
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Guangdong Join-Share Financing Guarantee Investment Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

- (I) PROPOSAL FOR THE PROFIT DISTRIBUTION PLAN AND
DIVIDEND DISTRIBUTION PLAN;**
- (II) PROPOSAL FOR THE AUDITED FINANCIAL STATEMENTS AND
THE REPORT OF THE AUDITORS;**
- (III) PROPOSAL FOR THE 2018 BUDGET;**
- (IV) PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS;**
- (V) PROPOSED RE-ELECTION OF SUPERVISORS;**
- (VI) REPORT OF THE BOARD;**
- (VII) REPORT OF THE BOARD OF SUPERVISORS;**
- AND**
- (VIII) PROPOSED RE-APPOINTMENT OF KPMG
AS THE COMPANY'S AUDITOR**

A letter from the Board is set out on pages 1 to 7 of this circular.

A notice convening the AGM of the Company to be held at 3 p.m. on Wednesday, 6 June 2018. 5/F, Building D, Sino-European Service Center, South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong, the PRC is set out on pages 22 to 25 of this circular.

Whether or not you are able to attend the AGM of the Company, you are requested to complete the enclosed proxy forms in accordance with the instructions printed thereon and return the same to the Company at Unit 2202-2212, 22/F, Chuangye Building, No. 215 Fenjiang Middle Road, Foshan, Guangdong, the PRC (in case of any holders of Domestic Shares) or the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of any holders of H Shares) as soon as possible and in any event not later than 24 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the relevant form(s) of proxy shall be deemed to be revoked. Shareholders who intend to attend the meetings in person or by proxy should complete and return the reply slips in accordance with the instructions printed thereon on or before Thursday, 17 May 2018.

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DEFINITIONS

Unless the context otherwise requires, capitalised terms used in this circular shall have the meanings as follows:

“%”	per cent
“2017 Annual Report”	the annual report of Company for FY2017
“AGM”	the 2017 annual general meeting of the Company to be held at 5/F, Building D, Sino-European Service Center, South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong, the PRC on Wednesday, 6 June 2018 at 3:00 p.m.
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“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)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary domestic share(s) of the Company with a nominal value of RMB1.00 each in the share capital of the Company
“FY2017”	the financial year of the Company ended 31 December 2017
“Group”	collectively, the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and are traded in Hong Kong dollars
“HK\$” or “Hong Kong Dollar”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	4 May 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	collectively, the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company

In this circular, if there is any inconsistency between the Chinese names of the entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. English translation of names in Chinese which are marked with “” is for identification purpose only.*

LETTER FROM THE BOARD



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)

Executive Director:

Mr. Wu Liejin (*Chairman and president*)

Non-executive Directors:

Mr. Zhang Minming

Ms. Gu Lidan

Ms. Wu Yanfen

Mr. Huang Guoshen

Independent Non-executive Directors:

Mr. Wu Xiangneng

Mr. Leung Hon Man

Mr. Liu Heng

Registered office:

Unit 2202–2212, 22/F, Chuangye Building

No. 215 Fenjiang Middle Road

Foshan, Guangdong

PRC

Principal place of business in Hong Kong:

18/F, Tesbury Centre

28 Queen's Road East

Wanchai, Hong Kong

7 May 2018

To Shareholders

Dear Sir or Madam,

- (I) PROPOSAL FOR THE PROFIT DISTRIBUTION PLAN AND
THE DIVIDEND DISTRIBUTION PLAN;**
- (II) PROPOSAL FOR THE AUDITED FINANCIAL STATEMENTS AND
THE REPORT OF THE AUDITORS;**
- (III) PROPOSAL FOR THE 2018 BUDGET;**
- (IV) PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS;**
- (V) PROPOSED RE-ELECTION OF SUPERVISORS;**
- (VI) REPORT OF THE BOARD OF DIRECTORS;**
- (VII) REPORT OF THE BOARD OF SUPERVISORS;**
- AND**
- (VIII) PROPOSED RE-APPOINTMENT OF KPMG
AS THE COMPANY'S AUDITOR**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information relating to (i) the proposal for profit distribution plan and the dividend distribution plan (the “**Distribution Plan**”) for FY2017; (ii) the proposal for the audited financial statements and the report of the auditors; (iii) the proposal for the budget for the year ending 31 December 2018 (the “**2018 Budget**”); (iv) the proposed re-election and election of Directors; (v) the proposed re-election of Supervisors; (vi) the report of the Board of Directors; (vii) the report of the Board of Supervisors; and (viii) the proposed re-appointment of KPMG as the Company’s auditor.

PROPOSAL FOR THE PROFIT DISTRIBUTION PLAN AND THE DIVIDEND DISTRIBUTION PLAN

In connection with the Distribution Plan, the Board recommends the distribution of a final dividend of RMB0.076 (before considering any tax effect) per share for FY2017, amounting to, in aggregate, RMB81,066,667 (the “**2017 Final Dividend**”).

According to the Articles, dividend payable to holders of Domestic Shares will be paid in Renminbi, whereas dividend payable to holders of the H shares will be declared in Renminbi and paid in Hong Kong dollars. The exchange rate of which will be calculated in accordance with the related national regulations on foreign exchange control. The proposed payment of the 2017 Final Dividend will be subject to approval by Shareholders at the AGM by way of an ordinary resolution and is expected to be paid on or about Monday, 30 July 2018.

For details of the Distribution Plan, please refer to the paragraph headed “Final Dividend” under section headed “Report of the Board of Directors” in the 2017 Annual Report.

As far as the Company is aware, as at the Latest Practicable Date, there was no arrangement under which any Shareholder has waived or agreed to waive any dividend proposed to be distributed for FY2017.

For non-resident individual shareholders (who are non-Hong Kong or Macau residents) whose names appear on the register of members of H shares, the Company is required to follow the applicable tax laws and regulations as well as the guidance given by the PRC tax authorities and to withhold and pay (on behalf of such individual shareholders) individual income tax at the rate of up to 10%, depending on factors such as the country of domicile of such individual shareholders, whether any tax treaty is made between such country of domicile and the PRC, and whether any dividend tax is imposed on the relevant individual shareholders.

LETTER FROM THE BOARD

Shareholders and investors are advised to peruse the above contents carefully. If your name appear on the register of holders of H Shares, please make enquiries with your nominees or trust organization for details of the withholding mechanism arrangements and the distribution of dividend.

The Company is not obliged to confirm the identities of Shareholders and will not be liable for such arrangement. The Company will strictly comply with the law, and withhold and pay the individual income tax on behalf of the relevant shareholders based on the register of holders of H Shares of the Company as of the date of closure of such register for the AGM (please refer to the notice of AGM as contained in this circular for details). The Company will not accept any liability relating to any delay in confirming the identity of the Shareholders or any errors in confirming the identity of the Shareholders.

