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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)**

## **PROPOSED ISSUE OF DOMESTIC CORPORATE BONDS IN THE PRC**

The Company announces that the Board resolved to submit to the Shareholders for consideration and approval of the proposed issue of Domestic Corporate Bonds with an aggregate principal amount of not more than RMB500 million (inclusive of RMB500 million) at the EGM. The Company intends to utilise all the proceeds from the issuance of Domestic Corporate Bonds (after deducting issuance expenses) for settlement of existing corporate bonds upon maturity.

A circular containing the details of the proposed issue of Domestic Corporate Bonds and a notice convening the EGM will be dispatched to the Shareholders in due course.

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

### **1. Background**

On 13 May 2025, the Board resolved to submit to the Shareholders for consideration and approval of the proposed issue of Domestic Corporate Bonds with an aggregate principal amount of not more than RMB500 million at the EGM. The Company intends to utilise the proceeds from the issuance of Domestic Corporate Bonds (after deducting issuance expenses) for settlement of existing corporate bonds upon maturity.

According to the PRC Company Law and the Articles, the Bond Issue is subject to the approval of the Shareholders. The timetable for the Bond Issue depends on the conditions of the PRC bond market and the capital needs of the Company.

## 2. Proposed issue of Domestic Corporate Bonds

The proposed arrangements for the Bond Issue are as follows (such arrangements are subject to the conditions of the PRC bond market):

- (1) Issuing size : The issuing size of Domestic Corporate Bonds under non-public issue shall not be more than RMB500 million (inclusive). It is proposed that the Board and its authorised person(s) shall be granted the authority at the EGM to determine the specific issuing size based on the funding needs of the Company and the market conditions at the time of issue, subject to the aforesaid limits.
- (2) Issuing method : It is proposed that the Board and its authorised person(s) shall be granted the authority at the EGM to determine the specific issuing method based on the funding needs of the Company and the market conditions at the time of issue.
- (3) Bond maturity : The Domestic Corporate Bonds will have a maturity term not exceeding five (5) years (inclusive of five (5) years) and can be either single-term type or multiple terms hybrid type. It is proposed that the Board or its authorised person(s) shall be granted the authority at the EGM to determine the specific bond maturity structure with the lead underwriter, according to the relevant regulations, the Company's capital operation arrangement, and the currency market conditions at the time of issue.
- (4) Nominal value and issue price : The nominal value of the Domestic Corporate Bonds shall be RMB100, and the Domestic Corporate Bonds will be issued at par value.
- (5) Distribution rate and its determination mechanism : The distribution rate of the Domestic Corporate Bonds will be fixed, which the interest rate of the Domestic Corporate Bonds shall be calculated on a single interest basis annually and without compound interest. It is proposed that the Board and its authorised person(s) shall be granted the authority at the EGM to determine the specific distribution rate and its payment methods with the lead underwriter.

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| (6) Use of proceeds  | : | After deducting issuance expenses, all the proceeds from the Bond Issue are intended to be utilised for settlement of existing corporate bonds upon maturity.  |
| (7) Listing of issued bonds  | : | Upon issuance of the Domestic Corporate Bonds, the Company will apply for the listing of the Domestic Corporate Bonds on the Shenzhen Stock Exchange.  |
| (8) Guarantee  | : | No guarantee.  |
| (9) Terms of adjustment of distribution rate, redemption or repurchase | : | It is proposed that the Board and its authorised person(s) shall be granted the authority at the EGM to determine whether to include terms of adjustment of distribution rate, redemption or repurchase of the Domestic Corporate Bonds and related specific terms in accordance with the relevant regulations and market conditions.  |
| (10) Form of underwriting for the Bond Issue                           | : | The Bond Issue is to be underwritten by the lead underwriter by way of distribution on best effort basis.  |
| (11) Protective measures for repayments                                | : | <p>It is proposed that the Board and its authorised person(s) shall be granted the authority at the EGM to take at least the following protective measures in the event the Company expects that it is unable to repay the principal and interests of the Domestic Corporate Bonds on time or is unable to repay the same upon maturity:</p> <ol style="list-style-type: none"> <li>1. no dividend will be distributed to the Shareholders;</li> <li>2. suspend the implementation of projects which incur capital expenditures, such as significant external investments, mergers and acquisitions;</li> <li>3. adjust, reduce or suspend the payment of salaries and bonus to the Directors and senior management of the Company; and</li> <li>4. prohibit any job transfer of the key responsible personnel.</li> </ol> |

(12) Validity of resolutions : The special resolutions in relation to the Bond Issue to be passed at the EGM will be valid in 36 months after the date of the passing of such resolutions.

