

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.



共创 共享 共成长

Guangdong Join-Share Financing Guarantee Investment Co., Ltd.*

廣東中盈盛達融資擔保投資股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1543)

- (I) PROPOSED INVESTOR SUBSCRIPTION AND THE PROPOSED ISSUE OF THE INVESTOR SUBSCRIPTION SHARES UNDER SPECIFIC MANDATE;**
(II) PROPOSED ISSUE OF THE MANAGEMENT SUBSCRIPTION SHARES UNDER SPECIFIC MANDATE AND CONNECTED TRANSACTION INVOLVING THE PROPOSED ISSUE OF THE MANAGEMENT SUBSCRIPTION SHARES TO CONNECTED PERSONS UNDER SPECIFIC MANDATE; AND
(III) PROPOSED AMENDMENTS TO THE ARTICLES

Financial Adviser to the Company



PROPOSED INVESTOR SUBSCRIPTION AND THE PROPOSED ISSUE OF THE INVESTOR SUBSCRIPTION SHARES UNDER SPECIFIC MANDATE

The Board is pleased to announce that the Company and the Subscriber entered into the Investor Subscription Agreement after trading hours on 15 May 2017, pursuant to which the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for, an aggregate of 223,096,020 Investor Subscription Domestic Shares and 74,364,000 Investor Subscription H Shares. The Investor Subscription Price for each Investor Subscription Domestic Share is to be determined by reference to the mechanism as set out in the section headed "Proposed Investor Subscription and the Proposed Issue of the Investor Subscription Shares under Specific Mandate – Investor Subscription Price" in this announcement. Further announcement(s) will be issued by the Company in respect of the Investor Subscription Price for the Investor Subscription Domestic Shares as soon as practicable after the price determination agreement is entered into between the Subscriber and the Company. The Investor Subscription Price for each Investor Subscription H Share is fixed at HK\$1.42 (approximately RMB1.26) per Investor Subscription H Share, which is the average closing price of the H Shares as quoted on the Stock Exchange over the last twenty (20) consecutive trading days preceding the date of the Investor Subscription Agreement.

The Investor Subscription Domestic Shares and the Investor Subscription H Shares to be allotted and issued to the Subscriber and/or its nominee(s) represent approximately 28.85% and 25.35% of the existing issued Domestic Shares and H Shares of the Company, respectively, as at the date of this announcement. The Investor Subscription Shares in aggregate represent approximately 27.89% of the existing issued share capital of the Company as at the date of this announcement. Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the Investor Subscription Completion and without taking into account the Management Subscription Shares to be issued pursuant to the Management Subscription Agreements, (i) the Investor Subscription Domestic Shares will represent approximately 22.39% of the enlarged issued Domestic Shares; (ii) the Investor Subscription H Shares will represent approximately 20.22% of the enlarged issued H Shares; and (iii) the Investor Subscription Shares in aggregate will represent approximately 21.81% of the enlarged issued share capital of the Company.

The net proceeds from the issue of the Investor Subscription Shares, after deducting relevant expenses, will be applied by the Company for (a) pursuing acquisition and merger opportunities when suitable target becomes available, in order to expand the Group's service mix and further consolidate the market position of the Group in the Guangdong Province or Pearl River Delta region; (b) developing the Group's existing business mainly through increasing the Group's capital contribution to the relevant subsidiaries of the Company; and (c) establishing a subsidiary for providing comprehensive internet financial and internet micro-credit services. For details, please refer to the section headed "Proposed Investor Subscription and the Proposed Issue of the Investor Subscription Shares under Specific Mandate – Use of Proceeds and Reasons for and Benefits of the Issue of the Investor Subscription Shares" in this announcement. Further announcement on the allocation of the net proceeds from the issue of the Investor Subscription Shares will be made by the Company as soon as practicable after the subscription price for the Investor Subscription Domestic Shares offered to the Subscriber has been determined.

The issue of the Investor Subscription Shares is subject to, among other things, the obtaining of the necessary approvals from the relevant regulatory authorities and the Specific Mandate to be approved by the Shareholders at the EGM and Class Meetings. Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Investor Subscription H Shares.

Following the Investor Subscription Completion, the Subscriber will become a substantial Shareholder, and the Shares to be held by it (and its nominee(s)) and the Shares held by Fuside upon Investor Subscription Completion, its associate would not count towards the public float. As a result, the number of H Shares to be held in the hands of the public will fall below the minimum requirement of 25% as required by the Rule 8.08 of the Listing Rules. The Company is currently considering various options, including possible placement by the Company of new H Shares to Independent Third Party(ies), to maintain or restore its public float upon or as soon as practicable following the Investor Subscription Completion. Further announcement(s) in respect of the Company's proposal to maintain or restore its public float will be made as and when appropriate pursuant to the Listing Rules.

PROPOSED ISSUE OF THE MANAGEMENT SUBSCRIPTION SHARES UNDER SPECIFIC MANDATE AND CONNECTED TRANSACTION INVOLVING THE PROPOSED ISSUE OF THE MANAGEMENT SUBSCRIPTION SHARES TO CONNECTED PERSONS UNDER SPECIFIC MANDATE

The Board is pleased to announce that the Company and each of the Management Subscribers (including the Connected Subscribers) entered into the respective Management Subscription Agreements after trading hours on 15 May 2017, pursuant to which, each of the Management Subscribers has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, an aggregate of 10,000,000 Management Subscription Shares, in cash, at the Aggregate Subscription Price. The Management Subscription Price per Management Subscription Share is to be determined by reference to the subscription price for each Investor Subscription Domestic Share offered to the Subscriber under the Investor Subscription Agreement. Further announcement(s) will be made by the Company in respect of the Management Subscription Price for the Management Subscription Shares as soon as practicable after the subscription price for the Investor Subscription Domestic Shares offered to the Subscriber under the Investor Subscription Agreement has been determined.

The Management Subscription Shares to be allotted and issued to the Management Subscribers represent approximately 1.29% and 0.94% of the existing issued Domestic Shares and existing issued share capital of the Company, respectively, as at the date of this announcement. Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the Management Subscription Completion and without taking into account the Investor Subscription Shares to be issued pursuant to the Investor Subscription Agreement, the Management Subscription Shares will represent approximately (i) 1.28% of the enlarged issued Domestic Shares; and (ii) approximately 0.93% of the enlarged issued share capital of the Company.

The issue of the Management Subscription Shares is subject to, among other things, the obtaining of the necessary approvals from the relevant regulatory authorities and the Specific Mandate to be approved by the Shareholders of the EGM and Class Meetings.

