
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 AMENDMENTS TO THE ARTICLES;
(2) AUTHORISATION TO THE BOARD TO AMEND THE RULES OF
PROCEDURES OF SHAREHOLDERS' MEETINGS;
(3) CHANGE IN USE OF PROCEEDS;
(4) PROPOSALS FOR FINAL DIVIDEND;
AND
(5) NOTICES OF THE AGM, H SHAREHOLDERS' CLASS MEETING
AND DOMESTIC 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 23 of this circular.

A notice convening the AGM to be held at 3:00 p.m., on Monday, 29 June 2020 at Rose Room, 2/F, International Meeting Center, Building G, Sino-European Service Center, No. 2 South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC was despatched on 15 May 2020. A notice of the Domestic Shareholders' Class Meeting to be held at 4:00 p.m., on Monday, 29 June 2020 at Rose Room, 2/F, International Meeting Center, Building G, Sino-European Service Center, No. 2 South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC was despatched on 15 May 2020. A notice of the H Shareholders' Class Meeting to be held at 5:00 p.m., on Monday, 29 June 2020 at Rose Room, 2/F, International Meeting Center, Building G, Sino-European Service Center, No. 2 South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC was despatched on 15 May 2020. The reply slips and proxy forms for use at the AGM and the Class Meetings are also enclosed therein.

Whether or not you are able to attend the AGM 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 5/F, Building D, Sino-European Service Center, South of Lingnan Road, 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 AGM 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 AGM 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. Shareholders who intend to attend the meetings in person or by proxy should complete and return the reply slips in accordance with the instructions printed thereon on or before Tuesday, 9 June 2020.

* For identification purpose only

15 May 2020

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DEFINITIONS

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

“2017 Circular”	the circular of the Company dated 30 September 2017
“2019 Circular”	the circular of the Company dated 9 May 2019
“2019 Annual Report”	the annual report of the Company for the year ended 31 December 2019
“2019 Supplemental Announcement”	the announcement of the Company dated 8 October 2019
“AGM”	an annual general meeting of the Company to be held at Rose Room, 2/F, International Meeting Center, Building G, Sino-European Service Center, No. 2 South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on Monday, 29 June 2020 at 3:00 p.m. or any adjournment thereof for the Shareholders to consider and, if thought fit, to approve (among other matters) the proposed amendment of the Articles, authorisation to the Board to amend the rules of procedures of Shareholders’ meetings, change in use of the Proceeds and proposals for final dividend
“Articles”	the articles of association of the Company, as amended from time to time
“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)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“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)

DEFINITIONS

“Domestic Shareholders’ Class Meeting”	the class meeting of the Domestic Shareholders to be held at Rose Room, 2/F, International Meeting Center, Building G, Sino-European Service Center, No. 2 South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on Monday, 29 June 2020 at 4:00 p.m. or any adjournment thereof
“Foshan Financial”	Foshan Financial Investment Holding Co., Ltd.* (佛山市金融投資控股有限公司), a company incorporated in the PRC with limited liability, and is a substantial shareholder and connected person of the Company
“Group”	the Company and its subsidiaries
“Guangdong Capital Investment”	Guangdong Join-Share Capital Investment Co., Ltd.* (廣東中盈盛達資本管理有限公司), a company incorporated under the laws of the PRC with limited liability on 27 April 2016, which is a direct wholly-owned subsidiary of the Company
“Guangdong Yaoda”	Guangdong Yaoda Financial Leasing Company Limited* (廣東耀達融資租賃有限公司), a company incorporated under the laws of the PRC with limited liability on 6 November 2015, which is a connected person of the Company
“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 Rose Room, 2/F, International Meeting Center, Building G, Sino-European Service Center, No. 2 South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on Monday, 29 June 2020 at 5:00 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
“Investor Subscription”	has the meaning as ascribed to it in the 2017 Circular
“Join-Share Financial”	Join-Share Financial Holdings Co., Limited (中盈盛達金融控股有限公司), a company incorporated in Hong Kong with limited liability and which is a direct wholly-owned subsidiary of the Company

DEFINITIONS

“Latest Practicable Date”	11 May 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Placing”	has the meaning as ascribed to it in the 2017 Circular
“PRC”	the People’s Republic of China
“Proceeds”	the net proceeds from the Investor Subscription and/or the Placing
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of share(s) of the Company
“Shares”	collectively, the H Shares and the Domestic Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning as ascribed to it under the Listing Rules
“Zhongshan Join-Share”	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), a company incorporated under the laws of the PRC with limited liability on 8 July 2014, which the Company held approximately 52% of its equity interest
“%”	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

Ms. Gu Lidan

Mr. Luo Zhenqing

Mr. Huang Guoshen

Mr. Zhang Deben

Independent Non-executive Directors:

Mr. Wu Xiangneng

Mr. Leung Hon Man

Mr. Liu Heng

Registered office:

Unit 2202–2212, 22/F

Chuangye Building

No. 215 Fenjiang Middle Road

Foshan, Guangdong

PRC

*Principal place of business
in Hong Kong:*

40th Floor, Sunlight Tower

No. 248 Queen's Road East

Wanchai

Hong Kong

15 May 2020

To Shareholders

Dear Sir or Madam,

- (1) PROPOSED AMENDMENTS OF THE ARTICLES;
(2) AUTHORISATION TO THE BOARD TO AMEND THE RULES OF
PROCEDURES OF SHAREHOLDERS' MEETINGS;
(3) CHANGE IN USE OF PROCEEDS;
AND
(4) PROPOSALS FOR FINAL DIVIDEND**

INTRODUCTION

The purpose of this circular is to provide you with, among other things, information in relation to the (1) proposed amendments to the Articles; (2) authorisation to the Board to amend the rules of procedures of Shareholders' meetings; (3) change in use of Proceeds; and (4) proposals for final dividends to enable you to make informed decisions in voting on the relevant resolutions to be proposed at the AGM and the Class Meetings.

