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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.
(IN LIQUIDATION)

*(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)*

**VOTING RESULTS OF THE EXTRAORDINARY GENERAL MEETING,
THE 2023 SECOND DOMESTIC SHAREHOLDERS CLASS MEETING AND
THE 2023 SECOND H SHAREHOLDERS CLASS MEETING
HELD ON 17 APRIL 2023; CHANGE IN MEMBERS OF
THE BOARD AND THE SUPERVISORY COMMITTEE;
CHANGE OF COMPOSITION OF BOARD COMMITTEES;
APPOINTMENT OF SENIOR MANAGEMENT MEMBERS**

References are made to the notice of the 2023 second extraordinary general meeting (the “**EGM**”) of the administrator of Xinjiang La Chapelle Fashion Co., Ltd. (the “**Company**”) and the notice of the 2023 second H shareholders class meeting (the “**H Shareholders Class Meeting**”) of the Company dated 22 March 2023 (the “**Notices**”), the circular of the EGM and the H Shareholders Class Meeting dated 28 March 2023 (the “**Circular**”) and the supplemental announcement of the administrator of the Company to the Circular dated 14 April 2023. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular and the Notices.

The EGM, the 2023 second domestic Shareholders Class Meeting (the “**Domestic Shareholders Class Meeting**”) and the H Shareholders Class Meeting (the EGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting, collectively, the “**Meetings**”) were held at 2:00 p.m. on Monday, 17 April 2023 with a combination of a physical meeting at the Conference Room, 3F, the Conference Center, Building 3 (Tower C), No. 50, Lane 2700, South Lianhua Road, Minhang District, Shanghai, the PRC and via live webcasts. The Meetings were convened in accordance with the Company Law of the PRC and the Articles of Association.

Each of the Meetings was convened by the Board and chaired by Mr. Zhao Jinwen, the chairman of the Board of the Company. Five out of the seven Directors attended the Meetings, Ms. Zhang Ying, Mr. Xing Jiangze and Ms. Chow Yue Hwa Jade attended the Meetings via video conference while Mr. Yang Heng and Mr. Zhu Xiaozhe were unable to attend the Meetings due to other business commitments, and the Directors' attendance at the Meetings was 71.43%. All of the three Supervisors attended the Meetings. Amongst others, Mr. Hu Zhiguo, the chief financial officer of the Company and Mr. Zhu Fengwei, the secretary to the Board also attended the Meetings.

(I) VOTING RESULTS OF THE EGM

As at the date of the EGM, the total number of issued Shares was 547,671,642 Shares (comprising 214,789,800 H Shares and 332,881,842 Domestic Shares), all of which entitled the holders to attend and vote on the resolution(s) put forward at the EGM (the “**EGM Resolution(s)**”), except for the total of 3,573,200 Domestic Shares that have been repurchased which do not carry any voting rights.

No Shareholder was required to abstain from voting on any of the EGM Resolution(s). No Shareholder who was entitled to attend the EGM had to abstain from voting in favour of any EGM Resolution(s) at the EGM pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Listing Rules**”). None of the Shareholders indicated his/her/its intention in the Circular to vote against or to abstain from voting on any of the EGM Resolution(s) at the EGM.

Shareholders holding an aggregate of 108,920,900 Shares with voting rights of the Company, representing approximately 20.02% of the total Shares with voting rights of the Company, attended the EGM either in person or by proxy. The EGM Resolution(s) was put to vote by way of poll.

Total number of Shareholders and proxies who attended the EGM	5
Of which:	
Number of Domestic Shareholders	4
Number of H Shareholders	1
Total number of Shares carrying voting rights held by Shareholders	108,920,900
Of which:	
Total number of Shares held by Domestic Shareholders	106,876,100
Total number of Shares held by H Shareholders	2,044,800
Percentage of the total number of Shares carrying voting rights held by Shareholders (%)	20.02
Of which:	
Percentage of Shares held by Domestic Shareholders relative to the total number of Shares (%)	19.64
Percentage of Shares held by H Shareholders relative to the total number of Shares (%)	0.38

The poll results in respect of the EGM Resolution(s) proposed at the EGM were as follows:

SPECIAL RESOLUTION		CATEGORY OF SHAREHOLDERS	NO. OF SHARES VOTED		
			FOR	AGAINST	ABSTAIN
1.	To consider and approve the resolution in relation to the proposed amendments of the Articles of Association, Rules of Procedures for General Meetings and Rules of Procedures for Meetings of the Supervisory Committee;	Domestic Shareholders	106,875,100 (99.9991%)	1,000 (0.0009%)	0 (0.0000%)
		H Shareholders	85,000 (4.1569%)	0 (0.0000%)	1,959,800 (95.8431%)
		Total	106,960,100 (98.1998%)	1,000 (0.0009%)	1,959,800 (1.7993%)
ORDINARY RESOLUTIONS		CATEGORY OF SHAREHOLDERS	NO. OF SHARES VOTED		
			For The resolution is voted on by cumulative poll (Number of votes)		
2.	To consider and approve the resolution in relation to the early election for the appointment of executive Directors and non-executive Director to the Board:	/			
2.01	To consider and approve the appointment of Mr. Zhao Jinwen as executive Director of the Company;	Domestic Shareholders	106,875,100 (99.9991%)		
		H Shareholders	85,000 (4.1569%)		
		Total	106,960,100 (98.1998%)		
2.02	To consider and approve the appointment of Ms. Zhang Ying as executive Director of the Company;	Domestic Shareholders	106,876,100 (100.0000%)		
		H Shareholders	85,000 (4.1569%)		
		Total	106,961,100 (98.2007%)		
2.03	To consider and approve the appointment of Mr. Zhu Fengwei as executive Director of the Company;	Domestic Shareholders	106,875,100 (99.9991%)		
		H Shareholders	85,000 (4.1569%)		
		Total	106,960,100 (98.1998%)		
2.04	To consider and approve the appointment of Ms. Wang Yan as non-executive Director of the Company;	Domestic Shareholders	106,876,100 (100.0000%)		
		H Shareholders	85,000 (4.1569%)		
		Total	106,961,100 (98.2007%)		

ORDINARY RESOLUTIONS		CATEGORY OF SHAREHOLDERS	NO. OF SHARES VOTED
			For The resolution is voted on by cumulative poll (Number of votes)
3.	To consider and approve the resolution in relation to the early election for the appointment of independent non-executive Directors to the Board:	/	
3.01	To consider and approve the appointment of Mr. Xing Jiangze as independent non-executive Director of the Company;	Domestic Shareholders	106,875,100 (99.9991%)
		H Shareholders	85,000 (4.1569%)
		Total	106,960,100 (98.1998%)
3.02	To consider and approve the appointment of Ms. Chow Yue Hwa Jade as independent non-executive Director of the Company;	Domestic Shareholders	106,876,100 (100.0000%)
		H Shareholders	85,000 (4.1569%)
		Total	106,961,100 (98.2007%)
3.03	To consider and approve the appointment of Ms. Yang Linyan as independent non-executive Director of the Company;	Domestic Shareholders	106,876,100 (100.0000%)
		H Shareholders	85,000 (4.1569%)
		Total	106,961,100 (98.2007%)
4.	To consider and approve the resolution in relation to the early election for the appointment of supervisor to the Supervisory Committee:	/	
4.01	To consider and approve the appointment of Mr. Gu Zhenguang as the shareholder representative Supervisor of the Company.	Domestic Shareholders	106,875,100 (99.9991%)
		H Shareholders	85,000 (4.1569%)
		Total	106,960,100 (98.1998%)

As more than two-thirds of the votes were cast in favour of the above special resolution, and more than 50% of the votes were cast in favour of the ordinary resolutions number 2.01, 2.02, 2.03, 2.04, 3.01, 3.02, 3.03, and 4.01, such resolutions were duly passed by the Shareholders.

(II) VOTING RESULTS OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

As at the date of the Domestic Shareholders Class Meeting, the total number of Domestic Shares was 332,881,842, except for 3,573,200 Domestic Shares that have been repurchased in aggregate, which shall not carry any voting rights, the other Domestic Shares entitled the holders to attend the Domestic Shareholders Class Meeting and vote on the resolution put forward at the Domestic Shareholders Class Meeting (the “**Domestic Class Meeting Resolution**”). No Shareholders were required to abstain from voting on the Domestic Class Meeting Resolution. There were no Shares entitling the Shareholders to attend the Domestic Shareholders Class Meeting but requiring the Shareholders to abstain from voting in favour of the Domestic Class Meeting Resolution at the Domestic Shareholders Class Meeting as set out in Rule 13.40 of the Listing Rules.

Four Shareholders and proxies attended the Domestic Shareholders Class Meeting, holding an aggregate of 106,876,100 voting Shares, representing approximately 19.64% of the total number of Domestic Shares carrying voting rights. The Domestic Class Meeting Resolution was put to vote by way of a poll.

Note: Shareholders who attended the Domestic Shareholders Class Meeting include Domestic Shareholders attending the on-site meeting and Domestic Shareholders attending the Domestic Shareholders Class Meeting through online voting.