The Connected Subscribers namely, (i) Mr. Wu Liejin and Mr. Xie Yongdong, are executive Directors; (ii) Mr. Wang Wei and Mr. Liang Yi, are supervisors of the Company; and (iii) Mr. Zhang Deben, Mr. Ou Weiming, Ms. Lu Haoming and Mr. Zheng Zhengqiang, are directors of the subsidiary(ies) of the Company, and therefore are connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the issue of the Management Subscription Shares to the Connected Subscribers constitute connected transactions for the Company under Chapter 14A of the Listing Rules and such issue is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The remaining Management Subscribers are employees of the Group and none of them are a Director, supervisor, chief executive or substantial shareholder of the Company, or a Director during the 12 months prior to the date of this announcement, or their respective associates. Hence, such remaining Management Subscribers are not considered as connected persons of the Company under Chapter 14A of the Listing Rules.

The Investor Subscription and the Management Subscriptions are not inter-conditional upon each other, and the Management Subscription by each Management Subscriber is not inter-conditional upon the Management Subscriptions by other Management Subscribers.

PROPOSED AMENDMENTS TO THE ARTICLES

The Board proposed to make certain amendments to the Articles, in order to, among others, give effect to and reflect the change in the registered capital and shareholding structure of the Company as a result of the issue of the Investor Subscription Shares and the Management Subscription Shares (as the case may be).

The proposed amendments to the Articles are subject to approval by the Shareholders by way of special resolutions at the EGM and the Class Meetings, and the approval of and registration or filing with the relevant PRC government authorities.

Further information in respect of the proposed amendments to the Articles will be set out in the circular to be issued by the Company in relation to the Investor Subscription and the Management Subscriptions.

THE EGM AND THE CLASS MEETINGS

The EGM and the Class Meetings will be convened to consider and, if thought fit, to approve (i) the Investor Subscription Agreement, the Management Subscription Agreements and the transactions contemplated thereunder; (ii) the proposed increase in the issued share capital of the Company for the purpose of the Investor Subscription and the Management Subscriptions; (iii) the proposed grant of the Specific Mandate to the Board to issue and allot not more than 223,096,020 new Domestic Shares and 74,364,000 new H Shares to the Subscriber and/or its nominee(s) under the Investor Subscription Agreement and not more than 10,000,000 new Domestic Shares in aggregate to the Management Subscribers under the Management Subscription Agreements; and (iv) the proposed amendments to the Articles. The issue of the Investor Subscription Shares and the Management Subscription Shares under the Specific Mandate and the amendments to the Articles will be proposed by way of special resolutions at the EGM and each of the Class Meetings to be approved by the Shareholders.

The Subscriber and Fuside, which holds 33,002,680 Domestic Shares as at the date of this announcement, will abstain from voting at the EGM and the Class Meetings on the proposed resolutions regarding the Investor Subscription Agreement and the transactions contemplated thereunder, the proposed increase in the issued share capital of the Company for the purpose of the Investor Subscription, and the proposed grant of the Specific Mandate in relation to the Investor Subscription Shares.

As at the date of this announcement, the Connected Subscribers and their respective associates (including Foshan Venture Growth) are interested in, in aggregate, 71,200,351 Shares. As such, these Connected Subscribers, their respective associates and other Management Subscriber who are existing Shareholders (if any) will abstain from voting at the EGM and the Class Meetings on the proposed resolutions (to the extent relating to himself or herself) regarding the Management Subscription Agreements and the transactions contemplated thereunder, the proposed increase in the issued share capital of the Company for the purpose of the Management Subscriptions, and the proposed grant of the Specific Mandate in relation to the Management Subscription Shares.

GENERAL

The Independent Board Committee comprising all the independent non-executive Directors has been formed to advise the Independent Shareholders on the terms of the Management Subscription Agreements with the Connected Subscribers and the transactions contemplated thereunder and the issue of the Management Subscription Shares to the Connected Subscribers pursuant to the Specific Mandate. The Company has appointed Gram Capital as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, further information on (i) the Investor Subscription Agreement and the Management Subscription Agreements, and the transactions contemplated thereunder; (ii) the proposed issue of the Investor Subscription Shares and the Management Subscription Shares under the Specific Mandate; (iii) the proposed amendments to the Articles to give effect to the Investor Subscription Agreement, the Management Subscription Agreements and the transactions respectively contemplated thereunder; (iv) a letter of advice from the Independent Board Committee to the Independent Shareholders; (v) a letter of advice from Gram Capital to the Independent Board Committee and the Independent Shareholders; and (vi) notices of the EGM and the Class Meetings as well as the respective form of proxy and reply slip for the EGM and the Class Meetings will be despatched to the Shareholders as soon as reasonably practicable after the determination of the price of the Investor Subscription Domestic Shares.

As each of the Investor Subscription Completion and the Management Subscription Completion (as the case may be) is subject to the fulfilment of the respective condition(s) precedent as set out in each of the Investor Subscription Agreement and the Management Subscription Agreements, respectively, the Investor Subscription and the issue of the Investor Subscription Shares, the Management Subscriptions and the issue of the Management Subscription Shares (as the case may be) may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the H Shares.

PROPOSED INVESTOR SUBSCRIPTION AND THE PROPOSED ISSUE OF THE INVESTOR SUBSCRIPTION SHARES UNDER SPECIFIC MANDATE

The Board is pleased to announce that, after trading hours on 15 May 2017, the Company and the Subscriber entered into the Investor Subscription Agreement, pursuant to which the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for, the Investor Subscription Shares in cash at the Investor Subscription Price. Set forth below are the major terms of the Investor Subscription Agreement:

The Subscriber

Foshan Financial Investment Holdings Co., Ltd.* (佛山市金融投資控股有限公司)

Number of the Investor Subscription Shares to be issued

Pursuant to the Investor Subscription Agreement, the Subscriber has conditionally agreed to subscribe for the Investor Subscription Shares in cash comprising (i) 223,096,020 new Domestic Shares; and (ii) 74,364,000 new H Shares at the respective subscription prices as fixed in accordance with the manners described below.

As at the date of this announcement, the Investor Subscription Domestic Shares represent approximately 28.85% of the existing issued Domestic Shares, the Investor Subscription H Shares represent approximately 25.35% of the existing issued H Shares, and the Investor Subscription Shares in aggregate represent approximately 27.89% of the existing issued share capital of the Company.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the Investor Subscription Completion and without taking into account the Management Subscription Shares to be issued pursuant to the Management Subscription Agreements, (i) the Investor Subscription Domestic Shares will represent approximately 22.39% of the enlarged issued Domestic Shares; (ii) the Investor Subscription H Shares will represent approximately 20.22% of the enlarged issued H Shares; and (iii) the Investor Subscription Shares in aggregate will represent approximately 21.81% of the enlarged issued share capital of the Company.

Subject to the satisfaction of the conditions precedent of the Investor Subscription Agreement, the receipt of the Investor Subscription Price and the completion of the capital verification by the Company, the Investor Subscription Shares will be allotted and issued to the Subscriber and/or its nominee(s), on the date of the Investor Subscription Completion.

