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**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) POLL RESULTS OF THE RESOLUTIONS PASSED  
AT THE 2022 ANNUAL GENERAL MEETING AND  
THE 2022 FIRST CLASS MEETINGS;  
(2) RE-ELECTION AND APPOINTMENT OF DIRECTORS FOR THE  
THIRD SESSION OF THE BOARD AND THE  
SUPERVISORY COMMITTEE; AND  
(3) RE-APPOINTMENT OF EMPLOYEE REPRESENTATIVE  
SUPERVISOR FOR THE THIRD SESSION OF  
THE SUPERVISORY COMMITTEE**

References are made to (i) the notice (the “**2022 AGM Notice**”) of 2022 annual general meeting (the “**2022 AGM**”), the notices of 2022 first H shareholders’ class meeting and 2022 first domestic shareholders’ class meeting (collectively, the “**2022 First Class Meetings**”) and the circular (the “**Circular**”) all dated 21 April 2022; and (ii) the supplemental notice of 2022 AGM dated 19 May 2022 (the “**Supplemental 2022 AGM Notice**”) of Shanshan Brand Management Co., Ltd. (the “**Company**”). Unless the context requires otherwise, terms used herein shall have the same respective meanings as those defined in the said documents.

The Board announces that the Company held the 2022 AGM and the 2022 First Class Meetings 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 Monday, 6 June 2022. All the proposed resolutions set out in the respective notices of the 2022 AGM and the 2022 First Class Meetings dated 21 April 2022 and the Supplemental 2022 AGM Notice were duly passed by way of poll at the 2022 AGM and the 2022 First Class Meetings.

The 2022 AGM and the 2022 First Class Meetings were legally and validly convened in compliance with the laws and regulations of the PRC, including the Company Law of the PRC, and the requirements of the Articles of Association. Mr. Luo Yefei, the chairman of the Company, chaired the 2022 AGM and the 2022 First Class Meetings.

The Company's H share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, was appointed and acted as the scrutineer for the vote-taking at the 2022 AGM and the 2022 First Class Meetings.

All Directors attended the 2022 AGM and the 2022 First Class Meetings in person or by electronic means.

## I. POLL RESULTS OF THE 2022 AGM

As at the date of the 2022 AGM, there were 133,400,000 issued Shares, of which 100,000,000 Shares were Domestic Shares and 33,400,000 Shares were H Shares, being the total number of Shares entitling the Shareholders to attend and vote on all resolutions proposed at the 2022 AGM. The Shareholders in attendance either in person, by authorised representatives or by proxy at the 2022 AGM held a total of 97,335,000 Shares, representing approximately 72.965% of the total issued Shares as of the date of 2022 AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour at the 2022 AGM as set out in Rule 13.40 of the Listing Rules.

No Shareholder was required under the Listing Rules to abstain from voting on the resolutions proposed at the 2022 AGM. No person has indicated in the Circular containing the 2022 AGM Notice his/her/its intention to abstain from voting on or vote against any of the resolutions proposed at the 2022 AGM.

The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
1.	To consider and approve the work report of the Board for the year ended 31 December 2021.	97,335,000 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the work report of the Supervisory Committee for the year ended 31 December 2021.	97,335,000 (100%)	0 (0%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
3.	To consider and approve the audited consolidated financial statements and report of the independent auditor of the Company for the year ended 31 December 2021.	97,335,000 (100%)	0 (0%)	0 (0%)
4.	To consider and approve the proposal of not distributing the Company's profit for the year ended 31 December 2021.	97,335,000 (100%)	0 (0%)	0 (0%)
5.	To consider and approve the re-election of Mr. Luo Yefei as an executive Director (the "ED") for the third session of the Board.	97,335,000 (100%)	0 (0%)	0 (0%)
6.	To consider and approve the re-election of Mr. Cao Yang as an ED for the third session of the Board.	97,335,000 (100%)	0 (0%)	0 (0%)
7.	To consider and approve the re-election of Ms. Yan Jingfen as an ED for the third session of the Board.	97,335,000 (100%)	0 (0%)	0 (0%)
8.	To consider and approve the re-election of Ms. Zhou Yumei as an ED for the third session of the Board.	97,335,000 (100%)	0 (0%)	0 (0%)
9.	To consider and approve the re-election of Ms. Zhao Chunxiang as a non-executive Director (the "NED") for the third session of the Board.	97,335,000 (100%)	0 (0%)	0 (0%)
10.	To consider and approve the re-election of Mr. Zheng Shijie as a NED for the third session of the Board.	WITHDRAWN		

