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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following terms and expressions shall have the following meanings:*

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| “Active Capital”                           | Active Capital International Limited, a company incorporated under the laws of BVI   |
| “Application Form(s)”                      | <b>WHITE</b> Application Form(s), <b>YELLOW</b> Application Form(s) and <b>GREEN</b> Application Form(s) relating to the Hong Kong Public Offer, or where the context so requires, any of them   |
| “Articles” or<br>“Articles of Association” | the articles of association of our Company, a summary of certain provisions of which is set out in Appendix IV to this prospectus, and as amended from time to time  |
| “Asia Cable”                               | Asia Cable Holdings Pte. Ltd., a company incorporated under the laws of Singapore on 6 February 2004 and was deregistered under the laws of Singapore on 8 July 2009   |
| “associate(s)”                             | has the meaning ascribed to it under the Listing Rules   |
| “Board”                                    | our board of Directors   |
| “Business Day”                             | any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business  |
| “BVI”                                      | the British Virgin Islands   |
| “CAGR”                                     | compound annual growth rate  |
| “Capitalisation Issue”                     | the issue of 1,190,000,000 Shares to be made upon capitalisation of part of the share premium account of our Company upon completion of the Global Offering referred to in the paragraph headed “Resolutions in writing of all Shareholders passed on 25 February 2012” in Appendix V to this prospectus |
| “CBRC”                                     | China Banking Regulatory Commission (中國銀行業監督管理委員會), a regulatory body responsible for the supervision and regulation of the banking institutions in the PRC  |

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| “CCASS”                                 | the Central Clearing and Settlement System established and operated by HKSCC   |
| “CCASS Clearing Participant”            | a person admitted to participate in CCASS as direct clearing participant or general clearing participant   |
| “CCASS Custodian Participant”           | a person admitted to participate in CCASS as a custodian participant   |
| “CCASS Investor Participant”            | a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation  |
| “CCASS Participant”                     | a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant  |
| “China Southern Power Grid Corporation” | China Southern Power Grid Corporation Ultra High Voltage Power Transmission Company (中國南方電網有限公司超高壓輸電公司), being a customer of our Company   |
| “CIPC”                                  | the Companies and Intellectual Property Commission, a regulatory agency under the Ministry of Trade and Industry of South Africa   |
| “Companies Law”                         | the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised), of the Cayman Islands   |
| “Companies Ordinance”                   | the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time   |
| “Company” or “our Company”              | Jiangnan Group Limited (江南集團有限公司), a company incorporated in the Cayman Islands with limited liability on 4 January 2011   |
| “connected person(s)”                   | has the meaning ascribed to it under the Listing Rules   |
| “Controlling Shareholder(s)”            | has the meaning ascribed to it under the Listing Rules and, in the case of our Company, means Power Heritage, Mr. Rui Fubin and Mr. Rui Yiping, individually and as a group of persons |

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| “CSRC”                                | China Securities Regulatory Commission (中華人民共和國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets  |
| “Director(s)”                         | the director(s) of our Company  |
| “Dongfeng Cable”                      | 江蘇東峰電纜有限公司 (in English, for identification purpose only, Jiangsu Dongfeng Cable Co., Ltd.)  |
| “Eskom”                               | Eskom Holdings Limited, a company incorporated in South Africa  |
| “Extra Fame”                          | Extra Fame Group Limited (in Chinese, for identification purpose only, 盛譽集團有限公司), a company incorporated under the laws of BVI on 15 September 2005 and is a directly wholly-owned subsidiary of our Company  |
| “Furui Investments”                   | Furui Investments Limited (福瑞投資有限公司), a company incorporated under the laws of BVI on 11 August 2006, the entire share capital of which is owned by Mr. Wang Fucai  |
| “GDP”                                 | gross domestic product  |
| “Global Offering”                     | the Hong Kong Public Offer and the International Placing  |
| “GREEN Application Form(s)”           | the application form(s) to be completed by the <b>HK eIPO White Form</b> Service Provider designated by our Company   |
| “Group”, “our Group”,<br>“we” or “us” | our Company and its subsidiaries, or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries of our Company and the business operated by such subsidiaries |
| “HK eIPO White Form”                  | the application process for Hong Kong Offer Shares with applications issued in the applicant’s own name and submitted online through the designated website of <a href="http://www.hkeipo.hk">www.hkeipo.hk</a>   |

