

Unless otherwise defined herein, terms used in this announcement have the same meanings as those defined in the prospectus dated 10 April 2012 (the “Prospectus”) issued by Jiangnan Group Limited (the “Company”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Shares.

This announcement is not an offer of securities for sale in the US. The Shares may not be offered or sold in the US except pursuant to registration or an exemption from registration requirements under the US Securities Act, as amended. There will not be any public offering of the Shares in the US.

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# JIANGNAN GROUP LIMITED

## 江南集團有限公司

(Incorporated in the Cayman Islands with limited liability)

### GLOBAL OFFERING

<b>Number of Offer Shares offered pursuant to the Global Offering</b>	<b>: 384,800,000 Shares comprising 338,600,000 New Shares and 46,200,000 Sale Shares (subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>: 38,480,000 New Shares (subject to re-allocation)</b>
<b>Number of International Placing Shares</b>	<b>: 346,320,000 Shares comprising 300,120,000 New Shares and 46,200,000 Sale Shares (subject to re-allocation and the Over-allotment Option)</b>
<b>Maximum Offer Price</b>	<b>: HK\$2.05 per Offer Share payable in full on application in Hong Kong dollars, subject to refund, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%</b>
<b>Nominal value</b>	<b>: HK\$0.01 per Share</b>
<b>Stock code</b>	<b>: 1366</b>

**Sole Sponsor, Global Coordinator, Bookrunner and Lead Manager**



Application has been made to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering, the Capitalisation Issue and any additional Shares which may fall to be issued pursuant to the exercise of the Over-allotment Option as described in the Prospectus.

The Global Offering comprises (a) the Hong Kong Public Offer of initially 38,480,000 Shares (subject to re-allocation), representing 10% of the total number of Shares initially being offered in the Global Offering, and (b) the International Placing of initially 346,320,000 Shares (subject to re-allocation and the Over-allotment Option) in the US to QIBs in reliance on Rule 144A or another exemption under the US Securities Act and in Hong Kong and other jurisdictions outside the US in offshore transactions to selected professional, institutional and private investors in reliance on Regulation S under the US Securities Act, representing 90% of the total number of Shares initially being offered in the Global Offering. In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the Sole Global Coordinator (for itself and on behalf of the International Underwriters), which is exercisable by the Sole Global Coordinator to require the Company to allot and issue up to 57,720,000 additional Shares, representing 15% of the initial number of the Offer Shares, at the Offer Price, to cover, among other things, over-allocations in the International Placing, if any. In the event the Over-allotment Option is exercised, an announcement will be made by the Company.

The Offer Price will be not more than HK\$2.05 per Share and is expected to be not less than HK\$1.42 per Share. Applicants for Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.05 for each Hong Kong Offer Share together with a brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined should be lower than HK\$2.05.

**Application for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.**

Applicants who wish to have the Hong Kong Offer Shares allotted and issued in their own names should (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who wish to have the Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 10 April 2012 until 12:00 noon on Friday, 13 April 2012, from the following address:

**Daiwa Capital Markets Hong Kong Limited**  
**Level 28, One Pacific Place**  
**88 Queensway**  
**Hong Kong**

or

**First Shanghai Securities Limited**  
**19/F, Wing On House**  
**71 Des Voeux Road Central**  
**Hong Kong**

or

**Haitong International Securities Company Limited**  
**25/F, New World Tower**  
**16-18 Queen's Road Central**  
**Hong Kong**

or

**ABCI Securities Company Limited**  
**Room 701, 7/F**  
**One Pacific Place**  
**88 Queensway**  
**Hong Kong**

or

**China Everbright Securities (HK) Limited**  
**36/F, Far East Finance Centre**  
**16 Harcourt Road**  
**Hong Kong**

or

**Huatai Financial Holdings (Hong Kong) Limited**  
**Room 5808-12, The Center**  
**99 Queen's Road Central**  
**Hong Kong**

or any of the following branches of:

