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**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)**

## **PLACING OF NEW H SHARES UNDER SPECIFIC MANDATE**

**Sole Placing Agent**



The Board is pleased to announce that, on 17 July 2017 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent agreed to procure, on a best-effort basis, not less than six Placées to subscribe for the Placing Shares at the Placing Price of HK\$1.42 per Placing Share.

The Placing Shares under the Placing represent approximately 63.64% and 17.50% of the existing issued H Shares and the existing issued share capital of the Company, respectively, as at the date of this announcement.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing and without taking into account the Investor Subscription Shares to be issued pursuant to the Investor Subscription Agreement and the Management Subscription Shares to be issued pursuant to the Management Subscription Agreements, the Placing Shares will represent (i) approximately 38.89% of the enlarged issued H Shares; and (ii) approximately 14.89% of the enlarged issued share capital of the Company, upon completion of the Placing. Assuming that the Investor Subscription and the Management Subscriptions are completed in accordance with the terms of the Investor Subscription Agreement and the Management Subscription Agreements (as the case may be), the Placing Shares will represent (i) approximately 33.67% of the enlarged issued H Shares; and (ii) approximately 11.96% of the enlarged issued share capital of the Company, upon completion of the Placing.

The Placing Shares will be allotted and issued pursuant to the Specific Mandate to be sought at the EGM and the Class Meetings. Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

It is expected that the gross proceeds from the Placing will be approximately HK\$265.07 million and the net proceeds from the Placing (after deduction of expenses of the Placing) will be approximately HK\$262.42 million. The Company will use the net proceeds from the Placing as set out in the section headed “Use of Proceeds and Reasons and Benefits of the Issue of the Placing Shares” in this announcement.

**Since the Placing Completion is subject to the fulfilment of the conditions as set out in the Placing Agreement and the Placing Agent is entitled to terminate the Placing Agreement under certain circumstances (the details of which are described in this announcement), the Placing may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.**

## INTRODUCTION

Reference is made to the announcements of the Company dated 15 May 2017, 25 May 2017 and 29 June 2017 relating to, among other things, the proposed Investor Subscription, the proposed Management Subscriptions and the proposed issue of the Investor Subscription Shares and the Management Subscription Shares under the Specific Mandate.

As disclosed in the announcement of the Company dated 15 May 2017, the Subscriber will become a substantial Shareholder following the Investor Subscription Completion, and the Shares to be held by it (and its nominee(s)) and the Shares held by Fuside, its associate, upon Investor Subscription Completion would not count towards the public float. As a result, the number of H Shares to be held in the hands of the public will fall below the minimum requirement of 25% as required by the Rule 8.08 of the Listing Rules. Therefore, the Company entered into the Placing Agreement with the Placing Agent to procure the Placing of the Placing Shares to the Placees with a view to maintaining the minimum 25% public float requirement under Rule 8.08(1)(a) of the Listing Rules upon the Investor Subscription Completion.

The Board is pleased to announce that on 17 July 2017 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent agreed to procure, on a best-effort basis, not less than six Placees to subscribe for the Placing Shares at the Placing Price of HK\$1.42 per Placing Share. The major terms of the Placing Agreement are set forth below.

## **THE PLACING AGREEMENT**

### **Date**

17 July 2017 (after trading hours)

### **The Issuer**

The Company

### **Placing Agent**

GF Securities (Hong Kong) Brokerage Limited, a corporation licensed to carry out type 1 regulated activity (dealing in securities) and type 4 regulated activity (advising on securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Placing Agent has conditionally agreed to place up to 186,666,000 Placing Shares, on a best effort basis, to not less than six Placees. Subject to completion of the Placing, the Placing Agent will receive a placing commission of 1.0% of the aggregate Placing Price of the Placing Shares actually placed by the Placing Agent on behalf of the Company in pursuance of its obligations under the Placing Agreement. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the market rate and after taking into account the size of the Placing.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries and as confirmed by the Placing Agent, the Placing Agent and its associates are Independent Third Parties, and the Placing Agent is not interested in any Shares, warrants, options, derivatives or other securities that are convertible or exchangeable into Shares or other types of shareholding interest in the Company.

### **Placees**

The Placing Shares are currently expected to be placed to not less than six Placees, who will be individuals, corporate, institutional investors or other investors.