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| “HK eIPO White Form Service Provider” | the <b>HK eIPO White Form</b> service provider designated by our Company, as specified on the designated website <a href="http://www.hkeipo.hk">www.hkeipo.hk</a>   |
| “HK\$” or “HK cents”                  | Hong Kong dollars or cents, respectively, the lawful currency of Hong Kong  |
| “HKFRS”                               | Hong Kong Financial Reporting Standards issued by HKICPA  |
| “HKICPA”                              | Hong Kong Institute of Certified Public Accountants   |
| “HKSCC”                               | Hong Kong Securities Clearing Company Limited   |
| “HKSCC Nominees”                      | HKSCC Nominees Limited  |
| “Hong Kong”                           | the Hong Kong Special Administrative Region of the PRC  |
| “Hong Kong Offer Shares”              | the 38,480,000 New Shares initially offered for subscription under the Hong Kong Public Offer, representing 10% of the initial number of the Offer Shares, subject to the re-allocation as described in the section headed “Structure of the Global Offering” of this prospectus  |
| “Hong Kong Public Offer”              | the offer of the Hong Kong Offer Shares for subscription by the members of the public in Hong Kong (subject to re-allocation as described in the section headed “Structure of the Global Offering” of this prospectus) for cash at the Offer Price, payable in full on application, and subject to the terms and conditions stated in this prospectus and the Application Forms |
| “Hong Kong Share Registrar”           | Tricor Investor Services Limited  |
| “Hong Kong Underwriters”              | the underwriters of the Hong Kong Public Offer listed in the section “Underwriting – Hong Kong Underwriters” of this prospectus   |
| “Hong Kong Underwriting Agreement”    | the conditional Hong Kong Public Offer underwriting agreement dated 5 April 2012 entered into between, among others, our Company and the Hong Kong Underwriters relating to the Hong Kong Public Offer, particulars of which are described in the section headed “Underwriting” of this prospectus  |

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| “IBISWorld”                       | IBISWorld Inc., an independent market research institution that publishes professional research reports on a wide range of industries, including statistics, analysis and forecasts  |
| “Independent Third Parties”       | persons or companies which are independent of and not connected with (within the meaning of the Listing Rules) any of the directors, chief executive, Substantial Shareholders of our Company or any of its subsidiaries and their respective associates, and an “Independent Third Party” means any of them   |
| “Independent Valuer”              | Vigers Appraisal & Consulting Limited, an independent property valuer, whose property valuation report is included in Appendix III to this prospectus  |
| “International Placing”           | the conditional placing of the International Placing Shares at the Offer Price to selected professional, institutional and private investors as set out under the section headed “Structure of the Global Offering” of this prospectus   |
| “International Placing Agreement” | the conditional International Placing underwriting agreement relating to the International Placing and expected to be entered into by, among others, our Company, the Selling Shareholder and the International Underwriters on or about the Price Determination Date  |
| “International Placing Shares”    | the 346,320,000 Shares, comprising 300,120,000 New Shares and 46,200,000 Sale Shares, expected to be initially offered for subscription or sale pursuant to the International Placing, representing 90% of the initial number of the Offer Shares, subject to re-allocation and the Over-allotment Option as described in the section headed “Structure of the Global Offering” of this prospectus |
| “International Underwriters”      | the underwriters of the International Placing, who are expected to enter into the International Placing Agreement to underwrite the International Placing  |

