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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)

**(A) PLACING AGREEMENT WITH ADDITIONAL PLACING
AGENT IN RELATION TO THE PLACING
(B) FURTHER EXTENSION OF LONG STOP DATE IN RELATION TO
(1) THE INVESTOR SUBSCRIPTION AGREEMENT; AND
(2) THE EXISTING PLACING AGREEMENT
(C) CORRIGENDUM ANNOUNCEMENT**

Reference is made to the announcements of Guangdong Join-Share Financing Guarantee Investment Co., Ltd. (the “**Company**”) dated 15 May 2017, 25 May 2017, 29 June 2017, 18 July 2017 (the “**July 2017 Announcement**”), 26 July 2017, 28 September 2017, 29 December 2017 (the “**December 2017 Announcement**”), 27 March 2018 and 28 March 2018 respectively and the circular of the Company dated 30 September 2017 (the “**Circular**”) in relation to, among other things, (i) the proposed Investor Subscription; (ii) the proposed Management Subscriptions; and (iii) the proposed Placing. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

THE ICBCI PLACING AGREEMENT

The Board is pleased to announce that on 29 March 2018 (after trading hours), after obtaining consent from GF Securities (Hong Kong) Brokerage Limited (“**GF Securities**”, the existing Placing Agent for the Placing), the Company and ICBC International Securities Limited (“**ICBCI**”, together with GF Securities, the “**Placing Agents**”) entered into a placing agreement (the “**ICBCI Placing Agreement**”), pursuant to which ICBCI agreed to procure, together with GF Securities as joint placing agents and on a best-effort basis, not less than six Placees per tranche to subscribe for the Placing Shares at the Placing Price of HK\$1.42 per Placing Share. The major terms of the ICBCI Placing Agreement are basically similar to those in the Placing Agreement with GF Securities (as subsequently amended and supplemented) (the “**GF Placing Agreement**”) and are set forth below.

Date

29 March 2018 (after trading hours)

The Issuer

The Company

Placing Agent

ICBC International Securities Limited, a corporation licensed to carry out type 1 regulated activity (dealing in securities) and type 4 regulated activity (advising on securities) under the SFO.

ICBCI has conditionally agreed to, together with GF Securities as joint placing agents, place up to 186,666,000 Placing Shares (as divided into the First Tranche Placing Shares and the Second Tranche Placing Shares), on a best effort basis, to not less than six Placees. Subject to completion of the Placing, ICBCI will receive a placing commission of 0.5% of the aggregate Placing Price of the Placing Shares actually placed by ICBCI on behalf of the Company in pursuance of its obligations under the ICBCI Placing Agreement. Such placing commission was arrived at after arm's length negotiations between the Company and ICBCI under normal commercial terms and with reference to the market rate and after taking into account the size of the Placing.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries and as confirmed by ICBCI, ICBCI and its associates are Independent Third Parties, and ICBCI is not interested in any Shares, warrants, options, derivatives or other securities that are convertible or exchangeable into Shares or other types of shareholding interest in the Company.

Placees

Each of the First Tranche Placing and the Second Tranche Placing Shares are expected to be placed to not less than six Placees, who will be individuals, corporate, institutional investors or other investors, whether or not the completion of the First Tranche Placing and the Second Tranche Placing is to take place simultaneously.

The Company has undertaken to use its reasonable endeavours to ensure that the Placees and their ultimate beneficial owners shall be Independent Third Parties and not connected with any of the connected persons of the Company or the Subscriber or their respective associates nor will they be acting in concert with any of them. ICBCI will also use its reasonable endeavours to obtain confirmation from the Placees that all the Placees will not become connected persons of the Company or their respective associates nor will they be acting in concert with any of them immediately after completion of the Placing.

The Placing Shares and the Placing Price

186,666,000 new H Shares, divided into not more than 66,932,000 new H Shares (i.e. the First Tranche Placing Shares) and not more than 119,734,000 new H Shares (i.e. the Second Tranche Placing Shares) at the Placing Price of HK\$1.42 per Placing Share.

For details, please refer to the paragraph headed “Placing of new H Shares under Specific Mandate” under the section headed “Letter from the Board” in the Circular.

