
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 proxy form 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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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)

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION,
PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS,
PROPOSED DIRECTORS AND
SUPERVISORS' ALLOWANCE
AND
NOTICE OF EGM**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 3 to 25 of this circular.

A notice convening the EGM to be held at 4:00 p.m. on Tuesday, 18 June 2024 at the Training Room, 40th Floor, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC is set out on pages 36 to 39 of this circular. The proxy form for use at the EGM is also enclosed herein.

Whether or not you are able to attend the EGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company at Room 4101-4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, 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 EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the relevant proxy form shall be deemed to be revoked.

* For identification purposes only

DEFINITIONS

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

“%”	per cent
“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), a joint stock limited company incorporated in the PRC on 23 May 2003 and the H Shares of which are listed on the Stock Exchange (Stock Code: 1543)
“Company Law”	the Company Law of the PRC
“Director(s)”	the director(s) of the Company
“Directors and Supervisors’ Allowance Policy”	the allowance policy of the Directors and the Supervisors adopted by the Shareholders at general meetings of the Company from time to time
“Domestic Share(s)”	the issued ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as fully paid in RMB
“EGM”	the extraordinary general meeting of the Company to be held at the Training Room, 40th Floor, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on Tuesday, 18 June 2024 at 4:00 p.m. or any adjournment thereof
“Group”	collectively, the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	22 May 2024, 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
“Nomination Committee”	the nomination committee of the Board
“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.*



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. Luo Zhenqing

Mr. Zhao Wei

Mr. Zhang Minming

Mr. Li Shen Hua

Mr. Ou Weiming

Independent Non-executive Directors:

Mr. Wu Xiangneng

Mr. Leung Hon Man

Mr. Wang Bo

Registered office:

Room 4101–4110, Block 1

Join-Share International Financing Center

No. 31 Fuhua Road

Dongping Community,

Lecong Town, Shunde District

Foshan, Guangdong Province

PRC

Principal place of business

in Hong Kong:

40th Floor,

Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

28 May 2024

To Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION,
PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS,
PROPOSED DIRECTORS AND
SUPERVISORS' ALLOWANCE
AND
NOTICE OF EGM**

INTRODUCTION

Reference is made to the announcement of the Company dated 22 May 2024. The purpose of this circular is to provide you information relating to (i) the proposed amendments to the Articles; (ii) the proposed re-election and election (where applicable) of

* *For identification purposes only*

LETTER FROM THE BOARD

the Directors; (iii) the proposed re-election of the Supervisors; and (iv) the proposed allowance for the sixth session of the Board and Board of Supervisors to enable you to make an informed decision in voting on the relevant resolutions to be proposed at the EGM.

PROPOSED AMENDMENTS TO THE ARTICLES

As the “Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》)” have lapsed, pursuant to the Company Law of the People’s Republic of China, which will come into effect from 1 July 2024, the Board, after taking into account the Company’s actual situations and needs, proposed the amendments to several provisions of the Articles. The proposed amendments are subject to consideration and approval by the Shareholders at the EGM.

Details of the proposed amendments to the Articles are set out as below:

Article No.	Existing Articles	Revised Articles	Basis for the Amendments
1	<p>Article 1 These Articles of Association are drawn up in accordance with the “Company Law of the People’s Republic of China” (the “Company Law”), the “Securities Law of the People’s Republic of China” (“Securities Law”), “Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares” (the “Special Regulations”), “Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas” (“Mandatory Provisions”), Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong, “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (“Listing Rules”), the Interim Measures for the Administration of Financing Guarantee Companies, and other relevant laws and regulations to maintain the legitimate interests of Guangdong Join-Share Financing Guarantee Investment Co., Ltd. (the “Company”) and its shareholders and creditors, and to regulate the organisation and conducts of the Company.</p> <p>.....</p>	<p>Article 1 These Articles of Association are drawn up in accordance with the “Company Law of the People’s Republic of China” (the “Company Law”), the “Securities Law of the People’s Republic of China” (“Securities Law”), “Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas” (“Mandatory Provisions”), Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong, “The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (“Listing Rules”), the Interim Measures for the Administration of Financing Guarantee Companies, and other relevant laws and regulations to maintain the legitimate interests of Guangdong Join-Share Financing Guarantee Investment Co., Ltd. (the “Company”) and its shareholders and creditors, and to regulate the organisation and conducts of the Company.</p> <p>.....</p>	<p>“Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares” has been repealed</p>
8	<p>Article 8 The Company may invest in other limited liability companies or joint stock limited liability companies. The Company’s liability to any company invested in shall be limited to the amount of the investment.</p> <p>The Company may invest in other enterprises. However, unless otherwise provided by any applicable law, it shall not become liable for the debts of the enterprises in which it invests.</p>	<p>Article 8 The Company may invest in other limited liability companies or joint stock limited liability companies. The Company’s liability to any company invested in shall be limited to the amount of the investment.</p> <p>The Company may invest in other enterprises. If the law stipulates that a company shall not become liable for the debts of the enterprises in which it invests, it shall comply with such stipulation.</p>	<p>Article 14 of the new Company Law</p>

LETTER FROM THE BOARD

Article No.	Existing Articles	Revised Articles	Basis for the Amendments
17	<p>Article 17 The Company’s board of directors may take all necessary actions for the separate issuance of the Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares after the proposals for the same have been approved by the securities regulatory authorities of the State Council.</p> <p>The Company may implement its proposals to issue Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares pursuant to the preceding paragraph within 15 months from the date of approval by the securities regulatory authorities of the State Council.</p>	<p>Article 17 The Company’s board of directors may take all necessary actions for the separate issuance of the Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares after the proposals for the same have been approved by the securities regulatory authorities of the State Council.</p>	“Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares” has been repealed
23	<p>Article 23 The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within 10 days of the date of the Company’s resolution for reduction of capital and shall publish an announcement in newspaper(s) within 30 days. Creditors are entitled to request the Company to repay its debts or to provide a corresponding guarantee for such debt within 30 days of receipt of notice from the Company or, in the case of a creditor who does not receive such notice, within 45 days of the date of the announcement.</p> <p>The Company’s registered capital may not, after the reduction in capital, be less than the minimum amount prescribed by law.</p> <p>The Company shall complete the registration of capital reduction with the authorities in accordance with the law.</p>	<p>Article 23 The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within 10 days of the date of the Company’s resolution for reduction of capital and shall publish an announcement in newspaper(s) or the National Enterprise Credit Information Publicity System within 30 days. Creditors are entitled to request the Company to repay its debts or to provide a corresponding guarantee within 30 days of receipt of notice from the Company or, in the case of a creditor who does not receive such notice, within 45 days of the date of the announcement.</p> <p>The Company’s registered capital may not, after the reduction in capital, be less than the minimum amount prescribed by law.</p> <p>The Company shall complete the registration of capital reduction with the authorities in accordance with the law.</p>	Article 224 of the new Company Law

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Article No.	Existing Articles	Revised Articles	Basis for the Amendments
32	<p>Article 32 Share certificates of the Company shall be in registered form.</p> <p>The share certificates of the Company shall bear the following main items:</p> <ol style="list-style-type: none">(1) name of the Company;(2) date of registration and establishment of the Company;(3) type of share, nominal value and the number of shares it represents;(4) number of the share certificate;(5) other matters as required by the Company Law, Special Regulations and the stock exchange(s) on which the shares are listed. <p>To the extent that the Company is authorized to issue warranties to unregistered holders, no new warranties shall be issued in substitution for any lost original warranties unless the Company is certain with no reasonable doubts that the original warranties have been destroyed.</p>	<p>Article 32 Share certificates of the Company shall be in registered form.</p> <p>The share certificates of the Company shall bear the following main items:</p> <ol style="list-style-type: none">(1) name of the Company;(2) date of registration and establishment of the Company;(3) type of share, nominal value and the number of shares it represents;(4) number of the share certificate;(5) other matters as required by the Company Law and the stock exchange(s) on which the shares are listed. <p>To the extent that the Company is authorized to issue warranties to unregistered holders, no new warranties shall be issued in substitution for any lost original warranties unless the Company is certain with no reasonable doubts that the original warranties have been destroyed.</p>	<p>“Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares” has been repealed</p>
35	<p>Article 35 Share certificates of the Company shall be signed by the chairman of the board of directors. Where the stock exchange(s) on which the Company’s shares are listed require other senior management personnel of the Company to sign, the share certificates shall also be signed by such officer(s). The share certificates become effective after being sealed with the seal of the Company, or with the seal sign in printed form. The share certificate shall only be sealed with the Company’s seal under the authorisation of the board of directors. The signatures of the chairman of the board of directors or other senior management personnel of the Company may be in printed form.</p> <p>The Company may take the form of overseas depositary receipt or other derivative form of share certificate to issue overseas-listed foreign-invested shares.</p>	<p>Article 35 Share certificates of the Company shall be signed by the chairman of the board of directors. Where the stock exchange(s) on which the Company’s shares are listed require other senior management personnel of the Company to sign, the share certificates shall also be signed by such officer(s). The share certificates become effective after being sealed with the seal of the Company, or with the seal sign in printed form. The share certificate shall only be sealed with the Company’s seal under the authorisation of the board of directors. The signatures of the chairman of the board of directors or other senior management personnel of the Company may be in printed form.</p>	<p>“Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares” has been repealed</p>

