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If you are in any doubt as to any aspect of this circular or as to what action to take in relation to this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shanghai Realway Capital Assets Management Co., Ltd.**, you should at once hand this circular, together with the enclosed proxy form and reply slip, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

- (1) REPORT OF THE BOARD OF DIRECTORS**
- (2) REPORT OF THE SUPERVISORY COMMITTEE**
- (3) AUDITED CONSOLIDATED FINANCIAL STATEMENTS**
- (4) ANNUAL REPORT**
- (5) ANNUAL FINANCIAL BUDGET**
- (6) RE-ELECTION OF RETIRING DIRECTOR**
- (7) REMUNERATION OF DIRECTORS AND SUPERVISORS**
- (8) RE-APPOINTMENT OF AUDITORS**
- (9) GENERAL MANDATE TO ISSUE SHARES**
- AND**
- (10) NOTICE OF ANNUAL GENERAL MEETING**

Notice convening the Annual General Meeting of Shanghai Realway Capital Assets Management Co., Ltd. to be held at Unit 706-707, 7th Floor, Century Link Tower 1, No.1198 Century Avenue, Pudong New District, Shanghai on Friday, 30 June 2023 at 1:00 p.m. is set out on pages 9 to 12 of this circular. Reply slip and proxy form for use at the Annual General Meeting are also enclosed with this circular. Such reply slip and proxy form are also published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.realwaycapital.com>). Shareholders who intend to attend the Annual General Meeting in person or by proxy shall complete and return the reply slip in accordance with the instructions printed thereon on or before Friday, 9 June 2023. Shareholders who intend to appoint a proxy to attend the Annual General Meeting shall complete and return the enclosed proxy forms in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

15 May 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

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| “AGM” or “Annual General Meeting” | the annual general meeting of the Company to be held at Unit 706–707, 7th Floor, Century Link Tower 1, No.1198 Century Avenue, Pudong New District, Shanghai on Friday, 30 June 2023 at 1:00 p.m., or any adjournment thereof, the notice of which is set out on pages 9 to 12 of this circular |
| “Annual Report” | the annual report of the Company for the year ended 31 December 2022, which was published on the websites of the Stock Exchange (https://www.hkexnews.hk) and the Company (https://www.realwaycapital.com), and dispatched to the Shareholders |
| “Articles of Association” | the articles of association of the Company, as amended from time to time |
| “Board” | the board of Directors |
| “China” or the “PRC” | the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region and Taiwan |
| “Company” | Shanghai Realway Capital Assets Management Co., Ltd., a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange |
| “CSRC” | China Securities Regulatory Commission |
| “Director(s)” | the director(s) of the Company |
| “Domestic Share(s)” | ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi |
| “Domestic Shareholder(s)” | holder(s) of the Domestic Shares |
| “Financial Budget” | the annual financial budget of the Company for the year ending 31 December 2023 |
| “Financial Statements” | the audited consolidated financial statements of the Group and the auditor’s report for the year ended 31 December 2022 |
| “Group” | the Company and its subsidiaries |

DEFINITIONS

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| “H Share(s)” | overseas-listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed on the Stock Exchange |
| “H Shareholder(s)” | holder(s) of the H Shares |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Dollars” or “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Issue Mandate” | a general mandate proposed to be granted to the Board by the Shareholders at the AGM to, at any time during the period specified in the relevant resolutions set out in the notice of AGM, issue Domestic Shares and/or H Shares which in aggregate shall represent no more than 20% of the Shares of the respective class in issue as at the date of passing such resolutions |
| “Latest Practicable Date” | 5 May 2023, being the latest practicable date for ascertaining certain information referred to in this circular prior to the printing of this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Report of the Board” | the report of the Board as set out in the Annual Report |
| “Report of the Supervisory Committee” | the report of the Supervisory Committee as set out in the Annual Report |
| “Retiring Director” | the Director retiring at the AGM and, being eligible, offering himself for re-election at the AGM in accordance with the Articles of Association and the Listing Rules |
| “RMB” or “Renminbi” | Renminbi, the lawful currency of the PRC |
| “Share(s)” | H Share(s) and/or Domestic Share(s) |
| “Shareholder(s)” | holder(s) of Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Supervisor(s)” | supervisor(s) of the Company |
| “Supervisory Committee” | the supervisory committee of the Company |
| “%” | percentage ratio |

