

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



上海瑞威資產管理股份有限公司

Shanghai Realway Capital Assets Management Co., Ltd.

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

(Stock Code: 1835)

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board would like to announce that the following will be effective from 1 July 2022:

- (1) Mr. Liu Yunsheng has resigned as an independent non-executive Director and ceased to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee;
- (2) Mr. Zhu Hongchao has been appointed as an independent non-executive Director, the Chairman of the Remuneration Committee and a member of the Audit Committee; and
- (3) Ms. Yang Huifang has been appointed as a member of the Nomination Committee.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (“**Directors**”) of Shanghai Realway Capital Assets Management Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Liu Yunsheng (“**Mr. Liu**”) has resigned as an independent non-executive Director, the chairman of the remuneration committee (the “**Remuneration Committee**”), a member of the audit committee (the “**Audit Committee**”) and a member of the nomination committee (the “**Nomination Committee**”) of the Company due to other business commitment, with effect from 1 July 2022.

Mr. Liu has confirmed that he has no disagreement with the Board and there are no other matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

The Board would like to express its sincere gratitude to Mr. Liu for his contributions to the Company during his tenure.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Zhu Hongchao (朱洪超) (“**Mr. Zhu**”) has been appointed as an independent non-executive Director with effect from 1 July 2022.

The biographical details of Mr. Zhu are set out as below:

Mr. Zhu, aged 62, served as a lawyer at Shanghai First Law Firm (上海市第一律師事務所) from July 1983 to June 1986. He has been acting as the director and senior partner of Shanghai United Law Firm (上海市聯合律師事務所) from June 1986 to March 2021. From 1994 to 2018, Mr. Zhu served as the vice president of All China Lawyers Association, and the president and the chief supervisor of Shanghai Bar Association. Mr. Zhu currently serves as an arbitrator of Shanghai International Economic and Trade Arbitration Commission (Shanghai International Arbitration Centre) and Shanghai Arbitration Commission and a part-time professor of East China University of Political Science and Law.

Currently, Mr. Zhu holds directorships in the following listed companies: an independent director of Jupai Holdings Limited (a company with its shares listed on New York Stock Exchange (“**NYSE**”), stock code: JP) since June 2015; an independent director of Leju Holdings Limited (a company with its shares listed on NYSE, stock code: LEJU) since March 2017; an independent non-executive director of E-House (China) Enterprise Holdings Limited (a company with its shares listed on Hong Kong Stock Exchange, stock code: 2048) since July 2018; an independent non-executive director of Haitong Securities Co., Ltd. (a company with its shares listed on Shanghai Stock Exchange (“**SSE**”) and Hong Kong Stock Exchange, stock code: 600837 and 6837 respectively) since June 2019; an independent director of Shanghai Hysea Industrial Communications Co., Ltd. (上海海希工業通訊股份有限公司) (a company with its shares listed on Beijing Stock Exchange, stock code: 831305) since July 2020; an independent non-executive director of Sansheng Holdings (Group) Co. Ltd. (a company with its shares listed on Hong Kong Stock Exchange, stock code: 2183) since February 2021; an independent director of Shanghai Bailian Group Co., Ltd. (上海百聯集團股份有限公司) (a company with its shares listed on SSE, stock code: 600827) since June 2021; and an independent director of Bright Real Estate Group Co., Ltd. (光明房地產集團股份有限公司) (a company with its shares listed on SSE, stock code: 600708) since August 2021.

Mr. Zhu was also an independent director of Wonders Information Co., Ltd. (a company with its shares listed on Shenzhen Stock Exchange, stock code: 300168) from December 2013 to October 2019, and an independent non-executive director of Chiho Environmental Group Limited (a company with its shares listed on Hong Kong Stock Exchange, stock code: 0976) from April 2018 to February 2020.

Mr. Zhu received his bachelor’s degree in law from the branch of Fudan University in 1983 and his master’s degree in foreign legal history from Fudan University in July 1996. In 1993, he was qualified by the China Securities Regulatory Commission to engage in securities law practice.

Mr. Zhu has entered into a letter of appointment with the Company with an effective period of three years from 1 July 2022. Either party may terminate the appointment by giving at least one month's written notice to the other party. Based on his experience, responsibilities, expertise and prevailing market remuneration standards, Mr. Zhu, as an independent non-executive Director, will be entitled to a monthly Director's remuneration of RMB10,000. Pursuant to the Company's articles of association, Mr. Zhu is subject to retirement by rotation at the upcoming general meeting of the Company and will be eligible for re-election thereafter.

Mr. Zhu has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "**Listing Rules**").

Save as disclosed above, as at the date of this announcement, Mr. Zhu (i) has not held any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other position in any member of the Group; (iii) does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) in the shares of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the above appointment that need to be brought to the attention of the shareholders, nor any other information required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board noted that Mr. Zhu holds directorships in more than seven listed companies (including the Company). However, the Board is of the view that Mr. Zhu would be able to devote sufficient time to the Board on the following basis: (i) based on the review of the publicly available information, Mr. Zhu has a high attendance rate for general meetings, board meetings and board committee meetings of the other listed companies of which he is a director; (ii) as an independent non-executive director or an independent director of the Company and other listed companies, Mr. Zhu is mainly involved in the provision of strategic and independent advice to the management and review of the companies' businesses from an independent perspective instead of participating in the day-to-day management of the companies; (iii) Mr. Zhu has undertaken to devote sufficient time to attend to the affairs of the Company; and (iv) Mr. Zhu has extensive experience as a director of listed companies, and his background, experience and qualifications indicate that Mr. Zhu can manage his time to meet the needs. Taking into account the above factors, the Board is of the view that notwithstanding that Mr. Zhu holds directorships in more than seven listed companies, he would be able to devote sufficient time to fulfill his duties as an independent non-executive Director of the Company.

The Board would like to extend its warmest welcome to Mr. Zhu for joining the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that following Mr. Liu Yunsheng ceasing to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee, Mr. Zhu has been appointed as the chairman of the Remuneration Committee and a member of the Audit Committee of the Company, and Ms. Yang Huifang has been appointed as a member of the Nomination Committee of the Company, with effect from 1 July 2022.

By Order of the Board
Shanghai Realway Capital Assets Management Co., Ltd.
Mr. Zhu Ping
Chairman, Chief Executive Officer and Executive Director

Shanghai, the PRC
30 June 2022

As of the date of this announcement, the Board comprises Mr. Zhu Ping, Mr. Duan Kejian and Ms. Chen Min as executive Directors; Mr. Wang Xuyang and Mr. Cheng Jun as non-executive Directors; and Ms. Yang Huifang, Mr. Shang Jian and Mr. Liu Yunsheng as independent non-executive Directors.