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If you have sold or transferred all your shares in Jiangnan Group Limited (“**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Unit 22, 15/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong at 4:30 p.m. on 30 April 2015 (“**Annual General Meeting**”) is set out on pages 14 to 18 of this circular. If you do not intend to attend and vote at the Annual General Meeting in person, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

27 March 2015

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
General mandates to issue and repurchase the Shares	4
Re-election of Directors	4
Annual General Meeting	5
Recommendation	5
Appendix I — Explanatory statement on the Repurchase Mandate	6
Appendix II — Details of retiring Directors proposed for re-election	10
Notice of the Annual General Meeting	14

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company convened to be held at Unit 22, 15/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong at 4:30 p.m. on 30 April 2015, the notice of which is set out on pages 14 to 18 of this circular and any adjournment thereof
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Jiangnan Group Limited, a company incorporated in the Cayman Islands on 4 January 2011 under the Companies Law with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	directors of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with the Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution as set out in resolution numbered 5(A) in the notice convening the Annual General Meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Jiangnan Cable”	無錫江南電纜有限公司 (in English, for identification purpose only, Wuxi Jiangnan Cable Co., Ltd.), a wholly foreign-owned enterprise established under the laws of the PRC on 25 February 2004, an indirect wholly-owned subsidiary of the Company

DEFINITIONS

“Jiangnan Cable (HK)”	Jiangnan Cable (HK) Limited (江南電纜(香港)有限公司), a company incorporated under the laws of Hong Kong on 15 December 2010, an indirect wholly-owned subsidiary of the Company
“Latest Practicable Date”	23 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital in issue as at the date of passing the relevant resolution as set out in resolution numbered 5(B) in the notice convening the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) for the time being of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Wuxi Jiangnan”	無錫市江南線纜有限公司 (in English, for identification purpose only, Wuxi Jiangnan Wire and Cable Co., Ltd) (subsequently renamed as 無錫市新港電子設備有限公司 (in English, for identification purpose only, Wuxi Newport Electronic Equipment Co. Ltd.))
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



JIANGNAN GROUP LIMITED

江南集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1366)

Executive Directors:

Mr. Rui Fubin (*Chairman*)
Mr. Chu Hui (*Chief executive officer*)
Ms. Xia Yafang (*Executive vice-president*)
Mr. Jiang Yongwei (*Vice-president*)
Mr. Hao Minghui

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent non-executive Directors:

Mr. He Zhisong
Mr. Yang Rongkai
Mr. Poon Yick Pang Philip

Principal place of business

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

27 March 2015

To the Shareholders

Dear Sir or Madam,

**GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. At the Annual General Meeting, resolutions relating to, among other matters, (i) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate and (ii) the re-election of Directors will be proposed.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the general meeting of the Company held on 23 May 2014, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with the Shares not exceeding 20% of the aggregate nominal amount of the Shares in issue as at the date of passing the relevant resolution at such general meeting; (b) a general unconditional mandate to exercise all the powers of the Company to repurchase the Shares with a total nominal value of not more than 10% of the total nominal amount of the Shares in issue as at the date of passing the relevant resolution at such annual general meeting; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase the Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, the Shareholders will be asked to consider and, if thought fit, to approve the grant of the General Mandate to enable the Directors to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the Shares in issue as at the date of the passing of the resolution. As at the Latest Practicable Date, the number of Shares in issue was 3,380,580,000. Subject to the passing of the relevant resolution, the maximum number of new Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the Annual General Meeting) to be issued under the proposed General Mandate is 676,116,000.

Ordinary resolutions will also be proposed at the Annual General Meeting for the grant of the Repurchase Mandate to enable the Directors to exercise all the powers of the Company to repurchase the Shares on the Stock Exchange with a total nominal value of not more than 10% of the total nominal amount of the Shares in issue as at the date of the passing of the resolution and to extend the General Mandate to cover Shares repurchased by the Company.

The General Mandate and the Repurchase Mandate will expire: (a) at the end of the Company's next annual general meeting following the Annual General Meeting; (b) at the end of the period within which the Company is required by law or the Articles to hold its next annual general meeting; or (c) when varied or revoked by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company, whichever is the earliest.