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhu Ping
Mr. Duan Kejian
Ms. Chen Min

Principal Place of Business in the PRC:

Unit 706–707, 7th Floor
Century Link Tower 1
No.1198 Century Avenue
Pudong New District
Shanghai

Non-executive Directors:

Mr. Cheng Jun
Mr. Wang Xuyang

Principal Place of Business in Hong Kong:

Unit B, 26th Floor
235 Wing Lok Street Trade Centre
235 Wing Lok Street
Hong Kong

Independent Non-executive Directors:

Mr. Shang Jian
Ms. Yang Huifang
Mr. Zhu Hongchao

15 May 2023

To the Shareholders

Dear Sir/Madam,

- (1) REPORT OF THE BOARD OF DIRECTORS**
- (2) REPORT OF THE SUPERVISORY COMMITTEE**
- (3) AUDITED CONSOLIDATED FINANCIAL STATEMENTS**
- (4) ANNUAL REPORT**
- (5) ANNUAL FINANCIAL BUDGET**
- (6) RE-ELECTION OF RETIRING DIRECTOR**
- (7) REMUNERATION OF DIRECTORS AND SUPERVISORS**
- (8) RE-APPOINTMENT OF AUDITORS**
- (9) GENERAL MANDATE TO ISSUE SHARES**
- AND**
- (10) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

LETTER FROM THE BOARD

At the AGM, resolutions will be proposed to consider and, if thought fit, approve:

as ordinary resolutions:

- (i) the Report of the Board;
- (ii) the Report of the Supervisory Committee;
- (iii) the Financial Statements;
- (iv) the Annual Report;
- (v) the Financial Budget;
- (vi) the re-election of Retiring Director;
- (vii) the authorisation for the Board to determine the remuneration of Directors and Supervisors; and
- (viii) the re-appointment of the Company's auditors and authorisation for the Board to determine the remuneration of the auditors.

as special resolution:

- (ix) the Issue Mandate.

REPORT OF THE BOARD

The text of the Report of the Board is set out in the section headed "Directors' Report" in the Annual Report.

The Report of the Board was considered and approved by the Board on 30 March 2023. An ordinary resolution will be proposed at the AGM to consider and, if thought fit, approve the Report of the Board.

REPORT OF THE SUPERVISORY COMMITTEE

The Report of the Supervisory Committee is set out in the section headed "Supervisors' Report" in the Annual Report.

The Report of the Supervisory Committee was considered and approved by the Supervisory Committee on 30 March 2023. An ordinary resolution will be proposed at the AGM to consider and, if thought fit, approve the Report of the Supervisory Committee.

LETTER FROM THE BOARD

FINANCIAL STATEMENTS

Please refer to the Financial Statements as set out in the Annual Report.

The Financial Statements were considered and approved by the Board on 30 March 2023. An ordinary resolution will be proposed at the AGM to consider and, if thought fit, approve the Financial Statements.

ANNUAL REPORT

The Annual Report was considered and approved by the Board on 30 March 2023. An ordinary resolution will be proposed at the AGM to consider and, if thought fit, approve the Annual Report.

FINANCIAL BUDGET

Through comprehensive consideration of the economic situation, financial environment and the development trend of the industry over the past three years, and based on thorough analysis and wide consultations, the proposed Financial Budget for the year ending 31 December 2023 is as follows:

The upper limit for operating costs (excluding taxes, surcharges and non-operating expenses) shall be RMB60 million.

The Financial Budget for the year ending 31 December 2023 was considered and approved by the Board on 30 March 2023. An ordinary resolution will be proposed at the AGM to consider and, if thought fit, approve the Financial Budget.

RE-ELECTION OF RETIRING DIRECTOR

Article 137 of the Articles of Association provides that any person appointed as a Director by the Board shall only serve his/her office till the next annual general meeting and shall be eligible for re-election at such meeting. Accordingly, the term of office of Mr. Zhu Hongchao, being an independent non-executive Director so appointed on 1 July 2022 shall expire at the AGM and being eligible, Mr. Zhu Hongchao will offer himself for re-election at the AGM.

