

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of DaChan Food (Asia) Limited (the “**Company**”) will be held at Xiamen Suites I-II, 3/F., Prince Hotel, Harbour City, Kowloon, Hong Kong, on 26 June 2015, Friday, at 3:00 p.m., or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held on the same day, to consider and, if thought fit, pass the following ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the GWE Master Purchase (Renewal) Agreement (as defined in the circular of the Company dated 11 June 2015 (the “**Circular**”), a copy of which will be produced to the meeting and marked “A” and initialled by the chairman of the EGM for the purpose of identification), the terms and the transactions contemplated thereunder together with the relevant proposed annual caps in relation to such transactions for three years ending 31 December 2018 as set out in the Circular be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorised to take any step and execute such other documents as they consider necessary, desirable or expedient that are of administrative nature and ancillary to and for the purposes of carrying out or giving effect to the GWE Master Purchase (Renewal) Agreement or the transactions contemplated thereunder.”

2. “**THAT**

- (a) the GWE Master Supply (Renewal) Agreement (as defined in the Circular, a copy of which will be produced to the meeting and marked “B” and initialled by the chairman of the EGM for the purpose of identification), the terms and the transactions contemplated thereunder together with the relevant proposed annual caps in relation to such transactions for three years ending 31 December 2018 as set out in the Circular be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorised to take any step and execute such other documents as they consider necessary, desirable or expedient that are of administrative nature and ancillary to and for the purposes of carrying out or giving effect to or otherwise in connection with the GWE Master Supply (Renewal) Agreement or the transactions contemplated thereunder.”

By order of the Board

Han Jia-Hwan

Chairman

Hong Kong, 11 June 2015

Notes:

1. A member of the Company who is 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 to attend and vote on his/her behalf. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the EGM or any adjournment of the EGM. In such event, his/her form of proxy will be deemed to have been revoked.
2. A form of proxy for the EGM is enclosed to the notice of the EGM. In order to be valid, the form of proxy together with the power of attorney, if any, under which it is signed, or a notarially certified copy of such power or authority must be lodged at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the EGM or any adjournment of the EGM.
3. The register of members of the Company will be closed from 24 June 2015, Wednesday to 26 June 2015, Friday (both dates inclusive) for the purposes of determining the entitlements of the members of the Company to attend and vote at the EGM. No transfer of the shares of the Company may be registered during the said period. In order to qualify for the aforesaid entitlements, all transfers must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, by no later than 4:30 p.m. on 23 June 2015, Tuesday.
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 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, including but not limited to Great Wall Enterprise Co. Ltd. and/or its associate (within the meaning of the Listing Rules), are required to abstain from voting in relevant resolutions.

5. If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 1:00 p.m. on date of the EGM and/or the Hong Kong Observatory has announced at or before 1:00 p.m. on date of the EGM that either of the above mentioned warnings is to be issued within the next two hours, the EGM shall be postponed. The Company will post an announcement on the websites of the Company and the Stock Exchange to notify the Shareholders of the date, time and place of the rescheduled meeting.
6. The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Members should make their own decision as to whether they would attend the EGM under bad weather conditions bearing in mind their own situations and if they choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the board of the directors of the Company comprises Mr. Han Jia-Hwan (Chairman) and Mr. Han Chia-Yin as executive directors of the Company, Mr. Han Chia-Yau, Mr. Harn Jia-Chen, Mr. Nicholas William Rosa and Mr. Chao Tien-Shin as non-executive directors of the Company and Mr. Way Yung-Do, Mr. Chen Chih and Mr. Wei Anning as independent non-executive directors of the Company.