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Article No.	Existing Articles	Revised Articles	Basis for the Amendments
47	<p>Article 47 The shareholders of ordinary shares of the Company enjoy the following rights:</p> <p>(1) to receive dividends and other forms of distributions of benefits in proportion to their shareholdings;</p> <p>(2) to lawfully request, convene, preside over and attend general meetings either in person or by proxy and exercise the corresponding voting right;</p> <p>(3) to supervise and manage the Company's business operations, to make proposals and to raise queries;</p> <p>(4) to transfer, gift or pledge shares in accordance with laws, administrative regulations and the provisions of the Articles of Association;</p> <p>(5) subject to production of the relevant documents evidencing the class and quantity of shares held and verification of their identities as shareholders by the Company, to obtain relevant information in accordance with laws, administrative regulations and the provisions of the Articles of Association, including:</p> <p>1. a copy of the Articles of Association, subject to payment of costs;</p> <p>2. the right to inspect and copy, subject to payment of a reasonable fee:</p> <p style="padding-left: 20px;">(1) all parts of the register of shareholders;</p>	<p>Article 47 The shareholders of ordinary shares of the Company enjoy the following rights:</p> <p>(1) to receive dividends and other forms of distributions of benefits in proportion to their shareholdings;</p> <p>(2) to lawfully request, convene, preside over and attend general meetings either in person or by proxy and exercise the corresponding voting right;</p> <p>(3) to supervise and manage the Company's business operations, to make proposals and to raise queries;</p> <p>(4) to transfer, gift or pledge shares in accordance with laws, administrative regulations and the provisions of the Articles of Association;</p> <p>(5) subject to production of the relevant documents evidencing the class and quantity of shares held and verification of their identities as shareholders by the Company, to obtain relevant information in accordance with laws, administrative regulations and the provisions of the Articles of Association, including:</p> <p>1. a copy of the Articles of Association, subject to payment of costs;</p> <p>2. the right to inspect and copy, subject to payment of a reasonable fee:</p> <p style="padding-left: 20px;">(1) all parts of the register of shareholders;</p>	<p>Article 110 and 115 of the new Company Law</p>

LETTER FROM THE BOARD

Article No.	Existing Articles	Revised Articles	Basis for the Amendments
	<p>(2) personal particulars of each of the Company's directors, supervisors, senior management personnel including:</p> <p style="padding-left: 20px;">(a) present and former names and aliases;</p> <p style="padding-left: 20px;">(b) principal address (place of residence);</p> <p style="padding-left: 20px;">(c) nationality;</p> <p style="padding-left: 20px;">(d) primary and all other part-time occupations and duties;</p> <p style="padding-left: 20px;">(e) identification documents and numbers.</p> <p>(3) the status of the Company's share capital;</p> <p>(4) counterfoil of the Company's debentures;</p> <p>(5) the latest audited financial statements of the Company and reports from the board of directors, the board of supervisors and the auditor;</p> <p>(6) the special resolutions of the Company;</p> <p>(7) the reports of the quantity and par value of securities bought back by the Company since the last account year, the aggregate amount paid therefor, as well as the highest and lowest prices of each class of securities bought back (categorised into domestic shares and foreign-invested shares);</p>	<p>(2) personal particulars of each of the Company's directors, supervisors, senior management personnel including:</p> <p style="padding-left: 20px;">(a) present and former names and aliases;</p> <p style="padding-left: 20px;">(b) principal address (place of residence);</p> <p style="padding-left: 20px;">(c) nationality;</p> <p style="padding-left: 20px;">(d) primary and all other part-time occupations and duties;</p> <p style="padding-left: 20px;">(e) identification documents and numbers.</p> <p>(3) the status of the Company's share capital;</p> <p>(4) the latest audited financial statements of the Company and reports from the board of directors, the board of supervisors and the auditor;</p> <p>(5) the special resolutions of the Company;</p> <p>(6) the reports of the quantity and par value of securities bought back by the Company since the last account year, the aggregate amount paid therefor, as well as the highest and lowest prices of each class of securities bought back (categorised into domestic shares and foreign-invested shares);</p> <p>(7) the copy of the latest annual report submitted to the State Administration for Industry & Commerce or other competent authorities for filing (where applicable);</p>	

LETTER FROM THE BOARD

Article No.	Existing Articles	Revised Articles	Basis for the Amendments
	<p>(8) the copy of the latest annual report submitted to the State Administration for Industry & Commerce or other competent authorities for filing (where applicable);</p> <p>(9) the minutes of general meetings, resolutions of the board of directors, resolutions of the board of supervisors.</p>	<p>(8) the minutes of general meetings, resolutions of the board of directors, resolutions of the board of supervisors.</p>	
	<p>(6) in the event of the winding-up or liquidation of the Company, to participate in the distribution of remaining assets of the Company in proportion to the number of shares held;</p>	<p>(6) in the event of the winding-up or liquidation of the Company, to participate in the distribution of remaining assets of the Company in proportion to the number of shares held;</p>	
	<p>(7) to require the Company to buy their shares in the event of objection to resolutions of the general meeting concerning merger or division of the Company;</p>	<p>(7) to require the Company to buy their shares in the event of objection to resolutions of the general meeting concerning merger or division of the Company;</p>	
	<p>(8) Shareholder(s) individually or jointly holding more than 3% of shares of the Company may submit written provisional proposals to the board of directors 10 days before a general meeting is convened;</p>	<p>(8) Shareholder(s) individually or jointly holding more than 1% of shares of the Company may submit written provisional proposals to the board of directors 10 days before a general meeting is convened;</p>	
	<p>(9) other rights conferred by laws, administrative regulations and the Articles of Association.</p>	<p>(9) other rights conferred by laws, administrative regulations and the Articles of Association.</p>	
52	<p>Article 52 The general meeting shall have the following functions and powers:</p> <p>.....</p>	<p>Article 52 The general meeting shall have the following functions and powers:</p> <p>.....</p>	Article 115 of the new Company Law
	<p>(12) to consider motions raised by shareholders, individually or jointly, holding more than 3% of the total number of voting shares of the Company;.....</p>	<p>(12) to consider motions raised by shareholders, individually or jointly, holding more than 1% of the total number of voting shares of the Company;.....</p>	

LETTER FROM THE BOARD

Article No.	Existing Articles	Revised Articles	Basis for the Amendments
55	<p>Article 55 The board of directors shall convene an extraordinary general meeting within two months after the occurrence of any one of the following events:</p> <p>.....</p> <p>(3) where shareholder(s) who individually or jointly hold more than 10% of the Company's issued voting shares make request(s) in writing for the convening of an extraordinary general meeting;.....</p>	<p>Article 55 The board of directors shall convene an extraordinary general meeting within two months after the occurrence of any one of the following events:</p> <p>.....</p> <p>(3) At the request of shareholders who individually or jointly hold more than 10% of the shares of the Company;.....</p>	<p>Article 113 of the new Company Law</p>
65	<p>Article 65 The shareholders who request to convene an extraordinary general meetings or class meeting shall follow the following procedures:</p> <p>(1) Shareholders who separately or jointly hold more than 10% of the voting shares of the Company may request the board of directors to convene an extraordinary general meetings or class meeting by signing a written request (signing in counterparts is acceptable) explaining the matters to be discussed at the extraordinary general meetings. The above shareholders shall ensure that the contents of the proposal are in compliance with the requirements of laws, administrative regulations and the Articles of Association. The board of directors shall convene an extraordinary general meetings or class meeting as soon as practicable upon receipt of the foresaid written request. The shareholdings of the requesting shareholders shall be calculated as at the date of the submission of the written requirement.....</p>	<p>Article 65 The shareholders who request to convene an extraordinary general meetings or class meeting shall follow the following procedures:</p> <p>(1) Shareholders who separately or jointly hold more than 10% of the voting shares of the Company may request the board of directors to convene an extraordinary general meetings or class meeting by signing a written request (signing in counterparts is acceptable) explaining the matters to be discussed at the extraordinary general meetings. The above shareholders shall ensure that the contents of the proposal are in compliance with the requirements of laws, administrative regulations and the Articles of Association. The Board shall, within ten days from the receipt of the foresaid written request, make a decision as to whether or not to convene an extraordinary general meeting or class meeting and reply in writing to the Shareholders. The shareholdings of the requesting shareholders shall be calculated as at the date of the submission of the written requirement.....</p>	<p>Article 114 of the new Company Law</p>

