

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanshan Brand Management Co., Ltd., you should at once hand this circular, together with the accompanying form of proxy and reply slip, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---

### 杉杉品牌運營股份有限公司

### Shanshan Brand Management Co., Ltd.

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1749)**

- (1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS;**
- (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (3) NOTICE OF 2020 SECOND EXTRAORDINARY GENERAL MEETING;**
- (4) NOTICE OF 2020 SECOND H SHAREHOLDERS' CLASS MEETING; AND**
- (5) NOTICE OF 2020 SECOND DOMESTIC SHAREHOLDERS' CLASS MEETING**

---

Terms used on this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A notice convening the 2020 Second EGM to be held at Conference Room, Third floor of Building B1, Shanshan New Energy Base, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC on Friday, 21 August 2020 at 10:00 a.m. is set out on pages 14 to 16 of this circular.

A notice convening the 2020 Second H Shareholders' Class Meeting to be held at Conference Room, Third floor of Building B1, Shanshan New Energy Base, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC on Friday, 21 August 2020 immediately following the conclusion of the 2020 Second EGM or its adjournment is set out on pages 17 to 19 of this circular.

A notice convening the 2020 Second Domestic Shareholders' Class Meeting to be held at Conference Room, Third floor of Building B1, Shanshan New Energy Base, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC on Friday, 21 August 2020 immediately following the conclusion of the 2020 Second EGM and the 2020 Second H Shareholders' Class Meeting or its adjournment is set out on pages 20 to 22 of this circular.

If you do not intend to attend the 2020 Second EGM and/or the Class Meeting(s) in person, you are urged to complete and return the form(s) of proxy in accordance with the instructions printed thereon as soon as possible. To be valid, the form(s) of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited, in case of H Shareholders, with the Company's H share registrar Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in case of Domestic Shareholders, to the Company's registered office address at the office of the Board of Directors, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC, not later than 24 hours before the time appointed for holding the relevant meeting(s) or its adjournment(s).

If you intend to attend the 2020 Second EGM and/or the Class Meeting(s) in person or by proxy, you are required to complete and return the accompanying reply slip(s) in accordance with the instructions printed thereon on or before Saturday, 1 August 2020.

**In view of the ongoing Novel Coronavirus (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the 2020 Second EGM and/or the Class Meeting(s) as their proxy to vote on the relevant resolutions at the 2020 Second EGM and/or the Class Meeting(s) as an alternative to attending the 2020 Second EGM and/or the Class Meeting(s) in person.**

---

## CONTENTS

---

	<i>Pages</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	4
1. Introduction .....	4
2. Proposed appointment of non-executive Directors .....	5
3. Proposed amendments to the Articles of Association .....	5
4. 2020 Second EGM, the Class Meetings and Closure of Register of Members .....	6
5. Voting by poll at the 2020 Second EGM and the Class Meetings .....	7
6. Recommendation .....	7
<b>Appendix I — Details of candidates proposed to be appointed as Directors</b> .....	8
<b>Appendix II — Proposed amendments to the Articles of Association</b> .....	11
<b>Notice of 2020 Second Extraordinary General Meeting</b> .....	14
<b>Notice of 2020 Second H Shareholders' Class Meeting</b> .....	17
<b>Notice of 2020 Second Domestic Shareholders' Class Meeting</b> .....	20

### **PRECAUTIONARY MEASURES FOR THE 2020 SECOND EGM AND CLASS MEETINGS**

The Company will implement the following measures at the 2020 Second EGM and Class Meetings, including:

- compulsory body temperature checks
- refusal of entry of those with a high temperature
- wearing of face masks throughout the 2020 Second EGM and Class Meetings
- no distribution of corporate gifts and refreshments

**Any person who does not comply with the precautionary measures will be denied entry into the 2020 Second EGM and the Class Meetings venue.**

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:*

“2020 Second Domestic Shareholders’ Class Meeting”	the 2020 Second Domestic Shareholders’ class meeting of the Company to be held on Friday, 21 August 2020 immediately following the conclusion of the 2020 Second EGM and the 2020 Second H Shareholders’ Class Meeting or its adjournment for the purpose of approving the amendment of articles of association, the notice of which is set out on pages 20 to 22 of this circular
“2020 Second EGM”	the extraordinary general meeting of the Company to be held at Conference Room, Third floor of Building B1, Shanshan New Energy Base, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC at 10:00 a.m. on Friday, 21 August 2020
“2020 Second EGM Notice”	notice of 2020 Second EGM
“2020 Second H Shareholders’ Class Meeting”	the 2020 second H Shareholders’ class meeting of the Company to be held on Friday, 21 August 2020 immediately following the conclusion of the 2020 Second EGM or its adjournment for the purpose of approving the amendment of articles of association, the notice of which is set out on pages 17 to 19 of this circular
“Articles of Association”	the articles of association adopted by the Company and as amended, supplemented or otherwise modified from time to time
“Board” or “Board of Directors”	the board of Directors
“Class Meetings”	collectively, the 2020 Second H Shareholders’ Class Meeting and the 2020 Second Domestic Shareholders’ Class Meeting
“Company” or “our Company”	Shanshan Brand Management Co., Ltd. (杉杉品牌運營股份有限公司), a joint stock company with limited liability established under the laws of the PRC on 18 May 2016
“Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), amended by the Standing Committee of the National as amended, supplemented or otherwise modified from time to time
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company

