

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---



**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 10:00 a.m. on Friday, 19 May 2017 (“**Annual General Meeting**”) is set out on pages AGM-1 to AGM-5 of this circular. Whether or not you are able to attend the Annual General Meeting, 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 by 10:00 a.m. (Hong Kong time) on Wednesday, 17 May 2017 or not less than 48 hours before the time appointed for holding any adjournment of the Annual General Meeting. 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.

7 April 2017

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	3
General mandates to issue and repurchase Shares .....	4
Re-election of Directors .....	4
Annual General Meeting .....	5
Recommendation .....	6
<b>Appendix I — Explanatory statement on the Repurchase Mandate</b> .....	7
<b>Appendix II — Details of retiring Directors proposed for re-election</b> .....	10
<b>Notice of Annual General Meeting</b> .....	AGM-1

## 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 10:00 a.m. on Friday, 19 May 2017, the notice of which is set out on pages AGM-1 to AGM-5 of this circular, or 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
“Director(s)”	director(s) 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 number of Shares 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
“Latest Practicable Date”	31 March 2017, 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

## DEFINITIONS

“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 Shares not exceeding 10% of the number of Shares 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
“RMB”	Renminbi, the lawful currency of the PRC
“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

*References to time and dates in this circular are to Hong Kong time and dates.*

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. Chu Hui (*Chairman and 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

7 April 2017

*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

The general mandate previously granted to the Directors to repurchase Shares by the Shareholders at the annual general meeting of the Company held on 20 May 2016 will expire at the conclusion of the Annual General Meeting. Ordinary resolutions will 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 Shares on the Stock Exchange, the total number of which shall not exceed more than 10% of the number of Shares in issue as at the date of the passing of the resolutions, and to extend the General Mandate to cover Shares repurchased by the Company. Another ordinary resolution will also be proposed at the Annual General Meeting for 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 number of 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 4,078,866,000. 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 815,773,200.

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 the Articles, the Companies Law or any other applicable laws of the Cayman Islands 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 comprised four executive Directors, namely 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.

In accordance with Article 84(1) of the Articles, each of Mr. Jiang Yongwei, Mr. Yang Rongkai and Mr. Poon Yick Pang Philip will retire from his office of Director by rotation and each of them, being eligible, will offer himself for re-election at the Annual General Meeting.

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

## LETTER FROM THE BOARD

### ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-5 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 a final dividend of HK3.1 cents per Share for the year ended 31 December 2016;
- (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.

For the purpose of determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 16 May 2017 to Friday, 19 May 2017, 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 Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office 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, 15 May 2017.

Whether or not you are able to attend the Annual General Meeting, 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 by 10:00 a.m. on Wednesday, 17 May 2017 or not less than 48 hours before the time appointed for holding any adjournment of the Annual General Meeting. 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.

For the purpose of determining the entitlement to the proposed final dividend for the year ended 31 December 2016 which is subject to the approval of the Shareholders at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 18 July 2017 to Friday, 21 July 2017, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for entitlement to the proposed final dividend for the year ended 31 December 2016, all transfer of Shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office 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, 17 July 2017.

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

**LETTER FROM THE BOARD**

**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 the Shareholders as a whole, 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**  
**Chu Hui**  
*Chairman and Chief executive officer*



*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 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 4,078,866,000 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 4,078,866,000 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 407,886,600 Shares.

### **3. Reasons for the repurchase**

The Directors believe that it is in the best interests of the Company and the 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 the Shareholders as a whole.

### **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 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 laws, 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 2016, 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 were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2016</b>		
March	1.48	0.97
April	1.42	1.20
May	1.33	1.16
June	1.33	1.17
July	1.40	1.23
August	1.39	1.07
September	1.37	1.07
October	1.66	1.24
November	1.30	1.17
December	1.22	1.05
<b>2017</b>		
January	1.15	1.02
February	1.25	1.06
March	1.17	0.96

## 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 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, Mr. Chu Hui and Power Heritage Group Limited (a company wholly-owned by Mr. Chu Hui) (together, the “**Concert Group**”), were together beneficially interested in 1,421,524,000 Shares, representing approximately 34.85% of the issued share capital of the Company. In the event that the Directors should exercise in full the Repurchase Mandate and there is no other change in the issued share capital of the Company, the shareholding of the Concert Group will be increased to approximately 38.72% of the issued share capital of the Company. Accordingly, an exercise of the Repurchase Mandate in full will result in the Concert Group becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under 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 the public falling below the prescribed minimum percentage of 25%.