LETTER FROM THE BOARD

Article No.	Existing Articles	Revised Articles	Basis for the Amendments
66	<p>Article 66 Shareholders who separately or jointly hold more than 3% of the voting shares of the Company may submit a proposal to the board of directors in writing 10 days before the date of the general meeting; the board of directors shall notify other shareholders within two days of receiving the proposal and include it for consideration at the general meeting. The matters stated in the proposal must be within the functions and powers of the general meeting and it shall have a clear subject and specific resolutions.</p> <p>Apart from aforesaid matters, the convener shall not amend the proposals stated in the notice of the general meeting or add new proposals upon issuance of the announcement on the notice of the general meeting.</p>	<p>Article 66 Shareholders who separately or jointly hold more than 1% of the voting shares of the Company may submit a proposal to the board of directors in writing 10 days before the date of the general meeting; the board of directors shall notify other shareholders within two days of receiving the proposal and include it for consideration at the general meeting. The matters stated in the proposal must be within the functions and powers of the general meeting and it shall have a clear subject and specific resolutions. Provisional proposals shall not violate laws, administrative regulations or the provisions of the Articles of Association.</p> <p>Apart from aforesaid matters, the convener shall not amend the proposals stated in the notice of the general meeting or add new proposals upon issuance of the announcement on the notice of the general meeting.</p>	Article 115 of the new Company Law
67	<p>Article 67 The general meeting shall be convened by the board of directors and chaired by the chairman; if the chairman cannot or fails to perform his duties, the general meeting shall be chaired by a director co-elected by more than half of the directors. If the board of directors cannot or fails to perform its duty to convene the general meeting, the board of supervisors shall convene and chair the meeting promptly; if the board of supervisors cannot or fails to perform its duty to convene the general meeting for more than 90 consecutive days, the shareholders who separately or jointly hold more than 10% of the Company's voting shares may convene and chair the meeting by themselves; if a chairman of the meeting cannot be elected, the general meeting shall be chaired by any person elected by the shareholders present; if the shareholders cannot elect a chairman due to any reason, the shareholder (including his proxy) present at the meeting who holds the highest number of voting rights shall act as the chairman of the meeting.</p>	<p>Article 67 The general meeting shall be convened by the board of directors and chaired by the chairman; if the chairman cannot or fails to perform his duties, the general meeting shall be chaired by a director co-elected by more than half of the directors. If the board of directors cannot or fails to perform its duty to convene the general meeting, the board of supervisors shall convene and chair the meeting promptly; if the board of supervisors cannot or fails to perform its duty to convene the general meeting for more than 90 consecutive days, the shareholders who separately or jointly hold more than 10% of the Company's voting shares may convene and chair the meeting by themselves; if a chairman of the meeting cannot be elected, the general meeting shall be chaired by any person elected by the shareholders present; if the shareholders cannot elect a chairman due to any reason, the shareholder (including his proxy) present at the meeting who holds the highest number of voting rights shall act as the chairman of the meeting.</p>	Article 114 of the new Company Law
105	<p>Article 105 Whenever the chairman is unable to or fails to exercise his powers, a director elected by more than one half of the directors shall perform the duties.</p>	<p>Article 105 Whenever the chairman is unable to or fails to exercise his powers, a director elected by more than one half of the directors shall perform the duties.</p>	Article 122 of the new Company Law

LETTER FROM THE BOARD

Article No.	Existing Articles	Revised Articles	Basis for the Amendments
108	<p>Article 108 Meetings of the board of directors shall be held only if a majority of all the directors (including any director who has authorized other directors in writing to attend the meeting on behalf of him) are present.</p> <p>Each director shall have one vote. Resolutions made by the board of directors must be approved by a majority of all the directors.</p>	<p>Article 108 Meetings of the board of directors shall be held only if a majority of all the directors (including any director who has authorized other directors in writing to attend the meeting on behalf of him) are present.</p> <p>Each director shall have one vote. Resolutions made by the board of directors must be approved by a majority of all the directors.</p> <p>The Board may convene meetings and vote by electronic means.</p>	Article 24 of the new Company Law
127	<p>Article 127 The Company shall have a supervisory committee.</p> <p>The supervisory committee shall compose of six supervisors, and the number of employee representative supervisors shall not be less than one- third. The non-employee representative supervisors shall be elected and dismissed through the meetings of shareholders. Employee representative supervisors shall be elected and dismissed through the employee representatives meetings, employee meetings or through other forms of democratic election.</p> <p>.....</p>	<p>Article 127 The Company shall have a supervisory committee.</p> <p>The supervisory committee shall compose of four to six supervisors, and the number of employee representative supervisors shall not be less than one- third. The non-employee representative supervisors shall be elected and dismissed through the meetings of shareholders. Employee representative supervisors shall be elected and dismissed through the employee representatives meetings, employee meetings or through other forms of democratic election.</p> <p>.....</p>	Adjustments based on corporate governance needs
128	<p>Article 128 The supervisory committee shall have one chairman. The election or removal of the chairman of the supervisory committee shall be determined by two-thirds or more of the members of the supervisory committee.</p> <p>The chairman of the supervisory committee shall convene and preside over the meetings. In the event that the chairman is unable to or fails to perform such duties, more than one half of the supervisors shall jointly recommend a supervisor, who shall convene and preside over the meetings.</p>	<p>Article 128 The supervisory committee shall have one chairman. The election or removal of the chairman of the supervisory committee shall be determined by two-thirds or more of the members of the supervisory committee.</p> <p>The chairman of the supervisory committee shall convene and preside over the meetings. In the event that the chairman is unable to or fails to perform such duties, more than one half of the supervisors shall jointly recommend a supervisor, who shall convene and preside over the meetings.</p>	Article 130 of the new Company Law
133	<p>Article 133 The meeting of the supervisory committee shall only be held when two thirds or more of the members of the supervisory committee attend.</p>	<p>Article 133 The meeting of the supervisory committee shall only be held when two thirds or more of the members of the supervisory committee attend.</p> <p>The supervisory committee may convene meetings and vote in electronic form.</p>	Article 24 of the new Company Law
136	<p>Article 136 Resolutions of the supervisory committee shall be passed by the affirmative vote of more than two-thirds of all of its members.</p>	<p>Article 136 Resolutions of the supervisory committee shall be passed by the affirmative vote of more than two-thirds of all of its members. Voting on resolutions of the supervisory committee shall be on a one-person-one-vote basis.</p>	Article 132 of the new Company Law

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Article No.	Existing Articles	Revised Articles	Basis for the Amendments
140	<p>Article 140 A person may not serve as a director, supervisor or a senior management personnel of the Company if any of the following circumstances apply:</p> <p>(1) a person who does not have or who has limited capacity for civil conduct;</p> <p>(2) a person who has been found guilty of for corruption, bribery, infringement of property or misappropriation of property or other crimes which destroy the social economic order, and not more than five years have lapsed since the sentence was served or a person who has been deprived of his political rights and not more than five years have lapsed since the sentence was served;</p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;</p> <p>(4) a person who is a former legal representative of a company or enterprise the business license of which was revoked due to violation of law and who are personally liable therefore, where less than three years have elapsed since the date of the cancellation of the business license;</p> <p>(5) a person who has a relatively large amount of debts which have become due and outstanding;</p>	<p>Article 140 A person may not serve as a director, supervisor or a senior management personnel of the Company if any of the following circumstances apply:</p> <p>(1) a person who does not have or who has limited capacity for civil conduct;</p> <p>(2) a person who has been found guilty of for corruption, bribery, infringement of property or misappropriation of property or other crimes which destroy the social economic order, and not more than five years have lapsed since the sentence was served or a person who has been deprived of his political rights and not more than five years have lapsed since the sentence was served; or a person has been sentenced to probation and a period of two years have not elapsed since the date of expiry of the probationary examination;</p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;</p> <p>(4) a person who is a former legal representative of a company or enterprise the business license of which was revoked due to violation of law and who are personally liable therefore, where less than three years have elapsed since the date of the cancellation of the business license;</p> <p>(5) a person who has a relatively large amount of debts which have become due and outstanding is listed by the People’s Courts as law-enforcement offenders with a loss of trust;</p>	<p>Article 178 of the new Company Law</p>