* *For identification purposes only*

LETTER FROM THE BOARD

(1) PROPOSED AMENDMENTS OF THE ARTICLES

According to the Company Law of the People's Republic of China (2018 Revision) (《中華人民共和國公司法(2018年修訂)》) and the Reply of the State Council on the Adjustment of the Notice Period for General Meetings and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函(2019)97號)), the Board proposes to amend the Articles as follows:

Existing Articles	Revised Articles
<p>Article 24 The Company may, in accordance with the procedures set out in the law, administrative regulations, department protocols, the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong and these Articles of Association and with the approval of the relevant competent authority, repurchase its outstanding shares under the following circumstances:</p> <p>(1) cancellation of shares for the purposes of reducing its capital;</p> <p>(2) merging with another company that holds shares of the company;</p> <p>(3) rewarding the employees of the Company with shares;</p> <p>(4) when requested by any shareholder to purchase his shares because this shareholder objects to any resolution of merger or division made by the Company at general meeting;</p> <p>(5) other circumstances permitted by law, administrative regulations or competent authorities.</p> <p>Apart from the foregoing, the Company shall not purchase its own shares.</p>	<p>Article 24 The Company may not repurchase the shares of the Company, except for one of the below situations:</p> <p>(1) its registered capital is reduced;</p> <p>(2) merging with another company that holds shares of the Company takes place;</p> <p>(3) the shares are issued under the employee share scheme or equity incentive;</p> <p>(4) when requested by any shareholder to purchase his shares because this shareholder objects to any resolution of merger or division made by the Company at general meeting;</p> <p>(5) the shares are converted under the convertible bonds of the Company in issue;</p> <p>(6) any necessary action is taken to protect the company values and shareholders' equity interest;</p> <p>(7) other circumstances permitted by law, administrative regulations or competent authorities.</p>

LETTER FROM THE BOARD

Existing Articles	Revised Articles
<p>Article 25 The Company may repurchase shares in one of the following ways, with the approval of the relevant competent authority:</p> <ol style="list-style-type: none"> (1) by making an offer for the repurchase of shares to all its shareholders on a pro-rata basis; (2) by on-market repurchase; (3) by off-market repurchase through an agreement; (4) by any other means which is permitted by competent authorities. 	<p>Article 25 The Company may repurchase shares in one of the following ways, with the approval of the relevant competent authority:</p> <ol style="list-style-type: none"> (1) by making an offer for the repurchase of shares to all its shareholders on a pro-rata basis; (2) by on-market repurchase; (3) by off-market repurchase through an agreement; (4) by any other means which is permitted by competent authorities. <p>The Company shall repurchase its shares in an open and concentrated manner if such repurchase is made due to reasons provided in Article 24 (3), (5), and (6) pursuant to these Articles of Association.</p>
<p>Article 27 If the Company repurchases its shares due to reasons provided in Articles 24(1) to (3), such repurchase shall be approved by the shareholders in general meeting pursuant to these Articles of Association.</p> <p>Where shares of the Company are repurchased in accordance with Article 24(1), they shall be canceled within 10 days of being repurchased; where shares of the Company are repurchased in accordance with Articles 24(2) or (4), they shall be transferred or canceled within 6 months of being repurchased.</p> <p>Shares repurchased in accordance with Article 24(3) shall not exceed 5% of the total issued shares of the Company; the repurchase shall be made from the after-tax profit of the Company; the repurchased shares shall be transferred to employees of the Company within one year.</p> <p>In the event of share cancellation, the Company shall apply to the relevant authority for registration of the change in its registered capital.</p> <p>The aggregate nominal value of the cancelled shares shall be deducted from the Company's registered capital.</p>	<p>Article 27 If the Company repurchases its shares due to reasons provided in Articles 24 (1) and (2), such repurchase shall be approved by the shareholders in general meeting pursuant to these Articles of Association. If the Company repurchases its shares due to reasons provided in Article 24 (3), (5), and (6), such repurchase shall be approved by two-thirds of the directors attending the board meeting pursuant to these Articles of Association.</p> <p>Where shares of the Company are repurchased in accordance with Article 24(1), they shall be canceled within 10 days of being repurchased; where shares of the Company are repurchased in accordance with Articles 24(2) or (4), they shall be transferred or canceled within 6 months of being repurchased; where shares of the Company are repurchased in accordance with Article 24 (3), (5), and (6), the aggregate number of shares of the Company held by the Company shall not exceed 10% of the total issued shares of the Company and be transferred or canceled within three years.</p> <p>The aggregate nominal value of the cancelled shares shall be deducted from the Company's registered capital, and registration of the change in its registered capital shall be submitted to the relevant authority.</p>

LETTER FROM THE BOARD

Existing Articles	Revised Articles
<p>Article 40 No change may be made in the register of shareholders as a result of a transfer of shares within 30 days prior to the date of a general meeting or within five days before the determination date for the Company's distribution of dividends.</p>	<p>Article 40 No change may be made in the register of shareholders as a result of a transfer of shares within 30 days prior to the date of a general meeting or within five days before the determination date for the Company's distribution of dividends.</p> <p>Despite the foregoing provision, the laws, administrative rules, department regulations, normative documents, and other requirements set by the relevant security exchange or regulatory body where the shares of the Company are listed shall prevail.</p>
<p>Article 56 A notice of a general meeting shall be given 45 days before the date of the meeting (excluding the date of meeting) to all registered shareholders. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the general meeting. A shareholder who intends to attend the general meeting shall deliver his written reply to the Company 20 days before the date of the general meeting.</p> <p>A general meeting shall be in the form of physical meeting to be held on-site (including but without limitation to video conferencing) or voting by correspondence. So far as required by the regulatory authorities, such meeting may also be held in the form of webcasting or such other manners convenient for shareholders to participate in a general meeting. A shareholder who participates in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p>	<p>Article 56 A notice of a general meeting shall be given 20 business days before the date of the meeting to all registered shareholders. A notice of an extraordinary general meeting shall be given ten business days or 15 days (whichever is longer) before the date of the meeting to all registered shareholders. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the general meeting.</p> <p>In calculating the date of commencement, the Company shall exclude the dates of notice and meeting. The business day as referred to in these Articles of Association refer to any day when the Hong Kong Stock Exchange is open for trading in securities.</p> <p>A general meeting shall be in the form of physical meeting to be held on-site (including but without limitation to video conferencing) or voting by correspondence. So far as required by the regulatory authorities, such meeting may also be held in the form of webcasting or such other manners convenient for shareholders to participate in a general meeting. A shareholder who participates in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p>