---

## DEFINITIONS

---

“Domestic Shareholders”	the holders of the Domestic Shares
“Domestic Shares”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are unlisted Shares which are currently not listed or traded on any stock exchange
“Group”	the Company and its subsidiaries
“H Shareholders”	the holders of the H Shares
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	Monday, 29 June 2020 being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information continued herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	The People’s Republic of China excluding, for the purpose of this circular only, Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Shareholder(s)”	the holder(s) of Shares

---

## DEFINITIONS

---

“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, including both the Domestic Share(s) and the H Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“%”	per cent.

---

LETTER FROM THE BOARD

---

杉杉品牌運營股份有限公司

**Shanshan Brand Management Co., Ltd.**

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

**(Stock Code: 1749)**

*Executive Directors:*

Mr. Cao Yang

Mr. Luo Yefei

Ms. Yan Jingfen

*Registered office:*

238 Yunlin Middle Road

Wangchun Industrial Park

Ningbo, Zhejiang Province

The PRC

*Independent Non-executive Directors:*

Mr. Au Yeung Po Fung

Mr. Wang Yashan

Mr. Wu Xuekai

*Principal place of business  
in Hong Kong:*

31/F., 148 Electric Road

North Point

Hong Kong

6 July 2020

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS;**
- (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (3) NOTICE OF 2020 SECOND EXTRAORDINARY GENERAL MEETING;**
- (4) NOTICE OF 2020 SECOND H SHAREHOLDERS' CLASS MEETING; AND**
- (5) NOTICE OF 2020 SECOND DOMESTIC SHAREHOLDERS' CLASS MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information reasonably necessary to enable you to make informed decisions on whether to vote for or against the proposed ordinary resolutions and special resolutions regarding the following matters at the 2020 Second EGM, the 2020 Second H Shareholders' Class Meeting and/or the 2020 Second Domestic Shareholders' Class Meeting.

**Ordinary Resolutions**

1. To consider and approve the appointment of Ms. Zhao Chunxiang as a non-executive Director.
2. To consider and approve the appointment of Ms. Zhou Yumei as a non-executive Director.

---

## LETTER FROM THE BOARD

---

3. To consider and approve the appointment of Mr. Zheng Shijie as a non-executive Director.

### Special Resolution

4. To consider and approve the proposed amendments to the Articles of Association.

### PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS

Upon consideration and approval at the 6th meeting of the second session of the Board convened by the Company on 29 June 2020, the Board at the recommendation of the Nomination Committee resolved to nominate Ms. Zhao Chunxiang (“**Ms. Zhao**”), Ms. Zhou Yumei (“**Ms. Zhou**”) and Mr. Zheng Shijie (“**Mr. Zheng**”) as the candidates for the non-executive Directors of the second session of the Board. The appointment of Ms. Zhao, Ms. Zhou and Mr. Zheng are subject to the approval by Shareholders at the 2020 Second EGM.

Biographic details of each of the candidates proposed be appointed as non-executive Directors are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

Upon the approval and authorisation of the Shareholders at the 2020 Second EGM, (1) the Company will enter into an appointment letter with each of Ms. Zhao, Ms. Zhou and Mr. Zheng after their appointment are approved at the 2020 Second EGM; and (2) the Board will determine their remuneration in accordance with the applicable laws, regulations and regulatory provisions, and the remuneration policy set by the Remuneration Committee.

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to the Official Reply of the State Council of the PRC on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)), the requirements on, among other things, the notice period of the general meeting, shareholders’ proposal right and convening procedures for joint stock limited companies incorporated in the PRC and listed overseas shall be unified and governed by the relevant regulations under the Company Law of the PRC, instead of the regulations under Articles 20 to 22 of the Special Regulations of the State Council of the PRC on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》).

In view of the changes in the regulatory requirements, a special resolution will be proposed at the 2020 Second EGM, the 2020 Second H Shareholders Class Meeting and the 2020 Second Domestic Shareholders Class Meeting to approve the proposed amendments to the Articles of Association in order to do housekeeping matters.

---

## LETTER FROM THE BOARD

---

The Proposed Amendments to the Articles of Association shall come into effect upon the approval of the Shareholders being obtained at the 2020 Second EGM and the Class Meetings. Details of the Proposed Amendments to the Articles of Association are set out in Appendix II to this circular.

### **2020 SECOND EGM, THE CLASS MEETINGS AND CLOSURE OF REGISTER OF MEMBERS**

The 2020 Second EGM will be held at Conference Room, Third floor of Building B1, Shanshan New Energy Base, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC on Friday, 21 August 2020 at 10:00 a.m.. The notice convening the 2020 Second EGM is set out on pages 14 to 16 of this circular.