The Placing Agent will use its reasonable endeavours to ensure that the Placees and their ultimate beneficial owners shall be Independent Third Parties and not connected with any of the connected persons of the Company or the Subscriber or their respective associates nor will they be acting in concert with any of them. The Placing Agent will also use its reasonable endeavours to procure that all the Placees will not become connected persons of the Company or their respective associates nor will they be acting in concert with any of them immediately after completion of the Placing.

## **The Placing Shares**

186,666,000 new H Shares.

The Placing Shares represent approximately 63.64% and 17.50% of the existing issued H Shares and the existing issued share capital of the Company, respectively, as at the date of this announcement.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing and without taking into account the Investor Subscription Shares to be issued pursuant to the Investor Subscription Agreement and the Management Subscription Shares to be issued pursuant to the Management Subscription Agreements, the Placing Shares will represent (i) approximately 38.39% of the enlarged issued H Shares; and (ii) approximately 14.89% of the enlarged issued share capital of the Company, upon completion of the Placing.

Assuming that the Investor Subscription and the Management Subscriptions are completed in accordance with the terms of the Investor Subscription Agreement and the Management Subscription Agreements (as the case may be), the Placing Shares will represent (i) approximately 33.67% of the enlarged issued H Shares; and (ii) approximately 11.96% of the enlarged issued share capital of the Company, upon completion of the Placing.

The aggregate nominal value of the Placing Shares is approximately RMB186.67 million.

## **The Placing Price**

The Placing Price of HK\$1.42 per Placing Share represents:

- (i) a premium of approximately 4.41% to the closing price of HK\$1.36 per H Share as quoted on the Stock Exchange on 17 July 2017, being the date of the Placing Agreement;
- (ii) a premium of approximately 3.65% to the average closing price of approximately HK\$1.37 per H Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to 17 July 2017, being the date of the Placing Agreement;

- (iii) a premium of approximately 2.90% to the average closing price of approximately HK\$1.38 per H Share as quoted on the Stock Exchange for the last ten consecutive trading days immediately prior to 17 July 2017, being the date of the Placing Agreement; and
- (iv) a premium of approximately 2.16% to the average closing price of approximately HK\$1.39 per H Share as quoted on the Stock Exchange for the last twenty consecutive trading days immediately prior to 17 July 2017, being the date of the Placing Agreement.

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent with reference to, among other things, the recent trading prices of the H Shares and the circumstances of the Company.

It is expected that the gross proceeds from the Placing will be approximately HK\$265.07 million and the net proceeds from the Placing (after deduction of expenses of the Placing) will be approximately HK\$262.42 million. On such basis, the net issue price will be approximately HK\$1.41 per Placing Share.

The Placing Shares will, upon allotment and issue in accordance with the Articles, the Listing Rules and the applicable laws, be free from all liens, charges, encumbrances, claims, options, subscription rights or third party rights (other than pursuant to the Placing Agreement) of whatsoever nature, together with all rights attaching thereto at completion of the Placing and thereafter.

### **Conditions precedent of the Placing**

Placing Completion is conditional upon fulfilment of the following conditions:

- (i) the Listing Committee of the Stock Exchange granting the listing approval in relation to the listing of, and permission to deal in the Placing Shares (and such permission not being subsequently revoked prior to the completion of the Placing);
- (ii) all necessary approval and consents from the Board and the Shareholders and the regulatory authorities and all necessary filings in connection with the Placing and the transactions contemplated thereunder (including the corresponding amendments to the Articles) having been obtained and completed, and remaining in full force and effect as at the date of the Placing Completion;
- (iii) the Specific Mandate having been obtained at the EGM and the Class Meetings;
- (iv) the Placing Agreement not having been terminated pursuant to the terms of the Placing Agreement; and
- (v) Investor Subscription Agreement having become unconditional in all respects.

None of the above conditions may be waived by any party to the Placing Agreement. Both parties shall use their best effort to procure the fulfilment of the conditions precedent. If any conditions above cannot be fulfilled on or before 31 December 2017 (or such other date as may be agreed between the Company and the Placing Agent in writing), all of the obligations of the Company and the Placing Agent shall cease and determine (save for certain clauses specified in the Placing Agreement) and none of the parties shall have any claim against any other in respect of the Placing, save for any antecedent breaches. As at the date of this announcement, none of the conditions has been fulfilled except that the relevant resolutions have been passed by the Board.

### **Placing Completion**

Placing Completion shall take place on the date of the Investor Subscription Completion or on such later date as the Company and the Placing Agent may agree in writing.

