
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Guangdong Join-Share Financing Guarantee Investment Co., Ltd.**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

(1) PROPOSED GROUP RESTRUCTURING;

(2) CHANGE IN USE OF PROCEEDS;

(3) NOTICE OF THE EGM;

AND

(4) NOTICES OF DOMESTIC SHAREHOLDERS' CLASS MEETING

AND H SHAREHOLDERS' CLASS MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 4 to 22 of this circular.

A notice convening the EGM to be held at 3:30 p.m., on Wednesday, 22 June 2022 at the Training Room, 40th Floor, Block 1, Join-Share International Financial Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC was despatched on 1 June 2022. A notice of the Domestic Shareholders' Class Meeting to be held at 4:00 p.m., on Wednesday, 22 June 2022 at the Training Room, 40th Floor, Block 1, Join-Share International Financial Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC was despatched on 1 June 2022. A notice of the H Shareholders' Class Meeting to be held at 4:30 p.m., on Wednesday, 22 June 2022 at the Training Room, 40th Floor, Block 1, Join-Share International Financial Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC was despatched on 1 June 2022. The proxy forms for use at the EGM and the Class Meetings are also enclosed therein.

Whether or not you are able to attend the EGM and/or the Class Meetings, you are requested to complete the enclosed proxy forms in accordance with the instructions printed thereon and return the same to the Company's office at Room 4101-4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC (in case of any holders of Domestic Shares) or the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of any holders of H Shares) as soon as possible and in any event not later than 24 hours before the time appointed for holding of the EGM and Class Meetings or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM and/or Class Meetings or any adjournment thereof should you so wish and in such event, the relevant form(s) of proxy shall be deemed to be revoked.

* For identification purpose only

1 June 2022

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DEFINITIONS

The following terms have the following meanings in this circular unless the context otherwise requires:

“2020 Circular”	the circular of the Company dated 15 May 2020
“2021 Annual Report”	the annual report of the Company for the year ended 31 December 2021
“Announcement”	the announcement of the Company dated 27 April 2022 in relation to, among others, formation of the New Subsidiary, proposed Group Restructuring, and change in use of Proceeds
“Board”	the board of Directors of the Company
“Class Meetings”	collectively, the Domestic Shareholders’ Class Meeting and the 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), formerly known as Foshan Yingda Guarantee Investment Co., Ltd., a joint stock limited company incorporated in the PRC on 23 May 2003 and the H Shares of which are listed on the Stock Exchange (Stock Code: 1543)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	issued ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as fully paid in RMB
“Domestic Shareholder(s)”	registered holder(s) of Domestic Share(s)
“Domestic Shareholders’ Class Meeting”	the class meeting of the Domestic Shareholders to be held at the Training Room, 40th Floor, Block 1, Join-Share International Financial Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on Wednesday, 22 June 2022 at 4:00 p.m. or any adjournment thereof
“EGM”	an extraordinary general meeting of the Company to be held at the Training Room, 40th Floor, Block 1, Join-Share International Financial Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on Wednesday, 22 June 2022 at 3:30 p.m. or any adjournment thereof for the Shareholders to consider and, if thought fit, to approve (among other matters) the Group Restructuring and change in use of Proceeds

DEFINITIONS

“Foshan Hi-Tech”	Foshan Hi-Tech Industries Investment Development Company Limited* (佛山高新技術產業投資發展有限公司), a company incorporated in the PRC with limited liability
“GD Yuecai”	Guangdong Yuecai Financing Guarantee Group Co., Ltd.* (廣東粵財融資擔保集團有限公司), a company incorporated in the PRC with limited liability
“Group”	the Company and its subsidiaries
“Group Restructuring”	the proposed adjustment of the internal group structure of the Group, details of which are set out in the section headed “(1) THE GROUP RESTRUCTURING” of this circular
“H Share(s)”	overseas listed foreign ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
“H Shareholder(s)”	registered holder(s) of H Share(s)
“H Shareholders’ Class Meeting”	the class meeting of the H Shareholders to be held at the Training Room, 40th Floor, Block 1, Join-Share International Financial Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on Wednesday, 22 June 2022 at 4:30 p.m. or any adjournment thereof
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Investors Subscription”	has the meaning as ascribed to it in the 2020 Circular
“Latest Practicable Date”	25 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing”	has the meaning as ascribed to it in the 2021 Annual Report
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“New Subsidiary”	the new joint venture company to be formed by the Company, Foshan Hi-Tech and GD Yuecai with registered capital of RMB300 million to carry out financing guarantee business pursuant to the Shareholding Investment Cooperation Agreement, which will become a non-wholly owned subsidiary of the Company upon establishment
“Placing”	has the meaning as ascribed to it in the 2020 Circular
“PRC”	the People’s Republic of China
“Proceeds”	the net proceeds from the Listing, the Investors Subscription and/or the Placing
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of share(s) of the Company
“Shareholding Investment Cooperation Agreement”	the shareholding investment cooperation agreement entered into by the Company, Foshan Hi-Tech and GD Yuecai in relation to formation of a joint venture on 27 April 2022
“Shares”	collectively, the H Shares and the Domestic Shares
“SMEs”	small-and-medium-sized enterprises
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning as ascribed to it under the Listing Rules
“%”	percent

For the purpose of this circular and for illustrative purpose only, conversion of RMB into HK\$ is based on the approximate exchange rate of HK\$1: RMB0.88507, unless otherwise stated.

In this circular, if there is any inconsistency between the Chinese names of the entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. English translation of names in Chinese which are marked with “” is for identification purpose only.*



Join-Share 中盈盛达

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)

Executive Director:

Mr. Wu Liejin (*Chairman and president*)

Non-executive Directors:

Mr. Zhang Minming

Mr. Li Shen Hua

Mr. Luo Zhenqing

Mr. Zhao Wei

Mr. Ou Weiming

Independent Non-executive Directors:

Mr. Wu Xiangneng

Mr. Leung Hon Man

Mr. Wang Bo

Registered office:

Room 4101–4110, Block 1

Join-Share International Financing Center

No. 31 Fuhua Road

Dongping Community

Lecong Town, Shunde District

Foshan, Guangdong Province

the PRC

Principal place of business

in Hong Kong:

40th Floor,

Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

1 June 2022

To Shareholders

Dear Sir or Madam,

**(1) PROPOSED GROUP RESTRUCTURING;
AND
(2) CHANGE IN USE OF PROCEEDS**

INTRODUCTION

Reference is made to the Announcement. As disclosed in the Announcement, on 27 April 2022, (i) the Company, Foshan Hi-Tech and GD Yuecai entered into the Shareholding Investment Cooperation Agreement in relation to formation of a joint venture; (ii) the Board resolved to conduct the Group Restructuring to better deploy its capital resources and facilitate its business development in light of the current PRC regulatory environment; and (iii) the Board has also resolved to change the use of the unutilised proceeds from the Listing, the Investors Subscription and the Placing.

