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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)**

## **NOTICE OF 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 on Friday, 17 November 2017 at 3:30 p.m. at Tian Lu Shan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong to consider and, if thought fit, pass the following resolutions. Capitalised terms defined in the circular dated 30 September 2017 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified:

### **SPECIAL RESOLUTIONS**

#### **1. Resolution in relation to the Investor Subscription Agreement**

**“THAT:**

- (a) the Investor Subscription Agreement entered into between the Company and the Subscriber pursuant to which the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to issue (i) 223,096,020 Domestic Shares at RMB1.264 per Domestic Share; and (ii) 74,364,000 H Shares at HK\$1.42 per H Share be and is hereby approved, confirmed and ratified, and that all the transactions contemplated under the Investor Subscription Agreement be and are hereby approved, confirmed and ratified. A copy of the Investor Subscription Agreement is produced to the meeting marked “A” and signed by the Chairman of the H Shareholders Class Meeting for the purpose of identification;

- (b) the Board be and is hereby granted a specific mandate to issue (i) 223,096,020 Domestic Shares and (ii) 74,364,000 H Shares upon completion of the Investor Subscription Agreement to the Subscriber pursuant to the Investor Subscription Agreement;
- (c) the Board be and is hereby authorised to increase the registered capital of the Company in accordance with the Investor Subscription Agreement by issuing such number of the Domestic Shares and H Shares pursuant to paragraph (b) of this resolution, to register the increased registered capital with the relevant authorities and to make consequential changes to the registered capital and the shareholding structure in the Articles; and
- (d) any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect to and/or to complete or in connection with the Investor Subscription Agreement and the transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

## **2. Resolutions in relation to the Management Subscription Agreements**

### **2.1 “THAT:**

- (a) the Management Subscription Agreements entered into between the Company and each of the Connected Subscribers pursuant to which each of the Connected Subscribers has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue, such number of the Domestic Shares pursuant to the respective Management Subscription Agreement at RMB1.264 per Domestic Share be and are hereby approved, confirmed and ratified, and that all the transactions contemplated under each of the Management Subscription Agreements in relation to the Connected Subscribers be and are hereby approved, confirmed and ratified. A copy of the relevant Management Subscription Agreements is produced to the meeting marked “B” and signed by the Chairman of the H Shareholders Class Meeting for the purpose of identification;

- (b) the Board be and is hereby granted a specific mandate to issue such number of the Domestic Shares to the relevant Connected Subscribers (up to, in aggregate, 2,794,000 Domestic Shares) pursuant to the Management Subscription Agreements entered into with the relevant Connected Subscribers;
- (c) the Board be and is hereby authorised to increase the registered capital of the Company in accordance with the Management Subscription Agreements entered into with the relevant Connected Subscribers by issuing such number of the Domestic Shares pursuant to paragraph (b) of this resolution no. 2.1, to register the increased registered capital with the relevant authorities and to make consequential changes to the registered capital and the shareholding structure in the Articles; and
- (d) any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect to and/or to complete or in connection with the Management Subscription Agreements entered into with the relevant Connected Subscribers and the transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

## **2.2 “THAT:**

- (a) the Management Subscription Agreements entered into between the Company and each of the Management Subscribers (other than the Connected Subscribers) pursuant to which each of the Management Subscribers (other than the Connected Subscribers) has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue, such number of the Domestic Shares pursuant to the respective Management Subscription Agreement at RMB1.264 per Domestic Share be and are hereby approved, confirmed and ratified, and that all the transactions contemplated under the Management Subscription Agreements in relation to the Management Subscribers (other than the Connected Subscribers) be and are hereby approved, confirmed and ratified. A copy of the relevant Management Subscription Agreements is produced to the meeting marked “C” and signed by the Chairman of the H Shareholders Class Meeting for the purpose of identification;

- (b) the Board be and is hereby granted a specific mandate to issue such number of the Domestic Shares to the relevant Management Subscribers (who are not the Connected Subscribers) (up to, in aggregate, 7,206,000 Domestic Shares) pursuant to the Management Subscription Agreements entered into with the relevant Management Subscribers (who are not the Connected Subscribers);
- (c) the Board be and is hereby authorised to increase the registered capital of the Company in accordance with the Management Subscription Agreements entered into with the relevant Management Subscribers (who are not the Connected Subscribers) by issuing such number of the Domestic Shares pursuant to paragraph (b) of this resolution no. 2.2, to register the increased registered capital with the relevant authorities and to make consequential changes to the registered capital and the shareholding structure in the Articles; and
- (d) any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect to and/or to complete or in connection with the Management Subscription Agreements entered into with the relevant Management Subscribers (who are not the Connected Subscribers) and the transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

### **3. Resolution in relation to the Placing Agreement**

**“THAT:**

- (a) the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) entered into between the Company and the Placing Agent in relation to the Placing, on a best effort basis, of up to 186,666,000 new H Shares in two tranches at HK\$1.42 per H Share, to not less than six Placees in each tranche of the Placing, be and is hereby approved, confirmed and ratified, and that all the transactions contemplated under the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) be and are hereby approved, confirmed and ratified. A copy of the Placing Agreement and the Supplemental Placing Agreement is produced to the meeting marked “D” and “E”, respectively, and signed by the Chairman of the H Shareholders Class Meeting for the purpose of identification;

- (b) the Board be and is hereby granted a specific mandate to issue up to 186,666,000 H Shares pursuant to the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement);
- (c) the Board be and is hereby authorised to increase the registered capital of the Company in accordance with the Placing Agreement by issuing such number of the H Shares pursuant to paragraph (b) of this resolution, to register the increased registered capital with the relevant authorities and to make consequential changes to the registered capital and the shareholding structure in the Articles; and
- (d) any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect to and/or to complete or in connection with the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) and the transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

#### **4. Resolution in relation to the amendments to the Articles**

**“THAT:**

- (a) the proposed amendments to the Articles as set out in Appendix I to the Circular be and are hereby approved; and
- (b) any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect to or in connection with the proposed amendments to the Articles, including, without limitation, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

By Order of the Board  
**Guangdong Join-Share Financing Guarantee Investment Co., Ltd.\***  
**Xie Yongdong**  
*Executive Director*

Foshan, the People’s Republic of China  
30 September 2017

*Notes:*

1. 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 Wednesday, 18 October 2017 to Friday, 17 November 2017, 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 Friday, 17 November 2017 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 Tuesday, 17 October 2017.
2. An H Shareholder entitled to attend and vote at the H Shareholders Class Meeting 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 an H Shareholder or his duly authorized 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 authorized 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 Saturday, 28 October 2017.
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.
10. The contact information of the Company is as follows:

Contact person: Mr. Zheng Zhengqiang/Ms. Song Mian

Contact Tel: (86) 186 8880 7052/(86) 139 2543 3921

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

\* *For identification purpose only*