The nomination committee of the Company (“**Nomination Committee**”) has also recommended to the Board that Mr. Zhu Hongchao is eligible for re-election.

The Nomination Committee had reviewed the overall contribution and services of Mr. Zhu Hongchao to the Company and letter of confirmation of independence pursuant to Rule 3.13 of the Listing Rules given by Mr. Zhu Hongchao, and was of the view that Mr. Zhu Hongchao met the independence guidelines set out in Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

Based on the board diversity policy and the director nomination policy of the Company, the Nomination Committee considered that Mr. Zhu Hongchao is a suitable candidate as an independent non-executive Director and can contribute to the diversity of the Board based on his background, experience and commitment to devote sufficient time to the Company. Mr. Zhu Hongchao's educational background, and nearly 40 years of valuable work experience in the legal profession has brought valuable insight to the Board and, will contribute to ensuring that the interests of the Shareholders are taken into account and that relevant issues are subject to objective consideration by the Board. The Board believes that they could make good use of the skill, knowledge, industry experience, professional experience and educational background of Mr. Zhu Hongchao.

An ordinary resolution will be proposed at the AGM to consider and, if thought fit, approve the re-election of Mr. Zhu Hongchao as an independent non-executive Director for a term of three years commencing upon 1 July 2022. The biographical details of Mr. Zhu Hongchao proposed to be re-elected at the AGM are set out in Appendix I to this circular.

REMUNERATION OF DIRECTORS AND SUPERVISORS

An ordinary resolution will be proposed at the AGM to consider and, if thought fit, authorise the Board to determine the remuneration of Directors and Supervisors.

RE-APPOINTMENT OF THE COMPANY'S AUDITORS

An ordinary resolution will be proposed at the AGM to consider and, if thought fit, approve the proposed re-appointment of Ernst & Young as the auditor of the Company, which will hold office until the conclusion of the next annual general meeting of the Company and the authorisation to the Board to fix their remuneration for the year ending 31 December 2023.

GENERAL MANDATE TO ISSUE SHARES

To ensure that flexibility and discretion are given to the Directors to issue new Shares when they consider appropriate, a special resolution will be proposed at the AGM to grant a general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Domestic Shares and/or H Shares in aggregate representing not more than 20% of their respective numbers in issue on the date of passing of the resolutions in relation to the Issue Mandate:

- (a) subject to paragraph (b) below and in accordance with the relevant requirements of the Listing Rules, the Articles of Association and the relevant laws and regulations of the PRC, the exercise by the Board during the Relevant Period (as defined below) of all the powers of the Company to determine and implement specific issue plan, consider and approve the agreements relating to the issue of Shares, consider and approve all documents to be submitted to the relevant authorities and perform all necessary procedures, approve the corresponding increase in the registered capital of the Company, make corresponding amendments to the Articles of Association and complete relevant mandatory registration and filing procedures, and determine other issues relating to the issue of Shares;

LETTER FROM THE BOARD

- (b) for the purpose of this resolution, “**Relevant Period**” means the period from (and including) the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution at the AGM;
 - (ii) the expiration of a 12-month period following the passing of the relevant resolution at the AGM; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by passing of a special resolution at a general meeting of the Company; and
- (c) such mandate to the Board to make or grant offer proposals, agreements or options to issue Domestic Shares and/or H Shares shall not extend beyond the Relevant Period, other than in the case of the making or granting of offer proposals, agreements or options by the Board during the Relevant Period which might require the performance or exercise of such powers after the expiry of the Relevant Period.

As at the Latest Practicable Date, the issued share capital of the Company comprised 115,000,000 Domestic Shares and 38,340,000 H Shares. Subject to the passing of the special resolution for the grant of the Issue Mandate and assuming that no further Shares will be issued or repurchased after the Latest Practicable Date and up to the date of the AGM, a maximum of 23,000,000 Domestic Shares and 7,668,000 H Shares may be separately or concurrently allotted, issued and/or dealt with by the Company under the direction of the Board pursuant to the Issue Mandate.

