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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 TRANSACTION
IN RELATION TO
THE PROVISION OF 2021 GUARANTEES**

PROVISION OF THE 2021 GUARANTEES

On 8 September 2021, the Company (as guarantor) entered into the 2021 Guarantee Service Agreements, pursuant to which the Company agrees to provide the 2021 Guarantees to Lianyi Construction, Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia (each as a warrantee) in favour of the Lenders up to RMB80 million (equivalent to approximately HK\$96.21 million) in aggregate (i.e. up to RMB20 million (equivalent to approximately HK\$24.05 million) to each of Lianyi Construction, Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia) under the 2021 Facilities. The Term of Guarantee Service is 11 August 2021 to 10 August 2024 (in respect of the 2021 Lianyi Construction Guarantee) or 20 August 2021 to 19 August 2024 (in respect of the 2021 Foshan Gaoji Guarantee, the 2021 Huizhou Gaoji Guarantee and the 2021 Guangzhou Fangjia Guarantee). Lianyi Construction, Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia shall pay an annual service fee calculated at 4% per annum based on the actual principal of the 2021 Facilities to the Company.

COUNTER-GUARANTEES

At the same time, (i) in respect of the 2021 Lianyi Construction Guarantee, Mr. Zhang, Formanda and its two subsidiaries have jointly provided counter-guarantee to the Company in respect of its guarantee obligations under the 2021 Lianyi Construction Facility; (ii) in respect of the 2021 Foshan Gaoji Guarantee, Mr. Zhang, Mr. He, Mr. Liang, Formanda, Guangdong Gaoji, Huizhou Gaoji and Guangzhou Fangjia have jointly provided counter-guarantee to the Company in respect of its guarantee obligations under the 2021 Foshan Gaoji Facility; (iii) in respect of the 2021 Huizhou Gaoji Guarantee, Mr. Zhang, Mr. He, Mr. Liang, Formanda, Guangdong Gaoji, Foshan Gaoji and Guangzhou Fangjia have jointly provided counter-guarantee to the Company in respect of its guarantee obligations under the 2021 Huizhou Gaoji Facility; and (iv) in respect of the 2021 Guangzhou Fangjia Guarantee, Mr. Zhang, Mr. He, Mr. Liang, Formanda, Guangdong Gaoji, Huizhou Gaoji and Foshan Gaoji have jointly provided counter-guarantee to the Company in respect of its guarantee obligations under the 2021 Guangzhou Fangjia Facility.

In addition, each of Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia will pledge its trade receivables as counter-guarantee for the 2021 Foshan Gaoji Guarantee, the 2021 Huizhou Gaoji Guarantee and the 2021 Guangzhou Fangjia Guarantee, respectively.

LISTING RULES IMPLICATIONS

As at the date of this announcement, (i) Lianyi Construction is held as to 96% by Formanda and 4% by Ms. Liang. Formanda is held as to 95% by Mr. Zhang and 5% by Ms. Liang; (ii) Foshan Gaoji is wholly-owned by Guangdong Gaoji, which is in turn held as to 60% by Mr. Zhang, 39% by Mr. He and 1% by Foshan Gaoji; (iii) Huizhou Gaoji is held as to 60% by Guangdong Gaoji and 40% by Mr. Han Yonggang; and (iv) Guangzhou Fangjia is wholly-owned by Guangdong Gaoji. Mr. Zhang is a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Each of Formanda and Guangdong Gaoji is an associate of Mr. Zhang. Lianyi Construction, being a subsidiary of Formanda, as well as Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia, each being a subsidiary of Guangdong Gaoji, are also associates of Mr. Zhang under Rules 14A.07(4) and 14A.12(1)(c) of the Listing Rules. Hence, each of Lianyi Construction, Formanda, Foshan Gaoji, Huizhou Gaoji, Guangzhou Fangjia and Guangdong Gaoji is a connected person of the Company. Therefore, the provision of the 2021 Guarantees constitutes a financial assistance and is a connected transaction of the Company under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.81 of the Listing Rules, the 2021 Guarantees contemplated under the 2021 Guarantee Service Agreements shall be aggregated given (i) the 2021 Guarantee Service Agreements are entered into by associates of Mr. Zhang and (ii) the 2021 Guarantee Service Agreements are entered into within a 12-month period. As all the applicable ratios (as defined in Rule 14.07 of the Listing Rules) of the provision of the 2021 Guarantees are below 5%, such connected transaction is subject to reporting and announcement requirements only but exempted from circular and Shareholders' approval requirements under Rule 14A.76(2)(a) of the Listing Rules.

