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MR. LUO YEFEI

杉杉品牌運營股份有限公司

SHANSHAN BRAND MANAGEMENT CO., LTD.

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

(Stock Code: 1749)

JOINT ANNOUNCEMENT

**(1) ACQUISITION OF 46.50% SHARE CAPITAL OF
NINGBO LIANKANGCAI BRAND MANAGEMENT CO., LTD.***

BY MR. LUO YEFEI

**(2) MANDATORY CONDITIONAL CASH OFFER BY
SDICS INTERNATIONAL SECURITIES (HONG KONG) LIMITED
FOR AND ON BEHALF OF MR. LUO YEFEI FOR ALL THE H SHARES IN
SHANSHAN BRAND MANAGEMENT CO., LTD
(OTHER THAN THOSE H SHARES ALREADY OWNED OR
AGREED TO BE ACQUIRED**

**BY MR. LUO YEFEI AND PARTIES ACTING IN CONCERT WITH HIM)
AND**

**(3) MANDATORY CONDITIONAL CASH OFFER BY
MR. LUO YEFEI
FOR ALL THE DOMESTIC SHARES IN
SHANSHAN BRAND MANAGEMENT CO., LTD
(OTHER THAN THOSE DOMESTIC SHARES ALREADY OWNED OR
AGREED TO BE ACQUIRED BY MR. LUO YEFEI AND
PARTIES ACTING IN CONCERT WITH HIM)**

Financial adviser to Mr. LUO Yefei



SDICS International Corporate Finance (Hong Kong) Limited

Offer Agent to Mr. LUO Yefei (H Share Offer)



SDICS International Securities (Hong Kong) Limited

THE ACQUISITIONS

The Board was informed by the Offeror that on 30 June 2025 (after trading hours), the Offeror entered into the Equity Transfer Agreements with the Sellers, pursuant to which the Offeror agreed to acquire and the Sellers agreed to sell an aggregate of 46.50% of the share capital of Ningbo Liankangcai, at an aggregate consideration of RMB1,116,558.00. Completion took place on the date of the Equity Transfer Agreements, being 30 June 2025.

MANDATORY CONDITIONAL CASH OFFERS

Immediately before Completion, the Offeror was interested in 28,009,000 Domestic Shares (representing approximately 21.00% of the total issued Shares), comprising (i) 14,674,000 Domestic Shares (representing 11.00% of the total issued Shares) directly owned by the Offeror; and (ii) 13,335,000 Domestic Shares (representing approximately 10.00% of the total issued Shares) beneficially owned by Shaanxi Maoye, a company ultimately and beneficially owned as to 80.00% by the Offeror and 20.00% by Ms. Zhou YM, the spouse of the Offeror and an executive Director. Apart from the 28,009,000 Domestic Shares, prior to Completion, the Offeror was also interested in 18.60% of the share capital of Ningbo Liankangcai which held 24,012,000 Domestic Shares (representing 18.00% of the total issued Shares).

Immediately following Completion and as at the date of this joint announcement, the Offeror held 65.10% of the share capital of Ningbo Liankangcai and therefore deemed to be interested in the 24,012,000 Domestic Shares (representing 18.00% of the total issued Shares) held by Ningbo Liankangcai and hence, Ningbo Liankangcai is regarded to be acting in concert with the Offeror under class (8) presumption of the definition of “acting in concert” under the Takeovers Code. As a result of the foregoing, the Offeror, Shaanxi Maoye and Ningbo Liankangcai owned an aggregate of 52,021,000 Domestic Shares, representing approximately 39.00% of the total issued Shares as at the date of this joint announcement.

Pursuant to Rule 26.1 of the Takeovers Code, the Offeror will be required to make mandatory conditional general offers in cash for all the issued Domestic Shares and H Shares other than those already owned or agreed to be acquired by the Concert Group in accordance with the Takeovers Code.

As at the date of this joint announcement, the Company has 133,400,000 Shares in issue comprising (i) 100,000,000 Domestic Shares; and (ii) 33,400,000 H Shares. The Company has no outstanding convertible securities, warrants, options or derivatives in issue which may confer any rights to subscribe for, convert or exchange into Shares as at the date of this joint announcement.

Principal terms of the Offers

(i) The Offeror will make the Domestic Share Offer; and (ii) SDICSI Securities, on behalf of the Offeror, will make the H Share Offer in compliance with the Takeovers Code on the following basis:

For each Domestic Share RMB0.1000 in cash

For each H Share HK\$0.1097 in cash

The Domestic Share Offer Price of RMB0.1000 per Domestic Share was determined with reference to (i) the consideration for the share capital of Ningbo Liankangcai under the Equity Transfer Agreements which was arrived at after arm's length negotiations between the Offeror and the Sellers; and (ii) the 24,012,000 Domestic Shares held by Ningbo Liankangcai. Save for the 24,012,000 Domestic Shares held by Ningbo Liankangcai, it has no other material assets. The Domestic Share Offer Price was calculated by firstly dividing the entire consideration of RMB1,116,558.00 paid under the Equity Transfer Agreements by 46.50% (being the aggregate acquired share capital of Ningbo Liankangcai by the Offeror under the Equity Transfer Agreements) and followed by dividing by the number of 24,012,000 Domestic Shares held by Ningbo Liankangcai.

The H Share Offer Price of HK\$0.1097 per H Share is equivalent to RMB0.1000, being the Domestic Share Offer Price and converted into Hong Kong dollars, based on the median exchange rate of RMB0.91195 to HK\$1.00 quoted by The People's Bank of China on 30 June 2025, being the date of this joint announcement.

The Offeror will not increase the Offer Price as set out above. Shareholders and potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Offer Price and the Offeror does not reserve the right to increase the Offer Price.

The Offers will be extended to all Independent Shareholders in accordance with the Takeovers Code. The Offer Shares to be acquired under the Offers shall be fully paid and free from all liens, charges, Encumbrances, rights of pre-emption and any other third party of any nature and together with all rights now and thereafter becoming attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offers are made, being the date of the despatch of the Composite Document.

Value of the Offers

As at the date of this joint announcement, there were 100,000,000 Domestic Shares and 33,400,000 H Shares in issue. After Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with him owned an aggregate of 52,021,000 Domestic Shares, representing approximately 39.00% of the total issued Shares as at the date of this joint announcement. 47,979,000 Domestic Shares and 33,400,000 H Shares will be subject to the Domestic Share Offer and the H Share Offer, respectively.