LETTER FROM THE BOARD

Existing Articles	Revised Articles
<p data-bbox="199 251 783 789">Article 57 The Company shall, based on the written replies which it receives from the shareholders 20 days before the date of the general meeting, calculate the number of voting shares held by the shareholders and the authorised proxies who intend to attend the meeting. If the number of voting shares held by the shareholders who intend to attend the meeting amount to more than one-half of the Company's total voting shares, the Company may hold the general meeting; if not, then the Company shall, within five days, notify the shareholders by way of public announcement or other means as prescribed in the Articles of Association the matters to be considered and the place and date for, the general meeting. The Company may then hold the general meeting after publication of such announcement or such other means as prescribed in the Articles of Association.</p> <p data-bbox="199 827 783 878">Matters which are not specified in the notice shall not be decided at an extraordinary general meetings.</p>	<p data-bbox="807 251 1383 342">Article 57 Matters which are not specified in the notice or supplemental notice shall not be decided at any general meeting.</p>

LETTER FROM THE BOARD

Existing Articles	Revised Articles
<p>Article 59 Unless otherwise provided by relevant laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association, the notice of a general meeting shall be publicly announced and delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of domestic shares, the notice of the meeting may also be given by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council during the period between 45 and 50 days before the date of the meeting. Once the announcement is made, all the shareholders of domestic shares shall be deemed to have received the notice of the relevant general meeting. The public announcement of the general meeting shall be issued to the holders of overseas-listed foreign-invested shares on the Company's website and the website designated by the Hong Kong Stock Exchange or in accordance with the requirements of the listing rules, subject to applicable laws, administrative regulations and relevant listing rules. Once the announcement is published, all holders of overseas-listed foreign-invested shares shall be deemed to receive the notice of relevant general meeting.</p> <p>If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void.</p>	<p>Article 59 Unless otherwise provided by relevant laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association, the notice of a general meeting shall be publicly announced and delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of domestic shares, the notice of the meeting may also be given by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. Once the announcement is made, all the shareholders of domestic shares shall be deemed to have received the notice of the relevant general meeting. The public announcement of the general meeting shall be issued to the holders of overseas-listed foreign-invested shares on the Company's website and the website designated by the Hong Kong Stock Exchange or in accordance with the requirements of the listing rules, subject to applicable laws, administrative regulations and relevant listing rules. Once the announcement is published, all holders of overseas-listed foreign-invested shares shall be deemed to receive the notice of relevant general meeting.</p> <p>If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void.</p>

LETTER FROM THE BOARD

Existing Articles	Revised Articles
<p>Article 87 A written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders 45 days before the date of the class meeting (not including the date of meeting). Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company 20 days before the date of the class meeting.</p> <p>If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five days give the shareholders further notice of the matters to be considered, the date and the place of the class meeting by way of public announcement or in such other form as required by the Articles of Association. The Company may then hold the class meeting after such public announcement or such other form as required by the Articles of Association has been made.</p>	<p>Article 87 A written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders in accordance with Article 56 of these Articles of Association in respect to the requirements of notice period for general meetings to be convened. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting.</p>

Save for the proposed amendments to the Articles set out above, other provisions in the Articles remain unchanged. The Company confirms that the proposed amendments to the Articles will not have any adverse effect to the existing businesses and operations of the Group and the Directors confirm that the proposed amendments to the Articles are in compliance with the Listing Rules. As confirmed by the Company's PRC legal advisers, the proposed amendments to the Articles comply with the applicable PRC laws and regulations. The proposed amendments to the Articles are subject to the approval of Shareholders by way of special resolution at the AGM and the Class Meetings. The Articles and aforesaid proposed amendments are written and prepared in Chinese, thus the English version is a mere translation for reference purpose only. If there is any inconsistency between the English translation and the Chinese version, the Chinese version shall prevail.

LETTER FROM THE BOARD

(2) AUTHORISATION TO THE BOARD TO AMEND THE RULES OF PROCEDURES OF SHAREHOLDERS' MEETINGS

Reference is made to the announcement of the Company dated 8 May 2020 in relation to the proposed amendments of the Articles. According to the latest regulations of the PRC on overseas listed companies, the Board proposes to amend the relevant provisions of the Articles in compliance with those requirements.

In light of the proposed amendments of the Articles, corresponding amendments shall be made to the rules of procedures of Shareholders' meeting (《股東大會議事規則》) after the proposed amendments of the Articles become effective. It is therefore proposed that the Board be granted authorisation to amend the rules of procedure of Shareholders' meeting in accordance with the proposed amendments of the Articles as follows:

Original Articles	Revised Articles
<p>Article 10 The general meeting holds the powers of the Company and shall exercise powers and perform the following functions in accordance with laws:</p> <p>.....</p> <p>(14) to consider the purchase or disposal of substantial assets by the Company, within one year and with value exceeding 30% of the total assets as shown in the latest audited financial statements of the Company;</p> <p>.....</p>	<p>Article 10 The general meeting holds the powers of the Company and shall exercise powers and perform the following functions in accordance with laws:</p> <p>.....</p> <p>(14) to consider the purchase or disposal of substantial assets by the Company or the giving of guarantees not falling within the scope of its principal business, within one year and with value exceeding 30% of the total assets as shown in the latest audited financial statements of the Company;</p> <p>.....</p>