As the counter-guarantees provided by Mr. Zhang, Mr. He, Mr. Liang, Formanda and its two subsidiaries, Guangdong Gaoji, Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia (as the case may be) will be conducted on normal or better commercial terms and will not be secured by the assets of the Group, in accordance with Rule 14A.90 of the Listing Rules, the counter-guarantees shall be fully exempted from reporting, announcement and independent Shareholders' approval requirements.

INTRODUCTION

On 8 September 2021, the Company (as guarantor) entered into the 2021 Guarantee Service Agreements, pursuant to which the Company agrees to provide the 2021 Guarantees to Lianyi Construction, Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia (each as a warrantee) in favour of the Lenders up to RMB80 million (equivalent to approximately HK\$96.21 million) in aggregate (i.e. up to RMB20 million (equivalent to approximately HK\$24.05 million) to each of Lianyi Construction, Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia) under the 2021 Facilities. The Term of Guarantee Service is 11 August 2021 to 10 August 2024 (in respect of the 2021 Lianyi Construction Guarantee) or 20 August 2021 to 19 August 2024 (in respect of the 2021 Foshan Gaoji Guarantee, the 2021 Huizhou Gaoji Guarantee and the 2021 Guangzhou Fangjia Guarantee). Lianyi Construction, Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia shall pay an annual service fee calculated at 4% per annum based on the actual principal of the 2021 Facilities to the Company.

THE 2021 GUARANTEES

The principal terms of the 2021 Guarantee Service Agreements are set out as follows:

- Date : 8 September 2021
- Parties : (a) The Company, as guarantor; and
- (b) Lianyi Construction, as warrantee (in respect of the 2021 Lianyi Construction Guarantee Service Agreement)
- Foshan Gaoji, as warrantee (in respect of the 2021 Foshan Gaoji Guarantee Service Agreement)

Huizhou Gaoji, as warrantee (in respect of the 2021 Huizhou Gaoji Guarantee Service Agreement)

Guangzhou Fangjia, as warrantee (in respect of the 2021 Guangzhou Fangjia Guarantee Service Agreement)

Guarantee : The Company shall provide the 2021 Guarantees in favour of the Lenders as a guarantee for the repayment obligations of Lianyi Construction, Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia (as the case may be) up to RMB80 million (equivalent to approximately HK\$96.21 million) in aggregate (i.e. up to RMB20 million (equivalent to approximately HK\$24.05 million) to each of Lianyi Construction, Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia) under the 2021 Facilities

During the Term of Guarantee Service and within the guarantee limit of the 2021 Guarantees, the warrantee shall be entitled to reuse the guarantee amount. For each individual guarantee, the warrantee and the Company will enter into a separate guarantee service agreement and other related agreements and agree on the duration of the Company's guarantee obligations under each individual guarantee

Term of Guarantee Service : 11 August 2021 to 10 August 2024 (in respect of the 2021 Lianyi Construction Guarantee)

20 August 2021 to 19 August 2024 (in respect of the 2021 Foshan Gaoji Guarantee, the 2021 Huizhou Gaoji Guarantee and the 2021 Guangzhou Fangjia Guarantee)

Service fee : 4% per annum based on the actual principal of the 2021 Facilities. The service fee is determined after considering (i) the risk level with reference to the respective warrantee's repayment ability and financial conditions; and (ii) the prevailing service fee charged by the market

COUNTER-GUARANTEES

At the same time, (i) in respect of the 2021 Lianyi Construction Guarantee, Mr. Zhang, Formanda and its two subsidiaries have jointly provided counter-guarantee to the Company in respect of its guarantee obligations under the 2021 Lianyi Construction Facility; (ii) in respect of the 2021 Foshan Gaoji Guarantee, Mr. Zhang, Mr. He, Mr. Liang, Formanda, Guangdong Gaoji, Huizhou Gaoji and Guangzhou Fangjia have jointly provided counter-guarantee to the Company in respect of its guarantee

obligations under the 2021 Foshan Gaoji Facility; (iii) in respect of the 2021 Huizhou Gaoji Guarantee, Mr. Zhang, Mr. He, Mr. Liang, Formanda, Guangdong Gaoji, Foshan Gaoji and Guangzhou Fangjia have jointly provided counter-guarantee to the Company in respect of its guarantee obligations under the 2021 Huizhou Gaoji Facility; and (iv) in respect of the 2021 Guangzhou Fangjia Guarantee, Mr. Zhang, Mr. He, Mr. Liang, Formanda, Guangdong Gaoji, Huizhou Gaoji and Foshan Gaoji have jointly provided counter-guarantee to the Company in respect of its guarantee obligations under the 2021 Guangzhou Fangjia Facility.