Investor Subscription Price

The Investor Subscription Price for each Investor Subscription Domestic Share is to be determined by reference to the net asset value of the Company per Share as at 31 December 2016 based on the data derived from (i) the audited consolidated financial information of the Company for the year ended 31 December 2016; and (ii) the Valuation Report to be issued by an independent valuer nominated by the Subscriber, together with other considerations including the recent trading performance of the H Shares, the prevailing market conditions, the non-listing status of the new Domestic Shares, the dividends and/or distribution payable by the Company since 31 December 2016 and up to the issue of the Investor Subscription Domestic Shares, and the strategic benefit afforded to the Company that may result from the proposed Investor Subscription. The Valuation Report is expected to be issued on or before 25 May 2017. The Subscriber and the Company will enter into a price determination agreement in respect of the determination of the Investor Subscription Price of the Investor Subscription Domestic Shares. Further announcement(s) will be issued by the Company in respect of the Investor Subscription Price for the Investor Subscription Domestic Shares as soon as practicable after the price determination agreement is entered into between the Subscriber and the Company.

As advised by the PRC legal adviser of the Company, the basis adopted for determining the Investor Subscription Price for the Investor Subscription Domestic Share does not violate any relevant PRC laws and regulations.

The Investor Subscription Price for each Investor Subscription H Share is fixed at HK\$1.42 (approximately RMB1.26) per Investor Subscription H Share, which is the average closing price of the H Shares as quoted on the Stock Exchange over the last twenty (20) consecutive trading days preceding the date of the Investor Subscription Agreement. Further, the Investor Subscription Price of HK\$1.42 (approximately RMB1.26) per Investor Subscription H Share represents:

- (i) equal to the closing price of HK\$1.42 per H Share as quoted on the Stock Exchange on 15 May 2017, being the date of the Investor Subscription Agreement;
- (ii) a discount of approximately 2.74% to the closing price of HK\$1.46 per H Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to 15 May 2017, being the date of the Investor Subscription Agreement; and
- (iii) a discount of approximately 1.39% to the closing price of HK\$1.44 per H Share as quoted on the Stock Exchange for the ten (10) consecutive trading days immediately prior to 15 May 2017, being the date of the Investor Subscription Agreement.

The aggregated amount of the Investor Subscription Price for the Investor Subscription H Shares is HK\$105.60 million (approximately RMB93.46 million).

Pursuant to the Investor Subscription Agreement, the aggregate Investor Subscription Price for the Investor Subscription Shares shall be payable in cash by way of bank transfer to the bank account(s) designated by the Company within three (3) Business Days after the satisfaction of the conditions precedent set out in the Investor Subscription Agreement (or such other date and time to be agreed in writing by the Subscriber and the Company), after which the Company will engage a qualified auditor to conduct capital verification of the payment made by the Subscriber and to issue a capital verification report.

The Investor Subscription Completion shall take place on the third Business Day (or any other day and time agreed in writing between the Company and the Subscriber) after completion and issue of the capital verification report by a qualified auditor engaged by the Company on the Investor Subscription Price received from the Subscriber.

Lock-up period

The Investor Subscription H Shares and the Investor Subscription Domestic Shares to be issued under the Investor Subscription Agreement are subject to a lock-up period of 12 months and 60 months, respectively, commencing from the date on which the Subscriber and/or its nominees are registered as the holders of the relevant Investor Subscription Shares.

Conditions precedent

Investor Subscription Completion is conditional upon the satisfaction (or waiver, if applicable) of the conditions below:

- (i) the Board and the Shareholders (at the EGM and the Class Meetings) approving the following matters in accordance with the Articles and the relevant requirements under the Listing Rules:
 - (a) the Investor Subscription Agreement and all the transactions contemplated thereunder;
 - (b) the increase in the share capital of the Company by the addition of up to 223,096,020 new Domestic Shares and 74,364,000 new H Shares pursuant to the Investor Subscription Agreement;
 - (c) the grant of the proposed Specific Mandate to the Board to issue and allot not more than 223,096,020 new Domestic Shares and 74,364,000 new H Shares pursuant to the Investor Subscription Agreement; and
 - (d) all other resolutions to give effect to the Investor Subscription Agreement and all the transactions contemplated thereunder;
- (ii) the Subscriber having obtained all necessary internal approvals including approval from its board of directors and shareholders in accordance with its articles of association for entering into of the Investor Subscription Agreement and all the transactions contemplated thereunder;
- (iii) each of the Company and the Subscriber having obtained the necessary approvals and consents from the relevant regulatory authorities, including the approval from the Stock Exchange for the listing of, and permission to deal in, the Investor Subscription H Shares; and
- (iv) the representations and warranties made by the Company and the Subscriber under the Investor Subscription Agreement shall be true, accurate and complete in all material aspects and not misleading as of the date of the Investor Subscription Agreement and as of the Investor Subscription Completion Date as though made at that time.

Except for (iv), none of the above conditions may be waived by any party to the Investor Subscription Agreement and therefore, if any conditions above cannot be satisfied on or before the Long Stop Date, the Investor Subscription Agreement shall be automatically terminated and all rights and obligations thereunder shall cease and terminate and none of the parties thereto shall have any claim against the other save for obligations expressed to survive such termination and any antecedent breach.

The Subscriber has further undertaken, and has procured its nominee(s) and associate(s) to undertake, that in the absence of the Company's prior written consent and save as the Investor Subscription, the Subscriber, its nominee(s) and associate(s) will not, through any means, increase its direct or indirect shareholding or equity interest of the Company.

USE OF PROCEEDS AND REASONS FOR AND BENEFITS OF THE ISSUE OF THE INVESTOR SUBSCRIPTION SHARES

Assuming the Investor Subscription is successfully completed, the net proceeds from the issue of the Investor Subscription Shares, after deducting relevant expenses, will be applied by the Company as follows:

- approximately 60% will be used for pursuing acquisition and merger opportunities when suitable target becomes available, in order to expand the Group's service mix and further consolidate the market position of the Group in the Guangdong Province or Pearl River Delta region. The Group will carefully assess and select suitable targets which have sound track record of providing financial-related services in Guangdong Province or Pearl River Delta region with stable financial performance, and whose business could create synergy or be complementary with that of the Group.
- approximately 20% will be used for developing the Group's existing business including its guarantee business, loan business for small and medium enterprises ("SMEs") mainly through increasing the Group's capital contribution to the relevant subsidiaries of the Company;
- approximately 20% will be used for establishing a subsidiary for providing comprehensive internet financial and internet micro-lending services. The Directors believe that such expansion strategy would allow the Group to increase its integrated strengths by evolving its business lines with the use of an internet-based platform and technology, which is in line with the prevailing market trend, and would also allow the Group to tap into the fast-growing Fin-Tech sector for its services in light of the blooming of the e-commerce and online business in the PRC as well as the continuing regulatory support such as the "Internet Plus" policy announced in the PRC. In addition, leveraging on the online technology as well as a large number of potential online users in the PRC, couple with the Group's sound risk management, it is expected that the expansion of the Group's business into this sector will effectively expand its customer base at lower cost, create business opportunity from those potential customers who could meet the Group's selection criteria, and fulfilling the Group's long-term development strategy. The Group will obtain all necessary approvals from the competent regulatory authorities in the PRC before commencing its internet financial and internet micro-credit businesses.

