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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)**

**POLL RESULTS OF  
THE 2019 ANNUAL GENERAL MEETING;  
H SHAREHOLDERS' CLASS MEETING AND  
DOMESTIC SHAREHOLDERS' CLASS MEETING;  
PAYMENT OF THE 2019 FINAL DIVIDEND**

The AGM, H Shareholders' Class Meeting and Domestic Shareholders' Class Meeting of the Company were held at Rose Room, 2/F, International Meeting Center, Building G, Sino-European Service Center, No. 2 South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on Monday, 29 June 2020 and all the resolutions set out below were duly passed by way of poll.

The 2019 Final Dividend will be paid in cash on Thursday, 30 July 2020 to the Shareholders whose names appear on the register of members of the Company on Thursday, 9 July 2020. The 2019 Final Dividend represents a cash dividend of RMB0.06 (before considering any tax effect) per Share.

**CONVENING AND ATTENDANCE OF THE AGM AND THE CLASS MEETINGS**

References are made to the notices of the 2019 annual general meeting (the "AGM"), H shareholders' class meeting, domestic shareholders' class meeting and the circular (the "Circular") of Guangdong Join-Share Financing Guarantee Investment Co., Ltd.\* (the "Company") dated 15 May 2020. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular.

The AGM, H Shareholders' Class Meeting and Domestic Shareholders' Class Meeting were held at Rose Room, 2/F, International Meeting Center, Building G, Sino-European Service Center, No. 2 South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on Monday, 29 June 2020.

The AGM and the Class Meetings were convened by the Board and chaired by Mr. Wu Liejin, the chairman of the Board. The voting at the AGM and the Class Meetings were taken by way of poll.

The convention and holding of each of the AGM and the Class Meetings were in compliance with the requirements of the applicable PRC laws and regulations, the Listing Rules and the articles of association of the Company.

## **POLL RESULTS OF THE AGM**

As at the date of the AGM, the total number of issued shares in the Company (the “**Shares**”) and Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM was 1,560,792,687, comprising 1,006,429,353 domestic shares (the “**Domestic Shares**”) and 554,363,334 H shares (the “**H Shares**”). Shareholders and proxies who attended the AGM held, in aggregate, 1,193,623,373 Shares in the Company with voting right, representing approximately 76.5% of the entire issued share capital of the Company as at the date of the AGM.

Any Shareholder who had a material interest in the proposed change in use of Proceeds and the transactions contemplated thereunder was abstained from voting on the relevant resolution that was proposed at the AGM.

Foshan Financial had beneficial interest in 239,854,838 Domestic Shares, and had interest in 164,164,000 H Shares through Fojin HK and 33,002,680 Domestic Shares through Fuside, both of which are wholly-owned subsidiaries of Foshan Financial. Therefore, Foshan Financial and its associates (including Fuside and Fojin HK), which control or are entitled to exercise over the voting rights in respect of their Shares held, had abstained from voting on resolution No. 9 at the AGM. Shareholders holding a total of 1,123,771,169 Shares, comprising of 733,571,835 Domestic Shares and 390,199,334 H Shares, were entitled to attend and vote for or against resolution No. 9 at the AGM, representing approximately 72.0% of the total number of Shares in issue.

To the best knowledge, information and belief of the Board after having made all reasonable enquiries, saved as disclosed above, there were no restriction on any Shareholder to cast votes on any of the resolutions at the AGM, none of the Shareholders has any material interest in the matters considered at the AGM and is required to abstain from voting at the AGM. Save as disclosed above, none of the Shareholders was required to abstain from voting on resolutions proposed at the AGM in accordance with the Listing Rules. No Shareholder who was entitled to attend the AGM was required to abstain from voting in favour of any of the resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules. Save as disclosed herein, none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolutions proposed at the AGM.

Computershare Hong Kong Investor Services Limited, the Company’s H Share registrar in Hong Kong, acted as the scrutineer for vote-taking at the AGM.

