



# JIANGNAN GROUP LIMITED

## 江南集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1366)

### 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 10:00 A.M. ON FRIDAY, 19 MAY 2017 OR AT 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 10:00 a.m. on Friday, 19 May 2017 or 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 of the Company and the Company's auditors for the year ended 31 December 2016		
2	To approve the declaration of payment of a final dividend of HK3.1 cents per share for the year ended 31 December 2016		
3a	To re-elect Mr. Jiang Yongwei as a director of the Company		
3b	To re-elect Mr. Yang Rongkai as a director of the Company		
3c	To re-elect Mr. Poon Yick Pang Philip as a director of the Company		
3d	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company		
4	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorise the board of directors of the Company to fix their remuneration		
5(A)	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with the shares of the Company		
5(B)	To grant a general mandate to the directors of the Company to purchase the shares of the Company		
5(C)	To add the number of the shares of the Company repurchased by the Company to the total number of shares of the Company which may be allotted and issued under the general mandate granted to the directors of the Company under resolution numbered 5(A)		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2017

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 of the Company registered in your name(s). If no number is inserted, this form 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 of the Company may appoint more than one proxy to represent him and vote on his behalf at a general meeting or a class meeting of the Company. 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 notice convening the Meeting.
- Where there are joint holders of any share of the Company, 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 is 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/her 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 instrument appointing proxy 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 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 Meeting.
- Any alteration made to this instrument appointing proxy should be initialled by the person who signed this instrument appointing proxy.
- Delivery of this instrument appointing proxy 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.
- References to time and dates in this instrument are to Hong Kong time and dates.

#### PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which includes your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form ("Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its share registrar and/or third party service provider who provide administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.