Other major terms of the ICBCI Placing Agreement

As the terms in relation to the Placing Completion, conditions precedent to the Placing and termination under the ICBCI Placing Agreement are same as those as set out in the GF Placing Agreement (except for the identity of the placing agent), for details, please refer to the paragraph headed “Placing of new H Shares under Specific Mandate” under the section headed “Letter from the Board” in the Circular.

For the avoidance of doubt, the GF Placing Agreement and the ICBCI Placing Agreement are independent placing agreements and each of GF Securities and ICBCI has several but not joint liabilities regarding the Placing.

For further information of the Placing, please refer to the paragraphs headed “Use of proceeds and reasons for and benefit of the issue of the Placing Shares”, “Potential effect on the shareholding structure of the Company and public float”, “Fund raising activities in the past twelve months” and “Application for Listing” under the section headed “Letter from the Board” in the Circular.

FURTHER EXTENSION OF LONG STOP DATE UNDER THE INVESTOR SUBSCRIPTION AGREEMENT

As disclosed in the December 2017 Announcement, the Long Stop Date for fulfilling the conditions precedent under the Investor Subscription Agreement was changed to 31 March 2018, failing which the Investor Subscription Agreement shall be automatically terminated and all rights and obligations thereunder shall cease and terminate and none of the parties thereto shall have any claim against the other save for obligations expressed to survive such termination and any antecedent breach.

As disclosed in the Circular, the Investor Subscription Completion is conditional upon, among others, each of the Company and the Subscriber having obtained the necessary approvals and consents from the relevant regulatory authorities, including approval from the Stock Exchange for the listing of, and permission to deal in, the Investor Subscription H Shares. The Board would like to give an update that, as of the date of this announcement, the Company is arranging for the application to the Stock Exchange for the listing of and permission to deal in the relevant new H Shares. In anticipation of the time required for the Company to obtain the relevant approval

from the Stock Exchange, on 29 March 2018, the Company and the Subscriber entered into the second supplemental agreement (the “**Second Supplemental Investor Subscription Agreement**”), pursuant to which the Long Stop Date under the Investor Subscription Agreement was extended from 31 March 2018 to 30 April 2018 (or such other date as the parties to the Investor Subscription Agreement may agree in writing).

FURTHER EXTENSION OF LONG STOP DATE UNDER THE GF PLACING AGREEMENT

As disclosed in the December 2017 Announcement, the long stop date for fulfilling the conditions precedent in respect of the First Tranche Placing and the Second Tranche Placing under the GF Placing Agreement was changed to 31 March 2018 (or such later date as may be agreed between the Company and the GF Securities), failing which all of the obligations of the Company and the GF Securities with respect to the First Tranche Placing or the Second Tranche Placing (as the case may be) shall cease and determine (save for certain clauses specified in the GF Placing Agreement) and none of the parties shall have any claim against any other in respect of the First Tranche Placing or the Second Tranche Placing (as the case may be), save for any antecedent breaches.

As disclosed in the Circular, the Placing Completion is conditional upon, among others, the Listing Committee of the Stock Exchange granting approval in relation to the listing of, and permission to deal in, the Placing Shares. For the same reasons as set out under the section headed “Further extension of Long Stop Date under the Investor Subscription Agreement” above, more time is required for the Company to satisfy the conditions precedent in relation to the First Tranche Placing and the Second Tranche Placing under the GF Placing Agreement. Therefore, on 29 March 2018, the Company and GF Securities entered into the third supplemental agreement (the “**Third Supplemental Placing Agreement**”), pursuant to which the long stop date for fulfilling the conditions precedent in respect of the First Tranche Placing and the Second Tranche Placing under the GF Placing Agreement was extended from 31 March 2018 (or such later date as may be agreed between the Company and GF Securities) to 30 April 2018 (or such later date as may be agreed between the Company and GF Securities).

Save as disclosed above, all material terms and conditions of each of the Investor Subscription Agreement and the Placing Agreement remain unchanged. All supplemental agreements to the Investor Subscription Agreement (including the Second Supplemental Investor Subscription Agreement), and all supplemental agreements to the Placing Agreement (including the Third Supplemental Placing Agreement), shall constitute part of the Investor Subscription Agreement and the Placing Agreement, respectively.