PROPOSAL FOR THE AUDITED FINANCIAL STATEMENTS AND THE REPORT OF THE AUDITORS

The independent's auditor of the Company, KPMG, has audited the consolidated financial statements of the Group. For details of the audited financial statements and the report of the auditors of the Company, please refer to the section headed "Independent Auditor's Report" in the 2017 Annual Report.

PROPOSAL FOR THE 2018 BUDGET

In accordance with the principle of proactively implementing the Company's development strategies, effectively supporting our financing guarantee services in Guangdong province, the PRC, the Company has budgeted approximately 32.5% of the total forecast revenue for the year ending 31 December 2018. The Company will focus on providing credit-based financing solutions to small and medium-sized enterprises (the "SME") to satisfy their financing and business needs. As to the budget of the Company, (i) approximately 31% of the total forecast revenue will be utilised for operating; (ii) approximately RMB1.0 million will be utilised for the operation of the Board and the Board of the Supervisors; (iii) approximately RMB1.0 million will be utilised for Group control; and (iv) approximately RMB6.0 million will be utilised for the maintenance of the Listing status of the Company in relation to, among others, the engagement of the legal counsels and the auditors.

PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS

Reference is made to the announcements of the Company (i) dated 23 March 2018 in relation to, among others, the expiry of the terms of the third session of the Board; and (ii) dated 19 April 2018 in relation to, among others, the resignation of Mr. Xie Yongdong (謝勇東) as an executive Director, the president of the Company and members of each of the remuneration and appraisal committee of the Board, the risk management committee of the Board and the strategy committee of the Board, with effect from 19 April 2018 and the nomination of candidates of Directors.

LETTER FROM THE BOARD

The terms of each of Mr. Wu Liejin (吳列進), being an executive Director; Mr. Zhang Minming (張敏明), Ms. Gu Lidan (顧李丹) and Mr. Huang Guoshen (黃國深), being non-executive Directors; and Mr. Wu Xiangneng (吳向能), Mr. Leung Hon Man (梁漢文) and Mr. Liu Heng (劉恒), being independent non-executive Directors, have expired but have been extended till the election at a shareholders' meeting. As at the Latest Practicable Date, the aforementioned Directors are eligible and have offered themselves for re-election as Directors for the fourth session of the Board at the AGM. The biographical details of the aforementioned Directors who are subject to re-election at the AGM are set out in Appendix I of this circular.

The term of Ms. Wu Yanfen (吳艷芬) (“**Ms. Wu**”) as a non-executive Director has expired and she has informed the Company that due to personal work arrangements, she will not offer herself for re-election as a Director at the AGM and thus she will retire from the office as a non-executive Director with effect from the date of the AGM. Ms. Wu confirms that she has no disagreement with the Board and there are no other matters regarding her retirement from office that need to be brought to the attention of the Shareholders or the Stock Exchange.

As Mr. Xie Yongdong has resigned as an executive Director and Ms. Wu will not offer herself for re-election at the AGM, the Board proposes to present resolutions at the AGM to elect Mr. Zhang Deben (張德本) (“**Mr. Zhang**”) and Mr. Luo Zhenqing (羅振清) (“**Mr. Luo**”) as non-executive Directors. The biographical details of Mr. Zhang and Mr. Luo are set out in Appendix I of this circular.

The term of all the above proposed Directors, if so appointed, shall be three years commencing from the date of the AGM (i.e. 6 June 2018) till the date of the expiry of the fourth session of the Board, which is expected to be 5 June 2021. Each Director of the fourth session of the Board may enter into a service contract with the Company.

PROPOSED RE-ELECTION OF SUPERVISORS

Reference is made to the announcement of the Company (i) dated 23 March 2018 in relation to, among others, the expiry of the terms of the third session of the Board of Supervisors; and (ii) dated 19 April 2018 in relation to, among others, the nomination of candidates of Supervisors.

The term of each of Mr. Li Qi (李琦) and Ms. Feng Qunying (馮群英), being Supervisors, and Mr. Liao Zhenliang (廖振亮) and Mr. Zhong Jian (鍾堅), being independent Supervisors, have expired but have been extended till the election at a shareholders' meeting.

As at the Latest Practicable Date, all the abovementioned Supervisors are eligible and have offered themselves for re-election as Supervisors at the AGM. The biographical details of the abovementioned Supervisors are set out in Appendix II of this circular.

The term of the above proposed Supervisors, if so appointed, shall be three years commencing from the date of the AGM till the date of the expiry of the fourth session of the Board of Supervisors. Each Supervisor of the fourth session of the Board of Supervisors may enter into a service contract with the Company.

LETTER FROM THE BOARD

REPORT OF THE BOARD OF DIRECTORS

The Board proposes to present the report of the Board of the Directors for FY2017 for consideration and approval at the AGM. For details of the report of the Board of the Directors for FY2017, please refer to the section headed “Report of the Board of Directors” in the 2017 Annual Report.

REPORT OF THE BOARD OF SUPERVISORS

The Board of Supervisors proposes to present the report of the Board of Supervisors for FY2017 for consideration and approval at the AGM. For details of the report of the Board of Supervisors for FY2017, please refer to the section headed “Report of the Board of Supervisors” in the 2017 Annual Report.

PROPOSED RE-APPOINTMENT OF KPMG AS THE COMPANY’S AUDITOR

For FY2017, the total remuneration paid or payable to the Company’s auditors, KPMG, for audit and audited related services amounted to a total of RMB2.73 million, including RMB0.6 million for 2017 interim reviewing services and RMB2.13 million for 2017 annual auditing service.

The Board proposes to present a resolution to re-appoint KPMG as the Company’s auditor and authorize the Board to fix its remuneration for the year ending 31 December 2018 at the AGM.

CLOSURE OF BOOKS

In order to determine the shareholders’ eligibility to attend the AGM, the register of members of the Company will be closed from Monday, 7 May 2018 to Wednesday, 6 June 2018, both days inclusive, during which no transfer of shares will be registered. Only Shareholders whose names appear on the register of members of the Company on Wednesday, 6 June 2018 or their proxies or duly authorised corporate representatives are entitled to attend the AGM.

In order to qualify for attending and voting at the AGM, 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 registered office in the PRC at Unit 2202–2212, 22/F, Chuangye Building, No. 215 Fenjiang Middle Road, Foshan, Guangdong, the PRC (for holders of Domestic shares) not later than 4:30 p.m. on Friday, 4 May 2018.

