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瑞威资管
REALWAY CAPITAL

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the "**EGM**") of Shanghai Realway Capital Assets Management Co., Ltd. (the "**Company**") will be held at Unit 707, 7th Floor, Century Link Tower 1, No. 1198 Century Avenue, Pudong New District, Shanghai, the PRC on Friday, 27 November 2026 at 11:30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION

1. "**THAT**:

   (a) the transfer agreement dated 15 June 2026 (as amended and supplemented by a supplemental agreement dated 6 November 2026) (the "**Ningbo Chentao Transfer Agreement**") (a copy of which is tabled at the EGM and marked "A" and signed by the chairman of the EGM for identification purpose) entered into between the Company and Mr. Liu Kun and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified;

   (b) the transfer agreement dated 15 June 2026 (as amended and supplemented by a supplemental agreement dated 6 November 2026) (the "**Jiaxing Shinuo Transfer Agreement**", together with the "Ningbo Chentao Transfer Agreement", collectively referred to as the "**Transfer Agreements**") (a copy of which is tabled at the EGM and marked "B" and signed by the chairman of the EGM for identification purpose) entered into between the Company and Ms. Liu Dongmei and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified; and

   (c) any one director(s) of the Company (the "**Director(s)**") be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the

Transfer Agreements and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and its Shareholders as a whole''

SPECIAL RESOLUTIONS

2. ''**THAT**:

(a) the subscription agreement (the ''**Subscription Agreement**'') dated 14 June 2026 (a copy of which is tabled at the EGM and marked ''C'' and signed by the chairman of the EGM for identification purpose) entered into among the Company (as issuer), 3G Limited (as subscriber) and Mr. Chiang Cheng Yao (as subscriber) in relation to the proposed share subscription of a total of 150,000,000 H shares of the Company (the ''**Subscription Share(s)**'') at the subscription price of HK$0.80 per Subscription Share and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

(b) any one Director(s) be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and its shareholders as a whole; and

(c) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in the Subscription Shares, the Directors be and are hereby granted a specific mandate which shall entitle the Directors to exercise all the powers of the Company to issue, allot and credit as fully paid, the Subscription Shares, on and subject to the terms and conditions of the Subscription Agreement, providing that this specific mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.''

3. ''**THAT**:

(a) the placing agreement (the ''**Placing Agreement**'') dated 14 June 2026 (a copy of which is tabled at the EGM and marked ''D'' and signed by the chairman of the EGM for identification purpose) entered into by the Company as issuer and Austrax Securities Limited (formerly known as Innovax Securities Limited) as the placing agent in relation to the placing of up to 50,000,000 new H shares of the Company (the ''**Placing Share(s)**'') at the placing price of HK$0.80 per Placing Share and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

(b) any one Director(s) be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Placing Agreement and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and its shareholders as a whole; and

(c) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in the Placing Shares, the Directors be and are hereby granted a specific mandate which shall entitle the Directors to exercise all the powers of the Company to issue, allot and credit as fully paid, the Placing Shares, on and subject to the terms and conditions of the Placing Agreement, providing that this specific mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.''

Closure of Register of Members and Record Date

For the purpose of determining the eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 24 November 2026 to Friday, 27 November 2026, 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 EGM, 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 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 Monday, 23 November 2026 (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
12 November 2026

As of the date of this notice, the Board comprises Mr. Zhu Ping, Mr. Duan Kejian and Mr. Fan Lei 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 EGM 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 EGM 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 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 EGM. Completion and return of the proxy form will not preclude a Shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wishes.

4. Shareholders shall produce their identification documents when attending the EGM.

5. If a proxy attends the EGM 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 EGM, 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.

6. The EGM is expected to take no more than half a day. Shareholders who attend the EGM (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 EGM.

7. All times refer to Hong Kong local time, except as otherwise stated.