

*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.*



## **JIANGNAN GROUP LIMITED**

**江南集團有限公司**

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

**(Stock code: 1366)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary 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 2:30 p.m. on Wednesday, 10 July 2013 to consider and, if thought fit, pass the following resolution as an ordinary resolution:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the share transfer agreement (“**Agreement**”) dated 19 April 2013 and entered into between 無錫江南電纜有限公司 (in English, for identification purpose only, Wuxi Jiangnan Cable Co., Ltd.) and the Vendors (as defined in the circular of the Company dated 24 June 2013, a copy of which is marked “A” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting), as supplemented and amended by a supplemental agreement dated 13 June 2013 and entered into between the same parties, in relation to the proposed acquisition of the entire equity interests in 江蘇鋁陽投資有限公司 (in English, for identification purpose only, Jiangsu Zengyang Investment Company Limited) (a copy of which is marked “B” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) and the transactions contemplated thereunder be and are hereby approved; and

- (b) any one of the directors of the Company (“**Director**”) be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Agreement) as are, in the opinion of the Director or the duly authorised committee, in the interest of the Company and its Shareholders as a whole.”

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

The People’s Republic of China, 24 June 2013

*Principal place of business in Hong Kong:*

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

*Notes:*

1. Any member entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his 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 form of proxy 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 not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The resolution 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 of Directors 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 Zhisong  
Mr. Wu Changshun  
Mr. Yang Rongkai  
Mr. Poon Yick Pang Philip