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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)*

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “**AGM**”) of Xinjiang La Chapelle Fashion Co., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Friday, 31 May 2024 with the 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 a live webcast for the purposes of considering and, if thought fit, passing the following resolution(s):

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of the Company for the year 2023;
2. To consider and approve the report of the supervisory committee of the Company for the year 2023;
3. To consider and approve the report on the Company’s financial accounts for the year 2023;
4. To consider and approve the annual report of the Company and its abstract for the year 2023;
5. To consider and approve the proposal on the unrecovered losses amounting to one-third of the total paid-up share capital;
6. To consider and approve the proposal on the determination of the remuneration of directors of the Company for the year 2023;
7. To consider and approve the proposal on the determination of the remuneration of supervisors of the Company for the year 2023;
8. To consider and approve the proposal on the Company’s 2023 plan on non-distribution of profit;

9. To consider and approve the proposal on the appointment of auditors for the year 2024; and

AS SPECIAL RESOLUTION

10. To consider and approve the proposal 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.

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

Shanghai, the PRC, 29 April 2024

Notes:

1. In order to determine the H shareholders who are entitled to attend the AGM, the register of members for H shares of the Company will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024 (both days inclusive), during which period no transfer of H shares can be registered. In order to be qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 27 May 2024.

H shareholders whose names appear on the register of members of the Company at the close of business on Monday, 27 May 2024 are entitled to attend and vote at the AGM.

2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalf. A proxy needs not be a shareholder of the Company.
3. In order to be valid, the proxy form must be deposited by hand or by post, to the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours (i.e. 2:00 p.m. on Thursday, 30 May 2024) before the time for holding the AGM or not less than 24 hours before the time appointed for the holding of any adjournment thereof or not less than 24 hours before the time appointed for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they so wish.
4. Shareholders or their proxies shall produce their identity documents when attending the AGM.
5. In accordance with the requirements of Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting shall be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, according to Article 75 of the articles of association of the Company, the chairman will demand a poll for the purpose of voting on all the resolutions set out in the notice of AGM.

On a poll taken at the meeting, shareholders (including proxies) entitled to two or more votes are not required to cast all their votes for or against a resolution or to abstain from voting on a resolution by not casting any of their votes.

6. Subject to prior registration and completion of identity verification, Shareholders may view and participate the AGM through a live webcast (the “**Webcast**”) which can be accessed by using a smart phone, computer, tablet device or any device installed with the relevant app. Shareholders will be able to access the Webcast using the same link at the start of the AGM until its conclusion. Please follow the instructions on the landing page on how to access the Webcast. Any Shareholder who wishes to access the AGM by Webcast must send his/her full name, phone number and registered address to this email address: ir@lachapelle.cn not later than 72 hours (i.e. 2:00 p.m. on Tuesday, 28 May 2024) before the appointed time and date of the AGM. Shareholders may be required to produce identification documents to show identity and enable the Company to check against its Shareholders’ records. Shareholders having completed registration and identity verification will be provided the web link and/or password to access the Webcast at the start of the AGM until conclusion. Shareholders who are given the web link and/or password of the Webcast should not share such information to anyone else.
7. Shareholders having completed registration and identity verification can submit questions to the Board in advance of the AGM via this email address: ir@lachapelle.cn. Shareholders having completed registration and identity verification can also submit questions during the AGM through the message board of the Webcast. Subject to the discretion of the chairman of the AGM as to the proper conduct of the meetings, questions relevant to the business of the AGM will be addressed by the Board during the AGM.
8. No remote voting system will be provided at the Webcast. If a Shareholder (whether individual or corporate) wishes to exercise rights as a shareholder at the AGM without physically attending the AGM in person, he/she/it must appoint the chairman of the AGM or such other nominated person as the proxy to physically attend and vote on his/her/its behalf at the AGM. In appointing the chairman of the AGM as his/her/its proxy, a Shareholder (whether individual or corporate) must give specific instructions as to voting in the Proxy Form.
9. The AGM is expected to last for half a day. Shareholders or their proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.
10. The Company’s registered office in the PRC is situated at:

Room 2008, 20/F, Tower D, Chuangxin Square,
Si Ping Road, Xin Shi District,
Urumqi, Xinjiang, PRC

Contact: Ms. Wu Qianyu of Office of the Board
Tel No.: 86-21-54607196
Fax No.: 86-21-54607197

The address of the Company’s H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, is:

Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen’s Road East
Wanchai, Hong Kong
Tel No.: (852) 2862 8628
Fax No.: (852) 2865 0990

As of the date of this notice, 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.