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杉杉品牌運營股份有限公司
Shanshan Brand Management Co., Ltd.

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

(Stock Code: 1749)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

References are made to the (i) notice of the annual general meeting scheduled to be held on 6 June 2022 (the “**2022 AGM**”) of Shanshan Brand Management Co., Ltd. (the “**Company**”) dated 21 April 2022 (the “**2022 AGM Notice**”); and (ii) announcement of the Company dated 17 May 2022 in relation to the retirement and proposed appointment of non-executive director of the Company (the “**NED**”) and withdrawal of an ordinary resolution set out in the 2022 AGM Notice.

In light of Mr. Zheng Shijie (“**Mr. Zheng**”) decided not to stand for re-election as a NED at the 2022 AGM and the proposal (the “**Proposal**”) received from Ningbo Liankangcai Brand Management Co., Ltd.* (寧波聯康財品牌管理有限責任公司), a substantial shareholder of the Company, in relation to the nomination of Mr. Du Peng as a candidate for a NED for the third session of the board of directors of the Company. The Proposal will be considered and approved at the forthcoming 2022 AGM. Accordingly, this notice is supplemental to the 2022 AGM Notice to convene the 2022 AGM on Monday, 6 June 2022 at 10:00 a.m. at Conference Room, Third floor of Building B1, Shanshan New Energy Base, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the People's Republic of China (the “**PRC**”).

* *for identification purpose only*

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that in addition to the resolutions contained in the 2022 AGM Notice (except for the ordinary resolution No. 10 regarding the re-election of Mr. Zheng Shijie as a NED which has been withdrawn), the following supplementary resolution be put forward to the shareholders of the Company for the purpose of considering and, if thought fit, passing the following ordinary resolution:

20A. To consider and approve the appointment of Mr. Du Peng as a non-executive director of the Company for the third session of the board of directors of the Company. For the biographical details of Mr. Du Peng, please refer to the Appendix I of this supplemental notice.

Unless otherwise stated, capitalised terms used in this supplemental notice shall have the same respective meanings as those defined in the 2022 AGM Notice.

Save as set out above, all resolutions contained in the 2022 AGM Notice will remain to have full force and effect.

By Order of the Board
Shanshan Brand Management Co., Ltd.
Luo Yefei
Chairman and Executive Director

Ningbo, the PRC, 19 May 2022

Registered office:

238 Yunlin Middle Road, Wangchun Industrial Park
Ningbo, Zhejiang Province, the PRC

Principal place of business in Hong Kong:

31/F., 148 Electric Road, North Point, Hong Kong

Notes:

1. Please refer to the Company's circular dated 21 April 2022 and the 2022 AGM Notice dated 21 April 2022 for detailed information in respect of other resolutions to be put forward at the 2022 AGM, eligibility for attending the 2022 AGM, appointment of proxy, closure of register of members and other relevant matters.

2. A second form of proxy (the “**Second Form of Proxy**”) is enclosed with this supplemental notice.

Below are the special arrangements about completion and submission of the Second Form of Proxy.

A Shareholder who has not yet lodged the form of proxy sent together with the circular dated 21 April 2022 and the 2021 annual report of the Company (the “**First Form of Proxy**”) with either (i) in the case of holders of H Shares, the Company’s H share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong; or (ii) in the case of holders of Domestic Shares, the Company’s registered office address at the office of the Board of Directors, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC is requested to lodge the Second Form of Proxy if he/she/it wishes to appoint proxies to attend the 2022 AGM on his/her/its behalf. In this case, the First Form of Proxy should not be lodged with the Company’s H share registrar or registered office.

A Shareholder who has already lodged the First Form of Proxy with the Company’s H share registrar or registered office should note that:

- (i) For the additional resolution 20A as set out in this supplemental notice, which was not included in the First Form of Proxy, the proxy appointed under the First Form of Proxy shall have the right to vote at his/her/its discretion if no relevant instruction is received. If no Second Form of Proxy is lodged with the Company’s H share registrar or registered office, the First Form of Proxy will be treated as a valid form of proxy lodged by him/her/it if correctly completed.
- (ii) If the Second Form of Proxy is lodged with the Company’s H share registrar or registered office 24 hours prior to the time appointed for holding the 2022 AGM or its adjournment (the “**Closing Time**”), the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her/it. The Second Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
- (iii) If the Second Form of Proxy is lodged with the Company’s H share registrar or registered office after the Closing Time, the Second Form of Proxy will be invalid. However, it will revoke the First Form of Proxy previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or the Second Form of Proxy) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Form of Proxy after the Closing Time. If such Shareholders wish to vote at the 2022 AGM, they will have to attend in person and vote at the 2022 AGM themselves.