The poll results in respect of the Domestic Class Meeting Resolution proposed at the Domestic Shareholders Class Meeting were as follows:

SPECIAL RESOLUTION		NO. OF SHARES VOTED		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the resolution in relation to the proposed amendments of the Articles of Association, Rules of Procedures for General Meetings and Rules of Procedures for Meetings of the Supervisory Committee.	106,875,100 (99.9991%)	1,000 (0.0009%)	0 (0.0000%)

As more than two-thirds of the votes were cast in favour of the above special resolution, such resolution was duly passed by the Domestic Shareholders.

(III) VOTING RESULTS OF THE H SHAREHOLDERS CLASS MEETING

As at the date of the H Shareholders Class Meeting, the total number of issued H Shares was 214,789,800, all of which entitled the holders to attend and vote on the resolution put forward at the H Shareholders Class Meeting (the “**H Class Meeting Resolution**”). No Shareholders were required to abstain from voting on the H Class Meeting Resolution. There were no Shares entitling the Shareholders to attend the H Shareholders Class Meeting but requiring the Shareholders to abstain from voting in favour of the H Class Meeting Resolution at the H Shareholders Class Meeting as set out in Rule 13.40 of the Listing Rules. None of the Shareholders has stated in the Circular his/her/its intention to vote against or to abstain from voting on the H Class Meeting Resolution at the H Shareholders Class Meeting.

One Shareholder holding an aggregate of 2,044,800 voting H Shares, representing approximately 0.38% of the total number of issued H Shares, attended the H Shareholders Class Meeting by proxy. The H Class Meeting Resolution was put to vote by way of an on-site poll.

The poll results in respect of the H Class Meeting Resolution proposed at the H Shareholders Class Meeting were as follows:

SPECIAL RESOLUTION		NO. OF SHARES VOTED		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the resolution in relation to the proposed amendments of the Articles of Association, Rules of Procedures for General Meetings and Rules of Procedures for Meetings of the Supervisory Committee.	85,000 (4.1569%)	0 (0.0000%)	1,959,800 (95.8431%)

As less than two-thirds of the votes were cast in favour of the above special resolution, such resolution was not passed by the H Shareholders.

Scrutinising Votes

The Domestic Shareholders voted by way of online and on-site poll at the EGM and the Domestic Shareholders Class Meeting. The H Shareholders voted by way of on-site poll at the EGM and the H Shareholders Class Meeting. Computershare Hong Kong Investor Services Limited, the Company’s H Share registrar in Hong Kong, two Shareholder representatives and one Supervisor were appointed as scrutineers and were responsible for the counting of the votes at the Meetings.

(IV)CHANGE IN MEMBERS OF THE BOARD AND THE SUPERVISORY COMMITTEE

(1) Appointment of Chairman of the Board and Directors

At the EGM, the following personnel were elected as the members of the fifth session of the Board for a term of three years commencing from the conclusion of the EGM:

Executive Directors:

Mr. ZHAO Jinwen (*Chairman*)

Ms. ZHANG Ying

Mr. ZHU Fengwei

Non-executive Director:

Ms. WANG Yan

Independent Non-executive Directors:

Mr. XING Jiangze

Ms. CHOW Yue Hwa Jade

Ms. YANG Linyan

The biographical details of the above Directors are set out in Appendix I of this announcement.

After the EGM, the fifth session of the Board had resolved to appoint Mr. Zhao Jinwen as the Chairman of the fifth session of the Board with effect from 17 April 2023.

(2) Retirement of Directors

Mr. Yang Heng, being a non-executive Director, and Mr. Zhu Xiaozhe, being an independent non-executive Director, have notified the Board that as they endeavour to commit in their own career development, which requires more of their time and dedication, they will retire from their respective office as a non-executive Director and an independent non-executive Director upon the conclusion of the EGM in accordance with the Articles of Association. Each of Mr. Yang Heng and Mr. Zhu Xiaozhe has confirmed that there is no disagreement between them and the Board, respectively, and there is no other matter in relation to their retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange. The Board would like to express its gratitude to Mr. Yang Heng and Mr. Zhu Xiaozhe for their valuable contribution to the Company during their tenures of office.

(3) Elected the employee representative Supervisors

The Board is pleased to announce that Mr. Sun Bin (“**Mr. Sun**”) and Mr. Wang Jiajie (“**Mr. Wang**”) were elected as the employee representative Supervisors at an employee representative meeting of the Company held on 17 April 2023. Mr. Sun, together with Mr. Wang and the Supervisor elected at the EGM, constitute the fifth session of the Supervisory Committee, with a term of office ending on the expiry of the term of the fifth session of the Supervisory Committee.

Each of Mr. Sun and Mr. Wang have not entered into any service contract with the Company in relation to their election as an employee representative Supervisor. They will be offered remuneration, including a position-based salary as well as a performance-based salary and benefits, based on their respective positions in the Company. Such remuneration will be determined in accordance with the remuneration management system for the employees of the Company.