An explanatory statement containing information necessary to enable the Shareholders to make an informed decision on the proposed resolution for the grant of the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises five executive Directors, namely Mr. Rui Fubin, Mr. Chu Hui, Ms. Xia Yafang, Mr. Jiang Yongwei and Mr. Hao Minghui and three independent non-executive Directors, namely Mr. He Zhisong, Mr. Yang Rongkai and Mr. Poon Yick Pang Philip.

LETTER FROM THE BOARD

In accordance with Article 84(1) of the Articles, each of Mr. Rui Fubin, Ms. Xia Yafang and Mr. Jiang Yongwei will retire from the office of Director by rotation and each of them, being eligible, will offer him/herself for re-election at the Annual General Meeting.

Information on the Directors offered themselves for re-election is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

Set out on pages 14 to 18 of this circular is a notice convening the Annual General Meeting at which, among other proposed resolutions, ordinary resolutions will be proposed to approve the following:

- (a) the declaration and payment of final dividend of HK3.7 cents per Share for the year ended 31 December 2014;
- (b) the grant of the General Mandate;
- (c) the grant of the Repurchase Mandate;
- (d) the grant of the Extension Mandate; and
- (e) the re-election of Directors.

If you do not intend to attend and vote at the Annual General Meeting in person, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

All resolutions put to vote at the Annual General Meeting will be decided by way of a poll as required by the Listing Rules.

RECOMMENDATION

The Directors consider that the grant of the General Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of Directors are in the best interests of the Company and its Shareholders and recommend the Shareholders to vote for the relevant resolutions set out in the notice of the Annual General Meeting.

Yours faithfully,
On behalf of the Board
Jiangnan Group Limited
Rui Fubin
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Main Board of the Stock Exchange to repurchase their shares on the Main Board of the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such a company must be fully paid up and all repurchase of shares by such a company must be approved in advance by an ordinary resolution of the shareholders, either by way of a general mandate or by specific approval of a specific transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 3,380,580,000 Shares in issue.

Subject to the passing of the resolution for the grant of the Repurchase Mandate (resolution numbered 5(B) as set out in the notice convening the Annual General Meeting contained in this circular), and on the basis of 3,380,580,000 Shares in issue and assuming that no new Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 338,058,000 Shares.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

4. FUNDING OF REPURCHASES

Repurchases must be paid out of funds legally available for the purpose and in accordance with the Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the Main Board of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Cayman Islands law, any repurchases by the Company may only be made out of profits of the company or out of the proceeds of a fresh issue of shares made for the purpose or, if authorised by the Articles and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital.

5. IMPACT OF REPURCHASES

On the basis of the current financial position of the Company and taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2014, being the date to which the last audited accounts of the Company were made up. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
March	1.79	1.08
April	1.82	1.51
May	1.98	1.57
June	1.85	1.63
July	2.12	1.65
August	2.33	2.02
September	2.31	1.60
October	1.84	1.36
November	1.64	1.34
December	1.38	1.12
2015		
January	1.61	1.30
February	1.45	1.32
March (up to the Latest Practicable Date)	1.66	1.39

7. EFFECT OF HONG KONG CODE ON TAKEOVERS AND MERGERS AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase the Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Power Heritage Group Limited (*Note*) and Mr. Chu Hui were the group of Shareholders acting in concert, holding approximately 55.14% of the existing issued Shares in aggregate.

Note: As at the Latest Practicable Date, Power Heritage Group Limited was owned as to 83% by Mr. Rui Fubin and 17% by Mr. Rui Yiping.

The Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of the Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company had repurchased a total of 14,570,000 Shares on the Stock Exchange pursuant to the general mandate to repurchase Shares granted by the Shareholders at the annual general meeting held on 23 May 2014, details of which were as follows:

Date	Number of Shares purchased	Price per Share		Total Paid HK\$
		Highest price paid HK\$	Lowest price paid HK\$	
23, 24, 29 and 30 October 2014	14,570,000	1.62	1.39	22,360,000

All Shares repurchased were cancelled and accordingly the Company's issued share capital was reduced by the nominal value of these Shares.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Share during the six months preceding the Latest Practicable Date.

9. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved at the Annual General Meeting and is exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No core connected person (as defined under the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

The following sets out the information of the Directors, who will retire from office of the Directors by rotation at the Annual General Meeting pursuant to Article 84(1) of the Articles and each of them, being eligible, offer themselves for re-election.

MR. RUI FUBIN

Mr. Rui Fubin (芮福彬), aged 66, is the chairman of the Company and an executive Director. Mr. Rui is also the chairman of the corporate governance committee of the Company and director of subsidiaries of the Company. Mr. Rui is primarily responsible for the formulation of our development strategies. Mr. Rui has about 30 years of experience in the wire and cable industry in the PRC. Since March 2004, Mr. Rui has been the chairman of Jiangnan Cable and been responsible for overall management of production, operation, sales and administration matters in the Company. From August 1997 to February 2004, he was the chairman of Wuxi Jiangnan. He has been a director of Extra Fame Group Limited, a subsidiary of the Company, since December 2005, a director of Jiangnan Cable (HK) since December 2010 and a director of Jiangnan Cable and Power Heritage Group Limited since February 2004. From May 1994 to October 1998, he was the deputy mayor of Guanlin Town People's Government of Yixing City. From January 1989 to January 1995, Mr. Rui was the factory director of Wuxi City Jiangnan Cable Factory (無錫市江南電纜廠) and played a role in the overall management of the factory. From January 1982 to December 1988, Mr. Rui was the director of Yixing City Guanlin Society Welfare Factory (宜興市官林社會福利廠), a company partially engaged in the production and sales of wire and cable. Mr. Rui completed two-year's adult education in the Nanjing University of Finance and Economics (南京財經大學) (formerly known as Jiangsu Cadre's Institute of Economic and Management (江蘇經濟管理幹部學院)) on a part-time basis in May 1992, majoring in industrial economic management. Mr. Rui was qualified as a senior economist (高級經濟師) by the Jiangsu Province Personnel Department (江蘇省人事廳) in November 2007.

Mr. Rui has obtained several awards, including China Outstanding Entrepreneur (中國優秀企業家) by the China Enterprise Culture Improvement Association (中國企業文化促進會), The Fifth China Township Entrepreneur Award (第五屆全國鄉鎮企業家) by the Ministry of Agriculture of PRC (中華人民共和國農業部) and Top Ten Headline Figures of China Economy (中國經濟十大新聞人物) by the Economic Daily (經濟日報) in 2004. Mr. Rui is the uncle of the spouse of Mr. Jiang Yongwei, an executive Director and vice president of the Company and the father-in-law of Mr. Chu Hui, an executive Director and the chief executive officer of the Company.

Mr. Rui has entered into a service agreement with the Company on 20 March 2015 pursuant to which he agreed to act as executive Director for a fixed term of three years commencing on 20 March 2015. He is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles. The annual salary of Mr. Rui is RMB840,000 which was determined with reference to the prevailing market rate, his role and responsibilities.

As at the Latest Practicable Date, Mr. Rui was interested in 1,696,800,000 Shares through his interest in Power Heritage Group Limited (which is owned as to 83% by him and 17% by Mr. Rui Yiping and is a controlling Shareholder (as defined in the Listing Rules) of the Company) within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Rui did not (i) have any other major appointments and professional qualifications; (ii) hold any other position with the Company or other members of the Group; (iii) have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company; and (iv) have any interests in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Rui did not hold any directorship in other listed company in the last three years.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Rui and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

MS. XIA YAFANG

Ms. Xia Yafang (夏亞芳), aged 42, is an executive Director and the executive vice president of the Company. She joined the Group in 2004. Ms. Xia is in charge of the Group's overall day to day operations. She was appointed as chief engineer of Jiangnan Cable in August 2011. Ms. Xia has over 20 years of experience in the wire and cable industry in the PRC. From April 2001 to January 2004, she was a director of technology department and vice general manager of Wuxi Jiangnan. From March 1996 to March 2001, Ms. Xia was the engineer for cable research technology and the director of crosslinked cable factory of Wuxi Far East Cable Factory (無錫遠東電纜廠). During this tenure, Ms. Xia was in charge of production and daily operations of the factory. From July 1992 to February 1996, Ms. Xia worked at Wuxi City Jiangnan Cable Factory (無錫市江南電纜廠) as a technician. Ms. Xia graduated from Nanjing Jinling Institute of Technology (南京金陵科技學院) (formerly known as Nanjing Polytechnic University (南京金陵職業大學)) with an associate degree in mechanical and electrical engineering in July 1992. Ms. Xia was qualified as a senior economist (高級經濟師) in November 2005 and senior engineer (高級工程師) in September 2007, both by the Jiangsu Province Personnel Department (江蘇省人事廳).