### **Termination**

The Placing Agent may, after consultation with the Company (to the extent that the same is practicable or necessary), terminate the Placing Agreement if at any time prior to 6:00 p.m. on the day immediately preceding the date of the Placing Completion:

- (i) any of the undertakings, representations and warranties given by the Company under the Placing Agreement becomes untrue or inaccurate in a material respect or the Company is in material breach of the Placing Agreement; or
- (ii) the Company and the Placing Agent reasonably believes that the success of the Placing will be materially and adversely affected due to the following occasions:
  - (a) the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) in Hong Kong or in the PRC occurs from the date of the Placing Agreement to the day immediately preceding the date of completion of the Placing, which has material adverse effect on the business and financial position of the Company;
  - (b) any national or international event or change of a political, military, financial or economic nature, or any national or international outbreak or escalation of hostilities or armed conflict occurs from the date of the Placing Agreement to the day immediately preceding the date of completion of the Placing, which has material adverse effect on the business and financial position of the Company; or



- (c) the declaration of a banking moratorium by Hong Kong authorities, or any moratorium, suspension or material restriction on trading in shares or securities generally, or the establishment of minimum prices, on the Stock Exchange due to exceptional financial circumstances or otherwise.
- (iii) any material adverse change in the business or financial position of the Company occurs from the date of the Placing Agreement to the day immediately preceding the date of completion of the Placing, which has material adverse effect on the Placing and was not previously known to the Placing Agent; or
- (iv) for whatever reason, (a) the Investor Subscription Agreement cannot be completed in accordance with the terms thereof; or (b) the Investor Subscription Completion and the Placing Completion are not to take place on the same day.

The Company may by notice in writing terminate the Placing Agreement if at any time prior to 6:00 p.m. on the day immediately preceding the date of the Placing Completion it has come to the attention of the Company that the Placing Agent is in material breach of the Placing Agreement.

Upon giving of notice pursuant to the paragraph above, all obligations and liabilities of the parties to the Placing Agreement will forthwith cease and determine, save for any antecedent breach of the Placing Agreement.

## **USE OF PROCEEDS AND REASONS AND BENEFITS OF THE ISSUE OF THE PLACING SHARES**

The Company entered into the Placing Agreement with the Placing Agent to procure the Placing of the Placing Shares to the Placees with a view to maintaining the minimum 25% public float requirement under Rule 8.08(1)(a) of the Listing Rules as soon as reasonably practicable after the Investor Subscription Completion.

Assuming that all the Placing Shares are successfully placed by the Placing Agent, the gross proceeds from the Placing will be approximately HK\$265.07 million, and the net proceeds (after deduction of expenses of the Placing) will be approximately HK\$262.42 million. The net proceeds raised per Share will be approximately HK\$1.41 per Placing Share. The Company intends to use the net proceeds from the Placing for general working capital and general corporate purposes.

The Directors consider that the Placing Agreement is entered into on normal commercial terms, and that the terms of the Placing Agreement (including the Placing Price and the placing commission payable) are fair and reasonable based on the current market conditions and the Placing is in the interest of the Company and its Shareholders as a whole.

## FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Save as the Investment Subscription and the Management Subscriptions as disclosed as follows, which are subject to completion in accordance with the terms of the Investment Subscription Agreement and the Management Subscription Agreements (as the case may be), the Company has not conducted any fund raising activities in relation to the issue of equity securities of the Company in the past twelve months prior to the date of this announcement.

Set out below is a summary of the fund raising activities in the past 12 months immediately before the date of this announcement:

Date of Announcement(s)	Description	Net proceeds raised/ to be raised	Completed	Intended use of proceeds	Actual use of proceeds
15 May 2017, 25 May 2017 and 29 June 2017	Proposed subscription of 223,096,020 new Domestic Shares and 74,364,000 new H Shares by the Subscriber under the Investor Subscription Agreement	Approximately RMB371.65 million	No	Intended to be used for (i) 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 the Guangdong Province or Pearl River Delta region; (ii) for developing the Group's existing business including its guarantee business, loan business for small and medium enterprises mainly through increasing the Group's capital contribution to the relevant subsidiaries of the Company; and (iii) for establishing a subsidiary for providing comprehensive internet financial and internet micro-lending services. For details, please see announcements of the Company dated 15 May 2017, 25 May 2017 and 29 June 2017	Not applicable
15 May 2017, 25 May 2017 and 29 June 2017	Proposed subscription of not more than 10,000,000 new Domestic Shares in aggregate by the Management Subscribers under the respective Management Subscription Agreement	Approximately RMB12.51 million, assuming all Management Subscriptions are successfully completed	No	Intended to be used for working capital and general corporate purposes. For details, please see announcements of the Company dated 15 May 2017, 25 May 2017 and 29 June 2017	Not applicable



## EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the number of issued Shares is 1,066,666,667 Shares, comprising 773,333,333 Domestic Shares and 293,333,334 H Shares.