#### **8. Share repurchase made by the Company**

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the previous 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 (as defined in the Listing Rules), 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, the applicable laws of the Cayman Islands and the Articles.

No core connected person (as defined in 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, in the event that the Repurchase Mandate is approved by the Shareholders.

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

**Mr. Jiang Yongwei**

**Mr. Jiang Yongwei (蔣永衛) (“Mr. Jiang”)**, aged 50, was appointed as a vice-president and a Director on 25 February 2012, and an executive Director on 20 April 2012. He is also a member of the Company’s corporate governance committee and a director of a number of companies in the Group. 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 23 years of experience in the wire and cable industry in the PRC. Mr. Jiang has been a director of 無錫江南電纜有限公司 (in English, for identification purpose only, Wuxi Jiangnan Cable Co., Ltd.) since February 2004. He served as a vice general manager of 無錫市江南線纜有限公司 (in English, for identification purpose only, Wuxi Jiangnan Wire and Cable Co., Ltd.) (“**Wuxi Jiangnan Wire**”) from August 1997 to February 2004 and was responsible for its overall production. From January 1990 to July 1997, Mr. Jiang was a director of the infrastructure department of Wuxi Jiangnan Wire.

Mr. Jiang graduated from the Southeast University with a master’s degree in business administration in July 2004. He was qualified as a senior economist in November 2005 by the Jiangsu Province Personnel Department.

The spouse of Mr. Jiang is a cousin of the spouse of Mr. Chu Hui, the chairman and the chief executive officer of the Company, and an executive Director.

Mr. Jiang has entered into a service agreement with the Company pursuant to which he agreed to act as an executive Director for a fixed term of three years commencing from 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 current annual salary of Mr. Jiang is RMB370,000, which was determined with reference to the prevailing market rate, his role and his responsibilities.

As at the Latest Practicable Date, Mr. Jiang was interested in 2,000,000 Shares within the meaning of Part XV of the SFO. Mr. Jiang did not hold directorship in any 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 positions with the Company or other members of the Group; and (iii) have any relationship with any other Directors, senior management, substantial shareholders of the Company 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 Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Yang Rongkai**

**Mr. Yang Rongkai** (楊榮凱) (“**Mr. Yang**”), aged 57, was appointed as a Director on 25 February 2012 and an independent non-executive Director on 1 March 2012. He is also a member of the Company’s audit committee, remuneration committee and nomination committee. Mr. Yang has served as the head of the Electric Equipment Inspection and Test Centre Cable Quality Inspection Station of State Grid Electric Science Research Institute (formerly known as “Wuhan High Voltage Research Institute”, which was then renamed as “State Grid Wuhan High Voltage Research Institute” in 2007 and was subsequently merged with State Grid Nanjing Automation Research Institute and named as “State Grid Electric Science Research Institute” in 2008 (hereinafter called “Electric Science Research Institute”)) since July 2008. He has been a member of the Preparatory Team of the Cable Group of the State Grid Electric Power Research Institute since April 2011. Since 2013, he has been the deputy director of the Research and Development Centre of Intelligent Electrical Equipment Division. He was the deputy chief of the Cable Technology Research Institute and the deputy head of the Cable Quality Inspection Station of Electric Science Research Institute from January 2007 to July 2008. From December 2005 to December 2006, he was the chief engineer of Cable Technology Research Centre and the deputy head of the Cable Quality Inspection Station of Electric Science Research Institute. From October 1985 to December 2006, Mr. Yang held various positions in the Electric Science Research Institute, including engineer and senior engineer, and was the deputy chief of the Cable Quality Inspection Station. He was appointed as the deputy secretary general at the Electricity Industry Electricity and Cable Standardisation Technology Committee in June 2001.

Mr. Yang graduated from the China Electric Power Research Institute with a master’s degree in engineering in December 1985. He was qualified as a senior engineer by the Department of Electric Power of Electric Science Research Institute in December 1992.

Mr. Yang has entered into a letter of appointment with the Company pursuant to which he agreed to act as an independent non-executive Director for a term of three years commencing from 1 March 2015. He is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles. He is entitled to an annual director’s fee of HK\$100,000, which was determined with reference to the prevailing market rate, his role and his responsibilities.