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| “Investment Agreement”  | the investment agreement dated 1 July 2010 entered into between Extra Fame, Furui Investments and Sinostar, details of which are set out in the paragraph headed “Pre-IPO investment” in the section headed “History and Development” of this prospectus                              |
| “Issuing Mandate”   | the general unconditional mandate given to the Directors by the Shareholders relating to the issue of new Shares, particulars of which are set forth in the paragraph headed “Resolutions in writing of all Shareholders passed on 25 February 2012” in Appendix V to this prospectus |
| “Jiangnan Cable”  | 無錫江南電纜有限公司 (in English, for identification purpose only, Wuxi Jiangnan Cable Co., Ltd.), a wholly foreign-owned enterprise established under the laws of the PRC on 25 February 2004, an indirect wholly-owned subsidiary of our Company  |
| “Jiangnan Cable (HK)”   | Jiangnan Cable (HK) Limited (江南電纜(香港)有限公司), a company incorporated under the laws of Hong Kong on 15 December 2010, an indirect wholly-owned subsidiary of our Company  |
| “Jinxiao Copper”  | 宜興市金嘯銅業有限公司 (in English, for identification purpose only, Yixing City Jinxiao Copper Co., Ltd.)   |
| “km”  | kilometre   |
| “Latest Practicable Date”   | Tuesday, 3 April 2012, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained herein   |
| “Lead Manager”,<br>“Sole Bookrunner”,<br>“Sole Global Coordinator” or<br>“Sole Sponsor” | Daiwa Capital Markets Hong Kong Limited, a licenced corporation under the SFO to engage in type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities) and type 6 (advising on corporate finance) activities                               |
| “Listing”   | the listing of the Shares on the Main Board   |
| “Listing Date”  | the date on which dealings of the Shares on the Main Board of the Stock Exchange first commence, which is currently expected to be on Friday, 20 April 2012   |

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| “Listing Rules”                                | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “LME”  | London Metal Exchange Limited, a global non-ferrous metals trading market  |
| “M&A Rules”                                    | Regulations of Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》)  |
| “Main Board”                                   | the stock exchange (excluding the option markets) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange  |
| “Memorandum” or<br>“Memorandum of Association” | the memorandum of association of our Company, a summary of certain provisions of which is set out in Appendix IV to this prospectus, and as amended from time to time  |
| “MOFCOM”                                       | Ministry of Commerce of the PRC (中華人民共和國商務部)   |
| “New Issue”                                    | the issue of the New Shares  |
| “New Shares”                                   | 338,600,000 new Shares being offered for subscription at the Offer Price under the Global Offering and the new Shares that may be issued pursuant to the exercise of the Over-allotment Option   |
| “Offer Price”                                  | the final price per Share in Hong Kong dollars (exclusive of brokerage, SFC transaction levy and the Stock Exchange trading fee) at which the Offer Shares are to be subscribed for and issued pursuant to the Global Offering, to be determined as further described in the paragraph headed “Determination of the Offer Price” in the section headed “Structure of the Global Offering” of this prospectus |
| “Offer Shares”                                 | the Hong Kong Offer Shares and the International Placing Shares together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option  |

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| “Over-allotment Option”         | the option granted by our Company to the Sole Global Coordinator (for itself and on behalf of the International Underwriters), pursuant to the International Placing Agreement, exercisable at any time up to the 30th day after the last date for the lodging of applications under the Hong Kong Public Offer, to require our Company to allot and issue up to an aggregate of 57,720,000 additional new Shares, representing 15% of the initial Offer Shares, at the Offer Price per Share to cover, among other things, over-allocations in the International Placing, if any |
| “PBOC”                          | The People’s Bank of China (中國人民銀行)   |
| “Power Heritage”                | Power Heritage Group Limited, a company incorporated under the laws of BVI on 6 November 2003 and owned as to 83% by Mr. Rui Fubin and as to 17% by Mr. Rui Yiping as at the Latest Practicable Date  |
| “PRC” or “China”                | the People’s Republic of China which, for the purpose of this prospectus, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan   |
| “PRC GAAP”                      | the generally accepted accounting principles in the PRC   |
| “PRC Legal Adviser”             | AllBright Law Offices, the legal adviser to our Company as to PRC laws  |
| “Prestige Time”                 | Prestige Time Investments Limited (subsequently renamed as Sun & Sun Global Asset Managemnt Ltd), a company incorporated under the laws of BVI on 2 January 2004  |
| “Price Determination Agreement” | the agreement expected to be entered into between our Company, the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Selling Shareholder on or before the Price Determination Date to record the agreement on the Offer Price  |

