

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

If you have sold or transferred all your shares in Shirble Department Store Holdings (China) Limited, you should at once hand this supplemental circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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Shirble Department Store Holdings (China) Limited 歲寶百貨控股(中國)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00312)

SUPPLEMENTAL CIRCULAR AND SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

The Supplemental Notice is set forth on pages 6 to 7 of this supplemental circular. The Annual General Meeting will be held as scheduled at 24/F, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Monday, 22 June 2020, at 11:00 a.m. **There is no change to the time and venue of the Annual General Meeting, and they are the same as those set forth in the Original Circular and the Original Notice.**

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of Shirble Department Store Holdings (China) Limited in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting, i.e. not later than Saturday, 20 June 2020 at 11:00 a.m. (Hong Kong time), or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

Shareholders should note the precautionary measures set forth in the Original Circular.

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DEFINITIONS

In this supplemental circular, unless the context requires otherwise or set forth below, the capitalised terms used herein shall have the same meanings as defined in the Original Circular (as defined below):

“Announcement”	the announcement of the Company dated 3 June 2020 on the passing away of Mr. YANG;
“Annual General Meeting”	the annual general meeting of the Company to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Monday, 22 June 2020 at 11:00 a.m. or any adjournment thereof;
“Articles”	the articles of association of the Company;
“Company”	Shirble Department Store Holdings (China) Limited (歲寶百貨控股(中國)有限公司), a company incorporated in the Cayman Islands with limited liability, and the securities of which are listed on the main board of the Stock Exchange;
“Director(s)”	director(s) of the Company from time to time;
“Latest Practicable Date”	8 June 2020, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information for inclusion in this supplemental circular;
“Mr. YANG”	Mr. YANG Xiangbo (楊祥波), the founder and the previous executive Director, who passed away on 2 June 2020;
“Ms. HUANG”	Ms. HUANG Xui Rong (黃雪蓉), the spouse of Mr. YANG, the mother of Mr. YANG Ti Wei and a non-executive Director effective from 26 May 2020;
“Original Circular”	the circular issued by the Company on 24 April 2020;
“Original Notice”	the notice convening the Annual General Meeting issued by the Company on 24 April 2020;
“Original Proxy Form”	the proxy form for the use at the Annual General Meeting despatched to the Shareholders on 24 April 2020; and
“Supplemental Proxy Form”	the proxy form for the use at the Annual General Meeting despatched to the Shareholders with this supplemental circular.

LETTER FROM THE BOARD



Shirble Department Store Holdings (China) Limited 歲寶百貨控股(中國)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00312)

Executive Directors:

Mr. YANG Ti Wei (Co-Chairman and Chief Executive Officer)
Mr. HAO Jian Min (Co-Chairman)

Non-executive Director:

Ms. HUANG Xue Rong

Independent Non-executive Directors:

Mr. CHEN Fengliang
Mr. JIANG Hongkai
Mr. FOK Hei Yu

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office:

8/F, Dingfeng Building
1036 Bao An South Road
Luo Hu District
Shenzhen
PRC

*Principal place of business
in Hong Kong:*

Suites 1105-12
11/F CITIC Tower
1 Tim Mei Avenue
Central
Hong Kong

10 June 2020

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR AND SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

INTRODUCTION

The Board refers to the Original Circular and the Original Notice. This supplemental circular should be read together with the Original Circular and the Supplemental Notice should also be read together with the Original Notice. Unless the context requires otherwise, the capitalised terms used herein shall have the same meanings as defined in the Original Circular and the Original Notice.

LETTER FROM THE BOARD

On 3 June 2020, subsequent to the date of the Original Circular and the Original Notice, the Board issued the Announcement. The passing away of Mr. YANG was unexpected. It was stated in the Original Circular that Mr. YANG would retire by rotation at the Annual General Meeting and would be eligible for re-election. Due to the passing away of Mr. YANG on 2 June 2020, the Board proposes to withdraw the ordinary resolution numbered 3.A(i) *“To re-elect Mr. YANG Xiangbo as an executive Director.”* from voting at the Annual General Meeting.