A notice convening the 2020 Second H Shareholders' Class Meeting to be held at Conference Room, Third floor of Building B1, Shanshan New Energy Base, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC on Friday, 21 August 2020 immediately following the conclusion of the 2020 Second EGM or its adjournment is set out on pages 17 to 19 of this circular.

A notice convening the 2020 Second Domestic Shareholders' Class Meeting to be held at Conference Room, Third floor of Building B1, Shanshan New Energy Base, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC on Friday, 21 August 2020 immediately following the conclusion of the 2020 Second EGM and the 2020 Second H Shareholders' Class Meeting or its adjournment is set out on pages 20 to 22 of this circular.

If you do not intend to attend the 2020 Second EGM and/or the Class Meeting(s) in person, you are urged to complete and return the form(s) of proxy in accordance with the instructions printed thereon as soon as possible. In order to be valid, the form(s) of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited, in the case of H Shareholders, with the Company's H share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in the case of Domestic Shareholders, to the Company's registered office address at the office of the Board of Directors, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC, not later than 24 hours before the time appointed for holding the relevant meeting(s) or its adjournment(s).

In order to determine the Shareholders who are entitled to attend and vote at the 2020 Second EGM and/or the Class Meeting(s), the Company's register of members will be closed from Wednesday, 22 July 2020 to Friday, 21 August 2020, both days inclusive, during which period no transfer of the H Shares or the Domestic Shares will be effected. In order to determine the list of members who are qualified to attend and vote at the 2020 Second EGM and/or the Class Meeting(s), all transfer documents accompanied by the relevant share certificates must be lodged, in case of H Shareholders, with the Company's H share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in case of Domestic Shareholders, to the



---

## LETTER FROM THE BOARD

---

Company's registered office address at the office of the Board of Directors, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC, no later than 4:30 p.m. on Tuesday, 21 July 2020.

**In view of the ongoing Novel Coronavirus (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the 2020 Second EGM and/or the Class Meeting(s) as their proxy to vote on the relevant resolutions at the 2020 Second EGM and/or the Class Meeting(s) as an alternative to attending the 2020 Second EGM and/or the Class Meeting(s) in person.**

Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the 2020 Second EGM and/or the Class Meeting(s) or at its adjournment(s) should you so wish. If you attend and vote in person at the 2020 Second EGM, the authority of your proxy will be revoked.

### **VOTING BY POLL AT THE 2020 SECOND EGM AND THE CLASS MEETINGS**

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at the general meetings must 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. Accordingly, all the resolutions could be taken by poll at the 2020 Second EGM and the Class Meetings pursuant to the Articles of Association.

### **RECOMMENDATION**

The Directors consider that the proposed ordinary resolutions and special resolution mentioned above are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the ordinary resolutions and special resolution to be proposed at the 2020 Second EGM and/or the Class Meeting(s).

Yours faithfully,  
For and on behalf of the Board of  
**Shanshan Brand Management Co., Ltd.**  
**Yan Jingfen**  
*Executive Director and Joint Company Secretary*

Biographical details of the candidates proposed be appointed as non-executive Directors are set out as follows:

**Ms. Zhao Chunxiang**

Ms. Zhao Chunxiang (趙春香), aged 40, has been the merchandising manager of Shanghai Qunguan Building Technology Co., Ltd.\* (上海群冠建築科技有限公司) since March 2018. She served as the merchandising manager of Shanghai Kangnuo International Trading Co., Ltd.\* (上海康諾國際貿易有限公司) from January 2010 to February 2018, where she was responsible for the procurement of apparel, textile, hotel supplies and other items. From July 2003 to December 2009, She served as a merchandiser of Harbin Yixin Import and Export Trade Co., Ltd.\* (哈爾濱億鑫進出口有限公司), where she was responsible for the procurement for the company's various exported products. Ms. Zhao obtained a college diploma (專科文憑) in e-commerce from Harbin Vocational & Technical College in the PRC in June 2003, and obtained a bachelor's degree in procurement and supply management from Shanghai University of Finance and Economics in the PRC in 2018.

The term of office of Ms. Zhao for the appointment as a non-executive Director shall commence from the date of approval at the 2020 Second EGM until the expiry of the term of the second session of the Board (i.e. 4 June 2022). Upon the approval of the appointment of Ms. Zhao as a non-executive Director at the 2020 Second EGM, the Company will enter into an appointment letter with her in connection with her appointment. Her remuneration will be determined by the Board in accordance with the applicable laws, regulations and regulatory provisions, and the remuneration policy set by the Remuneration Committee with reference to her qualification, experience and market benchmarks.

**Ms. Zhou Yumei**

Ms. Zhou Yumei (周玉梅), aged 50, has been successively the deputy general manager and the general manager of Shaanxi Maoye Gongmao Co., Ltd.\* (陝西茂葉工貿有限公司) (“**Shaanxi Maoye**”), a substantial shareholder of the Company, since September 2009, a company primarily engaged in the production and sale of garments, where she is responsible for business management. From September 2002 to September 2009, Ms. Zhou served as the deputy general manager of Shaanxi Tuoda Commercial Trading Company Limited\* (陝西拓達商貿有限公司), a company primarily engaged in the sales and production of garments, where she was responsible for the sales and management. Ms. Zhou is the wife of Mr. Luo Yefei (“**Mr. Luo**”), the chairman of the Board and an executive Director.

