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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)*

ANNOUNCEMENT

(1) DELAY IN DESPATCH OF CIRCULAR IN RELATION TO THE SUBSCRIPTION, THE SPECIFIC MANDATE AND THE WHITEWASH WAIVER; AND (2) CONTINUED SUSPENSION OF TRADING

Reference is made to the announcement of Xinjiang La Chapelle Fashion Co., Ltd. (the “**Company**”) dated 24 July 2024 in relation to, among other things, entering into the Reorganisation Investment Agreement involving Subscription and issuance of Domestic Shares by way of Conversion of Capital Reserve under Specific Mandate in bankruptcy reorganisation, application for Whitewash Waiver, and Reorganisation Investment Arrangement (the “**Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

DELAY IN DESPATCH OF THE CIRCULAR

As disclosed in the Announcement, a circular (the “**Whitewash Circular**”) containing (i) details of the Subscription; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Subscription, the Specific Mandate and the Whitewash Waiver; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Subscription, the Specific Mandate and the Whitewash Waiver; and (iv) a notice of the EGM will be despatched to the Shareholders on or before 14 August 2024.

As disclosed in the announcement of the Company dated 9 August 2024, on 8 August 2024, the Administrator received the third issue of the (2023) Hu 03 Po 64 Reply Letter* ((2023) 滬03破64號之三《覆函》) issued by the Court. As 40 Creditors applied for the substantive consolidation in reorganisation (實質合併重整) of the Company with 32 related companies, the Court will review their application and make a decision. Based on the above and as additional time is required to prepare and finalise certain information to be contained in the Whitewash Circular, including but not limited to the letter from the Board and/or the letter from the Independent Financial Adviser, the Company has applied to the Executive for its consent to waive from strict compliance with Rule 8.2 of the Takeovers Code and to extend the time for the despatch of the Whitewash Circular to a date falling on or before 15 December 2024. The Executive has granted such consent.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, following the designation of the Administrator, trading in the H Shares of the Company on the Stock Exchange 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.

WARNINGS

The transactions contemplated under the Reorganisation Investment Arrangement, including the Reorganisation Investment Agreement, are subject to the fulfilment of various conditions and therefore may or may not materialise. The release of this announcement is not an indication that (a) the resumption of trading in the H Shares has been or will be approved, or (b) the conditions precedent to the Reorganisation Investment Agreement have been or will be fulfilled, or (c) the completion of the Subscription, the Loan Conversion, the Liquidity Support, the Operation Plan and the Disposal of Assets will take place.

There is uncertainty as to whether the Draft Reorganisation Scheme can be approved by the Creditors' meeting, whether the adjustment plan of the capital contributors' rights and interests can be approved by the capital contributors group meeting (i.e. the EGM), whether the Draft Reorganisation Scheme can be approved by the Court, and whether the Reorganisation Scheme can be successfully implemented in the future. If the Draft Reorganisation Scheme is not approved by the Court or the Reorganisation Scheme cannot be implemented, the Court will terminate the reorganisation procedure of the Company, and the Company will be declared bankrupt by the Court and then the Administrator will commence liquidation of the Company based on laws and deregister the Company from its registration authority after obtaining the ruling on completion of bankruptcy procedures from the Court, which would result in the existing Shareholders' equity interests being zeroed out after the deregistration of the Company (i.e. a "total loss" for existing Shareholders).

Shareholders and potential investors of the Company should exercise caution when dealing in the Shares and are recommended to consult their professional advisers if they are in doubt about their position and as to the actions that they should take.

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

Shanghai, the PRC
14 August 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.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

** For identification purpose only*