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**Join-Share 中盈盛達**

共創 共享 共成長

**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 AMENDMENTS TO (I) THE ARTICLES OF ASSOCIATION AND (II) THE RULES OF PROCEDURES OF SHAREHOLDERS' MEETINGS**

This announcement is made by 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) (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed amendments to the Articles of Association of the Company (the “**Articles**”) and the rules of procedures of Shareholders' meetings (《股東大會議事規則》) (the “**Rules**”).

**(I) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of the Company hereby announces that based on the Company Law of the People's Republic of China (2018 Revision) (《中華人民共和國公司法(2018年修正)》) and the Reply of the State Council on the Adjustment of the Notice Period for General Meetings and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)), the Board proposes to make certain amendments to the Articles.

Details of the proposed amendments to the Articles are set out as follows:

Existing Articles	Revised Articles
<p><b>Article 24</b> The Company may, in accordance with the procedures set out in the law, administrative regulations, department protocols, the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong and these Articles of Association and with the approval of the relevant competent authority, repurchase its outstanding shares under the following circumstances:</p> <p>(1) cancellation of shares for the purposes of reducing its capital;</p> <p>(2) merging with another company that holds shares of the company;</p> <p>(3) <b>rewarding the employees of the Company with shares;</b></p> <p>(4) when requested by any shareholder to purchase his shares because this shareholder objects to any resolution of merger or division made by the Company at general meeting;</p> <p>(5) other circumstances permitted by law, administrative regulations or competent authorities.</p> <p><b>Apart from the foregoing, the Company shall not purchase its own shares.</b></p>	<p><b>Article 24 The Company may not repurchase the shares of the Company, except for one of the below situations:</b></p> <p>(1) its registered capital is reduced;</p> <p>(2) merging with another company that holds shares of the Company takes place;</p> <p>(3) <b>the shares are issued under the employee share scheme or equity incentive;</b></p> <p>(4) when requested by any shareholder to purchase his shares because this shareholder objects to any resolution of merger or division made by the Company at general meeting;</p> <p>(5) <b>the shares are converted under the convertible bonds of the Company in issue;</b></p> <p>(6) <b>any necessary action is taken to protect the company values and shareholders' equity interest;</b></p> <p>(7) other circumstances permitted by law, administrative regulations or competent authorities.</p>

Existing Articles	Revised Articles
<p><b>Article 25</b> The Company may repurchase shares in one of the following ways, with the approval of the relevant competent authority:</p> <ol style="list-style-type: none"> <li>(1) by making an offer for the repurchase of shares to all its shareholders on a pro-rata basis;</li> <li>(2) by on-market repurchase;</li> <li>(3) by off-market repurchase through an agreement;</li> <li>(4) by any other means which is permitted by competent authorities.</li> </ol>	<p><b>Article 25</b> The Company may repurchase shares in one of the following ways, with the approval of the relevant competent authority:</p> <ol style="list-style-type: none"> <li>(1) by making an offer for the repurchase of shares to all its shareholders on a pro-rata basis;</li> <li>(2) by on-market repurchase;</li> <li>(3) by off-market repurchase through an agreement;</li> <li>(4) by any other means which is permitted by competent authorities.</li> </ol> <p><b>The Company shall repurchase its shares in an open and concentrated manner if such repurchase is made due to reasons provided in Article 24 (3), (5), and (6) pursuant to these Articles of Association.</b></p>
<p><b>Article 27</b> If the Company repurchases its shares due to reasons provided in Articles 24(1) to (3), such repurchase shall be approved by the shareholders in general meeting pursuant to these Articles of Association.</p> <p>Where shares of the Company are repurchased in accordance with Article 24(1), they shall be canceled within 10 days of being repurchased; where shares of the Company are repurchased in accordance with Articles 24(2) or (4), they shall be transferred or canceled within 6 months of being repurchased.</p> <p><b>Shares repurchased in accordance with Article 24(3) shall not exceed 5% of the total issued shares of the Company; the repurchase shall be made from the after-tax profit of the Company; the repurchased shares shall be transferred to employees of the Company within one year.</b></p> <p>In the event of share cancellation, the Company shall apply to the relevant authority for registration of the change in its registered capital.</p> <p>The aggregate nominal value of the cancelled shares shall be deducted from the Company's registered capital.</p>	<p><b>Article 27</b> If the Company repurchases its shares due to reasons provided in Articles 24 (1) and (2), such repurchase shall be approved by the shareholders in general meeting pursuant to these Articles of Association. <b>If the Company repurchases its shares due to reasons provided in Article 24 (3), (5), and (6), such repurchase shall be approved by two-thirds of the directors attending the board meeting pursuant to these Articles of Association.</b></p> <p>Where shares of the Company are repurchased in accordance with Article 24(1), they shall be canceled within 10 days of being repurchased; where shares of the Company are repurchased in accordance with Articles 24(2) or (4), they shall be transferred or canceled within 6 months of being repurchased; <b>where shares of the Company are repurchased in accordance with Article 24 (3), (5), and (6), the aggregate number of shares of the Company held by the Company shall not exceed 10% of the total issued shares of the Company and be transferred or canceled within three years.</b></p> <p>The aggregate nominal value of the cancelled shares shall be deducted from the Company's registered capital, <b>and registration of the change in its registered capital shall be submitted to the relevant authority.</b></p>