Shareholders are reminded that completion and delivery of the First Form of Proxy and/or the Second Form of Proxy will not preclude Shareholders from attending and voting in person at the 2022 AGM or its adjournment should he/she/it so wish.

3. Given the ever-evolving Novel Coronavirus (COVID-19) pandemic, in order to facilitate the prevention of spread of COVID-19 and safeguard the health and safety of the Shareholders, it is suggested that Shareholders consider appointing the chairman of the meeting as his/her/its proxy to vote at the 2022 AGM instead of attending in person.
4. This supplemental notice is prepared in both English and Chinese. In the event of any inconsistency, the English text of this supplemental notice shall prevail.

As at the date of this notice, the executive Directors are Mr. Luo Yefei (Chairman), Mr. Cao Yang (Vice Chairman) and Ms. Yan Jingfen; the non-executive Directors are Ms. Zhao Chunxiang, Ms. Zhou Yumei and Mr. Zheng Shijie; and the independent non-executive Directors are Mr. Chow Ching Ning, Mr. Wang Yashan and Mr. Wu Xuekai.

APPENDIX I

The biographical details of Mr. Du Peng are set out below:

Mr. Du Peng (previously known as Du Bin), aged 32, has 10 years of experience in operation management. Mr. Du is currently the general manager of SHANSHAN business division of the Company and in charge of SHANSHAN business division related affairs. Mr. Du joined the Company in March 2016 as the operation head of the marketing department and was responsible for the operation and management of the regional market. In March 2017, he was promoted as a director of the marketing division II and was responsible for coordinating the operation and management of stores in the regional market until June 2017. In April 2019, Mr. Du rejoined the Company as the head of the professional store manager department, responsible for the management of the professional store manager department, and in July of the same year, he was promoted as the operation director of the Company, responsible for sales management, operation management, marketing planning, market development and cost control. From June 2012 to March 2016, Mr. Du served as a professional store manager in the marketing department of Heilan Home Co., Ltd. (a company listed on Shanghai Stock Exchange (Stock Code: 600398), engaged in men's wear brand management and sales), responsible for the operation and teaching of newly opened stores, as well as the professional store manager supervisor, and responsible for organizing the training of professional store managers. From October 2017 to August 2018, Mr. Du served as the general manager of Henan Jinyan Jewelry Co., Ltd.* (河南金炎珠寶有限公司), and was fully responsible for the operation and management of the company. From September 2018 to March 2019, he served as the general manager of Wuhan Meilimo Trading Co., Ltd.* (武漢美麗摩商貿有限公司), and was fully responsible for the company's operation and management. Mr. Du graduated from Wuhan Textile University in Art Design in 2012 with a Bachelor of Arts degree.

The term of office of Mr. Du for the appointment as a NED shall commence from the date of approval at the 2022 AGM until the expiry of the term of the third session of the Board. Upon the approval of the appointment of Mr. Du as a NED at the 2022 AGM, the Company will enter into a service contract and/or an appointment letter with him in connection with his appointment. His remuneration will be determined by the Board in accordance with the applicable laws, regulations and regulatory provisions, and the remuneration policy set by the remuneration committee of the Board with reference to his qualifications, experience, duties and responsibilities with the Company.

Save as disclosed above, Mr. Du does not hold any other position in the Company or any of its subsidiaries or other major appointments.

As at the date of this notice, Mr. Du (i) does not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years; (ii) does not have any relationships with any directors, supervisors, senior management, substantial shareholder or controlling shareholder (as respectively defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company; and (iii) does not have any interests or is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Save as disclosed above, there is no other matter concerning the proposed appointment of Mr. Du as a NED that need to be brought to the attention of the shareholders of the Company, nor is there other information that is required to be disclosed pursuant to the provisions of Rule 13.51(2)(h) to (v) of the Listing Rules.

The nomination is proposed in accordance with the Company Law of the People’s Republic of China, the articles of association of the Company and the nomination policy of the Company as set out in the “Corporate Governance Report” section contained in the 2021 annual report of the Company on pages 37 and 38, and taking into consideration different diversity factors (including but not limited to, gender, age, cultural and educational background, skills and professional experience and knowledge), and have been reviewed by the nomination committee of the Board and considered by the Board. Such nomination will be proposed for shareholders’ approval at the 2022 AGM.

* *For identification purpose only*