* *For identification purposes only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, information in relation to the (1) proposed Group Restructuring; and (2) change in use of Proceeds to enable you to make informed decisions in voting on the relevant resolutions to be proposed at the EGM and the Class Meetings.

(1) THE GROUP RESTRUCTURING

Introduction

The Group intends to conduct the Group Restructuring to (i) enhance the Company's ability of equity investment; (ii) improve its use and allocation of proceeds from financing; (iii) strengthen its business development and deployment of capital resources; (iv) reorganise the business and functions among the Company and its subsidiaries; and (v) streamline its corporate structure for better risk control and management, subject to certain conditions.

Details of the Group Restructuring

Business adjustment of the Company

The Company intends to establish the New Subsidiary to carry out financing guarantee business. On 27 April 2022, the Company, Foshan Hi-Tech and GD Yuecai entered into the Shareholding Investment Cooperation Agreement in relation to formation of a joint venture, pursuant to which the Company, Foshan Hi-Tech and GD Yuecai shall contribute RMB210 million, RMB60 million and RMB30 million to the New Subsidiary, respectively. The New Subsidiary shall be owned as to 70%, 20% and 10% by the Company, Foshan Hi-Tech and GD Yuecai, respectively. Pursuant to the Shareholding Investment Cooperation Agreement, the Company shall (i) grant a put option to GD Yuecai (the "**Put Option**"), where GD Yuecai shall have the right to sell all of its shareholdings in the New Subsidiary to the Company if the assessment results of the New Subsidiary fail to reach the level of "distinction" (優) based on the assessment method set out in the Provisional Measures on Performance Assessment of Financing Guarantee Institutions of Guangdong Province* (《廣東省政府性融資擔保機構績效考核評價暫行辦法》) issued by the Department of Finance of Guangdong Province* (廣東省財政廳) for consecutive five financial years after the establishment of the New Subsidiary; and (ii) provide a guaranteed return to GD Yuecai (the "**Guaranteed Return**") in case the profits of the New Subsidiary to be shared to GD Yuecai are less than RMB600,000 in each financial year, subject to certain terms and conditions. It is expected that the Company will set up the New Subsidiary with Foshan Hi-Tech and GD Yuecai, and the New Subsidiary will obtain a business licence of financing guarantee business from Guangdong Financial Supervisory Authority* (廣東省地方金融監督管理局), by the end of July 2022. By virtue of Rule 14A.101 of the Listing Rules, the entering into the Shareholding Investment Cooperation Agreement, and the formation of the New Subsidiary, the grant of Put Option and the provision of Guaranteed Return pursuant to the Shareholding Investment Cooperation Agreement are subject to the reporting and announcement requirements, but are exempt from the circular (including independent financial advice) and Shareholders' approval

LETTER FROM THE BOARD

requirements. For further details of formation of the New Subsidiary with Foshan Hi-Tech and GD Yuecai pursuant to the Shareholding Investment Cooperation Agreement, please refer to the Announcement.

The Company and the New Subsidiary are expected to carry out financing guarantee business in parallel for around three years. During this transitional period, most of the new financing guarantee business opportunities will be diverted to the New Subsidiary and the Company will complete its existing financing guarantee business engagements. Accordingly, the Company will gradually cease to be involved in any financing guarantee business whereas the New Subsidiary together with the existing subsidiaries of the Group (namely, Yunfu Puhui Financing Guarantee Co., Ltd.* (雲浮市普惠融資擔保股份有限公司), Zhongshan Join-Share Technology Financing Guarantee Investment Co., Ltd.* (中山中盈盛達科技融資擔保投資有限公司) (“**Zhongshan Join-Share**”) and Anhui Join-Share Financing Guarantee Co., Ltd.* (安徽中盈盛達融資擔保有限公司)) will continue to carry out the financing guarantee business. Therefore, the principal business of the Company will ultimately be changed to investment holding and the Company will cease to be involved in any financing guarantee business after such transitional period.

The Company will then (i) apply to the competent authority for deregistration of its business licence of financing guarantee business and removal of the phrase “financing guarantee” (“融資擔保”) in its name; and (ii) amend its business scope and adopt a new name which will be decided at the later stage. Upon completion of the Group Restructuring, the major role and function of the Company will become an external investment entity focusing on management of its subsidiaries.

LETTER FROM THE BOARD

Shareholding structure adjustment of subsidiaries

The following table sets out the details of adjustment to the shareholding structure of the Company's subsidiaries:

	Principal business	Name of subsidiary	Current shareholding	Proposed adjustment
First-tier subsidiary				
1	Financing guarantee	Yunfu Puhui Financing Guarantee Co., Ltd.* (雲浮市普惠融資擔保股份有限公司)	53.85% of its shares owned by the Company	No adjustment
2	Financing guarantee	Zhongshan Join-Share Technology Financing Guarantee Investment Co., Ltd.* (中山中盈盛達科技融資擔保投資有限公司)	52% of its shares owned by the Company	No adjustment
3	Financing guarantee	Anhui Join-Share Financing Guarantee Co., Ltd.* (安徽中盈盛達融資擔保有限公司)	63.05% of its shares owned by the Company	No adjustment
4	Non-financing guarantee	Shenzhen Join-Share Engineering Guarantee Co., Ltd.* (深圳市中盈盛達工程擔保有限公司)	Wholly owned by the Company	No adjustment
5	Investment and consultancy	Guangdong Join-Share Capital Management Co., Ltd.* (廣東中盈盛達資本管理有限公司)	Wholly owned by the Company	No adjustment
6	Investment and consultancy	Join-Share Financial Holdings Co., Ltd. (中盈盛達金融控股有限公司)	Wholly owned by the Company	No adjustment
7	Financing guarantee	The New Subsidiary	N/A	To be owned by the Company as to 70% of its shares
Second-tier subsidiary				
8	Micro-lending	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 ”)	55.247% of its shares owned by Guangdong Join-Share Capital Management Co., Ltd.*	To be owned by the Company as to 55.247% of its shares
9	Commercial factoring	Guangdong Join-Share Commercial Factoring Co., Ltd.* (廣東中盈盛達商業保理有限公司)	Wholly owned by Guangdong Join-Share Capital Management Co., Ltd.*	To be wholly owned by the Company

