

**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)**

**EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 19 OCTOBER 2023**  
**FORM OF PROXY**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each (the “Share”) in the capital of Da Sen Holdings Group Limited (the “Company”), hereby appoint the Chairman of the EGM or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy <sup>(Note 4)</sup> to act for me/us at the extraordinary general meeting (the “EGM”) of the Company to be held by way of virtual meeting at 2:00 p.m. on Thursday, 19 October 2023 for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the EGM, and at any adjournment thereof, to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
<p>1. <b>THAT</b> subject to and conditional upon the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) for the listing of, and permission to deal in, the issued and unissued shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the “Share Consolidation”), with effect from the second business day immediately following the date on which this resolution is passed:</p> <p>(a) every two (2) issued and unissued ordinary shares of HK\$0.01 each (the “Existing Share(s)”) in the share capital of the Company be consolidated into one (1) consolidated ordinary share of HK\$0.02 each (the “Consolidation Share(s)”), such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company;</p> <p>(b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholders (“Shareholder(s)”) of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company; and</p> <p>(c) any one of the directors of the Company be and is hereby authorised generally to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.</p>		
<p>2. <b>THAT</b></p> <p>(a) the settlement deed (the “Settlement Deed”) (a copy of which has been produced to the Meeting marked “A” and initialed by the chairman of the Meeting for identification purpose) dated 7 September 2023 entered into between the Company as the issuer and Mr. Wong Tseng Hon (the “Subscriber”) in relation to the subscription of 500,000,000 Existing Shares (equivalent to 250,000,000 Consolidated Shares after the Share Consolidation becomes effective) (the “Capitalisation Shares”) at the price of HK\$0.04 per Existing Share (equivalent to HK\$0.08 per Consolidated Share after the Share Consolidation becomes effective) for the settlement of the amount of HK\$20.0 million owned by the Company to the Subscriber (the “Indebted Sum”) in full and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(b) conditional upon the Stock Exchange having approved the listing of and dealing in the Capitalisation Shares, the Directors be and are hereby granted the specific mandate (the “Specific Mandate”) to allot and issue the Capitalisation Shares in accordance with the terms of the Settlement Deed, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and</p> <p>(c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the allotment and issue of the Capitalisation Shares to the Subscriber.</p>		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

E-mail address <sup>(Note 6)</sup> : \_\_\_\_\_

Shareholder’s signature <sup>(Notes 7 & 8)</sup>: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
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 such Shares registered in your name(s).
3. Please insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person who signs it. If no name is inserted, the duly appointed Chairman of the EGM will set as your proxy.
4. A proxy need not be the Chairman of the EGM. If you wish to appoint some person other than the Chairman of the EGM as your proxy, please delete the words "the Chairman of the EGM or" and insert the name and address of the person appointed proxy in the space provided.
5. **IMPORTANT: If you wish to vote for or against the resolution, please place a "✓" in the box marked "FOR" or the box marked "AGAINST" as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the EGM other than that referred to in the notice convening the EGM.**
6. You must provide a valid email address of your proxy in the space provided (except where the chairman of the meeting is appointed as your proxy) for the purpose of receiving the invitation code to attend and vote on your behalf via online platform. If no email address is provided, your proxy cannot attend and vote online.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
8. Where there are joint registered holders of any Share, any one of such joint holders may vote at the EGM or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the EGM or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
9. A proxy need not be a member of the Company.
10. In order to be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the transfer office of the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

#### **PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.