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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 THE FIRST H SHAREHOLDERS' CLASS MEETING
FOR THE YEAR 2020**

NOTICE IS HEREBY GIVEN that the first class meeting for H Shareholders for the year 2020 (the "**H Shareholders' Class Meeting**") of Shanghai Realway Capital Assets Management Co., Ltd. (the "**Company**") will be held at 5/F, Block A, Yuehong Plaza, 88 Hongcao Road, Xuhui District, Shanghai, the People's Republic of China (the "**PRC**"), immediately after the conclusion of the first extraordinary general meeting of the Company for the year 2020 (the "**EGM**") and the first class meeting for Domestic Shareholders of the Company for the year 2020 (the "**Domestic Shareholders' Class Meeting**") to be convened and held on the same date at the same place 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 2 March 2020 (the "**Circular**").

**RESOLUTION TO BE CONSIDERED AND APPROVED
AT THE H SHAREHOLDERS' CLASS MEETING**

By way of special resolution:

1. To consider and approve the Proposed Amendments as set out in Appendix I of the Circular subject to:
 - i. the fulfilment of all the relevant conditions and/or all necessary approvals and/or consents from the relevant PRC authorities and bodies being obtained and/or the procedures as required under the laws and regulations of the PRC being completed; and

- ii. the passing of a special resolution with the same terms as the resolution set out in this resolution at EGM and the Domestic Shareholders' Class Meeting.

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

Shanghai, the PRC
2 March 2020

As of the date hereof, the Board of the Company comprises Mr. Zhu Ping, Mr. Duan Kejian and Ms. Su Yi as executive Directors; Mr. Wang Xuyang and Mr. Cheng Jun as non-executive Directors; and Ms. Yang Huifang, Mr. Shang Jian and Mr. Liu Yunsheng as independent non-executive Directors.

Notes:

1. Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll, except where the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Accordingly, the chairman of the meeting will demand a poll for the resolution proposed at the H Shareholders' Class Meeting pursuant to the Articles of Association.
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 Saturday, 14 March 2020 to Wednesday, 15 April 2020, both days inclusive, during which period no transfer of Shares will be effected. H Shareholders whose names appear on the register of members on Saturday, 14 March 2020 are entitled to attend and vote at the H Shareholders' Class Meeting. Unregistered holders of H Shares of the Company 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 or before 4:30 p.m. on Friday, 13 March 2020. The address of Tricor Investor Services Limited is 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
3. A Shareholder entitled to attend and vote at the H Shareholders' Class Meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not be a Shareholder of the Company.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the Shareholder, the power of attorney or other authorisation document authorising that attorney to sign must be notarised.
5. The form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the H Share registrar of the Company not less than 24 hours before the time for holding the H Shareholders' Class Meeting. Completion and return of the proxy form will not preclude a Shareholder from attending and voting at the meeting in person. Name and address of the H Share registrar of the Company are set out in note 2 above.
6. Shareholders who intend to attend the H Shareholders' Class Meeting in person or by proxy should return the reply slip to the Company's H Share registrar, Tricor Investor Services Limited on or before Thursday, 26 March 2020 by hand or by post.

7. The H Shareholders' Class Meeting is expected to take place immediately after the EGM and the Domestic Shareholders' Class Meeting. Shareholders (in person or by proxy) attending the H Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the meeting shall produce their identity documents. Shareholders of the Company may contact the Investor Relations Department of the Company at (8621) 5212 6818-701 (telephone number) and ir@realwaycapital.com (e-mail) for any enquires in respect of the H Shareholders' Class Meeting.