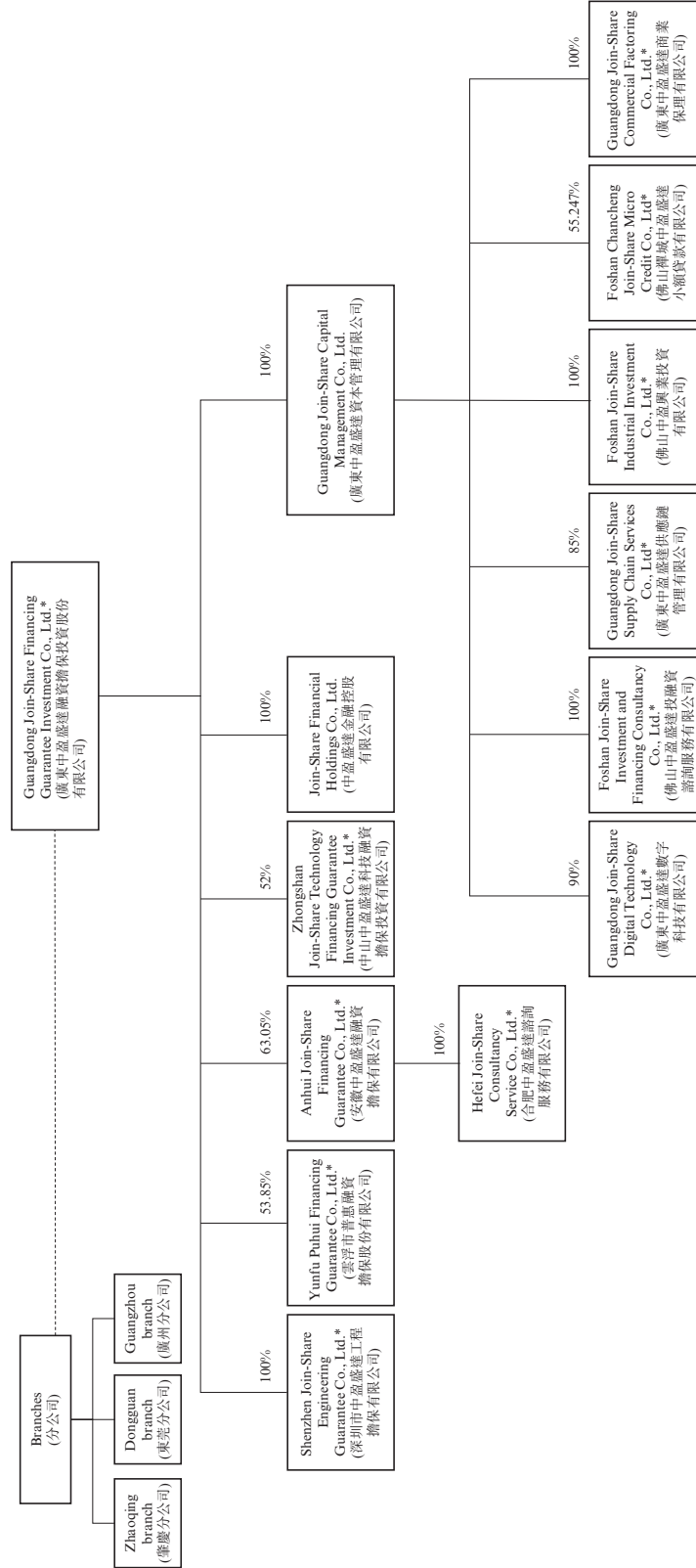
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	Principal business	Name of subsidiary	Current shareholding	Proposed adjustment
10	Investment and consultancy	Foshan Join-Share Investment and Financing Consultancy Co., Ltd.* (佛山中盈盛達投融資諮詢服務有限公司)	Wholly owned by Guangdong Join-Share Capital Management Co., Ltd.*	To be wholly owned by the Company
11	Investment	Foshan Join-Share Industrial Investment Co., Ltd.* (佛山中盈興業投資有限公司)	Wholly owned by Guangdong Join-Share Capital Management Co., Ltd.*	To be wholly owned by the Company
12	Industry chain service	Guangdong Join-Share Supply Chain Services Co., Ltd.* (廣東中盈盛達供應鏈管理有限公司)	85% of its shares owned by Guangdong Join-Share Capital Management Co., Ltd.*	To be owned by the Company as to 85% of its shares
13	Digital technology	Guangdong Join-Share Digital Technology Co., Ltd.* (廣東中盈盛達數字科技有限公司)	90% of its shares owned by Guangdong Join-Share Capital Management Co., Ltd.*	To be owned by the Company as to 90% of its shares
14	Consultancy	Hefei Join-Share Consultancy Service Co., Ltd.* (合肥中盈盛達諮詢服務有限公司)	Wholly owned by Anhui Join-Share Financing Guarantee Co., Ltd.*	No adjustment

As to the three branches of the Company, namely Guangzhou branch, Dongguan branch and Zhaoqing branch, there is currently no change on them so as to maintain stable business operation of the Group. Nevertheless, upon the Company's deregistration of its business licence of financing guarantee business, the three branches of the Company will also cease to be involved in any financing guarantee business. The Company will decide whether to maintain these branches depending on the circumstances and business needs by that time.