Biographical details of Mr. Sun and Mr. Wang and further details relating to their appointments are set out in Appendix II to this announcement.

(4) Appointment of Chairman of the Supervisory Committee and Supervisors

At the EGM, Mr. Gu Zhenguang was elected as a member of the fifth session of the Supervisory Committee for a term of three years commencing from the conclusion of the EGM.

Mr. Sun and Mr. Wang have been elected as the employee representative Supervisors of the fifth session of the Supervisory Committee at the employee representative meeting held by the Company on 17 April 2023. Mr. Sun and Mr. Wang, together with the Supervisor elected at the EGM (namely, Mr. Gu Zhenguang), constitute the fifth session of the Supervisory Committee, with a term of office ending on the expiry of the term of the fifth session of the Supervisory Committee:

Shareholder representative Supervisor:

Mr. GU Zhenguang

Employee representative Supervisors:

Mr. SUN Bin

Mr. WANG Jiajie

The biographical details of the Supervisors above are set out in Appendix II of this announcement.

After the EGM, the fifth session of the Supervisory Committee had resolved to appoint Mr. Gu Zhenguang as the Chairman of the fifth session of the Supervisory Committee with effect from 17 April 2023.

(V) CHANGE OF COMPOSITION OF BOARD COMMITTEES

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

Board Committee Director	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. Zhu Fengwei				M	M
Ms. Wang Yan	M				M
Mr. Xing Jiangze	C	M	C	M	
Ms. Chow Yue Hwa Jade	M			M	M
Ms. Yang Linyan		C	M		M

C: Chairman of the relevant Board committee

M: Member of the relevant Board committee

The above-mentioned appointments shall take effect from the date of this announcement to the expiry of the term of the fifth session of the Board.

(VI) APPOINTMENT OF SENIOR MANAGEMENT MEMBERS

Immediately following the EGM, the Board unanimously appointed (i) Ms. Zhang Ying (“**Ms. Zhang**”) as the President of the Company; and (ii) Mr. Hu Zhiguo (“**Mr. Hu**”) as the chief financial officer of the Company.

Ms. Zhang was re-appointed as the President of the Company and elected as an executive Director of the fifth session of the Board at the EGM. Her biographical details are set out in Appendix I of this announcement.

Each of Ms. Zhang and Mr. Hu will be offered remuneration, including a position-based salary as well as a performance-based salary and benefits, based on their respective positions in the Company. Such remuneration will be recommended and approved by the Remuneration and Appraisal Committee in accordance with the remuneration management system for the employees of the Company, and subject to final approval by the Board.

The biographical details of the chief financial officer of the Company are set out in Appendix III of this announcement.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, following the designation of the administrator for the Company's bankruptcy liquidation, trading in the shares of the Company on The Stock Exchange of Hong Kong Limited has been suspended with effect from 9:00 a.m. on 7 February 2023, and will remain suspended until further notice. The Company will publish further announcement(s) to inform the shareholders and potential investors of any material developments in connection with the suspension of trading as and when appropriate.

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

Shanghai, the People's Republic of China
17 April 2023

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

* *For identification purpose only.*

APPENDIX I – BIOGRAPHICAL DETAILS OF THE MEMBERS OF THE FIFTH SESSION OF THE BOARD

Executive Directors

Mr. Zhao Jinwen (趙錦文) (“Mr. Zhao”), aged 30, has been an executive director, chairman of the Board, 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 since 20 April 2022. He was a non-executive director and a member of audit committee of the Company from 10 June 2021 to 20 April 2022. He obtained a master’s degree in finance from Tsinghua University (清華大學) 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 since July 2020.

Mr. Zhao’s term of service commences from 17 April 2023 to the expiry date of the term of the fifth session of the Board (being 16 April 2026). Mr. Zhao has entered into a service contract with the Company in respect of his appointment as an executive Director which is effective from 17 April, subject to retirement by rotation and re-election at least once every three years pursuant to the Articles of Association. Pursuant to the service contract, the remuneration of Mr. Zhao is RMB50,000 per month during his term starting from the date of appointment.

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(有限合伙)) (“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 Company or other members of 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. Zhao 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.

Ms. Zhang Ying (張瑩) (“Ms. Zhang”), aged 44, is the executive director of the Company (with effect from 11 January 2021), the president of the Company (with effect from 9 December 2020), the chairman of the budget committee of the Company (with effect from 22 February 2021), a member of the strategy and development committee of the Company (with effect from 22 February 2021) and a member of nomination committee of the Company (with effect from 22 February 2021). She was the chairman of the Board, the chairman of the nomination committee, the chairman of the strategy and development committee, a member of the budget committee of the Company from 11 January 2021 to 22 February 2021 and a member of audit committee of the Company from 11 January 2021 to 10 June 2021.

