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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 DOMESTIC SHAREHOLDERS' CLASS MEETING TO BE HELD ON 14 JUNE 2024

NOTICE IS HEREBY GIVEN THAT the class meeting for holders of domestic shares (the “**Domestic Shares**”) (the “**Domestic Shareholders' Class Meeting**”) 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 2:00 p.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company) for the purposes of considering and, if thought fit, passing the following resolution. Unless otherwise defined, the terms used in this notice shall have the same meanings as defined in the circular of the Company dated 29 April 2024 (the “**Circular**”).

SPECIAL RESOLUTION

1. To consider and approve the Proposed Amendments to the Articles of Association set out in Appendix III to the Circular subject to the passing of a special resolution with the same terms as the resolution set out in this resolution at the AGM and the H Shareholders' Class Meeting, and any one Director be and is hereby authorised to make such other modifications to the proposed amendments to the articles of association of the Company where appropriate.

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 Hui Fang, Mr. Shang Jian and Mr. Zhu Hongchao as independent non-executive Directors.

Notes:

1. All votes on the resolutions at the Domestic Shareholders' Class Meeting 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 (<https://www.hkexnews.hk>) and the Company (<https://www.realwaycapital.com>) in accordance with the Listing Rules.
2. In order to determine the list of Shareholders who are entitled to attend and vote at the Domestic Shareholders' Class Meeting, 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 Shares will be effected. Domestic Shareholders whose names appear on the register of members of the Company at close of business on Tuesday, 14 May 2024 are entitled to attend and vote at the Domestic Shareholders' Class Meeting.
3. Any Shareholder entitled to attend and vote at the Domestic Shareholders' Class Meeting 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.
4. 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 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 not less than 24 hours before the time appointed for the Domestic Shareholders' Class Meeting. Completion and return of the proxy form will not preclude a Shareholder from attending and voting at the Domestic Shareholders' Class Meeting or any adjourned meeting thereof should he/she so wishes.
5. Shareholders who intend to attend the Domestic Shareholders' Class Meeting (in person or by proxy) shall complete and return the reply slip for the Domestic Shareholders' Class Meeting by hand or by post to the Company's principal place of business in the PRC on or before Friday, 24 May 2024.
6. Shareholders shall produce their identification documents when attending the Domestic Shareholders' Class Meeting.
7. If a proxy attends the Domestic Shareholders' Class Meeting 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 Domestic Shareholders' Class Meeting, 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.
8. The Domestic Shareholders' Class Meeting is expected to take no more than half a day. Shareholders who attend the Domestic Shareholders' Class Meeting (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 Domestic Shareholders' Class Meeting.
9. All times refer to Hong Kong local time, except as otherwise stated.