Existing Articles	Revised Articles
<p><b>Article 40</b> No change may be made in the register of shareholders as a result of a transfer of shares within 30 days prior to the date of a general meeting or within five days before the determination date for the Company's distribution of dividends.</p>	<p><b>Article 40</b> No change may be made in the register of shareholders as a result of a transfer of shares within 30 days prior to the date of a general meeting or within five days before the determination date for the Company's distribution of dividends.</p> <p><b>Despite the foregoing provision, the laws, administrative rules, department regulations, normative documents, and other requirements set by the relevant security exchange or regulatory body where the shares of the Company are listed shall prevail.</b></p>
<p><b>Article 56</b> A notice of a <b>general meeting</b> shall be given <b>45 days before</b> the date of the meeting (<b>excluding the date of meeting</b>) to all registered shareholders. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the general meeting. <b>A shareholder who intends to attend the general meeting shall deliver his written reply to the Company 20 days before the date of the general meeting.</b></p> <p>A general meeting shall be in the form of physical meeting to be held on-site (including but without limitation to video conferencing) or voting by correspondence. So far as required by the regulatory authorities, such meeting may also be held in the form of webcasting or such other manners convenient for shareholders to participate in a general meeting. A shareholder who participates in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p>	<p><b>Article 56</b> A notice of a <b>general meeting</b> shall be given <b>20 business days before</b> the date of the meeting to all registered shareholders. <b>A notice of an extraordinary general meeting shall be given ten business days or 15 days (whichever is longer) before the date of the meeting to all registered shareholders.</b> Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the general meeting.</p> <p><b>In calculating the date of commencement, the Company shall exclude the dates of notice and meeting. The business day as referred to in these Articles of Association refer to any day when the Hong Kong Stock Exchange is open for trading in securities.</b></p> <p>A general meeting shall be in the form of physical meeting to be held on-site (including but without limitation to video conferencing) or voting by correspondence. So far as required by the regulatory authorities, such meeting may also be held in the form of webcasting or such other manners convenient for shareholders to participate in a general meeting. A shareholder who participates in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p>

Existing Articles	Revised Articles
<p data-bbox="228 214 815 868"><b>Article 57</b> The Company shall, based on the written replies which it receives from the shareholders 20 days before the date of the general meeting, calculate the number of voting shares held by the shareholders and the authorised proxies who intend to attend the meeting. If the number of voting shares held by the shareholders who intend to attend the meeting amount to more than one-half of the Company’s total voting shares, the Company may hold the general meeting; if not, then the Company shall, within five days, notify the shareholders by way of public announcement or other means as prescribed in the Articles of Association the matters to be considered and the place and date for, the general meeting. The Company may then hold the general meeting after publication of such announcement or such other means as prescribed in the Articles of Association.</p> <p data-bbox="228 910 815 1006"><b>Matters which are not specified in the notice shall not be decided at an extraordinary general meetings.</b></p>	<p data-bbox="844 214 1425 314"><b>Article 57</b> Matters which are not specified in the notice or supplemental notice shall not be decided at any general meeting.</p>