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| “Price Determination Date” | the date, expected to be on or around Friday, 13 April 2012 (or such later date as may be agreed between our Company, the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Selling Shareholder), on which the Offer Price is fixed for the purpose of the Global Offering and in any event no later than Wednesday, 18 April 2012 |
| “Regulation S”             | Regulation S under the US Securities Act  |
| “Renminbi” or “RMB”        | Renminbi, the lawful currency of the PRC  |
| “Reorganisation”           | the corporate reorganisation of our Group in preparation for the Listing, particulars of which are set out in the sub-paragraph headed “Reorganisation” under the paragraph headed “Further information about our Company and the subsidiaries of our Group” in Appendix V to this prospectus   |
| “Repurchase Mandate”       | the general unconditional mandate to repurchase Shares given to our Directors by the Shareholders, particulars of which are set forth in the paragraph headed “Resolutions in writing of all Shareholders passed on 25 February 2012” in Appendix V to this prospectus  |
| “Rule 144A”                | Rule 144A under the US Securities Act   |
| “SA Asia Cable”            | SA Asia Cable (Proprietary) Limited, a company incorporated in South Africa on 14 June 2005, and is an indirect wholly-owned subsidiary of our Company  |
| “SABS”                     | South African Bureau of Standards, a statutory body that operates as the national institution for the promotion and maintenance of standardisation and quality in connection with commodities and the rendering of services. It is responsible for maintaining South Africa’s national standards  |
| “SAFE”                     | State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)  |

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| “SAFE Circular No.75” | the Circular on Issues Relating to Foreign Exchange Control on Fund-raising by Domestic Residents through Offshore Special Purpose Vehicle and Round-trip Investments (國家外匯管理局關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知) promulgated on 21 October 2005 by SAFE                                      |
| “SAIC”                | State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)   |
| “Sale Shares”         | 46,200,000 Shares to be offered for sale by the Selling Shareholder at the Offer Price under the International Placing  |
| “Sanmu Group”         | 江蘇三木集團有限公司 (in English, for identification purpose only, Jiangsu Sanmu Group Co., Ltd.)   |
| “SARFT”               | State Administration of Radio Film and Television (中華人民共和國國家廣播電影電視總局)   |
| “SAT”                 | State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)   |
| “Selling Shareholder” | Power Heritage, being the Shareholder who offers 46,200,000 Shares for sale under the International Placing with its particulars set out in the sub-paragraph headed “Particulars of the Selling Shareholder” under the paragraph headed “Other Information” in Appendix V to this prospectus |
| “SFC”                 | the Securities and Futures Commission of Hong Kong  |
| “SFO”                 | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time  |
| “Share(s)”            | ordinary share(s) with nominal value of HK\$0.01 each in the share capital of our Company   |
| “Shareholder(s)”      | holder(s) of the Shares   |

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| “Sinostar”                     | Sinostar Holdings Limited, a company incorporated under the laws of the Cayman Islands on 6 September 2006, the entire issued share capital of which is owned by Mr. Ng Cher Yew   |
| “Siwei Copper”                 | 青海思維銅業有限公司 (in English, for identification purpose only, Qinghai Siwei Copper Co., Ltd.)   |
| “South Africa”                 | The Republic of South Africa   |
| “South African Legal Adviser”  | Cliffe Dekker Hofmeyr Inc, the legal adviser to our Company as to South African laws   |
| “sq.m.”                        | square metre   |
| “State Grid Corporation Group” | means, for the purpose of this prospectus, those electricity companies at provincial or above level controlled by the State Grid Corporation of China (中國國家電網公司) such as Anhui Electric Power Corporation Logistic Service Centre (安徽省電力公司物流服務中心) and Jiangsu Electric Power Company Material Purchase & Allocation Centre (江蘇省電力公司物資採購與配送中心) and those electricity companies below provincial level controlled by the electricity companies at provincial level or above such as Xining Electric Supply Corporation (西寧供電公司), which had purchased our Group’s products during the Track Record Period |
| “Stock Borrowing Agreement”    | the stock borrowing agreement to be entered into between Power Heritage and the Sole Global Coordinator pursuant to which the Sole Global Coordinator may borrow up to 57,720,000 Shares from Power Heritage   |
| “Stock Exchange”               | The Stock Exchange of Hong Kong Limited  |
| “subsidiary(ies)”              | has the meaning ascribed to it under section 2 of the Companies Ordinance  |
| “Substantial Shareholder(s)”   | has the meaning ascribed to it under the Listing Rules and in the context of our Company, means Power Heritage and Mr. Rui Fubin   |
| “Takeovers Code”               | Hong Kong Code on Takeovers and Mergers  |

