



# JIANGNAN GROUP LIMITED

## 江南集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1366)

### WHITE FORM OF PROXY FOR USE BY SHAREHOLDERS

AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT 10TH FLOOR, UNITED CENTRE,

95 QUEENSWAY, ADMIRALTY, HONG KONG AT 10:30 A.M. ON MONDAY, 15 MAY 2023

(OR, IF LATER, AS SOON THEREAFTER AS THE COURT MEETING SHALL

HAVE BEEN CONCLUDED OR ADJOURNED)

OR AT ANY ADJOURNMENT THEREOF

WHITE form of proxy for use at the extraordinary general meeting (or at any adjournment thereof) (the "EGM") of the holders of ordinary shares 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 EGM OR \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy (note c) at the EGM of the Company to be held at 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong at 10:30 a.m. on Monday, 15 May 2023 (or, if later, immediately after the conclusion or adjournment of the Court Meeting convened for the same day and place) or at any adjournment thereof for the purpose of considering and, if thought fit, voting 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.

	SPECIAL RESOLUTION	FOR	AGAINST
1	"THAT, (i) for the purpose of giving effect to the scheme of arrangement between the Company and the Scheme Shareholders (as defined in the Scheme Document) (the "Scheme") as set out in the composite scheme document dated 22 April 2023 (the "Scheme Document") and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting (as defined in the Scheme Document), on the Effective Date (as defined in the Scheme Document), any reduction of the share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme Document), and (ii) contemporaneously with (i) above, the maintenance of the issued share capital of the Company at the amount prior to the cancellation of the Scheme Shares by applying the reserve created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new Shares (as defined in the Scheme Document) as is equal to the number of Scheme Shares cancelled as a result of the Scheme, for issuance to the Offeror (as defined in the Scheme Document), be and is hereby approved."		
	ORDINARY RESOLUTION	FOR	AGAINST
2	"THAT the Rollover Arrangement (as defined in the Scheme Document), which constitutes a special deal under Rule 25 of the Takeovers Code (as defined in the Scheme Document), be and is hereby approved."		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2023

Shareholder's signature: \_\_\_\_\_ (notes e, f, g, h and i)

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 number of shares of the Company 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).
- Any member entitled to attend and vote at the EGM 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 of the Company or at 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 EGM as your proxy, please delete the words "THE CHAIRMAN OF THE EGM or" and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for the resolutions set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolutions, please tick ("✓") the box marked "Against". If the form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of such resolutions. A proxy will also be entitled to vote or abstain at his/her discretion on any other resolution or motion properly put to the EGM for which you have not indicated a vote.
- 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/she/it were solely entitled thereto, but if more than one of such joint holders be present at the EGM 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 form 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 a form of 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 form of proxy on behalf of the corporation without further evidence of the facts.
- To be valid, this form of 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 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 EGM (i.e. 10:30 a.m. on Saturday, 13 May 2023) or any adjournment thereof.
- Any alteration made to this form of proxy should be initialled by the person who signed this form of proxy.
- Delivery of this form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting if you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked by operation of law.
- 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 EGM, the EGM 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 EGM.
- 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.