Further announcement on the details of the net proceeds from the issue of the Investor Subscription Shares will be made by the Company as soon as practicable after the subscription price for the Investor Subscription Domestic Shares offered to the Subscriber has been determined.

It is the strategy of the Group to continue to develop its core business while seeking to increase profitability and achieve long-term growth through continuous optimisation of its service mix and expanding its footprint in new segment(s) that could complement the Group's business or create synergy. In this regard, the Directors are of the view that the proposed issue of the Investor Subscription Shares offers a good opportunity to the Group as it will not only provide funding for its existing operations, but also surplus capital for funding potential future acquisition and for further expansion of its capital base of its different business, namely, guarantee and lending business for SMEs, as well as for new business lines such as internet financial and micro-lending services, thereby reinforcing the Company's comprehensive strength and growth potential. Besides, the Investor Subscription is expected to bring strategic benefit to the Company. Through establishing and enhancing the cooperative relationship between the Company and the Subscriber, which is a reputable state-owned enterprise, such relationship is expected to benefit the Group as it would allow the Group to leverage on the experience and reputation of the Subscriber to further develop its business network and enrich its service offering, to create future business opportunity such as to introduce new customers which could fulfil the Group's requirement through referral by the Subscriber, and to elevate the Group's corporate profile in the market. The Investor Subscription would also increase the information exchanges and interactions between the management and staff of the Group and the Subscriber, facilitating the professional development of the Group's staff as well as strengthening the Group's corporate governance.

Having considered, among other things, the foregoing reasons for and benefits of the issue of the Investor Subscription Shares, the Directors are of the view that the terms of the Investor Subscription Agreement (including the mechanism for determining pricing in respect of the Investor Subscription Shares to be issued as set out in the Investor Subscription Agreement) and the issue of the Investor Subscription Shares are fair and reasonable based on the current market conditions and are in the interests of the Company and the Shareholders as a whole.

PROPOSED ISSUE OF THE MANAGEMENT SUBSCRIPTION SHARES UNDER SPECIFIC MANDATE AND CONNECTED TRANSACTION INVOLVING THE PROPOSED ISSUE OF THE MANAGEMENT SUBSCRIPTION SHARES TO CONNECTED PERSONS UNDER SPECIFIC MANDATE

The Board is pleased to announce that, after trading hours on 15 May 2017, the Company and each of the Management Subscribers (including the Connected Subscribers) entered into the respective Management Subscription Agreements, pursuant to which the Company has conditionally agreed to allot and issue, and each of the Management Subscribers have conditionally agreed to subscribe for, the Management Subscription Shares in cash at the Management Subscription Price. Set forth below are the major terms of the Management Subscription Agreements:

The Management Subscribers and number of the Management Subscription Shares to be issued

There are totally 76 Management Subscribers. Pursuant to the Management Subscription Agreements, each of the Management Subscribers has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, such number of Management Subscription Shares as set out against his/her name as follows:

Management Subscriber	Position	Number of Management Subscription Shares	Approximate percentage of the total Management Subscription Shares (%)
Mr. Wu Liejin (吳列進先生)*	Director of the Company	830,000	8.30%
Mr. Xie Yongdong (謝勇東先生)* (Notes 1 & 6)	Director of the Company	800,000	8.00%
Mr. Wang Wei (王維先生)* (Note 6)	Supervisor of the Company	60,000	0.60%
Mr. Liang Yi (梁毅先生)* (Note 6)	Supervisor of the Company	80,000	0.80%
Mr. Zhang Deben (張德本先生)* (Notes 2 & 6)	Director of subsidiaries of the Company	212,000	2.12%
Mr. Ou Weiming (歐偉明先生)* (Notes 3 & 6)	Director of a subsidiary of the Company	500,000	5.00%
Ms. Lu Haoming (陸皓明女士)* (Notes 4 & 6)	Director of a subsidiary of the Company	150,000	1.50%
Mr. Zheng Zhengqiang (鄭正強先生)* (Notes 5 & 6)	Director of a subsidiary of the Company	162,000	1.62%
Other Management Subscribers		7,206,000	72.06%
Total		<u>10,000,000</u>	<u>100.00%</u>

* *Connected Subscribers*

Notes:

- (1) Mr. Xie Yongdong is an executive director of the Company. He is the general partner of Foshan Venture Growth and can solely exercise control over Foshan Venture Growth. Therefore, he is deemed to be interested in 39,920,000 Domestic Shares held by Foshan Venture Growth.
- (2) Mr. Zhang Deben is a director of each of (i) Anhui Join-Share Financing Guarantee Co., Ltd. (安徽中盈盛達融資擔保有限公司), a 51%-owned subsidiary of the Company; and (ii) Hefei Join-Share Consultancy Service Co., Ltd. (合肥中盈盛達諮詢服務有限公司), a 51%-owned subsidiary of the Company.
- (3) Mr. Ou Weiming is a managing director of Foshan Chancheng Join-Share Micro Credit Co., Ltd. (佛山禪城中盈盛達小額貸款有限公司) (“**Foshan Micro Credit**”), a 50.44%-owned subsidiary of the Company.
- (4) Ms. Lu Haoming is a director of Foshan Micro Credit, a 50.44%-owned subsidiary of the Company.
- (5) Mr. Zheng Zhengqiang is a director of Foshan Micro Credit, a 50.44%-owned subsidiary of the Company.
- (6) In respect of the interests in Foshan Venture Growth, as at the date of the this announcement, (a) 22.6% of interests in Foshan Venture Growth is held by Mr. Xie Yongdong, (b) 8.4%, 5.3%, 5.0%, 2.5%, 1.6% and 1.5% interests in Foshan Venture Growth were held by Ms. Lu Haoming, Mr. Ou Weiming, Mr. Zhang Deben, Mr. Zheng Zhengqiang, Mr. Liang Yi and Mr. Wang Wei, respectively; and (c) the remaining interests in Foshan Venture Growth are held by 42 management members and key personnels of our Company, none of whom holds more than 5% of the capital contribution of Foshan Venture Growth.

