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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)

**NOTICE OF ANNUAL GENERAL MEETING
TO BE HELD ON 14 JUNE 2024**

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**AGM**”) of Shanghai Realway Capital Assets Management Co., Ltd. (the “**Company**”) will be held at Unit 706–707, 7th Floor, Century Link Tower 1, No. 1198 Century Avenue, Pudong New District, Shanghai, the PRC on Friday, 14 June 2024 at 1:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2023.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2023.
3. To consider and approve the audited consolidated financial statements of the Company and the auditor’s report for the year ended 31 December 2023.
4. To consider and approve the annual report of the Company for the year ended 31 December 2023.
5. To consider and approve the annual financial budget of the Company for the year ending 31 December 2024.
6. To re-elect the following retiring Directors:
 - (1) Mr. Zhu Ping as executive Director;
 - (2) Mr. Duan Kejian as executive Director;
 - (3) Ms. Chen Min as executive Director;
 - (4) Mr. Wang Xuyang as non-executive Director;

- (5) Mr. Cheng Jun as non-executive Director;
 - (6) Ms. Yang Huifang as independent non-executive Director; and
 - (7) Mr. Shang Jian as independent non-executive Director.
7. To re-elect the following retiring shareholder representative supervisors of the Company (the “**Shareholder Representative Supervisors**”):
 - (1) Mr. Lu Xili as the Shareholder Representative Supervisor; and
 - (2) Ms. Wang Juanping as the Shareholder Representative Supervisor.
 8. To authorise the Board to determine the remuneration of the Directors and supervisors of the Company.
 9. To consider and approve the re-appointment of Ernst & Young, certified public accountants, as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine their remuneration for such period.

SPECIAL RESOLUTIONS

10. “**THAT:**
 - (1) Subject to the conditions set out in paragraphs (3) and (4) below and the requirements of the relevant laws of the People’s Republic of China (the “**PRC**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of the Company (as amended from time to time) (the “**Articles of Association**”), the Board be granted a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with new shares of the Company (“**Share(s)**”) during the Relevant Period (as defined below) and to determine the terms and conditions for the allotment and issue of new Shares.
 - (2) The approval in paragraph (1) above shall authorise the Board to, during the Relevant Period, make or grant proposals, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period.
 - (3) The number of new domestic shares (“**Domestic Shares**”) and new H Shares (“**H Shares**”) of the Company allotted, issued and dealt with by the Board pursuant to the approval in paragraph (1) shall not exceed 20% of the respective number of Share of the same class in issue as at the date of the passing of this resolution.
 - (4) In exercising the powers granted in paragraph (1), the Board must (a) comply with the requirements of the relevant PRC laws, the Listing Rules and the Articles of Association (as amended from time to time); and (b) obtain approval from China Securities Regulatory Commission and other relevant PRC government departments.

- (5) For the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (1) the expiration of the 12-month period following the passing of this resolution;
 - (2) the conclusion of the next annual general meeting of the Company as required by law or the Articles of Association to be held; or
 - (3) the revocation or variation of the mandate granted under this resolution by passing of a special resolution at a general meeting of the Company.
- (6) The Board, subject to the approval of the relevant authorities of the PRC and in accordance with the relevant PRC laws, be authorised to increase the registered capital of the Company to the required amount upon the exercise of the powers granted under paragraph (1) above.
- (7) The Board be authorised to, in accordance with the relevant requirements of the Listing Rules, the Articles of Association and the relevant laws and regulations of the PRC, exercise during the Relevant Period all the powers of the Company to determine and implement specific issue plan, consider and approve the agreements relating to the issue of Shares, consider and approve all documents to be submitted to the relevant authorities and perform all necessary procedures, approve the corresponding increase in the registered capital of the Company, make corresponding amendments to the Articles of Association and complete all relevant mandatory registration and filing procedures, and determine other issues relating to the issue of Shares pursuant to the powers granted to the Board under paragraph (1) above.”
11. To consider and approve the proposed amendments to the Articles of Association set out in Appendix III to the circular of the Company dated 29 April 2024 subject to the passing of a special resolution with the same terms as the resolution set out in this resolution at the domestic shareholders’ class meeting of the Company and the H shareholders’ class meeting of the Company, and any one Director be and is hereby authorised to make such other modifications to the proposed amendments to the Articles of Association where appropriate.

Closure of Register of Members

For the purpose of determining the eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 15 May 2024 to Friday, 14 June 2024, both days inclusive, during which period no transfer of the Shares will be registered. In order to be eligible to attend and vote at the AGM, all duly completed and signed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Share shareholders) or to the Company's principal place of business in the PRC at Unit 706–707, 7th Floor, Century Link Tower 1, No. 1198 Century Avenue, Pudong New District, Shanghai, the PRC (for Domestic Share shareholders), no later than 4:30 p.m. on Tuesday, 14 May 2024 (Hong Kong time) for registration.

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

Shanghai, the PRC
29 April 2024

As of the date of this notice, 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.

Notes:

1. All votes on the resolutions at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (<https://www.hkexnews.hk>) and the Company (<https://www.realwaycapital.com>) in accordance with the Listing Rules.
2. Any shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the AGM convened by the above notice is entitled to appoint a proxy or more than one proxy to attend the meeting and vote on his/her behalf. A proxy need not be a Shareholder. If more than one proxy is appointed, the number and type of Shares in respect of which each such proxy is so appointed must be specified in the relevant proxy form. Every Shareholder present in person or by proxy shall be entitled to one vote for each Share held by him/her.
3. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be completed and returned to (i) the Company's principal place of business in the PRC at Unit 706–707, 7th Floor, Century Link Tower 1, No. 1198 Century Avenue, Pudong New District, Shanghai, the PRC (for holders of Domestic Shares) or (ii) the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) not less than 24 hours before the time appointed for the AGM. Completion and return of the proxy form will not preclude a Shareholder from attending and voting at the AGM or any adjourned meeting thereof should he/she so wishes.

4. Shareholders who intend to attend the AGM (in person or by proxy) shall complete and return the reply slip for the AGM by hand or by post to the Company's H Share Registrar, Tricor Investor Services Limited (for holders of H Shares) or the Company's principal place of business in the PRC (for holders of Domestic Shares) on or before Friday, 24 May 2024.
5. Shareholders shall produce their identification documents when attending the AGM.
6. If a proxy attends the AGM on behalf of a Shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate Shareholder attends the AGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the Board or other authority or other notarized copy of any authorization documents issued by such corporate Shareholder.
7. The AGM is expected to take no more than half a day. Shareholders who attend the AGM (in person or by proxy) shall bear their own travelling and accommodation expenses. Shareholders may contact the Investor Relations Department of the Company at (86 21) 5212 6818-710 (telephone number) and ir@realwaycapital.com for any enquires in respect of the AGM.
8. All times refer to Hong Kong local time, except as otherwise stated.