LETTER FROM THE BOARD

Original Articles	Revised Articles
<p>Article 17 A written notice of a general meeting shall be given by the convener 45 days before the date of the meeting (excluding the date of meeting) to all registered shareholders of the matters to be considered at such meeting, the date and the place of the general meeting.</p> <p>Unless otherwise provided by relevant laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association, the notice of a general meeting shall be publicly announced and delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of domestic shares, the notice of the meeting may also be given by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council during the period between 45 and 50 days before the date of the meeting. Once the announcement is made, all the shareholders of domestic shares shall be deemed to have received the notice of the relevant general meeting. The public announcement of the general meeting shall be issued to the holders of overseas-listed foreign-invested shares on the Company's website and the website designated by the Hong Kong Stock Exchange or in accordance with the requirements of the listing rules, subject to applicable laws, administrative regulations and relevant listing rules. Once the announcement is published, all holders of overseas-listed foreign-invested shares shall be deemed to receive the notice of relevant general meeting.</p> <p>If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void.</p>	<p>Article 17 A twenty business days' prior written notice for convening the Annual General Meeting and a ten business days' or fifteen days' (whichever is earlier) prior notice for convening the extraordinary General Meeting shall be given to notify all registered shareholders of the matters to be considered at such meeting, the date and the place of the general meeting.</p> <p>The Company shall exclude the date of delivering the notice and the date of convening the meeting in determining when the notice period shall start and end. The business days refer to days on which securities are traded on the Hong Kong Stock Exchange.</p> <p>Unless otherwise provided by relevant laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association, the notice of a general meeting shall be publicly announced and delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of domestic shares, the notice of the meeting may also be given by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. Once the announcement is made, all the shareholders of domestic shares shall be deemed to have received the notice of the relevant general meeting. The public announcement of the general meeting shall be issued to the holders of overseas-listed foreign-invested shares on the Company's website and the website designated by the Hong Kong Stock Exchange or in accordance with the requirements of the listing rules, subject to applicable laws, administrative regulations and relevant listing rules. Once the announcement is published, all holders of overseas-listed foreign-invested shares shall be deemed to receive the notice of relevant general meeting.</p> <p>If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void.</p>

LETTER FROM THE BOARD

Original Articles	Revised Articles
<p data-bbox="199 251 783 374">Article 25 A shareholder who intends to attend the general meeting shall deliver his written reply to the Company 20 days before the date of the general meeting.</p> <p data-bbox="199 412 783 949">The Company shall, based on the written replies which it receives from the shareholders 20 days before the date of the general meeting, calculate the number of voting shares held by the shareholders and the authorised proxies who intend to attend the meeting. If the number of voting shares held by the shareholders who intend to attend the meeting amount to more than one-half of the Company's total voting shares, the Company may hold the general meeting; if not, then the Company shall, within five days, notify the shareholders by way of public announcement or other means as prescribed in the Articles of Association the matters to be considered and the place and date for, the general meeting. The Company may then hold the general meeting after publication of such announcement or such other means as prescribed in the Articles of Association.</p> <p data-bbox="199 987 783 1044">Matters which are not specified in the notice shall not be decided at an extraordinary general meetings.</p>	<p data-bbox="805 251 1388 342">Article 25 Matters which are not specified in the notice or supplemental notice of the shareholders' general meeting shall not be decided at a general meetings.</p>

LETTER FROM THE BOARD

Original Articles	Revised Articles
<p>Article 45 Resolutions of general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>.....</p> <p>2. The following matters shall be resolved by a special resolution at a general meeting:</p> <p>(1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities;</p> <p>(2) the issue of debentures of the Company;</p> <p>(3) the division, merger, dissolution, liquidation or change of corporate form of the Company;</p> <p>(4) amendment of the Articles of Association;</p> <p>(5) any other matters required by law, regulations, the Listing Rules or the Articles of Association, and those considered by the shareholders in general meeting and resolved by way of an ordinary resolution, to be of a nature which have a material impact on the Company and should be adopted by special resolutions.</p>	<p>Article 45 Resolutions of general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>.....</p> <p>2. The following matters shall be resolved by a special resolution at a general meeting:</p> <p>(1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities;</p> <p>(2) the issue of debentures of the Company;</p> <p>(3) the division, merger, dissolution, liquidation or change of corporate form of the Company;</p> <p>(4) amendment of the Articles of Association;</p> <p>(5) any purchase or disposal of substantial assets by the Company or the giving of guarantees not falling within the scope of its principal business, within one year and with value exceeding 30% of the total assets as presented in the latest audited financial statements of the Company;</p> <p>(6) any other matters required by law, regulations, the Listing Rules or the Articles of Association, and those considered by the shareholders in general meeting and resolved by way of an ordinary resolution, to be of a nature which have a material impact on the Company and should be adopted by special resolutions.</p>

LETTER FROM THE BOARD

Original Articles	Revised Articles
<p>Article 46 Affected class shareholders, whether or not otherwise having the right to vote at general meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 15 hereof, but interested shareholder(s) shall not be entitled to vote at such class meetings.</p> <p>“Interested shareholder(s)”, as such term is used in the preceding paragraph, means:</p> <ol style="list-style-type: none"> (1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of an on-market repurchase pursuant to Article 26, an interested shareholder is a “controlling shareholder” within the meaning of Article 51; (2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 26 hereof, a holder of the shares to which the proposed agreement relates; (3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligations than the obligations imposed on shareholders of the same class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class. 	<p>Article 46 Affected class shareholders, whether or not otherwise having the right to vote at general meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 15 hereof, but interested shareholder(s) shall not be entitled to vote at such class meetings.</p> <p>“Interested shareholder(s)”, as such term is used in the preceding paragraph, means:</p> <ol style="list-style-type: none"> (1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of an on-market repurchase pursuant to Article 25, an interested shareholder is a “controlling shareholder” within the meaning of Article 51; (2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 25 hereof, a holder of the shares to which the proposed agreement relates; (3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligations than the obligations imposed on shareholders of the same class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.
<p>Article 47 Resolutions of a class of shareholders shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to the preceding article, are entitled to vote.</p> <p>The special procedures for approval by a class of shareholders shall not apply in the following circumstances: (1) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued domestic shares and overseas-listed foreign-invested shares; (2) where the Company’s plan to issue domestic shares and overseas-listed foreign-invested shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authorities of the State Council. (3) Where upon the approval from the securities regulatory authority under the State Council, the unlisted shares held by shareholders of the Company may be listed and traded in an overseas stock exchange.</p>	<p>Article 47 Resolutions of a class of shareholders shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to the preceding article, are entitled to vote.</p> <p>The special procedures for approval by a class of shareholders shall not apply in the following circumstances: (1) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued domestic shares and overseas-listed foreign-invested shares; (2) where the Company’s plan to issue domestic shares and overseas-listed foreign-invested shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authorities of the State Council.</p>