As at the date of this announcement, the Management Subscription Shares in aggregate represent approximately 1.29% of the existing issued Domestic Shares and the Management Subscription Shares in aggregate represent approximately 0.94% of the existing issued share capital of the Company.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the Management Subscription Completion and without taking into account the Investor Subscription Shares to be issued pursuant to the Investor Subscription Agreement, the Management Subscription Shares will represent (i) approximately 1.28% of the enlarged issued Domestic Share; and (ii) approximately 0.93% of the enlarged issued share capital of the Company, respectively.

Subject to the satisfaction of the conditions precedent of the Management Subscriptions, the receipt of the Management Subscription Price, and the completion of the capital verification by the Company, the Management Subscription Shares will be allotted and issued to the Management Subscribers on the date of the Management Subscription Completion.

Management Subscription Price

The Management Subscription Price per Management Subscription Share is to be determined by reference to the subscription price for each Investor Subscription Domestic Share offered to the Subscriber under the Investor Subscription Agreement.

Further announcement(s) will be made by the Company in respect of the Management Subscription Price for the Management Subscription Shares as soon as practicable after the subscription price for the Investor Subscription Domestic Shares offered to the Subscriber under the Investor Subscription Agreement has been determined.

Pursuant to each Management Subscription Agreement, the Management Subscription Price for the Management Subscription Shares shall be payable by each Management Subscriber in cash by way of bank transfer to the bank account(s) designated by the Company within three (3) Business Days after the satisfaction of the conditions precedent set out in the respective Management Subscription Agreement (or such other date and time to be agreed in writing by the relevant Management Subscriber and the Company).

Completion of the Management Subscriptions shall take place on the third Business Day (or any other day and time agreed in writing between the Company and the Management Subscribers) after completion and issue of the capital verification report by a qualified auditor engaged by the Company on the Management Subscription Price received from all Management Subscribers.

Lock-up period

The Management Subscription Shares to be issued under each of the Management Subscription Agreements are subject to a lock-up period of 36 months commencing from the date on which the relevant Management Subscriber is registered as the holder of the relevant Management Subscription Shares.

Conditions precedent

Management Subscription Completion under each of the Management Subscription Agreements is conditional upon the satisfaction (or waiver, if applicable) of the conditions below:

- (i) the Board and the Shareholders (at the EGM and the Class Meetings) approving the following matters in accordance with the Articles and the relevant requirements under the Listing Rules:
 - (a) the Management Subscription Agreement and all the transactions contemplated thereunder;

- (b) the increase in the share capital of the Company by the addition of the new Domestic Shares agreed to be subscribed by the relevant Management Subscriber pursuant to the Management Subscription Agreement;
 - (c) the grant of the proposed Specific Mandate to the Board to issue and allot the new Domestic Shares agreed to be subscribed by the relevant Management Subscriber pursuant to the Management Subscription Agreement; and
 - (d) all other resolutions to give effect to the Management Subscription Agreement and all the transactions contemplated thereunder;
- (ii) each of the parties to the Management Subscription Agreement having obtained the necessary approvals and consents from the relevant regulatory authorities; and
 - (iii) the representations and warranties made by the Company and the relevant Management Subscriber under the Management Subscription Agreement shall be true, accurate and complete in all material aspects and not misleading.

The Management Subscriptions and the Investor Subscription are not inter-conditional upon each other, and the Management Subscription by each Management Subscriber is not inter-conditional upon the Management Subscriptions by other Management Subscribers.

USE OF PROCEEDS AND REASONS FOR AND BENEFITS OF THE ISSUE OF THE MANAGEMENT SUBSCRIPTION SHARES

Assuming the Management Subscriptions are successfully completed, the net proceeds from the issue of Management Subscription Shares, after deducting relevant expenses, will be applied by the Company for working capital and general corporate purposes.

The Directors believe that the issue of Management Subscription Shares will motivate the key management and employees of the Company, establish a mid-to-long-term incentive plan, realise the maximisation of value for the Company and the Shareholders, and effectively align the interests of the Shareholders, the Company and its employees with a view to ensuring the long-term and sound development of the Company. Having considered, among other things, the foregoing reasons for and benefits of the issue of Management Subscription Shares, the Directors (other than the independent non-executive Directors who will form their view after being advised by the Independent Financial Adviser) are of the view that the terms of the Management Subscription Agreements (including the mechanism for determining pricing in respect of the Management Subscription Shares to be issued as set out in the Management Subscription Agreement) and the issue of Management Subscription Shares are fair and reasonable based on the current market conditions and are in the interest of the Company and the Shareholders as a whole.

RANKING OF THE INVESTOR SUBSCRIPTION SHARES AND MANAGEMENT SUBSCRIPTION SHARES

The new Domestic Shares to be issued and allotted under the Investor Subscription Agreement and the Management Subscription Agreements (as the case may be) will rank pari passu in all respects with the then existing Domestic Shares in issue, and the new H Shares to be issued and allotted under the Investor Subscription Agreement will rank pari passu in all respects with the then existing H Shares in issue, including the right to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of these new Domestic Shares and these new H Shares (as the case may be) in their fully-paid form.

APPLICATION FOR LISTING

As the new Domestic Shares to be issued and allotted under the Investor Subscription Agreement and the Management Subscription Agreements will not be listed and traded on the Main Board of the Stock Exchange, no application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, these new Domestic Shares.

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the new H Shares to be issued and allotted under the Investor Subscription Agreement.

INFORMATION ON THE COMPANY

Based in Foshan, Guangdong province, the PRC, the Company and its subsidiaries are principally providing guarantee and other related services and entrusted loans for small-to-medium enterprises and individual business proprietors in order to address their varying financing and business needs. The Group also provides micro-lending to SMEs, individual business proprietors and individuals. Since its establishment in Foshan, Guangdong province, the PRC, in 2003, the Group's business network has been significantly expanded to cover all the major cities in Guangdong province and certain cities in Anhui province, the PRC.

INFORMATION ON THE SUBSCRIBER

Foshan Financial Investment Holdings Co., Ltd.* (佛山市金融投資控股有限公司) is a limited liability company established under the laws of the PRC and is currently wholly-owned by the State-owned Assets Supervision and Administration Commission of Foshan People's Government (佛山市人民政府國有資產監督管理委員會). As of the date of this announcement, Fuside, an existing Shareholder, is held as to 40% by the Subscriber. The Subscriber is principally engaged in the operation, management, ownership transfer and trading of state-owned assets under entrustment, and providing related services pertaining to investment in, control of, equity participation in, management of and consultation on state-owned assets; real estate development and property management; and financial investment, science and technology investment, construction and management of industrial parks, capital management, fund management, investment consulting and financial advising in Guangdong Province, the PRC.

To the best information, knowledge and belief of the Directors, after making all reasonable enquiries, the Subscriber and its ultimate beneficial owner(s) are Independent Third Parties as at the date of this announcement. However, immediately following the Investor Subscription Completion, the Subscriber and its nominee(s) will together hold more than 10% of the voting power at any general meeting of the Company and hence, will become a connected person of the Company pursuant to Rule 14A.07(1) of the Listing Rules. Since Fuside is held as to 40% by the Subscriber, Fuside will become an associate of the Subscriber, and therefore a connected person of the Company, upon the Investor Subscription Completion.

