also broaden the reach of the EGM to Shareholders who do not wish to attend physically due to concerns on attending large scale events under the current COVID-19 situation, or for other overseas Shareholders who are unable to attend in person.
6. Although Shareholders are welcome to attend the EGM physically in person if they so wish, the Company strongly recommends Shareholders to attend the EGM via the online option in view of the current development of COVID-19. The Company will also be undertaking the following precautionary measures to safeguard the health and well-being of Shareholders (or their proxies) who are attending the EGM in person, including temperature screening, requiring all participants to wear surgical face mask, plus safe distancing measures for queue management and seating at the meeting venue. To reduce close contact between attendees at the physical EGM, no food or beverages will be served at the venue and no souvenirs would be distributed. The Company may also deny any person who refuses to co-operate with the above precautionary measure or is detected to have a fever (i.e. over 37.3 C) or exhibiting flu-like symptoms from entering the meeting venue. If the venue of the EGM is closed in response to the COVID-19 outbreak, the EGM will continue to be held via the online platform.
7. For online voting at the EGM, Shareholders can refer to our enclosed letter and the Online Meeting User Guide (by visiting the hyperlink or scanning the QR code as printed therein) for details. If you have any queries on the above, please contact the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, via their hotline at (852) 2975 0928 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).
8. Shareholders who wish to attend the EGM and exercise their voting rights can be achieved in one of the following ways:
 - (1) attend the EGM in person and vote via smartphones or designated mobile devices at the EGM venue; or
 - (2) attend the EGM via Tricor e-Meeting System which enables live streaming and interactive platform for Q&A and submit their voting online; or
 - (3) appoint Chairman of the EGM or other persons as your proxy to vote on your behalf.

Your proxy's authority and instruction will be revoked if you attend and vote in person at the EGM or via the Tricor e-Meeting system.

Non-registered holders whose shares of the Company are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may be able to attend the EGM, vote and submit questions and vote online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

For corporate Shareholders who wish to attend the EGM and to vote online, please contact Company's Branch Share Registrar at (852) 2975 0928 on or before 11 October 2021 for arrangement.

9. The EGM would proceed as arranged on 15 October 2021, Friday regardless of whether or not a rainstorm warning signal or a tropical cyclone warning signal is in force in Hong Kong at any time on that day. However, if there is no quorum present in accordance with the Articles, the EGM should be adjourned to the same day in the next week and at such time and place as shall be decided by the Board.

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