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

NOTICE IS HEREBY GIVEN THAT the class meeting for holders of H shares (the “**H Shares**”) (the “**H 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 2:30 p.m. (or immediately after the conclusion or adjournment of the domestic shareholders' class 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 Domestic 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 Huifang, Mr. Shang Jian and Mr. Zhu Hongchao as independent non-executive Directors.

Notes:

1. All votes on the resolutions at the H 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 H 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. H Shareholders whose names appear on the register of members at the close of business on Tuesday, 14 May 2024 are entitled to attend and vote at the H Shareholders' Class Meeting. Unregistered holders of H Shares who wish to attend and vote at the H Shareholders' Class Meeting should deposit the transfer documents together with the relevant share certificates at the H Share Registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, at or before 4:30 p.m. on Tuesday, 14 May 2024.
3. Any Shareholder entitled to attend and vote at the H 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 H Share Registrar, Tricor Investor Services Limited at the address as set out in note 2 above not less than 24 hours before the time appointed for the H Shareholders' Class Meeting. Completion and return of the proxy form will not preclude a Shareholder from attending and voting at the H Shareholders' Class Meeting or any adjourned meeting thereof should he/she so wishes.
5. Shareholders who intend to attend the H Shareholders' Class Meeting (in person or by proxy) shall complete and return the reply slip for the H Shareholders' Class Meeting by hand or by post to the Company's H Share Registrar, Tricor Investor Services Limited at the address as set out in note 2 above on or before Friday, 24 May 2024.
6. Shareholders shall produce their identification documents when attending the H Shareholders' Class Meeting.
7. If a proxy attends the H 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 H 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 H Shareholders' Class Meeting is expected to take no more than half a day. Shareholders who attend the H 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 H Shareholders' Class Meeting.
9. All times refer to Hong Kong local time, except as otherwise stated.