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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 NON-EXECUTIVE DIRECTOR;

(II) BY-ELECTION OF NON-EXECUTIVE DIRECTOR;

AND

(III) ANNOUNCEMENT ON PROPOSED AMENDMENTS

TO THE ARTICLES OF ASSOCIATION

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 “**Director(s)**”) of Xinjiang La Chapelle Fashion Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that:

(I) RESIGNATION OF NON-EXECUTIVE DIRECTOR

Due to his commitment in his own business which requires more of his time and dedication, Mr. Fu Feng (“**Mr. Fu**”) has tendered his resignation as a non-executive Director, a member of each of the budget committee and the strategy and development committee of the Board with effect from 1 December 2022.

Mr. Fu 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. Fu for his valuable contribution to the Company during his tenure of office.

(II) BY-ELECTION OF NON-EXECUTIVE DIRECTOR

The Board further announces that, on 1 December 2022, the Company has received the Letter on Nomination of Candidate for the Fourth Session of the Board of Directors of Xinjiang La Chapelle Fashion Co., Ltd.* (《關於提名新疆拉夏貝爾服飾股份有限公司第四屆董事會董事候選人的

函》) from Shanghai Wensheng Asset Management Co., Ltd.* (上海文盛資產管理股份有限公司) (“**Shanghai Wensheng**”), which directly holds 3.94% of the shares of the Company, nominating Ms. Wang Yan (“**Ms. Wang**”) as the candidate of a non-executive Director of the fourth session of the Board.

Based on the above-mentioned nomination by the shareholder and subject to the qualification of the nomination committee of the Board, the Board resolved to nominate Ms. Wang as a non-executive director.

The biographical details of Ms. Wang are set out below:

Ms. Wang, aged 31, obtained a master’s degree in economic law from East China University of Political Science and Law in June 2017 and she holds a Chinese legal professional qualification certificate. Ms. Wang served as a project manager of business department at Shanghai Wensheng from July 2017 to December 2017, a practicing lawyer at Shanghai Haworth & Lexon Law Firm* (上海和華利盛律師事務所) from January 2018 to September 2020, and has been an investor manager of the president’s office at Shanghai Wensheng since October 2020.

The proposed term of service for Ms. Wang will commence from the date of the approval by the Shareholders at the 2022 second extraordinary general meeting of the Company (the “**EGM**”) to the expiry date of the term of the fourth session of the Board and Ms. Wang can be re-elected in accordance with the mechanism as set out in the articles of association of the Company (the “**Articles of Association**”). Ms. Wang will enter into a service contract with the Company in respect of her appointment as a non-executive Director which will be effective from the date of her appointment. The proposed remuneration of Ms. Wang is RMB200,000 per year during her term starting from the date of appointment. The proposed remuneration of Ms. Wang is determined after taking into account the prevailing market rate, the scope of work, Ms. Wang’s level of involvement, experience, and seniority, and the recommendation of the remuneration and appraisal committee of the Company.

As at the date of this announcement, Ms. Wang 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, Ms. Wang 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)), Ms. Wang does not have any relationship with any Directors, supervisors, senior management, or substantial Shareholders of the Company. Save as disclosed above, Ms. Wang confirmed that she does not hold any position with the Company or other members of the Group, nor any other directorship in the last three years in any other listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas, or other major appointments and professional qualifications.

Save as disclosed above, there are no other matters relating to the appointment of Ms. Wang 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 13.51(2)(v) of the Listing Rules.

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

(III) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 1 December 2022, Company convened the 37th meeting of the fourth session of the Board, in which the Board considered and approved the resolution in relation to the amendments to the Articles of Association* (《關於修訂<公司章程>的議案》) (the “**Proposed Amendments**”). The details are as follows:

The Company has been listed on the National Equities Exchange and Quotations* (全國中小企業股份轉讓系統). As the National Equities Exchange and Quotation Co., Ltd has recently revised and published Transfer of Shares of NET Companies and Delisted Companies* (《兩網公司及退市公司股票轉讓辦法》) and the Measures for the Information Disclosure of STAQ and NET Companies and Delisted Companies* (《兩網公司及退市公司信息披露辦法》), the Company proposes to amend certain provisions of the Articles of Association, and the details of the amendments are as follows:

Existing Articles	Revised Articles
<p>Article 175 The Company shall submit its annual financial reports to the CSRC and the stock exchange within four (4) months from the end date of each fiscal year, its half-year financial reports to the local branch of the CSRC and the stock exchange within two (2) months from the end date of the first 6 months of each fiscal year, and the quarterly financial reports to the local branch of the CSRC and the stock exchange within one (1) month from the end date of the first three (3) and first nine (9) months of each fiscal year respectively.</p>	<p>Article 175 The Company shall submit its annual financial reports to the CSRC and the stock exchange within four (4) months from the end date of each fiscal year and its half-year financial reports to the local branch of the CSRC and the stock exchange within two (2) months from the end date of the first 6 months of each fiscal year, and the quarterly financial reports to the local branch of the CSRC and the stock exchange within one (1) month from the end date of the first three (3) and first nine (9) months of each fiscal year respectively.</p>
<p>Article 181 The specific policies for profit distribution of the Company are as follows:</p> <p>.....</p> <p>If the profit of the company grows substantially and the Board is of the opinion that there is a mismatch between the price of the Company’s A Shares and the scale of its share capital, a preliminary dividend distribution plan may also be proposed and implemented after satisfying the above cash dividend distribution.</p>	<p>Article 181 The specific policies for profit distribution of the Company are as follows:</p> <p>.....</p> <p>If the profit of the company grows substantially and the Board is of the opinion that there is a mismatch between the price of the Company’s A Shares and the scale of its share capital, a preliminary dividend distribution plan may also be proposed and implemented after satisfying the above cash dividend distribution.</p>

The Company would also like to propose to amend an inadvertent clerical error in the English version of Article 70 of the Articles of Association which should read as follows (with strikethrough to the deleted content for easy reference):

“When the Company convenes an annual general meeting, a notice to notify all registered shareholders must be given no later than 20 days before the meeting date; when the Company convenes an extraordinary general meeting, a notice to notify all registered shareholders must be given no later than 15 days, ~~whichever is longer,~~ before the meeting date”.

The Chinese version of Article 70 of the Articles of Association is accurate and does not need to be amended.

Save for the above-mentioned amendments, other contents in the Articles of Association remain unchanged.

The Proposed Amendments are subject to approval of the Company’s shareholders at the EGM by way of a special resolution, and it will be proposed at the EGM to authorize the Board, and for the Board to then authorize the management of the Company to handle relevant formalities for the registration/filing of the changes in respect of the Proposed Amendments. A circular containing, among others, further details of the Proposed Amendments, together with a notice of convening the EGM, will be dispatched to the shareholders of the Company in due course.

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

Shanghai, the People’s Republic of China
1 December 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*