She obtained EMBA degree from Xiamen University (廈門大學) in June 2022. Since 2003, she has worked as a designer, associate supervisor of brands, a supervisor of brands, general manager of brand department, general manager of business department, vice president, and president of the Company.

As at the date of this announcement, Ms. Zhang does not directly hold any shares of the Company. Shanghai Hexia Investment Co., Ltd.* (上海合夏投資有限公司) is the shareholder of the Company, which holds 4,390 shares of the Company, accounting for 0.001% of the Company’s total share capital. Ms. Zhang holds 2.21% equity interest of Shanghai Hexia Investment Co., Ltd..

As disclosed in the announcement of the Company dated 10 June 2022, the Company received the “Decision in relation to the Disciplinary Penalty of Xinjiang La Chapelle Fashion Co., Ltd. and Relevant Responsible Persons” ([2022] No. 69)* (《關於對新疆拉夏貝爾服飾股份有限公司及有關責任人予以紀律處分的決定》([2022] 69號)) (the “**Decision Letter**”) from the Shanghai Stock Exchange, in which a penalty was issued to publicly criticize Ms. Zhang, as general manager and executive director of the Company in respect of certain matters and transactions of the Company in 2020 and 2021 that were previously announced. As none of the incidents/matters mentioned in the Decision Letter involved a material error conducted in the Company’s business operations and the Decision Letter did not impose a material adverse impact on the Company, and given Ms. Zhang has been with the Company since 2003 and previously served as a vice-president of the Company in charge of the Company’s operations, brand management and the brand licensing business, the Board considered Ms. Zhang to possess rich experience within the industry and has been a valued member of the management of the Company, and she has provided positive contributions in her roles as president and executive Director to lead the business operations of the Company as an apparel company. Therefore, the Board is of the view that the Decision Letter does not affect Ms. Zhang’s suitability to be appointed as Director of the Company.

The term of service for Ms. Zhang commences from 17 April 2023 to the expiry date of the term of the fifth session of the Board (being 16 April 2026) and Ms. Zhang can be re-elected in accordance with the mechanism as set out in the Articles of Association. Ms. Zhang has entered into a service contract with the Company in respect of her appointment as an executive Director which is effective from 17 April 2023. Under the service contract, Ms. Zhang will not receive any remuneration in her position as executive director of the Company. The Group has entered into an employment agreement with Ms. Zhang. Ms. Zhang is entitled to a salary of RMB150,000 per month (before tax, with respect to her position as the president). Ms. Zhang may also receive other subsidies, allowances and social insurance in accordance with the relevant PRC laws and regulations, payable by the Group with respect to her position as the president.

Save as disclosed above, as at the date of this announcement, Ms. Zhang does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO. Ms. Zhang does not have any relationship with any Directors, supervisors, senior management, or substantial Shareholders of the Company. Ms. Zhang confirmed that she does not hold any position with the Company or other members of 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 Ms. Zhang 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.

Mr. Zhu Fengwei (朱風偉) (“Mr. Zhu”), aged 34, has been a secretary of board of directors of the Company since June 2021. He obtained a bachelor’s degree in finance. He served as the investor relations manager at Shanghai Aoyun Management Consulting Co., Ltd.* (上海翱贊管理諮詢有限公司) and the investment manager at Shanghai Feile Intelligence Technology Co., Ltd.* (上海飛樂智能技術有限公司). He joined the office of the board of directors of the Company in November 2017 and served as the security affairs representative and the head of the office of the Board.

The term of service for Mr. Zhu commences from 17 April 2023 to the expiry date of the term of the fifth session of the Board (being 16 April 2026) and Mr. Zhu can be re-elected in accordance with the mechanism as set out in the Articles of Association. Mr. Zhu has entered into a service contract with the Company in respect of his appointment as an executive Director which is effective from 17 April 2023. Under the service contract, Mr. Zhu will not receive any remuneration in his position as executive director of the Company. The Group has entered into an employment agreement with Mr. Zhu. Mr. Zhu is entitled to a salary of RMB80,000 per month (before tax, with respect to his position as the secretary of the Board). Mr. Zhu may also receive other subsidies, allowances and social insurance in accordance with the relevant PRC laws and regulations, payable by the Group with respect to his position as the secretary of the Board.

As at the date of this announcement, Mr. Zhu does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO. Mr. Zhu does not have any relationship with any Directors, supervisors, senior management, or substantial Shareholders of the Company. Mr. Zhu confirmed that save as disclosed above, he does not hold any position with the Company or other members of 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. Zhu 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.

