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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 SCHEME MEETING

References are made to the announcements of Da Sen Holdings Group Limited (the “**Company**”) dated 30 November 2020, 8 January 2021, 18 May 2021, 1 September 2021 and 28 October 2021 (the “**Announcements**”) in relation to, among other things, the proposed debt restructuring of the Company which comprises (i) the scheme of arrangement in Hong Kong (the “**Scheme**”) and (ii) the open offer. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

The Company wishes to announce that by an order dated 28 October 2021 (the “**Order**”), the High Court of the Hong Kong Special Administrative Region has directed that the meeting of the scheme creditors (the “**Scheme Meeting**”) be convened for the purpose of considering, and if thought fit, approving the Scheme (with or without modification). The Scheme Meeting will be held at 10:00 a.m. (Hong Kong time) on 9 December 2021 at Room 2703, 27th Floor, K. Wah Centre, No. 191 Java Road, North Point, Hong Kong (or any adjournment thereof).

Notice of the Scheme Meeting pursuant to the Order is set out in the annex to this announcement.

Shareholders and potential investors of the Company should note that the Proposed Restructuring (including the Scheme and the Open Offer) is subject to various conditions which may or may not be fulfilled. There is no guarantee that the Proposed Restructuring will proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the shares of the Company.

By order of the Board of
Da Sen Holdings Group Limited
CHAI Kaw Sing
Executive Director

Hong Kong, 9 November 2021

As at the date of this announcement, the executive Directors are Mr. CHAI Kaw Sing, Mr. SUN Yongtao, Mr. WONG Ben, Mr. WONG Wai Keung Frederick and Mr. ZHANG Ayang; and the independent non-executive Directors are Mr. LO Kam Cheung Patrick, Ms. LO Yuk Yee and Mr. TSO Siu Lun Alan.

**IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 1615 OF 2021
IN THE MATTER OF DA SEN HOLDINGS GROUP LIMITED
AND IN THE MATTER OF SECTIONS 670, 671, 673 AND 674
OF THE COMPANIES ORDINANCE**

NOTICE OF SCHEME CREDITORS' MEETING

NOTICE IS HEREBY GIVEN that, by Order dated 28 October 2021 (the “**Order**”) made in the above matter, the High Court of the Hong Kong Special Administrative Region (the “**Court**”) has directed that a meeting (the “**Meeting**”) to be convened of the Creditors for the purpose of considering and, if thought fit, approving (with or without modification) creditors’ Scheme of Arrangement under Hong Kong law (the “**Scheme**”), proposed to be made between Da Sen Holdings Group Limited (the “**Company**”) and the Scheme Creditors of the Company (as defined in the Scheme) against the Company which arose on or before the Effective Date (as defined in the Scheme) of the Scheme) and that the Meeting will be held at Room 2703, 27th Floor, K. Wah Centre, No. 191 Java Road, North Point, Hong Kong on 9 December 2021 at 10:00 a.m. (Hong Kong time) at which place and time all Scheme Creditors are requested to attend.

A copy of a printed composite document containing a copy of the Scheme and a copy of the explanatory statement (the “**Explanatory Statement**”) required to be furnished pursuant to Section 671 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), together with a Form of Proxy and a Notice of Claim for Voting Purposes, will be or has been dispatched to the Scheme Creditors and the same can be obtained free of charge by any person entitled to attend the Meeting, between the hours of 10:00 a.m. and 4:00 p.m. (Hong Kong time) on any day (excluding Saturdays, Sundays or statutory holidays in Hong Kong) prior to the day appointed for the Meeting from the c/o Mr. Paul Hsi at Room 2703, 27th Floor, K. Wah Centre, No. 191 Java Road, North Point, Hong Kong.

Scheme Creditors may vote in person at the Scheme Creditors’ Meeting or they may appoint another person, whether a Scheme Creditor of the Company or not, as their proxy to attend and vote in their place. The Form of Proxy for use at the Meeting is available from the above address and during the same business hours referred to above. The Form of Proxy must be lodged with the Company at the address stated above (or by fax to +852 2609 3166) by no later than 10:00 a.m. on 7 December 2021 being two business days prior to the date of the Scheme Creditors’ Meeting.

By the Order, the Court has appointed Wong Wai Keung Frederick, or failing him, Wong Ben, being the director of the Company, to act as Chairman of the Scheme Creditors’ Meeting and have directed the Chairman to report the results thereof to the Court.

The Scheme will be subject to the subsequent approval of the Court and to the fulfilment or waiver (as applicable) of the conditions subsequent of the Scheme set out in the Explanatory Statement.

Scheme Creditors of the Company must submit details of any claim they have against the Company as at 9 December 2021, in writing, to the Company c/o Room 2703, 27th Floor, K. Wah Centre, No. 191 Java Road, North Point, Hong Kong (Attention of Mr. Paul Hsi) before 10:00 a.m. on 1 December 2021. Forms of Notice of Claim for Voting Purposes are available from the Company at the above address.

Dated this 5 November 2021

Da Sen Holdings Group Limited