LETTER FROM THE BOARD

In order to determine the Shareholders' entitlement to the 2017 Final Dividend, the register of members of the Company will be closed from Tuesday, 12 June 2018 to Sunday, 17 June 2018, both days inclusive, during which no transfer of shares will be registered. Only Shareholders whose names appear on the register of members of the Company on Sunday, 17 June 2018 are entitled to the 2017 Final Dividend. In order to qualify for receiving the 2017 Final Dividend which is still subject to approval of the Shareholders at the AGM, 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 registered office in the PRC at Unit 2202-2212, 22/F, Chuangye Building, No. 215 Fenjiang Middle Road, Foshan, Guangdong, the PRC (for holders of domestic shares) not later than 4:30 p.m. on Monday, 11 June 2018.

AGM AND VOTING BY POLL

The AGM will be held at 3:00 p.m. on Wednesday, 6 June 2018 at 5/F, Building D, Sino-European Service Center, South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong, the PRC for the purpose of consideration, and if thought fit, passing the resolutions to approve (i) the proposal for the Distribution Plan; (ii) the proposal for the audited financial statements and the report of the auditors; (iii) the proposal for the 2018 Budget; (iv) the proposed re-election and election of Directors; (v) the proposed re-election of Supervisors; (vi) the report of the Board of Directors; (vii) the report of the Board of Supervisors; and (viii) the proposed re-appointment of KPMG as the auditor.

A Shareholder entitled to attend and vote at the AGM may appoint one or more person (whether he/she is a Shareholder or not) to attend and vote at the same on his or her behalf. The instrument appointing a proxy must be in writing and signed by a Shareholder or his duly authorized attorney. If the Shareholder is a corporation, such instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorized attorney(s).

Shareholders who intend to attend the AGM by proxy should complete the proxy form. For holders of H shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and for holders of domestic shares, the proxy form should be returned to the Company's registered office in the PRC at Unit 2202-2212, 22/F, Chuangye Building, No. 215 Fenjiang Middle Road, Foshan, Guangdong, the PRC, in person or by post not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the AGM or any adjournment thereof and voting in person.

Shareholders who intend to attend the AGM in person or by proxy should return the reply slip (for holders of H Shares) to Computershare Hong Kong Investor Services Limited or the Company's registered office in the PRC (for holders of Domestic Shares) on or before Thursday, 17 May 2018.

LETTER FROM THE BOARD

To the best knowledge and belief of the Company, save for Mr. Wu Liejin, Mr. Huang Guoshen and Mr. Zhang Deben who will abstain from voting at the AGM in relation to the resolutions regarding the proposed re-election/election of themselves as Directors for the fourth session of the Board, respectively, no Shareholder is required to abstain from voting at the AGM in relation to any resolution to be proposed at the AGM.

RECOMMENDATIONS

The Directors consider that the (i) the proposal for the Distribution Plan; (ii) the proposal for the audited financial statements and the report of the auditors; (iii) the proposal for the 2018 Budget; (iv) the proposed re-election and election of Directors; (v) the proposed re-election of Supervisors; (vi) the report of the Board of Directors; (vii) the report of the Board of Supervisors; and (viii) the proposed re-appointment of KPMG as the Company's auditor are fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of all the resolutions as set out in the notice of AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and, there are no other matters the omission of which would make this circular or any statement herein misleading.

Yours faithfully

By order of the Board

Guangdong Join-Share Financing Guarantee Investment Co., Ltd.*

Wu Liejin

Chairman

The biographical details of the proposed Directors to be re-elected and elected at the AGM are set out as follows:

Mr. Wu Liejin (吳列進), aged 57, is an executive Director and the chairman of the Board. He was appointed as a Director on 23 May 2003 and was re-designated as an executive Director on 6 June 2014. Mr. Wu joined our Group on 23 May 2003. Mr. Wu is responsible for the overall development planning and business operation of the Group. Mr. Wu is also the chairman of each of Foshan Chancheng Join-Share Micro Credit Co., Ltd (佛山禪城中盈盛達小額貸款有限公司), Anhui Join-Share Financing Guarantee Co., Ltd. (安徽中盈盛達融資擔保有限公司), Zhongshan Join-Share Technology Financing Guarantee Investment Co., Ltd. (中山中盈盛達科技融資擔保投資有限公司) as well as a director of each of Foshan Join-Share Investment and Financing Consultancy Co., Ltd. (佛山中盈盛達投融資諮詢服務有限公司), Foshan Join-Share Industrial Investment Co., Ltd. (佛山中盈興業投資有限公司), Guangdong Join-Share Capital Management Limited (廣東中盈盛達資本管理有限公司), Foshan Join-Share Supply Chain Services Co., Ltd (佛山中盈盛達供應鏈服務有限公司) and Shenzhen Join-Share Commercial Factoring Co., Ltd. (深圳中盈盛達商業保理有限公司). Apart from his duty in the Group, Mr. Wu holds or has previously held positions in various associations since 2008.

Organization, programme and university	Position
13th National People's Congress (十三屆全國人民代表大會)	Representative
11th and 12th Guangdong Provincial People's Congress (廣東省第11屆、12屆人民代表大會)	Representative
China Financing Guarantee Association (中國融資擔保業協會)	Vice-chairman
Guangdong Credit Association (廣東省信用協會)	Chairman
Guangdong Provincial Credit Guarantee Association (廣東省信用擔保協會)	Executive vice-chairman
Guangdong Financing Guarantee Association (廣東省融資擔保業協會)	Chief supervisor
Guangdong Association for Promotion of Science & Technology and Finance (廣東省科技金融促進會)	Vice-chairman
Guangdong Financial Think Tank Association (廣東省金融智庫聯合會)	Vice-chairman
Foshan Guarantee Association (佛山市信用擔保行業協會)	Honorary chairman
General Chamber of Commerce of Foshan Industry & Commerce Federation (佛山市工商業聯合會總商會)	Vice-chairman

In the earlier period of his career, Mr. Wu worked at Tongling Finance and Economics College (銅陵財務專科學校) (now known as Tongling University (銅陵學院)) in the PRC from July 1983 to May 1993, and was primarily responsible for teaching courses and school administration management. He had been a Party committee member of the college, director of accounting department (with professional lecturer title) during that period. He had also concurrently been appointed as a vice director of Tongling municipal youth league committee through September 1985 to October 1988. Then from May 1993 to May 1994, Mr. Wu served as the manager of the general manager(s) office at Hainan Jialing Group (海南嘉陵集團), a company principally engaged in industry, trade, real estate development, where he was primarily responsible for system establishment and branch management. Mr. Wu has about 21 years of experience in finance industry. From May 1994 to May 2001, he served as the vice general manager and then general manager at Guangzhou Yinze Development Group Co., Ltd. (廣州銀業發展集團有限公司), a company principally engaged in materials supply and sales, investment, properties development and consulting service, where Mr. Wu was primarily in charge of operation management of the company. From May 2001 to May 2003, Mr. Wu served as the general manager at Guangdong Yinda Financing Guaranty Investment Group Co., Ltd. (廣東銀達融資擔保投資集團有限公司), a company principally engaged in providing financing guarantee, guarantee-related consulting service and doing investment, where he was primarily responsible for business operations.