Assuming that there is no change in the issued share capital of the Company from the date of this joint announcement and prior to the making of the Offers, if the Domestic Share Offer is accepted in full (other than the 19,476,400 Non-Accepting Shares), the maximum consideration payable by the Offeror for the Domestic Share Offer is valued at RMB2,850,260.00 (equivalent to approximately HK\$3,126,735.22) based on the Domestic Share Offer Price of RMB0.1000 (equivalent to approximately HK\$0.1097) per Domestic Share, and if the H Share Offer is accepted in full, the maximum consideration payable by the Offeror for the H Share Offer is valued at HK\$3,663,980.00 based on the H Share Offer Price of HK\$0.1097 per H Share.

Confirmation of financial resources

The aggregate cash consideration payable under the Domestic Share Offer (assuming full acceptances under the Domestic Share Offer (other than the 19,476,400 Non-Accepting Shares)) will be RMB2,850,260.00 (equivalent to approximately HK\$3,126,735.22) based on the Domestic Share Offer Price of RMB0.1000 (equivalent to approximately HK\$0.1097) per Domestic Share and 28,502,600 Domestic Shares.

The aggregate cash consideration payable under the H Share Offer (assuming full acceptances under the H Share Offer) will be HK\$3,663,980.00 based on the H Share Offer Price of HK\$0.1097 per H Share and 33,400,000 H Shares.

The Offeror intends to finance and satisfy the consideration payable under the Domestic Share Offer and the H Share Offer from his internal resources (including a margin loan facility granted by SDICSI Securities).

SDICSI Corporate Finance, as the financial adviser to the Offeror, is satisfied that sufficient resources are available to the Offeror to satisfy the amount of funds required for full acceptance of the Offers.

Condition to the Offers

The Offers are only conditional upon valid acceptances of the Offers being received (and not, where permitted, withdrawn) by 4:00 p.m. on the date of closing of the Offers to be announced in the Composite Document (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of the Offer Shares which, together with Shares already owned by the Concert Group and acquired before or during the Offer Period, will result in the Concert Group holding in aggregate more than 50% of the voting rights of the Company.

The Offeror will issue an announcement in relation to the revision, extension or lapse of the Offers or the fulfilment of such condition in accordance with the Takeovers Code and the Listing Rules. The latest time on which the Offeror can declare the Offers unconditional as to acceptances is 7:00 p.m. on the 60th day after the despatch of the Composite Document (or such later date to which the Executive may consent).

The Offers may or may not become unconditional. Shareholders and investors of the Company should exercise caution when dealing in securities of the Company and if they are in any doubt about their position, they should consult their professional advisers.

Independent Board Committee and Independent Financial Adviser

The Independent Board Committee comprising a non-executive Director, Mr. WANG Mingming (王明明先生) and all of the independent non-executive Directors, namely Mr. CHOW Ching Ning (周政寧先生), Mr. WANG Yashan (王亞山先生) and Mr. WU Xuekai (武學凱先生), who have no direct or indirect interest in the Offers, has been established by the Company, to advise the Independent Shareholders in relation to the Offers, in particular as to whether the Offers are fair and reasonable and as to the acceptance of the Offers pursuant to Rule 2.1 of the Takeovers Code.

As Mr. MAO Weiyong (毛偉勇先生), a non-executive Director, holds 50% equity interests in Ningbo Eggshell, a member of the Concert Group, and is considered to have material interests in the Offers, he will not form part of the Independent Board Committee.

The Independent Financial Adviser will be appointed by the Company after approval by the Independent Board Committee to advise the Independent Board Committee in respect of the Offers and in particular as to whether the Offers are, or are not, fair and reasonable and as to the acceptance of the Offers. Further announcement(s) will be made by the Company as soon as possible after the Independent Financial Adviser to the Independent Board Committee is appointed.

Despatch of the Composite Document

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document containing, inter alia, (i) details of the Offers (including the expected timetable and terms of the Offers); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offers; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offers, together with the forms of acceptance to the Shareholders is required to be despatched within 21 days of the date of this joint announcement.

THE ACQUISITIONS

The Board was informed by the Offeror that on 30 June 2025 (after trading hours), the Offeror entered into the Equity Transfer Agreements with the Sellers, pursuant to which the Offeror agreed to acquire and the Sellers agreed to sell an aggregate of 46.50% of the share capital of Ningbo Liankangcai, at an aggregate consideration of RMB1,116,558.00.

THE EQUITY TRANSFER AGREEMENTS

Principal terms of the Equity Transfer Agreements are set out below:

Date: 30 June 2025 (after trading hours)

Parties: ETA 1: the Offeror and Seller 1
ETA 2: the Offeror and Seller 2
ETA 3: the Offeror and Seller 3
ETA 4: the Offeror and Seller 4

Subject matter and consideration: Pursuant to the Equity Transfer Agreements, the Offeror agreed to acquire and the Sellers agreed to sell an aggregate of 46.50% of the share capital of Ningbo Liankangcai, at an aggregate consideration of RMB1,116,558.00. The details are set out below:

Seller	Percentage of share capital	Consideration
Seller 1	19.00%	RMB456,228.00
Seller 2	18.50%	RMB444,222.00
Seller 3	7.00%	RMB168,084.00
Seller 4	2.00%	RMB48,024.00

Ningbo Liankangcai is a substantial shareholder of the Company which held 24,012,000 Domestic Shares, representing 18.00% of the total issued Shares as at the date of this joint announcement. The total registered capital of Ningbo Liankangcai amounted to RMB5,000,000.

Prior to Completion, Ningbo Liankangcai was owned as to 18.60% by the Offeror, 19.00% by Seller 1, 18.50% by Seller 2, 7.00% by Seller 3, 2.00% by Seller 4, 19.00% by Ningbo Eggshell and 15.90% by Mr. WU Mingyang (吴明陽先生).

Completion took place on the date of the Equity Transfer Agreements, being 30 June 2025.

MANDATORY CONDITIONAL CASH OFFERS

Immediately before Completion, the Offeror was interested in 28,009,000 Domestic Shares (representing approximately 21.00% of the total issued Shares), comprising (i) 14,674,000 Domestic Shares (representing 11.00% of the total issued Shares) directly owned by the Offeror; and (ii) 13,335,000 Domestic Shares (representing approximately 10.00% of the total issued Shares) beneficially owned by Shaanxi Maoye, a company ultimately and beneficially owned as to 80.00% by the Offeror and 20.00% by Ms. Zhou YM, the spouse of the Offeror and an executive Director. Apart from the 28,009,000 Domestic Shares, prior to Completion, the Offeror was also interested in 18.60% of the share capital of Ningbo Liankangcai which held 24,012,000 Domestic Shares (representing 18.00% of the total issued Shares).

