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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 10:15 a.m. on 28 May 2010, Friday (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at 10:00 a.m. on the same date, if later) at Prince Hotel, 23 Canton Road, Tsim Sha Tsui, Kowloon, to consider and, if thought fit, pass the following ordinary resolutions (with or without modifications):

#### **ORDINARY RESOLUTIONS**

1. **“THAT**

- (a) the Variation Deed (as defined in the circular of the Company dated 12 May 2010 (the “Circular”)) (a copy of the said Variation Deed has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purposes of identification) to be entered into by the Company and Great Wall Enterprise Co., Ltd. pursuant to which and subject to the terms and conditions set out therein, the terms of the non-competition entered into between the Company and Great Wall Enterprise Co., Ltd. on 14 September 2007 will be varied, be and is hereby approved;
- (b) any director of the Company be and is hereby authorised to make and agree to such variations of a non-material nature in the terms of the draft Variation Deed as produced to this meeting as he may in his discretion consider to be desirable and in the interest of the Company; and
- (c) any director of the Company be and is hereby authorized to execute, deliver and perfect the Variation Deed and to take all such actions, do all such things and execute all such further documents or deeds as he may, in his opinion, deem necessary and desirable to give effect to the Variation Deed.”

2. “**THAT**

- (a) (i) the Toll-Milling Service Agreement (as defined in the Circular), the terms and the transactions under the said Toll-Milling Service Agreement (a copy of the said Toll-Milling Service Agreement has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purposes of identification) be and are hereby approved, confirmed and ratified; and (ii) the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2013 as set out in the Circular ( a copy of which has been produced to the meeting and marked “C” and initialed by the chairman of the meeting for the purpose of identification) be and are hereby approved;
- (b) any director of the Company be and is hereby authorised to make and agree to such variations of a non-material nature in the terms of the draft Toll-Milling Service Agreement as produced to this meeting as he may in his discretion consider to be desirable and in the interest of the Company; and
- (c) any director of the Company be and is hereby authorized to take any step and execute such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Toll-Milling Service Agreement or the transactions contemplated thereby.”

3. “**THAT**

the Advanced Procedure (as defined in the Circular) (a copy of the said Advance Procedure has been produced to the meeting and marked “D” and initialed by the chairman of the meeting for the purposes of identification) be and is hereby approved and adopted by the Company.”

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

Hong Kong, 12 May 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 EGM is entitled to appoint more than one proxy or a duly authorized corporate representative to attend and vote on 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 EGM and any adjournment thereof should you 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 12 May 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 registrars 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 EGM or any adjournment thereof.

3. The Hong Kong branch register of members of the Company will be closed on 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 EGM. No transfers of 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 registrars 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.
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 on by way of poll; Great Wall Enterprise, GWHI and their respective associates are required to abstain from voting in respect of the aforesaid ordinary resolution nos. 1 and 2 above.

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