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Article No.	Existing Articles	Revised Articles	Basis for the Amendments
	<p>(6) a person who is currently under investigation by the judicial authorities for violation of criminal law;</p> <p>(7) a person who, according to laws and administrative regulations, or regulations of the competent authorities cannot act as a leader of an enterprise;</p> <p>(8) a person other than a natural person;</p> <p>(9) a person who has been adjudged by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where not more than five years have lapsed from the date of such conviction;</p> <p>(10) other circumstances which are applicable according to laws and administrative regulations, or regulations of the competent authorities.</p> <p>The election of directors, supervisors or the engagement of senior management personnel in contravention to the provisions under this Article shall be null and void. Upon any contravention of the above by the directors, supervisors or senior management personnel during their term of office, the Company shall remove them from their position.</p>	<p>(6) a person who is currently under investigation by the judicial authorities for violation of criminal law;</p> <p>(7) a person who, according to laws and administrative regulations, or regulations of the competent authorities cannot act as a leader of an enterprise;</p> <p>(8) a person other than a natural person;</p> <p>(9) a person who has been adjudged by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where not more than five years have lapsed from the date of such conviction;</p> <p>(10) other circumstances which are applicable according to laws and administrative regulations, or regulations of the competent authorities.</p> <p>The election of directors, supervisors or the engagement of senior management personnel in contravention to the provisions under this Article shall be null and void. Upon any contravention of the above by the directors, supervisors or senior management personnel during their term of office, the Company shall remove them from their position.</p>	
168	<p>Article 168 Before making-up the losses, allocating the statutory common reserve funds, the Company shall not distribute the dividends or carry out other distribution by way of bonus, where distribution had been completed, the shareholders shall return the profits distributed in breach of the regulations to the Company.</p> <p>The Company shall not participate in the profit distribution for holding its own shares.</p>	<p>Article 168 Before making-up the losses, allocating the statutory common reserve funds, the Company shall not distribute the dividends or carry out other distribution by way of bonus, where distribution had been completed, the shareholders shall return the profits distributed in breach of the regulations to the Company. If losses are caused to the Company, shareholders and responsible directors, supervisors and senior management shall be liable for compensation.</p> <p>The Company shall not participate in the profit distribution for holding its own shares.</p>	Article 211 of the new Company Law

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Article No.	Existing Articles	Revised Articles	Basis for the Amendments
170	<p>Article 170 The common reserve fund of the Company shall be applied for compensating the losses, expansion of production and operation, or conversion into the capital of the Company. However, the capital common reserve fund of the Company shall not be used to offset loss of the Company.</p> <p>When the statutory common reserve fund is converted into capital of the Company, the balance of the statutory common reserve fund may not fall below 25 percent of the Company's registered capital prior to such conversions.</p>	<p>Article 170 The common reserve fund of the Company shall be applied for compensating the losses, expansion of production and operation, or conversion into the capital of the Company.</p> <p>The common reserve fund of the Company shall be used to offset loss of the Company, the Company should first utilise the discretionary common reserve fund and the statutory common reserve fund; if the losses cannot be offset by the common reserve fund, the capital common reserve fund may be utilised in accordance with the regulations.</p> <p>When the statutory common reserve fund is converted into capital of the Company, the balance of the statutory common reserve fund may not fall below 25 percent of the Company's registered capital prior to such conversions.</p>	Article 214 of the new Company Law
185	<p>Article 185 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date of the Company's merger resolution which is passed and shall publish a public notice in a newspaper within 30 days of the date of the Company's merger resolution. The creditor may, within 30 days as of its receipt of the notice or in case when no such notice is received within 45 days as of the date of the publication of notice in a newspaper, ask the Company for settling its debt or providing relevant guarantee.</p>	<p>Article 185 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date of the Company's merger resolution which is passed and shall publish a public notice in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days of the date of the Company's merger resolution. The creditor may, within 30 days as of its receipt of the notice or in case when no such notice is received within 45 days as of the date of the publication of notice in a newspaper, ask the Company for settling its debt or providing relevant guarantee.</p>	Article 220 of the new Company Law

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Article No.	Existing Articles	Revised Articles	Basis for the Amendments
186	<p>Article 186 Where there is a division of the Company, its assets shall be divided up accordingly.</p> <p>In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date of the Company's division resolution which is passed and shall publish a public notice in a newspaper within 30 days of the date of the Company's division resolution.</p>	<p>Article 186 Where there is a division of the Company, its assets shall be divided up accordingly.</p> <p>In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date of the Company's division resolution which is passed and shall publish a public notice in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days of the date of the Company's division resolution.</p>	Article 222 of the new Company Law
189	<p>Article 189 The Company shall be dissolved and liquidated in accordance with law upon the occurrence of any of the following events:</p> <p>.....</p> <p>Where the Company needs to be dissolved as a result of split, merger or occurrence of a cause of dissolution as stipulated in its articles of association, it shall be subject to the examination and approval of the regulatory department and apply to the administrative department for industry and commerce for deregistration in a timely manner upon the strength of the approval documents.</p>	<p>Article 189 The Company shall be dissolved and liquidated in accordance with law upon the occurrence of any of the following events:</p> <p>.....</p> <p>Where the Company needs to be dissolved as a result of split, merger or occurrence of a cause of dissolution as stipulated in its articles of association, it shall be subject to the examination and approval of the regulatory department and apply to the administrative department for industry and commerce for deregistration in a timely manner upon the strength of the approval documents.</p> <p>In the event of any of the reasons for dissolve provided for in these Articles of Association, the Company shall make public the reasons for dissolve through the National Enterprise Credit Information Publicity System within ten days.</p>	Article 229 of the new Company Law
190	<p>Article 190 The company meets with great difficulties in its operation and management and its continuation may incur great loss to the interest of the shareholders, it cannot be resolved by other means and the shareholders holding more than 10% of the voting share may petition to the people's court for its dissolution.</p>	<p>Article 190 The company meets with great difficulties in its operation and management and its continuation may incur great loss to the interest of the shareholders, it cannot be resolved by other means and the shareholders holding more than 10% of the voting share may petition to the people's court for its dissolution.</p>	Article 231 of the new Company Law

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Article No.	Existing Articles	Revised Articles	Basis for the Amendments
191	<p>Article 191 Where the Company is dissolved under sub-paragraphs (1), (4) or (5) of the preceding Article 189, a liquidation committee shall be set up within fifteen (15) days thereafter and commence the liquidation proceedings, and members of the liquidation committee of the Company shall be determined at the shareholders' or directors' general meetings. Where a liquidation committee is not established according to schedule, the creditor may apply to the People's Court to organize the relevant personnel to establish a liquidation committee to proceed the liquidation.</p> <p>Where the Company is dissolved under sub-paragraph (3) of the preceding Article 189, the People's Court shall in accordance with the provisions of relevant laws organize the shareholders, relevant organizations and relevant professional personnel to establish a liquidation committee to proceed the liquidation.</p> <p>Where the Company is to be dissolved or cancelled, a liquidation team shall be set up in accordance with law to timely repay the relevant debts under the debt settlement plan. The regulatory department shall supervise the process of liquidation.</p>	<p>Article 191 Where the Company is dissolved under sub-paragraphs (1), (4) or (5) of the preceding Article 189, a liquidation committee shall be set up within fifteen (15) days thereafter and commence the liquidation proceedings, and members of the liquidation committee of the Company shall be determined at the shareholders' or directors' general meetings. Where a liquidation committee is not established according to schedule, the interested person may apply to the People's Court to organize the relevant personnel to establish a liquidation committee to proceed the liquidation. If a liquidation obligor fails to fulfil its liquidation obligations in a timely manner and causes losses to the Company or its creditors, it shall be liable to pay compensation.</p> <p>Where the Company is dissolved under sub-paragraph (3) of the preceding Article 189, the People's Court shall in accordance with the provisions of relevant laws organize the shareholders, relevant organizations and relevant professional personnel to establish a liquidation committee to proceed the liquidation.</p> <p>Where the Company is to be dissolved due to the provisions of subparagraph (4) of the preceding Article 189, the department or the company registration authority that made the decision to revoke the business licence, order closure or revocation, may apply to the People's Court for the appointment of the relevant persons to form a liquidation group to carry out the liquidation.</p> <p>Where the Company is to be dissolved or cancelled, a liquidation team shall be set up in accordance with law to timely repay the relevant debts under the debt settlement plan. The regulatory department shall supervise the process of liquidation.</p>	Article 232 and 233 of the new Company Law

