

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.



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 6 March 2023, the Company (as guarantor) and Guangzhou Panyu Agile Realty Development Co., Ltd. (as warrantee) entered into the Guarantee Agreement pursuant to which the Company agrees to provide the Guarantee for the Corporate Bonds. The services fee for provision of Guarantee by the Company shall be 2.5% of the Guaranteed Amount per annum.

REASONS FOR AND BENEFITS OF THE PROVISION OF GUARANTEE

Agile Group is principally engaged in the development of large-scale mixed-use property projects, with extensive presence in the businesses such as property management, environmental protection and construction. Agile Group has established diversified businesses in various cities and districts in China and overseas. The Directors expect that the provision of the Guarantee shall be beneficial to the business cooperation with Agile Group, and such cooperation with Agile Group will also raise the Company's brand influence in the PRC.

Taking into account the above, the Directors, including the independent non-executive Directors, are of the view that the Guarantee Agreement was entered into in the ordinary and usual course of business of the Company and consider that the terms of the Guarantee 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 Guarantee Agreement exceeds 5% but is less than 25%, the provision of the Guarantee contemplated under the Guarantee 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 6 March 2023, the Company (as guarantor) and Guangzhou Panyu Agile Realty Development Co., Ltd. (as warrantee) entered into the Guarantee Agreement pursuant to which the Company agrees to provide the Guarantee for the Corporate Bonds.

THE GUARANTEE AGREEMENT

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

- Date : 6 March 2023
- Parties : (a) The Company, as guarantor; and
(b) Guangzhou Panyu Agile Realty Development Co., Ltd., as warrantee
- Guarantee Period : During the term (up to 24 months) of the Corporate Bonds issued by Guangzhou Panyu Agile Realty Development Co., Ltd. and two years after the end of such term (“**Guarantee Period**”)
- Guarantee : During the Guarantee Period, the Company shall provide irrevocable joint liability guarantee in relation to the repayment obligations of Guangzhou Panyu Agile Realty Development Co., Ltd. under the Corporate Bonds, the scope of which includes the principal (up to RMB200 million) and interest of the Corporate Bonds, and the damages.
- Service fee : The services fee shall be 2.5% of the Guaranteed Amount per annum during the term (up to 24 months) of the Corporate Bonds. The service fee was determined after considering (i) the service fee currently charged in the market; and (ii) the solvency of Guangzhou Panyu Agile Realty Development Co., Ltd..

Counter-guarantee : Guangzhou Panyu Agile Realty Development Co., Ltd. or its designated companies shall provide counter-guarantee to the Company regarding the Company's obligations under the Guarantee Agreement.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Guangzhou Panyu Agile Realty Development Co., Ltd. and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

INFORMATION OF GUANGZHOU PANYU AGILE REALTY DEVELOPMENT CO., LTD.

Guangzhou Panyu Agile Realty Development Co., Ltd. is a limited liability company incorporated in the PRC with a registered capital of RMB500 million. Guangzhou Panyu Agile Realty Development Co., Ltd. is indirectly and wholly owned by Agile Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 3383), and its ultimate beneficial owner are Chen Zhuo Lin, Chan Cheuk Yin, Luk Sin Fong, Fion, Chan Cheuk Hung, Chan Cheuk Hei, and Chan Cheuk Nam. The principal business of Guangzhou Panyu Agile Realty Development Co., Ltd. includes property development operation, property management, property consultation service, self-owned property operation, property lease and premises lease.

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

Agile Group is principally engaged in the development of large-scale mixed-use property projects, with extensive presence in the businesses such as property management, environmental protection and construction. Agile Group has established diversified businesses in various cities and districts in China and overseas. The Directors expect that the provision of the Guarantee shall be beneficial to the business cooperation with Agile Group, and such cooperation with Agile Group will also raise the Company's brand influence in the PRC.

Taking into account the above, the Directors, including the independent non-executive Directors, are of the view that the Guarantee Agreement was entered into in the ordinary and usual course of business of the Company and consider that the terms of the Guarantee 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 Guarantee Agreement exceeds 5% but is less than 25%, the provision of the Guarantee contemplated under the Guarantee 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:

“Agile Group”	Agile Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 3383), and its subsidiaries
“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
“Corporate Bonds”	part of the corporate bonds to be issued by Guangzhou Panyu Agile Realty Development Co., Ltd. to the professional investors in 2023
“Director(s)”	the director(s) of the Company
“Guarantee”	the guarantee to be provided by the Company pursuant to the Guarantee Agreement

“Guarantee Agreement”	the guarantee agreement dated 6 March 2023 and entered into between the Company and Guangzhou Panyu Agile Realty Development Co., Ltd. in relation to the provision of the Guarantee
“Guaranteed Amount”	not more than RMB200 million
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“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, 6 March 2023

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

* *for identification purpose only*