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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 REORGANISATION)

(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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, RULES OF PROCEDURES FOR GENERAL MEETINGS AND RULES OF PROCEDURES FOR THE BOARD MEETINGS

This announcement is made by Xinjiang La Chapelle Fashion Co., Ltd. (the "Company", together with its subsidiaries, the "Group") pursuant to Rule 13.51(1) of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company convened the fifth meeting of the fifth session of the board of the directors of the Company (the "Board"), in which the Board considered and approved the resolution in relation to the proposed amendments of the Articles of Association, Rules of Procedures for General Meetings and Rules of Procedures for the Board Meetings* (《關於修訂<公司章程>、<股東大會議事規則>及<董事會議事規則>的議案》) (the "Proposed Amendments") on 29 April 2024. The details are as follows:

T. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Given the amendments to Listing Rules relating to expanding the paperless listing regime, and taking into account the actual situation of the Company, the Company proposes to amend certain provisions of the articles of association of the Company (the "Articles of Association"). The details of the amendments are as follows:

Existing Articles

Revised Articles

Article 63 Notices of a general meeting shall be served to the shareholders (whether they have the right to vote at the general meeting or not) by hand delivery or prepaid mail, to the address of the recipient as recorded in the register of shareholders, or provided that such is in compliance with the relevant laws, regulations and the Listing Rules, by announcement on the website designated by the Company and the Hong Kong Stock Exchange. For shareholders of onshorelisted domestic shares, notices of a general meeting may also be served by way of announcements.

The aforesaid announcement shall be published on designated media in the PRC (newspapers, websites). The designated media shall be a media provided for under the relevant PRC laws, administrative regulations or designated by the securities regulatory authorities under the State Council. Upon announcement, the notices shall be deemed to have been served to all shareholders of onshore-listed domestic shares.

Article 63 Notice of a general meeting shall be served to the shareholders (whether they have the right to vote at the general meeting or not) in the manner specified in the Articles of Association or in other manners permitted by the stock exchange where the shares of the Company are listed. by hand delivery or prepaid mail, to the address of the recipient as recorded in the register of shareholders, or provided In that such is in compliance with the relevant laws, regulations and the Listing Rules, the Company may issue notice of a general meeting by announcement on the website of designated by the Company and the Hong Kong Stock Exchange website designated by the stock exchange where the shares of the Company are listed. For shareholders of onshore-listed domestic shares. notices of a general meeting may also be served by way of announcements.

The aforesaid announcement shall be published on designated media in the PRC (newspapers, websites). The designated media shall be a media provided for under the relevant PRC laws, administrative regulations or designated by the securities regulatory authorities under the State Council. Upon announcement, the notices shall be deemed to have been served to all shareholders of onshorelisted domestic shares.

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Existing Articles	Revised Articles
Article 67 An instrument appointing a voting proxy shall be placed at the domicile of the Company or another place specified in the notice of the meeting at least 24 hours prior to the commencement of the meeting in question or 24 hours prior to the scheduled time for voting. Where the instrument is signed by a personnel authorized by the principal, the power of attorney or other authorization documents shall be notarized. The power of attorney or other authorization documents so notarized shall be placed at the domicile of the Company or another place specified in the notice of the meeting, together with the instrument appointing the voting proxy. If the principal is a legal person, it shall be represented at the general meeting of the Company by its legal representative or a personnel authorized by its board of directors or other decision-making bodies.	(Delete)
Article 68 Any power of attorney delivered to a shareholder by the Board of Directors of the Company shall be prepared in a form such that the shareholder is able to freely instruct the proxy to vote for or against any resolution, and to separately give instructions on matters to be voted on for each agenda at the meeting. The power of attorney shall specify whether the proxy may vote as he/she sees fit, if no instruction is given by the shareholder.	(Delete)
Article 70 Notwithstanding the death or incapacity of the principal, the revocation of the appointment or the power of attorney by which the instrument of appointment is signed, or the transfer of relevant shares prior to voting, a vote by the proxy based on the power of attorney shall remain valid, as long as no written notice in respect of the aforesaid events has been received by the Company prior to the commencement of the relevant meeting.	(Delete)

