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*This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Da Sen Holdings Group Limited.*

**Wong Tseng Hon**  
黃振漢

**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)**

## **JOINT ANNOUNCEMENT**

**(1) CLOSE OF THE UNCONDITIONAL MANDATORY CASH OFFER  
BY  
RAINBOW CAPITAL (HK) LIMITED  
FOR AND ON BEHALF OF THE OFFEROR  
TO ACQUIRE ALL THE ISSUED SHARES OF  
DA SEN HOLDINGS GROUP LIMITED  
(OTHER THAN THOSE ALREADY OWNED AND/OR  
AGREED TO BE ACQUIRED BY THE OFFEROR);  
(2) RESULTS OF THE OFFER;  
AND  
(3) PUBLIC FLOAT OF THE COMPANY**

**Financial adviser to the Offeror**



RAINBOW CAPITAL (HK) LIMITED  
溢博資本有限公司

**Independent Financial adviser to the Independent Board Committee**



References are made to (i) the composite document (the “**Composite Document**”) dated 12 October 2022 jointly issued by the Company and the Offeror in relation to, among others, the Offer; and (ii) the announcement (the “**Joint Announcement**”) dated 18 October 2022 jointly issued by the Company and the Offeror in relation to the Offer becoming unconditional in all respects. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Composite Document.

## **CLOSE OF THE OFFER**

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Thursday, 3 November 2022 and was not revised or extended by the Offeror.

## **RESULTS OF THE OFFER**

As at 4:00 p.m. on Thursday, 3 November 2022, being the latest time and date for acceptance of the Offer, the Offeror had received valid acceptances in respect of 369,971,392 Offer Shares under the Offer representing approximately 23.73% of the entire issued share capital of the Company as at the date of this joint announcement.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

Prior to the Completion and immediately before the commencement of the Offer Period on 21 September 2022, the Offeror and parties acting in concert with him held 518,078,095 Shares, representing approximately 33.23% of the entire issued share capital of the Company. Immediately following Completion, the Offeror and parties acting in concert with him held 614,918,095 Shares, representing approximately 39.44% of the entire issued share capital of the Company.

As at 4:00 p.m. on Tuesday, 18 October 2022, the Offeror had received valid acceptances in respect of 178,189,423 Offer Shares, representing approximately 11.43% of the entire issued share capital of the Company as at the date of the Joint Announcement. Taking into account the valid acceptances in respect of 178,189,423 Offer Shares, the Offeror and parties acting in concert with him hold an aggregate of 793,107,518 Shares, representing approximately 50.87% of the entire issued share capital of the Company as at the date of the Joint Announcement.

As at 4:00 p.m. on Thursday, 3 November 2022, taking into account the valid acceptances in respect of 369,971,392 Offer Shares (the “**Acceptance Shares**”), representing approximately 23.73% of the entire issued share capital of the Company as at the date of this joint announcement, the Offeror and parties acting in concert with him would hold an aggregate of 984,889,487 Shares, representing approximately 63.17% of the entire issued share capital of the Company as at the date of this joint announcement.

Save as disclosed above, neither the Offeror nor any party acting in concert with him (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement date of the Offer Period; (ii) has acquired or agreed to acquire any Shares or rights over Shares during the Offer Period up to and including the date of this joint announcement; nor (iii) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period up to and including the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately following the Completion and before the commencement of the Offer; and (ii) immediately after the close of the Offer and as at the date of this joint announcement (assuming completion of due registration by the Registrar of the transfer of the Acceptance Shares):