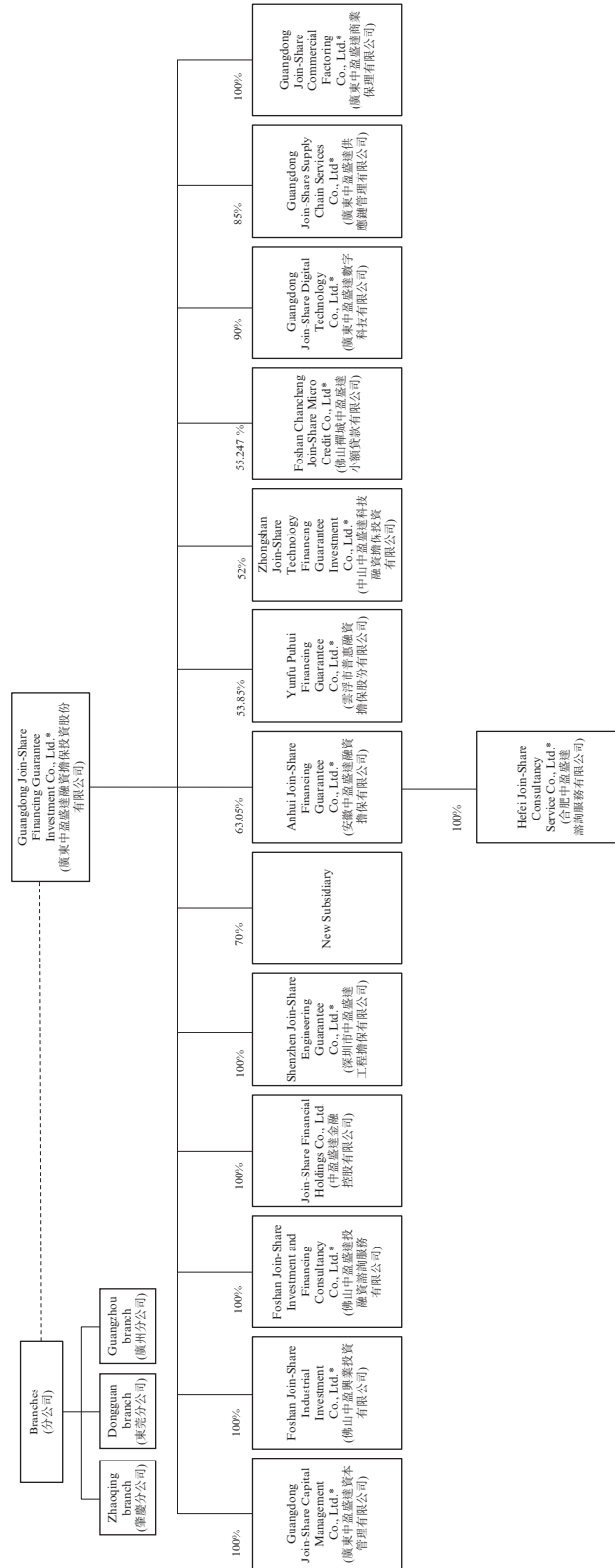
LETTER FROM THE BOARD

The following chart sets forth the Group's corporate structure before the Group Structuring:



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The following chart sets forth the Group's corporate structure immediately after the Group Structuring:



LETTER FROM THE BOARD

Conditions of the Group Restructuring

The completion of Group Restructuring is subject to the following conditions:

- (a) obtaining the approval from relevant PRC regulatory authorities, such as the consent from Guangdong Financial Supervisory Authority* (廣東省地方金融監督管理局) for establishment of the New Subsidiary conducting financing guarantee business, the consent from Foshan Finance Department* (佛山市金融工作局) for the change of shareholder of Foshan Micro Credit, and the approval from the competent authority to deregister the Company's business licence of financing guarantee business;
- (b) the designated creditors of the Group granting consent to the Group Restructuring;
- (c) passing of a Shareholders' resolution at the EGM approving the Group Restructuring; and
- (d) passing of a resolution at the meeting of the Company's bondholders approving the Group Restructuring.

As at the Latest Practicable Date, the conditions (a) to (d) above have not yet been fulfilled. The Company will closely monitor the update to the relevant PRC laws and regulations, and comply with any additional requirements in relation to the Group Restructuring.

As to Foshan Micro Credit and other subsidiaries of the Company which are subject to change of shareholding structure pursuant to the Group Restructuring, they shall pass a shareholders' resolution approving such change of shareholders, request the existing shareholder(s) to waive his/her/its right of first refusal (if applicable), and amend their respective articles of association to reflect the latest shareholding structure, before the registration of the change of shareholders at the local administration of market regulation.

Notwithstanding the aforesaid business adjustment plan of the Company, there will be no material change to the principal business of the Group as a whole. In addition, the Group plans to establish a new engineering guarantee company in Foshan to enhance the professional management of the Company's engineering guarantee business. For further details, please refer to "(2) CHANGE IN USE OF PROCEEDS" in this circular.

Reasons for and benefits of the Group Restructuring

The Company is a leading financing guarantee services provider based in Guangdong province, focusing on providing credit-based financing solutions to SMEs to satisfy their financing and business needs. The Group primarily provides

LETTER FROM THE BOARD

guarantees on behalf of SMEs and individual business proprietors, comprising financing guarantee and non-financing guarantee. The Group also engages in micro-lending, industry chain finance, factoring and investment business.

As one of the major business of the Company is providing financing guarantee service, pursuant to Measures for the Administration of the Asset Proportions of Financing Guarantee Companies (《融資擔保公司資產比例管理辦法》), it is stipulated that level III assets of the Company shall not exceed 30% of the total assets of the Company after deducting the receivables for default payments (扣除應收代償款).

As at 31 January 2022, the level III assets of the Company mainly comprised long-term equity investment, bonds, entrusted loans and other receivables which amounted to approximately 26.16% of the total assets of the Company after deducting the receivables for default payments (扣除應收代償款). Since most of the equity investment and equity assets are categorised as level III assets, the Company is restrained by the 30% asset limitation requirement to utilise the proceeds from the Listing, the Investors Subscription, the Placing and issue of bonds to equity investment. Therefore, such proceeds cannot be effectively allocated to the Company's subsidiaries for their business development, and would unduly restrain the Company's ability to conduct equity investment.

Furthermore, the Company currently has multiple functions and roles, which include operating both financing guarantee and non-financing guarantee business, acting as the major investment and financing entity of the Group, and carrying out risk control and management of its subsidiaries.

In order to (i) enhance the Company's ability of equity investment; (ii) improve its use and allocation of proceeds from financing; (iii) strengthen its business development and deployment of capital resources; (iv) reorganise the business and functions among the Company and its subsidiaries; and (v) streamline its corporate structure for better risk control and management, the Directors consider that there is an imminent need of the Group Restructuring. The Directors confirm that the Group Restructuring will not increase the ratio of the level III assets of the Company.

The Board has resolved to conduct the Group Restructuring to better deploy its capital resources and facilitate its business development in light of the current PRC regulatory environment. No Director has material interest in respect of the Group Restructuring, and is required to abstain from voting on the relevant board resolutions.

The proposed Group Restructuring is subject to the approval by the Shareholders in the EGM.