**(a) Bank of China (Hong Kong) Limited**

	<b>Branch name</b>	<b>Address</b>
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Central District (Wing On House) Branch	71 Des Voeux Road Central
	North Point (Kiu Fai Mansion) Branch	413-415 King's Road North Point
Kowloon	Kwun Tong Branch	20-24 Yue Man Square Kwun Tong
	Mong Kok Branch	589 Nathan Road, Mong Kok
New Territories	Metro City Branch	Shop 209, Level 2 Metro City Phase 1 Tseung Kwan O
	Castle Peak Road (Tsuen Wan) Branch	201-207 Castle Peak Road Tsuen Wan

**(b) Standard Chartered Bank (Hong Kong) Limited**

	<b>Branch name</b>	<b>Address</b>
Hong Kong Island	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Wanchai Southorn Branch	Shop C2 on G/F and 1/F, Lee Wing Building, No. 156-162 Hennessy Road, Wanchai
	Quarry Bay Branch	G/F, Westlands Gardens, 1027 King's Road, Quarry Bay
	Causeway Bay Branch	G/F, Yee Wah Mansion, 38-40A Yee Wo Street, Causeway Bay
Kowloon	Hung Hom Comm Centre Branch	Shop 33-37 G/F, Hunghom Commercial Centre, 37-39 Ma Tau Wei Road, Hung Hom
	Tsimshatsui Branch	G/F, 10 Granville Road, Tsimshatsui
	Cheung Sha Wan Branch	828 Cheung Sha Wan Road, Cheung Sha Wan
New Territories	New Town Plaza Branch	Shop 215, 222 & 223, Phase 1, New Town Plaza, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 10 April 2012 until 12:00 noon on Friday, 13 April 2012, at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have such Application Forms and Prospectus available.

Applicants applying by **HK eIPO White Form** may submit application to the **HK eIPO White Form** Service Provider through the designated website [www.hkeipo.hk](http://www.hkeipo.hk) from 9:00 a.m. on Tuesday, 10 April 2012 until 11:30 a.m. on Friday, 13 April 2012 or such later date as described under the paragraph headed “How to Apply for the Hong Kong Offer Shares – Effect of bad weather conditions on the opening of the application lists” in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 10 April 2012 until 12:00 noon on Friday, 13 April 2012 or such later date as described under the paragraph headed “How to Apply for the Hong Kong Offer Shares – Effect of bad weather conditions on the opening of the application lists” in the Prospectus.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for the Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offer.

## **PUBLICATION OF RESULTS**

The Company expects to announce the Offer Price, the level of applications in the Hong Kong Public Offer, the level of indications of interest in the International Placing and the basis of allocation of the Hong Kong Offer Shares on Thursday, 19 April 2012 in the *South China Morning Post* (in English) and the *Hong Kong Economic Times* (in Chinese), and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.jiangnangroup.com](http://www.jiangnangroup.com).

The results of allocations, with the successful applicants’ identification document numbers if applicable, under the Hong Kong Public Offer will be made available through a variety of channels from Thursday, 19 April 2012 in the manner described in the paragraph headed “How to Apply for the Hong Kong Offer Shares – Results of Allocations” in the Prospectus.

## **COMMENCEMENT OF DEALINGS IN THE OFFER SHARES**

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 20 April 2012. The Shares will be traded in board lots of 2,000 Shares each. The Company will not issue any temporary document of title or receipt for application monies paid.

By order of the Board of  
**Jiangnan Group Limited**  
**Rui Fubin**  
*Chairman and Executive Director*

Hong Kong, 10 April 2012

*As at the date of this announcement, the executive Directors are Mr. Rui Fubin, Mr. Rui Yiping, Mr. Jiang Yongwei and Ms. Xia Yafang; and the independent non-executive Directors are Mr. He Zhisong, Mr. Wu Changshun, Mr. Yang Rongkai and Mr. Poon Yick Pang Philip.*

*Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).*