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La Chapelle

上海拉夏貝爾服飾股份有限公司
Shanghai La Chapelle Fashion Co., Ltd.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 06116)

NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 Second Extraordinary General Meeting (the “**EGM**”) of Shanghai La Chapelle Fashion Co., Ltd. (the “**Company**”) will be held at 2:00 p.m. on 16 July 2019 at 3F, the Conference Centre, Building 3 (Tower C), No. 50, Lane 2700, South Lianhua Road, Minhang District, Shanghai, the PRC for the purposes of considering and, if thought fit, passing the following resolution:

AS ORDINARY RESOLUTION

1. To consider and approve the resolution on proposed change of auditors.

By Order of the Board
Shanghai La Chapelle Fashion Co., Ltd.
Mr. Xing Jiaying
Chairman

Shanghai, the PRC, 30 May 2019

Notes:

1. In order to determine the H shareholders who are entitled to attend the EGM, the register of members for H shares of the Company will be closed from 16 June 2019 to 16 July 2019 (both days inclusive), during which period no transfer of H shares can be registered. In order to be qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 14 June 2019.

H shareholders whose names appear on the register of members of the Company at the close of business on 14 June 2019 are entitled to attend and vote at the EGM.

2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalf. A proxy needs not be a shareholder of the Company.

3. In order to be valid, the proxy form must be deposited by hand or by post, to the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the EGM or not less than 24 hours before the time appointed for the holding of any adjournment thereof or not less than 24 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish.
4. Shareholders or their proxies shall produce their identity documents when attending the EGM.
5. H shareholders who intend to attend the EGM shall complete the reply slip and return it by hand or by post to the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 25 June 2019.
6. In accordance with the requirements of Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting shall be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, according to Article 87 of the articles of association of the Company, a poll will be demanded by the chairman of the EGM so that resolution set out in this notice of EGM will be decided on a poll.

On a poll taken at the meeting, shareholders (including proxies) entitled to two or more votes are not required to cast all their votes for or against a resolution or to abstain from voting on a resolution by not casting any of their votes.

7. The EGM is expected to last for half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.
8. The Company's registered office in the PRC is situated at:

Room 3300, Level 3, Block 1
270 Cao Xi Road, Xuhui District
Shanghai, PRC

Contact: Ms. Ding Lili of Office of the Board
Tel No.: 86-21-54607198
Fax No.: 86-21-54607197

The address of the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, is:

Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

Tel No.: (852) 2862 8628
Fax No.: (852) 2865 0990

As of the date of this notice, the executive directors of the Company are Mr. Xing Jiaying, Mr. Yu Qiang and Ms. Hu Lijie; the non-executive directors of the Company are Mr. Lu Weiming, Mr. Luo Bin and Mr Mao Jianong; the independent non-executive directors of the Company are Dr. Chen Jieping, Mr. Zhang Zeping and Mr. Chan, Wing Yuen Hubert.