Immediately following Completion and as at the date of this joint announcement, the Offeror held 65.10% of the share capital of Ningbo Liankangcai and therefore deemed to be interested in the 24,012,000 Domestic Shares (representing 18.00% of the total issued Shares) held by Ningbo Liankangcai and hence, Ningbo Liankangcai is regarded to be acting in concert with the Offeror under class (8) presumption of the definition of “acting in concert” under the Takeovers Code. As a result of the foregoing, the Offeror, Shaanxi Maoye and Ningbo Liankangcai owned an aggregate of 52,021,000 Domestic Shares, representing approximately 39.00% of the total issued Shares as at the date of this joint announcement.

Pursuant to Rule 26.1 of the Takeovers Code, the Offeror will be required to make mandatory conditional general offers in cash for all the issued Domestic Shares and H Shares other than those already owned or agreed to be acquired by the Concert Group in accordance with the Takeovers Code.

As at the date of this joint announcement, the Company has 133,400,000 Shares in issue comprising (i) 100,000,000 Domestic Shares; and (ii) 33,400,000 H Shares. The Company has no outstanding convertible securities, warrants, options or derivatives in issue which may confer any rights to subscribe for, convert or exchange into Shares as at the date of this joint announcement.

Principal terms of the Offers

(i) The Offeror will make the Domestic Share Offer; and (ii) SDICSI Securities, on behalf of the Offeror, will make the H Share Offer in compliance with the Takeovers Code on the following basis:

For each Domestic Share RMB0.1000 in cash

For each H Share HK\$0.1097 in cash

The Domestic Share Offer Price of RMB0.1000 per Domestic Share was determined with reference to (i) the consideration for the share capital of Ningbo Liankangcai under the Equity Transfer Agreements which was arrived at after arm’s length negotiations between the Offeror and the Sellers; and (ii) the 24,012,000 Domestic Shares held by Ningbo Liankangcai. Save for the 24,012,000 Domestic Shares held by Ningbo Liankangcai, it has no other material assets. The Domestic Share Offer Price was calculated by firstly dividing the entire consideration of RMB1,116,558.00 paid under the Equity Transfer Agreements by 46.50% (being the aggregate acquired share capital of Ningbo Liankangcai by the Offeror under the Equity Transfer Agreements) and followed by dividing by the number of 24,012,000 Domestic Shares held by Ningbo Liankangcai.

The H Share Offer Price of HK\$0.1097 per H Share is equivalent to RMB0.1000, being the Domestic Share Offer Price and converted into Hong Kong dollars, based on the median exchange rate of RMB0.91195 to HK\$1.00 quoted by The People's Bank of China on 30 June 2025, being the date of this joint announcement.

The Offeror will not increase the Offer Price as set out above. Shareholders and potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Offer Price and the Offeror does not reserve the right to increase the Offer Price.

The Offers will be extended to all Independent Shareholders in accordance with the Takeovers Code. The Offer Shares to be acquired under the Offers shall be fully paid and free from all liens, charges, Encumbrances, rights of pre-emption and any other third party of any nature and together with all rights now and thereafter becoming attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offers are made, being the date of the despatch of the Composite Document.

If, after the date of this joint announcement, any dividend, other distribution and/or other return of capital (whether in cash or in kind) is announced, declared, made or paid in respect of the Shares, the Offeror reserves the right to reduce the Offer Price by all or any part of the amount or value of such dividend, other distribution and/or, as the case may be, return of capital after consultation with the Executive, in which case any reference in this joint announcement, the Composite Document or any other announcement or document to the Offer Price will be deemed to be a reference to the Offer Price as so reduced. The Directors confirm that as at the date of this joint announcement, (i) the Company has not declared any dividend which remains unpaid, (ii) the Company does not intend to declare any dividend the record date of which will fall on or after the date of the Composite Document, and (iii) the Company does not intend to make, declare or pay any future dividend or make other distributions until the closing of the Offers.

Comparisons of value

The Domestic Share Offer Price of RMB0.1000 per Domestic Share and the H Share Offer Price of HK\$0.1097 per H Share represent:

- (1) a discount of approximately 88.81% to the closing price of HK\$0.9800 per H Share as quoted on the Stock Exchange on the Last Trading Day;
- (2) a discount of approximately 89.16% to the average closing price of HK\$1.0120 per H Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day;

- (3) a discount of approximately 89.78% to the average closing price of HK\$1.0730 per H Share as quoted on the Stock Exchange for the last 10 consecutive trading days up to and including the Last Trading Day;
- (4) a discount of approximately 89.99% to the average closing price of HK\$1.0963 per H Share as quoted on the Stock Exchange for the last 30 consecutive trading days up to and including the Last Trading Day; and
- (5) a discount of approximately 95.17% to the audited consolidated net asset value of the Company of approximately RMB2.0710 (equivalent to approximately HK\$2.2360) per Share (calculated based on (i) the Group's audited consolidated net asset value of RMB276,276,449 as at 31 December 2024 as disclosed in the annual report of the Company published on 22 April 2025; (ii) 133,400,000 Shares in issue as at the date of this joint announcement; and (iii) the exchange rate of RMB0.92604 to HK\$1.00, being the median exchange rate as announced by the People's Bank of China on 31 December 2024).

Highest and lowest H Share prices

During the six-month period prior to commencement of the Offer Period and up to and including the Last Trading Day (i.e. from 30 December 2024 to 30 June 2025):

- (a) the highest closing price of the H Shares was HK\$1.2500 per H Share as quoted on the Stock Exchange on 13 March 2025; and
- (b) the lowest closing price of the H Shares was HK\$0.8300 per H Share as quoted on the Stock Exchange on 8 January 2025, 9 January 2025, 10 January 2025, 13 January 2025, 14 January 2025, 15 January 2025 and 18 February 2025.

Value of the Offers

As at the date of this joint announcement, there were 100,000,000 Domestic Shares and 33,400,000 H Shares in issue. After Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with him owned an aggregate of 52,021,000 Domestic Shares, representing approximately 39.00% of the total issued Shares as at the date of this joint announcement. 47,979,000 Domestic Shares and 33,400,000 H Shares will be subject to the Domestic Share Offer and the H Share Offer, respectively.

Assuming that there is no change in the issued share capital of the Company as at the date of this joint announcement and prior to the making of the Offers, if the Domestic Share Offer is accepted in full (other than the 19,476,400 Non-Accepting Shares), the maximum consideration payable by the Offeror for the Domestic Share Offer is valued at RMB2,850,260.00 (equivalent to approximately HK\$3,126,735.22) based on the Domestic Share Offer Price of RMB0.1000 (equivalent to approximately HK\$0.1097) per Domestic Share; and if the H Share Offer is accepted in full, the maximum consideration payable by the Offeror for the H Share Offer is valued at HK\$3,663,980.00 based on the H Share Offer Price of HK\$0.1097 per H Share.