Existing Articles	Revised Articles
Article 90	Article 87
(2) For meetings of the Board of Directors of which the time and location have not been decided by the Board of Directors in advance, the Board of Directors shall notify the directors and supervisors of the time and venue of such meeting at least ten days in advance by telex, telegraph, facsimile, express delivery service, registered mail or in person. (3) In the event of any urgent matter that a Board meeting has to be convened, the Chairman shall appoint the secretary of the Board of Directors to notify all directors and supervisor of the time, venue and form of the extraordinary Board meeting by telegraph, telex, facsimile, express delivery service, registered mail or in person. The above notice shall be sent out at least five days but no more than ten days prior to the meeting of the Board of Directors.	(2) For meetings of the Board of Directors of which the time and location have not been decided by the Board of Directors in advance, the Board of Directors shall notify the directors and supervisors of the time and venue of such meeting at least ten days in advance by telex, telegraph, facsimile, express delivery service, registered mail, other electronic means or in person. (3) In the event of any urgent matter that a Board meeting has to be convened, the Chairman shall appoint the secretary of the Board of Directors to notify all directors and supervisor of the time, venue and form of the extraordinary Board meeting by telegraph, telex, facsimile, express delivery service, registered mail, other electronic means or in person. The above notice shall be sent out at least five days but no more than ten days prior to the meeting of the Board of Directors
Article 92	Article 89
A written resolution agreed and signed by all directors respectively, shall be deemed as valid as any resolution passed by a legally convened board meeting. This written resolution may be signed in counterparts, each of which may be signed by one or more directors. A resolution signed by a director, by personal delivery or that contains the name, telegram, telex, mail, fax, shall be deemed as a document signed by the director for the purpose of this article.	A written resolution agreed and signed by all directors respectively, shall be deemed as valid as any resolution passed by a legally convened board meeting. This written resolution may be signed in counterparts, each of which may be signed by one or more directors. A resolution signed by a director, by personal delivery or that contains the name, telegram, telex, mail, fax, or other electronic means shall be deemed as a document signed by the director for the purpose of this article
Article 93 Board meetings may only be held when more than a half of the directors (including directors who are appointed to attend under Article 94 hereof) are present.	Article 90 Board meetings may only be held when more than a half of the directors (including directors who are appointed to attend under Article 91 94 hereof) are present.
Article 106 Article 119 in the Articles of Association regarding the circumstances that the persons cannot be appointed as directors also apply to the senior management.	Article 103 Article 116 119 in the Articles of Association regarding the circumstances that the persons cannot be appointed as directors also apply to the senior management.
Article 112 Article 119 in these Articles of Association regarding the circumstances that the persons cannot be appointed as directors also apply to supervisors.	Article 109 Article 116 119 in these Articles of Association regarding the circumstances that the persons cannot be appointed as directors also apply to supervisors.

Existing Articles	Revised Articles
Article 134 The Company may not be forced to perform a loan guarantee provided thereby in violation of the provisions of Paragraph 1 of Article 132, except under the following circumstances:	Article 131 The Company may not be forced to perform a loan guarantee provided thereby in violation of the provisions of Paragraph 1 of Article 129 132, except under the following circumstances:
Article 145	Article 142
The Company shall deliver, by prepaid post, the abovementioned report and a report of the Directors to the address of each shareholder holding the overseas-listed foreign shares as registered in the register of members at least 21 days before such annual general meeting.	The Company shall provide deliver, by prepaid post, the abovementioned report and a copy of the a-report of the Directors to the shareholders. In compliance with the laws, administrative regulations, departmental rules and the relevant provisions of the securities regulatory authorities of the stock exchanges where the shares of the Company are listed, the Company may provide the above-mentioned documents by way of announcement (including by publication on the Company's website). to the address of each shareholder holding the overseas-listed foreign shares as registered in the register of members at least 21 days before such annual general meeting.

Existing Articles Revised Articles

Article 173

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Where a resolution is proposed to be passed at the general meeting to appoint an accounting firm other than an existing accounting firm to fill any vacancy in the office of the accounting firm, or to reappoint an accounting firm who has been appointed by the Board of Directors to fill a vacancy or to dismiss an accounting firm before the expiry of its term of office, the following provisions shall apply:

- (1) A copy of the proposed resolution in respect of appointment or removal shall be sent before notice of meeting is given to the shareholders to the accounting firm proposed to be appointed or the accounting firm proposing to leave its post or the accounting firm who has left its post in the relevant financial year.
- "Leaving" includes leaving by removal, resignation and retirement.
- (2) If the accounting firm leaving its post makes representations in writing and requests their notification to the shareholders, the Company shall take the following measures (unless the representations are received too late):
- a) in any notice of the resolution given to shareholders, state the fact of the representations having been made;
- b) send a copy of the representations as appendix to the notice to shareholders in accordance with the mode of service prescribed by the Articles of Association.
- (3) If the representations of the accounting firm are not sent out as required by paragraph (2) of this article, the accounting firm may require that the representations shall be read out at the general meeting and may have further rights of redress.
- (4) An accounting firm which is leaving its post shall be entitled to attend:
- a) the general meeting at which its term of office would otherwise have expired;
- b) any general meeting at which it is proposed to fill the casual vacancy caused by its removal;
- c) any general meeting convened on its resignation. The leaving accounting firm is entitled to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting on any matter which concerns its as a former accounting firm of the Company.

