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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING

All resolutions as set out in the notice of AGM dated 20 April 2016 (other than Resolution No. 5(A)) were duly passed by way of poll at the AGM held on 20 May 2016.

The board (“**Board**”) of directors of Jiangnan Group Limited (“**Company**”) is pleased to announce that all resolutions as set out in the notice of annual general meeting of the Company (“**AGM**”) dated 20 April 2016 (other than resolution no. 5(A) relating to the grant of a general mandate to the directors of the Company to allot, issue and otherwise deal with the Company’s shares (“**Resolution No. 5(A)**”) as set out in the notice of AGM dated 20 April 2016) were duly passed by the shareholders of the Company (“**Shareholders**”) by way of poll at the AGM held on 20 May 2016.

Ordinary resolutions		Number of votes and percentage	
		For	Against
1	To receive and approve the reports of the directors and the Company’s auditors for the year ended 31 December 2015.	797,751,778 (100%)	0 (0%)
2	To approve the declaration and payment of final dividend of HK3.1 cents per share for the year ended 31 December 2015.	797,751,778 (100%)	0 (0%)
3a	To re-elect Mr. Chu Hui as a director of the Company.	748,187,478 (93.79%)	49,564,300 (6.21%)
3b	To re-elect Mr. Hao Minghui as a director of the Company.	748,187,478 (93.79%)	49,564,300 (6.21%)
3c	To re-elect Mr. He Zhisong as a director of the Company.	526,024,300 (65.94%)	271,727,478 (34.06%)
3d	To authorise the board of directors to fix their remuneration.	754,674,478 (99.98%)	160,000 (0.02%)
4	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorise the board of directors to fix their remuneration.	795,093,778 (99.67%)	2,658,000 (0.33%)
5(A)	To grant a general mandate to the directors to allot, issue and otherwise deal with the Company’s shares.	261,418,600 (32.77%)	536,333,178 (67.23%)

5(B)	To grant a general mandate to the directors to purchase the Company's shares.	780,486,478 (100%)	0 (0%)
5(C)	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution numbered 5(A).	556,567,300 (69.77%)	241,184,478 (30.23%)

Note: The full text of resolutions 5(A), 5(B) and 5(C) were set out in the notice of AGM dated 20 April 2016.

As more than 50% of the votes were cast in favour of all the resolutions proposed at the AGM (other than Resolution No. 5(A)), all the resolutions (other than Resolution No. 5(A)) were duly passed by the Shareholders as ordinary resolutions of the Company.

As more than 50% of the votes were cast against Resolution No. 5(A), Resolution No. 5(A) was not passed at the AGM.

The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

As at the date of the AGM, the issued share capital of the Company was 4,078,866,000 shares and the total number of shares entitling the holders to attend and vote on the resolutions proposed at the AGM was 4,078,866,000. None of the Shareholders was entitled to attend and abstain from voting in favour of the resolutions proposed at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. No Shareholder was required to abstain from voting in respect of any resolution proposed at the AGM and no Shareholder has stated their intention in the circular of the Company dated 20 April 2016 in connection with the convening of the AGM to vote against or would abstain from voting in respect of any resolution proposed at the AGM.

On behalf of the Board
Jiangnan Group Limited
Rui Fubin
Chairman

20 May 2016

As at the date of this announcement, 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 Zhisong
Mr. Yang Rongkai
Mr. Poon Yick Pang, Philip