

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

La Chapelle

上海拉夏貝爾服飾股份有限公司

Shanghai La Chapelle Fashion Co., Ltd.

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

(Stock code: 06116)

NOTICE OF 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 annual general meeting (the “**AGM**”) of Shanghai La Chapelle Fashion Co., Ltd. (the “**Company**”) will be held at 2:00 p.m. on 12 May 2017 at the conference room no. II, 6/F, CHJ Industrial Building, 81 Caodongzhi Road, Xuhui District, Shanghai, the PRC for the purposes of considering and, if thought fit, passing the following resolution(s):

Capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 27 March 2017 (the “**Circular**”) unless otherwise specified. Please refer to the Circular for details of the proposed resolutions.

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the Board of the Company for the year ended 31 December 2016;
2. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2016;
3. To consider and approve the work report of independent non-executive directors of the Company for the year ended 31 December 2016;
4. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2016;
5. To consider and approve the Company's profit distribution plan and declaration of final dividends for the year ended 31 December 2016;
6. To consider and approve the re-appointment of PricewaterhouseCoopers as the international auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remunerations;
7. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as the Company's PRC domestic auditor for the year 2017 and authorize the Board to determine and fix the auditor's remuneration;
8. To consider and approve the report on the use of proceeds from the 2014 Offering of the Group;

9. To consider and confirm the report on the related party transactions of the Group during the period from 1 January 2014 to 31 December 2016;
10. To consider and approve the resolution on application to the bank for credit facilities of Shanghai La Chapelle Fashion Co., Ltd.;
11. To consider and approve the resolution on providing guarantee for the subsidiaries of Shanghai La Chapelle Fashion Co., Ltd.;
12. To consider and approve the Company's final accounts for the year 2016;
13. To consider and approve the Company's financial budget for the year 2017;
14. To consider and approve the re-election of Mr. Xing Jiaying as executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration;
15. To consider and approve the re-election of Mr. Wang Yong as executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration;
16. To consider and approve the re-election of Mr. Wang Wenke as executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration;
17. To consider and approve the re-election of Mr. Li Jiaqing as non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration;
18. To consider and approve the re-election of Ms. Wang Haitong as non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix her remuneration;
19. To consider and approve the re-election of Mr. Luo Bin as non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration;
20. To consider and approve the re-election of Mr. Lu Weiming as non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration;
21. To consider and approve the re-election of Mr. Cao Wenhai as non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration;
22. To consider and approve the re-election of Dr. Chen Jieping as independent non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration;
23. To consider and approve the re-election of Mr. Chan, Wing Yuen Hubert as independent non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration;

24. To consider and approve the election of Mr. Zhang Zeping as independent non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration;
25. To consider and approve the election of Mr. Zhang Yi as independent non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration;
26. To consider and approve the re-election of Ms. Yang Lin as the shareholder representative Supervisor of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix her remuneration;
27. To consider and approve the re-election of Mr. Zhang Tao as independent Supervisor of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration; and
28. To consider and approve the re-election of Mr. Zhang Xueqing as independent Supervisor of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration.

On behalf of the Board
Shanghai La Chapelle Fashion Co., Ltd.
Mr. Xing Jiaxing
Chairman

Shanghai, the PRC, 27 March 2017

Notes:

1. In order to determine the Shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from 12 April 2017 to 11 May 2017 (both days inclusive), during which period no transfer of 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 Shares 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 holder(s) of H Shares) or the registered office of the Company in the PRC at Room 3300, Level 3, Block 1, 270 Cao Xi Road, Xuhui District, Shanghai, PRC (for holder(s) of Domestic Shares and Unlisted Foreign Shares) for registration not later than 4:30 p.m. on 11 April 2017.

Shareholders whose names appear on the register of members of the Company at the close of business on 11 April 2017 are entitled to attend and vote at the AGM.

2. The Board has recommended the final dividend of RMB0.3 (tax inclusive) per Share for the year ended 31 December 2016 (the "2016 Final Dividend") and, if such dividend is declared by the Shareholders passing the ordinary resolution, it is expected to be paid on or about 30 June 2017 to those Shareholders whose names appear on the register of members of the Company at the close of business on 23 May 2017.

In order to determine the Shareholders who are entitled to receive the 2016 Final Dividend, the register of members of the Company will be closed from 18 May 2017 to 23 May 2017 (both days inclusive), during which period no transfer of Shares can be registered. In order to be qualified to receive the 2016 Final Dividend, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Shares 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 holder(s) of H Shares) or the registered office of the Company in the PRC at Room 3300, Level 3, Block 1, 270 Cao Xi Road, Xuhui District, Shanghai, PRC (for holder(s) of Domestic Shares and Unlisted Foreign Shares) for registration not later than 4:30 p.m. on 17 May 2017.

3. 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 need not be a shareholder of the Company.
4. In order to be valid, the proxy form must be deposited by hand or by post, for the holder(s) of H Shares, to the Company's H Shares Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and for the holder(s) of Domestic Shares and Unlisted Foreign Shares, to the registered office of the Company in the PRC at Room 3300, Level 3, Block 1, 270 Cao Xi Road, Xuhui District, Shanghai, PRC not less than 24 hours before the time appointed for the holding of the AGM (being 2:00 p.m. on 11 May 2017) or not less than 24 hours before the time appointed for the holding of any adjournment or 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.
5. Shareholders or their proxies shall produce their identity documents when attending the AGM.
6. Shareholders who intend to attend the AGM shall complete the reply slip and return it by hand or by post to the Company's H Shares Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holder(s) of H Shares) or to the registered office of the Company in the PRC, at Room 3300, Level 3, Block 1, 270 Cao Xi Road, Xuhui District, Shanghai, PRC (for holder(s) of the Domestic Shares and Unlisted Foreign Shares) not later than 4:30 p.m. on 21 April 2017.
7. In accordance with the requirements of Rule 13.39(4) of the Listing Rules, 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 83 of the Articles of Association, a poll will be demanded by the chairman of the AGM so that all resolutions set out in this notice of AGM will be decided on a poll.

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.

8. 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.

9. The Company's registered office in the PRC is situated at:

Room 3300, Level 3, Block 1
270 Cao Xi Road, Xuhui District
Shanghai, PRC

Contact: Ms. Fang Xian Li of Office of the Board
Tel No.: 86-21-80239245
Fax No.: 86-21-80239399

The address of the Company's H Shares 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 announcement, the executive directors of the Company are Mr. Xing Jiaying, Mr. Wang Yong and Mr. Wang Wenke; the non-executive directors of the Company are Mr. Li Jiaqing, Mr. Lu Weiming, Mr. Cao Wenhai, Ms. Wang Haitong and Mr. Luo Bin; the independent non-executive directors of the Company are Mr. Mao Jianong, Dr. Chen Jieping, Mr. Chen Wei and Mr. Chan, Wing Yuen Hubert.