Article 170

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Where a resolution is proposed to be passed at the general meeting to appoint an accounting firm other than an existing accounting firm to fill any vacancy in the office of the accounting firm, or to reappoint an accounting firm who has been appointed by the Board of Directors to fill a vacancy or to dismiss an accounting firm before the expiry of its term of office, the following provisions shall apply:

- (1) A copy of the proposed resolution in respect of appointment or removal shall be sent before notice of meeting is given to the shareholders to the accounting firm proposed to be appointed or the accounting firm proposing to leave its post or the accounting firm who has left its post in the relevant financial year.
- "Leaving" includes leaving by removal, resignation and retirement.
- (2) If the accounting firm leaving its post makes representations in writing and requests their notification to the shareholders, the Company shall take the following measures (unless the representations are received too late):

 a) in any notice of the resolution given to shareholders, state the fact of the representations having been made;
- b) send a copy of the representations as appendix to the notice to shareholders in accordance with the mode of service prescribed by the Articles of Association.
- (3) If the representations of the accounting firm are not sent out as required by paragraph (2) of this article, the accounting firm may require that the representations shall be read out at the general meeting and may have further rights of redress.
- (4) An accounting firm which is leaving its post shall be entitled to attend:
- a) the general meeting at which its term of office would otherwise have expired;
- b) any general meeting at which it is proposed to fill the casual vacancy caused by its removal;
- c) any general meeting convened on its resignation. The leaving accounting firm is entitled to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting on any matter which concerns its as a former accounting firm of the Company.

Existing Articles

Article 174 In the event of any dismissal or non-renewal of an accounting firm by the Company, a 30-day in advance notice shall be served to inform the accounting firm and the accounting firm has the right to express its opinion at the general meeting. If an accounting firm tenders its resignation, it shall make statement at the general meeting whether there are any improper happenings.

An accounting firm may resign its office by depositing a notice in writing at the Company's registered office. Such notice shall come into force on the date on which it is deposited at the Company's seat or such later date as may be specified in the notice. Such notice shall include:

- (1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or
- (2) a statement of any such circumstances as aforesaid.

The Company shall send a copy of such notice to the relevant supervisory authorities within fourteen days of receipt of the abovementioned written notice. In the event that the notice contains the statement as referred to in preceding paragraph (2) of the above, the Company shall also place a copy of the said notice in the Company for shareholders' inspection, and provide each holders of overseas-listed foreign shares with a copy of such notice by postage prepaid mail at the address registered in the register of shareholders.

Where the notice of resignation of the accounting firm contains a statement regarding any accountable affair, the accounting firm may require the Board of Directors to convene an extraordinary shareholders' general meeting for the purpose of hearing an explanation of the circumstances connected with its resignation.

Article 183

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Holders of overseas-listed foreign shares shall be delivered the copies of the above-mentioned document by mail. The address of the recipient shall be in accordance with the address registered on the register of shareholders.

Revised Articles

Article 171 In the event of any dismissal or non-renewal of an accounting firm by the Company, a 30-day in advance notice shall be served to inform the accounting firm and the accounting firm has the right to express its opinion at the general meeting. If an accounting firm tenders its resignation, it shall make statement at the general meeting whether there are any improper happenings.

An accounting firm may resign its office by depositing a notice in writing at the Company's registered office. Such notice shall come into force on the date on which it is deposited at the Company's seat or such later date as may be specified in the notice. Such notice shall include:

- (1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or
- (2) a statement of any such circumstances as aforesaid.

The Company shall send a copy of such notice to the relevant supervisory authorities within fourteen days of receipt of the abovementioned written notice. In the event that the notice contains the statement as referred to in preceding paragraph (2) of the above, the Company shall also place a copy of the said notice in the Company for shareholders' inspection, and provide each holders of overseas-listed foreign shares with a copy of such notice by postage prepaid mail at the address registered in the register of shareholders.

