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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,
AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 53 Xinguangdonglu, Guanlin Town, Yixing City, Jiangsu Province, People’s Republic of China at 10:00 a.m. on Monday, 23 May 2022 (“**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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 10:00 a.m. on Saturday, 21 May 2022 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 (as the case may be) should you so wish and in such event, the proxy form previously submitted shall be deemed to be revoked.

21 April 2022

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
General mandates to issue and repurchase Shares	4
Re-election of Directors	4
Amendments to Memorandum and Articles of Association	5
Annual General Meeting	7
Recommendation	8
Appendix I — Explanatory statement on the Repurchase Mandate	I-1
Appendix II — Details of retiring Directors proposed for re-election	II-1
Appendix III — Amendments to Memorandum and Articles of Association	III-1
Notice of Annual General Meeting	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 53 Xinguan Donglu, Guanlin Town, Yixing City, Jiangsu Province, People’s Republic of China at 10:00 a.m. on Monday, 23 May 2022 (or any adjournment thereof), the notice of which is set out on pages AGM-1 to AGM-5 of this circular
“Articles of Association”	the existing articles of association of the Company, as amended from time to time
“Auditor”	the auditor of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Companies Act”	the Companies Act, Cap. 22 (Act 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 Act 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 4(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

DEFINITIONS

“Latest Practicable Date”	14 April 2022, 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
“Memorandum of Association”	the existing memorandum of association of the Company, as amended from time to time
“Memorandum and Articles of Association”	the Memorandum of Association and the Articles of Association
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Proposed Amendments”	proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Board
“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 4(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)”	shareholder(s) of the Company
“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*)

Independent non-executive Directors:

Mr. He Zhisong

Mr. Yang Rongkai

Mr. Fok Ming Fuk

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

***Principal place of business
in Hong Kong:***

Unit 09, 23/F

Metropole Square

No. 2 On Yiu Street

Shatin, New Territories

Hong Kong

21 April 2022

To the Shareholders

Dear Sir or Madam,

**GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
AMENDMENTS TO MEMORANDUM
AND ARTICLES OF ASSOCIATION**

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; (ii) the re-election of Directors; and (iii) the Proposed Amendments, 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 2021 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 the 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 6,118,299,000. 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 1,223,659,800.

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 of Association, the Companies Act 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 three executive Directors, namely Mr. Chu Hui, Ms. Xia Yafang and Mr. Jiang Yongwei, and three independent non-executive Directors, namely Mr. He Zhisong, Mr. Yang Rongkai and Mr. Fok Ming Fuk.

In accordance with Article 84(1) of the Articles of Association, each of Mr. Chu Hui and Mr. Yang Rongkai 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.

In accordance with Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Fok Ming Fuk, who was appointed by the Board as an independent non-executive Director with effect from 24 June 2021 to fill the causal vacancy resulted from the

LETTER FROM THE BOARD

resignation of Mr. Kan Man Yui Kenneth until the first general meeting of the members of the Company after his appointment, shall retire at the Annual General Meeting and, 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.

AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 30 March 2022, pursuant to which the Board proposed to seek the approval from the Shareholders at the Annual General Meeting for the Proposed Amendments in order to bring the Memorandum and Articles of Association in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022.

Major changes brought about by the Proposed Amendments are set out below:

1. to modify the definition of “associate” into that of “close associate” and to make corresponding changes to the relevant provisions (including the provision providing that a Director shall not vote (nor be counted in the quorum) on any Board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested);
2. to add the definition of “financial year” and to make corresponding changes to the relevant provisions;
3. to update the definition of “Law” to bring it in line with the Companies Act;
4. to delete the provision in relation to the Company’s purchases of redeemable shares not made through the market or by tender;
5. to provide that (i) the period of closure of the Company’s principal and branch registers of members for inspection for any year; and (ii) the period of suspension of the registration of transfers of the Shares for any year, may both be extended for 30 days with the approval of the Shareholders by ordinary resolution in that year, provided that such period shall not be extended beyond 60 days (or such other period as may be prescribed under any applicable law) in any year;
6. to provide that (i) the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year; and (ii) a meeting of the Shareholders may be held by telephone, electronic or other communication facilities which allow all the participants of the meeting to communicate simultaneously and instantaneously;