INFORMATION ON THE MANAGEMENT SUBSCRIBERS

The Management Subscribers are the key personnel of the business operation units of the Group or the management members of the Group with the rank above the general manager assistant. Among these Management Subscribers, (i) Mr. Wu Liejin and Mr. Xie Yongdong are executive Directors; (ii) Mr. Wang Wei and Mr. Liang Yi are supervisors of the Company; and (iii) Mr. Zhang Deben, Mr. Ou Weiming, Ms. Lu Haoming and Mr. Zheng Zhengqiang are directors of the subsidiary(ies) of the Company.

POTENTIAL EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY AND PUBLIC FLOAT

As at the date of this announcement, the number of issued Shares is 1,066,666,667 Shares, comprising 773,333,333 Domestic Shares and 293,333,334 H Shares.

The shareholding structures of the Company (i) as at the date of this announcement; (ii) immediately after the Investor Subscription Completion; (iii) immediately after the Management Subscription Completion; and (iv) immediately after the Investor Subscription Completion and the Management Subscription Completion (assuming

there is no change in the issued share capital of the Company and the Shares held by the Subscriber and the Management Subscribers since the date of this announcement and up to the Investor Subscription Completion and the Management Subscription Completion, save for the issue of the Investor Subscription Shares and the Management Subscription Shares, are set out as follows:

Share Class	As at the date of the announcement		Immediately after Investor Subscription Completion (without taking into account the Management Subscription Completion)		Immediately after Management Subscription Completion (without taking into account the Investor Subscription Completion)		Immediately after the Investor Subscription Completion and the Management Subscriptions Completion		
	Approximate % of the total		Approximate % of the total		Approximate % of the total		Approximate % of the total		
	No. of shares	issued Shares	No. of shares	issued Shares	No. of shares	issued Shares	No. of shares	issued Shares	
Non-public Shareholders									
Mr. Wu Liejin (吳列進先生)	Domestic Shares	31,280,351	2.93	31,280,351	2.29	32,110,351	2.98	32,110,351	2.34
Mr. Xie Yongdong (謝勇東先生)	Domestic Shares	39,920,000	3.74	39,920,000	2.93	40,720,000	3.78	40,720,000	2.96
(Note 2)	Domestic Shares	39,920,000	3.74	39,920,000	2.93	40,720,000	3.78	40,720,000	2.96
Mr. Huang Guoshen (黃國深先生)	Domestic Shares	41,760,000	3.91	41,760,000	3.06	41,760,000	3.88	41,760,000	3.04
Ms. Wu Yanfen (吳艷芬女士)	Domestic Shares	29,700,000	2.78	29,700,000	2.18	29,700,000	2.76	29,700,000	2.16
Mr. Wang Wei (王維先生)	Domestic Shares	-	-	-	-	60,000	0.01	60,000	0.00
Mr. Liang Yi (梁毅先生)	Domestic Shares	-	-	-	-	80,000	0.01	80,000	0.01
Mr. Zhang Deben (張德本先生)	Domestic Shares	-	-	-	-	212,000	0.02	212,000	0.02
Mr. Ou Weiming (歐偉明先生)	Domestic Shares	-	-	-	-	500,000	0.05	500,000	0.04
Ms. Lu Haoming (陸皓明女士)	Domestic Shares	-	-	-	-	150,000	0.01	150,000	0.01
Mr. Zheng Zhengqiang (鄭正強先生)	Domestic Shares	-	-	-	-	162,000	0.02	162,000	0.01
Fuside (Note 3)	Domestic Shares	33,002,680	3.09	33,002,680	2.42	33,002,680	3.07	33,002,680	2.40
The Subscriber	Domestic Shares	-	-	223,096,020	16.35	-	-	223,096,020	16.24
	H Shares	-	-	74,364,000	5.45	-	-	74,364,000	5.41
Public shareholders (including Management Subscribers who are not Connected Subscribers)									
	Domestic Shares	597,670,302	56.03	597,670,302	43.81	604,876,302	56.18	604,876,302	44.02
	H Shares	293,333,334	27.50	293,333,334	21.50	293,333,334	27.24	293,333,334	21.35
Total		<u>1,066,666,667</u>	<u>100.00</u>	<u>1,364,126,687</u>	<u>100.00</u>	<u>1,076,666,667</u>	<u>100.00</u>	<u>1,374,126,687</u>	<u>100.00</u>

Notes:

- Certain percentage figures included in this table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.
- Mr. Xie Yongdong is the only general partner of Foshan Venture Growth, which is a limited partnership directly holding 39,920,000 Domestic Shares. As Mr. Xie Yongdong, being the general partner, can solely exercise control over Foshan Venture Growth, he is deemed to be interested in the 39,920,000 Domestic Shares held by Foshan Venture Growth.
- Ms. Gu Lidan, a non-executive Director, is the chairwoman of board of directors and general manager of Fuside. As at the date of this announcement, Fuside is owned as to 40% by the Subscriber and as to 60% by Guangdong Foshan Power Co., Ltd. (廣東佛山電力股份有限公司), a state-controlled entity in the PRC.

Following the Investor Subscription Completion, the Subscriber will become a substantial Shareholder and the Shares to be held by it (and its nominee(s)) and the Shares held by Fuside, its associate, upon the Investor Subscription Completion, would not count towards the public float. As a result, assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the Investor Subscription Completion, immediately after Investor Subscription Completion, the number of H Shares to be held in the hands of the public will fall below the minimum requirement of 25% as required by Rule 8.08 of the Listing Rules. The Company is currently considering various options, including possible placement by the Company of new H Shares to Independent Third Party(ies), to maintain or restore its public float upon or as soon as practicable following the Investor Subscription Completion. Further announcement(s) in respect of the Company's proposal to maintain or restore its public float will be made as and when appropriate pursuant to the Listing Rules.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any fund raising activities in relation to the issue of equity securities of the Company in the past twelve months prior to the date of this announcement.

REPORT ON USE OF PROCEEDS FROM PREVIOUS FUND RAISING ACTIVITY

Reference is made to the prospectus and the announcement of the Company dated 11 December 2015 and 26 September 2016, respectively, in connection with the change in the use of net proceeds from the global offering of its H Shares, which was completed on 23 December 2015 (the “**Global Offering**”).