Confirmation of financial resources

The aggregate cash consideration payable under the Domestic Share Offer (assuming full acceptances under the Domestic Share Offer (other than the 19,476,400 Non-Accepting Shares)) will be RMB2,850,260.00 (equivalent to approximately HK\$3,126,735.22) based on the Domestic Share Offer Price of RMB0.1000 (equivalent to approximately HK\$0.1097) per Domestic Share and 28,502,600 Domestic Shares.

The aggregate cash consideration payable under the H Share Offer (assuming full acceptances under the H Share Offer) will be HK\$3,663,980.00 based on the H Share Offer Price of HK\$0.1097 per H Share and 33,400,000 H Shares.

The Offeror intends to finance and satisfy the consideration payable under the Domestic Share Offer and the H Share Offer from his internal resources (including a margin loan facility granted by SDICSI Securities).

SDICSI Corporate Finance, as the financial adviser to the Offeror, is satisfied that sufficient resources are available to the Offeror to satisfy the amount of funds required for full acceptance of the Offers.

Condition to the Offers

The Offers are only conditional upon valid acceptances of the Offers being received (and not, where permitted, withdrawn) by 4:00 p.m. on the date of closing of the Offers to be announced in the Composite Document (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of the Offer Shares which, together with Shares already owned by the Concert Group and acquired before or during the Offer Period, will result in the Concert Group holding in aggregate more than 50% of the voting rights of the Company.

The Offeror will issue an announcement in relation to the revision, extension or lapse of the Offers or the fulfilment of such condition in accordance with the Takeovers Code and the Listing Rules. The latest time on which the Offeror can declare the Offers unconditional as to acceptances is 7:00 p.m. on the 60th day after the despatch of the Composite Document (or such later date to which the Executive may consent).

The Offers may or may not become unconditional. Shareholders and investors of the Company should exercise caution when dealing in securities of the Company and if they are in any doubt about their position, they should consult their professional advisers.

Effect of accepting the Offers

Subject to the Offers becoming unconditional, provided that valid acceptance forms and the relevant certificate(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are complete and have been received by the Offeror or the branch share registrar of the Company in Hong Kong, by accepting the Domestic Share Offer or the H Share Offer, the Shareholders will sell their tendered Shares to the Offeror free from all Encumbrances and together with all rights attaching to them including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the date on which the Offers are made, being the date of despatch of the Composite Document.

Acceptance of the Offers will be irrevocable and will not be capable of being withdrawn, except as permitted under the Takeovers Code.

Stamp duty

Hong Kong stamp duty

The seller's Hong Kong ad valorem stamp duty arising in connection with acceptances of the H Share Offer will be payable by the relevant H Shareholders at a rate of 0.1% of (i) the market value of the H Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the H Share Offer, whichever is higher, and the amount of such duty will be deducted from the cash amount payable by the Offeror to the relevant H Shareholders accepting the H Share Offer. The Offeror will arrange for payment of the seller's Hong Kong ad valorem stamp duty on behalf of the relevant H Shareholders accepting the H Share Offer and will pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the H Share Offer and the transfer of the Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong). No Hong Kong stamp duty is payable in connection with the acceptances of the Domestic Share Offer.

PRC stamp duty

A PRC stamp duty arising in connection with acceptances of the Domestic Share Offer will be payable by the relevant Domestic Shareholders and the Offeror respectively at a rate of 0.05% of the consideration payable by the Offeror in respect of the relevant acceptances of the Domestic Share Offer, in accordance with the stamp duty law of the PRC.

Payment

Once the Offers have become, or have been declared, unconditional in all respects, payment (after deducting the accepting Shareholders' share of stamp duty) in cash in respect of acceptances of the Offers will be made as soon as possible but in any event no later than seven (7) Business Days of the date of which (i) duly completed form(s) of acceptance and the relevant documents of title of the Domestic Shares or the H Shares (as the case may be) are received by the Offeror or his agent acting on behalf of him to render each such acceptance complete and valid, or (ii) the Offers have become or is declared unconditional in all aspects, whichever is later.

No fractions of a cent will be payable and the amount of cash consideration payable to a Shareholder who accepts the Offers will be rounded up to the nearest cent.

Taxation advice

Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offers. None of the Offeror and/or parties acting in concert with him, the Company, SDICSI Corporate Finance, SDICSI Securities and their respective directors, officers, agents or associates or any other person involved in the Offers accepts any responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offers.

Overseas H Shareholders

The Offeror intends to make the H Share Offer available to all H Shareholders, including those with a registered address in a jurisdiction outside Hong Kong. The availability of the H Share Offer to Overseas H Shareholders may be affected by the applicable laws of the relevant jurisdiction. The Overseas H Shareholders should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice. It is the responsibilities of the Overseas H Shareholders who wish to accept the Offers to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offers (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such Overseas H Shareholders in respect of such jurisdictions).

Any acceptance of the H Share Offer by any Overseas H Shareholder will be deemed to constitute a representation and warranty from such Overseas H Shareholder to the Offeror and his advisers (including SDICSI Corporate Finance and SDICSI Securities) that the local laws and requirements have been complied with. Overseas H Shareholders should consult their professional advisers if in doubt.

Return of documents

If the Offers do not become, or are not declared, unconditional in all respects within the time permitted by the Takeovers Code, the share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) received by:

- (i) the branch registrar of the Company in Hong Kong will be returned to the H Shareholders who have accepted the H Share Offer; and
- (ii) the Offeror will be returned to the Domestic Shareholders who have accepted the Domestic Share Offer,

by ordinary post at the respective H Shareholders' and Domestic Shareholders' own risk as soon as possible but in any event no later than seven (7) Business Days after the Offers have lapsed.

DEALINGS AND INTERESTS IN THE COMPANY'S SECURITIES

Save for (i) the acquisition of an aggregate of 46.50% of the share capital in Ningbo Liankangcai pursuant to the Equity Transfer Agreements and (ii) the acquisition of 3,335,000 Domestic Shares by the Offeror from a Domestic Shareholder at a consideration of RMB0.1000 per Domestic Share in cash pursuant a conditional sale and purchase agreement dated 28 November 2024 with completion taken place on 17 January 2025, none of the members of the Concert Group had dealt for value in any Shares, options, derivatives, warrants or other securities convertible into Shares during the six-month period immediately prior to the date of this joint announcement, being the date of commencement of the Offer Period.

