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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)**

## **CONNECTED AND DISCLOSEABLE TRANSACTION IN RELATION TO THE PROVISION OF GUARANTEE**

### **THE GUARANTEE**

On 16 September 2025, the Company and Zhongshan Financial Investment entered into the Business Cooperation Agreement, pursuant to which the Group Company shall provide the Guarantee to Zhongshan Financial Investment Group Company for its clients within the Maximum Guarantee Limit of RMB100 million. The actual terms, such as method, scope and period of guarantee, of each individual provision of Guarantee by the Group Company shall be agreed under separate guarantee service agreement to be entered into between the Group Company and Zhongshan Financial Investment Group Company.

### **REASONS FOR AND BENEFITS OF THE PROVISION OF GUARANTEE**

Zhongshan Financial Investment was established in August 2015 with a registered capital of RMB2.834 billion. Currently, as a key secondary enterprise under Zhongshan Investment Holdings Group Co., Ltd.\* (中山投資控股集團有限公司), it is responsible for the investment segment within their “3 + X” business framework. Its primary duties include equity investment and operation in financial and quasi-financial sectors, asset operation management, financing guarantee, venture capital, fund investment and management, policy-based inclusive financial services within authorized scope, and entrusted management of equity investments of Zhongshan Investment Holdings Group Co., Ltd.\*. By entering into the Business Cooperation Agreement with Zhongshan Financial Investment, the Group will build up long-term business relationship with them, and be able to generate operational revenue for the Group, which will be beneficial to the strengthening of our operating business as well as to our brand building. Therefore, the Directors expect that such cooperation with Zhongshan Financial Investment will bring to the Group more business opportunities to work with large and well-known companies.

Taking into account the above, the Directors, including the independent non-executive Directors, are of the view that the Business Cooperation Agreement was entered into in the ordinary and usual course of business of the Company and consider that the terms of the Business Cooperation Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

#### **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) of the provision of the Guarantee contemplated under the Business Cooperation Agreement exceeds 5% but is less than 25%, the provision of the Guarantee contemplated under the Business Cooperation Agreement constitutes a discloseable transaction of the Company and therefore, is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Further, Zhongshan Join-Share Technology Financing Guarantee Investment Co., Ltd.\* (中山中盈盛達科技融資擔保投資有限公司), one of the subsidiaries of the Company, is owned as to 10% by Zhongshan Financial Investment. Therefore, Zhongshan Financial Investment is a connected person of the Company under Chapter 14A of the Listing Rules.

As such, the provision of the Guarantee contemplated under the Business Cooperation Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rule. As (i) Zhongshan Financial Investment is a connected person of the Company at the subsidiary level under the Listing Rules; (ii) the Board has approved the provision of the Guarantee; and (iii) the independent non-executive Directors have confirmed that the terms of the Business Cooperation Agreement are fair and reasonable and the transactions contemplated thereunder are on normal commercial terms or better and in the interests of the Company and its Shareholders as a whole, the provision of the Guarantee is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules but is exempt from the circular, independent financial advice and shareholders' approval requirements pursuant to Rule 14A.101 of the Listing Rules.

#### **INTRODUCTION**

On 16 September 2025, the Company and Zhongshan Financial Investment entered into the Business Cooperation Agreement, pursuant to which the Group Company shall provide the Guarantee to Zhongshan Financial Investment Group Company for its clients within the Maximum Guarantee Limit of RMB100 million.

## THE BUSINESS COOPERATION AGREEMENT

The principal terms of the Business Cooperation Agreement are set out as follows:

- Date : 16 September 2025
- Parties : (a) The Company; and  
(b) Zhongshan Financial Investment
- Term of validity : From 16 September 2025 to 15 September 2028 (“**Valid Period**”). The service term of each individual provision of Guarantee by the Group Company shall be agreed under separate guarantee service agreement to be entered into between the Group Company and Zhongshan Financial Investment Group Company.
- Details of Business Cooperation : During the Valid Period, the Group Company recommends clients with financing needs or investment demands to Zhongshan Financial Investment Group Company, and the Group Company provides guarantees for these clients to Zhongshan Financial Investment Group Company; or, the Zhongshan Financial Investment Group Company recommends clients with guarantee or consulting service needs to the Group Company, and the Group Company provides guarantees for these clients to Zhongshan Financial Investment Group Company.
- Guarantee : During the Valid Period, the Group Company can provide the Guarantee in a revolving way within the Maximum Guarantee Limit. The actual terms, such as method, scope and period of guarantee, of each individual provision of Guarantee by the Group Company shall be agreed under separate guarantee service agreement to be entered into between the Group Company and Zhongshan Financial Investment Group Company.

## INFORMATION OF ZHONGSHAN FINANCIAL INVESTMENT

Zhongshan Financial Investment is a company incorporated in the PRC with limited liability, and the registered share capital of which is over RMB2.8 billion. The actual controller of Zhongshan Financial Investment is State-owned Assets Supervision and Administration Commission of Zhongshan Municipal People’s Government. Zhongshan Financial Investment is principally engaged in investment and asset management, equity

investment and management, venture capital and investment services, entrusted asset management, enterprise management consulting services, financial information consulting services related business.