The term of office of Ms. Zhou for the appointment as a non-executive Director shall commence from the date of approval at the 2020 Second EGM until the expiry of the term of the second session of the Board (i.e. 4 June 2022). Upon the approval of the appointment of Ms. Zhou as a non-executive Director at the 2020 Second EGM, the Company will enter into an appointment letter with her in connection with her appointment. Her remuneration

\* for identification purposes only

will be determined by the Board in accordance with the applicable laws, regulations and regulatory provisions, and the remuneration policy set by the Remuneration Committee with reference to her qualification, experience and market benchmarks.

As at the Latest Practicable Date, Ms. Zhou was deemed to be interested in 37,347,000 Domestic Shares within the meaning of Part XV of the SFO, which representing 27.996% of total number of issued Shares comprises (i) 24,012,000 Domestic Shares were beneficially owned by Ningbo Liankangcai Brand Management Co., Ltd.\* (寧波聯康財品牌管理有限責任公司) (“**Ningbo Liankangcai**”), which was owned as, amongst others, 45% by Mr. Luo, the husband of Ms. Zhou, 21% by Ms. Yan Jingfen (“**Ms. Yan**”) (both Mr. Luo and Ms. Yan are the executive Directors), and 3% by Mr. Zheng Shijie (a candidate for a non-executive Director of the second session of the Board); and (ii) 13,335,000 Domestic Shares were beneficially owned by Shaanxi Maoye, which was owned as to 20% by Ms. Zhou and 80% by Mr. Luo.

### Mr. Zheng Shijie

Mr. Zheng Shijie (鄭世傑), aged 49, has been a deputy general manager and planning director of the Group since June 2013 and is responsible for the brand building of the Group. He joined the Group as the planning director of Ningbo Shanshan Fashion Brand Management Co., Ltd.\* (寧波杉杉時尚服裝品牌有限公司) in June 2013. He has over 21 years of experience in the apparel industry. From June 2012 to June 2013, Mr. Zheng was an assistant to the general manager of Shaanxi Maoye, a substantial shareholder of the Company, a company primarily engaged in the sale and production of garments, where he was responsible for assisting the general manager in the day-to-day operations of Shaanxi Maoye. From January 2009 to June 2012, Mr. Zheng was the general manager of the business division of Romon Group Co., Ltd.\* (羅蒙集團股份有限公司), a company primarily engaged in the design, production and sale of garments, where he was responsible for the operation of Xili Meishi (喜麗美獅) brand. From January 1996 to October 2002, he was the manager of the business division of women’s fashion in Peace Bird Group Co., Ltd.\* (太平鳥集團有限公司), a company primarily engaged in the production and sale of garments, where he was responsible for the establishment and development of women’s fashion business. He obtained the college diploma (專科文憑) from Beijing Institute of Technology in the PRC in January 2019.

The term of office of Mr. Zheng for the appointment as a non-executive Director shall commence from the date of approval at the 2020 Second EGM until the expiry of the term of the second session of the Board (i.e. 4 June 2022). Upon the approval of the appointment of Mr. Zheng as a non-executive Director at the 2020 Second EGM, the Company will enter into an appointment letter with him in connection with his appointment. His remuneration will be determined by the Board in accordance with the applicable laws, regulations and regulatory provisions, and the remuneration policy set by the Remuneration Committee with reference to his qualification, experience and market benchmarks.

\* for identification purposes only

As at the Latest Practicable Date, Mr. Zheng holds 3% equity interest in Ningbo Liankangcai, which in turn holds 18% of the total number of issued Shares.

**General Information**

Each of the proposed appointment of Directors has confirmed that, save as disclosed above, as at the Latest Practicable Date, (1) she/he does not hold any other position with the Company or any of its subsidiaries or other major appointments or has held any directorship in any other listed public companies in the past three years; (2) she/he does not have any relationship with any Director, supervisor, senior management, substantial Shareholder or controlling Shareholder; and (3) she/he does not have any interest or deemed interest in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there is no other matter concerning the proposed appointment of Ms. Zhao, Ms. Zhou and Mr. Zheng as the non-executive Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the provisions of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Proposed Amendments to the Articles of Association are set out as follows:

No.	Rules before amendment	Rules after amendment
1.	<p><b>Article 1</b> These Articles of Association (the “Articles of Association”) are formulated in accordance with the Company Law of the People’s Republic of China (revised in 2013) (the “Company Law”), Law of the People’s Republic of China on Securities (the “Securities Law”), Special Provisions of the State Council Concerning the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the “Special Provisions”), Essential Clauses in Articles of Association of Companies Listed Abroad (the “Essential Clauses”), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange Listing Rules”) and other relevant provisions, as well as with reference to the Guidelines for the Articles of Association of Listed Companies, to safeguard the legitimate rights and interests of Shanshan Brand Management Co., Ltd. (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company.</p>	<p><b>Article 1</b> These Articles of Association (the “Articles of Association”) are formulated in accordance with the Company Law of the People’s Republic of China (revised in 2013) (the “Company Law”), Law of the People’s Republic of China on Securities (the “Securities Law”), Special Provisions of the State Council Concerning the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the “Special Provisions”), Essential Clauses in Articles of Association of Companies Listed Abroad (the “Essential Clauses”), <u><b>the Reply of the State Council of the People’s Republic of China on the Adjustment of the Notice Period for General Meetings and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97)</b></u> (<u>《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019] 97號)</u>), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange Listing Rules”) and other relevant provisions, as well as with reference to the Guidelines for the Articles of Association of Listed Companies, to safeguard the legitimate rights and interests of Shanshan Brand Management Co., Ltd. (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company.</p>
2.	<p><b>Article 37</b> No alteration of the register of members due to the transfer of shares shall be registered within thirty (30) days before the convention of general meetings or five (5) days before the base day of which the Company decides to distribute dividends. Other regulations of the securities regulatory authorities at the place where the shares of the Company are listed shall prevail.</p>	<p><b>Article 37</b> <u><b>Subject to these Articles of Association and all the other applicable provisions, once the shares of the Company are transferred, the name of the transferee shall be listed in the register of shareholders as the holder of the said shares. Where laws, regulations and the securities regulatory authorities of the place where the shares of the Company are listed stipulate the period of closure of the register of shareholders prior to the holding of a shareholders general meeting or the record date for the determination of dividend distribution by the Company, such provisions shall prevail.</b></u></p>
3.	<p><b>Article 72</b> Where a general meeting is convened by the Company, it shall issue a written notice forty-five (45) days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company twenty (20) days prior to the convening of the meeting.</p>	<p><b>Article 72</b> Where <u><b>an annual</b></u> general meeting is convened by the Company, it shall issue a written notice <u><b>of not less than twenty (20) clear business days</b></u> prior to the meeting; <u><b>where an extraordinary general meeting is convened by the Company, it shall issue a written notice of not less than fifteen (15) days or ten (10) clear business days (whichever is longer) prior to the meeting, and shall</b></u> notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. <u><b>Where laws, regulations and the securities regulatory authorities of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.</b></u></p>

No.	Rules before amendment	Rules after amendment
4.	<p><b>Article 72</b> The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting in accordance with the written replies received twenty (20) days prior to the convening of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches half of the total number of the Company's voting shares, the Company shall convene the general meeting. If not, the Company shall within five (5) days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the general meeting.</p> <p>An extraordinary general meeting shall not decide on matters that have not been stated in the notice of the meeting.</p>	<p><b>Article 73</b> <u>A general meeting</u> shall not decide on matters that have not been stated in the notice of the meeting.</p>
5.	<p><b>Article 75</b> The notice of a general meeting shall be served to shareholders (regardless of whether they are entitled to vote at the general meeting) either by hand or by post in a prepaid mail, addressed to such shareholders at their registered addresses as shown in the register of members. For holders of domestic shares, the notice of a general meeting may also be given by publishing an announcement. For holders of H Shares, in accordance with relevant process under the Stock Exchange Listing Rules and under the permission expressly given by the shareholders, the notice of a general meeting, a circular for shareholders and relevant files may also be given by making announcement in the Company's website or the websites of Hong Kong Stock Exchange.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more national newspapers designated by CSRC within a period of forty (45) days to fifty (50) days before convening the meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting. For the notice of a general meeting, a circular for shareholders and relevant files issued to holders of H shares by the Company, the Company may send only the English or the Chinese version of the notice of a general meeting and relevant files in accordance with relevant process under the Stock Exchange Listing Rules and the permission expressly given by the shareholders.</p>	<p><b>Article 75</b> The notice of a general meeting shall be served to shareholders (regardless of whether they are entitled to vote at the general meeting) either by hand or by post in a prepaid mail, addressed to such shareholders at their registered addresses as shown in the register of members. For holders of domestic shares, the notice of a general meeting may also be given by publishing an announcement. For holders of H Shares, in accordance with relevant process under the Stock Exchange Listing Rules and under the permission expressly given by the shareholders, the notice of a general meeting, a circular for shareholders and relevant files may also be given by making announcement in the Company's website or the websites of Hong Kong Stock Exchange.</p> <p>The announcement referred to in the preceding paragraph <u>shall</u> be published in one or more national newspapers designated by CSRC. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting. For the notice of a general meeting, a circular for shareholders and relevant files issued to holders of H shares by the Company, the Company may send only the English or the Chinese version of the notice of a general meeting and relevant files in accordance with relevant process under the Stock Exchange Listing Rules and the permission expressly given by the shareholders.</p>

---

**APPENDIX II      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

---

No.	Rules before amendment	Rules after amendment
6.	<p><b>Article 113</b> When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within twenty (20) days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of voting shares of that class at the meeting, the Company may hold the class meeting. If not, the Company shall within five (5) days inform the shareholders once again of the matters to be considered at the meeting and the date and venue of the meeting in the form of a public announcement. Upon notification by a public announcement, the Company may hold the class meeting.</p>	<p><b>Article 113</b> When the Company is to hold a class meeting, it shall issue a written notice <u><b>of not less than twenty (20) clear business days prior to an annual general meeting, fifteen (15) days or ten (10) clear business days (whichever is longer) prior to an extraordinary general meeting</b></u> informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting.</p>

The proposed amendments to the Articles of Association shall come into effect upon the approval of the Shareholders being obtained at the 2020 Second EGM and the Class Meetings.