In addition, each of Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia will pledge its trade receivables as counter-guarantee for the 2021 Foshan Gaoji Guarantee, the 2021 Huizhou Gaoji Guarantee and the 2021 Guangzhou Fangjia Guarantee, respectively.

REASONS FOR AND BENEFITS OF THE PROVISION OF 2021 GUARANTEES

The Group is principally engaged in, among others, the provision of guarantees on behalf of SMEs. The provision of the 2021 Guarantees to Lianyi Construction, Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia falls within the scope of the Group's primary business which will generate operating revenue to the Group, as well as provide continuous support to the business development of Lianyi Construction, Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia. Further, the Directors, after due consideration, are of the view that the provision of the 2021 Guarantees will not undermine the interest of the Company.

Taking into account the above, the Directors, including the independent non-executive Directors, are of the view that the 2021 Guarantee Service Agreements and all other agreements in relation to the 2021 Guarantees were entered into in the ordinary and usual course of business of the Company and consider that the terms of these agreements are on normal commercial terms and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

INFORMATION OF THE PARTIES

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.

Lianyi Construction

Lianyi Construction is a limited liability company incorporated in the PRC with a registered capital of RMB50 million. As at the date of this announcement, Lianyi Construction is held as to 96% by Formanda and 4% by Ms. Liang. It is principally engaged in the (i) production of commercial concrete, cement building materials components; (ii) sales of building materials, pre-mixed commercial concrete; (iii) manufacturing of cement products, concrete structural components; (iv) general cargo road transport; (v) operating lease of construction machineries and equipment; (vi) property management; and (vii) architectural decoration.

Foshan Gaoji

Foshan Gaoji is a limited liability company incorporated in the PRC with a registered capital of RMB5 million. As at the date of this announcement, Foshan Gaoji is wholly-owned by Guangdong Gaoji. It is principally engaged in property agency services.

Huizhou Gaoji

Huizhou Gaoji is a limited liability company incorporated in the PRC with a registered capital of RMB5 million. As at the date of this announcement, Huizhou Gaoji is held as to 60% by Guangdong Gaoji and 40% by Mr. Han Yonggang. It is principally engaged in property agency services.

Guangzhou Fangjia

Guangzhou Fangjia is a limited liability company incorporated in the PRC with a registered capital of RMB1 million. As at the date of this announcement, Guangzhou Fangjia is wholly-owned by Guangdong Gaoji. It is principally engaged in property agency services.

LISTING RULES IMPLICATIONS

As at the date of this announcement, (i) Lianyi Construction is held as to 96% by Formanda and 4% by Ms. Liang. Formanda is held as to 95% by Mr. Zhang and 5% by Ms. Liang; (ii) Foshan Gaoji is wholly-owned by Guangdong Gaoji, which is in turn held as to 60% by Mr. Zhang, 39% by Mr. He and 1% by Foshan Gaoji; (iii) Huizhou Gaoji is held as to 60% by Guangdong Gaoji and 40% by Mr. Han Yonggang; and (iv) Guangzhou Fangjia is wholly-owned by Guangdong Gaoji. Mr. Zhang is a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Each of Formanda and Guangdong Gaoji is an associate of Mr. Zhang. Lianyi Construction, being a subsidiary of Formanda, as well as Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia, each being a subsidiary of Guangdong Gaoji, are also associates of Mr. Zhang under Rules 14A.07(4) and 14A.12(1)(c) of the Listing Rules. Hence, each of Lianyi Construction, Formanda, Foshan Gaoji, Huizhou Gaoji, Guangzhou Fangjia and

Guangdong Gaoji is a connected person of the Company. Therefore, the provision of the 2021 Guarantees constitutes a financial assistance and is a connected transaction of the Company under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.81 of the Listing Rules, the 2021 Guarantees contemplated under the 2021 Guarantee Service Agreements shall be aggregated given (i) the 2021 Guarantee Service Agreements are entered into by associates of Mr. Zhang and (ii) the 2021 Guarantee Service Agreements are entered into within a 12-month period. As all the applicable ratios (as defined in Rule 14.07 of the Listing Rules) of the provision of the 2021 Guarantees are below 5%, such connected transaction is subject to reporting and announcement requirements only but exempted from circular and Shareholders' approval requirements under Rule 14A.76(2)(a) of the Listing Rules.