OTHER ARRANGEMENTS

As at the date of this joint announcement:

- (1) save for the aggregate 52,021,000 Domestic Shares held by the Offeror, Ningbo Liankangcai and Shaanxi Maoye, representing approximately 52.02% of the total issued Domestic Shares and 39.00% of the total issued Shares, and as disclosed in the section headed “Shareholding Structure of the Company” in this joint announcement, none of the members of the Concert Group holds, owns or has control or direction over any voting rights or rights over the Shares or convertible securities, warrants, options or derivatives of the Company;
- (2) save for the unconditional irrevocable undertakings provided by the Non-Accepting Shareholders not to accept the Offers, none of the members of the Concert Group has received any irrevocable commitment(s) to accept or reject the Offers;
- (3) there is no outstanding derivative in respect of the securities in the Company which has been entered into by any members of the Concert Group;
- (4) there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the Shares and which might be material to the Offers;
- (5) there is no agreement or arrangement to which any members of the Concert Group is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offers;
- (6) there are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Concert Group has borrowed or lent;
- (7) save for the consideration for the share capital of Ningbo Liankangcai pursuant to the Equity Transfer Agreements, being RMB1,116,558.00, there is no (i) other consideration, compensation or benefit in any form paid or payable by the Offeror to the Sellers and any parties acting in concert with any of them and (ii) no special deal between (a) the Concert Group on the one hand, and (b) the Sellers and any party acting in concert with any of them on the other hand;
- (8) save for the Equity Transfer Agreements, there is no other understanding, arrangement or agreement between the Concert Group on the one hand, and the Sellers and any party acting in concert with any of them on the other hand; and

- (9) save for the Equity Transfer Agreements, the unconditional irrevocable undertakings provided by the Non-Accepting Shareholders not to accept the Domestic Share Offer and a guarantee provided by Ningbo Liankangcai registered on 8 December 2023 to Shanshan for amounts payable to Shanshan with 17,938,931 Domestic Shares, there is no understanding, arrangement or agreement or special deal between (i) any Shareholder and (ii)(a) the Concert Group, or (b) the Group or any of its associated companies.

IRREVOCABLE UNDERTAKINGS

The Offeror had obtained irrevocable undertakings from two Shareholders, namely, Ms. Zhao on 23 May 2025 and Mr. Zhang on 27 May 2025 that they had agreed not to accept the Domestic Share Offer in respect of their respective Domestic Shares as set out in the table below, which amounted to 19,476,400 Domestic Shares in aggregate, representing 14.60% of the total issued Shares as at the date of this joint announcement.

The respective shareholdings of the Non-Accepting Shareholders are set out in the following table:

No.	Name of Non-Accepting Shareholder	Number of	% over total
		Non-Accepting Shares	issued Shares
1.	Ms. Zhao	12,806,400	9.60%
2.	Mr. Zhang	6,670,000	5.00%
		<u>19,476,400</u>	<u>14.60%</u>

Each of the Non-Accepting Shareholders has irrevocably undertaken to the Offeror that as to the followings:

1. in the event the Offers are made by the Offeror, and the offer price for the Domestic Share Offer is not more than RMB1 per Domestic Share (in respect of the irrevocable undertakings from Mr. Zhang) or RMB3 per Domestic Share (in respect of the irrevocable undertakings from Ms. Zhao), the Offeror is not required to make comparable Offers to the Non-Accepting Shareholders in respect of the Non-Accepting Shares held by the Non-Accepting Shareholders and even if such Offers were made to them, the Non-Accepting Shareholders shall not accept the Offers in respect of the Non-Accepting Shares; and

2. during the period commencing from the date of entering into their respective undertakings and ending on the date (whichever is earlier): (i) when the Offers lapse in accordance with the Takeovers Code; (ii) the close of the Offers; or (iii) the Offeror announces that Offers will not proceed, the Non-Accepting Shareholders shall not sell, transfer, impose any encumbrance or grant any rights attaching to any relevant Shares held by the Non-Accepting Shareholders to any third party, nor shall the Non-Accepting Shareholders otherwise deal in the securities of the Company without the prior written consent of the Offeror. Accordingly, the Non-Accepting Shareholders cannot sell or transfer the Non-Accepting Shares to any third party unless the Offers shall lapse or until the close of the Offers. Therefore, if there is a higher offer made by a third party, the Non-Accepting Shareholders cannot accept such offer.

It was a commercial term between the Non-Accepting Shareholders and the Offeror that (i) if the offer price for the Domestic Shares was not higher than a prescribed price, the Offeror will not be required to make a comparable offer to them; and (ii) the Non-Accepting Shareholders shall not sell, transfer or deal in the securities of the Company without the prior written consent of the Offeror during the period from the date of the irrevocable undertakings until the earlier of (among other things) the Offeror announces that the Offers will not proceed. For avoidance of doubt, pursuant to Rule 26.1 of the Takeovers Code, the Offers are required to be extended to all Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with him) and the Offeror will proceed with the Offers pursuant with the requirement under the Takeovers Code.

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this joint announcement, there are 133,400,000 Shares in issue (comprising (i) 100,000,000 Domestic Shares; and (ii) 33,400,000 H Shares). The following table sets out the shareholding structure of the Company (i) immediately before Completion and (ii) immediately after Completion and as at the date of this joint announcement but prior to the Offers being made, assuming there is no change in number of the issued Shares from the date of this joint announcement up to the date of Completion but prior to the Offers being made:

Name of Shareholder	Before Completion		Immediately after Completion and as at the date of this joint announcement but prior to the Offers being made	
	<i>Number of Shares</i>	<i>Approximate % of total issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of total issued Shares</i>
<i>Domestic Shares</i>				
Offeror (<i>Note 1</i>)	14,674,000	11.00	14,674,000	11.00
Shaanxi Maoye (<i>Note 1</i>)	13,335,000	10.00	13,335,000	10.00
Subtotal of the Concert Group (excluding Ningbo Liankangcai)	28,009,000	21.00	28,009,000	21.00
Ningbo Liankangcai (<i>Note 1</i>)	24,012,000	18.00	24,012,000	18.00
Subtotal of the Concert Group	24,674,000	21.00	52,021,000	39.00
Shanshan (<i>Note 2</i>)	25,834,600	19.36	25,834,600	19.36
Ms. Zhao	12,806,400	9.60	12,806,400	9.60
Mr. Zhang	6,670,000	5.00	6,670,000	5.00
Other Domestic Shareholder	2,668,000	2.00	2,668,000	2.00
Total Domestic Shares	100,000,000	74.96	100,000,000	74.96
<i>H Shares</i>				
H Shareholders	33,400,000	25.04	33,400,000	25.04
Total H Shares	33,400,000	25.04	33,400,000	25.04
Grand total	133,400,000	100.00	133,400,000	100.00