---

## NOTICE OF 2020 SECOND EXTRAORDINARY GENERAL MEETING

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*

### 杉杉品牌運營股份有限公司

### Shanshan Brand Management Co., Ltd.

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

**(Stock Code: 1749)**

## NOTICE OF 2020 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2020 second extraordinary general meeting (the “**2020 Second EGM**”) of Shanshan Brand Management Co., Ltd. (the “**Company**”) will be held at Conference Room, Third floor of Building B1, Shanshan New Energy Base, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the People's Republic of China (the “**PRC**”) on Friday, 21 August 2020 at 10:00 a.m. for the purposes of considering the following resolutions:

### AS ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Ms. Zhao Chunxiang as a non-executive director of the Company (the “**NED**”).
2. To consider and approve the appointment of Ms. Zhou Yumei as a NED.
3. To consider and approve the appointment of Mr. Zheng Shijie as a NED.

### AS SPECIAL RESOLUTION

4. To consider and approve the proposed amendments to the articles of association of the Company as set out in Appendix II to the circular of the Company dated 6 July 2020.

By order of the Board

**Shanshan Brand Management Co., Ltd.**

**Yan Jingfen**

*Executive Director and Joint Company Secretary*

Ningbo, the PRC, 6 July 2020

*Registered office:*

238 Yunlin Middle Road, Wangchun Industrial Park  
Ningbo, Zhejiang Province, the PRC

*Principal place of business in Hong Kong:*

31/F., 148 Electric Road, North Point, Hong Kong



---

## NOTICE OF 2020 SECOND EXTRAORDINARY GENERAL MEETING

---

*Notes:*

- a. A member of the Company (the “**Member**”) entitled to attend and vote at the 2020 Second EGM or its adjournment (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more issued shares of RMB1.00 each in the Company (the “**Shares**”) more than one), proxy to attend and vote, on a poll, in his stead in accordance with the Articles of Association. A proxy needs not be a Member.
- b. A form of proxy for use at the 2020 Second EGM is enclosed. If you do not intend to attend the 2020 Second EGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2020 Second EGM or at its adjournments if you so wish. In the event that you attend the 2020 Second EGM after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.
- c. In the case of holders of H Shares (the “**H Shareholders**”) and to be valid, a form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s H share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, and in case of holders of Domestic Shares (the “**Domestic Shareholders**”), to the Company’s registered office address at the office of the Board of Directors, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC, not later than 24 hours before the time appointed for holding the 2020 Second EGM or its adjournment. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the 2020 Second EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- d. The register of Members will be closed from Wednesday, 22 July 2020 to Friday, 21 August 2020, both days inclusive, during which period no transfer of the H Shares or the Domestic Shares will be effected. In order to determine the list of Members who are qualified to attend and vote at the 2020 Second EGM, all transfer documents accompanied by the relevant share certificates must be lodged, in case of H Shareholders, with the Company’s H share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, and in case of Domestic Shareholders, to the Company’s registered office address at the office of the Board of Directors, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC, no later than 4:30 p.m. on Tuesday, 21 July 2020.
- e. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the 2020 Second EGM, either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto; but should more than one of such joint registered holders be present at the 2020 Second EGM, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).
- f. If the H Shareholders intend to attend the 2020 Second EGM in person or by proxy, they shall complete the enclosed reply slip for the 2020 Second EGM and return it, by hand or by post, to the Company’s H share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, or by fax (+852-2890-9350) on or before 4:30 p.m. on Saturday, 1 August 2020.
- g. If the Domestic Shareholders intend to attend the 2020 Second EGM in person or by proxy, they shall complete the enclosed reply slip for the 2020 Second EGM and return it, by hand or by post, to the Company’s registered office address at the office of the Board of Directors, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC or by fax (+86-574-8832-3880) on or before 4:30 p.m. on Saturday, 1 August 2020.
- h. Unless otherwise specified herein, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 6 July 2020.

