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## **JIANGNAN GROUP LIMITED**

### **江南集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1366)**

### **REVISED NOTICE OF ANNUAL GENERAL MEETING**

**REVISED NOTICE IS HEREBY GIVEN** that an annual general meeting of Jiangnan Group Limited (“**Company**”) will be held at Unit 22, 15/F Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong at 10:30 a.m. on Tuesday, 30 April 2013 to consider and, if thought fit, transact the following ordinary businesses:

1. to receive and approve the reports of the directors (“**Directors**”) of the Company and the auditors of the Company for the year ended 31 December 2012;
- 1A. to approve the declaration and payment of final dividend of HK2.2 cents per share for the year ended 31 December 2012;
2. to re-elect each of the retiring Directors, each as a separate resolution, and to authorise the board (“**Board**”) of Directors to fix their remuneration;
3. to re-appoint the auditors of the Company and to authorise the Board to fix their remuneration; and
4. to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

(A) “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the unissued shares (“**Shares**”) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which may require the exercise of such powers after the expiry of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of options granted under any share option scheme or similar arrangement adopted from time to time by the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (“**Companies Law**”) or any other applicable law of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to shareholders of the Company whose names appear on the

Company's register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong, or the expense or delay that may be incurred in the determination of any such restrictions or obligations)."

(B) **"THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"), or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong ("**SFC**") and the Stock Exchange for this purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased or agreed to be purchased by the Company pursuant to the authority granted pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (c) for the purposes of this resolution, "**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law or any other applicable law of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

- (C) “**THAT** conditional on the passing of resolutions numbered 4(A) and 4(B) above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4(A) above be and is hereby extended by the addition to the aggregate nominal amount of the Shares which may be allotted, issued or dealt with by the Directors pursuant to or in accordance with such mandate of an amount representing the aggregate nominal amount of the shares in the capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 4(B) above.”

On behalf of the board of directors of  
**Jiangnan Group Limited**  
**Rui Fubin**  
*Chairman and chief executive officer*

The People’s Republic of China, 8 April 2013

*Principal place of business in Hong Kong:*

Unit 22, 15/F  
Leighton Centre  
77 Leighton Road  
Causeway Bay  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
2. In order to be valid, the new form of proxy (“**Second Proxy Form**”) must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (“**Registrar**”) not less than 48 hours before the time for holding the meeting or adjourned meeting (“**Closing Time**”).
3. **IMPORTANT: A shareholder who has already lodged the form of proxy (“First Proxy Form”) which was sent together with the circular of the Company dated 26 March 2013 should note that:**
  - (i) If no Second Proxy Form is lodged with the Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by the shareholder if correctly completed. The proxy so appointed by the shareholder will be entitled to cast his/her votes or to abstain from voting at his/her discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting dated 26 March 2013, including the resolution in relation to the declaration and payment of final dividend for the year ended 31 December 2012 as set out in this revised notice of annual general meeting.
  - (ii) If the Second Proxy Form is lodged with the Registrar before the Closing Time, the Second Proxy Form will be treated as a valid form of proxy lodged by the shareholder if correctly completed. The Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by the shareholder.

- (iii) If the Second Proxy Form is lodged with the Registrar after the Closing Time, the Second Proxy Form will be invalid. Accordingly, shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If any shareholder in this case wishes to vote at the meeting, they will have to attend in person and vote at the meeting themselves.
4. For the purpose of determining the entitlement to attend and vote at the annual general meeting on Tuesday, 30 April 2013, the register of members of the Company will be closed from Friday, 26 April 2013 to Tuesday, 30 April 2013 (both dates inclusive) during which period no transfer of shares (“**Shares**”) of the Company will be registered.
5. In relation to the proposed resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase the securities of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in appendix I to the circular despatched to the shareholders of the Company on 26 March 2013.
6. All resolutions put to vote at the meeting will be decided by way of poll as required by the Listing Rules.

*As at the date hereof, the Board comprises the following members:*

*Executive Directors:*

Mr. Rui Fubin (*Chairman and chief executive officer*)  
Mr. Rui Yiping  
Ms. Xia Yafang  
Mr. Jiang Yongwei  
Mr. Hao Minghui

*Independent non-executive Directors:*

Mr. He Zhizong  
Mr. Wu Changshun  
Mr. Yang Rongkai  
Mr. Poon Yick Pang Philip