LETTER FROM THE BOARD

Save for the proposed amendments to the rules of procedures of Shareholders' meeting set out above, other provisions in the rules of procedures of Shareholders' meeting remain unchanged. The Company confirms that the proposed amendments to the rules of procedures of Shareholders' meeting will not have any adverse effect to the existing businesses and operations of the Group and the Directors confirm that the proposed amendments to the rules of procedures of Shareholders' meeting are in compliance with the Listing Rules. As confirmed by the Company's PRC legal advisers, the proposed amendments to the rules of procedures of Shareholders' meeting comply with the applicable PRC laws and regulations. The proposed amendments to the rules of procedures of Shareholders' meeting are subject to the approval of Shareholders by way of special resolution at the AGM and the Class Meetings. The rules of procedures of Shareholders' meeting and aforesaid proposed amendments are written and prepared in Chinese, thus the English version is a mere translation for reference purpose only. If there is any inconsistency between the English translation and the Chinese version, the Chinese version shall prevail.

(3) CHANGE IN USE OF PROCEEDS

Reference is also made to (a) the announcements of the Company dated 15 May 2017, 25 May 2017, 29 June 2017, 18 July 2017, 26 July 2017, 28 September 2017, 29 December 2017, 27 March 2018, 28 March 2018, 29 March 2018, 18 April 2018 and 8 May 2020 respectively; (b) the 2017 Circular; (c) the 2019 Circular; (d) the 2019 Supplemental Announcement; (e) the 2019 Annual Report and (f) paragraph headed "Proceeds from the Listing, proceeds from issue of investors subscription shares and placement of new H shares — (II) Proceeds from investor subscription shares and placing of new H shares — Report of the Board of Directors" in the 2019 Annual Report in relation to, among other things, the Investor Subscription and the Placing.

LETTER FROM THE BOARD

The Board has resolved to change the intended use of the Proceeds from the Investor Subscription and the Placing to fund the development of other financial-related services business and/or potential investment in company(ies) principally engaged in financing guarantee business. Breakdown of the allocation of the Proceeds as stated in the 2019 Annual Report, the change in the use of the remaining balance and reasons for change are summarised below:

Fund raising activities	Net proceeds raised (approximately)	Intended use of Proceeds as stated in the 2019 Annual Report	The actual use of proceeds as at 31 December 2019	The amount of remaining net proceeds as at 31 December 2019 for the intended use	Change of use of the Proceeds (if applicable) and reasons	Expected time of utilisation for the revised use (Note)
1. Issue of the Investor Subscription Shares (comprising 74,364,000 H Shares and 223,096,020 Domestic Shares) under Specific Mandate	RMB375.45 million (equivalent to approximately HK\$424.21 million at the exchange rate of HK\$1: RMB0.88507).	(i) Approximately 60% (i.e. approximately RMB225.27 million (equivalent to approximately HK\$254.52 million) of the proceeds) 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 Guangdong Province or Pearl River Delta region. The remaining proceeds will be used for the capital injection into Guangdong Yaoda.	(i) 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) 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.	(i) Approximately RMB90.27 million (equivalent to approximately HK\$101.99 million at the exchange rate of HK\$1: RMB0.88507)	(a) Approximately RMB50.00 million (equivalent to approximately HK\$56.49 million at the exchange rate of HK\$1: RMB0.88507) will be used for establishing a new micro-finance company in Zhongshan, PRC. As the Board considers that Zhongshan City is an economically active area in the Pearl River Delta and has a strong local demand for micro-financing loans, in view of optimising the Group's business segment and increase revenue in Zhongshan, it was decided to set up a new micro-finance company in Zhongshan.	(a) 30 November 2020
					(b) Approximately RMB40.27 million (equivalent to approximately HK\$45.50 million) will be used for capital injection in Zhongshan Join-Share. As the Board considers that Zhongshan Join-Share has good development prospectus, in order to better utilise the Proceeds, such portion of the Proceeds will be used for capital injection into Zhongshan Join-Share that comply with the relevant regulations and policies.	(b) 31 December 2020
		(ii) Approximately 40% (i.e. approximately RMB150.18 million (equivalent to approximately HK\$169.68 million) of the proceeds) will be used for capital injection into Guangdong Yaoda and/or development of other financial-related services business that comply with the relevant regulations and policies.	(ii) RMB112.57 million (equivalent to approximately HK\$132.84 million) has been used for capital injection into Guangdong Yaoda, which was held as to 21.76% by the Company afterward.	(ii) Approximately RMB37.61 million (equivalent to approximately HK\$36.84 million)	As the Board considers that the finance leasing industry in the PRC has a promising development potential and intends to expand the Group's business in such industry going forward, and intends to dispose Guangdong Yaoda as disclosed in the paragraph headed "(1) POTENTIAL DISPOSAL" in the announcement dated 8 May 2020, such portion of the Proceeds will be used to establish a new finance leasing company which will be a subsidiary of the Company.	31 December 2021