LETTER FROM THE BOARD

7. to provide that an annual general meeting of the Company must be called by notice of not less than twenty-one clear days, while all other general meetings (including an extraordinary general meeting) may be called by notice of not less than fourteen clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice, subject to the Companies Act if it is so agreed under the circumstances set out in the amended and restated articles of association of the Company (“**New Articles of Association**”);
8. to empower the Board to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice;
9. to allow, for quorum purpose only, two persons appointed by the clearing house as authorised representative or proxy to form a quorum in a general meeting of the Company;
10. to provide that all questions submitted to a general meeting shall be decided by a simple majority of votes except where a greater majority is required by the New Articles of Association or by the applicable laws, the Listing Rules, or the rules, codes or regulations of any competent regulatory authority;
11. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the applicable laws, Listing Rules, or the rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration;
12. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
13. to update the provision providing the circumstances under which a Director is not prohibited from voting (or being counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, in accordance with the requirements under Rule 13.44 of the Listing Rules, following the repeal of the relevant requirements in Appendix 3 to the Listing Rules;
14. to update the provision governing any loan, guarantee or security to be provided by the Company to a Director or his close associates in accordance with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), following the modification of the definition of “associate” to “close associate”;
15. to allow a Director to give his/her consent to a resolution in writing signed by all the Directors or all the alternate Directors (if appropriate) by any means (including by means of electronic communication);

LETTER FROM THE BOARD

16. to remove the requirement for the Company to send a printed copy of the Directors' report and related documents to each person entitled thereto at the same time as the notice of the annual general meeting of the Company is sent;
17. to empower the Shareholders to approve the appointment and removal of the Auditor at any time before the expiration of his term of office by way of an ordinary resolution;
18. to clarify that (i) the appointment of the Auditor shall be by way of an ordinary resolution; and (ii) the remuneration of the Auditor shall be fixed by ordinary resolution;
19. to allow the Directors to fill the vacancy caused by the failure of the Shareholders to appoint or re-appoint the Auditor and fix the remuneration of the Auditor so appointed;
20. to provide that any Auditor appointed by the Directors to fill a vacancy shall hold office until the next following annual general meeting of the Company and shall then be subject to the appointment by the Shareholders at such remuneration they may determine;
21. to provide that the signature to any written notice or document to be given by the Company may be written, printed or made electronically;
22. to clarify that the Board's power to present a petition to the court for the Company to be wound up is subject to the approval of the Shareholders by way of a special resolution;
23. to provide that the financial year end of the Company shall be 31 of December in each year, unless otherwise determined by the Directors from time to time; and
24. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

Details of the Proposed Amendments are set out in Appendix III to this circular.

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 grant of the General Mandate;
- (b) the grant of the Repurchase Mandate;

LETTER FROM THE BOARD

- (c) the grant of the Extension Mandate; and
- (d) the re-election of Directors.

The special resolution proposed to approve the Proposed Amendments is also set out in the notice convening the Annual General Meeting.

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 Wednesday, 18 May 2022 to Monday, 23 May 2022, both dates inclusive, during which period no transfer of Shares 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Tuesday, 17 May 2022.

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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 10:00 a.m. on Saturday, 21 May 2022 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 (as the case may be) should you so wish and in such event, the proxy form previously submitted shall be deemed to be revoked.

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

RECOMMENDATION

The Directors consider that the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors and the Proposed Amendments 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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 6,118,299,000 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 6,118,299,000 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 611,829,900 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 the 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 of Association, the Companies Act 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 of Association and subject to the Companies Act, 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 of Association and subject to the Companies Act, 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 2021, being the date to which the latest 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 up to the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2021		
April	0.400	0.370
May	0.405	0.380
June	0.410	0.380
July	0.395	0.360
August	0.390	0.355
September	0.375	0.300
October	0.330	0.290
November	0.300	0.265
December	0.300	0.265
2022		
January	0.310	0.270
February	0.305	0.260
March	0.325	0.180
April (up to the Latest Practicable Date)	0.300	0.244

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, Power Heritage Group Limited ("**Power**

Heritage”), a company wholly-owned by Neowise Capital Limited (“**Neowise Capital**”), which was in turn a wholly-owned subsidiary of 無錫光普投資有限公司, a company wholly-owned by Mr. Chu Hui (“**Spectrum PRC**”, together with Mr. Chu Hui, Power Heritage and Neowise Capital, collectively referred to as the “**Concert Group**”) was beneficially interested in 2,140,686,000 Shares, representing approximately 34.99% 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 38.88% 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 the 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 of Association.

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 office of Director by rotation at the Annual General Meeting, and being eligible, will offer themselves for re-election.

