



## 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 18 December 2012

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in  
the capital of the Company hereby appoint the Chairman of the Meeting, or<sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
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 Xiamen Suite 1-11, 3/F Prince Hotel, Harbour City, Kowloon, Hong Kong on 18 December 2012, (Tuesday), at 2 p.m. and to vote in respect of the following resolutions as indicated:

	ORDINARY RESOLUTIONS <sup>(4)</sup>	FOR <sup>(5)</sup>	AGAINST <sup>(5)</sup>
1.	To approve the GW Master Purchase Agreement (2012), the terms and the transactions contemplated thereunder and the relevant proposed annual caps as set out in the circular of the Company dated 27 November 2012 (the "Circular").		
2.	To approve the GW Master Supply Agreement (2012), the terms and the transactions contemplated thereunder and the relevant proposed annual caps as set out in the Circular.		
3.	To approve the annual cap for the year ending 31 December 2012 under the MB Master Supply (Renewal) Agreement as set out in the Circular.		
4.	To approve the MB Master Supply (Renewal 2012) Agreement, the terms and the transactions contemplated thereunder and the relevant proposed annual caps as set out in the Circular.		
5.	To approve the MB Master Purchase (Renewal 2012) Agreement, the terms and the transactions contemplated thereunder and the relevant proposed annual caps as set out in the Circular.		
6.	To approve the Variation Deed, the terms and the transactions contemplated thereunder as set out in the Circular.		
7.	To approve the Transaction Agreements (including the Letter of Intent), the terms and the transactions contemplated thereunder as set out in the Circular.		

Dated \_\_\_\_\_ Signature<sup>(6)(7)(8)(9)</sup> \_\_\_\_\_

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. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be voted on by way of poll; (a) Great Wall Enterprise and its associates are required to abstain from voting in respect of the aforesaid ordinary resolution nos. 1, 2 and 6 above; (b) Marubeni Corporation and its associates are required to abstain from voting in respect of the aforesaid ordinary resolutions nos. 3 to 5 above; and (c) Great Wall Enterprise, Mr. Han Jia-Hwan, Mr. Han Chia-Yin, Mr. Han Chia-Yau, Mr. Harn Jia-Chen and their respective associates are required to abstain from voting in respect of ordinary resolutions no. 7 above.
5. **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.
6. 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.
7. 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.
8. 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 registrars in Hong Kong, Tricor Investor Services Limited, at 26/F, 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.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.