LETTER FROM THE BOARD

Fund raising activities	Net proceeds raised (approximately)	Intended use of Proceeds as stated in the 2019 Annual Report	The actual use of proceeds as at 31 December 2019	The amount of remaining net proceeds as at 31 December 2019 for the intended use	Change of use of the Proceeds (if applicable) and reasons	Expected time of utilisation for the revised use (Note)
2. Placing of 186,666,000 H Shares under Specific Mandate	Approximately HK\$262.4 million	(i) Approximately 55% (i.e. approximately HK\$144.32 million of the proceeds) will be used for funding potential investment (through capital contribution or acquisition of existing equity interest) in company(ies) principally engaged in financing guarantee business.	Nil	(i) Approximately 55% (equivalent to approximately HK\$144.32 million)	<p>(a) Approximately RMB60.00 million (equivalent to approximately HK\$67.79 million) will be used for capital injection in Guangdong Capital Investment.</p> <p>The Board considers that enterprises in the industries such as bio-pharmaceuticals, medical care and online education, have shown great development opportunities under the COVID-19 pandemic, and intends to invest in enterprises in those industries through Guangdong Capital Investment, a company which comprises experienced and high calibre management team to oversee the investments. As the current capital of Guangdong Capital Investment would not be able to meet the upcoming development needs, in order to better utilise the Proceeds, such portion of the Proceeds will be used for capital injection into Guangdong Capital Investment.</p>	31 August 2020
					<p>(b) Approximately RMB50.00 million (equivalent to approximately HK\$56.49 million) will be used to establish a new asset management company.</p> <p>As the Board considers that there is a business opportunity to provide integrated and comprehensive financial services to the high-quality small, medium and micro enterprises in the PRC (whose valuation may be affected due to the COVID-19 pandemic), which in return will increase the Company's income, such portion of the Proceeds will be used to establish a new asset management company.</p>	31 December 2020
					<p>(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.</p>	31 December 2020

LETTER FROM THE BOARD

Fund raising activities	Net proceeds raised (approximately)	Intended use of Proceeds as stated in the 2019 Annual Report	The actual use of proceeds as at 31 December 2019	The amount of remaining net proceeds as at 31 December 2019 for the intended use	Change of use of the Proceeds (if applicable) and reasons	Expected time of utilisation for the revised use (Note)
		(ii) Approximately 35% (i.e. approximately HK\$91.84 million of the proceeds) will be used for 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 35% (i.e. approximately HK\$91.84 million of the proceeds)	No change	30 November 2020

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 above, the Board considers that the change in use of the 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, 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 as set out in the 2019 Annual Report and considers that the above change in the use of Proceeds is in the best interest of the Company and the Shareholders as a whole.

The original intended use of Proceeds was approved, together with other matters, by the then Shareholders on the EGM, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting, respectively, all held on 17 November 2017, and the revised intended use of Proceeds was approved, together with other matters, by the then Shareholders on the EGM, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting, respectively, all held on 6 June 2019. The proposed changes of use of Proceeds are therefore subject to the approval by the Shareholders in the AGM and the respective class meetings to be convened in a timely manner.

Each of Ms. Gu Lidan and Mr. Luo Zhenqing (being non-executive Directors) had material interests in and had abstained from voting on the resolution approving the proposed change of use of Proceeds. Save as disclosed above, as at the date of this circular, none of the Directors has any material interest in the proposed change of use of Proceeds and hence no Director is required under the Listing Rules to abstain from voting on the resolutions approving the proposed change of use of Proceeds at the meeting of the Board.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Foshan Financial had beneficial interest in 239,854,838 Domestic Shares, and had interest in 164,164,000 H Shares through Fojin Hongkong Limited (佛金香港有限公司) (“**Fojin HK**”) and 33,002,680 Domestic Share through Foshan Fuside Infrastructure Investment Co., Ltd.* (佛山市富思德基礎設施投資有限公司) (“**Fuside**”), both of which are wholly-owned subsidiaries of Foshan Financial. Therefore, Foshan Financial and its associates (including Fuside and Fojin HK), which control or are entitled to exercise over the voting rights in respect of their Shares held, shall abstain from voting at the resolution considering and approving the change in use of the Proceeds at the AGM, the H Shareholders’ Class Meeting and the Domestic Shareholders’ Class Meeting.

(4) PROPOSALS FOR FINAL DIVIDEND

Reference is made to the annual results announcement for the year ended 31 December 2019 of the Company dated 25 March 2020. The Board has recommended a final dividend of RMB0.06 (before considering any tax effect) per Share (the “**Proposed Final Dividend**”) for the year ended 31 December 2019, amounting to RMB93,647,561.22 in aggregate, payable to the shareholders whose names appear on the register of members of the Company as at the close of business on 9 July 2020, which is subject to the approval of Shareholders at the AGM. The Proposed Final Dividend, if approved by the Shareholders, will be paid on or about Thursday, 30 July 2020 as disclosed in the announcement. Accordingly, the register of members of the Company will be closed from Saturday, 4 July 2020 to Thursday, 9 July 2020, both days inclusive, for the purposes of determining Shareholders’ entitlements to the Proposed Final Dividend, during which period no transfer of shares of the Company will be registered. Shareholders whose names appear on the register of members of the Company on Thursday, 9 July 2020 are entitled to the Proposed Final Dividend. In order to ascertain Shareholders’ entitlement to the Proposed Final Dividend, all properly completed transfer documents accompanied with the 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 5/F, Building D, Sino-European Service Center, South Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC (for holders of domestic shares) for registration not later than 4:30 p.m. on Friday, 3 July 2020.

