

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)

VOLUNTARY ANNOUNCEMENT

SHAREHOLDING STRUCTURE OF THE COMPANY AS AT 31 DECEMBER 2015

This is a voluntary announcement of Jiangnan Group Limited (the “**Company**” together with its subsidiaries, the “**Group**”) to inform its shareholders and potential investors on the Company’s shareholding structure as at 31 December 2015, following to the completion of the inquiries (“**Inquiries**”) made by the Company in relation to the interests in the shares of the Company (“**Shares**”) pursuant to section 329 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) on 16 February 2016.

Based on the Inquiries and to the best knowledge of the Directors having made all reasonable enquiries, as at 31 December 2015, the shareholding structure of the Company was as follows:

	Number of Shares held <i>(Shares)</i>	% of total number of issued Shares <i>(%)</i>
Power Heritage Group Limited (<i>Note 1 & 2</i>)	1,694,800,000	41.55
Chu Hui (<i>Note 1</i>)	169,286,000	4.15
Xia Yafeng (<i>Note 1</i>)	112,000	0.00
KDG Investment Limited (<i>Note 3</i>)	148,740,000	3.65
Nexus NS Limited (<i>Note 3</i>)	148,740,000	3.65
A group of 132 institutional shareholders who held 100,000 Shares or more (<i>Note 4</i>)	1,300,532,153	31.88
A group of 316 private shareholders who held 100,000 Shares or more (<i>Note 5</i>)	532,208,490	13.05
Other Shareholders	<u>84,447,357</u>	<u>2.07</u>
	<u><u>4,078,866,000</u></u>	<u><u>100</u></u>

Note 1: Based on disclosure of interests published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Note 2: As at 31 December 2015, Power Heritage Group Limited was owned as to 83% by Mr. Rui Fubin (Chairman and an executive director of the Company) and 17% by Mr. Rui Yiping (son of Mr. Rui Fubin). As set out in the Company's announcement dated 27 January 2016, on 27 January 2016, 100% ownership of Power Heritage Group Limited was transferred to Mr. Chu Hui (the chief executive officer and an executive director of the Company and the son-in-law of Mr. Rui Fubin) and Power Heritage Group Limited transferred 448,000,000 Shares (representing 10.98% of the issued Shares as at 31 December 2015) to Mr. Rui Yiping.

Note 3: These represent the consideration shares issued by the Company on 29 April 2015, details of which are set out in the Company's announcements dated 14 April 2015 and 29 April 2015. According to the register of members of the Company as at 31 December 2015 these shareholders still held the Shares on 31 December 2015.

Note 4: Based on Inquiries for shareholding at or over 100,000 Shares, there were 132 institutional shareholders. Out of the 132 shareholders, Value Partners Limited held 306,764,000 Shares (representing 7.52% of the issued Shares as at 31 December 2015) and such shareholding is also disclosed under the disclosure of interests published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Note 5: Based on Inquiries for shareholding at or over 100,000 Shares, there were 316 private shareholders.

The above demonstrates that the shareholding structure of the Company as at 31 December 2015 has been diversified instead of highly concentrated as compared with the shareholding structure of the Company as at 10 September 2012, as disclosed in the Company's announcement dated 19 September 2012.

By order of the Board
Jiangnan Group Limited
Rui Fubin
Chairman

Hong Kong, 18 February 2016

As at the date of this announcement, the board of directors of the Company 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.