**3. Authorising the Board, and approving the Board to further authorise the chairman of the Board, to deal with matters relating to the Bond Issue at its/his sole discretion**

To ensure the issue of the Domestic Corporate Bonds to be proceeded in an efficient and orderly manner, the Board proposes that, subject to the then prevailing market conditions, as well as the contents, framework, and principles of the resolution to be considered at the general meeting for approval, the Board should be granted the authority at the general meeting of the Company to, and further approved to authorize chairman of the Board, Mr. Wu Liejin, to, deal with the issuance of Domestic Corporate Bonds and related matters at its/his discretion for the purpose of safeguarding and maximizing the interests of the shareholders of the Company, in accordance with 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, and the Articles, which shall contain, including but not limited to:

1. To deal with the approval, registration, filing, verification, and consent matters in relation to the Bond Issue with the relevant regulatory bodies and authorities;
2. To determine the specific proposal for issuance of the Domestic Corporate Bonds, and to revise and adjust the terms of Bond Issue, including but not limited to the specific issuing size, term of bond maturity, type of bonds, distribution rate, and their determination mechanism, timing of issuance (including issuance in tranche and the number of tranches), specific use of proceeds, guarantee proposal, inclusion 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 Domestic Corporate Bonds, and other matters relating to the issuance;
3. To determine the appointment of the intermediary institution to be involved in the Bond Issue, and the trustee manager in respect of the Bond Issue;
4. To deal with the registration of issuance of Domestic Corporate Bonds, and upon completion of the Bond Issue, to handle the listing matters in respect of Domestic Corporate Bonds, including but not limited to authorization, signing, execution, and amendment of all necessary documents, contracts, agreements, instruments (including but not limited to offering prospectus, underwriting agreement, bond trustee management agreement, listing agreement, meeting procedures for bond holders, and other 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;

5. Where the relevant regulatory bodies amend their policies in respect to issuance of 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, to adjust the specific proposal and other related matters in respect to issuance of Domestic Corporate Bonds based on the opinions of the relevant regulatory bodies, or to determine whether to proceed with the Bond Issue based on the actual conditions;
6. To deal with other specific matters in connection with issuance of Domestic Corporate Bonds and its listing; and
7. The term of the authorisation shall commence from the date of passing of the relevant resolution at the EGM till the completion of all the authorised relevant matters mentioned above.

#### **4. Reasons for the proposed Bond Issue and benefits to the Shareholders**

The Board considers that the proposed Bond Issue can maintain the Group's existing financial structure and effectively keep the financing costs of the Group at a relatively low level. The proposed Bond Issue will enhance the brand awareness of the Company and will not have a dilutive impact on the shareholding of the existing Shareholders. Therefore, the Board considers that the proposed Bond Issue is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

#### **EXTRAORDINARY GENERAL MEETING**

An EGM will be convened to approve the proposed issue of the Domestic Corporate Bonds by special resolutions. A circular containing, among other things, details of the above resolutions together with the notice of the general meeting will be despatched to the Shareholders in due course.

**The Bond Issue is subject to, among others, the approval of the Shareholders at the EGM, the approval by Shenzhen Stock Exchange and/or other relevant regulatory authorities and market conditions and may or may not proceed. Shareholders and investors should therefore exercise caution in dealing in the Company's shares.**

## DEFINITIONS

In this announcement, unless otherwise defined, the capitalised terms shall have the following meanings:

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| “Articles of Association”  | the articles of association of the Company  |
| “Board”                    | the board of Directors of the Company   |
| “Bond Issue”               | the proposed non-public issue of Domestic Corporate Bonds by the Company  |
| “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), formerly known as Foshan Yingda Guarantee Investment Co., Ltd., a joint stock limited company incorporated in the PRC on 23 May 2003 and the H Shares of which are listed on the Stock Exchange (Stock Code: 1543) |
| “Director(s)”              | the director(s) of the Company  |
| “Domestic Corporate Bonds” | the domestic corporate bonds with an aggregate principal amount of not more than RMB500 million (inclusive of RMB500 million) as proposed under a non-public issuance by the Company  |
| “EGM”                      | the Extraordinary General Meeting to be held to approve the Bond Issue and the authorisation to the Board in relation to the Bond Issue   |
| “Group”                    | the Company and its subsidiaries  |
| “H Share(s)”               | overseas listed foreign ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange   |
| “Hong Kong”                | Hong Kong Special Administrative Region of the PRC  |
| “Listing Rules”            | the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time   |
| “PRC”                      | the People’s Republic of China excluding, for the purposes of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan  |

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| “RMB”            | Renminbi, the lawful currency of the PRC |
| “Shareholder(s)” | the holder(s) of share(s) of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited  |

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

Foshan, the PRC, 13 May 2025

*As of the date of this announcement, the executive director of the Company is Mr. Wu Liejin (Chairman); the non-executive directors of the Company are Mr. Huang Weibo, Mr. Zhao Wei, Mr. Pan Mingjian, Ms. Feng Qunying and Mr. Ou Weiming; and the independent non-executive directors of the Company are Mr. Wu Xiangneng, Mr. Leung Hon Man and Ms. Li Xia.*

*\* For identification purpose only*

**No assurance is given that any formal agreement will be entered into, but the Company will provide relevant updates concerning this matter from time to time when appropriate. Shareholders and potential investors of the Company should exercise caution when dealing in or investing in the securities of the Company.**