(2) CHANGE IN USE OF PROCEEDS

References are made to (i) the prospectus of the Company dated 11 December 2015 and the announcements of the Company dated 16 May 2016, 26 September 2016 and 27 April 2022 in relation to the proceeds from the Listing; (ii) the announcements of the Company dated 15 May 2017, 25 May 2017, 29 June 2017, 18 July 2017, 26 July 2017, 28 September

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2017, 29 December 2017, 27 March 2018, 28 March 2018, 29 March 2018, 18 April 2018, 22 February 2019, 6 June 2019, 8 May 2020, 29 June 2020, 8 February 2021 and 27 April 2022, and the circulars of the Company dated 30 September 2017, 9 May 2019 and 15 May 2020, in relation to the proceeds from the Investors Subscription and the Placing; and (iii) the 2021 Annual Report.

The proposed change in use of the unutilised proceeds from the Listing, the Investors Subscription and the Placing are summarised below:

(a) Proceeds from the Listing of approximately HK\$340.3 million:

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2021	Amount of the remaining proceeds as at 31 December 2021	Change of use of the Proceeds (if applicable) and reasons	Expected time of utilisation for the revised use (<i>Note</i>)
HK\$74.90 million	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.	Approximately HK\$28.79 million and HK\$32.39 million have been used to contribute to the registered capital of Foshan Micro Credit and the acquisition of shares in Foshan Micro Credit from its existing shareholders, respectively. Following the acquisition of shares in Foshan Micro Credit, the Group's shareholding in Foshan Micro Credit increased from 30% to approximately 55.247%.	Approximately HK\$13.72 million	To increase the registered capital of Foshan Micro Credit and/or acquire part of the equity interests held by other shareholders, where practicable Based on the past financial performance and profitability of Foshan Micro Credit, the Company has confidence in the development of Foshan Micro Credit. In addition to capital injection to Foshan Micro Credit, the Group intends to acquire part of the equity interests in Foshan Micro Credit held by other shareholders, where practicable, in order to maintain or further increase the proportion of its equity interests in Foshan Micro Credit.	30 June 2023

LETTER FROM THE BOARD

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2021	Amount of the remaining proceeds as at 31 December 2021	Change of use of the Proceeds (if applicable) and reasons	Expected time of utilisation for the revised use <i>(Note)</i>
HK\$57.90 million	Develop finance lease business, establish new finance lease subsidiaries and explore and optimise related industries and establish a finance lease company.	NIL	Approximately HK\$57.90 million	<p>(i) Approximately RMB17.86 million (equivalent to approximately HK\$20.18 million) to increase the registered capital of Foshan Micro Credit and/or acquire part of the equity interests held by other shareholders, where practicable</p> <p>The regulators of the finance leasing industry are in the process of regulating the industry and may issue new regulatory policies in the future. In view of the possible changes in regulatory policies and after due consideration, the Company has decided not to establish a finance lease company at this stage.</p> <p>The increase in registered capital will help to improve the rating of Foshan Micro Credit by the provincial and municipal regulatory authorities, which in turn will help Foshan Micro Credit to apply for carrying out business across the whole province in the future.</p> <p>Based on the past financial performance and profitability of Foshan Micro Credit, the Company has confidence in the development of Foshan Micro Credit. In addition to capital injection to Foshan Micro Credit, the Group intends to acquire part of the equity interests in Foshan Micro Credit held by other shareholders, where practicable, in order to maintain or further increase the proportion of its equity interests in Foshan Micro Credit.</p>	30 June 2023

LETTER FROM THE BOARD

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2021	Amount of the remaining proceeds as at 31 December 2021	Change of use of the Proceeds (if applicable) and reasons	Expected time of utilisation for the revised use <i>(Note)</i>
				(ii) Approximately RMB33.39 million (equivalent to approximately HK\$37.72 million) to supplement operating capital and other business expenses Supplementing operating capital can secure a safe level of the Company's liquidity.	31 December 2022

(b) Proceeds from the Investors Subscription of approximately RMB375.45 million (approximately HK\$424.21 million):

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2021	Amount of the remaining proceeds as at 31 December 2021	Change of use of the Proceeds (if applicable) and reasons	Expected time of utilisation for the revised use <i>(Note)</i>
Approximately 60% (i.e. approximately RMB225.27 million (equivalent to approximately HK\$254.52 million) of the proceeds)	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 Guangdong Province or Pearl River Delta region, among which:	RMB45.00 million and RMB90.00 million have been used for the capital contribution of establishment of Shenzhen Join-Share Commercial Factoring Co., Ltd.* (深圳中盈盛達商業保理有限公司) (currently known as Guangdong Join-Share Commercial Factoring Co., Ltd.* (廣東中盈盛達商業保理有限公司)) and capital contribution of establishment of Shenzhen Join-Share Engineering Guarantee Co., Ltd.* (深圳市中盈盛達工程擔保有限公司), which was held as to 90% by the Company.			
	(a) Approximately RMB50.00 million (equivalent to approximately HK\$56.49 million) will be used for establishing a new micro-finance company in Zhongshan, PRC.	NIL	Approximately RMB50.00 million (equivalent to approximately HK\$56.49 million)	(i) Approximately RMB30.00 million (equivalent to approximately HK\$33.89 million) to establish a new engineering guarantee company in Foshan, PRC The Company plans to establish a new engineering guarantee company in Foshan to enhance the professional management of the Company's engineering guarantee business.	31 December 2022

LETTER FROM THE BOARD

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2021	Amount of the remaining proceeds as at 31 December 2021	Change of use of the Proceeds (if applicable) and reasons	Expected time of utilisation for the revised use <i>(Note)</i>
				<p>(ii) Approximately RMB20.00 million (equivalent to approximately HK\$22.60 million) to increase the registered capital of Foshan Micro Credit and/or acquire part of the equity interests held by other shareholders, where practicable</p> <p>The increase in registered capital will help to improve the rating of Foshan Micro Credit by the provincial and municipal regulatory authorities, which in turn will help Foshan Micro Credit to apply for carrying out business across the whole province in the future.</p> <p>Based on the past financial performance and profitability of Foshan Micro Credit, the Company has confidence in the development of Foshan Micro Credit. In addition to capital injection to Foshan Micro Credit, the Group intends to acquire part of the equity interests in Foshan Micro Credit held by other shareholders, where practicable, in order to maintain or further increase the proportion of its equity interests in Foshan Micro Credit.</p>	30 June 2023