As of the date of this announcement, the Company has a balance of net proceeds from the Global Offering of approximately HK\$120 million, of which (i) approximately HK\$48 million has been allocated to develop financing guarantee business, establish new subsidiaries and branches (including those in Dongguan, Yunfu and Zhuhai, Guangdong province, the PRC) and increase the capital base for financing guarantee and expand the Group's business in order to enhance competitive advantage in the financing guarantee market; (ii) approximately HK\$14 million has been allocated to develop SMEs lending business, establish new subsidiaries and increase capital base in order to expand the Group's SME lending business and improve its status in the market; and (iii) approximately HK\$58 million has been allocated to develop finance lease business, establish new finance lease subsidiaries and explore and optimise related industries and establish a finance lease company. Further announcement on the above mentioned transactions will be made by the Company in accordance with the Listing Rules as and when appropriate.

PROPOSED AMENDMENTS TO THE ARTICLES

The Board proposed to make certain amendments to the Articles, in order to, among others, give effect to and reflect the change in the registered capital and the shareholding structure of the Company as a result of the issue of the Investor Subscription Shares and the Management Subscription Shares (as the case may be). The proposed amendments to the Articles are subject to approval by the Shareholders by way of special resolutions at the EGM and the Class Meetings, and the approval of and registration or filing with the relevant PRC government authorities. Further information in respect of the proposed amendments to the Articles will be set out in the circular to be issued by the Company in relation to the Investor Subscription and the Management Subscriptions.

LISTING RULE IMPLICATIONS

Specific mandate to issue the Investor Subscription Shares and the Management Subscription Shares

As the Investor Subscription and the Management Subscriptions involve the issue of new H Shares and new Domestic Shares under the Specific Mandate, the approval of the Shareholders by way of special resolutions at the EGM and the Class Meetings would be required pursuant to Rule 19A.38 of the Listing Rules.

Further, under the Management Subscriptions, some of the Management Subscribers, namely, (i) Mr. Wu Liejin and Mr. Xie Yongdong are executive Directors; (ii) Mr. Wang Wei and Mr. Liang Yi are supervisors of the Company; and (iii) Mr. Zhang Deben, Mr. Ou Weiming, Ms. Lu Haoming and Mr. Zheng Zhengqiang, are directors of the subsidiary(ies) of the Company. Therefore, such Management Subscribers are connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, the issue of the Management Subscription Shares to the Connected Subscribers constitute connected transactions for the Company under Chapter 14A of the Listing Rules and such issue is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The remaining Management Subscribers are employees of the Group and none of them are a Director, supervisor, chief executive or substantial shareholder of the Company, or a Director during the 12 months prior to the date of this announcement, or their respective associates. Hence, such remaining Management Subscribers are not considered as connected persons of the Company under Chapter 14A of the Listing Rules.

THE EGM AND THE CLASS MEETINGS

The EGM and the Class Meetings will be convened to consider and, if thought fit, to approve (i) the Investor Subscription Agreement, the Management Subscription Agreements and the transactions contemplated thereunder; (ii) the proposed increase in the issued share capital of the Company for the purpose of the Investor Subscription and the Management Subscriptions; (iii) the proposed grant of the Specific Mandate to the Board to issue and allot not more than 223,096,020 new Domestic Shares and 74,364,000 new H Shares to the Subscriber and/ or its nominees under the Investor Subscription Agreement and not more than 10,000,000 new Domestic Shares in aggregate to the Management Subscribers under the Management Subscription Agreements; and (iv) the proposed amendments to the Articles. The issue of the Investor Subscription Shares and the Management Subscription Shares under the Specific Mandate and the amendments to the Articles will be proposed by way of special resolutions at the EGM and each of the Class Meetings to be approved by the Shareholders.

Any Shareholder who has a material interest in the Investor Subscription Agreement, the Management Subscription Agreement and the transactions contemplated thereunder shall abstain from voting on the relevant resolutions to be proposed at the EGM and the Class Meetings. The Subscriber and Fuside, which holds 33,002,680 Domestic Shares as at the date of this announcement, will abstain from voting at the EGM and the Class Meetings on the proposed resolutions regarding the Investor Subscription Agreement and the transactions contemplated thereunder, the proposed increase in the issued share capital of the Company for the purpose of the Investor Subscription, and the proposed grant of the Specific Mandate in relation to the Investor Subscription Shares.

As at the date of this announcement, the Connected Subscribers and their respective associates (including Foshan Venture Growth) are interested, in aggregate, in 71,200,351 Shares. As such, these Connected Subscribers and their respective associates and other Management Subscribers who are existing Shareholders (if any) will abstain from voting at the EGM and the Class Meetings on the proposed resolutions (to the extent relating to himself or herself) regarding the Management Subscription Agreements and the transactions contemplated thereunder, the proposed increase in the issued share capital of the Company for the purpose of the Management Subscriptions, and the proposed grant of the Specific Mandate in relation to the Management Subscription Shares.

GENERAL

The Independent Board Committee comprising all the independent non-executive Directors has been formed to advise the Independent Shareholders on the terms of the Management Subscription Agreements entered into with the Connected Subscribers and the transactions contemplated thereunder and the issue of the Management Subscription Shares to the Connected Subscribers pursuant to the Specific Mandate. The Company has appointed Gram Capital as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, further information on (i) the Investor Subscription Agreement, the Management Subscription Agreements and the transactions contemplated thereunder; (ii) the proposed issue of the Investor Subscription Shares and the Management Subscription Shares under the Specific Mandate, (iii) the proposed amendments to the Articles to give effect to the Investor Subscription Agreement, the Management Subscription Agreements and the transactions contemplated thereunder; (iv) a letter of advice from the Independent Board Committee to the Independent Shareholders; (v) a letter of advice from Gram Capital to the Independent Board Committee and the Independent Shareholders; and (vi) notices of the EGM and the Class Meetings and the respective form of proxy and reply slip for the EGM and the Class Meetings, will be despatched to the Shareholders as soon as reasonably practicable after the determination of the price of the Investor Subscription Domestic Shares.

As each of the Investor Subscription Completion and the Management Subscription Completion (as the case may be) is subject to the fulfilment of the respective condition(s) precedent as set out in the Investor Subscription Agreement and the Management Subscription Agreements, respectively, the Investor Subscription and the issue of the Investor Subscription Shares, the Management Subscriptions and the issue of the Management Subscription Shares (as the case may be) may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the H Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms will have the following meanings:

“%”	per cent
“Articles”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	any weekday (excluding Saturday, Sunday, public holiday in Hong Kong or PRC and any day on which a tropical cyclone warning signal number 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9 a.m. and 4 p.m.) on which banks generally are open for business in Hong Kong and the PRC
“Class Meetings”	the Domestic Shareholders Class Meeting and H Shareholders Class Meeting

