

The information set out in this appendix does not form part of the accountants' report on the financial information of the Group for the three years ended 31 December 2011 (the "Accountants' Report") received from Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of our Company as set out in Appendix I to this prospectus, and is included herein for information only.

The unaudited pro forma financial information set out below should be read in conjunction with the section headed "Financial Information" and the Accountants' Report of our Group set out in Appendix I to this prospectus.

#### A. UNAUDITED PRO FORMA ADJUSTED COMBINED NET TANGIBLE ASSETS

The following statement of unaudited pro forma adjusted combined net tangible assets of our Group is prepared based on the audited combined net tangible assets of our Group as at 31 December 2011, as shown in the Accountants' Report, the text of which is set out in Appendix I to this prospectus and adjusted as described below.

The unaudited pro forma adjusted combined net tangible assets has been prepared in accordance with paragraph 29 of Chapter 4 of the Listing Rules, is set out here to illustrate the effect of the Global Offering on the combined net tangible assets of our Group as at 31 December 2011 as if it had taken place on 31 December 2011. This unaudited pro forma adjusted combined net tangible assets has been prepared for illustrative purpose only and because of its hypothetical nature, it may not give a true picture of the financial position of our Group had the Global Offering been completed as of 31 December 2011 or at any future dates.

	Audited combined net tangible assets attributable to owners of our Company as at 31 December 2011	Add: Estimated net proceeds from the New Issue	Unaudited pro forma adjusted combined net tangible assets	Unaudited pro forma adjusted combined net tangible assets per Share	
	RMB'000 (Note a)	RMB'000 (Note b)	RMB'000	RMB (Note c)	HK\$
Based on an Offer Price of HK\$1.42 per Offer Share	1,182,011	362,999	1,545,010	1.00	1.24
Based on an Offer Price of HK\$2.05 per Offer Share	1,182,011	531,454	1,713,465	1.11	1.37

*Notes:*

- (a) The audited combined net tangible assets attributable to owners of our Company as at 31 December 2011 is extracted from the Accountants' Report set out in Appendix I to this prospectus.

- (b) The estimated net proceeds from the New Issue are based on 338,600,000 Shares at the Offer Price of HK\$1.42 (equivalent to RMB1.15) and HK\$2.05 (equivalent to RMB1.66) per Share, after deduction of the underwriting fees and other related expenses payable by our Company and takes no account of any Shares which may be issued pursuant to the exercise of the Over-allotment Option. For the purpose of the estimated net proceeds from the New Issue, the amount stated in Hong Kong dollars has been converted from Renminbi into Hong Kong dollars at the rate of HK\$1 to RMB0.81.
- (c) The unaudited pro forma adjusted combined net tangible assets per Share is arrived at after the adjustments referred to in note b in the preceding paragraph and on the basis that 1,538,600,000 Shares were in issue assuming that the Global Offering has been completed on 31 December 2011 but takes no account of any Shares which may be issued upon the exercise of the Over-allotment Option.
- (d) As of 31 January 2012, our Group's property interests were valued by Vigers Appraisal & Consulting Limited, an independent professional surveyor, and the relevant property valuation report is set out in Appendix III to this prospectus. The net valuation surplus, representing the excess of market value of the properties over their book value as at 31 January 2012, is approximately RMB124.8 million. Such revaluation surplus has not been incorporated in our Group's combined financial statements for the year ended 31 December 2011 and will not be incorporated in the future financial statements of the Group. The above adjustment does not take into account the above revaluation surplus. Had the properties been stated in such valuation, an additional amortisation and depreciation of approximately RMB3.6 million per annum would have been charged against the combined statement of comprehensive income per annum.

**B. REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*The following is the text of a report from the reporting accountants of our Company, Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong in respect of the unaudited pro forma financial information for the purpose of incorporation in this prospectus.*

**ACCOUNTANTS' REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION****TO THE DIRECTORS OF JIANGNAN GROUP LIMITED**

We report on the unaudited pro forma financial information of Jiangnan Group Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group"), which has been prepared by the directors of the Company for illustrative purposes only, to provide information about how the proposed Global Offering might have affected the financial information presented, for inclusion in Appendix II to the Company's prospectus dated 10 April 2012 (the "Prospectus"). The basis of preparation of the unaudited pro forma financial information is set out on pages II-1 to II-2 to the prospectus.

**Respective responsibilities of directors of the Company and reporting accountants**

It is the responsibility solely of the directors of the Company to prepare the unaudited pro forma financial information in accordance with paragraph 29 of Chapter 4 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants.

It is our responsibility to form an opinion, as required by paragraph 29(7) of Chapter 4 of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

**Basis of opinion**

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 300 “Accountants’ Reports on Pro Forma Financial Information in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants. Our work consisted primarily of comparing the unadjusted financial information with source documents, considering the evidence supporting the adjustments and discussing the unaudited pro forma financial information with the directors of the Company. This engagement did not involve independent examination of any of the underlying financial information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the unaudited pro forma financial information has been properly compiled by the directors of the Company on the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purpose of the unaudited pro forma financial information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

Our work has not been carried out in accordance with the auditing standards or other standards and practices generally accepted in the United States of America or auditing standards of the Public Company Accounting Oversight Board (United States) and accordingly should not be relied upon as if it has been carried out in accordance with those standards.

The unaudited pro forma financial information is for illustrative purpose only, based on the judgements and assumptions of the directors of the Company, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in future and may not be indicative of the financial position of the Group as at 31 December 2011 or any future date.

**Opinion**

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled by the directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong

10 April 2012