LETTER FROM THE BOARD

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2021	Amount of the remaining proceeds as at 31 December 2021	Change of use of the Proceeds (if applicable) and reasons	Expected time of utilisation for the revised use <i>(Note)</i>
	(b) Approximately RMB40.27 million (equivalent to approximately HK\$45.50 million) will be used for capital injection in Zhongshan Join-Share.	NIL	Approximately RMB40.27 million (equivalent to approximately HK\$45.50 million)	To establish the New Subsidiary If the Company increases capital injection to Zhongshan Join-Share, this will lower its state-owned shareholding ratio, which will not be beneficial to the	31 December 2022
Approximately 40% (i.e. approximately RMB150.18 million (equivalent to approximately HK\$169.68 million) of the proceeds)	Capital injection into Guangdong Yaoda and/or development of other financial related services business that comply with the relevant regulations and policies, whereby following disposal of Guangdong Yaoda Financial Leasing Company Limited* (廣東耀達融資租賃有限公司) (“ Guangdong Yaoda ”), approximately RMB37.61 million (equivalent to approximately HK\$36.84 million) will be used to establish a new finance leasing company which will be a subsidiary of the Company.	RMB112.57 million (equivalent to approximately HK\$132.84 million) has been used for capital injection into Guangdong Yaoda.	Approximately RMB37.61 million (equivalent to approximately HK\$36.84 million)	application of Zhongshan Join-Share for credit facilities from banks. Therefore, the Company has decided not to increase capital injection to it at this stage. The regulators of the finance leasing industry are in the process of regulating the industry and may issue new regulatory policies in the future. In view of the possible changes in regulatory policies and after due consideration, the Company has decided not to establish a finance lease company at this stage. In order to facilitate the optimisation of the Group’s structure and comply with the regulatory requirements of the financing guarantee industry, it is proposed to establish a new financing guarantee subsidiary to take over the financing guarantee business of the Company.	

LETTER FROM THE BOARD

(c) Proceeds from the Placing of approximately HK\$262.4 million:

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2021	Amount of the remaining proceeds as at 31 December 2021	Change of use of the Proceeds (if applicable) and reasons	Expected time of utilisation for the revised use <i>(Note)</i>
Approximately 55% (i.e. approximately HK\$144.32 million of the proceeds)	(a) Approximately RMB60.00 million (equivalent to approximately HK\$67.79 million) will be used for capital injection in Guangdong Join-Share Capital Management Co., Ltd.* (廣東中盈盛達資本管理有限公司) (“Guangdong Capital Management”).	Approximately RMB60.00 million (equivalent to approximately HK\$67.79 million) has been used for capital injection in Guangdong Capital Management	NIL	N/A	N/A
	(b) Approximately RMB50.00 million (equivalent to approximately HK\$56.49 million) will be used to establish a new asset management company.	NIL	Approximately RMB50.00 million (equivalent to approximately HK\$56.49 million)	To establish the New Subsidiary According to the current financial regulatory policies in the PRC, there is impediment for non-state-owned enterprise to initiate the establishment of asset management company so the Company has decided not to establish an asset management company for the time being.	31 December 2022
	(c) Approximately RMB17.73 million (equivalent to approximately HK\$20.04 million) will be used for general working capital and general corporate purposes of the Group.	Approximately RMB17.73 million (equivalent to approximately HK\$20.04 million) has been used for general working capital and general corporate purposes of the Group	NIL	N/A	N/A

LETTER FROM THE BOARD

Net proceeds allocation	Intended use of the proceeds	Actual use of the proceeds as at 31 December 2021	Amount of the remaining proceeds as at 31 December 2021	Change of use of the Proceeds (if applicable) and reasons	Expected time of utilisation for the revised use (<i>Note</i>)
Approximately 35% (i.e. approximately HK\$91.84 million of the proceeds)	Funding the geographical expansion of the Group's financing guarantee business to Guangzhou city of Guangdong Province, which is planned to be achieved through establishing a new subsidiary or (if desirable) acquiring an equity interest in an entity which is providing financing guarantee services in that district.	NIL	Approximately HK\$91.84 million	To establish the New Subsidiary There are a number of financing guarantee companies in Guangzhou at the moment, and it is expected that setting up a new financing guarantee company in Guangzhou will not bring the expected benefits to the Company. At the same time, it will not satisfy the requirements of efficient use of financial capital. In addition, the Company can carry out the financing guarantee business in Guangzhou through the Guangzhou branch to meet their business needs.	31 December 2022

Note: The expected time frame for fully applying the unutilised proceeds is based on the best estimation of the future market conditions and strategic development made by the Group, which may be subject to changes and adjustments based on the future development of market conditions.

REASONS FOR AND BENEFITS OF THE CHANGE IN USE OF PROCEEDS

Taking into account of the current business focus and strategies of the Company, the Board considers that the change in use of Proceeds will allow the Company to deploy its financial resources more effectively and maximise the return to the Shareholders. The Board considers that such change will enhance future business opportunities and enable the Company to further capitalise on the growth potential in the micro-lending, engineering guarantee and financing guarantee business sectors, which will be more in line with the current business needs of the Company and are beneficial to the continued and rapid development of the Group.

The Board confirms that there is no material change in the business nature of the Group, and considers that the above change in the use of Proceeds is in the best interest of the Company and its Shareholders as a whole. The Board has resolved to change the use of the unutilised proceeds from the Listing, the Investors Subscription and the Placing. No Director has material interest in respect of the change in use of Proceeds, and is required to abstain from voting on the relevant board resolutions. The proposed changes of use of Proceeds are subject to the approval by the Shareholders in the EGM and the Class Meetings.

LETTER FROM THE BOARD

EGM AND CLASS MEETINGS

The Company proposes to convene the EGM and the Class Meetings on Wednesday, 22 June 2022 at the Training Room, 40th Floor, Block 1, Join-Share International Financial Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC.

A notice convening the EGM, a notice convening the H Shareholders' Class Meeting and a notice convening the Domestic Shareholders' Class Meeting were despatched to the Shareholders on 1 June 2022.

If you intend to appoint a proxy to attend the EGM and the H Shareholders' Class Meeting, you are required to complete and return the accompanying proxy forms in accordance with the instructions printed thereon. The proxy forms should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post not less than 24 hours before the time appointed for holding the EGM and the H Shareholders' Class Meeting or any adjourned meeting thereof. For Domestic Shareholder, if you intend to appoint a proxy to attend the Domestic Shareholders' Class Meeting, you are required to complete and return the accompanying proxy forms in accordance with the instructions printed thereon. The proxy forms should be returned to the Company's office at Room 4101-4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC, by hand or by post not less than 24 hours before the time appointed for holding the Domestic Shareholders' Class Meeting or any adjourned meeting thereof.

Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM, the H Shareholders' Class Meeting or the Domestic Shareholders' Class Meeting or any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

The votes to be taken at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting in relation to the proposed resolutions will be taken by poll.

To the best of the knowledge, information and belief of the Directors, no Shareholders are required to abstain from voting at the EGM and the Class Meetings.

LETTER FROM THE BOARD

In order to determine the shareholders' eligibility to attend the EGM, the register of members of the Company will be closed from Friday, 17 June 2022 to Wednesday, 22 June 2022, both days inclusive, during which no transfer of Shares will be registered. Only shareholders of the Company whose names appear on the register of members of the Company on Wednesday, 22 June 2022 or their proxies or duly authorised corporate representatives are entitled to attend the EGM. In order to qualify for attending and voting at the EGM, all properly completed transfer documents accompanied with relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or the Company's office in the PRC at Room 4101–4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Thursday, 16 June 2022.

In order to determine the shareholders' eligibility to attend the H Shareholders' Class Meeting, the register of members of H Shares of the Company will be closed from Friday, 17 June 2022 to Wednesday, 22 June 2022, both days inclusive, during which no transfer of Shares will be registered. Only H Shareholders of the Company whose names appear on the register of members of H Shares of the Company on Wednesday, 22 June 2022 or their proxies or duly authorised corporate representatives are entitled to attend the H Shareholders' Class Meeting. In order to qualify for attending and voting at the H Shareholders' Class Meeting, all properly completed transfer documents accompanied with relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 16 June 2022.

In order to determine the shareholders' eligibility to attend the Domestic Shareholders' Class Meeting, the register of members of Domestic Shares of the Company will be closed from Friday, 17 June 2022 to Wednesday, 22 June 2022, both days inclusive, during which no transfer of Shares will be registered. Only Domestic Shareholders of the Company whose names appear on the register of members of Domestic Shares of the Company on Wednesday, 22 June 2022 or their proxies or duly authorised corporate representatives are entitled to attend the Domestic Shareholders' Class Meeting. In order to qualify for attending and voting at the Domestic Shareholders' Class Meeting, all properly completed transfer documents accompanied with relevant share certificates must be lodged with the Company's office in the PRC at Room 4101–4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC not later than 4:30 p.m. on Thursday, 16 June 2022.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Board believes that the proposals for the Group Restructuring and the change in use of Proceeds are in the interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of the ordinary and special resolutions to be proposed at the EGM and the Class Meetings in relation to, among other things, the Group Restructuring and the change in use of Proceeds.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and, there are no other matters the omission of which would make this circular or any statement herein misleading.

Yours faithfully

By order of the Board

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

Wu Liejin

Chairman



Join-Share 中盈盛达

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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Guangdong Join-Share Financing Guarantee Investment Co., Ltd.* (the “Company”) will be held at the Training Room, 40th Floor, Block 1, Join-Share International Financial Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on Wednesday, 22 June 2022 at 3:30 p.m., for the purpose of considering and, if thought fit, passing the following resolutions. Capitalised terms defined in the circular dated 1 June 2022 issued by the Company (the “Circular”) shall have the same meanings when used herein unless otherwise specified:

ORDINARY RESOLUTION

1. Resolution in relation to the Group Restructuring

“THAT:

the Group Restructuring and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and that the chairman of the Board be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect to and/or to complete or in connection with the Group Restructuring and the transactions contemplated thereunder.”

SPECIAL RESOLUTION

2. Resolution in relation to the change in use of Proceeds

“THAT:

the change in use of proceeds from the Listing, the Investors Subscription and the Placing as detailed under the section headed “(2) CHANGE IN USE OF PROCEEDS” in the Circular be and is hereby approved, confirmed and ratified.”

By order of the Board

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

Wu Liejin

Chairman

Foshan, the PRC, 1 June 2022

NOTICE OF THE EGM

Notes:

1. In order to determine the shareholders' eligibility to attend the EGM, the register of members of the Company will be closed from Friday, 17 June 2022 to Wednesday, 22 June 2022, both days inclusive, during which no transfer of shares will be registered. Only shareholders of the Company whose names appear on the register of members of the Company on Wednesday, 22 June 2022 or their proxies or duly authorised corporate representatives are entitled to attend the EGM. In order to qualify for attending and voting at the EGM, all properly completed transfer documents accompanied with relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares), or the Company's office in the PRC at Room 4101–4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC (for holders of domestic shares) not later than 4:30 p.m. on Thursday, 16 June 2022.
2. A Shareholder entitled to attend and vote at the EGM may appoint one or more person (whether he/she is a Shareholder or not) to attend and vote at the same on his or her behalf.
3. The instrument appointing a proxy must be in writing and signed by a Shareholder or his duly authorised attorney. If the Shareholder is a corporation, such instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorised attorney(s).
4. Shareholders who intend to attend the EGM by proxy should complete the proxy form. For holders of H shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and for holders of domestic shares, the proxy form should be returned to the Company's office in the PRC at Room 4101–4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC, in person or by post not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the EGM or any adjournment thereof and voting in person.
5. Shareholders or their proxies shall provide their identity documents when attending the EGM.
6. The EGM is expected to last for less than half a day. Shareholders (in person or by proxy) attending this EGM are responsible for their own transportation and accommodation expenses.
7. In case of joint holders of a share, any one of such holders is entitled to vote at the meeting either in person or by proxy for such share, as if he/she is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the meeting personally or by proxy.
8. The resolutions as set out above are required to be determined by way of poll under the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited.
9. The contact information of the Company is as follows:

Contact person: Mr. Zheng Zhengqiang/Ms. Song Mian

Contact Tel: (86) 186 8880 7052/(86) 139 2543 3921

As of the date of this notice, the executive director of the Company is Mr. Wu Liejin (Chairman); the non-executive directors of the Company are Mr. Zhang Minming, Mr. Li Shen Hua, Mr. Luo Zhenqing, Mr. Zhao Wei and Mr. Ou Weiming; and the independent non-executive directors of the Company are Mr. Wu Xiangneng, Mr. Leung Hon Man and Mr. Wang Bo.