## **INFORMATION OF THE COMPANY**

The Company is a financial guarantee services provider in the PRC. It is principally engaged in the provision of (i) guarantees on behalf of SMEs and individual business proprietors to guarantee the repayment of their loans or performance of their certain contractual obligations, (ii) entrusted loans for SMEs and individual business proprietors, and (iii) micro-lending for SMEs, individual business proprietors and individuals.

## **REASONS FOR AND BENEFITS OF THE PROVISION OF GUARANTEE**

Zhongshan Financial Investment was established in August 2015 with a registered capital of RMB2.834 billion. Currently, as a key secondary enterprise under Zhongshan Investment Holdings Group Co., Ltd.\* (中山投資控股集團有限公司), it is responsible for the investment segment within their “3 + X” business framework. Its primary duties include equity investment and operation in financial and quasi-financial sectors, asset operation management, financing guarantee, venture capital, fund investment and management, policy-based inclusive financial services within authorized scope, and entrusted management of equity investments of Zhongshan Investment Holdings Group Co., Ltd.\*. By entering into the Business Cooperation Agreement with Zhongshan Financial Investment, the Group will build up long-term business relationship with them, and be able to generate operational revenue for the Group, which will be beneficial to the strengthening of our operating business as well as to our brand building. Therefore, the Directors expect that such cooperation with Zhongshan Financial Investment will bring to the Group more business opportunities to work with large and well-known companies.

Taking into account the above, the Directors, including the independent non-executive Directors, are of the view that the Business Cooperation Agreement was entered into in the ordinary and usual course of business of the Company and consider that the terms of the Business Cooperation Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

None of the Directors has any material interest in the Business Cooperation Agreement and the provision of the Guarantee contemplated thereunder, and none of the Directors is required to abstain from or has abstained from voting on the board resolutions approving the Business Cooperation Agreement and the provision of the Guarantee contemplated thereunder.

## LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) of the provision of the Guarantee contemplated under the Business Cooperation Agreement exceeds 5% but is less than 25%, the provision of the Guarantee contemplated under the Business Cooperation Agreement constitutes a discloseable transaction of the Company and therefore, is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Further, Zhongshan Join-Share Technology Financing Guarantee Investment Co., Ltd.\* (中山中盈盛達科技融資擔保投資有限公司), one of the subsidiaries of the Company, is owned as to 10% by Zhongshan Financial Investment. Therefore, Zhongshan Financial Investment is a connected person of the Company under Chapter 14A of the Listing Rules.

As such, the provision of the Guarantee contemplated under the Business Cooperation Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rule. As (i) Zhongshan Financial Investment is a connected person of the Company at the subsidiary level under the Listing Rules; (ii) the Board has approved the provision of the Guarantee; and (iii) the independent non-executive Directors have confirmed that the terms of the Business Cooperation Agreement are fair and reasonable and the transactions contemplated thereunder are on normal commercial terms or better and in the interests of the Company and its shareholders as a whole, the provision of the Guarantee is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules but is exempt from the circular, independent financial advice and shareholders' approval requirements pursuant to Rule 14A.101 of the Listing Rules.

## DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

|                                  |                                                                                                                                                                                                                                  |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Board”                          | the board of Directors of the Company                                                                                                                                                                                            |
| “Business Cooperation Agreement” | the business cooperation agreement dated 16 September 2025 and entered into between the Company and Zhongshan Financial Investment in relation to their business cooperation and provision of the Guarantee by the Group 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), a joint stock limited company incorporated in the PRC and the H Shares of which are listed on the Stock Exchange                            |
| “connected persons(s)”           | has the meaning ascribed to it under the Listing Rules                                                                                                                                                                           |

|                                                |                                                                                                                                       |
|------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|
| “Director(s)”                                  | the director(s) of the Company                                                                                                        |
| “Group”                                        | the Company and its subsidiaries                                                                                                      |
| “Group Company”                                | the Company, any of its controlling companies and/or subsidiaries                                                                     |
| “Guarantee”                                    | the guarantee(s) to be provided by the Group Company pursuant to the Business Cooperation Agreement                                   |
| “Listing Rules”                                | the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time |
| “Maximum Guarantee Limit”                      | a maximum guarantee credit of RMB100 million as agreed under the Business Cooperation Agreement                                       |
| “PRC”                                          | the People’s Republic of China                                                                                                        |
| “RMB”                                          | Renminbi, the lawful currency of the PRC                                                                                              |
| “Shareholder(s)”                               | the holder(s) of share(s) of the Company                                                                                              |
| “SMEs”                                         | small and medium enterprises                                                                                                          |
| “Stock Exchange”                               | The Stock Exchange of Hong Kong Limited                                                                                               |
| “substantial shareholder”                      | has the meaning ascribed to it under the Listing Rules                                                                                |
| “Zhongshan Financial Investment”               | Zhongshan Financial Investment Holdings Co., Ltd.* (中山金融投資控股有限公司), a company incorporated in the PRC with limited liability           |
| “Zhongshan Financial Investment Group Company” | Zhongshan Financial Investment, any of its controlling companies and/or subsidiaries                                                  |
| “%”                                            | per cent.                                                                                                                             |

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

Foshan, the PRC, 16 September 2025

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

*\* for identification purpose only*