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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)**

**DISCLOSEABLE TRANSACTION  
SUBSCRIPTION OF WEALTH MANAGEMENT PRODUCT**

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The Board announced that on 28 December 2023, Jiasheng Ruixin, a wholly-owned subsidiary of the Company, utilised its idle capital to subscribe for the Wealth Management Product offered by Changan Fund with a subscription amount of RMB20,000,000.

**LISTING RULES IMPLICATIONS**

As one or more applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) calculated in respect of the Subscription exceeds 5% but all are lower than 25%, the Subscription constituted a discloseable transaction for the Company, and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules but is exempt from approval of the Shareholders.

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The principal terms and conditions of the Subscription are set out below:

Date of Subscription	:	28 December 2023
Parties	:	(i) Jiasheng Ruixin, as the subscriber (ii) Changan Fund, as the issuer and manager (iii) China Guangfa Bank, as the custodian
Name of product	:	Changan Monetary Market Securities Investment Fund B* (長安貨幣市場證券投資基金B類)(740602)
Type of product	:	Non-principal guaranteed with floating return
Subscription amount	:	RMB20,000,000
Term of product	:	No fixed term
Performance comparison benchmark	:	7-day notice deposit interest rate for the same period (after tax)
Risk level of product (internal risk rating by the manager)	:	Low risk
Term of investment	:	The term of investment depends on the date of redemption by the subscriber, who may submit redemption applications at any time during the opening hours on an open day. Every business day after the establishment of Wealth Management Product under Changan Fund shall be an open day.
Investment scope	:	(i) Cash; (ii) Bank deposits, bond repurchases, central bank bills and inter-bank certificates of deposit with a maturity of 1 year or less (including 1 year); (iii) Bonds, non-financial corporate debt financing instruments and asset-backed securities with a remaining maturity of 397 days or less (including 397 days);

- (iv) Other monetary market instruments with good liquidity recognised by the China Securities Regulatory Commission and the People's Bank of China. If there are other financial instruments that are subsequently permitted to be invested in by the monetary market fund by laws, regulations or regulatory authorities, the fund manager may include them in the investment scope after fulfilling the appropriate procedures.

## **BASIS OF DETERMINATION OF THE CONSIDERATION**

The Board confirms that the consideration for the Subscription was determined after arm's length negotiations between the Group and Changan Fund on normal commercial terms with reference to (i) the internal resources of the Group available for fund management; (ii) the financial position of the Group; and (iii) the expected investment return and terms of the Subscription.

## **REASONS FOR AND BENEFITS OF THE SUBSCRIPTION**

The Subscription is made by the Group for the purpose of treasury management to improve the utilisation of capital and to increase the income derived from idle funds. Rational and effective utilisation of idle internal funds in phases is expected to enhance the overall capital efficiency of the Group, which is in line with the Group's core objectives of improving the capital structure and ensuring the safety of capital. The Directors are of the view that the risk level of the Subscription is relatively low and the Group is expected to achieve a higher rate of return as compared to time deposits with commercial banks in the PRC. The Directors have also considered the daily working capital requirements of the Group and believe that the Subscription will not adversely affect the daily working capital requirements of the Group. The funds required for the Subscription will be financed by the internal resources of the Group.

The Directors believe that the terms of the Subscription are fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

## **INFORMATION ON THE PARTIES**

### **The Group and Jiasheng Ruixin**

The Group is principally engaged in fund management, investment management and investment consultation services in the PRC focusing on real estate and distressed assets.

Jiasheng Ruixin is a company established in the PRC with limited liability and is a wholly-owned subsidiary of the Company, and is principally engaged in fund sales business.

### **Changan Fund**

Changan Fund is a company established in the PRC with limited liability and its principal business scope includes management of public offering of securities investment funds, fund sales and asset management for specific clients.

## **China Guangfa Bank**

China Guangfa Bank is a joint-stock commercial bank established in the PRC. Its main business scope includes absorption of public deposits, advance of loans and provision of asset custody services.

As at the date of this announcement, to the best of the Directors' knowledge, information and belief having made all reasonable inquiries, Changan Fund and China Guangfa Bank and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons.

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## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Changan Fund”	Changan Fund Management Co., Ltd.* (長安基金管理有限 公司), a company established in the PRC with limited liability
“China Guangfa Bank”	China Guangfa Bank Co., Ltd., a joint stock company established in the PRC with limited liability
“Company”	Shanghai Realway Capital Assets Management Co., Ltd., a joint stock company established in the PRC with limited liability, whose H shares are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Jiasheng Ruixin”	Jiasheng Ruixin (Tianjin) Fund Distribution Co., Ltd.* (嘉 晟瑞信(天津)基金銷售有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company

“Listing Rule(s)”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holders of shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription made by Jiasheng Ruixin for the Wealth Management Product from Changan Fund with a subscription amount of RMB20,000,000
“Wealth Management Product”	Changan Monetary Market Securities Investment Fund B* (長安貨幣市場證券投資基金B類) (740602) offered by Changan Fund
“%”	per cent

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

28 December 2023

*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. Zhu Hongchao as independent non-executive Directors.*

\* for identification purpose only