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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 2 p.m. on 18 December 2012, Tuesday at Xiamen Suite 1-11, 3/F Prince Hotel, Harbour City, Kowloon, Hong Kong, to consider and, if thought fit, pass the following ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

1. **“THAT**

- 1.1. the GW Master Purchase Agreement (2012) (as defined in the circular of the Company dated 3 December 2012 (the “Circular”, a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification)), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purposes of identification), together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2015 as set out in the Circular be and are hereby approved, confirmed and ratified; and
- 1.2. any director of the Company be and is hereby authorized to take any step and execute the GW Master Purchase Agreement (2012) and such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the GW Master Purchase Agreement (2012) or the transactions contemplated thereby.”

2. **“THAT**

- 2.1. the GW Master Supply Agreement (2012), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “C” and initialed by the chairman of the meeting for the purposes of identification), together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2015 as set out in the Circular be and are hereby approved, confirmed and ratified; and
- 2.2. any director of the Company be and is hereby authorized to take any step and execute GW Master Supply Agreement (2012) and such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the GW Master Supply Agreement (2012) or the transactions contemplated thereby.”

3. **“THAT**

- 3.1. the annual cap for the year ending 31 December 2012 under the MB Master Supply (Renewal) Agreement (as defined in the Circular and a copy of the agreement 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 revised and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- 3.2. 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 such revision of annual cap or the transactions contemplated thereby.”

4. **“THAT**

- 4.1. the MB Master Supply (Renewal 2012) Agreement (as defined in the Circular), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “E” and initialed by the chairman of the meeting for the purposes of identification), together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2015 as set out in the Circular be and are hereby approved, confirmed and ratified; and
- 4.2. any director of the Company be and is hereby authorized to take any step and execute MB Master Supply (Renewal 2012) Agreement and such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the MB Master Supply (Renewal 2012) Agreement as modified or the transactions contemplated thereby.”

5. **“THAT**

- 5.1. the MB Master Purchase (Renewal 2012) Agreement (as defined in the Circular), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “F” and initialed by the chairman of the meeting for the purposes of identification), together with the relevant proposed annual caps in relation to such transactions for the three financial years ending 31 December 2015 as set out in the Circular be and are hereby approved, confirmed and ratified; and
- 5.2. any director of the Company be and is hereby authorized to take any step and execute MB Master Purchase (Renewal 2012) Agreement and such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the MB Master Purchase (Renewal 2012) Agreement as modified or the transactions contemplated thereby.”

6. **“THAT**

- 6.1. the Variation Deed (as defined in the Circular), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “G” and initialed by the chairman of the meeting for the purposes of identification), be and are hereby approved, confirmed and ratified; and
- 6.2. any director of the Company be and is hereby authorized to take any step and execute the Variation Deed and such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Variation Deed as modified or the transactions contemplated thereby.”

7. **“THAT**

- 7.1. the Letter of Intent (as defined in the Circular), the terms and the transactions thereunder (a copy of the agreement has been produced to the meeting and marked “H” and initialed by the chairman of the meeting for the purposes of identification), be and are hereby approved, confirmed and ratified; and
- 7.2. any director of the Company be and is hereby authorized to take any step and execute the Transaction Agreements and such other documents as they consider necessary, desirable or expedient to carry out or give effect to the Investment or otherwise in connection with the Transaction Agreements as modified or the transactions contemplated thereby.”

By order of the Board
Han Jia-Hwan
Chairman

Hong Kong, 3 December 2012

Notes:

1. A member of the Company who is a holder of two or more shares of the Company, 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 in 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 the member 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 18 December 2012. 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 East, 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 from 17 October 2012 to 18 December 2012, both days inclusive, for the purposes of determining the entitlements of the members of the Company to attend and vote at the EGM. No transfers of shares of the Company 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 14 December 2012.
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.

As at the date of this notice, Mr. Han Jia-Hwan (Chairman) and Mr. Han Chia-Yin are the executive Directors, Mr. Han Chia-Yau, Mr. Harn Jia-Chen, Mr. Nicholas William Rosa and Mr. Chao Tien-Shin are the non-executive Directors, and Mr. Liu Fuchun, Dr. Chen Chih and Mr. Way Yung-Do are the independent non-executive Directors.