Mr. Chu Hui

Mr. Chu Hui (儲輝) (“**Mr. Chu**”), aged 50, was appointed as the chief executive officer of the Company on 7 July 2014, an executive Director on 18 July 2013 and the chairman of the Company on 30 May 2016. He has also been the chairman of the corporate governance committee of the Company since 30 May 2016. He has over 25 years of experience in the wire and cable industry in the PRC. From May 2005 to December 2014, he was the chairman, an executive director and a general manager of Jiangsu Zhongmei Cable Group Co., Ltd. (江蘇中煤電纜有限公司) (“**Zhongmei Cable**”), which is now a wholly-owned subsidiary of the Company, and has been responsible for the overall management of production, operation, sales and administration matters in Zhongmei Cable. Mr. Chu has been a director of Extra Fame Group Limited, Jiangnan Cable (HK) Limited and Wuxi Jiangnan Cable Co., Ltd. (無錫江南電纜有限公司), all being wholly-owned subsidiaries of the Company, since July 2014. Mr. Chu has been a director of Jiangnan Power Assets Limited and Jiangnan Power Assets (HK) Limited, both being wholly-owned subsidiaries of the Company, since September 2015.

From June 2003 to November 2004, Mr. Chu was the executive director and general manager of Wuxi Zhongnan Mining Cable Co. Ltd. (無錫中南礦纜有限公司). From November 2001 to May 2003, he was the deputy general manager of Wuxi Jiangnan Wire and Cable Co., Ltd (無錫市江南線纜有限公司). From November 1997 to October 2001, he was the factory director of Shanghai Asahi Cable Factory (上海滬旭電纜廠). From December 1994 to October 1997, he was engaged in the sales and marketing of wires and cables. Mr. Chu became the chairman of the 1st council of Yixing Hi-tech Enterprise Association (宜興市高新技術企業協會) in January 2019. He had also been the vice-chairman of the 2nd Governing Council of the Jiangsu Province Coal Mining Machinery Industry Association (第二屆江蘇省煤炭機械工業協會管理委員會), and the general committee member (常務理事) of Yixing City Charity Association (宜興市慈善會).

Mr. Chu has obtained several awards, including Outstanding Entrepreneur (優秀企業家) awarded by the people’s government of Yixing in 2012, Outstanding Entrepreneur in Coal Mining Machinery Industry (江蘇省煤礦機械工業優秀企業家) awarded by the Coal Mining Machinery Industry of Jiangsu Province (江蘇省煤礦機械工業協會) in 2006, one of the Top Ten Young Entrepreneurs in Wuxi City (無錫市十佳青年企業家) jointly awarded by a number of entities (including Wuxi Municipal Party Committee Organisation Department (中共無錫市委組織部), Wuxi City Economic and Trade Commission (無錫市經濟貿易委員會) and Wuxi City Industry and Commercial Federation (無錫市工商業聯合會)) in 2008, one of the 17th Top Ten Outstanding Young Persons in Wuxi City (第十七屆無錫市十大傑出青年) jointly awarded by a number of entities (including Wuxi Municipal Party Committee Organisation Department (中共無錫市委組織部), Wuxi City Personnel Department (無錫市人事局) and Wuxi City Youth Federation (無錫市青年聯合會)) in 2006 and Outstanding Young Person of Yixing City (宜興市優秀青年) jointly awarded by a number of entities (including Yixing Municipal Party Committee Organisation Department (中共宜興市委組織部), Yixing City

Personnel Department (宜興市人事局) and Yixing City Youth Federation (宜興市青年聯合會) in 2006. Mr. Chu currently serves as a member of the Chinese People's Political Consultative Conference of Yixing City. Mr. Chu was also involved in a number of charitable activities and was granted the award of Charity Star of Yixing City (慈善明星) by the Yixing City Party Committee Council (中共宜興市委員會) and the people's government of Yixing in 2007.

Mr. Chu studied in the Southeast University (東南大學) and obtained his master of business administration in 2004. Mr. Chu was qualified as a senior economist (高級經濟師) in 2005 by the Jiangsu Province Personnel Department.

The spouse of Mr. Chu is a cousin of the spouse of Mr. Jiang Yongwei, an executive Director.