Ms. Xia has entered into a service agreement with the Company on 20 March 2015 pursuant to which she agreed to act as executive Director for a fixed term of three years commencing on 20 March 2015. She is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles. The annual salary of Ms. Xia is RMB420,000 which was determined with reference to the prevailing market rate, her role and responsibilities.

As at the Latest Practicable Date, Ms. Xia was interested in 112,000 Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Ms. Xia did not hold any directorship in other listed companies in the last three years.

Save as disclosed above, as at the Latest Practicable Date, Ms. Xia did not (i) have any other major appointments and professional qualifications; (ii) hold any other position with the Company or other members of the Group; (iii) have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company; and (iv) have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Ms. Xia and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

MR. JIANG YONGWEI

Mr. Jiang Yongwei (蔣永衛), aged 48, was appointed as a vice president and the Company's Director on 25 February 2012 and an executive Director on 20 April 2012. Mr. Jiang joined the Group in February 2004. He is the head of the production department responsible for the Group's production management. He has over 21 years of experience in the wire and cable industry in the PRC. Mr. Jiang has been a director of Jiangnan Cable since February 2004. Mr. Jiang served as vice general manager of Wuxi Jiangnan from August 1997 to February 2004 and was responsible for overall production. From January 1990 to July 1997, Mr. Jiang was a director of infrastructure department of Wuxi Jiangnan. Mr. Jiang graduated from Southeast University with a master's degree in business administration in July 2004. Mr. Jiang was qualified as a senior economist in November 2005 by the Jiangsu Province Personnel Department. The spouse of Mr. Jiang Yongwei is the niece of Mr. Rui Fubin, the Chairman and executive Director, and his spouse is a cousin of the spouse of Mr. Chu Hui, an executive Director and the chief executive officer of the Company.

Mr. Jiang has entered into a service agreement with the Company on 20 March 2015 pursuant to which he agreed to act as executive Director for a fixed term of three years commencing on 20 March 2015. He is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles. The annual salary of Mr. Jiang is RMB360,000 which was determined with reference to the prevailing market rate, his role and responsibilities.

As at the Latest Practicable Date, Mr. Jiang was not interested in any Shares within the meaning of Part XV of the SFO and did not hold any directorship in other listed companies in the last three years.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiang did not (i) have any other major appointments and professional qualifications; (ii) hold any other position with the Company or other members of the Group; and (iii) have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Jiang and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



JIANGNAN GROUP LIMITED

江南集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1366)

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 4:30 p.m. on Thursday, 30 April 2015 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 2014;
2. to approve the declaration of payment of final dividend of HK3.7 cents per share of the Company for the year ended 31 December 2014;
3. 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;
4. to re-appoint the auditors of the Company and to authorise the Board to fix their remuneration; and
5. 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;

NOTICE OF ANNUAL GENERAL MEETING

(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;

NOTICE OF ANNUAL GENERAL MEETING

“**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.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional on the passing of resolutions numbered 5(A) and 5(B) above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 5(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 5(B) above.”

On behalf of the board of directors of
Jiangnan Group Limited
Rui Fubin
Chairman

The People’s Republic of China, 27 March 2015

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 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. For the purpose of determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 28 April 2015 to Thursday, 30 April 2015, both dates inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the entitlement to attend and vote at the meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 22/F, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 4:30 p.m. on Monday, 27 April 2015.
4. In relation to the proposed resolution numbered 5(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 the date hereof.
5. All resolutions put to vote at the meeting will be decided by way of poll as required by the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

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

Executive Directors:

Mr. Rui Fubin (*Chairman*)
Mr. Chu Hui (*Chief executive officer*)
Ms. Xia Yafang (*Executive vice-president*)
Mr. Jiang Yongwei (*Vice-president*)
Mr. Hao Minghui

Independent non-executive Directors:

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