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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the hybrid annual general meeting of the Company (the “**AGM**”) will be held on 29 June 2023, Thursday at 1:30 p.m. (Hong Kong time) with the combination of (a) a physical meeting at Imperial Room III, Mezzanine Floor – Towers Wing, Royal Pacific Hotel, 33 Canton Road, Tsim Sha Tsui, Hong Kong and (b) a virtual meeting online for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Director(s)**”) and the independent auditors of the Company (the “**Auditors**”) for the year ended 31 December 2022.
2. To re-appoint Messrs. KPMG as the Auditors to hold office until the conclusion of the next annual general meeting of the Company and authorise the board of the Directors (the “**Board**”) to fix the Auditors’ remuneration.
3. To re-elect:
 - (a) Mr. James Chun-Hsien Wei as an executive Director until the conclusion of the annual general meeting of the Company of 2026;
 - (b) Mr. Han Chia-Yin as an executive Director until the conclusion of the annual general meeting of the Company of 2026;
 - (c) Mr. Ting Yu-Shan as an independent non-executive Director until the conclusion of the annual general meeting of the Company of 2026; and

- (d) Mr. Hsia, Li-Yan as an independent non-executive Director until the conclusion of the annual general meeting of the Company of 2026.

4. To authorise the Board to fix the Directors' remuneration.

SPECIAL BUSINESS

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

5. **“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 (“**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 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 (a) on a Rights Issue (as hereinafter defined) or (b) 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 (c) 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 (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty per cent of the aggregate number of the issued Shares 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 the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

6. “**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 authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
 - (c) the Shares to be repurchased by the Company pursuant to this resolution during the Relevant Period shall be no more than ten per cent of the aggregate number of the issued Shares 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.”

7. “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 5 and 6 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 6 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. 5 above.”

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

Hong Kong, 28 April 2023

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 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 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 28 April 2023. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. The Hong Kong branch register of members of the Company will be closed from 23 June 2023 (Friday) to 29 June 2023 (Thursday) (both dates inclusive), for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on 21 June 2023, Wednesday.
4. With regard to resolutions no.5 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution no.5 above.
5. 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 resolutions are required to abstain from voting in relevant resolutions.
6. The Company will conduct a hybrid AGM with the combination of a physical meeting and a virtual meeting online. Shareholders will have the option of joining the AGM either (a) through the physical meeting at Imperial Room III, Mezzanine Floor – Towers Wing, Royal Pacific Hotel, 33 Canton Road, Tsim Sha Tsui, Hong Kong; or (b) through the Internet by using their computer, tablet device or smartphone.

Registered Shareholders will be able to attend the AGM, vote and submit questions online via the Tricor e-Meeting System at <https://spot-emeeting.tricor.hk>. Each registered Shareholder’s personalized login and access code will be sent to him or her under separate notification letter.

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the AGM, vote and submit questions online. In this regard, you should consult directly with your banks, brokers, custodians, nominees or HKSCC Nominees Limited through which your shares are held (as the case may be) (collectively the “Intermediary”) and instruct the Intermediary to appoint you as proxy or corporate representative to attend and vote at the AGM electronically and in doing so, you will be asked to provide your email address, before the time limit required by the relevant Intermediary. Details regarding the Tricor e-Meeting System including the login details will be emailed to you by the Company’s branch share registrar, Tricor Investor Services Limited.

If any Shareholder has any question on the arrangements of the AGM, please contact the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at the following:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

Email: is-enquiries@hk.tricorglobal.com

Telephone: (852) 2980-1333 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

7. Although Shareholders are welcome to attend the AGM physically in person if they so wish, the Company recommends Shareholders to attend the AGM via the online option in view of the potential risks of COVID-19. Taking into consideration of the health and well-being of Shareholders (or their proxies) who are attending the AGM in person, to reduce close contact between attendees at the physical AGM, no food or beverages will be served at the venue and no souvenirs would be distributed. If the venue of the AGM is closed in response to the COVID-19 outbreak, the AGM will continue to be held via the online platform.
8. Upon arrival at the venue of the AGM, voting slip(s) will be given to every Shareholder present in person (or in the case of a corporation by its authorized representative) or by proxy to cast his/her/its vote(s). Each Shareholder/ authorized representative/proxy present in venue will have to access to the Tricor e-Meeting System via the QR Code given on the voting slip and cast his/her vote(s) on the Tricor e-Meeting System. If registered Shareholders would like to participate online, he/she can log on to the Tricor e-Meeting System using his/her personalized login and access code and cast his/her vote(s) on the Tricor e-Meeting System. Each Shareholders’ proxy authorization and instruction will be revoked if he/she attend in person at the AGM or attend via the Tricor e-Meeting System and vote. For details, please refer to the Online Meeting User Guide available at the Tricor e-Meeting System.
9. The AGM would proceed as arranged on Thursday, 29 June 2023 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 AGM should be adjourned in 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, Mr. James Chun-Hsien Wei (Chairman) and Mr. Han Chia-Yin are the executive Directors, Mr. Han Jia Hwan, Mr. Han Chia-Yau, Mr. Harn Jia-Chen, Mr. Chao Tien-Shin and Mr. Wei Anning are the non-executive Directors, and Mr. Way Yung-Do, Mr. Chen Chih, Mr. Ting Yu-Shan and Mr. Hsia, Li-Yan are the independent non-executive Directors.