

# 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)*

## **(1) VOTING RESULTS OF CAPITAL CONTRIBUTORS GROUP MEETING CUM 2025 SECOND EXTRAORDINARY GENERAL MEETING; AND (2) GRANT OF WHITEWASH WAIVER**

References are made to (a) the announcement of Xinjiang La Chapelle Fashion Co., Ltd. (the “**Company**”) dated 24 July 2024 in relation to, among other things, the entering into of the Reorganisation Investment Agreement involving Subscription and issuance of Domestic Shares by way of Conversion of Capital Reserve under Specific Mandate in bankruptcy reorganisation and application for Whitewash Waiver (the “**Announcement**”); (b) the circular of the Company dated 14 April 2025 (the “**Circular**”) and the notice of capital contributors group meeting cum 2025 second extraordinary general meeting of the Company dated 14 April 2025 (the “**Notice of EGM**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement, the Circular and the Notice of EGM.

The EGM was held at 2:00 p.m. on Wednesday, 30 April 2025 at the Conference Room, 3F, the Conference Center, Building 3 (Tower C), No. 50, Lane 2700, South Lianhua Road, Minhang District, Shanghai, the PRC. Mr. Zhao Jinwen, the Company’s chairman, served as the chairman of the EGM. Shareholders and proxies of the Shareholders holding an aggregate of 195,577,422 Shares, representing approximately 35.95% of the total issued Shares as at the date of the EGM, were present at the EGM.

Neither (i) Guangsui Gold and the Subscriber; (ii) any parties acting in concert with any of Guangsui Gold and the Subscriber; nor (iii) Orient Securities Innovation held any Shares. No Shareholder is involved in or interested in the Subscription and/or the Whitewash Waiver and was required to abstain from voting at the EGM in respect of the resolutions approving the Subscription and the Whitewash Waiver.

## VOTING RESULTS OF THE EGM

The voting results in respect of the resolutions proposed at the EGM are as follows:

SPECIAL RESOLUTIONS		Number of Votes (approximately %)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the Adjustment Plan of the Capital Contributors' Rights and Interests in the Draft Reorganisation Scheme	195,575,622 (99.9991%)	1,800 (0.0009%)	0 (0.0000%)
	As more than two-thirds (2/3) of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
2.	To consider and approve the resolution in relation to the Whitewash Waiver, subject to and conditional upon the passing of the ordinary resolution numbered 1 above, and subject to the Executive granting the Whitewash Waiver and the satisfaction of any conditions attached to the Whitewash Waiver granted	195,575,622 (99.9991%)	1,800 (0.0009%)	0 (0.0000%)
	As more than two-thirds (2/3) of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution. In addition, as at least 75% of the votes were cast in favour of this resolution, the Whitewash Waiver was duly approved by the Independent Shareholders.			

Computershare Hong Kong Investor Services Limited, the foreign share registrar of the Company, acted as the scrutineers for the vote-taking of the EGM.

## EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 547,671,642 Shares in issue, comprising 214,789,800 Foreign Shares and 332,881,842 Domestic Shares (including the Repurchased Shares, which are subject to cancellation procedures in accordance with PRC laws), and had no other share, option, warrant, derivative or other relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) in issue that carry a right to subscribe for or which are convertible into the Shares. Set out below are the shareholding structures of the Company (i) as at the date of this announcement; (ii) upon completion of the Subscription (assuming there is no change to the number of issued Shares (other than the issuance and allotment of the Subscription Shares)); and (iii) upon completion of the Conversion of Capital Reserve (i.e. Subscription together with Loan Conversion) (assuming there is no change to the number of issued Shares (other than the issuance and allotment of the Subscription Shares and all the Loan Conversion Shares are issued together with the Subscription Shares)).