“Company”	Guangdong Join-Share Financing Guarantee Investment Co., Ltd.* (廣東中盈盛達融資擔保投資股份有限公司)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Connected Subscribers”	Mr. Wu Liejin, Mr. Xie Yongdong, Mr. Wang Wei, Mr. Liang Yi, Mr. Zhang Deben, Mr. Ou Weiming, Ms. Lu Haoming and Mr. Zheng Zhengqiang
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary domestic share(s) of the Company with a nominal value of RMB1.00 each in the share capital of the Company
“Domestic Shareholders Class Meeting”	the class meeting of the Domestic Shareholders to be convened to consider, and if thought fit, to approve the Investor Subscription Agreement, the Management Subscription Agreements and the transaction contemplated thereunder, the grant of the proposed Specific Mandate, the proposed increase in the issued share capital of the Company for the purpose of the Investor Subscription and the Management Subscriptions, and the proposed amendments to the Articles
“EGM”	the extraordinary general meeting of the Company to be convened to consider, and if thought fit, to approve the Investor Subscription Agreement, the Management Subscription Agreement and the transaction thereunder, the grant of the proposed Specific Mandate, the proposed increase in the issued share capital of the Company for the purpose of the Investor Subscription and the Management Subscriptions and the proposed amendments to the Articles
“Foshan Venture Growth”	Foshan Venture Growth Investment Centre L.P. (佛山創業成長投資中心(有限合夥)), a limited partnership established in the PRC which is directly holding 39,920,000 Domestic Shares as at the date of this announcement
“Fuside”	Foshan Fuside Infrastructure Investment Co., Ltd. (佛山市富思德基礎設施投資有限公司), a company established in the PRC which is directly holding 33,002,680 Domestic Shares as at the date of this announcement

“Gram Capital” or “Independent Financial Adviser”	Gram Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the issue of the Management Subscription Shares under the Specific Mandate and the transactions contemplated thereunder
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and are traded in Hong Kong dollars
“H Shareholder(s)”	the holder(s) of H Shares
“H Shareholders Class Meeting”	the class meeting of the H Shareholders to be convened to consider, and if thought fit, to approve the Investor Subscription Agreement, the Management Subscription Agreement and the transaction contemplated thereunder, the grant of the proposed Specific Mandate, the proposed increase in the issued share capital of the Company for the purpose of the Investor Subscription and the Management Subscriptions, and the proposed amendments to the Articles
“HK\$” or “Hong Kong Dollar”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent board committee of the Board comprising all the independent non-executive Directors established for the purpose of advising the Independent Shareholders on the issue of the Management Subscription Shares to the Connected Subscribers under the Specific Mandate and the transactions contemplated thereunder

“Independent Shareholder(s)”	Shareholders who are allowed to vote on the resolutions approving the issue of the Investor Subscription Shares and the Management Subscription Shares under the Specific Mandate and the transactions contemplated thereunder
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company, any of the Directors, chief executive or substantial Shareholders of the Company or any of its subsidiaries or any of their respective associates (as defined in the Listing Rules)
“Investor Subscription”	the subscription of the Investor Subscription Shares by the Subscriber (or the entities nominated by it) pursuant to the Investor Subscription Agreement
“Investor Subscription Agreement”	the conditional subscription agreement entered into between the Company and the Subscriber dated 15 May 2017 in relation to the Investor Subscription
“Investor Subscription Completion”	completion of the Investor Subscription in accordance with the terms of the Investor Subscription Agreement
“Investor Subscription Completion Date”	the date falling on the third Business Day after completion and issue of the capital verification report by a qualified auditor engaged by the Company (or such other date as the Company and the Subscriber may agree in writing)
“Investor Subscription Domestic Shares”	new Domestic Shares proposed to be issued by the Company to the Subscriber (and/or its nominee(s)) on terms and subject to the conditions set out in the Investor Subscription Agreement
“Investor Subscription H Shares”	new H Shares proposed to be issued by the Company to the Subscriber (and/or its nominee(s)) on terms and subject to the conditions set out in the Investor Subscription Agreement
“Investor Subscription Price”	the price for subscription of the Investor Subscription Share(s) to be issued under the Investor Subscription Agreement, and the Investor Subscription Price for the Investor Subscription Domestic Shares and the Investor Subscription Price for the Investor Subscription H Shares shall be construed accordingly

“Investor Subscription Share(s)”	223,096,020 new Domestic Shares and 74,364,000 new H Shares proposed to be issued by the Company to the Subscriber (and/or its nominee) under the Specific Mandate on terms and subject to the conditions set out in the Investor Subscription Agreement
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Long Stop Date”	31 December 2017 (or such other date as the relevant parties to the relevant agreement may agree in writing)
“Management Subscribers”	A total of 76 management personnel of the Company including the Connected Subscribers. For further details of the Management Subscribers, please refer to the sub-section headed “Information on the Management Subscribers” in this announcement
“Management Subscription Agreements”	A total of 76 management subscription agreements entered into between the Company and each of the Management Subscribers all on 15 May 2017, the terms of which are substantially similar, save and except for the numbers of Management Subscription Shares being subscribed by each Management Subscriber
“Management Subscription Completion”	completion of the Management Subscription in accordance with the terms of the respective Management Subscription Agreement
“Management Subscription Price”	the price for subscription of the Management Subscription Share(s)
“Management Subscription Shares”	10,000,000 new Domestic Shares in aggregate proposed to be issued by the Company to the Management Subscribers under the Specific Mandate on terms and subject to the conditions set out in the respective Management Subscription Agreements
“Management Subscription(s)”	the respective subscription(s) of the Management Subscription Shares by the Management Subscribers pursuant to the Management Subscription Agreements
“PRC”	the People’s Republic of China, which for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	collectively, the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Specific Mandate”	the specific mandate to allot and issue the Investor Subscription Shares and the Management Subscription Shares to be sought at the EGM and Class Meetings
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Foshan Financial Investment Holdings Co., Ltd.* (佛山市金融投資控股有限公司)
“Supervisor(s)”	has the meaning ascribed to it under the Listing Rules
“Valuation Report”	the valuation report to be issued on or before 25 May 2017 by an independent valuer nominated by the Subscriber on the net asset value of the Company as at 31 December 2016

By order of the Board
Guangdong Join-Share Financing Guarantee Investment Co., Ltd.*
Wu Liejin
Chairman

Foshan, the PRC, 15 May 2017

As of the date of this announcement, the executive Directors are Mr. Wu Liejin (Chairman) and Mr. Xie Yongdong; the non-executive Directors are Mr. Zhang Minming, Ms. Gu Lidan, Ms. Wu Yanfen and Mr. Huang Guoshen; and the independent non-executive Directors are Mr. Wu Xiangneng, Mr. Leung Hon Man and Mr. Liu Heng.

Unless otherwise specified in this announcement and for the purpose of illustration only, RMB has been translated to HK\$ at the rate of HK\$1=RMB0.88507. No representation has been made by the Company that any amount expressed in foreign currency in this announcement has been, could have been or could be converted at the above rate or any other rates at all.

* For identification purposes only