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La Chapelle

新疆拉夏貝爾服飾股份有限公司

Xinjiang La Chapelle Fashion Co., Ltd.

(formerly known as “Shanghai La Chapelle Fashion Co., Ltd.

上海拉夏貝爾服飾股份有限公司”)

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

(Stock code: 06116)

(I) RESIGNATION OF EXECUTIVE DIRECTOR

**(II) CHANGE OF CHAIRMAN OF THE BOARD AND RE-DESIGNATION OF
NON-EXECUTIVE DIRECTOR**

(III) CHANGE IN THE AUTHORISED REPRESENTATIVE

(IV) CHANGE IN MEMBERS OF THE BOARD

AND

**(V) ANNOUNCEMENT ON ADDITIONAL RESOLUTIONS TO BE PROPOSED
AT 2021 ANNUAL GENERAL MEETING**

This announcement is made pursuant to Rules 13.51(2) and 13.70 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Xinjiang La Chapelle Fashion Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that:

(I) RESIGNATION OF EXECUTIVE DIRECTOR

Due to his commitment in his own business which requires more of his time and dedication, Mr. Zhang Xin (“**Mr. Zhang**”) has tendered his resignation as the chairman of the Board, an executive Director, a member of the budget committee and remuneration and appraisal committee of the Board, the chairman of the strategy and development committee of the Board, and an authorised representative of the Company under Rule 3.05 of the Listing Rules with effect from 20 April 2022.

Mr. Zhang has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”). The Board would like to express its gratitude to Mr. Zhang for his valuable contribution to the Company during his tenure of office.

(II) CHANGE OF CHAIRMAN OF THE BOARD AND RE-DESIGNATION OF NON-EXECUTIVE DIRECTOR

The fourth session of the Board had resolved to elect Mr. Zhao Jinwen (“**Mr. Zhao**”) as the chairman of the fourth session of the Board and re-designate him from a non-executive Director to an executive Director for a term commencing from the date of this announcement until the expiry of the term of the fourth session of the Board (being 7 May 2023) to replace Mr. Zhang following his resignation.

The biographical details of Mr. Zhao are set out below:

Mr. Zhao, aged 29, has been a non-executive director and a member of audit committee of the Company since 10 June 2021. He obtained a master’s degree in finance from Tsinghua University in July 2016. Mr. Zhao served as a manager at China Orient Asset Management Co., Ltd.* (中國東方資產管理股份有限公司) from July 2016 to July 2020, and has been a manager of the president’s office of Shanghai Wensheng Asset Management Co., Ltd.* (上海文盛資產管理股份有限公司) (“**Shanghai Wensheng**”) since July 2020.

As at the date of this announcement, Mr. Zhao does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”). Save and except that, Mr. Zhao is an employee of Shanghai Wensheng, which directly holds 3.94% of the shares of the Company and is a party acting in concert with Shanghai Qijin Enterprise Management Partnership LLP* (上海其錦企業管理合夥企業(有限合夥)) (“**Shanghai Qijin**”), Mr. Zhao does not have any relationship with any Directors, supervisors, senior management, or substantial Shareholders of the Company. Save as disclosed above, Mr. Zhao confirmed that he does not hold any position with the Group nor any other directorship in any other listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years, or other major appointments and professional qualifications.

Mr. Zhao’s term of office as executive Director shall be effective from 20 April 2022 and end on the expiry of the term of the fourth session of the Board. Mr. Zhao has entered into a service contract with the Company in respect of his re-designation as an executive Director which will be effective from the date of his re-designation. Pursuant to the service contract, Mr. Zhao will be entitled to a proposed remuneration of RMB50,000 per month as recommended and approved by the remuneration and appraisal committee of the Company and the Board with reference to the prevailing market conditions as well as Mr. Zhao’s performance and expertise, and subject to approval by the Shareholders at a Shareholders’ general meeting. Mr. Zhao’s remuneration and other benefits are subject to review by the remuneration and appraisal committee of the Company from time to time.

Save as disclosed above, as at the date of this announcement, there are no other matters relating to the re-designation of Mr. Zhao as an executive Director that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(III) CHANGE IN THE AUTHORISED REPRESENTATIVE

Following Mr. Zhang's resignation, he has ceased to be the authorised representative of the Company under Rule 3.05 of the Listing Rules with effect from 20 April 2022 and Mr. Zhao, an executive Director of the Company, has been appointed as the authorised representative of the Company under Rule 3.05 of the Listing Rules with effect from the date of this announcement.

Mr. Zhang has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation as the authorised representative that needs to be brought to the attention of the Shareholders.

(IV) CHANGE IN COMPOSITION OF BOARD COMMITTEES

Due to the adjustment of the work arrangement of the Group, Mr. Zhao no longer serves as a member of the audit committee and Mr. Yang Heng ("**Mr. Yang**") no longer serves as a member of the budget committee.

The Board is pleased to announce that, following the above-mentioned changes to the members of the Board, the fourth session of the Board had resolved to appoint the members of the respective Board committees as follows:

- (i) Mr. Zhao is appointed as a member of the remuneration and appraisal committee, a member of the budget committee, and the chairman of the strategy and development committee of the Board; and
- (ii) Mr. Yang is appointed as a member of the audit committee of the Board.