As at the Latest Practicable Date, Mr. Yang (i) was not interested in any Shares within the meaning of Part XV of the SFO; (ii) did not hold directorship in any other listed companies in the last three years; and (iii) did not have any relationship with any other Directors, senior management, substantial shareholders of the Company or controlling shareholders of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang did not (i) have any other major appointments and professional qualifications; and (ii) hold any other positions with the Company or other members of the Group.

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. Yang and there is no other information which is discloseable pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules.

### **Mr. Pook Yick Pang Philip**

**Mr. Poon Yick Pang Philip** (潘翼鵬) (“**Mr. Poon**”), aged 47, was appointed as a Director on 25 February 2012 and an independent non-executive Director on 1 March 2012. He is also the chairman of the Company’s audit committee, and a member of the Company’s remuneration committee and nomination committee. He has over 20 years of experience in corporate finance and accounting. Mr. Poon joined Real Nutraceutical Group Limited (stock code: 2010), a company listed on the Main Board of the Stock Exchange, in June 2008 as the chief financial officer and company secretary. He has been serving as an independent non-executive director of Trigiant Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1300), and China Fordoo Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2399), with effect from 23 August 2011 and 16 August 2016, respectively. Mr. Poon had taken up senior finance positions in companies listed in Hong Kong and the United States of America. He also served various positions in Advent International Corporation, a global private equity firm, and in major listed companies in Hong Kong, including Lenovo Group Limited (stock code: 992) and Sun Hung Kai Properties Limited (stock code: 16), which are both listed on the Main Board of the Stock Exchange.

Mr. Poon obtained a bachelor’s degree in commerce from the University of New South Wales in April 1993 and is a holder of a chartered financial analyst charter of the CFA Institute, a certified practising accountant (Australia) and a fellow of the Hong Kong Institute of Certified Public Accountants.

Mr. Poon has entered into a letter of appointment with the Company pursuant to which he agreed to act as an independent non-executive Director for a term of three years commencing from 1 March 2015. He is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles. He is entitled to an annual director’s fee of HK\$200,000, which was determined with reference to the prevailing market rate, his role and his responsibilities.

As at the Latest Practicable Date, Mr. Poon was not interested in any Shares within the meaning of Part XV of the SFO, and did not have any relationship with any other Directors, senior management, substantial shareholders of the Company or controlling shareholders of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Poon did not (i) have any other major appointments and professional qualifications; (ii) hold any other positions with the Company or other members of the Group; and (iii) hold any directorship in any other listed companies 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. Poon and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.

## NOTICE OF ANNUAL GENERAL MEETING

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*



### 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 10:00 a.m. on Friday, 19 May 2017 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 2016;
2. to approve the declaration of payment of a final dividend of HK3.1 cents per ordinary share for the year ended 31 December 2016;
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 (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), 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 ordinary shares (“**Shares**”) in the capital of the Company and to make or grant offers, agreements, options and warrants which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;



## NOTICE OF ANNUAL GENERAL MEETING

- (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;
- (c) the number of Shares 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% of the number of Shares 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 number of Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of Shares 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;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of Shares in issue on the date immediately before and after such consolidation or subdivision shall be the same; and
- (e) 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

## NOTICE OF ANNUAL GENERAL MEETING

consolidated and revised) of the Cayman Islands (“**Companies Law**”) or any other applicable laws 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;

“**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, 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 number 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% of the number of Shares 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;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of Shares in issue on the date immediately before and after such consolidation or subdivision shall be the same; and

## NOTICE OF ANNUAL GENERAL MEETING

- (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 or any other applicable laws 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;
- (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 number of 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 number of Shares purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5(B) above, provided that such additional Shares shall not exceed 10% of the number of Shares in issue on the date of the passing of this resolution.”

On behalf of the Board of  
**Jiangnan Group Limited**  
**Chu Hui**  
*Chairman and Chief executive officer*

The People’s Republic of China, 7 April 2017

*Principal place of business in Hong Kong:*  
Unit 22, 15/F  
Leighton Centre  
77 Leighton Road  
Causeway Bay  
Hong Kong

## NOTICE OF ANNUAL GENERAL MEETING

*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 of the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting or a class meeting of the Company. 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 by 10:00 a.m. on Wednesday, 17 May 2017 or not less than 48 hours before the time for holding any adjournment of the 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, 16 May 2017 to Friday, 19 May 2017 (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 and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Monday, 15 May 2017.
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.
6. References to time and dates in this notice are to Hong Kong time and dates.

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

*Executive Directors:*

Mr. Chu Hui (*Chairman and 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