* For identification purposes only



Join-Share 中盈盛达

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)

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting (the “**Domestic Shareholders' Class Meeting**”) for holders of Domestic Shares (the “**Domestic Shares**”) of Guangdong Join-Share Financing Guarantee Investment Co., Ltd.* (the “**Company**”) will be held at the Training Room, 40th Floor, Block 1, Join-Share International Financial Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on Wednesday, 22 June 2022 at 4:00 p.m., for the purpose of considering and, if thought fit, passing the following resolution. Capitalised terms defined in the circular dated 1 June 2022 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified:

SPECIAL RESOLUTION

Resolution in relation to the change in use of Proceeds

“**THAT:**

the change in use of proceeds from the Listing, the Investors Subscription and the Placing as detailed under the section headed “(2) CHANGE IN USE OF PROCEEDS” in the Circular be and is hereby approved, confirmed and ratified.”

By order of the Board

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

Wu Liejin

Chairman

Foshan, the PRC, 1 June 2022

Notes:

1. In order to determine the shareholders' eligibility to attend the Domestic Shareholders' Class Meeting, the register of members of the Company will be closed from Friday, 17 June 2022 to Wednesday, 22 June 2022, both days inclusive, during which no transfer of shares will be registered. Only domestic shareholders (“**Domestic Shareholders**”) of the Company whose names appear on the register of members of Domestic Shares of the Company on Wednesday, 22 June 2022 or their proxies or duly authorised corporate representatives are entitled to attend the Domestic Shareholders' Class Meeting. In order to qualify for attending and voting at the Domestic Shareholders' Class Meeting, all properly completed transfer documents accompanied with relevant share certificates must be lodged with the Company's

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

office in the PRC at Room 4101–4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC not later than 4:30 p.m. on Thursday, 16 June 2022.

2. A Domestic Shareholder entitled to attend and vote at the Domestic Shareholders' Class Meeting may appoint one or more person (whether he/she is a Domestic Shareholder or not) to attend and vote at the same on his or her behalf.
3. The instrument appointing a proxy must be in writing and signed by a Domestic Shareholder or his duly authorised attorney. If the Domestic Shareholder is a corporation, such instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorised attorney(s).
4. Domestic Shareholders who intend to attend the Domestic Shareholders' Class Meeting by proxy should complete the proxy form. The proxy form should be returned to the Company's office in the PRC at Room 4101–4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC, in person or by post not less than 24 hours before the time fixed for holding the Domestic Shareholders' Class Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the Domestic Shareholders' Class Meeting or any adjournment thereof and voting in person.
5. Domestic Shareholders or their proxies shall provide their identity documents when attending the Domestic Shareholders' Class Meeting.
6. The Domestic Shareholders' Class Meeting is expected to last for less than half a day. Domestic Shareholders (in person or by proxy) attending this Domestic Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses.
7. In case of joint holders of a share, any one of such holders is entitled to vote at the meeting either in person or by proxy for such share, as if he/she is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the meeting personally or by proxy.
8. The resolution as set out above is required to be determined by way of poll.
9. The contact information of the Company is as follows:

Contact person: Mr. Zheng Zhengqiang/Ms. Song Mian

Contact Tel: (86) 186 8880 7052/(86) 139 2543 3921

As of the date of this notice, the executive director of the Company is Mr. Wu Liejin (Chairman); the non-executive directors of the Company are Mr. Zhang Minming, Mr. Li Shen Hua, Mr. Luo Zhenqing, Mr. Zhao Wei and Mr. Ou Weiming; and the independent non-executive directors of the Company are Mr. Wu Xiangneng, Mr. Leung Hon Man and Mr. Wang Bo.

** For identification purposes only*



Join-Share 中盈盛达

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)

NOTICE OF H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting (the “**H Shareholders’ Class Meeting**”) for holders of H Shares (the “**H Shares**”) of Guangdong Join-Share Financing Guarantee Investment Co., Ltd.* (the “**Company**”) will be held at the Training Room, 40th Floor, Block 1, Join-Share International Financial Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on Wednesday, 22 June 2022 at 4:30 p.m., for the purpose of considering and, if thought fit, passing the following resolution. Capitalised terms defined in the circular dated 1 June 2022 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified:

SPECIAL RESOLUTION

Resolution in relation to the change in use of Proceeds

“**THAT:**

the change in use of proceeds from the Listing, the Investors Subscription and the Placing as detailed under the section headed “(2) CHANGE IN USE OF PROCEEDS” in the Circular be and is hereby approved, confirmed and ratified.”

By order of the Board

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

Wu Liejin

Chairman

Foshan, the PRC, 1 June 2022

Notes:

1. In order to determine the shareholders' eligibility to attend the H Shareholders' Class Meeting, the register of members of the Company will be closed from Friday, 17 June 2022 to Wednesday, 22 June 2022, both days inclusive, during which no transfer of shares will be registered. Only H shareholders of the Company whose names appear on the register of members of H Shares of the Company on Wednesday, 22 June 2022 or their proxies or duly authorised corporate representatives are entitled to attend the H Shareholders' Class Meeting. In order to qualify for attending and voting at the H Shareholders' Class Meeting, all properly completed transfer documents accompanied with relevant share certificates must be lodged with

NOTICE OF H SHAREHOLDERS' CLASS MEETING

the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 16 June 2022.

2. A H Shareholder entitled to attend and vote at the H Shareholders' Class Meeting may appoint one or more person (whether he/she is a H Shareholder or not) to attend and vote at the same on his or her behalf.
3. The instrument appointing a proxy must be in writing and signed by a H Shareholder or his duly authorised attorney. If the H Shareholder is a corporation, such instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorised attorney(s).
4. H Shareholders who intend to attend the H Shareholders' Class Meeting by proxy should complete the proxy form. The proxy form should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not less than 24 hours before the time fixed for holding the H Shareholders' Class Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the H Shareholders' Class Meeting or any adjournment thereof and voting in person.
5. H Shareholders or their proxies shall provide their identity documents when attending the H Shareholders' Class Meeting.
6. The H Shareholders' Class Meeting is expected to last for less than half a day. H Shareholders (in person or by proxy) attending this H Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses.
7. In case of joint holders of a share, any one of such holders is entitled to vote at the meeting either in person or by proxy for such share, as if he/she is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the meeting personally or by proxy.
8. The resolution as set out above is required to be determined by way of poll under the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited.
9. The contact information of the Company is as follows:

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