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Article No.	Existing Articles	Revised Articles	Basis for the Amendments
193	<p>Article 193 The liquidation committee shall, within ten days of its establishment, send notices to creditors and shall, within 60 days of its establishment, publish a public announcement in a newspaper. The creditors who have received the notice shall, within 30 days as of its receipt of the notice, and the creditors who fail to receive the notice shall within 45 days as of the date when the announcement was made, declare their creditor’s right to the liquidation team.</p> <p>The creditor who declares the creditor’s right shall state the relevant matter in relation to the debt, and provide evidentiary materials. The liquidation committee shall register the creditors’ rights.</p> <p>During the liquidation period, the liquidation committee shall not settle any debt with the creditor.</p>	<p>Article 193 The liquidation committee shall, within ten days of its establishment, send notices to creditors and shall, within 60 days of its establishment, publish a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System. The creditors who have received the notice shall, within 30 days as of its receipt of the notice, and the creditors who fail to receive the notice shall within 45 days as of the date when the announcement was made, declare their creditor’s right to the liquidation team.</p> <p>The creditor who declares the creditor’s right shall state the relevant matter in relation to the debt, and provide evidentiary materials. The liquidation committee shall register the creditors’ rights.</p> <p>During the liquidation period, the liquidation committee shall not settle any debt with the creditor.</p>	Article 235 of the new Company Law
194	<p>Article 194 During the liquidation period, the liquidation committee shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to categorise the Company’s assets and prepare a balance sheet and an inventory of assets respectively; (2) to notify the creditors or to publish public announcements; (3) to dispose of and liquidate any unfinished businesses of the Company; (4) to pay all outstanding taxes and taxes incurred during the liquidation proceedings; (5) to settle claims and debts; (6) to deal with the surplus assets remaining after repayment by the Company of its debts; (7) to represent the Company in any civil proceedings. 	<p>Article 194 During the liquidation period, the liquidation committee shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to categorise the Company’s assets and prepare a balance sheet and an inventory of assets respectively; (2) to notify the creditors or to publish public announcements; (3) to dispose of and liquidate any unfinished businesses of the Company; (4) to pay all outstanding taxes and taxes incurred during the liquidation proceedings; (5) to settle claims and debts; (6) to distribute the surplus assets remaining after repayment by the Company of its debts; (7) to represent the Company in any civil proceedings. 	Article 234 of the new Company Law

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Article No.	Existing Articles	Revised Articles	Basis for the Amendments
197	<p>Article 197 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses received and made during the liquidation period and a financial report, which shall be verified by a Chinese registered accountant and submitted to the shareholders' general meeting or the people's court for confirmation.</p> <p>The liquidation committee shall, within 30 days after the confirmation of the liquidation report by the shareholders' general meeting or the people's court, submit the documents referred to in the preceding paragraph to the companies registration authority and apply for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.</p>	<p>Article 197 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, submitted to the shareholders' general meeting or the people's court for confirmation, and submit it to the companies registration authority and apply for cancellation of registration of the Company.</p>	Article 239 of the new Company Law
198	<p>Article 198 The members of the liquidation team shall be faithful to their duty and fulfill the liquidation obligation in accordance with the law.</p> <p>The members of the liquidation team shall not abuse their authority to accept bribery or other illegal income, nor embezzle the Company's assets.</p> <p>Where a member of the liquidation team causes significant loss to the Company by reason of wilful default or gross negligence, he shall bear the relevant compensation liability.</p>	<p>Article 198 The members of the liquidation team shall be fulfilled their duties of liquidation in accordance with the law and shall be obliged to act faithfully and diligently.</p> <p>Where a member of the liquidation team is negligent in performing his/her liquidation duties and causes losses to the Company, he/she shall be liable for compensation; causes significant loss to the Company by reason of wilful default or gross negligence, he shall bear the relevant compensation liability.</p>	Article 238 of the new Company Law

Save for the above provisions, no other provisions of the Articles are proposed to be amended. Subject to the consideration and approval by the Shareholders at the EGM, the amended Articles shall take effect and be implemented from the date of approving the relevant resolution at the EGM.

PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS

The term of the fifth session of the Board will expire on 5 June 2024. Pursuant to the Articles, the fifth session of the Board shall remain in office until the re-election and election of Directors at the EGM. Each of Mr. Wu Liejin, Mr. Zhao Wei, Mr. Ou Weiming, Mr. Wu Xiangneng and Mr. Leung Hon Man, being eligible, have offered themselves for re-election as Directors for the sixth session of the Board.

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Due to other work arrangements, each of Mr. Luo Zhenqing, Mr. Zhang Minming and Mr. Li Shen Hua will not offer himself for re-election as a Director at the EGM and will accordingly retire from office as a non-executive Director at the conclusion of the EGM. Due to other work arrangements, Mr. Wang Bo will not offer himself for re-election as a Director at the EGM and will accordingly retire from office as an independent non-executive Director at the conclusion of the EGM. Each of Mr. Zhang Minming, Mr. Li Shen Hua, Mr. Luo Zhenqing, and Mr. Wang Bo confirmed that he has no disagreement with the Board and there are no other matters regarding his retirement from office that need to be brought to the attention of the Shareholders or the Stock Exchange. As replacements, the Nomination Committee has recommended and the Board has resolved to nominate each of Mr. Huang Weibo, Mr. Pan Mingjian and Ms. Feng Qunying as a non-executive Director and Ms. Li Xia as an independent non-executive Director for the sixth session of the Board, respectively.

The term of the sixth session of the Board shall be three years commencing from the conclusion of the EGM (i.e. 18 June 2024) till the date of the expiry of the sixth session of the Board, which is expected to be 17 June 2027. Each Director of the sixth session of the Board, if so appointed, may enter into a service contract with the Company.

The biographical details of proposed Directors to be re-elected and elected (where applicable) are set out in the Appendix I to this circular. Save as disclosed in this circular, as at the Latest Practicable Date, (a) each of the proposed Directors had no other interests in any shares or underlying shares of the Company within the meaning of Part XV of the SFO; (b) none of the proposed Directors had any other relationship with any Directors, Supervisors, senior management, substantial Shareholders, controlling Shareholders of the Company; (c) none of the proposed Directors held any other directorship in listed public companies in last three years, or any other positions in the Group; and (d) to the best knowledge, information and belief of the Directors after having made all reasonable enquiries, there were no other matters in relation to the proposed Directors that need to be brought to the attention of the Shareholders nor was there any other information on relevant matters required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Pursuant to Appendix C1 to the Listing Rules, with reference to the nomination policy and the Board diversity policy of the Company, the Nomination Committee and the Board are of the view that the independent non-executive Directors to be re-elected, namely Mr. Wu Xiangneng and Mr. Leung Hon Man, and the new independent non-executive Director to be elected, namely Ms. Li Xia, are suitable candidates of independent non-executive Directors of the sixth session of the Board taking into account their reputation for integrity, accomplishment and experience in the relevant sectors, professional and educational background, and potential time commitments. As further detailed in Appendix I to this circular, (i) Mr. Wu Xiangneng is experienced in finance and financial management in the PRC; (ii) Mr. Leung Hon Man is experienced in company management, accounting and secretarial matters and possesses relevant qualification and experience in Hong Kong; and (iii) Ms. Li Xia has been practising in PRC legal industry for over 23 years and has extensive experience in legal compliance of business operations. The Nomination Committee believes that each of the proposed independent non-executive Directors would bring to the Board

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various knowledge, skills and experience and contribute to the Board's diversity. Each of Mr. Wu Xiangneng, Mr. Leung Hon Man and Ms. Li Xia has confirmed to the Company of its independence pursuant to Rule 3.13 of the Listing Rules. As at the Latest Practicable Date, to the best knowledge of the Board, the Board is of the view that each of the proposed independent non-executive Directors is independent in accordance with Rule 3.13 of the Listing Rules.

In addition, the Board and the Nomination Committee noted that each of Mr. Wu Xiangneng and Mr. Leung Hon Man has been serving the Company as independent non-executive Director for more than nine years in case being re-elected at the EGM. In accordance with paragraph B.2.3 of Part 2 of the Corporate Governance Code (Appendix C1 to the Listing Rules), separate resolution will be proposed at the EGM regarding each of their re-election. The Board and the Nomination Committee believe that the assessment of a director's independence and his suitability to the position should not be defined by the length of tenure, but on a case-by-case basis with reference to the director's personal qualities and the nature of the Company's business.

The Board and the Nomination Committee noted that each of Mr. Wu Xiangneng and Mr. Leung Hon Man (1) has confirmed his fulfilment of all the factors for assessing independence set out in Rule 3.13 of the Listing Rules, (2) has not been involved in the daily management of the Company, (3) is not in any relationship with the Company which would interfere with his exercise of independent judgement, and (4) taking into account each of their background and experience as set out in Appendix I to this circular, the Board and the Nomination Committee are not aware of any circumstance which is likely to hinder the respective independence of Mr. Wu Xiangneng and Mr. Leung Hon Man. Furthermore, each of Mr. Wu Xiangneng and Mr. Leung Hon Man has accumulated in-depth insight on the Company's business and operation, and they have been making valuable contributions to the Board by bringing in diversified and professional perspectives, and providing constructive opinions to the Board.

