



JIANGNAN GROUP LIMITED

江南集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1366)

SECOND FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING TO BE HELD AT UNIT 22, 15/F LEIGHTON CENTRE, 77 LEIGHTON ROAD, CAUSEWAY BAY, HONG KONG AT 10:30 A.M. ON 30 APRIL 2013 OR ANY ADJOURNMENT THEREOF.

I/We (note a) _____
of _____
being the registered holder(s) of _____ (note b) shares of HK\$0.01 each of JIANGNAN GROUP LIMITED ("Company"),

HEREBY APPOINT THE CHAIRMAN OF THE MEETING or _____

of _____
to act as my/our proxy (note c) at the annual general meeting ("Meeting") of the Company to be held at Unit 22, 15/F Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong at 10:30 a.m. on 30 April 2013 and at any adjournment thereof for the purpose of considering and, if thought fit, vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated (note d), and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR	AGAINST
1	To receive and approve the reports of the directors and the Company's auditors 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		
2a	To re-elect Mr. Jiang Yongwei as a director of the Company		
2b	To re-elect Mr. He Zhisong as a director of the Company		
2c	To re-elect Mr. Wu Changshun as a director of the Company		
2d	To re-elect Mr. Hao Minghui as a director of the Company		
2e	To authorise the board of directors to fix their remuneration		
3	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorise the board of directors to fix their remuneration		
4(A)	To grant a general mandate to the directors to allot, issue and otherwise deal with the Company's shares		
4(B)	To grant a general mandate to the directors to purchase the Company's shares		
4(C)	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution numbered 4(A)		

Dated the _____ day of _____ 2013

Shareholder's signature: x _____ x (notes e, f, g, h and i)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member entitled to attend and vote at the Meeting 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. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for a resolution set out above, please tick ("✓") the appropriate box marked "For". If you wish to vote against a resolution, please tick ("✓") the appropriate box marked "Against". If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of such resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the revised notice convening the Meeting dated 8 April 2013.
- Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member of the Company in whose name any share stands shall be deemed joint holders thereof.
- The instrument appointing of proxy must be signed in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument appointing proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
- To be valid, this second form of proxy ("**Second Proxy Form**") 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, must be deposited at the offices 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 of the Meeting or any adjourned Meeting ("**Closing Time**").
- Any alteration made to this Second Proxy Form should be initialled by the person who signed this Second Proxy Form.
- Delivery of this Second Proxy Form will not preclude you from attending and voting in person at the Meeting or any adjourned Meeting if you so wish. If you attend and vote at the Meeting, the instrument appointing a proxy will be deemed to be revoked.
- 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:**
 - 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 the revised notice convening the Meeting dated 8 April 2013.
 - 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.
 - 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.