Where the notice of resignation of the accounting firm contains a statement regarding any accountable affair, the accounting firm may require the Board of Directors to convene an extraordinary shareholders' general meeting for the purpose of hearing an explanation of the circumstances connected with its resignation.

Article 180

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Holders of overseas-listed foreign shares shall be delivered the copies of the above-mentioned document by mail. The address of the recipient shall be in accordance with the address registered on the register of shareholders.

Existing Articles

Revised Articles

Article 185 Under the circumstances described in item (1) of

Article 184 187, the Company may continue to exist through

amendment of the Articles of Association. Amendment of

the Articles of Association in accordance with the above

Article 188 Under the circumstances described in item (1) of Article 187, the Company may continue to exist through amendment of the Articles of Association. Amendment of the Articles of Association in accordance with the above paragraph shall be passed by no less than two-thirds of the voting rights held by the shareholders present at the general meeting.

paragraph shall be passed by no less than two-thirds of the voting rights held by the shareholders present at the general meeting.

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Article 201

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Notices sent by way of public announcement shall be deemed to have been received by all relevant parties after the publication of such announcement. Except otherwise specified herein, the "public announcement" to holders of domestic shares and non-listed foreign shares or public announcement which shall be published onshore according to relevant regulations and the Articles of Associations, shall be published on the media (newspapers or websites) designated by PRC laws, administrative regulations or the competent securities regulatory authority of the State Council. Public announcement sent to holders of overseas-listed foreign shares in Hong Kong or public announcement which shall be published in Hong Kong according to relevant regulations and the Articles of Associations, shall be published on the designated Hong Kong newspapers required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Article 202 Except as otherwise provided in Articles of Association, all notices, materials or written statements issued by the Company to holders of overseas-listed foreign shares shall be delivered by messenger or by postage pre-paid mails to the registered address of each holder of such shares as shown in the register of members.

The notices to holders of domestic shares and non-listed foreign shares shall be published in one or more newspapers designated by the competent securities regulatory authority of the State Council. After the publication of such announcement, the holders of domestic shares and non-listed foreign shares shall be deemed to have received the aforesaid notices.

Article 198

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Notices sent by way of public announcement shall be deemed to have been received by all relevant parties after the publication of such announcement. Except otherwise specified herein, the "public announcement" to holders of domestic shares and non-listed foreign shares or public announcement which shall be published onshore according to relevant regulations and the Articles of Associations, shall be published on the media (newspapers or websites) designated by PRC laws, administrative regulations or the competent securities regulatory authority of the State Council. Public announcement sent to holders of overseaslisted foreign shares in Hong Kong or public announcement which shall be published in Hong Kong according to relevant regulations and the Articles of Associations, shall be published on the designated Hong Kong newspapers required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

(Delete)

Existing Articles	Revised Articles
Article 203 Any notice sent by mail shall be clearly addressed, with its postage pre-paid and being put into an envelope. Such notice shall be deemed received in five days after such it is put into a mail box.	

Save for the above-mentioned amendments, the relevant provision and chapter numbers in the Articles of Association have also been adjusted according to the above-mentioned amendments, whereas the other content remains unchanged.

II. AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS

In view of the amendments to the Article of Associations, certain provisions of the Rules of Procedures for General Meetings are amended correspondingly. The details of the amendments are as follows:

Existing Articles Revised Articles

Article 25 The notice of a general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) by personal delivery or by pre-paid mail to their addresses as shown in the shareholders' register or provided that such is in compliance with the relevant laws, regulations and the Listing Rules, by announcement on the website designated by the Company and the Hong Kong Stock Exchange. For shareholders of domestic shares, notices of general meetings may be issued by announcement.

The aforesaid announcement shall be published on designated media in the PRC (newspapers, websites). The designated media shall be a media provided for under the relevant PRC laws, administrative regulations or designated by the securities regulatory authorities under the State Council. Upon announcement, the notices shall be deemed to have been served to all shareholders of domestic shares.

Article 25 The notice of a general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) in the manner specified in the Articles of Association or in other manners permitted by the stock exchange where the shares of the Company are listed. by personal delivery or by pre-paid mail to their addresses as shown in the shareholders' register or provided In that such is in compliance with the relevant laws, regulations and the Listing Rules, the Company may issue notice of a general meeting by announcement on the website designated by of the Company and the Hong Kong Stock Exchange website designated by the stock exchange where the shares of the Company are listed. For shareholders of domestic shares, notices of general meetings may be issued by announcement.