The Board and the Nomination Committee are of the view that each of Mr. Wu Xiangneng and Mr. Leung Hon Man remains independent in view of the criteria of independence set out in Rule 3.13 of the Listing Rules, and is able to continue to fulfil his role as an independent non-executive Director. The Board (having considered the recommendation of the Nomination Committee) believes that the diversified background and external experience of each of Mr. Wu Xiangneng and Mr. Leung Hon Man have been (and will continue to be) beneficial to the Company and the Shareholders as a whole.

PROPOSED RE-ELECTION OF SUPERVISORS

The term of the fifth session of the Board of Supervisors will expire on 5 June 2024. Pursuant to the Articles, the fifth session of the Board of Supervisors shall remain in office until the re-election of Supervisors at the EGM. Each of Mr. Li Qi, Ms. Li Wanmin, Mr. Huang Shaoxiong and Ms. Huang Yuzhen, being eligible, have offered themselves for re-election as Supervisors for the sixth session of the Board of Supervisors.

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Due to other work arrangements, each of Mr. Chen Xin and Mr. Zhong Jian will not offer himself for re-election as a Supervisor at the EGM and will accordingly retire from office as a Supervisor at the conclusion of the EGM. Each of Mr. Chen Xin and Mr. Zhong Jian confirmed that he has no disagreement with the Board of Supervisors and there are no other matters regarding his retirement from office that need to be brought to the attention of the Shareholders or the Stock Exchange.

On 17 May 2024, each of Huang Shaoxiong (黃少雄) and Ms. Huang Yuzhen (黃瑜珍) was re-elected at the meeting of the employee representatives of the Company as the employee representative Supervisors and will form the sixth session of the Board of Supervisors together with other Supervisors to be appointed at the EGM. The term of office of each of Mr. Huang and Ms. Huang will be the same as the sixth session of the Board of the Supervisors. The term of the sixth session of the Board of Supervisors shall be three years commencing from the conclusion of the EGM (i.e. 18 June 2024) till the date of the expiry of the sixth session of the Board of Supervisors, which is expected to be 17 June 2027. Each Supervisor of the sixth session of the Board of Supervisor, if so appointed, may enter into a service contract with the Company and shall be remunerated according to the Directors and Supervisors' Allowance Policy.

The biographical details of proposed Supervisors to be re-elected are set out in the Appendix II to this circular. The biographical details of the elected employee representative Supervisors are set out in Appendix III to this circular. Save as disclosed in this circular, as at the Latest Practicable Date, (a) each of the proposed Supervisors and the elected employee representative Supervisors had no other interests in any shares or underlying shares of the Company within the meaning of Part XV of the SFO; (b) none of the proposed Supervisors and the elected employee representative Supervisors had any other relationship with any Directors, Supervisors, senior management, substantial Shareholders, controlling Shareholders of the Company; (c) none of the proposed Supervisors and the elected employee representative Supervisors held any other directorship in listed public companies in last three years, or any other positions in the Group; and (d) to the best knowledge, information and belief of the Directors after having made all reasonable enquiries, there were no other matters in relation to the proposed Supervisors and the elected employee representative Supervisors that need to be brought to the attention of the Shareholders nor was there any other information on relevant matters required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

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PROPOSED DIRECTORS AND SUPERVISORS' ALLOWANCE

According to the Directors and Supervisors' Allowance Policy, the allowance proposal for the Directors of the sixth session of the Board and the Supervisors of the sixth session of the Board of Supervisors during their term of office are as follows:

Name	Position	Allowance proposal
Wu Liejin	Executive Director candidate	RMB30,000/year
Huang Weibo	Non-executive Director candidate	Not receiving any Director's allowance in the Company
Zhao Wei	Non-executive Director candidate	Not receiving any Director's allowance in the Company
Pan Mingjian	Non-executive Director candidate	RMB30,000/year
Feng Qunying	Non-executive Director candidate	RMB30,000/year
Ou Weiming	Non-executive Director candidate	RMB30,000/year
Wu Xiangneng	Independent non-executive Director candidate	RMB80,000/year
Leung Hon Man	Independent non-executive Director candidate	RMB80,000/year
Li Xia	Independent non-executive Director candidate	RMB80,000/year
Li Qi	Supervisor candidate	RMB20,000/year
Li Wanmin	Supervisor candidate	RMB20,000/year
Huang Shaoxiong	Employee representative Supervisor	RMB20,000/year
Huang Yuzhen	Employee representative Supervisor	RMB20,000/year

All the allowances listed above are pre-tax amounts. The above allowances include the remuneration package for each special committee and no additional meeting allowances are paid for attendance at meetings of the Board, Board of Supervisors or special committees.

The voting on the above allowance proposal for the Directors of the sixth session of the Board and the Supervisors of the sixth session of the Board of Supervisors are subject to the appointments of the nominated Directors and Supervisors as set out in this circular at the EGM. If the appointments of the relevant proposed Director or the proposed Supervisor is not approved at the EGM, the voting results of the relevant allowance proposal such proposed Director or proposed Supervisor as set out above shall be null and void.

An ordinary resolution was proposed by the Board at the EGM to approve the above allowance proposal.

LETTER FROM THE BOARD

CLOSURE OF BOOKS

In order to determine the Shareholders' eligibility to attend the EGM, the register of members of the Company will be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024, 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 Tuesday, 18 June 2024 or their proxies or duly authorised corporate representatives are entitled to attend the EGM.

In order to qualify for attending and voting at the EGM, 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 office in the PRC at Room 4101–4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Wednesday, 12 June 2024.

EGM AND VOTING BY POLL

The EGM will be held at 4:00 p.m. on Tuesday, 18 June 2024 at the Training Room, 40th Floor, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC for the purpose of considering, and if thought it, passing the resolutions to approve the proposed resolutions at the EGM.

A Shareholder entitled to attend and vote at the EGM 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/her duly authorised 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 authorised attorney(s).

Shareholders who intend to attend the EGM 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 office in the PRC at Room 4101–4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC, in person or by post as soon as possible and in any event not later than 24 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Board considers that the resolutions set out in the notice of EGM for consideration and approval by Shareholders are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

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.

ADDITIONAL INFORMATION

Your attention is also drawn to the general information set out in the appendices to this circular.

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 or elected at the EGM are set out as follows:

Executive Director

Mr. Wu Liejin (吳列進), aged 62, is an executive Director, the chairman of the Board and the president of the Group. 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 the 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 Join-Share Micro Credit Co., Ltd.* (佛山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 Co., Ltd.* (廣東中盈盛達資本管理有限公司), Guangdong Join-Share Supply Chain Management Co., Ltd.* (廣東中盈盛達供應鏈管理有限公司), Guangdong Join-Share Commercial Factoring Co., Ltd.* (廣東中盈盛達商業保理有限公司), Yunfu Puhui Financing Guarantee Co., Ltd.* (雲浮市普惠融資擔保股份有限公司), Guangdong Join-Share Digital Technology Co., Ltd.* (廣東中盈盛達數字科技有限公司) and Guangdong Join-Share Financing Guarantee Co., Ltd.* (廣東中盈盛達融資擔保有限公司). 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 (廣東省第十一屆、十二屆人民代表大會)	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)	Vice-chairman
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 Local Finance Promotion Association (佛山市地方金融促進會)	Vice-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 22 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 Yinye 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. In December 2018, Mr. Wu received the "Second Fengyun Huishang Award" from Guangdong Province of Anhui Chamber of Commerce and Yangcheng Evening News. He was elected as a representative of 13th National People's Congress in 2018. He was awarded "Anhui Merchants Innovators of the Year" in 2021.

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

Non-Executive Directors

Mr. Huang Weibo (黃偉波), aged 44, is proposed to be appointed as a non-executive Director at the EGM. Mr. Huang has over 10 years of experience in financial management. From January 2011 to June 2016, Mr. Huang served as the deputy director of Foshan Fiscal Note Center* (佛山市財政票據中心), during which time he was assigned to work in the accounting section from January 2011 to March 2012 and in the industry and trade development section from March 2012 to June 2016. From June 2016 to December 2017, Mr. Huang served as the deputy director of Foshan Fiscal Note Supervision Center* (佛山市財政票據監管中心). From December 2017 to June 2019, Mr. Huang served as the deputy head of the industry and trade development section of Foshan Finance Bureau* (佛山市財政局). From June 2019 to December 2020, Mr. Huang served as the head of the budget section of Foshan Finance Bureau. From December 2020 to February 2023, Mr. Huang served as the head of the finance section of Foshan Finance Bureau, during which time he was transferred to work centrally at the Municipal Airport Office of the Foshan Municipal Government of Guangdong Province as the head of the finance department from March 2020 to February 2023. From February 2023 to October 2023, Mr. Huang served as the head of the industry and trade development section of Foshan Finance Bureau and since August 2023, he has been a Class-I principal staff officer. Since November 2023, Mr. Huang has served as the deputy general manager and a Party committee member of Foshan Financial Investment Holding Co., Ltd.* (佛山市金融投資控股有限公司).