As the counter-guarantees provided by Mr. Zhang, Mr. He, Mr. Liang, Formanda and its two subsidiaries, Guangdong Gaoji, Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia (as the case may be) will be conducted on normal or better commercial terms and will not be secured by the assets of the Group, in accordance with Rule 14A.90 of the Listing Rules, the counter-guarantees shall be fully exempted from reporting, announcement and independent Shareholders' approval requirements.

Mr. Zhang has a material interest in the provision of the 2021 Guarantees and thus has abstained from voting on the Board resolutions in respect of the provision of the 2021 Guarantees and the relevant agreements. Other than Mr. Zhang, no other Director was required to abstain from voting on the relevant Board resolutions.

DEFINITIONS

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

“2021 Facilities”	collectively, the 2021 Lianyi Construction Facility, the 2021 Foshan Gaoji Facility, the 2021 Huizhou Gaoji Facility and the 2021 Guangzhou Fangjia Facility in the aggregate amount up to RMB80 million (equivalent to approximately HK\$96.21 million)
“2021 Foshan Gaoji Facility”	the facility which Foshan Gaoji applied or intends to apply from the Lenders in the amount up to RMB20 million (equivalent to approximately HK\$24.05 million)
“2021 Foshan Gaoji Guarantee”	the guarantee up to RMB20 million (equivalent to approximately HK\$24.05 million) provided by the Company under the 2021 Foshan Gaoji Guarantee Service Agreement in favour of the Lenders in respect of the 2021 Foshan Gaoji Facility

“2021 Foshan Gaoji Guarantee Service Agreement”	the maximum guarantee limit service agreement dated 8 September 2021 entered between the Company and Foshan Gaoji in relation to the provision of the 2021 Foshan Gaoji Guarantee, the Term of Guarantee Service being 20 August 2021 to 19 August 2024
“2021 Guangzhou Fangjia Facility”	the facility which Guangzhou Fangjia applied or intends to apply from the Lenders in the amount up to RMB20 million (equivalent to approximately HK\$24.05 million)
“2021 Guangzhou Fangjia Guarantee”	the guarantee up to RMB20 million (equivalent to approximately HK\$24.05 million) provided by the Company under the 2021 Guangzhou Fangjia Guarantee Service Agreement in favour of the Lenders in respect of the 2021 Guangzhou Fangjia Facility
“2021 Guangzhou Fangjia Guarantee Service Agreement”	the maximum guarantee limit service agreement dated 8 September 2021 entered between the Company and Guangzhou Fangjia in relation to the provision of the 2021 Guangzhou Fangjia Guarantee, the Term of Guarantee Service being 20 August 2021 to 19 August 2024
“2021 Guarantees”	collectively, the 2021 Lianyi Construction Guarantee, the 2021 Foshan Gaoji Guarantee, the 2021 Huizhou Gaoji Guarantee and the 2021 Guangzhou Fangjia Guarantee in the aggregate amount up to RMB80 million (equivalent to approximately HK\$96.21 million)
“2021 Guarantee Service Agreements”	collectively, the 2021 Lianyi Construction Guarantee Service Agreement, the 2021 Foshan Gaoji Guarantee Service Agreement, the 2021 Huizhou Gaoji Guarantee Service Agreement and the 2021 Guangzhou Fangjia Guarantee Service Agreement
“2021 Huizhou Gaoji Facility”	the facility which Huizhou Gaoji applied or intends to apply from the Lenders in the amount up to RMB20 million (equivalent to approximately HK\$24.05 million)
“2021 Huizhou Gaoji Guarantee”	the guarantee up to RMB20 million (equivalent to approximately HK\$24.05 million) provided by the Company under the 2021 Huizhou Gaoji Guarantee Service Agreement in favour of the Lenders in respect of the 2021 Huizhou Gaoji Facility

