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)

Form of proxy for use at the extraordinary general meeting to be held at 11:30 a.m. on Friday, 27 November 2026 (or any adjournment thereof)

I/We [(1)] _____

of _____

being the registered holder(s) of [(2)] _____

domestics shares/H shares^ of RMB1 each in the share capital of Shanghai Realway Capital Assets Management Co., Ltd. (the "**Company**"), HEREBY APPOINT [(3)]

_____

of _____

or the Chairman of the Meeting as my/our proxy(ies) at the extraordinary general meeting (the "**Meeting**") of the Company to be held at Unit 707, 7th Floor, Century Link Tower 1, No. 1198 Century Avenue, Pudong New District, Shanghai, the PRC at 11:30 a.m. on Friday, 27 November 2026 (or at any adjournment thereof), and to vote at such Meeting or any adjournment thereof in respect of the resolutions set out in the notice of the Meeting as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

	Ordinary resolution [(4)]	**For** [(5)]	**Against** [(5)]	**Abstain** [(5)]
1.	(a) To approve, confirm and ratify the transfer agreement dated 15 June 2026 (as amended and supplemented by a supplemental agreement dated 6 November 2026) (the "**Ningbo Chentao Transfer Agreement**") entered into between the Company and Mr. Liu Kun and the transactions contemplated thereunder. (b) To approve, confirm and ratify 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**") entered into between the Company and Ms. Liu Dongmei and the transactions contemplated thereunder. (c) To authorise any one director(s) of the Company (the "**Director(s)**") 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 [(4)]	**For** [(5)]	**Against** [(5)]	**Abstain** [(5)]
2.	(a) To approve, confirm and ratify the subscription agreement (the "**Subscription Agreement**") dated 14 June 2026 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. (b) To authorise any one Director(s) 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. (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, to grant the Directors 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.	(a) To approve, confirm and ratify the placing agreement (the "**Placing Agreement**") dated 14 June 2026 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. (b) To authorise any one Director(s) 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. (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, to grant the Directors 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.			

^ *Delete the inappropriate*

Dated this _____ day of _____ 2026 Signature [(6)]: _____

Notes:

1. Please insert your full name and address in **BLOCK CAPITAL LETTERS** in the space provided.

2. Please insert the number of domestic shares or H shares to which this proxy form relates in the space provided. If a number is inserted, this proxy form will be deemed to relate only to those shares. If none, this proxy form will be deemed to relate to all such shares registered in your name (whether alone or jointly with others).

3. If any proxy other than the Chairman of the Meeting is preferred, please insert the name and address of the proxy desired in **BLOCK CAPITAL LETTERS** in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.

4. The full text of these resolutions appear in the notice of the Meeting dated 12 November 2026.

5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "ABSTAIN".** Any abstain vote at the Meeting shall be disregarded as voting rights for the purpose of calculating the result of that resolution, but will be counted in the total number of voting shares. Failure to tick any box will entitle your proxy to cast his/her vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.

6. Corporations must execute this proxy form under its seal or under the hand of an officer, attorney or other person authorized to sign the same. If a legal representative is appointed to attend the Meeting, such legal representative shall produce his/her own identity paper and a certified true copy of the resolution of the Board or other governing body of the corporation appointing the legal representative. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**

7. In order to be valid, this proxy form together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney must be lodged with the registrar of H shares of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares) 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 holders of domestic shares) as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the Meeting (or, if the Meeting is adjourned, not less than 24 hours before the time appointed for the holding of the adjourned Meeting).

8. Completion and return of this proxy form shall not preclude you from attending and voting in person at the Meeting should you so wish. If you attend and vote at the Meeting, the authority of your proxy will be deemed to be revoked.

9. In the case of joint holders of a share, if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of joint holding.

10. The Company has absolute discretion to deal with any proxy forms including rejecting any form of proxy which is incomplete, improperly completed, illegible, or where it is difficult to ascertain from it the intention of the shareholder making the appointment or where its contents contradict another form of proxy submitted by or on behalf of the same shareholder.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.