	As at the date of this announcement		Immediately after the completion of Subscription <sup>Note 1</sup>		Immediately after the completion of Conversion of Capital Reserve (i.e. Subscription together with Loan Conversion)	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Guangsui Gold, the Subscriber and parties acting in concert with any of them <sup>Note 2</sup>	–	–	1,584,455,037	74.31	1,584,455,037	64.90
Shanghai Wensheng Asset Management Co., Ltd.* (上海文盛資產管理股份有限 公司) (“ <b>Shanghai Wensheng</b> ”) <sup>Note 3</sup>	106,800,000	19.50	106,800,000	5.01	106,800,000	4.37
Haitong Securities Asset Management No. 1 FOF Single Asset Management Plan of the Series Supporting Private Enterprises on behalf of the Securities Industry* (證券行業支持民企系列之海通證券資管 1號 FOF 單一資產管理計劃) <sup>Note 4</sup>	80,000,000	14.61	80,000,000	3.75	80,000,000	3.28
Creditors	–	–	–	–	309,069,655	12.66
Other Shareholders	360,871,642	65.89	360,871,642	16.93	360,871,642	14.78
Total	<u>547,671,642</u>	<u>100</u>	<u>2,132,126,679</u>	<u>100</u>	<u>2,441,196,334</u>	<u>100</u>

**Notes:**

- (1) It is expected that the Subscription Shares and the Loan Conversion Shares will be issued simultaneously. The information set out in this column is for illustrative purpose only.
- (2) The Subscription Shares will be registered under the name of the Subscriber, which is ultimately majority-controlled by Wang Guoliang. Orient Securities Innovation is not a Shareholder as at the date of this announcement and will not become a Shareholder upon the completion of Conversion of Capital Reserve (i.e. Subscription together with Loan Conversion).
- (3) Shanghai Wensheng directly holds 21,600,000 Domestic Shares and is deemed to be interested in 85,200,000 Domestic Shares held by Shanghai Qijin Enterprise Management Partnership LLP\* (上海其錦企業管理合夥企業(有限合夥)) (“**Shanghai Qijin**”). Shanghai Wensheng is deemed to be interested in the Domestic Shares held by Shanghai Qijin because Hangzhou Wensheng Xiangwen Asset Management Co., Ltd.\* (杭州文盛祥文資產管理有限公司), a subsidiary of Shanghai Wensheng is the limited partner of Shanghai Qijin, and Hangzhou Wensheng Lijin Asset Management Co., Ltd.\* (杭州文盛勵錦資產管理有限公司), a wholly-owned subsidiary of Shanghai Wensheng is the general partner of Shanghai Qijin.
- (4) Shanghai Haitong Securities Asset Management No. 1 FOF Single Asset Management Plan of the Series Supporting Private Enterprises on behalf of the Securities Industry\* (證券行業支持民企系列之海通證券資管1號 FOF 單一資產管理計劃) managed by Haitong Securities Asset Management Co., Ltd.\* (上海海通證券資產管理有限公司) directly holds 80,000,000 Domestic Shares.

- (5) As at the date of this announcement, none of the Directors hold any Shares.
- (6) The 3,573,200 Repurchased Shares, which are subject to cancellation procedures in accordance with PRC laws, have been included in the table above. Any discrepancies in the above table between totals and sums of amounts listed therein are due to rounding.

## **GRANT OF THE WHITEWASH WAIVER**

The Executive has, on 28 April 2025, granted the Whitewash Waiver, subject to fulfilment of the following conditions: (i) the approval by at least 75% and more than 50% of the votes cast by the Independent Shareholders either in person or by proxy by way of poll in respect of the Whitewash Waiver and the Subscription, respectively, at the EGM; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber, Guangsui Gold and their concert parties between the Announcement and the completion of the Subscription. The aforementioned condition (i) imposed by the Executive has been duly fulfilled as at the date of this announcement.

## **CLOSE OF OFFER PERIOD**

As set out in the Announcement and the Circular, under the Reorganisation Investment Agreement, Guangsui Gold has reserved its right to waive the conditions in relation to the granting of the Whitewash Waiver by the Executive and the approval of the Whitewash Waiver by the Independent Shareholders, and accordingly, the offer period has commenced as at the date of the Announcement. As the Executive has conditionally granted the Whitewash Waiver and the Whitewash Waiver has been approved by the Independent Shareholders, there is no longer a need for Guangsui Gold to waive the relevant conditions in order to proceed with the Subscription. In accordance with the Takeovers Code, the offer period (as defined under the Takeovers Code) has closed upon the conclusion of the EGM.

## **WARNINGS**

**The transactions contemplated under the Reorganisation Investment Arrangement, including the Reorganisation Investment Agreement, are still subject to the condition that the Reorganisation Scheme having been approved by the Court and therefore may or may not materialise. The release of this announcement is not an indication that (a) the conditions precedent to the Reorganisation Investment Agreement have been or will be fulfilled, or (b) 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 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  
30 April 2025

*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