Non-executive Director

Ms. Wang Yan (王艷) (“Ms. Wang”), aged 32, has been a non-executive director of the Company, a member of each of the budget committee and the strategy and development committee of the Company from 30 December 2022. Ms. Wang obtained a master’s degree in economic law from East China University of Political Science and Law (華東政法大學) in June 2017 and she holds a Chinese legal professional qualification certificate. Ms. Wang served as a project manager of the 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 investment manager at the president’s office at Shanghai Wensheng since October 2020.

The term of service for Ms. Wang commences from 17 April 2023 to the expiry date of the term of the fifth session of the Board (being 16 April 2026) and Ms. Wang can be re-elected in accordance with the mechanism as set out in the Articles of Association. Ms. Wang has entered into a service contract with the Company in respect of her appointment as a non-executive Director which is effective from 17 April 2023. The remuneration of Ms. Wang is RMB200,000 per year during her term starting from the date of appointment.

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 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, 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.

Independent non-executive Directors

Mr. Xing Jiangze (邢江澤) (“Mr. Xing”), aged 56, has been an independent non-executive Director, the chairman of the audit committee and remuneration and appraisal committee and a member of the budget committee and nomination committee of the Company since 8 May 2020.

Mr. Xing Jiangze is a certified public accountant, certified tax agent and senior accountant in China. He has a practicing certificate for Asset Management Association of China and has nearly 30 years' experience in finance, accounting and auditing. From January 1992 to November 1998, he served as a director and financial manager of Lingbao Wuhua Fuel Co., Ltd.* (靈寶物華燃料有限公司). From December 1998 to January 2000, he served as a chief accountant of Henan Lingye Group Co., Ltd.* (河南凌冶集團有限公司). From February 2000 to November 2002, he served as a project manager and a manager of the first auditing division of Henan Zhengyong Accounting Firm* (河南正永會計師事務所). From November 2002 to April 2007, he served as a financial director of Lingbao Shuangxin Mining Co., Ltd.* (靈寶雙鑫礦業有限公司). From April 2007 to June 2018, he served as a deputy financial director and manager of the finance department, financial director, investment director, secretary of the board, deputy general manager and executive director of Lingbao Gold Group Company Ltd. (stock code: 03330). He has served as a vice chairman, secretary of the board and senior executive vice president of Lingbao Gold Group Company Ltd. from June 2018 to May 2021, and he has served as a vice chairman and secretary of the board of Lingbao Gold Group Company Ltd. from May 2021.

Mr. Xing graduated from Henan Radio and Television University (河南廣播電視大學) with a college diploma in accounting in July 1988. Mr. Xing attended the PLA Information Engineering University (解放軍信息工程大學) from September 2006 to June 2009 for computer science and technology, and obtained a bachelor's degree in engineering.

The term of service for Mr. Xing commences from 17 April 2023 to the expiry date of the term of the fifth session of the Board (being 16 April 2026) and Mr. Xing can be re-elected in accordance with the mechanism as set out in the Articles of Association. Mr. Xing has entered into a service contract with the Company in respect of his appointment as an independent non-executive Director which is effective from 17 April 2023. Pursuant to the service contract, the remuneration of Mr. Xing is RMB200,000 per annum during his term starting from the date of appointment.

The Board has received the confirmation of independence issued by Mr. Xing in accordance with Rule 3.13 of the Listing Rules.

As at the date of this announcement, Mr. Xing does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO. He does not have any relationship with any Directors, supervisors, senior management, or substantial Shareholders of the Company. Save as disclosed above, Mr. Xing confirmed that he does not hold any position with the Company or other members of 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. Xing 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.

Ms. Chow Yue Hwa Jade (周玉華) (“Ms. Chow”), aged 60, has been an independent non-executive Director, a member of the Audit Committee, Budget Committee, and Strategy and Development Committee of the Company since 10 June 2021. She obtained a master’s degree in business administration from the University of Southern California in May 1985 and a bachelor’s degree in science from University of California, Los Angeles in August 1983. Ms. Chow acted as the general manager and a director of Elegance Textiles (Hong Kong) Limited from 1990 to 1998, an associate director of PricewaterhouseCoopers (Hong Kong) from 1999 to 2003, and the managing director of Marbridge Holdings LLC (United States) since November 2003.

The term of service for Ms. Chow commences from 17 April 2023 to the expiry date of the term of the fifth session of the Board (being 16 April 2026) and Ms. Chow can be re-elected in accordance with the mechanism as set out in the Articles of Association. Ms. Chow has entered into a service contract with the Company in respect of her appointment as an independent non-executive Director which is effective from 17 April 2023. Pursuant to the service contract, the remuneration of Ms. Chow is RMB200,000 per annum during her term starting from the date of appointment.

The Board has received the confirmation of independence issued by Ms. Chow in accordance with Rule 3.13 of the Listing Rules.

As at the date of this announcement, Ms. Chow does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO. She does not have any relationship with any Directors, supervisors, senior management, or substantial Shareholders of the Company. Save as disclosed above, Ms. Chow confirmed that she does not hold any position with the Company or other members of 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.

