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Join-Share 中盈盛达

共创 共享 共成长

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

廣東中盈盛達融資擔保投資股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1543)

**POLL RESULTS OF
THE 2017 ANNUAL GENERAL MEETING;
PAYMENT OF THE 2017 FINAL DIVIDEND; AND
ELECTIONS OF DIRECTORS AND SUPERVISORS**

The AGM of the Company was 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 and all the resolutions set out below were duly passed by way of poll.

The 2017 Final Dividend will be paid in cash on Monday, 30 July 2018 to the Shareholders whose names appear on the register of members of the Company on Sunday, 17 June 2018. The 2017 Final Dividend represents a cash dividend of RMB0.076 (before considering any tax effect) per Share.

ELECTION OF DIRECTORS AND SUPERVISORS

After approval by the Shareholders at the AGM, the term of each of the fourth session of the Board and the fourth session of the Board of Supervisors commenced on 6 June 2018 is three years till the date of expiry of each session, which is expected to be 5 June 2021.

Mr. Zhang and Mr. Luo were both elected as new non-executive Directors. Mr. Zhang will act as a member of the strategy committee of the Board, the risk management committee of the Board as well as the Remuneration and Appraisal Committee, while Mr. Luo will act as a member of the audit committee of the Board as well as the Remuneration and Appraisal Committee.

On 6 June 2018, the Company held the meeting of employee representatives at 5/F, Building D, Sino-European Service Centre, South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong, the PRC, during which Mr. Liang Yi was re-elected and Ms. Huang Yuzhen was elected as the employee representative Supervisors of the fourth session of the Board of the Supervisors.

CONVENING AND ATTENDANCE OF THE AGM

The 2017 annual general meeting (the “**AGM**”) of Guangdong Join-Share Financing Guarantee Investment Co., Ltd. (the “**Company**”) was 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..

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the notice of the AGM of the Company dated 19 April 2018 (the “**AGM Notice**”) and the circular of the Company dated 7 May 2018 (the “**Circular**”).

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

The convention of the AGM was in compliance with the requirements of the applicable PRC laws and regulations, the Listing Rules and the Articles.

To the best knowledge, information and belief of the Board, save for Mr. Wu Liejin, Mr. Huang Guoshen and Mr. Zhang Deben who abstained 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 stated its intention in the Circular to vote against the resolutions or to abstain from voting at the AGM. There was no restriction on any Shareholder casting votes on any of the resolutions at the AGM and no Shareholder was required to abstain from voting at the AGM.

POLL RESULTS OF THE AGM

As at the date of the AGM, the total number of issued Shares and Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM was 1,560,792,687, comprising 1,006,429,353 Domestic Shares and 554,363,334 H Shares. Shareholders and proxies who attended the AGM held, in aggregate, 1,134,034,655 Shares in the Company with voting right, representing approximately 72.66% of the entire issued share capital of the Company as at the date of the AGM.

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

Ordinary Resolutions		Number of votes and percentage of the total voting shares at the AGM (%)		
		For	Against	Abstain
1.	To consider and approve the report of the Board for the year ended 31 December 2017.	1,134,034,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)
2.	To consider and approve the report of the Board of Supervisors for the year ended 31 December 2017.	1,134,034,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)
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.	1,134,034,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)
4.	To consider and approve the profit distribution plan and the dividend distribution plan for the year ended 31 December 2017.	1,134,034,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)
5.	To consider and approve the proposal for the budget of the Company for the year ending 31 December 2018.	1,134,034,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)
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):	/		
	(a) To elect and appoint Mr. Wu Liejin as an executive Director.	1,101,924,304 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(b) To elect and appoint Mr. Zhang Minming as a non-executive Director.	1,134,034,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(c) To elect and appoint Ms. Gu Lidan as a non-executive Director.	1,134,034,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(d) To elect and appoint Mr. Huang Guoshen as a non-executive Director.	1,092,274,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(e) To elect and appoint Mr. Zhang Deben as a non-executive Director.	1,133,822,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(f) To elect and appoint Mr. Luo Zhenqing as a non-executive Director.	1,134,034,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(g) To elect and appoint Mr. Wu Xiangneng as an independent non-executive Director.	1,134,034,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(h) To elect and appoint Mr. Leung Hon Man as an independent non-executive Director.	1,134,034,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(i) To elect and appoint Mr. Liu Heng as an independent non-executive Director.	1,134,034,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)