In July 1983, Mr. Wu received his bachelor's degree of economics from Anhui Finance and Trading College (安徽財貿學院) (now known as Anhui University of Finance and Economics (安徽財經大學)) in the PRC, majoring in business accounting. In July 2010, he obtained a certificate of completion for a "Foshan 2010 Advanced Workshop of Enterprises Leaders" (佛山市2010年企業領導人高級研修班) granted by Fudan University (復旦大學) in the PRC. In April 1990, Mr. Wu obtained a lecturer eligibility qualification certificate (講師任職資格證書) of the PRC granted by Teachers Qualification Evaluation Committee of Tongling Finance and Economics College (銅陵財經專科學校教師職務評審委員會). In September 2007, he obtained a certificate from a training course on eligibility of independent directors of listed companies of Shanghai Stock Exchange (上海證券交易所上市公司獨立董事任職資格培訓班) granted by Shanghai Stock Exchange in the PRC. In December 2013, Mr. Wu obtained a certificate of senior credit manager (guarantee) granted by the department of human resources and social security of Guangdong Province. In December 2016 and January 2017, Mr. Wu was successively awarded 2016 Guangdong Economic Influential Individuals (2016年度廣東經濟風雲人物) and Huishang Leader of the 4th Huishang Oscar (第四屆徽商奧斯卡徽商領袖). In September 2017, Mr. Wu was selected as one of the 2016 Senior Financial Management Talents of Foshan (2016年度佛山市金融高級管理人才). In October 2017, Mr. Wu was recognized as Senior Financial Professional Talent of Chancheng District by the government of Chancheng District of Foshan.

As at the Latest Practicable Date, Mr. Wu was beneficially interested in 32,110,351 Domestic Shares in the Company.

Mr. Zhang Minming (張敏明), aged 38, is a non-executive Director and vice chairman of the Board. Mr. Zhang was appointed as a non-executive Director on 21 April 2015. Mr. Zhang joined the Group on 21 April 2015.

Mr. Zhang has about 11 years of experience in enterprise operations and management industry. From August 2008 to May 2009, Mr. Zhang served as the manager of purchasing department at concretes branch of Guangdong Formanda Group Co., Ltd. (廣東科明達集團有限公司), a company principally engaged in property development and the commodity concretes production, where he was primarily responsible for coordinating daily purchase work of concretes company and controlling procurement cost. From May 2009 to May 2010, Mr. Zhang served as the general manager of Guangdong Formanda Group Co., Ltd. and primarily responsible for daily operational management, establishing and improving management system, and implementing and realizing management objectives and development goals. Since May 2010, Mr. Zhang has been the president of Guangdong Formanda Group Co., Ltd. (廣東科明達集團有限公司) and primarily responsible for formulating and implementing the overall strategy and annual operational plan of the group establishing and improving the management system and organizational structure of the group.

Mr. Zhang received his bachelor's degree of science from Saint Peter's College in the USA in May 2003, majoring in computer. Mr. Zhang received his master of business administration degree from Saint Peter's College in the USA in May 2005.

Currently, Mr. Zhang is the vice-chairman of Guangdong Credit Association (廣東省信用協會) and Foshan Industry & Commerce Federation (General Chamber of Commerce) (佛山市工商聯(總商會)), member of Foshan Political Consultative Committee.

Ms. Gu Lidan (顧李丹), aged 41, is a non-executive Director. Ms. Gu joined the Group as a Director on 28 March 2014 and was re-designated as a non-executive Director on 6 June 2014.

Ms. Gu has about 20 years of experience in management of state-owned assets and enterprises. From July 1996 to April 2003, Ms. Gu worked as a clerk at Jiangxi Branch of China National Exported Goods Bases Development Corporation Co., Ltd. (中國出口商品基地建設江西公司), a company principally engaged in international commercial trade of goods, where Ms. Gu was primarily responsible for import and export trade of commodity. From April 2003 to October 2009, she was a governmental officer at enterprises division (企業處) of State-owned Assets Supervision and Administration Commission of Jiangxi province (江西省人民政府國有資產監督管理委員會), where she successively served as the junior member and then senior member and was primarily responsible for state-owned enterprise restructuring and capital operation. From December 2004 to October 2009, Ms. Gu served as a director of Jiangxi Guoxing Assets Management Co., Ltd. (江西省國興資產管理有限公司), a company principally engaged in assets managements and other investment, where she was primarily responsible for asset management and other investments. Between October 2009 to July 2012,

Ms. Gu served as the deputy director of evaluation and assignment division (考核分配處) of the State-owned Assets Supervision and Administration Commission of Jiangxi province, where she was mainly responsible for operation performance appraisal and remuneration review of leaders in state-owned enterprises. Since July 2012, Ms. Gu works in Foshan Investment Holdings Co., Ltd. (佛山市投資控股有限公司) (now known as Foshan Financial Investment Holding Co., Ltd. (佛山市金融投資控股有限公司)), a company principally engaged in property management and investment and finance related business, where she served as a director, deputy general manager, member of Party committee, general manager and deputy Party secretary and was primarily responsible for strategic development department, finance department and financial management department, and successively in charge of production operational management, work safety, enterprise resource planning. From July 2012 to January 2013, she has also concurrently served as the assistant to the director of State-owned Assets Supervision and Administration Commission of Foshan city (佛山市人民政府國有資產監督管理委員會) under secondment. From May 2013 to August 2017, Ms. Gu had been the chairwoman of board of directors and general manager at Foshan Fuside Infrastructure Investment Co., Ltd. (佛山市富思德基礎設施投資有限公司), where she was primarily in charge of overall management. Since June 2017, Ms. Gu has served as the Party Committee Secretary and Chairwoman (Legal Representative) of Foshan Torch Innovation Entrepreneur Park Co., Ltd. (佛山火炬創新創業園有限公司), she was mainly in charge of overall management and operation.

Ms. Gu received her bachelor's degree of economics from Jiangxi Agricultural University (江西農業大學) in the PRC in July 1996, majoring in agricultural economics management. Ms. Gu obtained a certificate of completion on advanced corporate management workshop from Tsinghua University (清華大學) in the PRC in April 2007. In May 2005, she received a certificate of international business engineer of the PRC re-issued by Jiangxi provincial title affairs office. In March 2006, she received a certificate of enterprise legal advisor (企業法律顧問) of the PRC issued by Jiangxi provincial title affairs office. She obtained a master's degree from South China University of Technology (華南理工大學) in June 2017, majoring in management science and engineering.