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
11.	To consider and approve the re-election of Mr. Chow Ching Ning as an INED for the third session of the Board.	97,335,000 (100%)	0 (0%)	0 (0%)
12.	To consider and approve the re-election of Mr. Wang Yashan as an INED for the third session of the Board.	97,335,000 (100%)	0 (0%)	0 (0%)
13.	To consider and approve the re-election of Mr. Wu Xuekai as an INED for the third session of the Board.	97,335,000 (100%)	0 (0%)	0 (0%)
14.	To consider and approve the re-election of Ms. Yang Yi as a Supervisor for the third session of the Supervisory Committee.	97,335,000 (100%)	0 (0%)	0 (0%)
15.	To consider and approve the re-election of Mr. Wang Yijun as a Supervisor for the third session of the Supervisory Committee.	97,335,000 (100%)	0 (0%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
16.	To approve and authorise the Board to determine the remuneration proposal of each of the Directors and Supervisors of the respective third sessions of Board and the Supervisory Committee in accordance to the remuneration policy set by the remuneration committee of the Board and to authorise the Board to enter into service contracts and/or appointment letters with each of the re-elected Directors and Supervisors subject to such terms and conditions as the Board shall think fit and to do all such acts and things and handle all other related matters as necessary.	97,335,000 (100%)	0 (0%)	0 (0%)
17.	To re-appoint BDO Limited and BDO China Shu Lun Pan Certified Public Accountants LLP as the international auditor and the domestic auditor of the Company for the year 2022, respectively, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to determine their remunerations for the year 2022.	97,335,000 (100%)	0 (0%)	0 (0%)
<b>Special Resolutions*</b>				
18.	To consider and approve the authorisation of a general mandate to the Board to repurchase H Shares.	97,335,000 (100%)	0 (0%)	0 (0%)
19.	To consider and approve the authorisation of a general mandate to the Board to issue Shares.	97,335,000 (100%)	0 (0%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
20A.	To consider and approve the appointment of Mr. Du Peng a NED for the third session of the Board.	97,335,000 (100%)	0 (0%)	0 (0%)
20.	To consider and approve the proposals (if any) put forward at the general meeting by Shareholder(s) holding 3% or more of the Shares carrying the right to vote thereat.	N/A	N/A	N/A

\* *The full text of the proposed resolutions were set out in the 2022 AGM Notice as contained in the Circular.*

As the above resolutions numbered 1 to 17 and 20A were voted favourably by more than half of the votes attaching to the Shares entitled to vote and held by the Shareholders, present in person, by authorised representative or by proxy, at the 2022 AGM, these resolutions were duly passed as ordinary resolutions.

As the above resolutions numbered 18 and 19 were voted favourably by more than two-thirds of the votes attaching to the Shares entitled to vote and held by the Shareholders, present in person, by authorised representative or by proxy, at the 2022 AGM, these resolutions were duly passed as special resolutions.

## II. POLL RESULTS OF THE 2022 FIRST H SHAREHOLDERS' CLASS MEETING

As at 6 June 2022, there were 33,400,000 issued H Shares entitling the H Shareholders to attend and vote on the resolution proposed at the 2022 First H Shareholders' Class Meeting. The H Shareholders in attendance either in person, by authorised representative or by proxy at the 2022 First H Shareholders' Class Meeting held a total of 2,000 H Shares, representing approximately 0.006% of the total issued H Shares as of the date of the 2022 First H Shareholders' Class Meeting. There were no H Shares entitling the H Shareholders to attend but abstain from voting in favour at the 2022 First H Shareholders' Class Meeting as set out in Rule 13.40 of the Listing Rules. No H Shareholder was required under the Listing Rules to abstain from voting on the resolution proposed at the 2022 First H Shareholders' Class Meeting. No person has indicated in the Circular containing the 2022 First H Shareholders' Class Meeting Notice his/her/its intention to abstain from voting on or vote against the resolution proposed at the 2022 First H Shareholders' Class Meeting.