Ordinary Resolutions		Number of votes and percentage of the total voting shares at the AGM (%)		
		For	Against	Abstain
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.	1,134,034,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(b) To elect and appoint Ms. Feng Qunying as a Supervisor.	1,134,034,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(c) To elect and appoint Mr. Liao Zhenliang as an independent Supervisor.	1,134,034,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	(d) To elect and appoint Mr. Zhong Jian as an independent Supervisor.	1,134,034,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)
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.	1,134,034,655 (100.000000%)	0 (0.000000%)	0 (0.000000%)

As more than 50% of the votes were cast in favour of the above ordinary resolutions Nos. 1 to 8, all these ordinary resolutions were duly passed.

The Company's H Share registrar, Computershare Hong Kong Investor Services Limited, was appointed by the Company as the scrutineer of the AGM.

PAYMENT OF 2017 FINAL DIVIDEND

As the resolution No. 4 regarding the profit distribution plan and the dividend distribution plan was approved at the AGM, the Board is pleased to announce that the following details regarding the payment of the 2017 Final Dividend to the Shareholders:

The 2017 Final Dividend will be paid in cash on Monday, 30 July 2018 to the Shareholders whose names appear on the register of members of the Company on Sunday, 17 June 2018. The 2017 Final Dividend representing a cash dividend of RMB0.076 (before considering any tax effect) per Share is to be distributed amounting to, in aggregate, RMB81,066,667 based on the total share capital of 1,066,666,667 Shares at the end of 2017. Such dividend will be paid to holders of Domestic Shares in RMB and to those of H Shares in Hong Kong dollars as converted based on the

average median exchange rate of RMB against Hong Kong dollar (i.e. RMB0.817732 = HK\$1) published by the People's Bank of China for the five consecutive business days immediately before the date of the AGM. Accordingly, the 2017 Final Dividend payable per H Share is HK\$0.093 (before considering any tax effect).

For the purpose of determining the Shareholders' entitlement to the 2017 Final Dividend, the register of members of the Company for H Shares will be closed from Tuesday, 12 June 2018 to Sunday, 17 June 2018 (both days inclusive), during which no transfer of H Shares will be registered. To be qualified for the 2017 Final Dividend, all properly completed transfer documents accompanied with relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares), or the Company's 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.

The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent (the "**Receiving Agent**") in Hong Kong which will receive the 2017 Final Dividend declared from the Company on behalf of the holders of H Shares. The 2017 Final Dividend will be paid by the Receiving Agent and the relevant cheques will be posted by the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to the holders of H Shares whose names appear on the Company's register of members in respect of H Shares as at the record date (i.e. 17 June 2018) at their own risk on Monday, 30 July 2018.

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

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

the tax arrangements between the PRC, Hong Kong or Macau. For individual holders of H shares in general, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H shares in the distribution of the dividend. However, the tax rates applicable to individual holders of H shares overseas may vary depending on the tax treaties between the PRC and the countries (regions), in which the individual holders of H shares are domiciled, and the Company will withhold and pay individual income tax on behalf of the individual holders of H shares in the distribution of the dividend accordingly.

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

Shareholders should read this item carefully, if anyone would like to change the identity of the Shareholder, please enquire about the relevant procedures with the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the identity of the Shareholders and will strictly comply with the relevant laws on withholding enterprise income taxes in accordance with the records of the register of members of H Shares as at the record date (i.e. 17 June 2018), and will not entertain any requests in relation to any delay or error in ascertaining the identity of the Shareholders.

