



**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)

**PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON 28 AUGUST 2020**

Number of shares and class to which this proxy form relates <sup>(Note 1)</sup>	
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I/We<sup>(Note 2)</sup>, \_\_\_\_\_,  
of \_\_\_\_\_,  
being shareholder(s) of Guangdong Join-Share Financing Guarantee Investment Co., Ltd.\* (the "Company"), holding \_\_\_\_\_  
H shares/domestic shares<sup>(Note 3)</sup> in the Company, hereby appoint the Chairman of the meeting or<sup>(Note 4)</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_,  
as my/our proxy to attend and vote on my/our behalf in respect of the resolutions set out in the notice of the extraordinary general meeting at the extraordinary general meeting (the "EGM") 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 Friday, 28 August 2020 at 3:00 p.m. or at any adjournment of the meeting, as indicated hereunder or, if no such indication is given, as the proxy thinks fit. Capitalised terms used in this proxy form shall have the same meanings as defined in the circular of the Company dated 7 August 2020 unless the context requires otherwise.

SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	THAT the resolution on the satisfaction by the Company of the conditions for issuing Corporate Bonds is hereby approved. In accordance with related provisions of the Company Laws of the PRC, the Securities Laws of the PRC, the Administrative Measures for Corporate Bond Issue and Trading, and other laws, regulations, and normative documents, the Board, upon conducting careful analysis and study on the qualifications of the Company for issuance of Corporate Bonds, considered that the Company satisfied all the requirements and conditions for issuance of Corporate Bonds.			
2.	THAT each of the following proposed arrangements of issuance proposal of the Domestic Corporate Bonds to be issued in the PRC be and is hereby separately approved (on an item by item basis), subject to the approval from the CSRC and the conditions of the bonds market in the PRC:	/		
	(1) Issuing size;			
	(2) Issuing method;			
	(3) Issuing target and placing arrangement for the shareholders of the Company;			
	(4) Bond maturity;			
	(5) Nominal value and issue price;			
	(6) Coupon rate and its determination mechanism;			
	(7) Use of proceeds;			
	(8) Listing of issued bonds;			
	(9) Guarantee;			
	(10) Terms of adjustment of coupon rate, redemption or repurchase;			
	(11) Form of underwriting for the Bond Issue;			
	(12) Protective measures for repayments; and			
	(13) Validity of resolutions.			

SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
3.	<p>THAT the Board is hereby authorised and approved to further authorise Mr. Wu Liejin, the chairman of the Board, by the Shareholders at the EGM generally and unconditionally to handle all matters relating to the Bond Issue at his sole discretion, which includes but not limited to the following:</p> <ol style="list-style-type: none"> <li>In connection with the Bond Issue, formalities in respect to review and approval, registration, filing, verification, and consent by the regulatory bodies and authorities will be completed;</li> <li>The specific proposal for issuance of the Domestic Corporate Bonds will be determined, and its issuing terms, including but not limited to the specific issuing size, term of bond maturity, type of bonds, coupon rate, and their determination mechanism, timing of issuance (including issuance in tranche and the number of tranches), specific use of proceeds, guarantee proposal, establishment of the repurchase and redemption terms and their specific conditions, rating arrangement, specific subscription methods, specific placing arrangement, repayment term and methods of the principal and interest thereupon, listing of the Bonds, and other matters relating to the issuance, will be revised and adjusted;</li> <li>The appointment of an intermediary institution involved in issuance of the Domestic Corporate Bonds will be determined, and the bond trustee manager in respect of issuance of the Domestic Corporate Bonds will be identified;</li> <li>Declaration of issuance of the Domestic Corporate Bonds will be dealt with, in which case, upon completion of the Bond Issue, listing matters in respect of the Domestic Corporate Bonds will be dealt with, including but not limited to authorization, signing, execution, and amendment of all necessary documents, contracts, agreements, instruments (including but not limited to offering prospectuses, sponsorship agreements, underwriting agreements, bond trusteeship management agreements, listing agreements, meeting procedures for bond holders, and other various announcements and legal documents) in connection with completion of the issuance and listing of Domestic Corporate Bonds, as well as disclosure of information in accordance with laws and regulations and other normative documents;</li> <li>Where the regulatory bodies change their policies in respect to issuance of the Domestic Corporate Bonds or changes take place to market conditions, save for those matters required for voting at the general meeting in accordance with the relevant laws, regulations, and articles of associations of the Company, the corresponding adjustments shall be made to the specific proposal and other related matters in respect to issuance of Domestic Corporate Bonds based on the opinions of the regulatory bodies, or a decision as to whether to proceed with the issuance shall be made based on the actual conditions;</li> <li>Other specific matters in connection with issuance of the Domestic Corporate Bonds and its listing will be dealt with; and</li> <li>The term of the authorisation shall commence from the date of passing of the resolution at the general meeting till the completion of all the authorised matters mentioned above.</li> </ol>			

Date: \_\_\_\_\_ 2020

Signature: \_\_\_\_\_

*Notes:*

- Please insert the number of shares to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name(s).
- Please insert full name(s) (in Chinese or English) and address(es) as recorded in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name(s). Please cross out the class of shares that is inapplicable (domestic shares or H shares).
- If you wish to appoint any person other than the chairman of the EGM as your proxy, please delete the words "the chairman of the meeting or" and insert the name and address of the proxy you duly appointed. Any member is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company. Any alterations made in this proxy form should be initialled by the person who signs it.
- Important: if you wish to vote for the resolutions, tick the appropriate box marked "for". If you wish to vote against the resolutions, tick the appropriate box marked "against". If you wish to abstain from voting, tick the appropriate box marked "abstain",** and your voting will be counted in the total number of votes cast in that resolution for the purpose of calculating the result of that resolution. If no direction is given, your proxy may vote at his discretion. Unless otherwise directed in the proxy form, the proxy is also entitled to vote as he/she thinks fit for any resolution duly submitted to the meeting in addition to those set out in the notice of the EGM. The shares abstained will not be counted in the calculation of the required majority.
- This proxy form must be signed by you or your attorney duly authorised in writing. If the shareholder is a corporation, such instrument must be either under its common seal or duly signed by its directors, its representative duly authorised sign the proxy form. If the proxy form is signed by your attorney duly authorised, the power of attorney or other authorisation document giving such authorisation shall be notarised.
- 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.
- To be valid, this proxy form together with any notarised copy of the power of attorney or other authorisation documents (if any) must be deposited, not less than 24 hours before the time appointed for holding the EGM or any of its adjournments (as the case may be) at Computershare Hong Kong Investor Services Limited at 17M 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).
- The EGM is expected to last for less than half a day. Shareholders attending this general meeting of shareholders are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall present their identity certifications.

\* For identification purposes only