Mr. Huang Guoshen (黃國深), aged 54, is a non-executive Director. Mr. Huang joined our Group as a Director on 23 May 2003 and was re-designated as a non-executive Director on 6 June 2014.

Mr. Huang has about 23 years of experience in enterprises operation and management. From August 1994 to September 2010, he worked at Guangdong Chigo Air Conditioning Co., Ltd. (廣東志高空調有限公司), a company listed on the Stock Exchange (stock code: 449) and primarily engaged in designing, development, manufacturing and sales of air conditioners products, where he served successively as a technician, manager, vice general manager, director of costs center, director of infrastructure center and director and was primarily responsible for operational management of the pipeline valves and copper pipe plant, costs control, management of infrastructure and power equipments. Since June 2007, Mr. Huang has served as the general manager at Sihui Zhigao Huamei Investment Co., Ltd. (四會市志高華美投資有限公司), a company principally engaged in investment in tourism, industry, construction and services projects, where he was primarily in charge of overall operation. Since August 2007, he has been the general manager at Yangjiang Zhigao Lidao Real Estate Development Co., Ltd. (陽江市志高麗島房地產開發有限公司), a company principally engaged in real estate development, hotel management service and property

**APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS
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management, where he was primarily responsible for overall operation. Apart his duty in these companies, Mr. Huang was also a member of Zhaoqing municipal ninth committee of Chinese People's Political Consultative Conference (肇慶市第九屆政協委員).

As at the Latest Practicable Date, Mr. Huang was beneficially interested in 41,760,000 Domestic Shares.

Mr. Zhang Deben (張德本), aged 56, is a proposed non-executive Director. He joined the Group on 6 July 2009 as the vice president. He is currently the general vice president of the Company, responsible for the L/G assurance business of the corporate guarantee letter, and is concurrently the general manager of the engineering guarantee division.

Mr. Zhang graduated from Anhui Chemical Engineering School (安徽化工學校) majoring in automation in 1984. Mr. Zhang received his bachelor's degree of economics from Anhui Finance and Trading College (安徽財貿學院) in the PRC in 1992, majoring in statistics through self-study education. In April 1994, he also obtained an intermediate qualification certificate of industrial economist granted by the Ministry of Personnel of the PRC. Mr. Zhang participated in the examination and acquired the qualification certificate of PRC certified public accountant in 1997. In 2003, he obtained a master's degree on business administration from Anhui Institute of Business Administration (安徽工商管理學院) in the PRC.

In July 1984, Mr. Zhang graduated from school and was assigned by the State to work in the Anhui Tongling Economy and Trade Committee (安徽省銅陵市經濟貿易委員會), and served as the section chief of the integrated planning section till May 1993. From May 1993 to August 1997, he was the deputy head of Tongling Jiaoqu District Government of Anhui Province, the PRC (安徽省銅陵市郊區政府), taking charge of the industrial economy. He successively worked as the deputy head of Tongling State-Owned Assets Administration Bureau of Anhui Province, the PRC (安徽省銅陵市國有資產管理局) and the chief accountant of Tongling Municipal Finance Bureau (安徽省銅陵市財政局) from August 1997 to June 2003, and concurrently served as a general manager of Anhui Tongling Jinyu Small and Medium-Sized Enterprises Guarantee Center (安徽銅陵金譽中小企業擔保中心) from March 1999 to June 2003. Mr. Zhang was the vice president of Guangdong Yinda Financing Guaranty Investment Group Co., Ltd. (廣東銀達融資擔保投資集團有限公司) from June 2003 to June 2004, the secretary-general of Guangdong Provincial Guarantee Association (廣東省擔保協會) from June 2004 to July 2008 and acted as the president of Guanghui Sci-Tech Financing Guarantee Co., Ltd. (廣匯科技融資擔保股份有限公司) from July 2008 to July 2009.

Mr. Zhang has participated in the pilot project of the construction of the national SME credit guarantee system since 1998. He has 20 years of working experience drawing from the works of corporate business operation, industry management and policy research in the guarantee industry. Mr. Zhang is concurrently the deputy chief editor of China Guarantee (《中國擔保》), an expert member of the admission approval committee for bonding companies under the Guangdong Finance and Guarantee Co., Ltd. (廣東省金融辦), an expert advisor of Guangdong SME Management Bureau (廣東省中小企業局) and the deputy director of the expert committee of Guangdong Credit Guarantee Association (廣東省信用擔保協會). He was once the head of the accounting research group of the Ministry of Finance, and regularly teaching the professional courses in relation to guarantee in Zhejiang University, Sun Yat-Sen University, South China University of Technology and other universities throughout the country. The Risk Management system for SME Credit Guarantee developed under his guidance was awarded the second prize in the Eighth Accreditation of the Modernization Corporate Management and Innovation Achievements (全國第八屆企業現代化管理創新成果二等獎).

As at the Latest Practicable Date, Mr. Zhang was beneficially interested in 212,000 Domestic Shares.

Mr. Luo Zhenqing (羅振清), aged 41, is a proposed non-executive Director. He is an accountant and has about 22 years of experience in state-owned assets and enterprises management. Mr. Luo served as the accountant and the chief financial officer of Foshan Expressway and Industry Company Limited (佛山市公路實業發展公司) from July 1995 to April 2003, the manager of the finance and audit department of Foshan Chancheng Road and Bridge Construction Co., Ltd. (佛山市禪城區路橋建設有限公司) from April 2003 to July 2009, the chief financial officer of Foshan Railway Investment and Construction Co., Ltd. (佛山市鐵路投資建設集團有限公司) from August 2009 to May 2012 and the deputy general manager of Foshan Torch Innovation Entrepreneur Park Co., Ltd. (佛山火炬創新創業園有限公司) from May 2012 to November 2013. Mr. Luo has been a member of the Communist Party Committee, a director and a deputy general manager of Foshan Investment Holdings Co., Ltd. (佛山市投資控股有限公司) (now known as Foshan Financial Investment Holding Co., Ltd. (佛山市金融投資控股有限公司)), a substantial Shareholder, since December 2013.

Mr. Luo obtained a college diplomat from Foshan University (佛山科學技術學院) majoring in business administration by means of in-service education in January 2008.

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Mr. Wu Xiangneng (吳向能), aged 43, was appointed as an independent non-executive Director on 7 August 2013.

Mr. Wu has about 20 years of experience in finance and financial management. He holds or has held positions in various organizations.