Existing Articles	Revised Articles
<p data-bbox="228 214 815 693"><b>Article 59</b> Unless otherwise provided by relevant laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association, the notice of a general meeting shall be publicly announced and delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of domestic shares, the notice of the meeting may also be given by way of public announcement.</p> <p data-bbox="228 736 815 1455">The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council <b>during the period between 45 and 50 days before the date of the meeting.</b> Once the announcement is made, all the shareholders of domestic shares shall be deemed to have received the notice of the relevant general meeting. The public announcement of the general meeting shall be issued to the holders of overseas-listed foreign-invested shares on the Company’s website and the website designated by the Hong Kong Stock Exchange or in accordance with the requirements of the listing rules, subject to applicable laws, administrative regulations and relevant listing rules. Once the announcement is published, all holders of overseas-listed foreign-invested shares shall be deemed to receive the notice of relevant general meeting.</p> <p data-bbox="228 1498 815 1661">If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void.</p>	<p data-bbox="844 214 1431 693"><b>Article 59</b> Unless otherwise provided by relevant laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association, the notice of a general meeting shall be publicly announced and delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of domestic shares, the notice of the meeting may also be given by way of public announcement.</p> <p data-bbox="844 736 1431 1423">The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. Once the announcement is made, all the shareholders of domestic shares shall be deemed to have received the notice of the relevant general meeting. The public announcement of the general meeting shall be issued to the holders of overseas-listed foreign-invested shares on the Company’s website and the website designated by the Hong Kong Stock Exchange or in accordance with the requirements of the listing rules, subject to applicable laws, administrative regulations and relevant listing rules. Once the announcement is published, all holders of overseas-listed foreign-invested shares shall be deemed to receive the notice of relevant general meeting.</p> <p data-bbox="844 1466 1431 1630">If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void.</p>

Existing Articles	Revised Articles
<p><b>Article 87</b> A written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders 45 days before the date of the class meeting (not including the date of meeting). Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company 20 days before the date of the class meeting.</p> <p>If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five days give the shareholders further notice of the matters to be considered, the date and the place of the class meeting by way of public announcement or in such other form as required by the Articles of Association. The Company may then hold the class meeting after such public announcement or such other form as required by the Articles of Association has been made.</p>	<p><b>Article 87</b> A written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders <b>in accordance with Article 56 of these Articles of Association in respect to the requirements of notice period for general meetings to be convened.</b> Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting.</p>

Save for the proposed amendments to the Articles set out above, other provisions in the Articles remain unchanged. The Company confirms that the proposed amendments to the Articles will not have any adverse effect to the existing businesses and operations of the Group and the Directors confirm that the proposed amendments to the Articles are in compliance with the Listing Rules. As confirmed by the Company's PRC legal advisers, the proposed amendments to the Articles comply with the applicable PRC laws and regulations. The Articles and aforesaid proposed amendments are written and prepared in Chinese, thus the English version is a mere translation for reference purpose only. If there is any inconsistency between the English translation and the Chinese version, the Chinese version shall prevail.

**(II) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF SHAREHOLDERS' MEETINGS**

In light of the proposed amendments of the Articles, corresponding amendments shall be made to the rules of procedures of Shareholders' meeting after the proposed amendments of the Articles become effective. It is therefore proposed that the Board be granted authorisation to amend the rules of procedure of Shareholders' meeting in accordance with the proposed amendments of the Articles as follows:

Original Articles	Revised Articles
<p><b>Article 10</b> The general meeting holds the powers of the Company and shall exercise powers and perform the following functions in accordance with laws:</p> <p>.....</p> <p>(14) to consider the purchase or disposal of substantial assets by the Company, within one year and with value exceeding 30% of the total assets as shown in the latest audited financial statements of the Company;</p> <p>.....</p>	<p><b>Article 10</b> The general meeting holds the powers of the Company and shall exercise powers and perform the following functions in accordance with laws:</p> <p>.....</p> <p>(14) to consider the purchase or disposal of substantial assets by the Company <b>or the giving of guarantees not falling within the scope of its principal business</b>, within one year and with value exceeding 30% of the total assets as shown in the latest audited financial statements of the Company;</p> <p>.....</p>