The shareholding structures of the Company (i) as at the date of this announcement; (ii) immediately after the Investor Subscription Completion; (iii) immediately after the Management Subscription Completion; and (iv) immediately after the Placing Completion; and (v) immediately after the Investor Subscription Completion, the Management Subscription Completion and the Placing Completion (assuming there is no change in the issued share capital of the Company and the Shares held by the Subscriber and the Management Subscribers since the date of this announcement and up to the Investor Subscription Completion and the Management Subscription Completion and the Placing Completion, save for the issue of the Investor Subscription Shares and the Management Subscription Shares and the Placing Shares) are set out as follows:

Share Class	As at the date of the announcement		Immediately after Investor Subscription Completion (without taking into account Management Subscription Completion and Placing Completion)		Immediately after Management Subscription Completion (without taking into account Investor Subscription and Placing Completion)		Immediately after Placing Completion (without taking into account Investor Subscription and Management Subscription Completion)		Immediately after Investor Subscription Completion, Management Subscription Completion and Placing Completion		
	Approximate		Approximate		Approximate		Approximate		Approximate		
	No. of shares	% of the total issued Shares	No. of shares	% of the total issued Shares	No. of shares	% of the total issued Shares	No. of shares	% of the total issued Shares	No. of shares	% of the total issued Shares	
<b>Non-public Shareholders</b>											
Mr. Wu Liejin (吳烈進先生)	Domestic Shares	31,280,351	2.93	31,280,351	2.29	32,110,351	2.98	31,280,351	2.50	32,110,351	2.06
Mr. Xie Yongdong (謝勇東先生) (Note 2)	Domestic Shares	39,920,000	3.74	39,920,000	2.93	40,720,000	3.78	39,920,000	3.19	40,720,000	2.61
Mr. Huang Guoshen (黃國深先生)	Domestic Shares	41,760,000	3.91	41,760,000	3.06	41,760,000	3.88	41,760,000	3.33	41,760,000	2.68
Ms. Wu Yanfen (吳豔芬女士)	Domestic Shares	29,700,000	2.78	29,700,000	2.18	29,700,000	2.76	29,700,000	2.37	29,700,000	1.90
Mr. Wang Wei (王維先生)	Domestic Shares	-	-	-	-	60,000	0.01	-	-	60,000	0.00
Mr. Liang Yi (梁毅先生)	Domestic Shares	-	-	-	-	80,000	0.01	-	-	80,000	0.01
Mr. Zhang Deben (張德本先生)	Domestic Shares	-	-	-	-	212,000	0.02	-	-	212,000	0.01
Mr. Ou Weiming (歐偉明先生)	Domestic Shares	-	-	-	-	500,000	0.05	-	-	500,000	0.03
Ms. Lu Haoming (陸皓明女士)	Domestic Shares	-	-	-	-	150,000	0.01	-	-	150,000	0.01
Mr. Zheng Zhengqiang (鄭正強先生)	Domestic Shares	-	-	-	-	162,000	0.02	-	-	162,000	0.01

Share Class	As at the date of the announcement		Immediately after Investor Subscription Completion (without taking into account Management Subscription Completion and Placing Completion)		Immediately after Management Subscription Completion (without taking into account Investor Subscription and Placing Completion)		Immediately after Placing Completion (without taking into account Investor Subscription Completion and Management Subscription Completion)		Immediately after Investor Subscription Completion, Management Subscription Completion and Placing Completion		
	<i>Approximate</i>		<i>Approximate</i>		<i>Approximate</i>		<i>Approximate</i>		<i>Approximate</i>		
	<i>No. of shares</i>	<i>% of the total issued Shares</i>	<i>No. of shares</i>	<i>% of the total issued Shares</i>	<i>No. of shares</i>	<i>% of the total issued Shares</i>	<i>No. of shares</i>	<i>% of the total issued Shares</i>	<i>No. of shares</i>	<i>% of the total issued Shares</i>	
Fuside (Note 2)	Domestic Shares	33,002,680	3.09	33,002,680	2.42	33,002,680	3.07	33,002,680	2.63	33,002,680	2.11
The Subscriber	Domestic Shares	-	-	223,096,020	16.35	-	-	-	-	223,096,020	14.29
	H Shares	-	-	74,364,000	5.45	-	-	-	-	74,364,000	4.76
The Placees	H Shares	-	-	-	-	-	-	186,666,000	14.89	186,666,000	11.96
Public shareholders (including Management Subscribers who are not Connected Subscribers) other than the Placees	Domestic Shares	597,670,302	56.03	597,670,302	43.81	604,876,302	56.18	597,670,302	47.69	604,876,302	38.75
	H Shares	293,333,334	27.50	293,333,334	21.50	293,333,334	27.24	293,333,334	23.40	293,333,334	18.79
		<u>1,066,666,667</u>	<u>100.00</u>	<u>1,364,126,687</u>	<u>100.00</u>	<u>1,076,666,667</u>	<u>100.00</u>	<u>1,253,332,667</u>	<u>100.00</u>	<u>1,560,792,687</u>	<u>100.00</u>