Entities	Principal business	Position	Duration	Responsibilities
Jiangsu Zhangjiagang Industrial and Commercial School (江蘇省張家港市工貿學校)	Education	Finance and accounting teacher	August 1996– July 1999	Accounting teaching and research
Jiangsu Xingzhong Accounting Firm (江蘇興中會計師事務所)	Accounting	Part-time chartered accountant	May 1997– August 1999	Accounting and auditing practice
Xiada Accounting Firm (廈大會計師事務所)	Accounting	Part-time project manager	October 1999– May 2002	Accounting and auditing practice
Guangdong Electronic Power Development Co., Ltd. (廣東電力發展股份有限公司) (listed on Shenzhen Stock Exchange, stock codes: 000539, 200539)	Investment, construction and management of electronic power projects	Financial and budget director	July 2002– January 2006	Financial management
Guangdong Supervision Division of China Securities Regulatory Commission (中國證券監督管理委員會廣東監管局)	–	Supervisor of listed company (上市公司監管員)	January 2006– January 2009	Supervising listed companies
Secondment Supervisors Committee of the State-owned Assets Supervision and Administration Commission of Guangdong Province (廣東省人民政府國有資產監督管理委員會外派監督會)	–	Full-time supervisor	January 2009– December 2011	Supervising state-owned enterprises

**APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS
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Entities	Principal business	Position	Duration	Responsibilities
Guangdong Nanhai Holding Investment Co., Ltd. (廣東南海控股投資有限公司) (a wholly state-owned company)	Projects investment, shareholding and management	Vice general manager	January 2012– November 2015	Equity investment
Guangzhou Nengdi Asset Management Co., Ltd. (廣州能迪資產管理有限公司)	–	General Manager	December 2015– present	Equity investment and acquisition planning

Mr. Wu received his master’s degree of management from Xiamen University (廈門大學) in the PRC in June 2002, majoring in accounting. He also obtained various professional qualifications or certificates, including a certificate of completion (全科合格證) issued by examination council of chartered accountants’ at MOF (中華人民共和國財政部註冊會計師考試委員會) in June 1999, non-practice membership certificate (非執業會員證書) granted by the Guangdong Provincial Institute of Certified Public Accountants (廣東省註冊會計師協會) in February 2010, senior accountant qualification certificate (高級會計師資格證書) of the PRC granted by Department of Personnel of Guangdong Province (廣東省人事廳) (now known as Department of Human Resources, Social Security of Guangdong Province (廣東省人力資源和社會保障廳) in March 2008 and the certificate of national accounting leading personnel (全國會計領軍人才) granted by MOF in October 2009. In August 2010, he obtained a certificate for training course on senior managers of listed companies (上市公司高級管理人員培訓班) granted by Shenzhen Stock Exchange (深圳證券交易所) in the PRC.

Mr. Wu currently serves as an adjunct professor of the School of Management of Sun Yat-sen University (中山大學), an external MPACC tutor of Guangzhou University (廣州大學) and a member of Guangdong accounting experts pool.

Mr. Leung Hon Man (梁漢文), aged 52, was appointed as an independent non-executive Director on 23 June 2014.

Mr. Leung has over 21 years of experience in company management, accounting and company secretarial matters. From June 1990 to May 1994, he served as a senior officer in the loans department of the Hong Kong Branch of the Kwangtung Provincial Bank (廣東省銀行香港分行) (now known as Bank of China (Hong Kong) Limited (中國銀行(香港)有限公司)). From May 1994 to August 2000, he served as the finance manager in Soundwill Holdings Limited (金朝陽集團有限公司), a company listed on the Stock Exchange (stock code: 878) and primarily engaged in property consolidation, development and leasing, where he was principally responsible for financial management. From August 2000 to December 2007, Mr. Leung was employed by Sanyuan Group Limited (三元集團有限公司), a company formerly listed on the Stock Exchange and primarily engaged in property investment, medical care and healthcare etc., where he held various positions including the company secretary, financial controller and executive director and primarily responsible for financial management. Mr. Leung has served as the chief financial officer since December 2007 and served concurrently as the company secretary since August 2008 in Chigo Holding Limited, a company listed on the Stock Exchange (stock code: 449) and primarily engaged in designing, development, manufacturing and sales of air-conditioning products, where he was responsible for financial management and compliance.

Mr. Leung received his professional diploma in business studies (banking) from the Hong Kong Polytechnic (香港理工學院) (now known as The Hong Kong Polytechnic University (香港理工大學)) in Hong Kong in November 1990. Mr. Leung received his master of business administration degree through distance learning course from Andrews University in the United States in August 1996 and master degree of accounting through distance learning course from Central Queensland University in Australia in September 1999. Mr. Leung is a fellow member of the Hong Kong Institute of Certified Public Accountants (香港會計師公會) since April 2008 and a certified practising accountant of Australian Society of Certified Practising Accountants (澳洲會計師公會) since August 2000.

Mr. Liu Heng (劉恒), aged 54, was appointed as an independent non-executive Director on 23 June 2014.

Mr. Liu has been teaching in Sun Yat-Sen University (中山大學) since June 1988. He currently works as the director of the public law center of Sun Yat-Sen University, professor and doctoral tutor of school of law. Mr. Liu acted as the dean of school of law from February 2004 to October 2008, the dean of school of intellectual property rights from November 2005 to November 2008 and a deputy dean of graduate school of Sun Yat-Sen University from October 2008 to September 2010 at Sun Yat-Sen University. Since September 2001, he has served as or had previously served as a director/independent non-executive director in the following listed and non-listed companies.

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Company name	Listed stock exchange	Stock code	Principal business	Duration
Gangjianggang Co., Ltd. (港江港股份有限公司)	N/A	N/A	Port and related businesses	September 2001– August 2006
Dongguan Development (Holdings) Co., Ltd. (東莞發展控股有限公司)	Shenzhen Stock Exchange	000828	Investment, construction and management on Dongguan highway	October 2002– June 2008
Shenzhen Yantian Port Holdings Co., Ltd. (深圳 鹽田港股份有限公司)	Shenzhen Stock Exchange	000088	Port development and management, goods loading and unloading, port ancillary facilities construction and management, container repairation, entrepot trade, importation and exportation of goods and technique	September 2003– April 2008
Fenghua Advanced Technology Holding Co., Ltd. (廣東風華高新科技 股份有限公司)	Shenzhen Stock Exchange	000636	Electronic information basic products including new types of components, electronic materials and special equipments	August 2003– July 2010
Guangdong Kaiping Chunhui Co., Ltd. (廣東開平春暉 股份有限公司)	Shenzhen Stock Exchange	000976	Chemical fiber products manufacturing	September 2008– September 2014
Guangzhou Pharmaceutical Group Co., Ltd. (廣州醫 藥集團有限公司)	N/A	N/A	Pharmaceutics	April 2007 to the present
Dongguan Securities Co., Ltd. (東莞證券股份有限公司)	N/A	N/A	Securities	August 2010– August 2016
Guangzhou Rural Commercial Bank Co., Ltd. (廣州農村商業銀行 股份有限公司)	Hong Kong Stock Exchange	1551	Finance	May 2014 to the present