Mr. Huang obtained his bachelor's degree in economics in June 2003 from Foshan University, majoring in Finance (International Finance).

Mr. Zhao Wei (趙偉), aged 47, is a non-executive Director. Mr. Zhao was appointed as a non-executive Director on 29 January 2021. Mr. Zhao joined the Group on 29 January 2021.

Mr. Zhao has over 29 years of experience in the finance industry in the PRC. Mr. Zhao joined Foshan Financial Investment Holding Co., Ltd.* (佛山市金融投資控股有限公司) ("**Foshan Financial**"), a substantial shareholder of the Company, in July 2017 and is currently the chief officer of the strategic investment department of such company, being in charge of general operation. Prior to joining Foshan Financial, Mr. Zhao served as an officer responsible for information management at the Heng Yang Branch of Industry and Commercial Bank of China in Hunan Province from December 1995 to September 2004, a project manager at Guangdong Guang Xin Certified Public Accountants* (廣東廣信會計師事務所有限公司) from June 2004 to April 2009, an assistant manager in the finance department of Southern Airlines Culture and Media Co., Ltd.* (中國南航集團文化傳媒股份有限公司) from May 2009 to January 2017, and a senior merger and acquisition advisor of Foshan Public Utilities Holdings Co., Ltd.* (佛山市公用事業控股有限公司) from February 2017 to June 2017. Mr. Zhao currently serves as the chairman of Foshan Fuside Infrastructure Investment Co., Ltd.* (佛山市富思德基礎設施投資有限公司), a director of

Foshan Financial Holding Fund Management Co., Ltd.* (佛山市金控基金管理有限公司), a director of Keen Fortune Investment Limited, and a director of Fojin Hongkong Limited (佛金香港有限公司) since December 2017, and a chairman of Foshan Financial Holding Supply Chain Management Co., Ltd.* (佛山金控供應鏈管理有限公司) since May 2023.

Mr. Zhao obtained a professional undergraduate graduate certificate in Finance at the Hunan University, the PRC in June 2001. He holds the PRC Certified Public Accountant National Unified Exam Certificate* (註冊會計師全國統一考試合格證書) and the Certified Public Valuer Unified Exam Certificate* (註冊資產評估師統一考試合格證書).

Mr. Pan Mingjian (潘銘堅), aged 61, is proposed to be appointed as a non-executive Director at the EGM. Mr. Pan has over 25 years of experience in business administration. From July 1992 to March 1996, Mr. Pan served as the deputy general manager of Nanhai Pingzhou Urban Economic Development Corporation* (南海平洲城區經濟發展總公司). From March 1996 to June 2006, Mr. Pan served as the vice chairman, deputy general manager and the deputy secretary of the party general branch of the group company of Guangdong Real Faith Enterprises Group Co., Ltd.* (廣東昭信企業集團有限公司), and during that period, Mr. Pan concurrently served as the general manager of the operation and development department of Guangdong Real Faith Enterprises Group Co., Ltd.* and the general manager of Foshan Nanhai Real Faith Estate Co., Ltd.* (佛山市南海昭信房地產有限公司). From July 2006 to December 2009, Mr. Pan served as the vice chairman, general manager and secretary of the party general branch of Guangdong Real Faith Enterprises Group Co., Ltd.* and from January 2010 to March 2016, he served as the vice party secretary and ceased to serve as secretary of the party general branch. Since March 2016, Mr. Pan has served as the vice chairman, general manager and vice party secretary of Guangdong Real Faith Group Holdings Co., Ltd.* (廣東昭信集團股份有限公司).

Mr. Pan obtained his master of business administration degree from Macau University of Science and Technology in November 2022.

Ms. Feng Qunying (馮群英), aged 47, is proposed to be appointed as a non-executive Director at the EGM. She was once appointed as a Supervisor from 6 June 2018 to 5 June 2021.

Ms. Feng has over 18 years of experience in enterprises financial management. From July 2000 to December 2006, Ms. Feng served as the taxation manager and finance manager at Guangdong Huaxing Glass Holdings 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. From January 2007 to December 2014, Ms. Feng concurrently served as the finance general manager and chief financial officer. 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.

Mr. Ou Weiming (歐偉明), aged 57, was appointed as a non-executive Director on 6 June 2021 and was appointed as the joint company secretary of the Company on 14 October 2022. Mr. Ou is an executive vice president of the Group, a director of Foshan Join-Share Micro Credit Co., Ltd.* (佛山中盈盛達小額貸款有限公司) (“**Foshan Micro Credit**”), head of office of the Board of the Group, the general manager of the administration department and the general manager of human resources department, in charge of the human resources department, business management department and Yunfu Company. Mr. Ou joined the Group on 25 April 2005, and is responsible for promoting the implementation of the Group’s strategic planning and the Group’s management and control, human resources, channel development and maintenance, administration, party affairs and labour union.

Mr. Ou has over 28 years of experience in finance industry. Prior to joining the Group, he served as a director, manager, deputy general manager and other positions successively at credit sector of Foshan Branch of Agricultural Bank of China from July 1993 to April 2005, a commercial bank listed on Stock Exchange (stock code: 1288) and Shanghai Stock Exchange (stock code: 601288), where Mr. Ou was primarily responsible for marketing, credit business investigation and assessment work successively.

Mr. Ou received his bachelor’s degree of education from Hainan Normal University (海南師範大學) in the PRC in July 1990, and received his master’s degree of science from Huazhong University of Science and Technology (華中科技大學) in the PRC in June 1993, majoring in applied mathematics. In September 1996, he obtained an engineer certificate granted by Professional and Technical Title Evaluation Committee of Foshan Branch of Agricultural Bank of China (中國農業銀行佛山市分行專業技術職務評審委員會). In November 2000, he also obtained an advanced professional certificate of finance granted by the Ministry of Personnel of the PRC (中華人民共和國人事部) (now known as Ministry of Human Resources and Social Security) (中華人民共和國人力資源和社會保障部). In May 2011, he obtained a certificate of completion for an “EMBA Advanced Workshop of CEOs in Guangdong Credit Guarantee Industry” (廣東省信用擔保行業總裁EMBA研修班), granted by South China University of Technology (華南理工大學). In December 2012, Mr. Ou was awarded as “Excellent Manager” by the Foshan Guarantee Industry Association (佛山市擔保行業協會); in January 2014, he was awarded as “China Guarantee Elite” (中國擔保英才) by the fourth session of “China Guarantee Pioneer & China Guarantee Elite” (中國擔保先鋒、中國擔保英才) selection activity hosted by China Guarantee magazine (《中國擔保》雜誌社); in November 2017, he was awarded as “National Outstanding Executives” (全國優秀高管) under “National Excellent Micro-credit Company” (全國優秀小貸人) by China Micro-credit Companies Association; in March 2018, he was awarded as “2017 China Small and Micro Financial Institution Person of the Year” (2017年中國小微金融機構年度人物) by National Federation of Micro and Small Financial Institutions (小微金融機構全國聯席會); in June 2018, he was awarded as “Excellent Micro-credit Company” (優秀小貸人) by Guangdong Association of Microcredit Companies; in December 2020, he was awarded as “Industry Special Contribution Award” (行業特殊貢獻獎) by Guangdong Association of Microcredit Companies.

Mr. Ou concurrently serves as a director of China Micro-credit Companies Association (中國小額貸款公司行業協會), executive vice-chairman of the supervisory committee of Guangdong Association of Microcredit (廣東省小額貸款公司行業協會), vice president of Foshan Micro Credit Company Association (佛山市小額貸款公司行業協會).

As at the Latest Practicable Date, Mr. Ou was beneficially interested in 560,000 Domestic Shares.

Independent Non-executive Directors

Mr. Wu Xiangneng (吳向能), aged 48, was appointed as an independent non-executive Director on 7 August 2013.

Mr. Wu has more than 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
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 Ministry of Finance of the PRC (中華人民共和國財政部註冊會計師考試委員會) (the "MOF") 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), a member of Guangdong accounting experts pool and external instructor teaching the postgraduate program in finance at Guangdong University of Technology (廣東工業大學).

Mr. Leung Hon Man (梁漢文), aged 57, 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 formerly listed on the Stock Exchange and primarily engaged in designing, development, manufacturing and sales of air-conditioning products, where he is 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, PRC 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 CPA Australia (澳洲會計師公會) since August 2000.

Ms. Li Xia (黎霞), aged 47, is proposed to be appointed as an independent non-executive Director at the EGM.