|  | Immediately following the Completion and before the commencement of the Offer |                                | Immediately after the close of the Offer and as at the date of this joint announcement |                                |
|--|---|--------------------------------|--|--------------------------------|
|  | Number of Shares  | Approximate % of issued Shares | Number of Shares   | Approximate % of issued Shares |
| The Offeror  | 494,715,050   | 31.73%                         | 864,686,442  | 55.46%                         |
| Mr. Chai and his spouse ( <i>Note 1</i> )  | 120,203,045   | 7.71%                          | 120,203,045  | 7.71%                          |
| <b>The Offeror and parties acting in concert with him</b>                              | <b>614,918,095</b>  | <b>39.44%</b>                  | <b>984,889,487</b>   | <b>63.17%</b>                  |
| <b>The Vendors</b>   |   |                                |  |                                |
| Mr. Hsi Yung Thung Tom   | —   | —                              | —  | —                              |
| Mr. Liu Weimin   | 26,499,463  | 1.70%                          | 26,499,463   | 1.70%                          |
| <b>Sub-total</b>   | <b>26,499,463</b>   | <b>1.70%</b>                   | <b>26,499,463</b>  | <b>1.70%</b>                   |
| Shares under receivership ( <i>Note 2</i> )  | 190,000,000   | 12.19%                         | —  | —                              |
| Mr. Wang Songmao, Mr. Wu Shican, Mr. Lin Qingxiong and Ms. Wu Haiyan ( <i>Note 3</i> ) | 107,844,800   | 6.92%                          | 107,844,800  | 6.92%                          |
| Other Shareholders   | 619,777,642   | 39.75%                         | 439,806,250  | 28.21%                         |
| <b>Total</b>   | <b>1,559,040,000</b>  | <b>100.00%</b>                 | <b>1,559,040,000</b>   | <b>100.00%</b>                 |

*Notes:*

- As at the date of this joint announcement, Mr. Chai was the legal owner of 94,123,045 Shares and Ms. Chang Yu Chen, the spouse of Mr. Chai, was the legal owner of 26,080,000 Shares. Mr. Chai is deemed to be interested in all the Shares in which his spouse is interested by virtue of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Chai is an executive Director and together with his spouse, are subject to the Irrevocable Undertakings.
- Ms. Leung Leung Wing Yee Winnie was appointed on 2 July 2021 as receiver over the relevant Shares pursuant to the disclosure of interest filed on 14 July 2021. Prior to transferring to the receiver, such Shares were beneficially owned by Mr. Ke Mingcai who was declared bankrupt on 29 April 2021 due to failure to repay loans as a guarantor. All other properties and assets of Mr. Ke Mingcai were held under Ms. Chan Pui Sze and Ms. Mak Hau Yin who have consented to act as joint and several trustees on 2 July 2021.

3. *Among these 107,844,800 Shares, (i) 40,465,600 Shares are held by Mr. Wang Songmao; (ii) 19,680,000 Shares are held by Mr. Wu Shican; (iii) 160,000 Shares are held by Mr. Lin Qingxiong; and (iv) 47,539,200 Shares are held by Ms. Wu Haiyan. Pursuant to the concert party agreement dated 3 March 2016 and entered into among Mr. Ke Mingcai, Mr. Cai Jinxu, Mr. Wang Songmao, Mr. Lin Qingxiong, Mr. Wu Shican and Ms. Wu Haiyan, they have agreed on certain arrangements pertaining to their shareholdings in the Company. Ms. Wu Haiyan is the spouse of Mr. Zhang Ayang, an executive Director (duties suspended).*

## **PUBLIC FLOAT OF THE COMPANY**

Immediately after the close of the Offer and as at the date of this joint announcement, 466,305,713 Shares, representing approximately 29.91% of the entire issued share capital of the Company are held by the public (as defined under the Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

**Wong Tseng Hon**

By order of the Board of  
**Da Sen Holdings Group Limited**  
**Sun Yongtao**  
*Chairman and non-executive Director*

Hong Kong, 3 November 2022

*As at the date of this joint announcement, 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 Mr. CHAN Shiu Yuen Sammy, Mr. KWOK Yiu Tong and Ms. LO Yuk Yee.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror and his concert parties but excluding Mr. Wong Ben and Mr. Chai) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*The Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Group) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*In the case of inconsistency, the English text of this joint announcement shall prevail over the Chinese text.*