Further announcement on the status of the Investor Subscription, Management Subscriptions and Placing will be made by the Company as and when appropriate in compliance with the Listing Rules.

CORRIGENDUM ANNOUNCEMENT

Under the paragraph headed “The Placing Agreement – Termination” in the July 2017 Announcement and under the paragraph headed “Placing of new H Shares under Specific Mandate – Termination” under the section headed “Letter from the Board” in the Circular, instead of:

“The Placing Agent may, after consultation with the Company (to the extent that the same is practicable or necessary), terminate the Placing Agreement if at any time prior to 6:00 p.m. on the day immediately preceding the date of the Placing Completion:

.....

(ii) the Company and the Placing Agent reasonably believes that the success of the Placing will be materially and adversely affected due to the following occasions:

(a) the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) in Hong Kong or in the PRC occurs from the date of the Placing Agreement to the day immediately preceding the date of completion of the Placing, which has material adverse effect on the business and financial position of the Company;

(b) any national or international event or change of a political, military, financial or economic nature, or any national or international outbreak or escalation of hostilities or armed conflict occurs from the date of the Placing Agreement to the day immediately preceding the date of completion of the Placing, which has material adverse effect on the business and financial position of the Company;

.....

(iii) any material adverse change in the business or financial position of the Company occurs from the date of the Placing Agreement to the day immediately preceding the date of completion of the Placing, which has material adverse effect on the Placing and was not previously known to the Placing Agent; or

.....

The Company may by notice in writing terminate the Placing Agreement if at any time prior to 6:00 p.m. on the day immediately preceding the date of the Placing Completion it has come to the attention of the Company that the Placing Agent is in material breach of the Placing Agreement.”

The relevant parts should be read as follow:

“The Placing Agent may, after consultation with the Company (to the extent that the same is practicable or necessary), terminate the Placing Agreement if at any time prior to 6:00 p.m. on the **working day** immediately preceding the date of the Placing Completion:

.....

(ii) the Company and the Placing Agent reasonably believes that the success of the Placing will be materially and adversely affected due to the following occasions:

(a) the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) in Hong Kong or in the PRC occurs from the date of the Placing Agreement to the **working day** immediately preceding the date of completion of the Placing, which has material adverse effect on the business and financial position of the Company;

(b) any national or international event or change of a political, military, financial or economic nature, or any national or international outbreak or escalation of hostilities or armed conflict occurs from the date of the Placing Agreement to the **working day** immediately preceding the date of completion of the Placing, which has material adverse effect on the business and financial position of the Company;

.....

(iii) any material adverse change in the business or financial position of the Company occurs from the date of the Placing Agreement to the **working day** immediately preceding the date of completion of the Placing, which has material adverse effect on the Placing and was not previously known to the Placing Agent; or

.....

The Company may by notice in writing terminate the Placing Agreement if at any time prior to 6:00 p.m. on the **working day** immediately preceding the date of the Placing Completion it has come to the attention of the Company that the Placing Agent is in material breach of the Placing Agreement.”

Except as stated above, all other information contained in the July 2017 Announcement and the Circular remains unchanged.

As the Investor Subscription Completion and the Placing Completion are subject to the satisfaction and/or waiver (where applicable) of the conditions precedent set out in the Investor Subscription Agreement (as amended and supplemented by all the relevant supplemental agreements) or the Placing Agreement (as amended and supplemented by all the relevant supplemental agreements), (i) the Investor Subscription and (ii) the Placing may or may not proceed to completion. Shareholders and potential investors of the Company should exercise caution when dealing in the shares or any securities of the Company.

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

Foshan, the PRC, 29 March 2018

As at the date of this announcement, the executive directors of the Company are Mr. Wu Liejin (Chairman) and Mr. Xie Yongdong; the non-executive directors of the Company are Mr. Zhang Minming, Ms. Gu Lidan, Ms. Wu Yanfen and Mr. Huang Guoshen; and the independent non-executive directors of the Company are Mr. Wu Xiangneng, Mr. Leung Hon Man and Mr. Liu Heng.

* *For identification purposes only*