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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)**

## **COMPLETION OF THE INVESTOR SUBSCRIPTION AGREEMENT, THE MANAGEMENT SUBSCRIPTION AGREEMENT AND THE PLACING AGREEMENT**

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, 26 July 2017, 28 September 2017, 29 December 2017, 27 March 2018, 28 March 2018 and 29 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.

### **COMPLETION OF THE INVESTMENT SUBSCRIPTION AGREEMENT AND THE MANAGEMENT SUBSCRIPTION AGREEMENT**

The Board is pleased to announce that the conditions precedent to each of the Investor Subscription Completion and the Management Subscription Completion have been satisfied, including the obtaining of the approval from the Stock Exchange for the listing of, and permission to deal in, the Investor Subscription H Shares. The Investor Subscription and the Management Subscription were both completed. The Company has allotted and issued a total of 74,364,000 new H Shares at a price of HK\$1.42 per H Share and a total of 233,096,020 new Domestic Shares at a price of RMB1.264 (approximately HK\$1.428 at the exchange rate of HK\$1:RMB0.88507) per Domestic Share. The subscriber has nominated Fujin Hongkong Limited (佛金香港有限公司), a wholly-owned subsidiary of the Subscriber, to take up the Investor Subscription H Shares.

The net proceeds (after deducting the relevant expenses) from the Investor Subscription and the Management Subscription are approximately RMB371.65 million (approximately HK\$419.91 million at the exchange rate of HK\$1:RMB0.88507) and RMB12.51 million (approximately HK\$14.14 million at the exchange rate of HK\$1:RMB0.88507), respectively. Such net proceeds will be applied in accordance with the intended use as disclosed in the Circular.

## **COMPLETION OF THE PLACING**

In November 2017, the Company was informed by the Subscriber that the Possible Shareholders' Transaction was completed on 17 November 2017. The approval from the Stock Exchange for the listing of, and permission to deal in, the Placing Shares have also been obtained. As such and upon the Investor Subscription Completion and the Management Subscription Completion as abovementioned, the conditions precedent to both of the First Tranche Placing and Second Tranche Placing have been satisfied and the Placing was completed on 18 April 2018. A total of 186,666,000 Placing Shares (new H Shares) have been placed to nine Placees at a Placing Price of HK\$1.42 per Placing Share.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries and as confirmed by the Placing Agent, the Placing Agent and its associates are Independent Third Parties, and the Placing Agent 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. None of the Placees has become a substantial Shareholder of the Company immediately after the Placing Completion.

The net proceeds (after deducting the placing commission and relevant expenses) from the Placing (comprising the First Tranche Placing and the Second Tranche Placing) are approximately HK\$262.4 million. Such net proceeds will be applied in accordance with the intended use as disclosed in the Circular.

## **EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY**

The shareholding structure of the Company immediately before and after the Investor Subscription Completion, the Management Subscription Completion, the Possible Shareholders' Transaction Completion and the Placing Completion, are shown as follows:

Share Class	Immediately before Investor Subscription Completion, Management Subscription Completion, Possible Shareholders' Transaction Completion and Placing Completion		Immediately after Investor Subscription Completion, Management Subscription Completion, Possible Shareholders' Transaction Completion and Placing Completion		
	<i>No. of shares</i>	<i>Approximate % of the total issued Shares</i>	<i>No. of shares</i>	<i>Approximate % of the total issued Shares</i>	
<b>Non-public Shareholders</b>					
Mr. Wu Liejin (吳列進先生)	Domestic Shares	31,280,351	2.93	32,110,351	2.06
Mr. Xie Yongdong (謝勇東先生) (Note 2)	Domestic Shares	39,920,000	3.74	40,720,000	2.61
Mr. Huang Guoshen (黃國深先生)	Domestic Shares	41,760,000	3.91	41,760,000	2.68
Ms. Wu Yanfen (吳艷芬女士)	Domestic Shares	29,700,000	2.78	29,700,000	1.90
Mr. Wang Wei (王維先生)	Domestic Shares	–	–	60,000	0.00
Mr. Liang Yi (梁毅先生)	Domestic Shares	–	–	80,000	0.01
Mr. Zhang Deben (張德本先生)	Domestic Shares	–	–	212,000	0.01
Mr. Ou Weiming (歐偉明先生)	Domestic Shares	–	–	500,000	0.03
Ms. Lu Haoming (陸皓明女士)	Domestic Shares	–	–	150,000	0.01
Mr. Zheng Zhengqiang (鄭正強先生)	Domestic Shares	–	–	162,000	0.01
Fuside (Note 3)	Domestic Shares	33,002,680	3.09	33,002,680	2.11
The Subscriber	Domestic Shares	–	–	223,096,020	14.29
Fujin Hongkong Limited (Note4)	H Shares	–	–	144,364,000	9.25
<b>Public Shareholders</b>					
Yuecai HK	H Shares	89,800,000	8.42	19,800,000	1.27
Guangdong Yuecai	Domestic Shares	16,758,818	1.57	16,758,818	1.07
The Placees	H Shares	–	–	186,666,000	11.96
Other public shareholders (including Management Subscribers who are not Connected Subscribers)	Domestic Shares	580,911,484	54.46	588,117,484	37.68
	H Shares	<u>203,533,334</u>	<u>19.08</u>	<u>203,533,334</u>	<u>13.04</u>
<b>Total</b>		<u>1,066,666,667</u>	<u>100.00</u>	<u>1,560,792,687</u>	<u>100.00</u>

Notes:

- (1) Certain percentage figures included in this table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

- (2) Mr. Xie Yongdong is the only general partner of Foshan Venture Growth, which is a limited partnership directly holding 39,920,000 Domestic Shares. As Mr. Xie Yongdong, being the general partner, can solely exercise control over Foshan Venture Growth, he is deemed to be interested in the 39,920,000 Domestic Shares held by Foshan Venture Growth.
- (3) As at the date of this announcement, Fuside was wholly-owned by the Subscriber.
- (4) As at the date of this announcement, Fujin Hongkong Limited was wholly-owned by the Subscriber.

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

Foshan, the PRC, 18 April 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*