

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.

This notice is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

Da Sen Holdings Group Limited
大森控股集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1580)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Da Sen Holdings Group Limited (the “**Company**”) will be held at 3 p.m., on Friday, 10 June 2022 with the combination of a physical meeting at Room 2703, 27th Floor, K. Wah Centre, No. 191 Java Road, North Point, Hong Kong and a virtual meeting online for the purpose of considering the following ordinary resolutions. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 20 May 2022 (the “**Circular**”) of which the notice convening the EGM forms part.

ORDINARY RESOLUTIONS

“**THAT**

- (A) for the purpose of this resolution, “Scheme” means the scheme of arrangement to be entered into between the Company and the Scheme Creditors of the Company pursuant to Sections 666 to 675 of the Companies Ordinance of Hong Kong (Chapter 622 of the Laws of Hong Kong) with, or subject to, any modification, addition or conditions approved or imposed by the High Court of Hong Kong, and the “Open Offer” means the proposed issue by way of an open offer of 584,640,000 shares (the “**Offer Shares**”) of HK\$0.04 each in the capital of the Company to the qualifying shareholders of the Company, on the basis of three (3) Offer Shares for every five (5) existing shares of the Company held subject to the fulfilment of the conditions and terms set out in the Circular (the Scheme together with the Open Offer, the “**Proposed Restructuring**”). The Proposed Restructuring is subject to the terms summarised in the Circular be and is hereby approved and the board of directors be and is hereby authorised generally to do such things or make such arrangements as it may in its absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Proposed Restructuring;

- (B) any Directors be and are hereby authorised to sign or execute such documents and do all such acts and things in connection with the Proposed Restructuring and to make and agree to make such variations of the terms of the Proposed Restructuring as they may in their discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders as a whole.

By Order of the Board
Da Sen Holdings Group Limited
SUN Yongtao
Non-Executive Chairman and
Non-Executive Director

Hong Kong, 20 May 2022

Notes:

1. The resolution stated in this notice to be proposed at the Extraordinary General Meeting (the “EGM”) will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the poll result will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. A member of the Company (the “**Shareholder**”) entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company’s share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, No. 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

4. For determining the qualification as Shareholders to attend and vote at the EGM, the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents for registration 4:30 p.m. on Monday, 6 June 2022

Closure of register of members Tuesday, 7 June 2022 to Friday, 10 June 2022
(both dates inclusive)

Record Date Friday, 10 June 2022

During the above closure period, no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, No. 183 Queen's Road East, Wanchai, Hong Kong for registration not later than the above-mentioned latest time.

5. The EGM will be in the form of a hybrid meeting. In addition to the traditional physical attendance at the EGM, Shareholders have the option of attending, participating and voting in the EGM through online access by visiting the website at <http://meetings.computershare.com/MQMA9HR> (the "Online Platform"). Shareholders participating in the EGM using the Online Platform will also be counted towards the quorum and you will be able to cast your votes and submit questions relevant to the proposed resolutions through the Online Platform. The live broadcast option can also broaden the reach of the EGM to Shareholders who do not wish to attend physically due to concerns on attending large scale events under the current COVID-19 situation, or for other overseas Shareholders who are unable to attend in person.

Shareholders attending the EGM using the Online Platform are expected to have a reliable and stable internet connection that can support live streaming and be able to follow the EGM proceedings in order to cast the votes and submit questions online. If for any reasons the internet connection is lost or interrupted, it may affect the ability of the Shareholders to follow the EGM proceedings. Any missed contents as a result of connection issues arise from the Shareholders will not be repeated. Each set of Shareholder login details can be used on one electronic device (either smartphone, tablet device or computer) at a time only. If Shareholders experience any technical difficulties or require assistance while using the Online Platform, please contact the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited ("**Computershare**") at (852) 2862 8689 from 9:00 a.m. until the end of the EGM (Hong Kong time) on the date of the EGM. Please note that Shareholders' votes on the proposed resolutions cannot be recorded at, or taken by, Computershare's service hotline. In the event that Shareholders have any concerns or issues attending the physical EGM or using the Online Platform, they are encouraged appointing the Chairman of the EGM as your proxy to exercise your voting rights.

The Online Platform will be opened to registered Shareholders (the “**Registered Shareholders**”) and non-registered Shareholders (the “**Non-registered Shareholders**”) (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the EGM and can be accessed from any location with connection to the internet with a smartphone, tablet device or computer.

Login details for Registered Shareholders

For details regarding the arrangements of the EGM, including login details to access the Online Platform and online voting, an invitation letter will be dispatched together with the Company’s notification letter to Registered Shareholders on 20 May 2022.

Login details for Non-registered Shareholders

Non-registered Shareholders who wish to attend and participate in the EGM using the Online Platform should liaise with your bank(s), broker(s), custodian(s), nominee(s) or HKSCC Nominees Limited through which your shares are held (collectively, the “**Intermediaries**”) and provide your email addresses to your Intermediaries. Details regarding the arrangements of the EGM, including login details to access the Online Platform and online voting, will be sent by Computershare to the email addresses provided by the Non-registered Shareholders.

6. Although Shareholders are welcome to attend the EGM in person if they so wish, the Company strongly recommends Shareholders to attend the EGM via online platform in view of the current COVID-19 situation. If the venue of the EGM is closed in response to the COVID-19 outbreak, the EGM will continue to be held via online platform.
7. Shareholders who wish to attend the EGM and exercise their voting rights can be achieved in one of the following ways:
 - (1) attend the EGM in person and vote via smartphones or designated mobile devices at the EGM venue; or
 - (2) attend the EGM via online platform which enables live streaming and interactive platform for Q&A and vote online; or
 - (3) appoint chairman of the EGM or other persons as your proxy to vote on your behalf. Your proxy’s authority and instruction will be revoked if you attend and vote in person or via online platform at the EGM.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the executive Directors are Mr. Chai Kaw Sing, Mr. Wong Ben and Mr. Zhang Ayang (duties suspended); the non-executive Director is Mr. Sun Yongtao; and the independent non-executive Directors are Ms. Lo Yuk Yee, Mr. Tso Siu Lun Alan and Mr. Kwok Yiu Tong Henry.