



DACHAN FOOD (ASIA) LIMITED

(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 23 Canton Road, Tsimshatsui, Kowloon, Hong Kong, Marco Polo Prince Hotel on 18 July 2008, Friday at 2:30 p.m., to consider and, if thought fit, pass the following ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

1. “THAT

- (a) (i) the MB Purchase Agreement (as defined in the circular of the “Company” dated 30 June 2008 (the “Circular”)), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “A” 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 2010 as set out in the Circular (a copy of which has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purpose of identification) be and are hereby approved; and
- (b) 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 MB Purchase Agreement or the transactions contemplated thereby.”

2. “THAT

- (a) (i) the Modification Agreement of the GW Purchase Agreement (both as defined in the Circular), the terms and the transactions under the GW Purchase Agreement as modified (a copy of the two agreements have been produced to the meeting and marked “C” and “D” respectively 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 revised annual caps in relation to such transactions for the three financial years ending 31 December 2010 as set out in the Circular (a copy of which has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purpose of identification) be and are hereby approved; and

- (b) 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 GW Purchase Agreement as modified or the transactions contemplated thereby.”

By order of the Board
Han Jia-Hwan
Chairman

Hong Kong, 30 June 2008

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 30 June 2008. 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 18 July 2008, 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 17 July 2008.
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 and its associates are required to abstain from voting in respect of the aforesaid ordinary resolution no. 2 above.

As at the date of this notice, the board of Directors comprises Mr. Han Jia-Hwan (Chairman), Mr. Chang Tiew-Shen (Chief Executive Officer) and Mr. Chen Fu-Shih, 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.