



JIANGNAN GROUP LIMITED

江南集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1366)

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION CAUSE NO. 0060 OF 2023
IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2023 REVISION)
AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 1995
(AS REVISED)

AND IN THE MATTER OF JIANGNAN GROUP LIMITED PINK FORM OF PROXY
FOR USE AT THE COURT MEETING CONVENED AT THE DIRECTION OF THE GRAND COURT
TO BE HELD ON MONDAY, 15 MAY 2023 AT 10:00 A.M.
(HONG KONG TIME) (OR AT ANY ADJOURNMENT THEREOF)

PINK form of proxy for use at the court meeting (or at any adjournment thereof) (the "Court Meeting") of the Scheme Shareholders (as defined in the scheme document dated 22 April 2023 (the "Scheme Document")) of HK\$0.01 each in the share capital of Jiangnan Group Limited (the "Company").

I/We (note a) _____
of _____
being the registered holder(s) of _____ (note b) shares of HK\$0.01 each of the Company,
HEREBY APPOINT THE CHAIRMAN OF THE COURT MEETING or _____
of _____
to act as my/our proxy (note c) at the Court Meeting convened at the direction of the Grand Court of the Cayman Islands to be held at 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong at 10:00 a.m. on Monday, 15 May 2023 (Hong Kong time) for the purpose of considering and, if thought fit, voting for me/us and in my/our name(s) in respect of a scheme of arrangement (with or without modifications) (the "Scheme") proposed to be made between the Company and the Scheme Shareholders as referred to in the notice dated 22 April 2023 convening the Court Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme (notes d and h)	AGAINST the Scheme (notes d and h)

Dated the _____ day of _____ 2023

Shareholder's signature: _____ (note e)

Contact Phone Number: _____

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 total number of shares registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the Court Meeting is preferred, strike out the words "THE CHAIRMAN OF THE COURT MEETING or" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the Court Meeting will act as your proxy. Your proxy need not be a member of the Company, but must attend the Court Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE TICK ("✓") THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE TICK ("✓") THE BOX MARKED "AGAINST the Scheme".** It is requested that you vote all of the shares registered in your name(s) either FOR the Scheme or AGAINST the Scheme and not to vote some of the shares registered in your name(s) FOR the Scheme and some of the shares registered in your name(s) AGAINST the Scheme. Save for HKSCC Nominees Limited who may vote both FOR and AGAINST the Scheme, if more than one proxy form is submitted and the voting instructions require the proxies to vote both FOR and AGAINST the Scheme, the proxy forms will not be accepted. If more than one proxy form is submitted and the voting instructions require the proxies to vote either FOR or AGAINST the Scheme but not both FOR and AGAINST the Scheme, the chairman of the Court Meeting shall have absolute discretion as to whether or not to accept the proxy forms. Failure to complete either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any other resolution or motion properly put to the Court Meeting for which you have not indicated a vote.
- This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person duly authorised.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, should be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the Court Meeting (i.e. 10:00 a.m. on Saturday, 13 May 2023 (Hong Kong time)) or any adjournment thereof. However, if this form of proxy is not so lodged, it may be handed to the chairman of the Court Meeting at the Court Meeting who will have absolute discretion on whether or not to accept it. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Court Meeting in person if you so wish, but in the event you attend and vote at the Court Meeting after having lodged this form of proxy, this form of proxy will be revoked by operation of law.
- Where there are joint registered holders of any share, any one of such joint holders may vote at the Court Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Court 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 of the Company in respect of the joint holding.
- The full text of the Scheme and a copy of an explanatory memorandum explaining the effect of the Scheme appears in the composite scheme document dated 22 April 2023.
- If a tropical cyclone warning signal No. 8 or above or "extreme conditions" caused by typhoons is hoisted or a black rainstorm warning signal is in force at any time after 9:00 a.m. on the date of the Court Meeting, the Court Meeting will be adjourned. The Company will post an announcement on the respective websites of The Stock Exchange of Hong Kong Limited and the Company to notify the Shareholders of the date, time and venue of the rescheduled Court Meeting.
- 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 form of proxy ("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.