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Join-Share 中盈盛达

共创 共享 共成长

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

廣東中盈盛達融資擔保投資股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1543)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 29 OCTOBER 2020

The Board is pleased to announce that the EGM was 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 Thursday, 29 October 2020, and each of the resolutions proposed at the EGM was duly passed by way of poll.

CONVENING AND ATTENDANCE OF THE EGM

References are made to the notice of the extraordinary general meeting and the circular (the “**Circular**”) of Guangdong Join-Share Financing Guarantee Investment Co., Ltd.* (the “**Company**”) dated 8 October 2020 and the announcements of the Company dated 8 May 2020, 31 July 2020 and 7 September 2020. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The EGM was 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 Thursday, 29 October 2020.

The EGM was convened by the Board and chaired by Mr. Wu Liejin, the chairman of the Board. The voting at the EGM was taken by way of poll.

The convening and holding of the EGM was in accordance with the applicable PRC laws and regulations, the Listing Rules and the Articles.

POLL RESULTS OF THE EGM

As at the date of the EGM, the total number of issued Shares was 1,560,792,687 Shares, comprising 1,006,429,353 Domestic Shares and 554,363,334 H Shares. Shareholders and proxies who attended the EGM held, in aggregate, 762,881,483 Shares in the Company with voting right, representing approximately 48.9% of the entire issued share capital of the Company as at the date of the EGM.

Any Shareholder who has a material interest in the Disposal, the Equity Transfer Agreements and the transactions contemplated thereunder shall abstain from voting on the relevant resolutions to be proposed at the EGM.

Foshan Financial had beneficial interest in 239,854,838 Domestic Shares, and had interest in 164,164,000 H Shares through Fojin HK and 33,002,680 Domestic Shares through 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 had abstained from voting on the resolutions at the EGM.

Shareholders holding a total of 1,123,771,169 Shares, comprising 733,571,835 of Domestic Shares and 390,199,334 H Shares, were entitled to attend and vote for or against resolution Nos. 1 and 2 at the EGM, representing approximately 72.0% of the total number of Shares in issue.

To the best knowledge, information and belief of the Board after having made all reasonable enquiries, saved as disclosed above, there were no restrictions on any Shareholders to cast votes on any of the resolutions at the EGM, none of the Shareholders has any material interest in the matters considered at the EGM and is required to abstain from voting at the EGM. Save as disclosed above, none of the Shareholders is required to abstain from voting on resolutions proposed at the EGM in accordance with the Listing Rules. No Shareholder who was entitled to attend the EGM was required to abstain from voting in favour of any of the resolutions proposed at the EGM as set out in Rule 13.40 of the Listing Rules. Save as disclosed herein, none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolutions proposed at the EGM.

Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, acted as the scrutineer for vote-taking at the EGM.

The poll results in respect of the resolutions were set out as follows:

ORDINARY RESOLUTIONS		Number of votes and percentage of total voting shares at the EGM (%)		
		FOR	AGAINST	ABSTAIN
1.	THAT:			
	(a) the disposal of the Company's Interest as stipulated in the equity transfer agreement to be entered into between the Company and FS Consortium, the terms and conditions thereof, and the transactions contemplated thereunder and the implementation thereof be and are hereby considered, approved and confirmed; and	762,881,483 (100.000000%)	0 (0.000000%)	0 (—)
	(b) the executive Director if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company, among other matters, to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and to do all such acts, matters and things, take all such steps and exercise all powers as he or she or they may in his or her or their absolute discretion consider to be necessary, desirable or expedient to give effect to and implement the disposal of the Company's Interest and the equity transfer agreement between the Company and FS Consortium, and the transactions contemplated thereunder and all matters incidental to, ancillary to or in connection thereto, including agreeing and making any modifications, amendments, waivers, variations or extensions of each of the Equity Transfer Agreements or the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.	762,881,483 (100.000000%)	0 (0.000000%)	0 (—)
2.	THAT:			
	(a) the disposal of JSF's Interest as stipulated in the equity transfer agreement to be entered into between Join-Share Financial and Fojin HK, the terms and conditions thereof, and the transactions contemplated thereunder and the implementation thereof be and are hereby considered, approved and confirmed; and	762,881,483 (100.000000%)	0 (0.000000%)	0 (—)
	(b) the executive Director if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of Join-Share Financial, among other matters, to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds, and to do all such acts, matters and things, take all such steps and exercise all powers as he or she or they may in his or her or their absolute discretion consider to be necessary, desirable or expedient to give effect to and implement the disposal of JSF's Interest and the equity transfer agreement between Join-Share Financial and Fojin HK, and the transactions contemplated thereunder and all matters incidental to, ancillary to or in connection thereto, including agreeing and making any modifications, amendments, waivers, variations or extensions of each of the equity transfer agreement between Join-Share Financial and Fojin HK or the transaction contemplated thereunder be and are hereby approved, confirmed and ratified.	762,881,483 (100.000000%)	0 (0.000000%)	0 (—)

As more than 50% of the votes were cast in favour of the ordinary resolutions proposed at the EGM, all the resolutions proposed at the EGM were duly passed.

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

Foshan, the PRC, 29 October 2020

As at the date of this announcement, the executive Director of the Company is Mr. Wu Liejin (Chairman); the non-executive Directors are Mr. Zhang Minming, Ms. Gu Lidan, Mr. Luo Zhenqing and Mr. Zhang Deben; and the independent non-executive Directors are Mr. Wu Xiangneng, Mr. Leung Hon Man and Mr. Liu Heng.

** For identification purpose only*