

# 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)

### ANNOUNCEMENT ON PROGRESS OF THE COMPANY’S ENTERING INTO THE BANKRUPTCY REORGANISATION PROCEDURE

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, 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**”); (b) the delay in despatch announcement of the Company dated 14 August 2024 in relation to, among other things, the delay in despatch of the Whitewash Circular; (c) the further delay in despatch announcement of the Company dated 13 December 2024 in relation to, among other things, the further delay in despatch of the Whitewash Circular (the “**Further Delay in Despatch Announcement**”); (d) the monthly update announcements of the Company dated 13 September 2024, 10 October 2024, 8 November 2024, 6 December 2024, 13 January 2025 and 12 February 2025; (e) the announcements of the Company dated 22 October 2024 and 1 November 2024 in relation to, among other things, the progress of the Company’s entering into the bankruptcy reorganisation procedure (the “**Progress Announcements**”); and (f) the announcement of the Company dated 8 November 2024 in relation to, among other things, the decision of the Listing Review Committee and the cancellation of listing (the “**Delisting Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement, the Further Delay in Despatch Announcement, the Progress Announcements and the Delisting Announcement.

#### STATUS UPDATE

As disclosed in the Progress Announcements, on 22 October 2024, the Company received the eight of (2023) Hu 03 Po No. 64 Civil Judgement\* ((2023) 滬03破64號之八《民事裁定書》) from the Court, ruling that the applicant’s application for the substantive consolidation in reorganisation of the Company and its related companies was not accepted. On 1 November 2024, the Company received notices of appeal from the Court. The applicants disagreed with the judgement that the application for the substantive consolidation was not accepted and submitted appeals. For details, please refer to the Progress Announcements. On 3 January 2025, the Company received the (2024) Hu Po Jian No. 3 Notice of Response\* ((2024) 滬破監3號《應訴通知書》) from the Shanghai High People’s Court (the “**Shanghai High Court**”), pursuant to which the Shanghai High Court has accepted the applicants’ appeal against the ruling of the Shanghai No. 3 Intermediate People’s Court not to accept the substantive consolidation in reorganisation. On 25 February 2025, the Shanghai High Court has made the ruling rejecting the applicants’ review petition. It is the final ruling.

As disclosed in the Delisting Announcement, on 4 November 2024, the Company was informed by the Stock Exchange that the last day of listing of the Company's H Shares is 13 November 2024 and the listing of the Company's H Shares has been cancelled with effect from 9:00 a.m. on 14 November 2024.

As disclosed in the Further Delay in Despatch Announcement, 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 30 June 2025 and the Executive has granted such consent.

The Company is still in the process of ascertaining whether it is a public company in Hong Kong. Further announcement(s) will be made as and when appropriate in compliance with the Takeovers Code on the status and progress including on the despatch of the Whitewash Circular until the Company has determined that it is no longer a public company in Hong Kong. The announcements will be published on the Company's website ([www.lachapelle.cn](http://www.lachapelle.cn)) and the SFC's website ([www.sfc.hk](http://www.sfc.hk)).

## **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 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 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  
27 February 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*