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江南布衣⁺

JNBY Design Limited

江南布衣有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3306)

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was fully exercised by the Sole Global Coordinator (on behalf of the International Underwriters) on November 18, 2016 (after trading hours) in respect of 18,750,000 additional new Shares (the “**Over-allotment Shares**”), representing 15% of the Offer Shares initially available under the Global Offering. The Over-allotment Shares will be issued and allotted by the Company at HK\$6.40 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering. A further announcement will be made by the Company after the end of the stabilization period.

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was fully exercised by the Sole Global Coordinator (on behalf of the International Underwriters) on November 18, 2016 (after trading hours) in respect of 18,750,000 additional new Shares, representing 15% of the Offer Shares initially available under the Global Offering.

Pursuant to the stock borrowing agreement entered into between CCB International Capital Limited (“CCBI”) and Ninth Capital, CCBI has borrowed 18,750,000 Shares from Ninth Capital to cover over-allocations in the International Offering. The Over-allotment Shares will be used to facilitate the return in full to Ninth Capital of the 18,750,000 borrowed Shares.

The Over-allotment Shares will be issued and allotted by the Company at HK\$6.40 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price under the Global Offering. The Over-allotment Shares will be used to, among other things, cover over-allocations in the International Offering.

Approval for the listing and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Hong Kong Stock Exchange at 9:00 a.m. on November 23, 2016.

The shareholding structure of the Company immediately before and immediately after the completion of the issue and allotment of the Over-allotment Shares by the Company is as follows:

Shareholders	Immediately before issue and allotment of the Over-allotment Shares		Immediately after issue and allotment of the Over-allotment Shares	
	Number of Shares	Approximate percentage of the Company’s issued share capital (%) ⁽¹⁾	Number of Shares	Approximate percentage of the Company’s issued share capital (%) ⁽¹⁾
Li Personal Trust Nominee	12,000,000	2.40%	12,000,000	2.31%
RSU Nominee	12,000,000	2.40%	12,000,000	2.31%
Ninth Capital	150,500,000	30.10%	150,500,000	29.01%
Ninth Investment	150,500,000	30.10%	150,500,000	29.01%
Bright Sunshine ⁽²⁾	15,871,000	3.17%	15,871,000	3.06%
VNCR	34,129,000	6.83%	34,129,000	6.58%
Other public Shareholders (including Tianhai International Holdings Limited)	<u>125,000,000</u>	<u>25.00%</u>	<u>143,750,000</u>	<u>27.72%</u>
Total	<u>500,000,000</u>	<u>100%</u>	<u>518,750,000</u>	<u>100%</u>

(1) The percentage figures have been subject to rounding adjustments.

(2) Bright Sunshine’s shareholding includes 529,000 Shares which were distributed to its shareholder, who is an independent third party.

The additional net proceeds of approximately HK\$116.4 million from the issue of the Over-allotment Shares after deducting the underwriting commissions, transaction levy and trading fee relating to the exercise of the Over-allotment Option will be used by the Company for the purposes as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

Immediately after the allotment and issue of the Over-allotment Shares, the Company will continue to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules that at least 25% of the Company’s total issued share capital must at all times be held by the public.

A further announcement will be made by the Company at the end of the stabilization period in connection with the Global Offering, pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

By Order of the Board of Directors
JNBY Design Limited
Wu Jian
Chairman

Hong Kong, November 18, 2016

As of the date of this announcement, Mr. Wu Jian, Ms. Li Lin and Mr. Li Ming are the executive Directors; Mr. Wei Zhe and Mr. Zhang Beili are the non-executive Directors; and Mr. Lam Yiu Por, Ms. Han Min and Mr. Hu Huanxin are the independent non-executive Directors.