ELECTIONS OF DIRECTORS AND SUPERVISORS

After approval by the Shareholders at the AGM, the term of each of the fourth session of the Board and the fourth session of the Board of Supervisors commenced on 6 June 2018 is three years till the date of expiry of each session, which is expected to be 5 June 2021. Each Director and Supervisor has entered into a service contract with the Company with a term of three years. According to the remuneration policy of the Company, the remuneration of each Director and Supervisor shall be determined with reference to salaries paid by comparable companies, their experience, level of responsibilities and performance and market conditions.

Mr. Zhang and Mr. Luo were both elected as new non-executive Directors. Mr. Zhang will act as a member of the strategy committee of the Board, the risk management committee of the Board as well as the remuneration and appraisal committee of the Board (the “**Remuneration and Appraisal Committee**”), while Mr. Luo will act as a member of the audit committee of the Board as well as the Remuneration and Appraisal Committee.

RE-ELECTION AND ELECTION OF EMPLOYEE REPRESENTATIVE SUPERVISORS

On 6 June 2018, the Company held the meeting of employee representatives at 5/F, Building D, Sino-European Service Centre, South of Lingnan Road, Lecong Town, Shunde District, Foshan, Guangdong, the PRC, during which Mr. Liang Yi (“**Mr. Liang**”) was re-elected and Ms. Huang Yuzhen (“**Ms. Huang**”) was elected as the employee representative Supervisors of the fourth session of the Board of the Supervisors. The terms of office of each of Mr. Liang and Ms. Huang will be the same as the fourth session of the Board of the Supervisors. Upon expiry of term of office, Mr. Wang Wei (“**Mr. Wang**”) ceases to be an employee representative Supervisor due to family affairs reason. Mr. Wang confirmed, as at the date of this announcement, he had no disagreement with the Company, the Board and/or the Board of the Supervisors and there is no other matter in relation to his leaving of the Company that needs to be brought to the attention of the Shareholders.

A brief biography of Ms. Huang is set out as follows:

Ms. Huang Yuzhen (黄瑜珍), aged 41, received her bachelor’s degree by in-service education from the Zhejiang Gongshang University in 2004, majoring in accounting. She is a member of the Communist Party of China. From July 1996 to February 2006, Ms. Huang served as the deputy director of the business department of Fengshun sub-branch, Meizhou branch of the Bank of China and held various positions in international-domestic settlement, accounting, the office and the business department. Ms. Huang joined the Company in May 2006 and currently serves as the vice general manager of the audit department of the Company. Ms. Huang obtained a certificate of corporate human resources manager in October 2008 and a certificate of intermediate credit manager (guarantee) in March 2014.

As of the date of this announcement, according to the service contract entered into between Ms. Huang and the Company, the remuneration of Ms. Huang shall be determined in accordance with the requirements under the relevant laws, regulations and corporate governance. The general meeting will be responsible for approving the remuneration of the Supervisors based on the recommendations from the Remuneration and Appraisal Committee of the Company.

Save as disclosed above, Ms. Huang did not hold any directorships in other public listed companies in the past three years. Ms. Huang is not (i) related to any directors, supervisors, senior management, substantial shareholders of the Company, as defined in the Listing Rules, or controlling shareholders of the Company, as defined in the Listing Rules; (ii) interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); or (iii) holding any other positions with the Company or its subsidiaries.

Save as disclosed herein, Ms. Huang has confirmed that there are no matters pertaining to her appointment that need to be brought to the attention of the Shareholders, and there is no other information in relation to the appointment of Ms. Huang that is required to be disclosed pursuant to any provisions under Rule 13.51(2)(h) to (v) of the Listing Rules.

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

Foshan, the PRC, 6 June 2018

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

* *For identification purpose only*