From September 2001 to March 2002, Ms. Li worked as a legal assistant in Guangxi Xinghan Law Firm (廣西星漢律師事務所). From April 2002 to October 2003, Ms. Li worked as a legal assistant in Guangdong Gongliang Law Firm (廣東公量律師事務所). From December 2003 to October 2010, she worked as a lawyer in Guangdong Hua Fa Law Firm Sanshui Branch (廣東華法律師事務所三水分所). Ms. Li worked as a lawyer in Guangdong Bangnan Law Firm (廣東邦南律師事務所) from October 2010 to February 2012, and she has been working as a director in Guangdong Bai Hao Law Firm since March 2012.

Ms. Li received her bachelor's degree in laws from Northwestern University of Political Science and Law in July 2001. Ms. Li was the deputy director of the 9th Foshan Lawyers Association Committee on Political Participation and Deliberation, a deputy to the 16th People's Congress of Sanshui District, Foshan City, a deputy to the 13th National People's Congress, a special prosecutor of the Supreme People's Procuratorate, a special supervisor of the 3rd Special Supervision of the Supreme People's Court, an arbitrator of the Beihai International Arbitration Court, a member of the 3rd Foshan City Legal Advisors' Group, and an invited mediator of Guangdong Court for Guangdong-Hong Kong- Macao Greater Area cross-border commercial disputes. Ms. Li is also a deputy to the 17th National People's Congress of Sanshui District, Foshan City, a member of the 4th Foshan City Legal Advisory Panel, and the executive vice president of the Federation of New Social Strata in Sanshui District, Foshan City.

Ms. Li was awarded the "Award of Excellence (優秀獎)" in the selection of legal service cases of Trade Unions in Nanhai District (Nan Gong Fa Zi: 2011-052) by Foshan Nanhai District Federation of Trade Unions in March 2012; the "Outstanding Cases of Foshan Legal Aid (佛山市法律援助優秀案例)" by Foshan Association in December 2013; the "2012-2017 Outstanding Lawyer of the City (2012-2017年度全市優秀律師)" by Foshan Lawyers Association on 8 January 2018; the "Foshan Lawyer Profession Dedication Award* (佛山律師行業奉獻獎)" by Foshan Lawyers Association in September 2019; the "2017-2021 Outstanding Provincial Lawyer" by Guangdong Lawyers Association in November 2021; and one of the "30 People in 30th Anniversary of Foshan Lawyers Association (佛山市律師協會成立30年30人)" by Foshan Lawyers Association in March 2023.

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

Non-employee Representative Supervisors

Mr. Li Qi (李琦), aged 47, was appointed as the chairman of the Board of Supervisors on 21 April 2015. Mr. Li joined the Group on 11 May 2012.

From September 1994 to August 1998, 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 September 1998, 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. Li Wanmin (李婉敏), aged 34, was appointed as a Supervisor on 13 January 2022. Ms. Li joined the Group on 13 January 2022.

Ms. Li has over nine years of experience in accounting and finance. She has been an accountant supervisor of Foshan Hengtong Jianshe Real Estate Co., Ltd.* (佛山市恒通創建置業有限公司) since May 2012.

Ms. Li graduated from Guangdong University of Finance and Economics (廣東財經大學) (formerly known as Guangdong College of Commerce* (廣東商學院)) majoring in accounting in June 2012.

The biographical details of the employee representative Supervisors elected at the meeting of the employee representatives of the Company on 17 May 2024 are set out as follows, for the Shareholders to consider their allowance proposal:

Employee Representative Supervisors

Mr. Huang Shaoxiong (黃少雄), aged 36, was elected as an employee representative Supervisor on 20 December 2021. Mr. Huang joined the Group in July 2009.

Mr. Huang is experienced in the development of online and innovative financing guarantee business. From July 2009 to March 2014, Mr. Huang served as a project manager of Foshan Zhongying Xingye, a wholly-owned subsidiary of the Company, primarily responsible for customer development and project implementation. From March 2014 to June 2015, he served as the head of business development of Guangdong Zhongsheng Venture Capital Co., Ltd.* (廣東中盛創投電子商務有限公司), primarily responsible for the building of online financial platform. From July 2016 to May 2020, he served successively as the assistant to general manager and deputy general manager to the business management department, the head of product research and development department and the head of retail guarantee business department of the Company, primarily responsible for channel expansion and maintenance, innovative products' research and development and management, as well as online guarantee business's expansion and management. Since May 2020, he served as the deputy general manager of the retail guarantee business department of the Company and the deputy general manager of Guangdong Join-Share Digital Technology, a non-wholly owned subsidiary of the Company, primarily responsible for the expansion of online business and promotion of digital products of the Group.

Mr. Huang graduated from South China University of Technology (華南理工大學), majoring in Japanese in July 2009.

As at the Latest Practicable Date, Mr. Huang was beneficially interested in 150,000 Domestic Shares.

Ms. Huang Yuzhen (黃瑜珍), aged 46, was first appointed as an employee representative Supervisor on 6 June 2018. She joined the Group on 25 May 2006.

Ms. Huang received her bachelor's degree by in-service education from the Zhejiang Gongshang University* (浙江工商大學) 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 at the Latest Practicable Date, Ms. Huang was beneficially interested in 50,000 Domestic Shares.



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of 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) (the “Company”) will be held at the Training Room, 40th Floor, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC on Tuesday, 18 June 2024 at 4:00 p.m., for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the re-election and the election (where applicable) of each of the following candidates as a director of the Company (the “**Director(s)**”) for a term of three years commencing from the conclusion of the EGM (i.e. 18 June 2024) till the date of the expiry of the sixth session of the board of Directors, which is expected to be 17 June 2027 (each of which resolutions set out below shall be considered and passed as a separate resolution):
 - (a) To re-elect and appoint Mr. Wu Liejin (吳列進) as an executive Director;
 - (b) To elect and appoint Mr. Huang Weibo (黃偉波) as a non-executive Director;
 - (c) To re-elect and appoint Mr. Zhao Wei (趙偉) as a non-executive Director;
 - (d) To elect and appoint Mr. Pan Mingjian (潘銘堅) as a non-executive Director;
 - (e) To elect and appoint Ms. Feng Qunying (馮群英) as a non-executive Director;
 - (f) To re-elect and appoint Mr. Ou Weiming (歐偉明) as a non-executive Director;
 - (g) To re-elect and appoint Mr. Wu Xiangneng (吳向能) as an independent non-executive Director;
 - (h) To re-elect and appoint Mr. Leung Hon Man (梁漢文) as an independent non-executive Director;

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

- (i) To elect and appoint Ms. Li Xia (黎霞) as an independent non-executive Director;
2. To consider and approve the re-election of each of the following candidates as a supervisor of the Company (the “**Supervisor(s)**”) for a term of three years commencing from the conclusion of the EGM (i.e. 18 June 2024) till the date of the expiry of the sixth session of the board of Supervisors, which is expected to be 17 June 2027 (each of which resolutions set out below shall be considered and passed as a separate resolution):
 - (a) To re-elect and appoint Mr. Li Qi (李琦) as a Supervisor;
 - (b) To re-elect and appoint Ms. Li Wanmin (李婉敏) as a Supervisor;
3. To consider and approve the allowance proposal for the sixth session of Directors and the sixth session of Supervisors as described in the circular of the Company dated 28 May 2024 (each of the following resolutions will be considered and approved as a separate resolution):
 - (a) Wu Liejin
 - (b) Huang Weibo
 - (c) Zhao Wei
 - (d) Pan Mingjian
 - (e) Feng Qunying
 - (f) Ou Weiming
 - (g) Wu Xiangneng
 - (h) Leung Hon Man
 - (i) Li Xia
 - (j) Li Qi
 - (k) Li Wanmin
 - (l) Huang Shaoxiong
 - (m) Huang Yuzhen

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

SPECIAL RESOLUTION

4. To consider and approve the proposed amendments of the articles of association of the Company as described in the circular of the Company dated 28 May 2024.

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

Foshan, the PRC, 28 May 2024

Notes:

1. In order to determine the shareholders' eligibility to attend the EGM, the register of members of the Company will be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024, both days inclusive, during which no transfer of shares will be registered. Only shareholders of the Company (the "Shareholder(s)") whose names appear on the register of members of the Company on Tuesday, 18 June 2024 or their proxies or duly authorised corporate representatives are entitled to attend the EGM. In order to qualify for attending and voting at the EGM, 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 office in the PRC at Room 4101–4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC (for holders of domestic shares) not later than 4:30 p.m. on Wednesday, 12 June 2024.
2. A Shareholder entitled to attend and vote at the EGM 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 authorised 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 authorised attorney(s).
4. Shareholders who intend to attend the EGM 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 office in the PRC at Room 4101 –4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC, in person or by post at as soon as possible and in any event not later than 24 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending thereof and voting in person at the EGM or any adjournment thereof.
5. Shareholders or their proxies shall provide their identity documents when attending the EGM.
6. The EGM is expected to last for less than half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending this EGM shall present their identity certifications.