*As at the date of this notice, the executive Directors are Mr. Cao Yang, Mr. Luo Yefei and Ms. Yan Jingfen; and the independent non-executive Directors are Mr. Au Yeung Po Fung, Mr. Wang Yashan and Mr. Wu Xuekai.*

---

## NOTICE OF 2020 SECOND EXTRAORDINARY GENERAL MEETING

---

### **PRECAUTIONARY MEASURES FOR THE 2020 SECOND EGM**

The Company will implement the following measures at the 2020 Second EGM, including:

- compulsory body temperature checks
- refusal of entry of those with a high temperature
- wearing of face masks throughout the 2020 Second EGM
- no distribution of corporate gifts and refreshments

**Any person who does not comply with the precautionary measures will be denied entry into the 2020 Second EGM venue.**

---

## NOTICE OF 2020 SECOND H SHAREHOLDERS' CLASS MEETING

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*

**杉杉品牌運營股份有限公司**

**Shanshan Brand Management Co., Ltd.**

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

**(Stock Code: 1749)**

## NOTICE OF 2020 SECOND H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the 2020 second H shareholders' class meeting (the "**2020 Second H Shareholders' Class Meeting**") of Shanshan Brand Management Co., Ltd. (the "**Company**") will be held at Conference Room, Third floor of Building B1, Shanshan New Energy Base, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the People's Republic of China (the "**PRC**") on Friday, 21 August 2020 immediately following the conclusion of the 2020 second extraordinary general meeting of the Company or its adjournment, for the purposes of considering and, if thought fit, passing the following resolution:

### AS SPECIAL RESOLUTION

To consider and approve the proposed amendments to the articles of association of the Company as set out in Appendix II to the circular of the Company dated 6 July 2020.

By order of the Board

**Shanshan Brand Management Co., Ltd.**

**Yan Jingfen**

*Executive Director and Joint Company Secretary*

Ningbo, the PRC, 6 July 2020

*Registered office:*

238 Yunlin Middle Road, Wangchun Industrial Park  
Ningbo, Zhejiang Province, the PRC

*Principal place of business in Hong Kong:*

31/F., 148 Electric Road, North Point, Hong Kong

---

## NOTICE OF 2020 SECOND H SHAREHOLDERS' CLASS MEETING

---

*Notes:*

1. Details of the above resolution are set out in Appendix II to the circular dated 6 July 2020.
2. A member of the Company (the “**Member**”) entitled to attend and vote at the 2020 Second H Shareholders' Class Meeting or its adjournment (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more issued H Shares of RMB1.00 each, more than one) proxy to attend and vote, on a poll, in his stead in accordance with the Articles of Association. A proxy needs not be a Member.
3. A form of proxy for use at the 2020 Second H Shareholders' Class Meeting is enclosed. If you will not be able to attend the 2020 Second H Shareholders' Class Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2020 Second H Shareholders' Class Meeting or its adjourned meeting if you so wish. In the event that you attend the 2020 Second H Shareholders' Class Meeting after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.
4. In order to be valid, a form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's H share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 24 hours before the time appointed for holding the 2020 Second H Shareholders' Class Meeting or its adjournment.
5. As stated in the notice of the 2020 second extraordinary general meeting to be held on Friday, 21 August 2020, which has been despatched to the shareholders on Monday, 6 July 2020, the register of Members will be closed from Wednesday, 22 July 2020 to Friday, 21 August 2020, both days inclusive, during which period no transfer of the H Shares will be effected. In order to determine the list of Members who are qualified to attend and vote at the 2020 Second H Shareholders' Class Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 21 July 2020.
6. In the case of joint registered holders of any H Shares, any one of such joint registered holders may vote at the 2020 Second H Shareholders' Class Meeting, either in person or by proxy, in respect of such H Shares as if he/she/it were solely entitled thereto; but should more than one of such joint registered holders be present at the 2020 Second H Shareholders' Class Meeting, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members in respect of such H Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).
7. If the H Shareholders intend to attend the 2020 Second H Shareholders' Class Meeting in person or by proxy, they shall complete the enclosed reply slip for the 2020 Second H Shareholders' Class Meeting and return it, by hand or by post, to the Company's H share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or by fax (+852-2890-9350) on or before Saturday, 1 August 2020.
8. The 2020 Second H Shareholders' Class Meeting is expected to last for half a day. Members (or their proxies) attending the 2020 Second H Shareholders' Class Meeting shall bear their own travelling and accommodation expenses. Members or their proxies shall produce their identity documents when they attend the 2020 Second H Shareholders' Class Meeting.

*As at the date of this notice, the executive directors are Mr. Cao Yang, Mr. Luo Yefei and Ms. Yan Jingfen; and the independent non-executive directors are Mr. Au Yeung Po Fung, Mr. Wang Yashan and Mr. Wu Xuekai.*

---

## NOTICE OF 2020 SECOND H SHAREHOLDERS' CLASS MEETING

---

### **PRECAUTIONARY MEASURES FOR THE 2020 SECOND H SHAREHOLDERS' CLASS MEETING**

The Company will implement the following measures at the 2020 Second H Shareholders' Class Meeting, including:

- compulsory body temperature checks
- refusal of entry of those with a high temperature
- wearing of face masks throughout the 2020 Second H Shareholders' Class Meeting
- no distribution of corporate gifts and refreshments

**Any person who does not comply with the precautionary measures will be denied entry into the 2020 Second H Shareholders' Class Meeting venue.**