Company name	Listed stock exchange	Stock code	Principal business	Duration
BY-HEALTH Co., Ltd. (湯臣倍健股份有限公司)	Shenzhen Stock Exchange	300146	Dietary supplements and related businesses	September 2014 to the present
Hunan Xiangtea Co., Ltd. (湖南湘茶股份有限公司)	N/A	N/A	Tea and related businesses	November 2017 to the present

Mr. Liu received his bachelor's degree of law and master's degree of law from Zhongnan College of Political Science and Law (中南政法學院) (now known as Zhongnan University of Economics and Law (中南財經政法大學)) in the PRC in July 1985 and July 1988, majoring in law, respectively. He received his doctor's degree of economics by in-service education from Sun Yat-Sen University (中山大學) in the PRC in June 1998, majoring in economics. Mr. Liu had a post-doctoral position at law school of Wuhan University in the PRC from September 1998 to January 2001. He had been a visiting scholar in Stetson University College of Law in the United States from October 2001 to March 2002. Mr. Liu had participated the training courses on eligibility of independent directors of listed companies of Shenzhen Stock Exchange for times.

Save as disclosed in this circular, as at the Latest Practicable Date, to the best knowledge, information and belief of the Directors after having made all reasonable enquiries, there are no other matters that need to be brought to the attention of the Shareholders pursuant to any of the requirements under Rule 13.51(2) (h) to (v) of the Listing Rules nor is there other information to be disclosed in relation to the re-election or election of the proposed Directors.

APPENDIX II BIOGRAPHICAL DETAILS OF THE PROPOSED SUPERVISORS TO BE RE-ELECTED AT THE AGM

The biographical details of the proposed Supervisors to be re-elected at the AGM are set out as follows:

Mr. Li Qi (李琦), aged 41, was appointed as the chairman of the Board of Supervisors on 21 April 2015. Mr. Li joined our Group on 11 May 2012.

From December 2004 to July 2008, Mr. Li served as an accountant at a financial department of Ningyuan Steel Factory in Zhangjiakou City, Hebei (河北張家口市寧遠鋼廠), where he was primarily involved in plant accounting and operational analysis. Since August 2008, he has worked at Huanai Home Investment Holding Co., Ltd. (華耐家居投資集團有限公司), a company primarily engaged in investment on household industry and related projects, where he served successively as the assistant to general manager, chief financial officer, vice president and director of the group at this company and was primarily responsible for financial management, human resources management, enterprise informatization and coordinating the work of daily operation of Huanai Luxehome Building Material Co., Ltd. (華耐立家建材有限公司), a subsidiary of Huanai Home Investment Holding Co., Ltd..

Mr. Li received his college diploma from Hebei University of Economics and Business (河北經貿大學) in the PRC in June 1995 through self-study higher education examination (高等教育自學考試), majoring in business economy management. In December 2004, he obtained a certificate for the forty-eighth business administration training course (第48期工商管理培訓班) granted by School of Economics and Management of Tsinghua University (清華大學經濟管理學院) in the PRC. Mr. Li obtained an executive master of business administration degree from Renmin University in January 2017 and a qualification certificate of accountant (會計師資格證書) granted by MOF in May 1998.

Ms. Feng Qunying (馮群英), aged 43, was appointed as a Supervisor on 21 April 2015. Ms. Feng joined our Group on 21 April 2015.

Since July 2006, Ms. Feng has worked at Guangdong Huaxing Glass Co., Ltd. (廣東華興玻璃股份有限公司) (previously known as Guangdong Huaxing Glass Co., Ltd. (廣東華興玻璃有限公司)) a company principally engaged in manufacture and sale of glass products. She successively served as the taxation manager and finance manager from July 2000 to December 2006, finance general manager and chief financial officer concurrently from January 2007 to December 2014. Ms. Feng has served as the vice president of finance and chief financial officer concurrently since January 2015.

Ms. Feng received her college's degree of accounting from Nanhai Continuing Education College (南海成人學院) in the PRC in July 2002, majoring in finance management. She received her master's degree from City University of Macau (澳門城市大學) at Macau in March 2013, majoring in business administration.

APPENDIX II BIOGRAPHICAL DETAILS OF THE PROPOSED SUPERVISORS TO BE RE-ELECTED AT THE AGM

Mr. Liao Zhenliang (廖振亮), aged 66, was appointed as an independent Supervisor on 21 April 2015.

Mr. Liao has worked at Guangdong University of Finance (廣東金融學院) (previously known as Guangdong Bank College (廣東銀行學校)) and Guangzhou Finance College (廣州金融高等專科學校) since July 1977. He successively served as the secretary of the youth league on campus and deputy director of students department from July 1985 to July 1990, the assistant to principal from July 1990 to July 1991, the deputy principal from July 1991 to April 2005, and the deputy secretary of the Party committee on campus from April 2005 to November 2011 at Guangdong University of Finance (廣東金融學院). Mr. Liao has worked as the senior consultant of CFP (Certified Financial Planner) projects centre of Guangdong Finance College since November 2011.

Mr. Liao received the graduation certificate in finance from Jinan University Night University of the PRC (中國暨南大學夜大學) in August 1984.

Mr. Zhong Jian (鍾堅), aged 56, was appointed as an independent Supervisor on 21 April 2015.

From December 1979 to August 1982, Mr. Zhong worked at the credit section of the central sub-branch of the Peoples' Bank of China in Foshan. From January 1988 to April 1995, he worked at Foshan Chengqu Law Firm (佛山市城區律師事務所), where he successively served as a lawyer and deputy director. From April 1995 to December 1997, Mr. Zhong worked as the director of Foshan Huayang Law Firm (佛山市華洋律師事務所). From December 1997 to November 2005, he worked as the director of Guangdong Tongfa Law Firm (廣東通法律師事務所). Since November 2005, Mr. Zhong worked as the director of Guangdong T & Z Law Firm (廣東通法正承律師事務所).

Mr. Zhong received his bachelor's degree of philosophy from South China Normal University (華南師範大學) in July 1986 in the PRC, majoring in political education. He received his bachelor's degree of law from Sun Yat-Sen University self-study programme in December 1993 in the PRC, majoring in law. He had took graduate course in procedure law at Zhongnan University of Economics and Law (中南財經政法大學) in the PRC in July 2002. Mr. Zhong was qualified as an independent director for listing companies in the PRC in May 2008. He has been the arbitrator in Foshan arbitration committee and Guangzhou arbitration committee since March 2010 and November 2013 respectively.