At the AGM, the following resolutions were considered and passed by way of poll by Shareholders and their proxies. The poll results were set out as follows:

ORDINARY RESOLUTIONS		Number of votes and percentage of the total voting shares at the AGM (%)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the report of the board (the “ <b>Board</b> ”) of directors (the “ <b>Director(s)</b> ”) of the Company for the year ended 31 December 2019.	1,193,623,373 (100.000000%)	0 (0.000000%)	202,000 —%
2.	To consider and approve the report of the board (the “ <b>Board of Supervisors</b> ”) of supervisors (the “ <b>Supervisor(s)</b> ”) of the Company for the year ended 31 December 2019.	1,193,623,373 (100.000000%)	0 (0.000000%)	202,000 —%
3.	To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2019.	1,193,623,373 (100.000000%)	0 (0.000000%)	202,000 —%
4.	To consider and approve the profit distribution plan and the dividend distribution plan for the year ended 31 December 2019.	1,193,623,373 (100.000000%)	0 (0.000000%)	202,000 —%
5.	To consider and approve the proposal for the budget of the Company for the year ending 31 December 2020.	1,193,623,373 (100.000000%)	0 (0.000000%)	202,000 —%
6.	To consider and approve the reappointment of KPMG as the Company’s auditor and to authorise the Board to fix its remuneration for the year ending 31 December 2020.	1,193,623,373 (100.000000%)	0 (0.000000%)	202,000 —%

SPECIAL RESOLUTIONS		Number of votes and percentage of the total voting shares at the AGM (%)		
		FOR	AGAINST	ABSTAIN
7.	To consider and approve the proposed amendments of the Articles.	1,193,623,373 (100.000000%)	0 (0.000000%)	202,000 —%
8.	To authorise the Board to amend the rules of procedures of meetings of shareholders of the Company in accordance with the proposed amendments of the Articles.	1,193,623,373 (100.000000%)	0 (0.000000%)	202,000 —%
9.	To consider and approve the proposed change of use in Proceeds from the Investor Subscription and the Placing as detailed under the section headed “(2) CHANGE IN USE OF PROCEEDS” in the Announcements.	756,601,855 (100.000000%)	0 (0.000000%)	437,223,518 —%

As more than 50% of the votes were cast in favour of the above ordinary resolutions Nos. 1 to 6, all these ordinary resolutions were duly passed.

As more than two-thirds of the votes were cast in favour of the above special resolutions Nos. 7 to 9, all these special resolutions were duly passed.

#### **POLL RESULTS OF THE H SHAREHOLDERS’ CLASS MEETING**

As at the date of the H Shareholders’ Class Meeting, the total number of issued H Shares was 554,363,334 H Shares, which was the total number of H Shares entitling the H Shareholders to attend and vote for or against the resolution Nos. 1 to 2 proposed at the H Shareholders Class Meeting.

Any Shareholder who has a material interest in the proposed change in use of Proceeds and the transactions contemplated thereunder was abstained from voting on the relevant resolution that was proposed at the H Shareholders’ Class Meeting.

Foshan Financial had beneficial interest in 164,164,000 H Shares through Fojin HK which is a wholly-owned subsidiary of Foshan Financial. Therefore, Foshan Financial and its associates (including Fojin HK), which control or are entitled to exercise over the voting rights in respect of their H Shares held, had abstained from voting on resolution No. 3 at the H Shareholders’ Class Meeting. Shareholders holding a total of 390,199,334 H Shares, were entitled to attend and vote for or against resolution No. 3 at the H Shareholders’ Class Meeting, representing approximately 70.4% of the total number of H Shares in issue.

To the best knowledge, information and belief of the Board after having made all reasonable enquiries, saved as disclosed above, there were no restriction on any Shareholder to cast votes on any of the resolutions at the H Shareholders' Class Meeting, none of the Shareholders has any material interest in the matters considered at the H Shareholders' Class Meeting and is required to abstain from voting at the H Shareholders' Class Meeting. Save as disclosed above, none of the Shareholders was required to abstain from voting on resolutions proposed at the H Shareholders' Class Meeting in accordance with the Listing Rules. No Shareholder who was entitled to attend the H Shareholders' Class Meeting was required to abstain from voting in favour of any of the resolutions proposed at the H Shareholders' Class Meeting as set out in Rule 13.40 of the Listing Rules. Save as disclosed herein, none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolutions proposed at the H Shareholders' Class Meeting.

Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, acted as the scrutineer for vote-taking at the H Shareholders' Class Meeting.