Subsequent to the date of the Original Circular and the Original Notice, on 26 May 2020, Ms. HUANG has been appointed as a non-executive Director effective from the same date. The appointment was effective on the date on which Mr. YANG ceased to be Co-Chairman of the Board and a member of the nomination committee and remuneration committee of the Board. In accordance with the Articles, Ms. HUANG shall retire at the Annual General Meeting and be eligible to offer herself for re-election. An ordinary resolution will therefore be proposed to re-elect Ms. HUANG as a non-executive Director.

Save for the above, other resolutions as set forth in the Original Notice will remain unchanged and will be voted at the Annual General Meeting as usual.

The purposes of this supplemental circular are to set forth the Supplemental Notice set forth on pages 6 to 7 to this supplemental circular and to provide you with information regarding the proposed above changes. Save as set forth in this supplemental circular, no changes have been made to matters in relation to the Annual General Meeting as set forth in the Original Circular and the Original Notice.

WITHDRAWAL OF AN ORDINARY RESOLUTION

On 3 June 2020, subsequent to the date of the Original Circular and the Original Notice, the Board issued the Announcement. The passing away of Mr. YANG was unexpected. It was stated in the Original Circular that Mr. YANG would retire by rotation at the Annual General Meeting and would be eligible for re-election. Due to the passing away of Mr. YANG on 2 June 2020, the Board proposes to withdraw the ordinary resolution numbered 3.A(i) *“To re-elect Mr. YANG Xiangbo as an executive Director.”* from voting at the Annual General Meeting.

ADDITION OF AN ORDINARY RESOLUTION

Subsequent to the date of the Original Circular and the Original Notice, on 26 May 2020, Ms. HUANG has been appointed as a non-executive Director effective from the same date. The appointment was effective on the date on which Mr. YANG ceased to be Co-Chairman of the Board and a member of the nomination committee and remuneration committee of the Board.

In accordance with the Articles 83(3), Ms. HUANG shall retire at the Annual General Meeting and be eligible to offer herself for re-election. An ordinary resolution will therefore be proposed to re-elect Ms. HUANG as a non-executive Director.

At the Annual General Meeting, an ordinary resolution, i.e. ordinary resolution numbered 3.(A)(iv), will be proposed for the purpose of considering and approving the re-election of Ms. HUANG as a non-executive Director.

LETTER FROM THE BOARD

The biographical details of such re-electing Director as required to be disclosed under the Listing Rules are set forth below for the Shareholders' consideration.

Ms. HUANG Xue Rong (黃雪蓉), aged 55, is the spouse of Mr. YANG and the mother of Mr. YANG Ti Wei, the Co-Chairman of the Board, the Chief Executive Officer and an executive Director. Ms. HUANG has over 15 years of experience in administrative and business matters. Ms. HUANG was appointed as a non-executive Director effective from 26 May 2020. Ms. HUANG did not hold any directorship in any other listed companies in the last three years. Save as disclosed, Ms. HUANG does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company or hold any other position in the Company or member of the Group.

As of the Latest Practicable Date, an aggregate of 1,374,167,500 Shares were held by Shirble Department Store Limited ("**Shirble BVI**"), which is wholly-owned by Xiang Rong Investment Limited ("**Xiang Rong Investment**") and Mr. YANG. According to the SFO, both Mr. YANG and Xiang Rong Investment were deemed to have interests in the 1,374,167,500 Shares held by Shirble BVI. Ms. HUANG (being the spouse of Mr. YANG) was deemed under the SFO to have an interest in the Shares which Mr. YANG was interested in. Ms. HUANG also directly holds 8,324,000 Shares, representing 0.33% of the issued share capital of the Company.

Ms. HUANG's directorship with the Company is subject to retirement by rotation in accordance with the Articles. Ms. HUANG has entered into a letter of appointment with the Company for a term of three years effective from 26 May 2020 and is entitled to an annual remuneration of HK\$300,000 per annum, which was determined by the Board on recommendation of the remuneration committee of the Company.