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| “Track Record Period”                 | the financial years ended 31 December 2009, 2010 and 2011   |
| “Underwriters”                        | collectively, the Hong Kong Underwriters and the International Underwriters   |
| “Underwriting Agreements”             | the Hong Kong Underwriting Agreement and the International Placing Agreement  |
| “United Kingdom” or “UK”              | the United Kingdom of Great Britain and Northern Ireland  |
| “US”                                  | the United States of America  |
| “US\$” or “US dollars” and “US cents” | United States dollars and cents, respectively, the lawful currency of US  |
| “US Person”                           | US person as defined in Regulation S  |
| “US Securities Act”                   | the United States Securities Act of 1933, as amended, and the rules and regulations promulgated under it  |
| “ <b>WHITE</b> Application Form(s)”   | the application form(s) to be completed in accordance with the instructions in the section headed “How to Apply for the Hong Kong Offer Shares” of this prospectus  |
| “Wuxi Jiangnan”                       | 無錫市江南線纜有限公司 (in English, for identification purpose only, Wuxi Jiangnan Wire and Cable Co., Ltd) (subsequently renamed as 無錫市新港電子設備有限公司 (in English, for identification purpose only, Wuxi Newport Electronic Equipment Co. Ltd.)), which was established under the laws of the PRC on 1 August 1997 and was held as to 42.064% by Mr. Rui Fubin, 36.4% by Mr. Rui Yiping and 1.61% by Mr. Jiang Yongwei, one of our Directors, as at 29 February 2004. The remaining equity interest was held by Independent Third Parties. Wuxi Jiangnan transferred all its substantial assets and business to Jiangnan Cable in February 2004 and was subsequently deregistered in 2010 |
| “ <b>YELLOW</b> Application Form(s)”  | the application form(s) to be completed in accordance with the instructions in the section headed “How to Apply for the Hong Kong Offer Shares” of this prospectus  |

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“Yixing Hengxin”

宜興市恒鑫銅業有限公司 (in English, for identification purpose only, Yixing Hengxin Copper Industrial Co., Ltd), a company incorporated in the PRC which was owned as to 90% by the spouse of Mr. Rui Yiping, our executive Director and general manager (marketing and sales), and as to 10% by the brother of Mr. Rui Fubin, our Chairman and chief executive officer, from September 2007 to October 2008. Yixing Hengxin ceased to be our related company in October 2008 and was deregistered on 10 November 2010

“ZAR” or “rand”

the lawful currency of South Africa

*Unless the context requires otherwise, amounts denominated in RMB and ZAR have been converted into HK\$ and RMB, respectively, for the purpose of illustration only, using the exchange rate of RMB0.81 = HK\$1 and ZAR1.21 = RMB1, respectively. **No representation is made that any amount in RMB or HK\$ could have been or could be converted at the above rates or at any other rates or at all.***

*For ease of reference, the names of certain PRC entities have been included in this prospectus in both English and Chinese. The English names are the unofficial translation of their respective Chinese name and, in the event of any inconsistency, the Chinese version shall prevail.*

*Unless otherwise specified, all references to any shareholding in our Company assume no exercise of the Over-allotment Option.*