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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)

DISCLOSEABLE TRANSACTION IN RELATION TO THE PROVISION OF GUARANTEE

THE GUARANTEE

On 22 December 2022, the Company (as guarantor) and Pacific Construction (as warrantee) entered into the Maximum Guarantee Service Agreement pursuant to which the Company and its subsidiaries shall provide the Guarantee for the Maximum Guarantee Limit of RMB400 million. The service fee for each individual provision of Guarantee by the Group Company shall be agreed under separate guarantee service agreement to be entered into between the Group Company and Pacific Construction, but in any event shall not exceed 8% of the guaranteed amount per annum.

REASONS FOR AND BENEFITS OF THE PROVISION OF GUARANTEE

Pacific Construction has obtained class-one qualifications on municipal utility construction-contracting field and other qualifications. Pacific Construction was consecutively elected as the world's top 500 companies, and was ranked 150th among the world's top 500 companies in 2022. By providing guarantee services to Pacific Construction, the Group will build up long-term business relationship with Pacific Construction which will be beneficial to the strengthening of our operating business as well as to our brand building. Therefore, the Directors expect that such cooperation with Pacific Construction will bring to the Group more business opportunities to work with large and well-known companies.

Taking into account the above, the Directors, including the independent non-executive Directors, are of the view that the Maximum Guarantee Service Agreement was entered into in the ordinary and usual course of business of the Company and consider that the terms of the Maximum Guarantee Service Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) of the provision of the Guarantee contemplated under the Maximum Guarantee Service Agreement exceeds 5% but is less than 25%, the provision of the Guarantee contemplated under the Maximum Guarantee Service Agreement constitutes a discloseable transaction of the Company and therefore, is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

On 22 December 2022, the Company (as guarantor) and Pacific Construction (as warrantee) entered into the Maximum Guarantee Service Agreement pursuant to which the Company and its subsidiaries shall provide the Guarantee for the Maximum Guarantee Limit of RMB400 million.

THE MAXIMUM GUARANTEE SERVICE AGREEMENT

The principal terms of the Maximum Guarantee Service Agreement are set out as follows:

Date	:	22 December 2022
Parties	:	(a) The Company, as guarantor; and (b) Pacific Construction, as warrantee
Service term of the Guarantee	:	From 22 December 2022 to 21 December 2025 (“ Service Term ”)
Guarantee	:	During the Service Term, upon written application by Pacific Construction, the Company and its subsidiaries shall provide the Guarantee within the Maximum Guarantee Limit of RMB400 million to Pacific Construction in favour of the relevant beneficiary(ies) for the needs of their construction projects.

During the Service Term, Pacific Construction is entitled to use the Guarantee in a revolving way within the Maximum Guarantee Limit. For each individual guarantee, Pacific Construction shall enter into a separate guarantee service agreement with the Group Company.

The Group intends to fund such Guarantee obligations, if any, by its internal resources.

Service fee : The service fee for each individual provision of Guarantee by the Group Company shall be agreed under separate guarantee service agreement to be entered into between the Group Company and Pacific Construction, but in any event shall not exceed 8% of the guaranteed amount per annum. The service fee of each individual provision of the Guarantee will be determined after considering (i) the risk level of projects; and (ii) the market rate of the service fee for such amount of the Guarantee.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Pacific Construction and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

INFORMATION OF PACIFIC CONSTRUCTION

Pacific Construction is a limited liability company incorporated in the PRC with a registered capital of RMB10,500 million, which is held by Mr. Yan Hao (嚴昊) as to 90% of shareholdings and Ms. Yan Xin (嚴昕) as to 10% of shareholdings. Pacific Construction is principally engaged in the construction business including construction of roads, bridge, tunnels and municipal facilities.

INFORMATION OF THE COMPANY

The Company is a financial guarantee services provider in the PRC. It is principally engaged in the provision of (i) guarantees on behalf of SMEs and individual business proprietors to guarantee the repayment of their loans or performance of their certain contractual obligations, (ii) entrusted loans for SMEs and individual business proprietors, and (iii) micro-lending for SMEs, individual business proprietors and individuals.

REASONS FOR AND BENEFITS OF THE PROVISION OF GUARANTEE

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Construction, the Group will build up long-term business relationship with Pacific Construction which will be beneficial to the strengthening of our operating business as well as to our brand building. Therefore, the Directors expect that such cooperation with Pacific Construction will bring to the Group more business opportunities to work with large and well-known companies.

Taking into account the above, the Directors, including the independent non-executive Directors, are of the view that the Maximum Guarantee Service Agreement was entered into in the ordinary and usual course of business of the Company and consider that the terms of the Maximum Guarantee Service Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) of the provision of the Guarantee contemplated under the Maximum Guarantee Service Agreement exceeds 5% but is less than 25%, the provision of the Guarantee contemplated under the Maximum Guarantee Service Agreement constitutes a discloseable transaction of the Company and therefore, is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors of the Company
“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), a joint stock limited company incorporated in the PRC and the H Shares of which are listed on the Stock Exchange
“connected persons(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Group Company”	any member of the Group
“Guarantee”	the guarantee(s) to be provided by the Company pursuant to the Maximum Guarantee Service Agreement

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Maximum Guarantee Limit”	a maximum guarantee limit of RMB400 million as agreed under the Maximum Guarantee Service Agreement
“Maximum Guarantee Service Agreement”	the maximum guarantee limit service agreement dated 22 December 2022 and entered into between the Company and Pacific Construction in relation to the provision of the Guarantee
“Pacific Construction”	Pacific Construction Group Co., Ltd.* (太平洋建設集團有限公司), a company incorporated under the laws of the PRC with limited liability
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of share(s) of the Company
“SMEs”	small and medium enterprises
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Foshan, the PRC, 22 December 2022

As at the date of this announcement, 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 purpose only