*Notes:*

- (1) Certain percentage figures included in this table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.
- (2) Mr. Xie Yongdong is the only general partner of Foshan Venture Growth, which is a limited partnership directly holding 39,920,000 Domestic Shares. As Mr. Xie Yongdong, being the general partner, can solely exercise control over Foshan Venture Growth, he is deemed to be interested in the 39,920,000 Domestic Shares held by Foshan Venture Growth.
- (3) Ms. Gu Lidan, a non-executive Director, is the chairwoman of board of directors and general manager of Fuside. As at the date of this announcement, Fuside is owned as to 40% by the Subscriber and as to 60% by Guangdong Foshan Power Co., Ltd. (廣東佛山電力股份有限公司), a state-controlled entity in the PRC.

## **APPLICATION FOR LISTING**

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the new H Shares to be issued and allotted under the Placing Agreement.

## **SPECIFIC MANDATE TO ISSUE THE PLACING SHARES**

The Placing Shares will be allotted and issued pursuant to the Specific Mandate to be sought at the EGM and the Class Meetings. As such, the approval of the Shareholders by way of special resolutions at the EGM and the Class Meetings would be required pursuant to Rule 19A.38 of the Listing Rules.

## **THE EGM AND THE CLASS MEETINGS**

The EGM and the Class Meetings will be convened to consider and, if thought fit, to approve (i) the Placing Agreement and the transactions contemplated thereunder; (ii) the proposed increase in the issued share capital of the Company for the purpose of the Placing; (iii) the proposed grant of the Specific Mandate to the Board to issue and allot not more than, in aggregate, 186,666,000 new H Shares to not less than six Places under the Placing Agreement and relevant actions to be taken; and (iv) the proposed amendments to the Articles to give effect to the Placing Agreement.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions relating to the Placing at the EGM and the Class Meetings.

A circular containing, among other things, (i) details of the Placing; and (ii) notices convening the EGM and the Class Meetings will be despatched to the Shareholders as soon as practicable in accordance with the Listing Rules.

**Since the Placing Completion is subject to the fulfilment of the conditions as set out in the Placing Agreement and the Placing Agent is entitled to terminate the Placing Agreement under certain circumstances (the details of which are described in this announcement), the Placing may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms will have the following meanings:

“%”	per cent
“Articles”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	any weekday (excluding Saturday, Sunday, public holiday in Hong Kong or PRC and any day on which a tropical cyclone warning signal number 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9 a.m. and 4 p.m.) on which banks generally are open for business in Hong Kong and the PRC
“Class Meetings”	the Domestic Shareholders Class Meeting and 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)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Connected Subscribers”	Mr. Wu Liejin, Mr. Xie Yongdong, Mr. Wang Wei, Mr. Liang Yi, Mr. Zhang Deben, Mr. Ou Weiming, Ms. Lu Haoming and Mr. Zheng Zhengqiang
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary domestic share(s) of the Company with a nominal value of RMB1.00 each in the share capital of the Company

