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La Chapelle

新疆拉夏貝爾服飾股份有限公司

Xinjiang La Chapelle Fashion Co., Ltd.

(formerly known as “Shanghai La Chapelle Fashion Co., Ltd.

(上海拉夏貝爾服飾股份有限公司)”)

(a joint stock company incorporated in the People’s Republic of China with limited liability)

(Stock code: 06116)

WITHDRAWAL OF ORDINARY RESOLUTION NO. 1 OF THE 2020 FIFTH EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to (i) the announcements of Xinjiang La Chapelle Fashion Co., Ltd. (the “**Company**”) dated 21 June 2020, 24 June 2020 and 26 October 2020 in relation to the proposed disposal of the entire equity interest in Taicang Xiawei Storage Co., Ltd. (太倉夏微倉儲有限公司) (the “**Disposal**”), (ii) the circular for the 2020 fifth extraordinary general meeting (“**EGM**”) of the Company dated 26 October 2020 in relation to the Disposal (the “**Original Circular**”), (iii) the notice of the EGM dated 26 October 2020 (the “**Original Notice of EGM**”), (iv) the original form of proxy for the EGM published by the Company on 26 October 2020, (v) the announcement of the Company dated 9 November 2020 in respect of the postponement of the EGM and the extension of the book closure period (the “**Postponement Announcement**”), (vi) the announcement of the Company dated 23 November 2020 in relation to the proposed change of auditor of the Company, (vii) the announcement of the Company dated 23 November 2020 in relation to the additional resolutions to be proposed at the EGM, (viii) the supplemental circular dated 23 November 2020 to the Original Circular in relation to the proposed change of auditor of the Company (the “**Supplemental Circular**”), (ix) the supplemental notice of the EGM dated 23 November 2020 (the “**Supplemental Notice of EGM**”) and (x) the revised form of proxy for the EGM published by the Company on 23 November 2020 (the “**Revised Proxy Form**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Original Circular and the Supplemental Circular.

WITHDRAWAL OF RESOLUTION NO. 1

As disclosed in the Original Circular, (i) the Asset Transfer is one of the Conditions to Completion (notably, the Vendor needs to complete the transfer of the property rights in the Target Property under the name of the Target Company); and (ii) the Company mortgaged the Target Property and pledged the Target Equity Interest as security for the entrusted loans in the amount of RMB550,000,000, which constitutes an encumbrance and restricts the Asset Transfer.

As at the date of this announcement, the Target Property and the Target Company have not been able to (i) perform the procedures in respect of the release of the mortgage of the Target Property and the pledge in respect of the Target Equity Interest (the “**Releases**”); and (ii) obtain relevant necessary documents in respect of the Releases. Therefore, not all of the Conditions to Completion have been satisfied in accordance with the Sale and Purchase Agreement. Consequently, the Company announces that the resolution No. 1 in respect of the Disposal as set out in the Original Notice of EGM and the Revised Proxy Form (“**Resolution No. 1**”) shall be withdrawn, and Resolution No. 1 will not be submitted to the EGM for consideration and approval by the Shareholders.

EGM, RELEVANT DOCUMENTS AND BOOK CLOSURE

The EGM will be held as scheduled at 2:00 p.m. on Tuesday, 8 December 2020 (or at any adjournment thereof) at 3F, the Conference Center, Building 3 (Tower C), No. 50, Lane 2700, South Lianhua Road, Minhang District, Shanghai, the PRC. Save for the withdrawal of Resolution No. 1, all other resolutions (namely, Resolution No. 2 in respect of the Proposed Removal and Resolution No. 3 in respect of the Proposed Appointment) as set out in the Supplemental Notice of EGM shall remain unchanged and be proposed at the EGM for the consideration and approval by the Shareholders.

Except deleting any information in respect of Resolution No. 1 as set out in the Original Circular, the Supplemental Circular, the Original Notice of EGM, the Supplemental Notice of EGM and the Revised Proxy Form previously despatched to the H Shareholders (collectively, the “**Relevant Documents**”) and the postponement of the EGM and the extension of the book closure period as set out in the Postponement Announcement, all other information as set out in the Relevant Documents shall remain unchanged, and no revised documents will be despatched to the Shareholders. Except that Resolution No. 1 shall not be counted in the votes, the Revised Proxy Form will remain effective provided that it is duly completed, executed, and delivered by the Shareholders pursuant to the terms thereof. The Original Proxy Form will be rendered invalid as a result of the withdrawal of Resolution No. 1.

As disclosed in the announcement of the Company dated 9 November 2020, the register of members has been closed from Tuesday, 17 November 2020 and will remain closed until Tuesday, 8 December 2020 (both days inclusive).

Shareholders are reminded to read the Supplemental Circular, the Supplemental Notice of EGM and the Revised Proxy Form for details of the other resolutions to be considered and approved at the EGM, eligibility for attending the EGM, registration procedures, closure of register of members, proxy and other relevant matters.

By Order of the Board
XINJIANG LA CHAPELLE FASHION CO., LTD.
Mr. Duan Xuefeng
Chairman

Shanghai, the People's Republic of China
3 December 2020

As of the date of this announcement, the executive director of the Company is Ms. Zhang Danling; the non-executive directors of the Company are Mr. Duan Xuefeng, Mr. Yin Xinzai and Ms. Zhang Yujing; the independent non-executive directors of the Company are Mr. Xing Jiangze, Ms. Xiao Yanming and Mr. Zhu Xiaozhe.