The poll results of the 2022 First H Shareholders' Class Meeting are as follows:

Special Resolution*	Number of Votes (%)		
	For	Against	Abstain
To consider and approve the authorisation of a general mandate to the Board to repurchase H Shares.	2,000 (100%)	0 (0%)	0 (0%)

\* *The full text of the proposed resolution was set out in the notice of the 2022 First H Shareholders' Class Meeting.*

As the above special resolution was voted favourably by more than two-thirds of the votes attaching to the H Shares entitled to vote and held by the H Shareholders, present in person, by authorised representative or by proxy, at the 2022 First H Shareholders' Class Meeting, this resolution was duly passed as a special resolution.

### III. POLL RESULTS OF THE 2022 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

As at 6 June 2022, there were 100,000,000 issued Domestic Shares entitling the Domestic Shareholders to attend and vote on the resolution proposed at the 2022 First Domestic Shareholders' Class Meeting. The Domestic Shareholders in attendance either in person, by authorised representatives or by proxy at the 2022 First Domestic Shareholders' Class Meeting held a total of 97,332,000 Domestic Shares, representing 97.332% of the total issued Domestic Shares as of the date of the 2022 First Domestic Shareholders' Class Meeting. There were no Domestic Shares entitling the Domestic Shareholders to attend but abstain from voting in favour at the 2022 First Domestic Shareholders' Class Meeting as set out in Rule 13.40 of the Listing Rules. No Domestic Shareholder was required under the Listing Rules to abstain from voting on the resolution proposed at the 2022 First Domestic Shareholders' Class Meeting. No person has indicated in the Circular containing the 2022 First Domestic Shareholders' Class Meeting Notice regarding his/her/its intention to abstain from voting on or vote against the resolution proposed at the 2022 First Domestic Shareholders' Class Meeting.

The poll results of the 2022 First Domestic Shareholders' Class Meeting are as follows:

Special Resolution*	Number of Votes (%)		
	For	Against	Abstain
To consider and approve the authorisation of a general mandate to the Board to repurchase H Shares.	97,332,000 (100%)	0 (0%)	0 (0%)

\* *The full text of the proposed resolution was set out in the notice of the 2022 First Domestic Shareholders' Class Meeting.*

As the above special resolution was voted favourably by more than two-thirds of the votes attaching to the Domestic Shares entitled to vote and held by the Domestic Shareholders, present in person, by authorised representative or by proxy, at the 2022 First Domestic Shareholders' Class Meeting, this resolution was duly passed as a special resolution.

#### **IV. RE-ELECTION AND APPOINTMENT OF DIRECTORS FOR THE THIRD SESSION OF THE BOARD AND THE SUPERVISORY COMMITTEE**

Following the approval by the Shareholders at the 2022 AGM, the Board is pleased to announce that with effect from 6 June 2022, (i) Mr. Luo Yefei, Mr. Cao Yang, Ms. Yan Jingfen and Ms. Zhou Yumei have been re-elected as EDs for the third session of the Board, (ii) Ms. Zhao Chunxiang has been re-elected and Mr. Du Peng (“**Mr. Du**”) has been appointed as NEDs for the third session of the Board, and (iii) Mr. Chow Ching Ning, Mr. Wang Yashan and Mr. Wu Xuekai have been re-elected as INEDs for the third session of the Board, whose term of service commenced on 6 June 2022 until the expiration of the term of the third session of the Board; and (iv) Ms. Yang Yi (“**Ms. Yang**”) and Mr. Wang Yijun (“**Mr. Wang**”) have been re-elected as shareholder representative Supervisors for the third session of the Supervisory Committee, whose term of service commenced on 6 June 2022 until the expiration of the term of the third session of the Supervisory Committee.

Please refer to (i) Appendix I and Appendix II to the Circular for the biographic details of the respective re-elected Directors and re-elected shareholder representative Supervisors; and (ii) Supplemental 2022 AGM Notice for biographic details of the appointed Director.

#### **V. RE-ELECTION OF EMPLOYEE REPRESENTATIVE SUPERVISOR FOR THE THIRD SESSION OF THE SUPERVISORY COMMITTEE**

The Board announces that at the employee representatives’ meeting of the Company held on 6 June 2022, Ms. Zhou Danna (“**Ms. Zhou**”) has been re-appointed as an employee representative Supervisor for the third session of the Supervisory Committee with effect from the conclusion of the 2022 AGM. Ms. Zhou together with Ms. Yang and Mr. Wang formed the third session of the Supervisory Committee. Ms. Zhou’s terms of service commenced on 6 June 2022 until the expiration of the term of third session of the Supervisory Committee.