Original Articles	Revised Articles
<p><b>Article 17 A written notice of a general meeting shall be given by the convener 45 days before the date of the meeting (excluding the date of meeting) to all registered shareholders</b> of the matters to be considered at such meeting, the date and the place of the general meeting.</p> <p>Unless otherwise provided by relevant laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association, the notice of a general meeting shall be publicly announced and delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of domestic shares, the notice of the meeting may also be given by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council <b>during the period between 45 and 50 days before the date of the meeting.</b> Once the announcement is made, all the shareholders of domestic shares shall be deemed to have received the notice of the relevant general meeting. The public announcement of the general meeting shall be issued to the holders of overseas-listed foreign-invested shares on the Company's website and the website designated by the Hong Kong Stock Exchange or in accordance with the requirements of the listing rules, subject to applicable laws, administrative regulations and relevant listing rules. Once the announcement is published, all holders of overseas-listed foreign-invested shares shall be deemed to receive the notice of relevant general meeting.</p> <p>If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void.</p>	<p><b>Article 17 A twenty business days' prior written notice for convening the Annual General Meeting and a ten business days' or fifteen days' (whichever is earlier) prior notice for convening the extraordinary General Meeting shall be given to notify all registered shareholders</b> of the matters to be considered at such meeting, the date and the place of the general meeting.</p> <p><b>The Company shall exclude the date of delivering the notice and the date of convening the meeting in determining when the notice period shall start and end. The business days refer to days on which securities are traded on the Hong Kong Stock Exchange.</b></p> <p>Unless otherwise provided by relevant laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association, the notice of a general meeting shall be publicly announced and delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of domestic shares, the notice of the meeting may also be given by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. Once the announcement is made, all the shareholders of domestic shares shall be deemed to have received the notice of the relevant general meeting. The public announcement of the general meeting shall be issued to the holders of overseas-listed foreign-invested shares on the Company's website and the website designated by the Hong Kong Stock Exchange or in accordance with the requirements of the listing rules, subject to applicable laws, administrative regulations and relevant listing rules. Once the announcement is published, all holders of overseas-listed foreign-invested shares shall be deemed to receive the notice of relevant general meeting.</p> <p>If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void.</p>

Original Articles	Revised Articles
<p data-bbox="228 214 815 348"><b>Article 25</b> A shareholder who intends to attend the general meeting shall deliver his written reply to the Company 20 days before the date of the general meeting.</p> <p data-bbox="228 389 815 1038"><b>The Company shall, based on the written replies which it receives from the shareholders 20 days before the date of the general meeting, calculate the number of voting shares held by the shareholders and the authorised proxies who intend to attend the meeting. If the number of voting shares held by the shareholders who intend to attend the meeting amount to more than one-half of the Company’s total voting shares, the Company may hold the general meeting; if not, then the Company shall, within five days, notify the shareholders by way of public announcement or other means as prescribed in the Articles of Association the matters to be considered and the place and date for, the general meeting. The Company may then hold the general meeting after publication of such announcement or such other means as prescribed in the Articles of Association.</b></p> <p data-bbox="228 1081 815 1172"><b>Matters which are not specified in the notice shall not be decided at an extraordinary general meetings.</b></p>	<p data-bbox="844 214 1431 348"><b>Article 25</b> Matters which are not specified in the notice or supplemental notice of the shareholders’ general meeting shall not be decided at a general meetings.</p>

Original Articles	Revised Articles
<p><b>Article 45</b> Resolutions of general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>.....</p> <p>2. The following matters shall be resolved by a special resolution at a general meeting:</p> <p>(1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities;</p> <p>(2) the issue of debentures of the Company;</p> <p>(3) the division, merger, dissolution, liquidation or change of corporate form of the Company;</p> <p>(4) amendment of the Articles of Association;</p> <p>(5) any other matters required by law, regulations, the Listing Rules or the Articles of Association, and those considered by the shareholders in general meeting and resolved by way of an ordinary resolution, to be of a nature which have a material impact on the Company and should be adopted by special resolutions.</p>	<p><b>Article 45</b> Resolutions of general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>.....</p> <p>2. The following matters shall be resolved by a special resolution at a general meeting:</p> <p>(1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities;</p> <p>(2) the issue of debentures of the Company;</p> <p>(3) the division, merger, dissolution, liquidation or change of corporate form of the Company;</p> <p>(4) amendment of the Articles of Association;</p> <p><b>(5) any purchase or disposal of substantial assets by the Company or the giving of guarantees not falling within the scope of its principal business, within one year and with value exceeding 30% of the total assets as presented in the latest audited financial statements of the Company;</b></p> <p>(6) any other matters required by law, regulations, the Listing Rules or the Articles of Association, and those considered by the shareholders in general meeting and resolved by way of an ordinary resolution, to be of a nature which have a material impact on the Company and should be adopted by special resolutions.</p>