The Board is pleased to announce that, following the above-mentioned changes to the members of the Board, the members of the Board committees will be as follows:

Director \ Board Committee	Audit Committee	Nomination Committee	Remuneration and Appraisal Committee	Budget Committee	Strategy and Development Committee
Mr. Zhao Jinwen			M	M	C
Ms. Zhang Ying		M		C	M
Mr. Yang Heng	M				M
Mr. Xing Jiangze	C	M	C	M	
Ms. Chow Yue Hwa Jade	M			M	M
Mr. Zhu Xiaozhe		C	M		M

C Chairman of the relevant Board committee

M Member of the relevant Board committee

The above-stated appointment shall take effect from the date of this announcement to the expiry of the term of the fourth session of the Board.

(V) ADDITIONAL RESOLUTION TO BE PROPOSED AT 2021 ANNUAL GENERAL MEETING

On 30 March 2022, the Company issued a notice of the 2021 annual general meeting (the “**AGM**”), which will be held at 2:00 p.m. on Monday, 30 May 2022 at the Conference Room, 3F, the Conference Center, Building 3 (Tower C), No. 50, Lane 2700, South Lianhua Road, Minhang District, Shanghai, the People’s Republic of China (the “**PRC**”).

In accordance with the applicable laws and regulations such as the Company Law of the People’s Republic of China and the Rules of Shareholder’s General Meeting of Listed Companies issued by the China Securities Regulatory Commission as well as the Articles of Association, Shareholder(s) individually or in aggregate holding more than 3% of the shares of the Company shall have the right to propose additional resolution(s) ten days prior to a general meeting pursuant to the relevant laws.

On 20 April 2022, the Board received a letter from Shanghai Wensheng, which directly holds 3.94% of the shares of the Company, in relation to submitting an ad hoc proposal as an extempore proposal for the AGM to nominate Mr. Fu Feng (“**Mr. Fu**”) as a non-executive director of the fourth session of the Board. In order to ensure the normal operation of the Board and to optimize the internal governance structure of the Company, the Board, as the convener of the AGM, approved the resolution concerning the appointment of Mr. Fu as a non-executive director of the Company (the “**Additional Resolution**”) at the 30th meeting of the fourth session of the Board, and has agreed to the submission of the Additional Resolution for consideration at the AGM. In accordance with the applicable laws and regulations and the Articles of Association, the Board proposed the Additional Resolution to be considered at the AGM as ordinary resolution.

Information on Mr. Fu

Mr. Fu, aged 36, obtained a master’s degree in law from Peking University in July 2014 and he also holds a Chinese legal professional qualification certificate. Mr. Fu served as a practicing lawyer at Beijing Kangda (Hangzhou) Law Firm* (北京康達(杭州)律師事務所) from July 2014 to July 2018, a practicing lawyer at Shanghai Chen & Partners Attorney at Law* (上海友林律師事務所) from August 2018 to July 2020, and has been a deputy general manager of the equity investment department of Shanghai Wensheng since August 2020.

The proposed term of service for Mr. Fu will commence from the date of the approval by the Shareholders at the AGM to the expiry date of the term of the fourth session of the Board and Mr. Fu can be re-elected in accordance with the mechanism as set out in the Articles of Association. Mr. Fu will enter into a service contract with the Company in respect of his appointment as a non-executive Director which will be effective from the date of his appointment. Pursuant to the proposed service contract, Mr. Fu will not receive any remuneration from the Company as a non-executive Director.

As at the date of this announcement, Mr. Fu does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO. Save and except that, as disclosed above, Mr. Fu is an employee of Shanghai Wensheng, which directly holds 3.94% of the shares of the Company and is a party acting in concert with Shanghai Qijin, Mr. Fu does not have any relationship with any Directors, supervisors, senior management, or substantial Shareholders of the Company. Save as disclosed above, Mr. Fu confirmed that he does not hold any position with the Group nor any other directorship in any other listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years, or other major appointments and professional qualifications.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Fu that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Subject to the effectiveness of his appointment as a non-executive Director, the Board also resolved that Mr. Fu shall be appointed as a member of each of the budget committee and strategy and development committee of the Board.

Save as above, there were no other matters to be brought to the attention of the Shareholders.

A supplemental notice of the AGM (the “**Supplemental Notice**”) containing, among others, the Additional Resolutions, together with a revised proxy form (the “**Revised Proxy Form**”), are expected to be despatched to the H shareholders of the Company in due course.

H shareholders of the Company are requested to complete and return the Revised Proxy Form in accordance with the instructions printed thereon 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 as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the AGM (i.e. before 2:00 p.m. on 29 May 2022). Special arrangements for the completion and return of the Revised Proxy Form are also set out in the Supplemental Notice. H shareholders of the Company who have appointed or intend to appoint any proxy to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

By Order of the Board
Xinjiang La Chapelle Fashion Co., Ltd.
Mr. Zhao Jinwen
Chairman

Shanghai, the People’s Republic of China

20 April 2022

As of the date of this announcement, the executive directors of the Company are Mr. Zhao Jinwen and Ms. Zhang Ying, the non-executive director of the Company is Mr. Yang Heng, the independent non-executive directors of the Company are Mr. Xing Jiangze, Ms. Chow Yue Hwa Jade and Mr. Zhu Xiaozhe.

* *For identification purposes only*