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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)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

This announcement is made by Shanghai Realway Capital Assets Management Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

On 17 February 2023, the State Council of the People's Republic of China (the “**PRC**”) (the “**State Council**”) issued the “Decision of the State Council to Repeal Certain Administrative Regulations and Documents\*” (《國務院關於廢止部分行政法規和文件的決定》). In addition, the China Securities Regulatory Commission (the “**CSRC**”) issued the “Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies\*” (《境內企業境外發行證券和上市管理試行辦法》) (the “**Trial Measures**”) and relevant guidelines, with effect from 31 March 2023. Meanwhile, the “Mandatory Provisions for Companies Listing Overseas\*” (《到境外上市公司章程必備條款》) set forth in Zheng Wei Fa (1994) No. 21 (the “**Mandatory Provisions**”) issued by the Securities Committee of the State Council and the State Commission for Economic Restructuring on 27 August 1994, and the “Special Provisions of the State Council Concerning the Overseas Securities Offering and Listing by Limited Stock 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》) issued by the State Council on 4 August 1994 were abolished on the effective date of the Trial Measures. A PRC issuer is required to formulate its articles of association in substitution for the Mandatory Provisions with reference to the “Guidance for the Articles of Association of Listed Companies\*” (《上市公司章程指引》) issued by the CSRC. In light of the above, the Stock Exchange has made amendments to the Listing Rules accordingly, with effect from 1 August 2023.

In addition, based on the consultation conclusions of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023, the relevant amendments to the Listing Rules came into effect on 31 December 2023, so that, among other things, to the extent permitted under all applicable laws and regulations, the listed issuer must (i) send or otherwise make available the corporate communications (as defined under the Listing Rules) to the relevant holders of its securities

using electronic means; or (ii) make the corporate communications available on its website and the Stock Exchange's website. The listed issuer is required to make any necessary amendments to its constitutional documents in order to comply with such requirements by its first annual general meeting held after 31 December 2023.

In view of the above, the board of directors of the Company (the “**Board**”) proposes to make amendments (the “**Proposed Amendments**”) to the articles of association of the Company (the “**Articles of Association**”) to (i) reflect the latest requirements of the Listing Rules and the relevant laws and regulations in the PRC in the Articles of Association; and (ii) make other consequential housekeeping amendments.

Save for the Proposed Amendments to the Articles of Association, the contents of other chapters and articles of the Articles of Association remain unchanged.

## **IMPACT ON SHAREHOLDER PROTECTION**

The Board is of the view that the removal of the provisions of class meetings in the Articles of Association as a result of the repeal of the Mandatory Provisions will not prejudice the protection of H shareholders and will not have any material impact on the protection measures of the shareholders.

Under the PRC regulations, domestic shares and H shares are treated as the same class of ordinary shares, and the substantive rights (including the rights to voting, dividends and distribution of assets upon liquidation) attached to these two classes of shares are the same. The repeal of the class meetings is in line with the arrangements for shareholders' meetings of existing non-PRC issuers listed on the Stock Exchange. In addition, given there are sufficient channels available for the resolution of disputes (such as court proceedings in Mainland China and Hong Kong) for the shareholders to enforce their rights under the Articles of Association, the abolishment of arbitration as the only way to resolve disputes does not affect the protection to the shareholders. Therefore, the Company considers that the Proposed Amendments will not have any negative impact on the shareholders' protection mechanism as set out in the Articles of Association.

Upon the Proposed Amendments to the Articles of Association becoming effective, the Company will continue to comply with the Listing Rules, comply with the core shareholder protection standards set out in Appendix A1 to the Listing Rules by complying with the laws of the PRC in conjunction with its constitutional documents, and review the compliance status from time to time to continuously meet such standards.

## **GENERAL**

At the forthcoming annual general meeting of the Company (the “**AGM**”), a special resolution will be proposed by the Company, among other things, for the shareholders of the Company (the “**Shareholders**”) to consider and, if thought fit, approve the Proposed Amendments to the Articles of Association. In addition to the AGM, the special resolution will also be proposed at the domestic shareholders' class meeting and the H shareholders' class meeting for the consideration of the holders of domestic shares of the Company and the holders of H shares of the Company, respectively.

The Proposed Amendments to the Articles of Association will be effective subject to the approval at the AGM, the domestic shareholders' class meeting and the H shareholders' class meeting.

A circular containing, among other things, details of the Proposed Amendments to the Articles of Association and the notices of the AGM, the domestic shareholders' class meeting and the H shareholders' class meeting will be dispatched to the Shareholders on 29 April 2024.

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  
26 April 2024

*As at 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 purposes only*