Mr. Chu has entered into a service contract and a supplementary contract with the Company pursuant to which he agreed to act as an executive Director for a fixed term from 1 January 2021 to 31 December 2023. He is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the related provisions stipulated in the Articles of Association and the Listing Rules. The current annual salary of Mr. Chu is RMB600,000, which was determined with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chu (i) was interested in 2,140,686,000 Shares within the meaning of Part XV of the SFO; and (ii) did not hold directorship in any other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Chu was the sole director of each of (i) Spectrum PRC, which was wholly-owned by Mr. Chu and which wholly-owned Neowise Capital; (ii) Neowise Capital, which wholly-owned Power Heritage; and (iii) Power Heritage. Each of Spectrum PRC, Neowise Capital and Power Heritage was a shareholder of the Company, which had an interest in the Shares that would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chu 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 of the Company, substantial Shareholders (within the meaning of the Listing Rules) or controlling Shareholders (within the meaning of the Listing Rules); and (iv) have any other 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 Mr. Chu 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 62, 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 each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Mr. Yang has over 30 years of experience in electrical engineering. He 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 subsequently merged with the 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 the 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 the Electric Science Research Institute from January 2007 to July 2008. From December 2005 to December 2006, he was the chief engineer of the Cable Technology Research Centre and the deputy head of the Cable Quality Inspection Station of the 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 Power 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.

The Nomination Committee which is responsible for, among others, identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on the selection of individuals nominated for directorships in the Company, has recommended Mr. Yang for re-election, after considering various factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service in accordance with the nomination policy, the independent view policy and the board diversity policy of the Company. The Board has taken into account the executive experience and abundant industry knowledge of Mr. Yang in the field of electrical engineering which are helpful to the Company’s business in the manufacturing of and trading in wires and cables. Mr. Yang is expected to provide the Board with a professional and scientific perspective constantly, and to bring further contribution to the Board and its diversity. The Board is satisfied that Mr. Yang has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively.

The Board has reviewed the time Mr. Yang has spent for performing his duties and considered that he is able to devote sufficient time and attention to the Company's affairs. The Board believes that the re-election of Mr. Yang as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole. As at the Latest Practicable Date, Mr. Yang has served as an independent non-executive Director for more than 9 years since his initial appointment to the Board as an independent non-executive Director in March 2012. Mr. Yang has not been involved in the daily management of the Company nor in any relationships or circumstances which would impair his independent judgment. He has consistently demonstrated his abilities to provide independent, balanced and objective advice and insight on the Company's affairs. He would be able to allocate sufficient time to discharge his duties and role as an independent non-executive Director. The Board has reviewed Mr. Yang's annual written confirmation of independence and considers Mr. Yang independent as he has satisfied all the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Yang has entered into an appointment letter with the Company pursuant to which he agreed to act as an independent non-executive Director for a fixed term of three years from 1 March 2021 to 28 February 2024. He is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the related provisions stipulated in the Articles of Association and the Listing Rules. Mr. Yang is entitled to an annual director's fee of HK\$120,000, which was determined with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

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 (within the meaning of the Listing Rules) or controlling Shareholders (within the meaning of the Listing Rules).

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. Fok Ming Fuk

Mr. Fok Ming Fuk (霍銘福) (“**Mr. Fok**”), aged 60, was appointed as an independent non-executive Director on 24 June 2021. He is also the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee.

Mr. Fok has over 30 years of experience in the areas of auditing, corporate finance, investment and financial management for both listed and private companies in Hong Kong and overseas. He has been a part-time visiting lecturer for the Integrated Graduate Development Scheme Master programme jointly offered by the University of Warwick, United Kingdom and The Hong Kong Polytechnic University since 2004. Mr. Fok was the chief financial officer and company secretary of Chinasoft International Limited (“**Chinasoft**”, stock code: 354), a company the shares of which are listed on the Main Board of the Stock Exchange, for the periods from May 2004 to April 2013 and from May 2004 to August 2013, respectively. Before his tenure with Chinasoft, Mr. Fok had served in various senior finance positions in companies in the acoustics, aerospace and property sectors in Hong Kong. He is a fellow member of each of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Institute of Chartered Accountants in England and Wales.

Mr. Fok obtained his Professional Diploma in Accountancy from The Hong Kong Polytechnic (currently The Hong Kong Polytechnic University) in November 1984 and his master’s degree in business administration from the Brunel University in May 1994.

The recommendation of Mr. Fok to the Board was made by the Nomination Committee after considering various factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service in accordance with the nomination policy, the independent view policy and the board diversity policy of the Company.