---

## NOTICE OF 2020 SECOND DOMESTIC SHAREHOLDERS' CLASS MEETING

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*

**杉杉品牌運營股份有限公司**

**Shanshan Brand Management Co., Ltd.**

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

**(Stock Code: 1749)**

### **NOTICE OF 2020 SECOND DOMESTIC SHAREHOLDERS' CLASS MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2020 second domestic shareholders' class meeting (the **"2020 Second Domestic Shareholders' Class Meeting"**) of Shanshan Brand Management Co., Ltd. (the **"Company"**) will be held at Conference Room, Third floor of Building B1, Shanshan New Energy Base, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the People's Republic of China (the **"PRC"**) on Friday, 21 August 2020 immediately following the conclusion of the 2020 second extraordinary general meeting and 2020 Second H Shareholders' Class Meeting or its adjournment, for the purposes of considering and, if thought fit, passing the following resolution:

#### **AS SPECIAL RESOLUTION**

To consider and approve the proposed amendments to the articles of association of the Company as set out in Appendix II to the circular of the Company dated 6 July 2020.

By order of the Board

**Shanshan Brand Management Co., Ltd.**

**Yan Jingfen**

*Executive Director and Joint Company Secretary*

Ningbo, the PRC, 6 July 2020

*Registered office:*

238 Yunlin Middle Road, Wangchun Industrial Park  
Ningbo, Zhejiang Province, the PRC

*Principal place of business in Hong Kong:*

31/F., 148 Electric Road, North Point, Hong Kong

## NOTICE OF 2020 SECOND DOMESTIC SHAREHOLDERS' CLASS MEETING

### *Notes:*

1. Details of the above resolution are set out in Appendix II to the circular dated 6 July 2020.
2. A member of the Company (the “**Member**”) entitled to attend and vote at the 2020 Second Domestic Shareholders' Class Meeting or its adjournment (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more issued domestic shares of RMB1.00 each in the Company (the “**Shares**”), more than one) proxy to attend and vote, on a poll, in his stead in accordance with the Articles of Association. A proxy needs not be a Member.
3. A form of proxy for use at the 2020 Second Domestic Shareholders' Class Meeting is enclosed. If you will not be able to attend the 2020 Second Domestic Shareholders' Class Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2020 Second Domestic Shareholders' Class Meeting or its adjourned meeting if you so wish. In the event that you attend the 2020 Second Domestic Shareholders' Class Meeting after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.
4. In order to be valid, a form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company's registered office address at the office of the Board of Directors, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC, not later than 24 hours before the time appointed for holding the 2020 Second Domestic Shareholders' Class Meeting or its adjournment.
5. As stated in the notice of the 2020 second extraordinary general meeting to be held on Friday, 21 August 2020, which has been dispatched to the Shareholders on Monday, 6 July 2020, the register of Members will be closed from Wednesday, 22 July 2020 to Friday, 21 August 2020, both days inclusive, during which period no transfer of the Domestic Shares will be effected. In order to determine the list of Members who are qualified to attend and vote at the 2020 Second Domestic Shareholders' Class Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's registered office address at the office of the Board of Directors, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC no later than 4:30 p.m. on Tuesday, 21 July 2020.
6. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the 2020 Second Domestic Shareholders' Class Meeting, either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto; but should more than one of such joint registered holders be present at the 2020 Second Domestic Shareholders' Class Meeting, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).
7. If the domestic shareholders intend to attend the 2020 Second Domestic Shareholders' Class Meeting in person or by proxy, they shall complete the enclosed reply slip for the 2020 Second Domestic Shareholders' Class Meeting and return it, by hand or by post, to the Company's registered office address at the office of the Board of Directors, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang Province, the PRC or by fax (+86-574-8832-3880) on or before Saturday, 1 August 2020.
8. The 2020 Second Domestic Shareholders' Class Meeting is expected to last for half a day. Members (or their proxies) attending the 2020 Second Domestic Shareholders' Class Meeting shall bear their own travelling and accommodation expenses. Members or their proxies shall produce their identity documents when they attend the 2020 Second Domestic Shareholders' Class Meeting.

*As at the date of this notice, the executive directors are Mr. Cao Yang, Mr. Luo Yefei and Ms. Yan Jingfen; and the independent non-executive directors are Mr. Au Yeung Po Fung, Mr. Wang Yashan and Mr. Wu Xuekai.*

---

## **NOTICE OF 2020 SECOND DOMESTIC SHAREHOLDERS' CLASS MEETING**

---

### **PRECAUTIONARY MEASURES FOR THE 2020 SECOND DOMESTIC SHAREHOLDERS' CLASS MEETING**

The Company will implement the following measures at the 2020 Second Domestic Shareholders' Class Meeting, including:

- compulsory body temperature checks
- refusal of entry of those with a high temperature
- wearing of face masks throughout the 2020 Second Domestic Shareholders' Class Meeting
- no distribution of corporate gifts and refreshments

**Any person who does not comply with the precautionary measures will be denied entry into the 2020 Second Domestic Shareholders' Class Meeting venue.**