“2021 Huizhou Gaoji Guarantee Service Agreement”	the maximum guarantee limit service agreement dated 8 September 2021 entered between the Company and Huizhou Gaoji in relation to the provision of the 2021 Huizhou Gaoji Guarantee, the Term of Guarantee Service being 20 August 2021 to 19 August 2024
“2021 Lianyi Construction Facility”	the facility which Lianyi Construction applied or intends to apply from the Lenders in the amount up to RMB20 million (equivalent to approximately HK\$24.05 million)
“2021 Lianyi Construction Guarantee”	the guarantee up to RMB20 million (equivalent to approximately HK\$24.05 million) provided by the Company under the 2021 Lianyi Construction Guarantee Service Agreement in favour of the Lenders in respect of the 2021 Lianyi Construction Facility
“2021 Lianyi Construction Guarantee Service Agreement”	the maximum guarantee limit service agreement dated 8 September 2021 entered between the Company and Lianyi Construction in relation to the provision of the 2021 Lianyi Construction Guarantee, the Term of Guarantee Service being 11 August 2021 to 10 August 2024
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of 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), a joint stock limited company incorporated in the PRC
“connected persons(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Formanda”	Guangdong Formanda Group Co., Ltd. (廣東科明達集團有限公司), a company incorporated under the laws of the PRC with limited liability, which is a connected person of the Company
“Foshan Gaoji”	Foshan Gaoji Real Estate Consulting Co., Ltd.* (佛山市高吉房地產諮詢有限公司), a company incorporated under the laws of the PRC with limited liability, which is a subsidiary of Guangdong Gaoji and a connected person of the Company
“Group”	collectively, the Company and its subsidiaries

“Guangdong Gaoji”	Guangdong Gaoji Enterprise Management Co., Ltd.* (廣東高吉企業管理有限公司), a company incorporated under the laws of the PRC with limited liability, which is a connected person of the Company
“Guangzhou Fangjia”	Guangzhou Fangjia Network Technology Co., Ltd.* (廣州市房家網絡科技有限公司), a company incorporated under the laws of the PRC with limited liability, which is a subsidiary of Guangdong Gaoji and a connected person of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huizhou Gaoji”	Huizhou Gaoji Network Technology Co., Ltd.* (惠州高吉網絡科技有限公司), a company incorporated under the laws of the PRC with limited liability, which is a subsidiary of Guangdong Gaoji and a connected person of the Company
“Lenders”	various entities and financial institutions (such as banks) from which Lianyi Construction, Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia obtained or intend to obtain the 2021 Facilities. To the best knowledge and belief of the Directors, the Lenders are independent third parties to the Group
“Lianyi Construction”	Foshan Lianyi Construction Materials Co., Ltd.* (佛山市聯益建築材料有限公司), a company incorporated under the laws of the PRC with limited liability, which is a subsidiary of Formanda and a connected person of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Mr. He”	Mr. He Qiwen, who directly holds 39% equity interests in Guangdong Gaoji as at the date of this announcement
“Mr. Liang”	Mr. Liang Wei, who is the legal representative, executive director and general manager of Foshan Gaoji and Guangzhou Fangjia, and the director of Huizhou Gaoji as at the date of this announcement
“Mr. Zhang”	Mr. Zhang Minming, a non-executive Director of the Company
“Ms. Liang”	Ms. Liang Wangkai, mother of Mr. Zhang

“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
“Term(s) of Guarantee Service”	the validity period(s) for Lianyi Construction, Foshan Gaoji, Huizhou Gaoji and Guangzhou Fangjia to apply guarantee from the Company under the 2021 Lianyi Construction Guarantee Service Agreement, the 2021 Foshan Gaoji Guarantee Service Agreement, the 2021 Huizhou Gaoji Guarantee Service Agreement and the 2021 Guangzhou Fangjia Guarantee Service Agreement, respectively
“%”	per cent.

For the purpose of this announcement and for illustrative purpose only, conversion of RMB into HK\$ is based on the approximate exchange rate of HK\$1: RMB0.83.

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

Foshan, the PRC, 8 September 2021

As at 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, Mr. Li Shen Hua, Mr. Zhao Wei and Mr. Ou Weiming; and the independent non-executive Directors of the Company are Mr. Wu Xiangneng, Mr. Leung Hon Man and Mr. Wang Bo.

* *for identification purpose only*