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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)

**POLL RESULTS OF
THE FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2020,
THE FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING
FOR THE YEAR 2020 AND
THE FIRST H SHAREHOLDERS' CLASS MEETING FOR THE YEAR 2020
AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Reference is made to the circular of Shanghai Realway Capital Assets Management Co., Ltd. (the “**Company**”) dated 2 March 2020 (the “**Circular**”). Unless otherwise defined, the terms used in this announcement shall have the same meanings as defined in the Circular.

The first extraordinary general meeting for the year 2020 (the “**EGM**”), the first class meeting for Domestic Shareholders for the year 2020 (the “**Domestic Shareholders' Class Meeting**”) and the first class meeting for H Shareholders for the year 2020 (the “**H Shareholders' Class Meeting**”) of the Company (collectively, the “**Meetings**”) were held at 5/F, Block A, Yuehong Plaza, 88 Hongcao Road, Xuhui District, Shanghai, the PRC, on Wednesday, 15 April 2020.

The Meetings were convened by the Board and Mr. Zhu Ping, the chairman of the Company, presided over the Meetings. There were no restrictions on any Shareholders when casting votes on the proposed resolutions at the Meetings. The respective convening of the Meetings and their voting processes were all in compliance with applicable laws and regulations including the Company Law of the PRC and the Company's Articles of Association. The Company appointed its H Share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, as the scrutineer of the Meetings.

POLL RESULTS OF THE EGM

As at the date of the EGM, the total number of issued shares of the Company is 153,340,000 Shares, comprising 115,000,000 Domestic Shares and 38,340,000 H Shares, which represent the total number of Shares entitling the holders to attend and vote on the resolution proposed at the EGM. 4 Domestic Shareholders and 2 H Shareholders and their proxies holding an aggregate of 135,628,800 voting Shares attended the EGM, representing 88.4% of the total voting Shares. No Shareholder has abstained from voting on any resolution proposed at the EGM as required by the Listing Rules. There were no Shares entitling its holders to attend but requiring them to abstain from voting in favour of the resolution proposed at the EGM pursuant to Rule 13.40 of the Listing Rules. No Shareholder has stated its intention in the Circular to vote against or to abstain from voting on the proposed resolution.

The Board is pleased to announce that as more than two-thirds of the votes were cast in favour of the following resolution, it was duly passed as a special resolution. The poll results in respect of the resolution were as follows:

Special resolution		Votes (%)		
		For	Against	Abstain
1	<p>To consider and approve the Proposed Amendments as set out in Appendix I of the Circular subject to:</p> <p>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</p> <p>ii. the passing of a special resolution with the same terms as the resolution set out in this resolution at the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting.</p>	135,628,800 (100.0%)	0 (0.0%)	0 (0.0%)

POLL RESULTS OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING

As at the date of the Domestic Shareholders' Class Meeting, the total number of Domestic Share in issue is 115,000,000 shares, which represent the total number of Domestic Shares entitling the holders to attend and vote on the resolution proposed at the Domestic Shareholders' Class Meeting. 4 Domestic Shareholders and their proxies holding an aggregate of 115,000,000 Domestic Shares with voting right attended the Domestic Shareholders' Class Meeting, representing 100% of the total Domestic Shares with voting right. No Shareholder has abstained from voting on any resolution proposed at the Domestic Shareholders' Class Meeting as required by the Listing Rules. There were no Domestic Shares entitling its holders to attend but requiring them to abstain from voting in favour of the resolution proposed at the Domestic Shareholders' Class Meeting pursuant to Rule 13.40 of the Listing Rules. No Shareholder has stated its intention in the Circular to vote against or to abstain from voting on the proposed resolution.

The Board is pleased to announce that as more than two-thirds of the votes were cast in favour of the following resolution, it was duly passed as a special resolution. The poll results in respect of the resolution were as follows:

Special resolution		Votes (%)		
		For	Against	Abstain
1	<p>To consider and approve the Proposed Amendments as set out in Appendix I of the Circular subject to:</p> <p>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</p> <p>ii. the passing of a special resolution with the same terms as the resolution set out in this resolution at the EGM and the H Shareholders' Class Meeting.</p>	115,000,000 (100.0%)	0 (0.0%)	0 (0.0%)

POLL RESULTS OF THE H SHAREHOLDERS' CLASS MEETING

As at the date of the H Shareholders' Class Meeting, the total number of H Share in issue is 38,340,000 shares, which represent the total number of H Shares entitling the holders to attend and vote on the resolution proposed at the H Shareholders' Class Meeting. 2 H Shareholders and their proxies holding an aggregate of 20,628,800 H Shares with voting right attended the H Shareholders' Class Meeting, representing 53.8% of the total H Shares with voting right. No Shareholder has abstained from voting on any resolution proposed at the H Shareholders' Class Meeting as required by the Listing Rules. There are no H Shares entitling its holders to attend but requiring them to abstain from voting in favour of the resolution proposed at the H Shareholders' Class Meeting pursuant to Rule 13.40 of the Listing Rules. No Shareholder has stated its intention in the Circular to vote against or to abstain from voting on the proposed resolution.

The Board is pleased to announce that as more than two-thirds of the votes were cast in favour of the following resolution, it was duly passed as a special resolution. The poll results in respect of the resolution were as follows:

Special resolution		Votes (%)		
		For	Against	Abstain
1	<p>To consider and approve the Proposed Amendments as set out in Appendix I of the Circular subject to:</p> <p>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</p> <p>ii. the passing of a special resolution with the same terms as the resolution set out in this resolution at the EGM and the Domestic Shareholders' Class Meeting.</p>	20,628,800 (100.0%)	0 (0.0%)	0 (0.0%)

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The special resolutions in relation to the proposed amendments to the Articles of Association were approved by the Shareholders at the Meetings. The amendments to the Articles of Association will become effective after the date on which Domestic Shares are converted into overseas listed shares and listed for trading on the Main Board of the Stock Exchange of Hong Kong Limited upon the approval by relevant authorities in Hong Kong and in the PRC.

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
15 April 2020

As of the date hereof, the Board 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.