The Board has taken into account the professional qualification of Mr. Fok as a public accountant, the executive experience and extensive industry knowledge of Mr. Fok in accounting and financial investment, which can bring further contribution to the Board and its diversity. The Board is satisfied that Mr. Fok has the required character, integrity, perspectives, skills and experience to continuously fulfill his role as an independent non-executive Director effectively. Given the Company is required to have at least one independent non-executive Director and one member of the Audit Committee with appropriate professional qualifications or accounting or related financial management expertise in accordance with Rule 3.21 and Rule 3.10(2) of the Listing Rules, the Board is satisfied that Mr. Fok meet such requirements. The Board believes that the re-election of Mr. Fok as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole. The Board has reviewed Mr. Fok’s annual written confirmation of independence and considers Mr. Fok independent as he has satisfied all the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Fok 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 from 24 June 2021 to 23 June 2024. He is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the related provisions stipulated in the Articles of Association and the Listing Rules. He is entitled to an annual director's fee of HK\$150,000, which was determined with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Fok (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 (within the meaning of the Listing Rules) or controlling Shareholders (within the meaning of the Listing Rules).

Save as disclosed above, as at the Latest Practicable Date, Mr. Fok 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. Fok 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.

This appendix sets out the Proposed Amendments, as marked up for ease of reference, to the Memorandum and Articles of Association. Unless otherwise specified, clause and article numbers referred to herein are clause and article numbers of the Memorandum and Articles of Association.

- | Clause Number | Proposed Amendments (showing changes to the Memorandum of Association) |
|----------------------|---|
| 2. | The Registered Office of the Company shall be at the offices of Coda <u>Conyers</u> Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. |
| 4. | Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies Law Act (Revised). |
| 8. | The share capital of the Company is HK\$100,000,000.00 divided into 10,000,000,000 shares of a nominal or par value of HK\$0.01 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Law Act (Revised) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained. |
| 9. | The Company may exercise the power contained in the Companies Law Act (Revised) to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction. |

Article Number Proposed Amendments (showing changes to the Articles of Association)

1. The regulations in Table A in the Schedule to the Companies ~~Law~~Act (Revised) do not apply to the Company.
2. (1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

WORD**MEANING**

“close associate”	in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the rules of the Designated Stock Exchange, it shall have the same meaning as that ascribed to “associate” in the rules of the Designated Stock Exchange has the meaning attributed to it in the rules of the Designated Stock Exchange.
“business day”	shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher Typhoon Signal, Black Rainstorm Warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.
“financial year”	the financial period of the Company ending or ended on the date as determined in accordance with Article 164A for preparation of its financial statements to be laid before the Company at the annual general meeting of the Company.
“Law”	The Companies ActLaw, Cap. 22 (ActLaw 3 of 1961, as consolidated and revised) of the Cayman Islands.
“Subsidiary and Holding Company”	has the meanings attributed to them in the rules of the Designated Stock Exchange.

- (2) In these Articles, unless there be something within the subject or context inconsistent with such construction:
- (i) Section 8 of the Electronic Transactions ~~Law~~Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.
9. ~~[Reserved] Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.~~
44. The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours ~~on every business day~~ by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended in respect of any year if approved by the Members by ordinary resolution in that year provided that such period shall not be extended beyond sixty (60) days (or such other period as may be prescribed under any applicable law) in any year.
51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended in respect of any year if approved by the Members in that year by ordinary resolution provided that such period shall not be extended beyond sixty (60) days (or such other period as may be prescribed under any applicable law) in any year.

56. An annual general meeting of the Company shall be held in each financial year other than the financial year of the Company's adoption of these Articles and such annual general meeting must be held within six (6) months after the end of the Company's financial year~~(within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles,~~ unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.
58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.
59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days ~~and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days.~~ All other ~~extraordinary~~ general meetings (including an extraordinary general meeting) may be called by Notice of not less than fourteen (14) clear days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:
- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.

- (2) The notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors. The Board shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice including, without limitation, where a tropical cyclone warning signal number 8 or above, black rainstorm warning or other similar event is in force at any time prior to or at the time of the general meeting on the day of the general meeting. This Article shall be subject to the following:
- (a) when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);
- (b) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and
- (c) Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.