Notes:

1. Before Completion, the Offeror was interested in an aggregate of 28,009,000 Domestic Shares, comprising (i) 14,674,000 Domestic Shares directly owned by the Offeror; and (ii) 13,335,000 Domestic Shares beneficially owned by Shaanxi Maoye, a company ultimately and beneficially owned as to 80.00% by the Offeror and 20.00% by Ms. Zhou YM, the spouse of the Offeror and an executive Director. After Completion and as at the date of this joint announcement, the Offeror held 65.10% of the issued share capital of Ningbo Liankangcai and therefore deemed to be interested in the Domestic Shares held by Ningbo Liankangcai, and the Offeror and parties acting in concert with him owned an aggregate of 52,021,000 Domestic Shares, representing approximately 39.00% of the total issued Shares as at the date of this joint announcement. As such, Ningbo Liankangcai is regarded to be acting in concert with the Offeror under class (8) presumption of the definition of “acting in concert” under the Takeovers Code. Ningbo Liankangcai provided a guarantee registered on 8 December 2023 to Shanshan for amounts payable to Shanshan with 17,938,931 Domestic Shares.
2. Shanshan is a joint stock company with limited liability established in the PRC, whose issued shares are listed on the Shanghai Stock Exchange (stock code: 600884).

Based on public disclosures currently available, Shanshan is owned as to (i) approximately 14.24% by Shanshan Group; (ii) approximately 9.13% by Ningbo Pengze Trading Co., Ltd.* (寧波朋澤貿易有限公司) (a corporation wholly-owned by Shanshan Group); (iii) approximately 2.23% by Shanshan Holding; (iv) approximately 1.32% by Ningbo Yinzhou Jielun Investment Co., Ltd.* (寧波市鄞州捷倫投資有限公司) (a corporation wholly-owned by Shanshan Holding); (v) approximately 0.03% by the late Mr. Zheng and (vi) approximately 73.05% by other public shareholders.

Based on public disclosures currently available, Shanshan Group was owned as to (i) approximately 54.81% by Shanshan Holding; (ii) approximately 9.38% by Ningbo Yonggang Clothing Investment Co., Ltd.* (寧波甬港服裝投資有限公司) (registered capital of which is owned as to 99.74% by Shanshan Holding and 0.26% by Mr. SHEN Yunkang (沈云康先生)); (iii) approximately 6.18% by Ningbo Yinzhou Jinyuan Equity Investment Partnership (Limited Partnership)* (寧波市鄞州區堇元股權投資合夥企業(有限合夥)) (the general partner of which is Shanghai Dongfang Jingxing Private Equity Fund Management Co., Ltd.* (上海東方景星私募基金管理有限公司), which is wholly-owned by Shanghai Shihong Technology Co., Ltd.* (上海士竑科技有限公司) and in turn owned as to 60% by Shanshan Holding, 30% by Mr. GAO Ming and 10% by Mr. ZHENG Ju); (iv) approximately 15.23% by Zhangjiagang Shiyue Fengjinchuang Investment Co., Ltd.* (張家港市悅豐金創投資有限公司) (which is a state-owned enterprise); (v) 12.23% by Itochu Corporation (which is a listed company on the Tokyo Stock Exchange) and (vi) 2.17% by Itochi (China) Group Co., Ltd.* (伊藤忠(中國)集團有限公司) (which is wholly owned by Itochu Corporation).

Based on public disclosures currently available, Shanshan Holding is owned as to 40.54% by Qinggang Investments, which in turn is owned as to 51% by the late Mr. Zheng and 49% by Ms. ZHOU Jiqing (周繼青女士) and as to 59.46% by 13 corporate shareholders who are independent third parties to the Company and its connected persons (the largest of which does not exceed 9% as at the date of this joint announcement).

3. SDICSI Corporate Finance and relevant members of the SDICSI Group which hold the Shares (or options, warrants or derivatives in respect of them) are presumed to be acting in concert with the Offeror in accordance with class (5) of the definition of “acting in concert” under the Takeovers Code (except in respect of the Shares (or options, warrants or derivatives in respect of them) held on behalf of non-discretionary investment clients of the SDICSI Group). Details of holdings, borrowings or lendings of, and dealings in, the Shares (or options, warrants or derivatives in respect of them) held by or entered

into by other parts of the SDICSI Group will be obtained as soon as possible after this joint announcement has been made in accordance with Note 1 to Rule 3.5 of the Takeovers Code. A further announcement will be made by the Offeror if the holdings, borrowings, lendings of, or dealings of the other parts of the SDICSI Group are significant and in any event, such information will be disclosed in the Composite Document.

INFORMATION ON THE GROUP

The Company is a joint stock limited company established in the PRC, the H Shares of which are listed on the Stock Exchange. The business of the Company primarily involves the design, marketing and sale of formal and casual business menswear in the PRC under two brands, namely FIRS and SHANSHAN.

Certain information of the Company for the two financial years ended 31 December 2024, as extracted from the Company's audited financial results as disclosed in the annual report of the Company for the year ended 31 December 2024 is set out as follows:

	For the year ended 31 December	
	2023	2024
	<i>(audited)</i>	<i>(audited)</i>
	<i>RMB</i>	<i>RMB</i>
Revenue	1,060,045,974	1,006,620,320
Profit before income tax	40,603,772	44,485,167
Net Profit	31,605,378	33,173,528

	As at 31 December	
	2023	2024
	<i>(audited)</i>	<i>(audited)</i>
	<i>RMB</i>	<i>RMB</i>
Total assets	726,389,551	819,550,761
Total liabilities	472,614,630	543,274,312
Net assets	253,774,921	276,276,449

INFORMATION ON THE OFFEROR

The Offeror (Mr. Luo), aged 50, was appointed as an executive Director on 18 May 2016 and the chairman of the Board on 26 June 2020. Mr. Luo is also the general manager and responsible for the overall development planning and business operations of the Group. He is also (i) a director of Ningbo Shanshan Fashion Brand Management Co., Ltd* (寧波杉杉時尚服裝品牌管理有限公司), and (ii) the manager of Ningbo Shanshan Hanfu Culture Co., Ltd.* (寧波杉杉漢服文化有限公司), both are direct wholly-owned subsidiaries of the Company.