Ms. Chow was ordered bankrupt pursuant to a bankruptcy order (the “**Bankruptcy Order**”) issued by the High Court of Hong Kong in June 2007 as a result of the petition made by a third party creditor (the “**Creditor**”) against her in January 2007 for her default of performance of her obligations as the guarantor under a loan agreement (the “**Loan Agreement**”) made between the Creditor and Elegance Textiles (Hong Kong) Limited (the “**Borrower**”), a Hong Kong incorporated company where Ms. Chow was a general manager and director from 1990 to 1998. The guarantee was provided in favour of the Creditor to guarantee the Borrower’s repayment performance under the Loan Agreement. She was fully discharged from bankruptcy in June 2011.

Ms. Chow was a director of the Borrower from 1990 to 1998 which was dissolved by way of compulsory winding-up in January 2007 as a result of its inability to perform its obligations under the Loan Agreement. The Borrower was in the textile industry but was and is not in any way related to the Group. The Board considers that Ms. Chow has the requisite character, experience and integrity and is able to demonstrate a standard of competence commensurate with her position as an independent non-executive Director of the Company for the following reasons:

- (1) The Bankruptcy Order against Ms. Chow resulted from her personal affairs, and Ms. Chow was fully discharged from bankruptcy in June 2011;
- (2) The Loan Agreement which led to the Bankruptcy Order did not involve fraud or cast any doubt on Ms. Chow's integrity;
- (3) The Bankruptcy Order was made more than 14 years ago and Ms. Chow has been discharged from bankruptcy for over 10 years;
- (4) There is no restriction or limitation on Ms. Chow's capacity to act as directors of private or public companies in Hong Kong under the Bankruptcy Order and the Bankruptcy Order has ceased to have any effect on Ms. Chow; and
- (5) Ms. Chow confirmed to the Board, among other things, that she is not involved in any court or arbitration proceedings, any pending or potential bankruptcy petitions, or any disputes or claims against her as at the date of this announcement.

Save as disclosed above, there are no other matters relating to the appointment of Ms. Chow 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.

Ms. Yang Linyan (楊林岩) ("Ms. Yang"), aged 59, has a doctoral degree in applied economics from Xi'an Jiaotong University (西安交通大學). Since July 1986, she has been a teaching assistant, lecturer, associate professor in Xi'an Jiaotong University. She was exchange scholar in Nanyang Technological University in Singapore, invited scholar in Gunma University in Japan, visiting scholar in the University of Maryland in the United States of America and in University of Alberta in Canada.

The term of service for Ms. Yang commences from 17 April 2023 to the expiry date of the term of the fifth session of the Board (being 16 April 2026) and Ms. Yang can be re-elected in accordance with the mechanism as set out in the Articles of Association. Ms. Yang has entered into a service contract with the Company in respect of her appointment as an independent non-executive Director which is effective from 17 April 2023. Pursuant to the service contract, the remuneration of Ms. Yang is RMB200,000 per annum during her term starting from the date of appointment.

The Board has received the confirmation of independence issued by Ms. Yang in accordance with Rule 3.13 of the Listing Rules.

As at the date of this announcement, Ms. Yang does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO. She does not have any relationship with any Directors, supervisors, senior management, or substantial Shareholders of the Company. Save as disclosed above, Ms. Yang confirmed that she does not hold any position with the Company or other members of 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 Ms. Yang 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.

APPENDIX II – BIOGRAPHICAL DETAILS OF THE MEMBERS OF THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE

Shareholder representative Supervisor

Mr. Gu Zhenguang (顧振光) (“**Mr. Gu**”), aged 42, is the chairman of the Supervisory Committee (appointed since 10 June 2021). He has been a shareholder representative Supervisor since 22 February 2021. Mr. Gu obtained a diploma in financial accounting from the Shanghai Open University (上海電視大學) in March 2008. Mr. Gu currently serves as a director of the accounting management department of the Company. Mr. Gu has served as a financial commissioner, financial supervisor, financial manager, and senior financial manager, director of the accounting management department of the Company since November 2003.

Save as disclosed above, Mr. Gu has confirmed that he does not hold any position with the Company and its subsidiaries or any directorship in any other listed public companies in the last three years. Also, Mr. Gu does not have any relationship with any Directors, supervisors, senior management, or substantial Shareholders of the Company. As at the date of this announcement, Mr. Gu does not have any interest in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

The term of office of Mr. Gu as a shareholder representative Supervisor commences from 17 April 2023 to the expiry date of the term of the fifth session of the Supervisory Committee (being 16 April 2026). Mr. Gu has not entered into any service contract with the Company in relation to his election as a shareholder representative Supervisor and will not receive any remuneration in his position as a shareholder representative Supervisor of the Company. The Group has entered into an employment agreement with Mr. Gu. Mr. Gu is entitled to a salary of RMB32,000 per month (before tax, with respect to his position as the director of the accounting management department). Mr. Gu may also receive other subsidies, allowances and social insurance in accordance with the relevant PRC laws and regulations, payable by the Group with respect to his position as the director of the accounting management department.