“Domestic Shareholders Class Meeting”	the class meeting of the Domestic Shareholders to be convened to consider, and if thought fit, to approve the Placing Agreement and the transactions contemplated thereunder, the grant of the proposed Specific Mandate, the proposed increase in the issued share capital of the Company and the corresponding amendments to the Articles for the purpose of the Placing
“EGM”	the extraordinary general meeting of the Company to be convened to consider, and if thought fit, to approve the Placing Agreement and the transactions contemplated thereunder, the grant of the proposed Specific Mandate, the proposed increase in the issued share capital of the Company and the corresponding amendments to the Articles for the purpose of the Placing
“Foshan Venture Growth”	Foshan Venture Growth Investment Centre L.P. (佛山創業成長投資中心 (有限合夥)), a limited partnership established in the PRC which is directly holding 39,920,000 Domestic Shares as at the date of this announcement
“Fuside”	Foshan Fuside Infrastructure Investment Co., Ltd. (佛山市富思德基礎設施投資有限公司), a company established in the PRC which is directly holding 33,002,680 Domestic Shares as at the date of this announcement
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and are traded in Hong Kong dollars
“H Shareholder(s)”	the holder(s) of H Shares
“H Shareholders Class Meeting”	the class meeting of the H Shareholders to be convened to consider, and if thought fit, to approve the Placing Agreement and the transactions contemplated thereunder, the grant of the proposed Specific Mandate, the proposed increase in the issued share capital of the Company and the corresponding amendments to the Articles for the purpose of the Placing

“HK\$” or “Hong Kong Dollar”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company, any of the Directors, chief executive, supervisors, or substantial Shareholders of the Company or any of its subsidiaries or any of their respective associates (as defined in the Listing Rules)
“Investor Subscription”	the subscription of the Investor Subscription Shares by the Subscriber (or the entities nominated by it) pursuant to the Investor Subscription Agreement
“Investor Subscription Agreement”	the conditional subscription agreement entered into between the Company and the Subscriber dated 15 May 2017 in relation to the Investor Subscription
“Investor Subscription Completion”	completion of the Investor Subscription in accordance with the terms of the Investor Subscription Agreement
“Investor Subscription Share(s)”	223,096,020 new Domestic Shares and 74,364,000 new H Shares proposed to be issued by the Company to the Subscriber (and/or its nominee) under specific mandate on terms and subject to the conditions set out in the Investor Subscription Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Management Subscribers”	a total of 76 management personnel of the Company including the Connected Subscribers. For further details of the Management Subscribers, please refer to the sub-section headed “Information on the Management Subscribers” in the announcement of the Company dated 15 May 2017
“Management Subscription Agreements”	a total of 76 management subscription agreements entered into between the Company and each of the Management Subscribers all on 15 May 2017, the terms of which are substantially similar, save and except for the numbers of Management Subscription Shares being subscribed by each Management Subscriber



“Management Subscription Completion”	completion of the Management Subscription in accordance with the terms of the respective Management Subscription Agreement
“Management Subscription Shares”	10,000,000 new Domestic Shares in aggregate proposed to be issued by the Company to the Management Subscribers under the Specific Mandate on terms and subject to the conditions set out in the respective Management Subscription Agreement
“Management Subscription(s)”	the respective subscription(s) of the Management Subscription Shares by the Management Subscribers pursuant to the Management Subscription Agreements
“Placee(s)”	any individuals, corporate, institutional investors or other investors to be procured by or on behalf of the Placing Agent under the Placing
“Placing”	the placing of the Placing Shares by the Placing Agent pursuant to the terms of the Placing Agreement
“Placing Agent”	GF Securities (Hong Kong) Brokerage Limited, a corporation licensed to carry out type 1 (dealing in securities) regulated activity and type 4 (advising on securities) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the conditional placing agreement dated 17 July 2017 and entered into between the Company and the Placing Agent in relation to the Placing
“Placing Completion”	completion of the Placing in accordance with the terms of the Placing Agreement
“Placing Price”	HK\$1.42 per Placing Share
“Placing Shares”	a total of 186,666,000 new H Shares to be placed by the Placing Agent for and on behalf of the Company under the Placing Agreement
“PRC”	the People’s Republic of China, which for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	collectively, the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Specific Mandate”	the specific mandate to allot and issue the Placing Shares to be sought at the EGM and the Class Meetings
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Foshan Financial Investment Holdings Co., Ltd.* (佛山市金融投資控股有限公司)
“Supervisor(s)”	has the meaning ascribed to it under the Listing Rules

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

Foshan, the PRC, 18 July 2017

*As of the date of this announcement, the executive Directors are Mr. Wu Liejin (Chairman) and Mr. Xie Yongdong; the non-executive Directors are Mr. Zhang Minming, Ms. Gu Lidan, Ms. Wu Yanfen and Mr. Huang Guoshen; and the independent non-executive Directors are Mr. Wu Xiangneng, Mr. Leung Hon Man and Mr. Liu Heng.*

\* *For identification purposes only*