The biographical details of Ms. Zhou, the employee representative Supervisor for the third session of the Supervisory Committee, are set out below:

Ms. Zhou Danna (周丹娜), aged 40, was appointed as the chairperson of the Supervisory Committee on 18 May 2016. She joined the Group on 15 July 2013, and is currently the deputy director of the administration department of the Group, in charge of administration-related affairs. Ms. Zhou is also a supervisor of Ningbo Shanshan Fashion Brand Management Co., Ltd (寧波杉杉時尚服裝品牌管理有限公司) (“**Fashion Brand**”), Ningbo Shanshan Hanfu Culture Co., Ltd. (寧波杉杉漢服文化有限公司) and Ningbo Magic Music E-Commerce Co., Ltd. (寧波魔音電子商務有限公司), all of these are subsidiaries of the Company. She has over 15 years of experience in the apparel industry. Since July 2013, she was employed by the predecessor of the Company, Ningbo Shanshan Garment Brand Management Co., Ltd. (寧波杉杉服裝品牌經營有限公司) as an assistant to the head of the general management department, and now by the Company, as the manager of administration office, where she is responsible for administrative matters. From July 2013 to September 2014, she successively served as an assistant to the head of the general management department and the deputy department head in Fashion Brand, where she was responsible for assisting the head of general management department in administrative matters. From March 2006 to July 2013, Ms. Zhou successively served as the secretary to the general manager, administration assistant and the head of the department in Ningbo Shanshan Modun Garments Co., Ltd. (寧波杉杉摩頓服裝有限公司), a company primarily engaged in sales of garments, where she was responsible for assisting the general manager in daily administrative matters. Ms. Zhou obtained her bachelor’s degree in art design from Tianjin Polytechnic University (天津工業大學) in the PRC in July 2006.

Save as disclosed above, as at the date of this announcement, Ms. Zhou does not hold any other position with the Company or any of its subsidiaries or other major appointments.

As at the date of this announcement, Ms. Zhou does not (i) hold any directorship in any other listed public companies in the past three years; (ii) have any relationship with any Director, Supervisor, senior management, substantial Shareholder or controlling Shareholder; and (iii) 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).

Ms. Zhou will entitle to receive remuneration from the Company in respect of her service as the employee representative Supervisor for the third session of the Supervisory Committee determine by the Board in accordance with the applicable laws, regulations and regulatory provisions, and the remuneration policy set by the Remuneration Committee.

Save as disclosed above, the Board is not aware of any matters relating to the re-appointment of Ms. Zhou that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed under Rule 13.51(2) (h) to (v) of the Listing Rules.

## **VI. GENERAL**

The Company will enter into service contracts and/or appointment letters with the Directors for the third session of the Board. The Company shall have power to enter into service contracts and/or appointment letters with the Supervisors for the third session of the Supervisory Committee.

The remuneration proposal of the Directors and Supervisors will be determined by the Board as authorised by the Shareholders at the 2022 AGM in accordance with the applicable laws, regulations and regulatory provisions, and the remuneration policy set by the Remuneration Committee.

## **VII. APPRECIATION AND WELCOME**

As at 6 June 2022, Mr. Zheng Shijie (“**Mr. Zheng**”) has retired as a NED for the second session of the Board upon the conclusion of the 2022 AGM after expiration of his service term. Mr. Zheng has confirmed that he does not have any disagreement with the Board and there are no matters in respect of his retirement, which need to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express its sincere appreciation to Mr. Zheng for his valuable contribution to the Company during his tenure of office and welcome Mr. Du for joining the Board.

By Order of the Board  
**Shanshan Brand Management Co., Ltd.**  
**Luo Yefei**  
*Chairman*

Ningbo, the PRC, 6 June 2022

*As at the date of this 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 Ms. Zhao Chunxiang and Mr. Du Peng; and the independent non-executive Directors are Mr. Chow Ching Ning, Mr. Wang Yashan and Mr. Wu Xuekai.*

*In case of any inconsistency between the English and Chinese versions, the English text of this announcement shall prevail over the Chinese text.*