The aforesaid announcement shall be published on designated media in the PRC (newspapers, websites). The designated media shall be a media provided for under the relevant PRC laws, administrative regulations or designated by the securities regulatory authorities under the State Council. Upon announcement, the notices shall be deemed to have been served to all shareholders of domestic shares.

Existing Articles	Revised Articles
Article 33 The power of attorney for voting shall be deposited at the domicile of the Company or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the issues on which the proxy is authorized to vote are to be discussed or 24 hours before the scheduled voting time. Where such a power of attorney is signed by a person authorized by the principal, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents shall, together with the power of attorney for voting, be delivered to the Company's domicile or other location as specified in the notice of the meeting. Where the principal is a legal person, its legal representative or a person authorized by the Board or other decision making body shall attend the general meeting of the Company.	(Delete)
Article 34 Any form of blank power of attorney issued to the shareholder by the Board for appointing a proxy shall provide the shareholder with the flexibility to instruct the proxy to vote for or against or abstain from voting on relevant issues at the meeting, and shall give directives on each of the resolutions to be decided at the meeting.	(Delete)
Article 35 In the event that the principal is dead, loses capacity, revokes the power of attorney, revokes the authorization to sign the power of attorney or transfers the share(s) held by it prior to voting, a vote given by a proxy in accordance with the terms of the power of attorney shall still be valid provided that no written notice of such death, loss of capacity, revocation or transfer has been received by the Company before commencement of the meeting.	(Delete)

Save for the above-mentioned amendments, the relevant provision and chapter numbers in the Rules of Procedures for General Meetings have also been adjusted according to the above-mentioned amendments, whereas the other content remains unchanged.

III. AMENDMENTS TO RULES OF PROCEDURES FOR THE BOARD MEETINGS

In view of the amendments to the Article of Associations, certain provisions of the Rules of Procedures for the Board Meetings are amended correspondingly. The details of the amendments are as follows:

Existing Articles	Revised Articles
Article 9 Meeting notice	Article 9 Meeting notice
Notice of meetings of the Board of Directors and extraordinary Board meetings shall be convened according to the following requirements:	Notice of meetings of the Board of Directors and extraordinary Board meetings shall be convened according to the following requirements:
(I) No notice convening such meetings will be needed for regular meetings of the Board of Directors, of which the time and venue have been determined by the Board of Directors in advance.	(I) No notice convening such meetings will be needed for regular meetings of the Board of Directors, of which the time and venue have been determined by the Board of Directors in advance.
(II) For meetings of the Board of Directors of which the time and location have not been decided by the Board of Directors in advance, the Board of Directors shall notify the directors and supervisors of the time and venue of such meeting at least ten days in advance by telex, telegraph, facsimile, express delivery service, registered mail or in person.	(II) For meetings of the Board of Directors of which the time and location have not been decided by the Board of Directors in advance, the Board of Directors shall notify the directors and supervisors of the time and venue of such meeting at least ten days in advance by telex, telegraph, facsimile, express delivery service, registered mail, other electronic means or in person.
(III) In the event of any urgent matter that a Board meeting has to be convened, the Chairman shall appoint the secretary of the Board of Directors to notify all directors and supervisor of the time, venue and form of the extraordinary Board meeting by telegraph, telex, facsimile, express delivery service, registered mail or in person. The above notice shall be sent out at least five days but no more than ten days prior to the meeting of the Board of Directors.	(III) In the event of any urgent matter that a Board meeting has to be convened, the Chairman shall appoint the secretary of the Board of Directors to notify all directors and supervisor of the time, venue and form of the extraordinary Board meeting by telegraph, telex, facsimile, express delivery service, registered mail, other electronic way or in person. The above notice shall be sent out at least five days but no more than ten days prior to the meeting of the Board of Directors.

Save for the above-mentioned amendments, other content in the Rules of Procedures for the Board Meetings remains unchanged.

The Proposed Amendments are subject to the consideration and approval by the shareholders at the 2023 annual general meeting of the Company (the "2023 AGM") by way of special resolution. A circular containing, among others, further details of the Proposed Amendments, together with a notice of convening the 2023 AGM, will be dispatched to the shareholders of the Company in due course.

IV. CONTINUED SUSPENSION OF TRADING

At the request of the Company, following the designation of the administrator, 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.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board

Xinjiang La Chapelle Fashion Co., Ltd.

Mr. Zhao Jinwen

Chairman

Shanghai, the People's Republic of China 29 April 2024

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.