He has over 20 years of experience in the apparel industry. Mr. Luo joined the Group on 1 June 2013 as the general manager of Ningbo Shanshan Garment Brand Management Co., Ltd* (寧波杉杉服裝品牌經營有限公司), the predecessor of the Company. Prior to joining the Company, Mr. Luo was the general manager and the controlling shareholder of Shaanxi Maoye, a substantial shareholder of the Company, a company primarily engaged in the production and sales of garments, where he was responsible for the production and operation management from September 2009 to June 2013.

Mr. Luo is the husband of Ms. Zhou YM, an executive Director.

THE INTENTION OF THE OFFEROR ON THE GROUP

It is the intention of the Offeror to continue with the Group's existing principal activities following the close of the Offers and to work closely with the Company management team to drive both customer and shareholder value.

As at the date of this joint announcement, the Offeror does not have any plans to make any material changes to the continued employment of the employees of the Group (other than in the ordinary course of business), and does not expect there to be a significant redeployment of the fixed assets of the Group. The Offeror will conduct a strategic review of the Group's assets, corporate structure, capitalization, operations, properties, policies and management to determine if any changes would be appropriate and desirable following the completion of the Offers with a view to optimising the Group's activities and development, and may make such changes as the Offeror deems necessary, appropriate or beneficial for the Group following its strategic review and/or taking into account any future developments.

Public float and maintaining the listing status of the Company

The Offeror intends the Company to remain listed on the Stock Exchange after the closing of the Offers.

If, at the close of the Offers, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that:

- (1) a false market exists or may exist in the trading of the Shares; or
- (2) that there are insufficient Shares in public hands to maintain an orderly market;

then the Stock Exchange may exercise its discretion to suspend dealings in the H Shares until the prescribed level of public float is attained.

In such case, the Company and the Offeror will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares.

Independent Board Committee and Independent Financial Adviser

The Independent Board Committee comprising a non-executive Director, Mr. WANG Mingming (王明明先生) and all of the independent non-executive Directors, namely Mr. CHOW Ching Ning (周政寧先生), Mr. WANG Yashan (王亞山先生) and Mr. WU Xuekai (武學凱先生), who have no direct or indirect interest in the Offers, has been established by the Company, to advise the Independent Shareholders in relation to the Offers, in particular as to whether the Offers are fair and reasonable and as to the acceptance of the Offers pursuant to Rule 2.1 of the Takeovers Code.

As Mr. MAO Weiyong (毛偉勇先生), a non-executive Director, holds 50% equity interests in Ningbo Eggshell, a member of the Concert Group, and is considered to have material interests in the Offers, he will not form part of the Independent Board Committee.

The Independent Financial Adviser will be appointed by the Company after approval by the Independent Board Committee to advise the Independent Board Committee in respect of the Offers and in particular as to whether the Offers are, or are not, fair and reasonable and as to the acceptance of the Offers. Further announcement(s) will be made by the Company as soon as possible after the Independent Financial Adviser to the Independent Board Committee is appointed.

Despatch of the Composite Document

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document containing, inter alia, (i) details of the Offers (including the expected timetable and terms of the Offers); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offers; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offers, together with the forms of acceptance to the Shareholders is required to be despatched within 21 days of the date of this joint announcement.

Number of relevant securities in issue

As at the date of this joint announcement, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company in issue are 133,400,000 Shares, of which there are 33,400,000 Domestic Shares and 100,000,000 H Shares.

Disclosure of dealings

In accordance with Rule 3.8 of the Takeovers Code, associates (as defined under the Takeovers Code, including but not limited to a person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) of the Company are hereby reminded to disclose their dealings in any relevant securities of the Company pursuant to the requirements of the Takeovers Code. The full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below pursuant to Rule 3.8 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million. This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved. Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

WARNING

Shareholders and potential investors should note that the Independent Board Committee has yet to consider and evaluate the Offers. The Directors make no recommendation as to the fairness or reasonableness of the Offers or as to the acceptance of the Offers in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Offers unless and until they have received and read the Composite Document, including the recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Offers and the letter of advice from the Independent Financial Adviser to the Independent Board Committee.

Shareholders and potential investors are advised to monitor the announcements to be made by the Company or jointly by the Offeror and the Company in respect of the progress of the Offers and exercise caution when dealing in the Shares. If Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.

DEFINITIONS

In this joint announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Acquisitions”	the acquisition of an aggregate of 46.50% of the share capital of Ningbo Liankangcai by the Offeror as contemplated under the Equity Transfer Agreements
“acting in concert”	has the same meaning as ascribed to it under the Takeovers Code
“associates”	has the same meaning as ascribed to it under the Takeovers Code
“Board”	the board of Directors

“Business Days”	a day on which the Stock Exchange is open for the transaction of business
“Company”	杉杉品牌運營股份有限公司 Shanshan Brand Management Co., Ltd., a company established in the PRC, the H Shares of which are listed on the Main Board of Stock Exchange (stock code: 1749)
“Completion”	completion of the Acquisitions in accordance with the terms and conditions of the Equity Transfer Agreements
“Composite Document”	the composite offer and response document to be jointly despatched by the Offeror and the Company to the Shareholders in accordance with the Takeovers Code in respect of the Offers
“Concert Group”	the Offeror and parties acting in concert with him (including Ms. Zhou YM, Shaanxi Maoye, Ningbo Liankangcai, Ningbo Eggshell and Mr. WU Mingyang)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and are unlisted Shares which are currently not listed or traded on any stock exchange
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Domestic Share Offer”	the conditional mandatory cash offer to be made by the Offeror for the Domestic Shares (other than those Domestic Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with him) in accordance with the Takeovers Code
“Domestic Share Offer Price”	the price at which the Domestic Share Offer will be made, being RMB0.1000 per Domestic Share

“Encumbrances”	any mortgage, charge, pledge, lien (otherwise than arising by statute or operation of law), hypothecation or other encumbrance, priority or security interest or other third party right, deferred purchase, title retention, leasing, sale-and-repurchase or sale-and leaseback or trust arrangement whatsoever over or in any property, assets or rights of whatsoever nature and includes any agreement for any of the same
“Equity Transfer Agreements”	collectively, ETA 1, ETA 2, ETA 3 and ETA 4
“ETA 1”	the equity transfer agreement dated 30 June 2025 entered into between the Offeror as buyer and Seller 1 as seller in respect of the sale of 19.00% of the share capital of Ningbo Liankangcai
“ETA 2”	the equity transfer agreement dated 30 June 2025 entered into between the Offeror as buyer and Seller 2 as seller in respect of the sale of 18.50% of the share capital of Ningbo Liankangcai
“ETA 3”	the equity transfer agreement dated 30 June 2025 entered into between the Offeror as buyer and Seller 3 as seller in respect of the sale of 7.00% of the share capital of Ningbo Liankangcai
“ETA 4”	the equity transfer agreement dated 30 June 2025 entered into between the Offeror as buyer and Seller 4 as seller in respect of the sale of 2.00% of share capital of Ningbo Liankangcai
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Group”	the Company and its subsidiaries
“H Shareholder(s)”	the holder(s) of the H Shares