At the H Shareholders' Class Meeting, the following resolutions were considered and passed by way of poll by Shareholders and their proxies. The poll results were set out as follows:

SPECIAL RESOLUTIONS		Number of votes and percentage of total voting shares at the H Shareholders' Class Meeting (%)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the proposed amendments of the Articles.	199,164,020 (100.000000%)	0 (0.000000%)	0 —%
2.	To authorise the Board to amend the rules of procedures of meetings of shareholders of the Company in accordance with the proposed amendments of the Articles.	199,164,020 (100.000000%)	0 (0.000000%)	0 —%
3.	To consider and approve the proposed change of use in Proceeds from the Investor Subscription and the Placing as detailed under the section headed "(2) CHANGE IN USE OF PROCEEDS" in the Announcements.	35,000,020 (100.000000%)	0 (0.000000%)	164,164,000 —%

As more than two-thirds of the votes were cast in favour of the above special resolutions Nos. 1 to 3, all these special resolutions were duly passed.

## **POLL RESULTS OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING**

As at the date of the Domestic Shareholders' Class Meeting, the total number of issued Domestic Shares was 1,006,429,353 Domestic Shares, which was the total number of Domestic Shares entitling the Domestic Shareholders to attend and vote for or against resolution Nos. 1 to 2 proposed at the Domestic Shareholders' Class Meeting.

Any Shareholder who has a material interest in the proposed change in use of Proceeds and the transactions contemplated thereunder was abstained from voting on the relevant resolution that was proposed at the Domestic Shareholders' Class Meeting.

Foshan Financial had beneficial interest in 239,854,838 Domestic Shares, and had interest in 33,002,680 Domestic Shares through Fuside, which is a wholly-owned subsidiary of Foshan Financial. Therefore, Foshan Financial and its associates (including Fuside), which control or are entitled to exercise over the voting rights in respect of their Domestic Shares held, had abstained from voting on resolution No. 3 at the Domestic Shareholders' Class Meeting. Shareholders holding a total of 733,571,835 Domestic Shares, were entitled to attend and vote for or against resolution No. 3 at the Domestic Shareholders' Class Meeting, representing approximately 72.9% of the total number of Domestic Shares in issue.

To the best knowledge, information and belief of the Board after having made all reasonable enquiries, saved as disclosed above, there were no restriction on any Shareholder to cast votes on any of the resolutions at the Domestic Shareholders' Class Meeting, none of the Shareholders has any material interest in the matters considered at the Domestic Shareholders' Class Meeting and is required to abstain from voting at the Domestic Shareholders' Class Meeting. Save as disclosed above, none of the Shareholders was required to abstain from voting on resolutions proposed at the Domestic Shareholders' Class Meeting in accordance with the Listing Rules. No Shareholder who was entitled to attend the Domestic Shareholders' Class Meeting was required to abstain from voting in favour of any of the resolutions proposed at the Domestic Shareholders' Class Meeting as set out in Rule 13.40 of the Listing Rules. Save as disclosed herein, none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolutions proposed at the Domestic Shareholders' Class Meeting.

Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, acted as the scrutineer for vote-taking at the Domestic Shareholders' Class Meeting.

At the Domestic Shareholders' Class Meeting, the following resolutions were considered and passed by way of poll by Shareholders and their proxies. The poll results were set out as follows:

SPECIAL RESOLUTIONS		Number of votes and percentage of total voting shares at the Domestic Shareholders' Class Meeting (%)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the proposed amendments of the Articles.	970,224,153 (100.000000%)	0 (0.000000%)	24,437,200 —%
2.	To authorise the Board to amend the rules of procedures of meetings of shareholders of the Company in accordance with the proposed amendments of the Articles.	994,459,353 (100.000000%)	0 (0.000000%)	202,000 —%
3.	To consider and approve the proposed change of use in Proceeds from the Investor Subscription and the Placing as detailed under the section headed "(2) CHANGE IN USE OF PROCEEDS" in the Announcements.	721,601,835 (100.000000%)	0 (0.000000%)	273,059,518 —%

As more than two-thirds of the votes were cast in favour of the above special resolutions Nos. 1 to 3, all these special resolutions were duly passed.