According to the Articles of Association of the Company, dividend payable to holders of domestic shares will be paid in Renminbi, whereas dividend payable to holders of the H shares will be declared in Renminbi and paid in Hong Kong dollars, the exchange rate of which will be calculated in accordance with the related national regulations on foreign exchange control. The Proposed Final Dividend will be subject to approval at the AGM and is expected to be paid on or about Tuesday, 30 July 2020. Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Administrative Measures of the State Administration of Taxation on Tax Convention Treatment for Non-resident Taxpayers (No. 60 of the Announcement of the State Administration of Taxation for 2016) (《國家稅務總局非居民納稅人享受稅收協定待遇管理辦法》) (國家稅務總局公告2016年第60號), the Notice of the State Administration of

LETTER FROM THE BOARD

Taxation on the Questions Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), other relevant laws and regulations and other regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual holders of H shares in respect of the dividend to be distributed to them. However, the individual holders of H shares may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual holders of H shares are domiciled and the tax arrangements between Mainland China, Hong Kong or Macau. For individual holders of H shares in general, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H shares in the distribution of the dividend. However, the tax rates applicable to individual holders of H shares overseas may vary depending on the tax treaties between the PRC and the countries (regions) in which the individual holders of H shares are domiciled, and the Company will withhold and pay individual income tax on behalf of the individual holders of H shares in the distribution of the dividend accordingly.

For non-resident enterprise holders of H shares, i.e., any Shareholders who hold the Company's shares in the name of non-individual Shareholders, including but not limited to HKSCC Nominee Limited, other nominees, trustees, or holders of H shares registered in the name of other groups and organisations, the Company will withhold and pay the enterprise income tax at the tax rate of 10% for such holders of H shares pursuant to the Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprises Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Who Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)). Should the holders of H shares of the Company have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax impact in the PRC, Hong Kong and other countries (regions) on the possession and disposal of the H shares of the Company. The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H shares and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H shares or any disputes over the withholding mechanism or arrangements.

AGM AND CLASS MEETINGS

The Company proposes to convene the AGM and the Class Meetings on Monday, 29 June 2020 at Rose Room, 2/F, International Meeting Center, Building G, Sino-European Service Center, No. 2 South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC.

A notice convening the AGM, a notice convening the H Shareholders' Class Meeting and a notice convening the Domestic Shareholders' Class Meeting were despatched to the Shareholders on 15 May 2020.

LETTER FROM THE BOARD

If you intend to appoint a proxy to attend the AGM 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 AGM 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 5/F, Building D, Sino-European Service Center, South of Lingnan Road, 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 AGM, 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 AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting in relation to the proposed resolutions will be taken by poll.

In order to determine the shareholders' eligibility to attend the AGM, the register of members of the Company will be closed from Saturday, 30 May 2020 to Monday, 29 June 2020, 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 Monday, 29 June 2020 or their proxies or duly authorised corporate representatives are entitled to attend the AGM. In order to qualify for attending and voting at the AGM, 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 5/F, Building D, Sino-European Service Center, South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Friday, 29 May 2020.

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 Saturday, 30 May 2020 to Monday, 29 June 2020, 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 Monday, 29 June 2020 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

LETTER FROM THE BOARD

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 Friday, 29 May 2020.

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 Saturday, 30 May 2020 to Monday, 29 June 2020, 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 Monday, 29 June 2020 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 5/F, Building D, Sino-European Service Center, South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC not later than 4:30 p.m. on Friday, 29 May 2020.

RECOMMENDATIONS

The Board believes that the proposals for, among other things, the amendment of the Articles and the change in use of unutilised proceeds from the Investor Subscription and the Placing 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 AGM and the Class Meetings in relation to, among other things, the amendment of the Articles, authorisation to the Board to amend the rules of procedures of Shareholders' meetings, the change in use of unutilised proceeds from the Investor Subscription and the Placing and the proposals for final dividend.

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 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 annual general meeting (the “AGM”) of Guangdong Join-Share Financing Guarantee Investment Co., Ltd.* (the “Company”) will be held at Rose Room, 2/F, International Meeting Center, Building G, Sino-European Service Center, No. 2 South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on Monday, 29 June 2020 at 3:00 p.m., for the purpose of considering and, if thought fit, passing the following resolutions. Capitalised terms defined in the announcements dated 8 May 2020 issued by the Company (the “Announcements”) shall have the same meanings when used herein unless otherwise specified:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “Board”) of directors (the “Director(s)”) of the Company for the year ended 31 December 2019;
2. To consider and approve the report of the board (the “Board of Supervisors”) of supervisors (the “Supervisor(s)”) of the Company for the year ended 31 December 2019;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2019;
4. To consider and approve the profit distribution plan and the dividend distribution plan for the year ended 31 December 2019;
5. To consider and approve the proposal for the budget of the Company for the year ending 31 December 2020; and
6. To consider and approve the reappointment of KPMG as the Company’s auditor and to authorise the Board to fix its remuneration for the year ending 31 December 2020.

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

7. To consider and approve the proposed amendments of the Articles;
8. To authorise the Board to amend the rules of procedures of meetings of shareholders of the Company in accordance with the proposed amendments of the Articles; and
9. To consider and approve the proposed change of use in Proceeds from the Investor Subscription and the Placing as detailed under the section headed “(2) CHANGE IN USE OF PROCEEDS” in the Announcements.

A circular containing the details of the above resolutions will be despatched to the Shareholders of the Company (the “Shareholders”) as soon as practicable.

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

Foshan, the PRC, 15 May 2020

Notes:

1. In order to determine the shareholders’ eligibility to attend the AGM, the register of members of the Company will be closed from Saturday, 30 May 2020 to Monday, 29 June 2020, 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 Monday, 29 June 2020 or their proxies or duly authorised corporate representatives are entitled to attend the AGM. In order to qualify for attending and voting at the AGM, 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 5/F, Building D, Sino-European Service Center, South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC (for holders of domestic shares) not later than 4:30 p.m. on Friday, 29 May 2020.
2. A Shareholder entitled to attend and vote at the AGM 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 AGM 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 5/F, Building D, Sino-European Service Center, South of Lingnan Road, 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 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the AGM or any adjournment thereof and voting in person.