**APPENDIX II BIOGRAPHICAL DETAILS OF THE PROPOSED SUPERVISORS
TO BE RE-ELECTED AT THE AGM**

Since 2006, Mr. Zhong successively served as the president of the fifth session of Foshan Bar Association (佛山市律師協會), the vice president of the sixth session of Foshan Bar Association and the president of the ninth session of Foshan Bar Association. He also served as the legal consultant of the People's Government of Foshan City (佛山市人民政府), the People's Government of Chancheng District, Foshan (佛山市禪城區人民政府), the People's Government of Nanhai District, Foshan (佛山市南海區人民政府), Bureau of Housing and Urban-Rural Development of Foshan (佛山市住建局), Bureau of Commerce of Foshan City (佛山市商務局), Urban Construction Bureau of Land & Water of Chancheng District (禪城區國土城建和水務局), Office of Public Assets Management of Chancheng District (禪城區公資辦), China Citic Bank Foshan Branch (中信銀行佛山分行), Guangdong Dongpeng Ceramics Co., Ltd. (廣東東鵬陶瓷股份有限公司), Guangdong Hanford Investment Group Holding Co., Ltd. (廣東恒福投資集團控股有限公司) and other entities. In addition, he was a representative to the Fourteenth and Fifteenth People's Congress of Foshan City.

Save as disclosed in this circular, as at the Latest Practicable Date, to the best knowledge, information and belief of the Supervisors after having made all reasonable enquiries, there are no other matters that need to be brought to the attention of the Shareholders pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules nor is there other information to be disclosed in relation to the re-election of the proposed Supervisors.



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)

NOTICE OF THE 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 annual general meeting (the “**AGM**”) of Guangdong Join-Share Financing Guarantee Investment Co., Ltd. (the “**Company**”) will be held at 5/F, Building D, Sino-European Service Center, South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong, the PRC on Wednesday, 6 June 2018 at 3 p.m., for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company for the year ended 31 December 2017;
2. To consider and approve the report of the board (the “**Board of Supervisors**”) of supervisors (the “**Supervisor(s)**”) of the Company for the year ended 31 December 2017;
3. To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2017;
4. To consider and approve the profit distribution plan and the dividend distribution plan for the year ended 31 December 2017;
5. To consider and approve the proposal for the budget of the Company for the year ending 31 December 2018;
6. To consider and approve the re-election (where applicable) and appointment of each of the following Directors for a term of three years commencing on 6 June 2018 till the date of the expiry of the 4th session of the Board, which is expected to be 5 June 2021 (each of which resolutions set out below in respect of the re-election or appointment of each proposed Director shall be considered and passed as a separate resolution at the AGM):

NOTICE OF AGM

- (a) to elect and appoint Mr. Wu Liejin as an executive Director;
 - (b) to elect and appoint Mr. Zhang Minming as a non-executive Director;
 - (c) to elect and appoint Ms. Gu Lidan as a non-executive Director;
 - (d) to elect and appoint Mr. Huang Guoshen as a non-executive Director;
 - (e) to elect and appoint Mr. Zhang Deben as a non-executive Director;
 - (f) to elect and appoint Mr. Luo Zhenqing as a non-executive Director;
 - (g) to elect and appoint Mr. Wu Xiangneng as an independent non-executive Director;
 - (h) to elect and appoint Mr. Leung Hon Man as an independent non-executive Director; and
 - (i) to elect and appoint Mr. Liu Heng as an independent non-executive Director.
7. To consider and approve the re-election (where applicable) and appointment of each of the following Supervisors for a term of three years commencing on 6 June 2018 till the date of the expiry of the 4th session of the Board of Supervisors, which is expected to be 5 June 2021 (each of which resolutions set out below in respect of the re-election or appointment of each proposed Supervisor shall be considered and passed as a separate resolution at the AGM):
- (a) to elect and appoint Mr. Li Qi as a Supervisor;
 - (b) to elect and appoint Ms. Feng Qunying as a Supervisor;
 - (c) to elect and appoint Mr. Liao Zhenliang as an independent Supervisor; and
 - (d) to elect and appoint Mr. Zhong Jian as an independent Supervisor.

NOTICE OF AGM

8. 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 2018.

A circular containing the details of the above resolutions will be despatched to the Shareholders of the Company (the "Shareholders") as soon as practicable.

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

Foshan, the PRC, 19 April 2018

Notes:

1. In order to determine the shareholders' eligibility to attend the AGM, the register of members of the Company will be closed from Monday, 7 May 2018 to Wednesday, 6 June 2018, both days inclusive, during which no transfer of shares will be registered. Only shareholders of the Company whose names appear on the register of members of the Company on Wednesday, 6 June 2018 or their proxies or duly authorised corporate representatives are entitled to attend the AGM. In order to qualify for attending and voting at the AGM, 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 registered office in the PRC at Unit 2202-2212, 22/F, Chuangye Building, No. 215 Fenjiang Middle Road, Foshan, Guangdong, the PRC (for holders of domestic shares) not later than 4:30 p.m. on Friday, 4 May 2018.
2. A Shareholder entitled to attend and vote at the AGM may appoint one or more person (whether he/she is a Shareholder or not) to attend and vote at the same on his or her behalf.
3. The instrument appointing a proxy must be in writing and signed by a Shareholder or his duly authorized attorney. If the Shareholder is a corporation, such instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorized attorney(s).
4. Shareholders who intend to attend the AGM by proxy should complete the proxy form. For holders of H shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and for holders of domestic shares, the proxy form should be returned to the Company's registered office in the PRC at Unit 2202-2212, 22/F, Chuangye Building, No. 215 Fenjiang Middle Road, Foshan, Guangdong, the PRC, in person or by post not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the AGM or any adjournment thereof and voting in person.
5. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip (for holders of H shares) to Computershare Hong Kong Investor Services Limited or the Company's registered office in the PRC (for holders of domestic shares) on or before Thursday, 17 May 2018.

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6. Shareholders or their proxies shall provide their identity documents when attending the AGM.
7. The AGM is expected to last for less than half a day. Shareholders (in person or by proxy) attending this AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending this AGM shall present their identity certifications.
8. In case of joint holders of a share, any one of such holders is entitled to vote at the meeting either in person or by proxy for such share, as if he/she is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the meeting personally or by proxy.
9. The resolutions as set out above are required to be determined by way of poll under the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited.
10. The contact information of the Company is as follows:

Contact person: Mr. Zheng Zhengqiang/Ms. Song Mian

Contact Tel: (86) 186 8880 7052/(86) 139 2543 3921

* *For identification purposes only*