#### **PAYMENT OF THE 2019 FINAL DIVIDEND**

As the resolution No. 4 regarding the profit distribution plan and the dividend distribution plan was approved at the AGM, the Board is pleased to announce that the following details regarding the payment of the final dividend for the year ended 31 December 2019 (the "**2019 Final Dividend**") to the Shareholders:

The 2019 Final Dividend will be paid in cash on Thursday, 30 July 2020 to the Shareholders whose names appear on the register of members of the Company on Thursday, 9 July 2020. The 2019 Final Dividend representing a cash dividend of RMB0.06 (before considering any tax effect) per Share is to be distributed amounting to, in aggregate, RMB93,647,561.22 based on the total share capital of 1,560,792,687 Shares at the end of 2019. Such dividend will be paid to holders of Domestic Shares in RMB and to those of H Shares in Hong Kong dollars as converted based on the average median exchange rate of RMB against Hong Kong dollar (i.e. RMB0.913276 = HK\$1) published by the People's Bank of China for the five consecutive business days immediately before the date of the AGM. Accordingly, the 2019 Final Dividend payable per H Share is HK\$0.06570 (before considering any tax effect).

For the purpose of determining the Shareholders' entitlement to the 2019 Final Dividend, the register of members of the Company for H Shares will be closed from Saturday, 4 July 2020 to Thursday, 9 July 2020 (both days inclusive), during which no transfer of H Shares will be registered. To be qualified for the 2019 Final Dividend, 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 (for holders of H shares), or the Company's office in the PRC at 5/F, Building D, Sino-European Service Center, South Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC (for holders of domestic shares) not later than 4:30 p.m. on Friday, 3 July 2020.

The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong which will receive the 2019 Final Dividend declared from the Company on behalf of the holders of H Shares. The 2019 Final Dividend will be paid by the Receiving Agent and the relevant cheques will be posted by the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to the holders of H Shares whose names appear on the Company's register of members in respect of H Shares as at the record date (i.e. 9 July 2020) at their own risk on Thursday, 30 July 2020.

*Matters in relation to the final dividend and income tax withheld in respect of dividends to be received by overseas non-resident individual/enterprise Shareholders:*

Pursuant to the PRC laws and regulations, including but not limited to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Administrative Measures of the State Administration of Taxation on Tax Convention Treatment for Non-resident Taxpayers (No. 60 of the Announcement of the State Administration of Taxation for 2015) (《國家稅務總局非居民納稅人享受稅收協定待遇管理辦法》) (國家稅務總局公告2015年第60號), the Notice of the State Administration of Taxation on the Questions Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 45 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》)(國稅函[2011]348號)), other relevant laws and regulations and other regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual holders of H shares in respect of the dividend to be distributed to them. However, the individual holders of H shares may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual holders of H shares are domiciled and the tax arrangements between the PRC, Hong Kong or Macau. For individual holders of H shares in general, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H shares in the distribution of the dividend. However, the tax rates applicable to individual holders of H shares overseas may vary depending on the tax treaties between the PRC and the countries (regions), in which the individual holders of H shares are domiciled, and the Company will withhold and pay individual income tax on behalf of the individual holders of H shares in the distribution of the dividend accordingly.



For non-resident enterprise holders of H shares, i.e., any Shareholders who hold the Company's shares in the name of non-individual shareholders, including but not limited to HKSCC Nominee Limited, other nominees, trustees, or holders of H shares registered in the name of other groups and organisations, the Company will withhold and pay the enterprise income tax at the tax rate of 10% for such holders of H shares pursuant to the Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprises Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Who Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函 [2008]897號)). Should the holders of H shares of the Company have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax impact in the PRC, Hong Kong and other countries (regions) on the possession and disposal of the H shares of the Company.

Shareholders should read this item carefully, if anyone would like to change the identity of the Shareholder, please enquire about the relevant procedures with the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the identity of the Shareholders and will strictly comply with the relevant laws on withholding enterprise income taxes in accordance with the records of the register of members of H Shares as at the record date (i.e. 9 July 2020), and will not entertain any requests in relation to any delay or error in ascertaining the identity of the Shareholders.

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

Foshan, the PRC, 29 June 2020

*As at the date of this announcement, the executive Director of the Company is Mr. Wu Liejin (Chairman); the non-executive Directors are Mr. Zhang Minming, Ms. Gu Lidan, Mr. Luo Zhenqing, Mr. Huang Guoshen and Mr. Zhang Deben; and the independent non-executive Directors are Mr. Wu Xiangneng, Mr. Leung Hon Man and Mr. Liu Heng.*

\* For identification purpose only