



# 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 DOMESTIC SHAREHOLDERS CLASS MEETING TO BE HELD ON 17 NOVEMBER 2017

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 \_\_\_\_\_  
domestic shares<sup>(Note 3)</sup> in the Company, **herby 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 domestic shareholders class meeting at the domestic shareholders class meeting (the “Domestic Shareholders Class Meeting”) of the Company to be held at Tian Lu Shan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 17 November 2017 at 2 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 form of proxy shall have the same meanings as defined in the circular of the Company dated 30 September 2017 (the “Circular”) unless the context requires otherwise.

SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	<b>Resolution in relation to the Investor Subscription Agreement</b> The Investor Subscription Agreement entered into between the Company and the Subscriber in relation to the subscription of (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, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and that 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 and be and is hereby authorised to increase correspondingly the registered capital of the Company, 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 that 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.			
2.	<b>Resolutions in relation to the Management Subscription Agreements</b>			
2.1	The Management Subscription Agreements entered into between the Company and each of the Connected Subscribers in relation to the subscription of such number of the Domestic Shares pursuant to the respective Management Subscription Agreement at RMB1.264 per Domestic Share and all the transactions contemplated thereunder in relation to the Connected Subscribers be and are hereby approved, confirmed and ratified, and that 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 their respective Management Subscription Agreements and be and is hereby authorised to increase correspondingly the registered capital of the Company, 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 that 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.			

SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
2.2	The Management Subscription Agreements entered into between the Company and each of the Management Subscribers (who are not the Connected Subscribers) in relation to the subscription of such number of the Domestic Shares pursuant to the respective Management Subscription Agreement at RMB1.264 per Domestic Share and all the transactions contemplated thereunder in relation to the Management Subscribers (who are not the Connected Subscribers) be and are hereby approved, confirmed and ratified, and that the Board be and is hereby granted a specific mandate to issue such number of the Domestic Shares to the relevant Management Subscribers (up to, in aggregate, 7,206,000 Domestic Shares) pursuant to their respective Management Subscription Agreements and be and is hereby authorised to increase correspondingly the registered capital of the Company, 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 that 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 with the relevant Management Subscribers (who are not the Connected Subscribers) and the transactions contemplated thereunder.			
3.	<b>Resolution in relation to the Placing Agreement</b> 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 and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and that 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) and be and is hereby authorised to increase correspondingly the registered capital of the Company, 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 that 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 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.			
4.	<b>Resolution in relation to the amendments to the Articles</b> The proposed amendments to the Articles as set out in Appendix I to the Circular be and are hereby approved and that 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.			

Date: \_\_\_\_\_ 2017

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

**Notes:**

1. 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).
2. 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**.
3. 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).
4. If you wish to appoint any person other than the chairman of the Domestic Shareholders Class Meeting 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/their behalf. A proxy needs not be a member of the Company. Any alterations made in this proxy form should be initialled by the person who signs it.
5. **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 Domestic Shareholders Class Meeting. The shares abstained will not be counted in the calculation of the required majority.
6. 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 authorization shall be notarised.
7. 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.
8. 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 Domestic Shareholders Class Meeting or any of its adjournments (as the case may be) at the Company's registered office in the PRC at Unit 2202-2212, 22/F, Chuangye Building, No. 215 Fenjiang Middle Road, Foshan, Guangdong, the PRC.
9. The Domestic Shareholders Class Meeting 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 Domestic Shareholders Class Meeting shall present their identity certifications.

\* For identification purposes only