Original Articles	Revised Articles
<p><b>Article 46</b> Affected class shareholders, whether or not otherwise having the right to vote at general meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 15 hereof, but interested shareholder(s) shall not be entitled to vote at such class meetings.</p> <p>“Interested shareholder(s)”, as such term is used in the preceding paragraph, means:</p> <ol style="list-style-type: none"> <li>(1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of an on-market repurchase pursuant to <b>Article 26</b>, an interested shareholder is a “controlling shareholder” within the meaning of Article 51;</li> <li>(2) in the case of a repurchase of shares by an off-market agreement pursuant to <b>Article 26</b> hereof, a holder of the shares to which the proposed agreement relates;</li> <li>(3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligations than the obligations imposed on shareholders of the same class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.</li> </ol>	<p><b>Article 46</b> Affected class shareholders, whether or not otherwise having the right to vote at general meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 15 hereof, but interested shareholder(s) shall not be entitled to vote at such class meetings.</p> <p>“Interested shareholder(s)”, as such term is used in the preceding paragraph, means:</p> <ol style="list-style-type: none"> <li>(1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of an on-market repurchase pursuant to <b>Article 25</b>, an interested shareholder is a “controlling shareholder” within the meaning of Article 51;</li> <li>(2) in the case of a repurchase of shares by an off-market agreement pursuant to <b>Article 25</b> hereof, a holder of the shares to which the proposed agreement relates;</li> <li>(3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligations than the obligations imposed on shareholders of the same class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.</li> </ol>
<p><b>Article 47</b> Resolutions of a class of shareholders shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to the preceding article, are entitled to vote.</p> <p>The special procedures for approval by a class of shareholders shall not apply in the following circumstances: (1) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued domestic shares and overseas-listed foreign-invested shares; (2) where the Company’s plan to issue domestic shares and overseas-listed foreign-invested shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authorities of the State Council. <b>(3) Where upon the approval from the securities regulatory authority under the State Council, the unlisted shares held by shareholders of the Company may be listed and traded in an overseas stock exchange.</b></p>	<p><b>Article 47</b> Resolutions of a class of shareholders shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to the preceding article, are entitled to vote.</p> <p>The special procedures for approval by a class of shareholders shall not apply in the following circumstances: (1) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued domestic shares and overseas-listed foreign-invested shares; (2) where the Company’s plan to issue domestic shares and overseas-listed foreign-invested shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authorities of the State Council.</p>

Save for the proposed amendments to the Rules set out above, other provisions in the Rules remain unchanged. The Company confirms that the proposed amendments to the Rules will not have any adverse effect to the existing businesses and operations of the Group and the Directors confirm that the proposed amendments to the Rules are in compliance with the Listing Rules. As confirmed by the Company's PRC legal advisers, the proposed amendments to the Rules comply with the applicable PRC laws and regulations. The proposed amendments to the Rules are subject to the approval of Shareholders by way of special resolution at the AGM and the Class Meetings. The Rules and aforesaid proposed amendments are written and prepared in Chinese, thus the English version is a mere translation for reference purpose only. If there is any inconsistency between the English translation and the Chinese version, the Chinese version shall prevail.

The proposed amendments to the Articles and the Rules are subject to the shareholders' approval at the general meeting for the year 2019 of the Company (the "AGM"), the domestic share class meeting of the Company (the "**Domestic Shareholders' Class Meeting**") and the H share class meeting of the Company (the "**H Shareholders' Class Meeting**", together with the Domestic Shareholders' Class Meeting, the "**Class Meetings**") by way of special resolutions, respectively.

Relevant proposals will be put forward at the AGM and the Class Meetings for shareholders' consideration and approval. A circular containing, among other things, details of the proposed amendments to the Articles and the Rules will be despatched to the shareholders of the Company as soon as practicable.

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

Foshan, the PRC, 8 May 2020

*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. Zhang Minming, Ms. Gu Lidan, Mr. Luo Zhenqing, Mr. Huang Guoshen and Mr. Zhang Deben; 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