



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")

PROXY FORM

for the Extraordinary General Meeting of 28 May 2010

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.10 each in the capital
of the Company hereby appoint the Chairman of the Meeting, or ⁽³⁾ _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (and at any adjournment thereof) to be held at 10:15 a.m. (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) on 28 May 2010 (Friday) at Prince Hotel, 23 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong and to vote in respect of the following resolutions as indicated:

| | ORDINARY RESOLUTIONS | FOR ⁽⁴⁾ | AGAINST ⁽⁴⁾ |
|----|--|--------------------|------------------------|
| 1. | To approve the Variation Deed as set out in the Ordinary Resolution No. 1 of the notice ("Notice") of Extraordinary General Meeting of the Company dated 12 May 2010. | | |
| 2. | To approve the Toll-Milling Service Agreement and the transactions contemplated thereunder and the proposed annual caps as set out in the Ordinary Resolution No. 2 of the Notice. | | |
| 3. | To approve the Advanced Procedure as set out in the Ordinary Resolution No. 3 of the Notice. | | |

Dated _____

Signature⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ _____

Notes:-

1. Full name(s) and address(es) to be inserted in block capitals.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out "the Chairman of the Meeting" and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company.
4. **IMPORTANT:** If you wish to vote for any resolution, please indicate with a "✓" in the appropriate space marked "For" beside the resolution. If you wish to vote against any resolution, please indicate with a "✓" in the appropriate space marked "Against" beside the resolution. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the Notice convening the Extraordinary General Meeting.
5. In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
6. The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's Branch Share Registrar in Hong Kong at Tricor Investor Services Limited, at 26th Floor, 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 the Extraordinary General Meeting or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.