Save as disclosed, there is no other matter that needs to be brought to the attention of the Shareholders or other information that should be disclosed under Rule 13.51(2) of the Listing Rules.

THE ANNUAL GENERAL MEETING

The Supplemental Proxy Form in respect of the ordinary resolution to consider and approve the re-election of Ms. HUANG as a non-executive Director is enclosed with this supplemental circular. The Original Proxy Form will remain valid and effective to the fullest applicable extent if correctly completed and lodged with the Company's share registrar in Hong Kong.

Shareholders are entitled to appoint one or more proxies to attend the Annual General Meeting. For the avoidance of doubt, should the proxies being appointed to attend the Annual General Meeting under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the Annual General Meeting, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the Annual General Meeting. Completion and return of the Supplemental Proxy Form will not preclude a member from attending and voting in person at the meeting or any adjourned meeting should he so wish.

LETTER FROM THE BOARD

Please refer to the Original Notice for details in respect of eligibility for attending the Annual General Meeting, closure of register of members, other resolutions to be considered and approved at the Annual General Meeting, proxy, registration procedures and other relevant matters, respectively.

By order of the Board

Shirble Department Store Holdings (China) Limited

YANG Ti Wei

*Co-Chairman, Chief Executive Officer and
Executive Director*



Shirble Department Store Holdings (China) Limited
歲寶百貨控股(中國)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00312)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

References are made to the supplemental circular of Shirble Department Store Holdings (China) Limited (the “**Company**”) and the notice of annual general meeting (the “**AGM**”) of the Company dated 24 April 2020 (the “**Original Notice**”), which set forth the time and venue of the AGM and contain the resolutions to be tabled before the AGM for shareholders’ consideration and approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM of the Company will be held as scheduled at 24/F, Admiralty Centre 1, 18 Harcourt Road, Admiralty, Hong Kong on Monday, 22 June 2020 at 11:00 a.m. to consider and, if thought fit, pass the following resolution as ordinary resolution in addition to the resolutions set forth in the Original Notice (except that the ordinary resolution numbered 3.(A)(i) will be withdrawn):

3.(A)(iv) To re-elect Ms. HUANG Xue Rong as a non-executive Director.

By order of the Board

Shirble Department Store Holdings (China) Limited

YANG Ti Wei

Co-Chairman, Chief Executive Officer and

Executive Director

Hong Kong, 10 June 2020

Principal place of business in Hong Kong:

Suites 1105-12

11/F CITIC Tower

1 Tim Mei Avenue

Central

Hong Kong

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Details of the resolution are set forth in the supplemental circular of the Company dated 10 June 2020 (the “**Supplemental Circular**”). Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Supplemental Circular.
2. At the AGM, the chairman of the meeting will put the above resolution to the vote by way of a poll. On a poll, every shareholder of the Company (“**Shareholders**”) who is present in person or by proxy shall have one vote for every share of which he is the holder.
3. A supplemental form of proxy (the “**Supplemental Proxy Form**”) containing withdrawal of resolution numbered 3.(A)(i) and additional of resolution numbered 3.(A)(iv) mentioned above is enclosed with the Supplemental Circular. The form of proxy issued by the Company along with the circular of the Company dated 24 April 2020 (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Company’s share registrar in Hong Kong.
4. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company. Shareholders are hereby reminded to complete both the Original Proxy Form and the Supplemental Proxy Form in accordance with the instructions set forth respectively therein for the appointment of their proxy(ies) to attend and vote for ALL resolutions to be considered in the AGM in their stead if they so wish. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the AGM. Completion and return of the Supplemental Proxy Form will not preclude a member from attending and voting in person at the meeting or any adjourned meeting should he so wish.
5. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited to the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. not later than Saturday, 20 June 2020 at 11:00a.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.
6. Please refer to the Original Notice for details in respect of eligibility for attending the AGM, closure of register of members, other resolutions to be considered at the AGM, proxy, registration procedures and other relevant matters respectively.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.