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

5. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip (for holders of H shares) to Computershare Hong Kong Investor Services Limited or the Company's office in the PRC (for holders of domestic shares) on or before Tuesday, 9 June 2020.
6. Shareholders or their proxies shall provide their identity documents when attending the AGM.
7. The AGM is expected to last for less than half a day. Shareholders (in person or by proxy) attending this AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending this AGM shall present their identity certifications.
8. The register of members of the Company will be closed from Saturday, 4 July 2020 to Thursday, 9 July 2020, both days inclusive, for the purposes of determining Shareholders' entitlements to the proposed dividend, during which period no transfer of shares of the Company will be registered. Shareholders whose names appear on the register of members of the Company on Thursday, 9 July 2020 are entitled to the proposed dividend. In order to ascertain Shareholders' entitlement to the Proposed Final Dividend, all properly completed transfer documents accompanied with the 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 5/F, Building D, Sino-European Service Center, South Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC (for holders of domestic shares) for registration not later than 4:30 p.m. on Friday, 3 July 2020.
9. 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.
10. 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.
11. The contact information of the Company is as follows:

Contact person: Mr. Zheng Zhengqiang/Ms. Li Wenqi

Contact Tel: (86) 186 8880 7052/(86) 135 3374 6615

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, Ms. Gu Lidan, Mr. Luo Zhenqing, Mr. Huang Guoshen and Mr. Zhang Deben; and the independent non-executive directors of the Company are Mr. Wu Xiangneng, Mr. Leung Hon Man and Mr. Liu Heng.

* For identification purposes only

NOTICE OF THE H SHAREHOLDERS' CLASS MEETING



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 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 Rose Room, 2/F, International Meeting Center, Building G, Sino-European Service Center, No. 2 South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on Monday, 29 June 2020 at 5:00 p.m., for the purpose of considering and, if thought fit, passing the following resolutions. Capitalised terms defined in the announcements dated 8 May 2020 issued by the Company (the “**Announcements**”) shall have the same meanings when used herein unless otherwise specified:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments of the Articles;
2. To authorise the Board to amend the rules of procedures of meetings of shareholders of the Company in accordance with the proposed amendments of the Articles; and
3. To consider and approve the proposed change of use in Proceeds from the Investor Subscription and the Placing as detailed under the section headed “(2) CHANGE IN USE OF PROCEEDS” in the Announcements.

A circular containing the details of the above resolutions will be despatched to the Shareholders of the Company (the “**Shareholders**”) as soon as practicable.

By order of the Board

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

Wu Liejin

Chairman

Foshan, the PRC, 15 May 2020

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 Saturday, 30 May 2020 to Monday, 29 June 2020, both days inclusive, during which no transfer of shares will be registered. Only H shareholders of the Company

NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

whose names appear on the register of members of H Shares of the Company on Monday, 29 June 2020 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 Friday, 29 May 2020.

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 who intend to attend the H Shareholders' Class Meeting in person or by proxy should return the reply slip to Computershare Hong Kong Investor Services Limited on or before Tuesday, 9 June 2020.
6. H Shareholders or their proxies shall provide their identity documents when attending the H Shareholders' Class Meeting.
7. 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. H Shareholders or their proxies attending this H Shareholders' Class Meeting shall present their identity certifications.
8. 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.
9. 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.
10. The contact information of the Company is as follows:

Contact person: Mr. Zheng Zhengqiang/Ms. Li Wenqi

Contact Tel: (86) 186 8880 7052/(86) 135 3374 6615

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, Ms. Gu Lidan, Mr. Luo Zhenqing, Mr. Huang Guoshen and Mr. Zhang Deben; and the independent non-executive directors of the Company are Mr. Wu Xiangneng, Mr. Leung Hon Man and Mr. Liu Heng.

* 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 Rose Room, 2/F, International Meeting Center, Building G, Sino-European Service Center, No. 2 South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on Monday, 29 June 2020 at 4:00 p.m., for the purpose of considering and, if thought fit, passing the following resolutions. Capitalised terms defined in the announcements dated 8 May 2020 issued by the Company (the “**Announcements**”) shall have the same meanings when used herein unless otherwise specified:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments of the Articles;
2. To authorise the Board to amend the rules of procedures of meetings of shareholders of the Company in accordance with the proposed amendments of the Articles; and
3. To consider and approve the proposed change of use in Proceeds from the Investor Subscription and the Placing as detailed under the section headed “(2) CHANGE IN USE OF PROCEEDS” in the Announcements.

A circular containing the details of the above resolutions will be despatched to the Shareholders of the Company (the “**Shareholders**”) as soon as practicable.

By order of the Board

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

Wu Liejin

Chairman

Foshan, the PRC, 15 May 2020

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

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 Saturday, 30 May 2020 to Monday, 29 June 2020, 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 Monday, 29 June 2020 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 5/F, Building D, Sino-European Service Center, South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC not later than 4:30 p.m. on Friday, 29 May 2020.
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 5/F, Building D, Sino-European Service Center, South of Lingnan Road, 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 who intend to attend the Domestic Shareholders' Class Meeting in person or by proxy should return the reply slip to the Company's office in the PRC on or before Tuesday, 9 June 2020.
6. Domestic Shareholders or their proxies shall provide their identity documents when attending the Domestic Shareholders' Class Meeting.
7. 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. Domestic Shareholders or their proxies attending this Domestic Shareholders' Class Meeting shall present their identity certifications.
8. 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.
9. The resolutions as set out above are required to be determined by way of poll.
10. The contact information of the Company is as follows:

Contact person: Mr. Zheng Zhengqiang/Ms. Li Wenqi

Contact Tel: (86) 186 8880 7052/(86) 135 3374 6615

NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

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, Ms. Gu Lidan, Mr. Luo Zhenqing, Mr. Huang Guoshen and Mr. Zhang Deben; and the independent non-executive directors of the Company are Mr. Wu Xiangneng, Mr. Leung Hon Man and Mr. Liu Heng.

** For identification purposes only*