61. (2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy shall form a quorum for all purposes.
70. All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the applicable Statutes, the rules of Designated Stock Exchange, or the rules, codes or regulations of any competent regulatory authority~~Law~~. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.
73. (1a) All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by applicable Statutes, the rules of Designated Stock Exchange, or the rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration.
83. (3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director ~~so appointed by the Board to fill a casual vacancy~~ shall hold office until ~~the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following first annual general meeting of the Company after his appointment~~ and shall then be eligible for re-election.
100. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:
- (i) the giving of any security or indemnity either:—
- (a) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

- (bⁱ) ~~to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security; any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associate(s) or obligations incurred or undertaken by him or any of his associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;~~
- (ii) ~~any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;~~
- (iii) ~~any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:~~
- (a) ~~the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or~~
- (b) ~~the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;~~

- (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company. ~~or~~
- (v) ~~any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.~~
101. (4) The Company shall not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as if the Company were a company incorporated in Hong Kong. Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the Law, the Company shall not directly or indirectly:
- (i) ~~make a loan to a Director or a director of any holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the Designated Stock Exchange);~~
- (ii) ~~enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director;~~
~~or~~
- (iii) ~~if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.~~

Article 101(4) shall only have effect for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited.

119. A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held (~~provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive Notices of Board meetings in the same manner as Notices of meetings are required to be given by these Articles~~) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held and further provided that no Director is aware of or has received any objection to the resolution from any Director. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.
149. Subject to Article 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting ~~and at the same time as the notice of annual general meeting~~ and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

152. (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall by ordinary resolution appoint an Aauditor to audit the accounts of the Company and such Aauditor shall hold office until the next annual general meeting. Such Aauditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an Aauditor ~~of the Company~~.
- (2) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term provided that the Auditor who is subject to removal shall be allowed to attend the general meeting convened to consider the removal of his office as Auditor and shall also be allowed to make written and/or verbal representations to the Members at such general meeting.
154. The remuneration of the Auditor shall, by ordinary resolution, be fixed by the Company in general meeting or in such manner as the Members may by ordinary resolution determine.
155. If the office of Aauditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required or by the Members failed to appoint or re-appoint the Auditor, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.
161. For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any Notice or document to be given by the Company may be written, printed or made electronically.

162. (1) Subject to Article 162(2), The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.

FINANCIAL YEAR

- 164A. Unless otherwise determined by the Directors from time to time, the financial year end of the Company shall be 31 of December in each year.

NOTICE OF ANNUAL GENERAL MEETING

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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)

NOTICE IS HEREBY GIVEN that an annual general meeting (“**Meeting**”) of Jiangnan Group Limited (“**Company**”) will be held at 53 Xinguandonglu, Guanlin Town, Yixing City, Jiangsu Province, People’s Republic of China at 10:00 a.m. on Monday, 23 May 2022 to consider and, if thought fit, transact the following businesses:

1. to receive and adopt the reports of the directors (“**Directors**”) of the Company and the auditors of the Company for the year ended 31 December 2021;
2. to re-elect each of Mr. Chu Hui, Mr. Yang Rongkai and Mr. Fok Ming Fuk, as a Director, each as a separate resolution, and to authorise the board (“**Board**”) of Directors to fix the remuneration of the Directors;
3. to re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix their remuneration; and
4. 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 (as defined below) to make or grant offers, agreements and options which may require the exercise of such powers after the expiry of the Relevant Period (as defined below);
- (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 Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (“**Companies Act**”) or any other applicable laws of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

(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 Act 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 (as defined below) 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
- (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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 Act 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 4(A) and 4(B) above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4(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 4(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.”
5. to consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT** the amended and restated memorandum and articles of association of the Company in the form of the document marked “A” produced to the Meeting and, for the purpose of identification, signed by the chairman of the Meeting, which restate the existing memorandum and articles of association of the Company to reflect all of the proposed amendments referred to in Appendix III to the circular of the Company dated 21 April 2022, be and are hereby approved and adopted as the amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with immediate effect after the close of the Meeting, and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum and articles of association of the Company.”

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

Hong Kong, 21 April 2022

NOTICE OF ANNUAL GENERAL MEETING

Principal place of business in Hong Kong:

Unit 09, 23/F.

Metropole Square

No. 2 On Yiu Street

Shatin, New Territories

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 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 (if required by the Board) 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 10:00 a.m. on Saturday, 21 May 2022 or not less than 48 hours before the time appointed 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 Wednesday, 18 May 2022 to Monday, 23 May 2022 (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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Tuesday, 17 May 2022.
4. In relation to the proposed resolution numbered 4(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*)

Independent non-executive Directors:

Mr. He Zhisong

Mr. Yang Rongkai

Mr. Fok Ming Fuk