
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of May 2023

Commission File Number: 001-37385

Baozun Inc.

**No. 1-9, Lane 510, West Jiangchang Road
Shanghai 200436
The People's Republic of China
(Address of principal executive office)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Baozun Inc.

By: /s/ Arthur Yu

Name: Arthur Yu

Title: Chief Financial Officer

Date: May 11, 2023

Exhibit Index

[Exhibit 99.1 – Resignation of independent director and change of composition of board committees](#)

[Exhibit 99.2 – List of directors and their role and function](#)

Safe Harbor Statement

This announcement contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “aims,” “future,” “intends,” “plans,” “believes,” “estimates,” “confident,” “potential,” “continues,” “ongoing,” “targets,” “guidance,” “going forward,” “outlook” or other similar expressions. Statements that are not historical facts, including but not limited to statements about Baozun’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to Baozun’s filings with the United States Securities and Exchange Commission and its announcements, notices or other documents published on the website of The Stock Exchange of Hong Kong Limited. All information provided in this announcement is as of the date hereof and is based on assumptions that Baozun believes to be reasonable as of this date, and Baozun undertakes no obligation to update such information, except as required under applicable law.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Under our weighted voting rights structure, our share capital comprises Class A ordinary shares and Class B ordinary shares. Each Class A ordinary share entitles the holder to exercise one vote, and each Class B ordinary share entitles the holder to exercise ten votes, respectively, on any resolution tabled at our general meetings, except as may otherwise be required by law or by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or provided for in our memorandum and articles of association. Shareholders and prospective investors should be aware of the potential risks of investing in a company with a weighted voting rights structure. Our American depositary shares, each representing three of our Class A ordinary shares, are listed on the Nasdaq Global Select Market in the United States under the symbol BZUN.



Baozun Inc.

寶尊電商有限公司*

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

(Stock Code: 9991)

**RESIGNATION OF INDEPENDENT DIRECTOR
AND
CHANGE OF COMPOSITION OF BOARD COMMITTEES**

RESIGNATION OF INDEPENDENT DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Baozun Inc. (the “**Company**”) announces that Ms. Bin Yu (“**Ms. Yu**”) has resigned as an independent Director, the chairman of the audit committee (the “**Audit Committee**”) and a member of each of the compensation committee (the “**Compensation Committee**”) and the nominating and corporate governance committee (the “**Nominating and Corporate Governance Committee**”) of the Company with effect from May 11, 2023, as she will join the Company as a consultant. Ms. Yu has confirmed that she has no disagreement with the Board and there is no matter in relation to her resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its gratitude to Ms. Yu for her invaluable contributions to the Company during her tenure of office and extend its warm welcome to Ms. Yu for her new role in the Company.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board further announces that with effect from May 11, 2023, (i) Mr. Benjamin Changqing Ye (“**Mr. Ye**”), an independent Director, was re-designated from a member of the Audit Committee to the chairman of the Audit Committee; (ii) Mr. Ye was appointed as a member of each of the Compensation Committee and the Nominating and Corporate Governance Committee; (iii) Mr. Steve Hsien-Chieng Hsia (“**Mr. Hsia**”), an independent Director, was appointed as a member of the Audit Committee.

The Board would like to extend its warm welcome to Mr. Ye and Mr. Hsia for their additional roles in the Board.

By order of the Board
Baozun Inc.
Vincent Wenbin Qiu
Chairman

Hong Kong, May 11, 2023

As of the date of this announcement, our Board comprises Mr. Vincent Wenbin Qiu as the chairman, Mr. Junhua Wu, Mr. Satoshi Okada and Ms. Yang Liu as directors, and Mr. Yiu Pong Chan, Mr. Steve Hsien-Chieng Hsia and Mr. Benjamin Changqing Ye as independent Directors.

** For identification purposes only*

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Under our weighted voting rights structure, our share capital comprises Class A ordinary shares and Class B ordinary shares. Each Class A ordinary share entitles the holder to exercise one vote, and each Class B ordinary share entitles the holder to exercise ten votes, respectively, on any resolution tabled at our general meetings, except as may otherwise be required by law or by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or provided for in our memorandum and articles of association. Shareholders and prospective investors should be aware of the potential risks of investing in a company with a weighted voting rights structure. Our American depositary shares, each representing three of our Class A ordinary shares, are listed on the Nasdaq Global Select Market in the United States under the symbol BZUN



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LIST OF DIRECTORS AND THEIR ROLE AND FUNCTION

The members of the board of directors (the “**Board**”) of Baozun Inc. (the “**Company**”) are set out below.

Directors

Mr. Vincent Wenbin Qiu (*Chairman and Chief Executive Officer*)

Mr. Junhua Wu

Mr. Satoshi Okada

Ms. Yang Liu

Independent directors

Mr. Yiu Pong Chan

Mr. Steve Hsien-Chieng Hsia

Mr. Benjamin Changqing Ye

The Board has three Board committees. The table below provides membership information of these committees on which each director of the Company serves.

	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Mr. Vincent Wenbin Qiu			
Mr. Junhua Wu			
Mr. Satoshi Okada			
Ms. Yang Liu			
Mr. Yiu Pong Chan	M	C	M
Mr. Steve Hsien-Chieng Hsia	M	M	C
Mr. Benjamin Changqing Ye	C	M	M

Notes:

C Chairman of the relevant Board committee

M Member of the relevant Board committee

May 11, 2023

** For identification purposes only*