Save as disclosed above, there are no other matters in relation to the appointment of Mr. Gu as a shareholder representative Supervisor that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Employee representative Supervisors

Mr. Sun Bin (孫斌) (“Mr. Sun”), aged 42, has been an employee representative Supervisor since 15 January 2021. Mr. Sun obtained a diploma in administration and management from Shanghai Normal University (上海師範大學) in March 2006. Mr. Sun served as an administrative officer of Shanghai Datun Energy Company Limited (上海大屯能源股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 600508)) from December 2000 to December 2010 and has served as an administrative officer of the Company since December 2010.

Save as disclosed above, Mr. Sun has confirmed that he does not hold any position with the Company and its subsidiaries or any directorship in any other listed public companies in the last three years. Also, Mr. Sun does not have any relationship with any Directors, supervisors, senior management, or substantial Shareholders of the Company. As at the date of this announcement, Mr. Sun does not have any interest in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

The term of office of Mr. Sun as an employee representative Supervisor commences from 17 April 2023 to the expiry date of the term of the fifth session of the Supervisory Committee (being 16 April 2026). Mr. Sun has not entered into any service contract with the Company in relation to his election as an employee representative Supervisor and will not receive any remuneration in his position as an employee representative Supervisor of the Company. The Group has entered into an employment agreement with Mr. Sun. Mr. Sun is entitled to a salary of RMB10,000 per month (before tax, with respect to his position as an administrative officer). Mr. Sun may also receive other subsidies, allowances and social insurance in accordance with the relevant PRC laws and regulations, payable by the Group with respect to his position as an administrative officer.

Save as disclosed above, there are no other matters in relation to the appointment of Mr. Sun as an employee representative supervisor that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Wang Jiajie (王佳杰) (“Mr. Wang”), aged 33, has been an employee representative Supervisor since 10 June 2021. He is an intermediate accountant and is currently the director of the supply chain management department of the Company. Since July 2011, Mr. Wang has served as a financial specialist, a supervisor of the finance department, a deputy financial manager of the accounting management department, a manager of the accounting management department, a senior manager of the accounting management department, and the director of the supply chain department of the Company. Mr. Wang obtained a bachelor’s degree in management from Shanghai University of Finance and Economics (上海財經大學) in 2015.

Save as disclosed above, Mr. Wang has confirmed that he does not hold any position with the Company and its subsidiaries or any directorship in any other listed public companies in the last three years. Also, Mr. Wang does not have any relationship with any Directors, supervisors, senior management, or substantial Shareholders of the Company. As at the date of this announcement, Mr. Wang does not have any interest in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

The term of office of Mr. Wang as an employee representative Supervisor commences from 17 April 2023 to the expiry date of the term of the fifth session of the Supervisory Committee (being 16 April 2026). Mr. Wang has not entered into any service contract with the Company in relation to his election as an employee representative Supervisor and will not receive any remuneration in his position as an employee representative Supervisor of the Company. The Group has entered into an employment agreement with Mr. Wang. Mr. Wang is entitled to a salary of RMB32,000 per month (before tax, with respect to his position as the director of the supply chain management department). Mr. Wang may also receive other subsidies, allowances and social insurance in accordance with the relevant PRC laws and regulations, payable by the Group with respect to his position as the director of the supply chain management department.

Save as disclosed above, there are no other matters in relation to the appointment of Mr. Wang as an employee representative supervisor that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX III – BIOGRAPHICAL DETAILS OF CHIEF FINANCIAL OFFICER OF THE FIFTH SESSION

Chief Financial Officer

Mr. Hu Zhiguo (虎治國) (“Mr. Hu”), aged 40, has been the chief financial officer of the Company since 30 March 2020. Mr. Hu served as an accountant of cost of Dayu Jieshui Group Company Limited (大禹節水集團股份有限公司) from July 2008 to May 2010. He also served various positions, including as general ledger accountant of the finance department, manager of accounting and auditing department and deputy head of the finance department, at Zhejiang Semir Garment Co., Ltd. (浙江森馬服飾股份有限公司) from June 2010 to April 2017. He joined the Company in April 2017 and served as the financial director at the regional finance management department, as general manager of the finance department and as the chief financial officer of the Company. Mr. Hu obtained an EMBA degree at the School of Management in Bocconi University (博科尼大學商學院) in October 2022.