“H Share(s)”	overseas listed foreign share(s) in the ordinary 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
“H Share Offer”	the conditional mandatory cash offer to be made by SDICSI Securities for and on behalf of the Offeror for the H Shares (other than those H Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with him) in accordance with the Takeovers Code
“H Share Offer Price”	the price at which the H Share Offer will be made, being HK\$0.1097 per H Share
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Board, comprising a non-executive Director, namely Mr. WANG Mingming (王明明先生) and all of the independent non-executive Directors, namely Mr. CHOW Ching Ning(周政寧先生), Mr. WANG Yashan (王亞山先生) and Mr. WU Xuekai (武學凱先生), formed to advise the Independent Shareholders in respect of the Offers
“Independent Financial Adviser”	an independent financial adviser to be appointed by the Company with the approval from the Independent Board Committee to advise the Independent Board Committee in respect of the Offers
“Independent Shareholders”	Shareholders other than the Concert Group
“Last Trading Day”	30 June 2025, being the last trading day immediately prior to the release of this joint announcement

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Luo” or the “Offeror”	Mr. LUO Yefei (駱葉飛先生), an executive Director and the chairman of the Company, the offeror under the Offers
“Mr. Zhang”	Mr. ZHANG Jincan (張金燦先生), one of the Non-Accepting Shareholders holding 6,670,000 Domestic Shares
“Ms. Zhao”	Ms. ZHAO Yongzhi (趙詠芝女士), one of the Non-Accepting Shareholders holding 12,806,400 Domestic Shares
“Mr. Zheng”	the late Mr. ZHENG Yonggang (鄭永剛先生)
“Ms. Zhou YM”	Ms. ZHOU Yumei (周玉梅女士), an executive Director and the spouse of the Offeror
“Ningbo Eggshell”	Ningbo Eggshell Enterprise Management Partnership (Limited Partnership)* (寧波蛋殼企業管理合夥企業(有限合夥)), a partnership established in the PRC which was held by Mr. MAO Weiyong (毛偉勇先生) (a non-executive Director) as to 50% and Ms. LI Sha (李莎女士) as to 50%
“Ningbo Liankangcai”	Ningbo Liankangcai Brand Management Co., Ltd.* (寧波聯康財品牌管理有限責任公司), a company established in the PRC
“Non-Accepting Shareholders”	Ms. Zhao and Mr. Zhang
“Non-Accepting Shares”	an aggregate of 19,476,400 Domestic Shares held by the Non-Accepting Shareholders
“Offer Period”	has the meaning ascribed to it under the Takeovers Code which commences on the date of this joint announcement and ends on the date the Offers close or lapse
“Offer Price”	the H Share Offer Price and the Domestic Share Offer Price

“Offer Share(s)”	all Shares that are not owned or agreed to be acquired by the Offeror or parties acting in concert with him and “Offer Share” means any of them
“Offers”	the Domestic Share Offer and the H Share Offer
“Overseas H Shareholder(s)”	H Shareholder(s) whose addresses, as shown on the register of members of the Company, are outside Hong Kong
“PRC”	the People’s Republic of China, for the purpose of this joint announcement only, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Qinggang Investment”	Ningbo Qinggang Investment Co., Ltd.* (寧波青剛投資有限公司), a company established in the PRC
“RMB”	Renminbi, the lawful currency of the PRC
“SDICSI Corporate Finance”	SDICS International Corporate Finance (Hong Kong) Limited, a corporation licensed under the SFO permitted to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities (as defined under the SFO), and the financial adviser to the Offeror in respect of the Offers
“SDICSI Group”	SDICSI Corporate Finance and persons controlling, controlled by or under the same control as SDICSI Corporate Finance
“SDICSI Securities”	SDICS International Securities (Hong Kong) Limited, a corporation licensed under the SFO permitted to engage in type 1 (dealing in securities) and type 4 (advising on securities) regulated activities (as defined under the SFO), and the offer agent to the Offeror in respect of the H Share Offer
“Seller 1”	Ms. YAN Jingfen (嚴靜芬女士), an executive Director and a joint company secretary of the Company

“Seller 2”	Mr. DENG Bin (鄧彬先生)
“Seller 3”	Mr. WANG Jun (王軍先生), an executive deputy general manager and vice president of the Group
“Seller 4”	Mr. ZHENG Xi Jie (鄭世杰先生)
“Sellers”	collectively, Seller 1, Seller 2, Seller 3 and Seller 4
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shaanxi Maoye”	Shaanxi Maoye Gongmao Co., Ltd.* (陝西茂葉工貿有限公司), a company established in the PRC
“Shanshan”	Ningbo Shanshan Co., Ltd.* (寧波杉杉股份有限公司), a joint stock company established in the PRC, whose shares are listed on the Shanghai Stock Exchange (stock code: 600884)
“Shanshan Group”	Shanshan Group Co., Ltd.* (杉杉集團有限公司), a company established in the PRC
“Shanshan Holding”	Shanshan Holding Co., Ltd.* (杉杉控股有限公司), a company established in the PRC
“Share(s)”	Domestic Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules

“Takeovers Code”

the Code on Takeovers and Mergers issued by the SFC

“%”

per cent.

Mr. LUO Yefei

By order of the Board
Shanshan Brand Management Co., Ltd.
Mr. LUO Yefei
Director and Chairman

Ningbo, the PRC, 30 June 2025

As at the date of this joint announcement, the executive Directors are Mr. LUO Yefei (Chairman), Mr. CAO Yang (Vice Chairman), Ms. YAN Jingfen and Ms. ZHOU Yumei; the non-executive Directors are Mr. WANG Mingming and Mr. MAO Weiyong; and the independent non-executive Directors are Mr. CHOW Ching Ning, Mr. WANG Yashan and Mr. WU Xuekai.

All Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than the information in relation to the Concert Group (excluding the Group)) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror in the capacity as the offeror of the Offers as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information of the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror in his capacity as an executive Director as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

In the case of inconsistency, the English version of this joint announcement shall prevail over the Chinese version.

* For identification purpose only