The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

AGM AND PROXY ARRANGEMENT

The proxy forms and the reply slips for use at the AGM are enclosed with this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying proxy forms in accordance with the instructions printed thereon. For H Shareholders, the proxy forms should be returned to the Company’s H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. For Domestic Shareholders, the proxy forms should be returned to the Company’s principal place of business in the PRC at Unit 706–707, 7th Floor, Century Link Tower 1, No. 1198 Century Avenue, Pudong New District, Shanghai, the PRC, 200122 by personal delivery or by post not less than 24 hours before the time fixed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish. If you intend to attend the AGM in person or by proxy, you are required to complete and return the accompanying reply slip to the Company’s H Share Registrar, Tricor Investor Services Limited (for H Shareholders) or to the Company’s principal place of business in the PRC (for Domestic Shareholders) on or before Friday, 9 June 2023.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE FOR THE AGM

For determining the entitlement to attend and vote at the AGM, the registers of members of the Company will be closed from Wednesday, 31 May 2023 to Friday, 30 June 2023, both dates inclusive, during which period no transfer of Shares of the Company will be registered. Shareholders who are entitled to attend and vote at the above meeting are those whose names appear on the registers of members of the Company as at the close of business on Friday, 30 June 2023. In order to be eligible to attend and vote at the AGM, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with Company's H Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders) or to the Company's principal place of business in the PRC at Unit 706-707, 7th Floor, Century Link Tower 1, No. 1198 Century Avenue, Pudong New District, Shanghai, the PRC (for Domestic Shareholders) no later than 4:30 p.m. on Tuesday, 30 May 2023 (Hong Kong time) for registration.

VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the AGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the AGM.

RECOMMENDATION

The Board considers that all the resolutions proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of these proposed resolutions at the AGM.

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

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING
TO BE HELD ON 30 JUNE 2023**

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**AGM**”) 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, 30 June 2023 at 1:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2022.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2022.
3. To consider and approve the audited consolidated financial statements of the Company and the auditor’s report for the year ended 31 December 2022.
4. To consider and approve the annual report of the Company for the year ended 31 December 2022.
5. To consider and approve the annual financial budget of the Company for the year ending 31 December 2023.
6. To re-elect Mr. Zhu Hongchao as an independent non-executive Director.
7. To authorise the Board to determine the remuneration of the Directors and supervisors of the Company.
8. To consider and approve the re-appointment of Ernst & Young, certified public accountants, as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine their remuneration for such period.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

9. **“THAT:**

- (1) Subject to the conditions set out in paragraphs (3) and (4) below and the requirements of the relevant laws of the People’s Republic of China (the “**PRC**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of the Company (as amended from time to time) (the “**Articles of Association**”), the Board be granted a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with new shares of the Company (“**Share(s)**”) during the Relevant Period (as defined below) and to determine the terms and conditions for the allotment and issue of new Shares.
- (2) The approval in paragraph (1) above shall authorise the Board to, during the Relevant Period, make or grant proposals, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period.
- (3) The number of new domestic shares (“**Domestic Shares**”) and new H Shares (“**H Shares**”) of the Company allotted, issued and dealt with by the Board pursuant to the approval in paragraph (1) shall not exceed 20% of the respective number of Share of the same class in issue as at the date of the passing of this resolution.
- (4) In exercising the powers granted in paragraph (1), the Board must (a) comply with the requirements of the relevant PRC laws, the Listing Rules and the Articles of Association (as amended from time to time); and (b) obtain approval from China Securities Regulatory Commission and other relevant PRC government departments.
- (5) For the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (a) the expiration of the 12-month period following the passing of this resolution;
 - (b) the conclusion of the next annual general meeting of the Company as required by law or the Articles of Association to be held; or
 - (c) the revocation or variation of the mandate granted under this resolution by passing of a special resolution at a general meeting of the Company.
- (6) The Board, subject to the approval of the relevant authorities of the PRC and in accordance with the relevant PRC laws, be authorised to increase the registered capital of the Company to the required amount upon the exercise of the powers granted under paragraph (1) above.

NOTICE OF ANNUAL GENERAL MEETING

- (7) The Board be authorised to, in accordance with the relevant requirements of the Listing Rules, the Articles of Association and the relevant laws and regulations of the PRC, exercise during the Relevant Period all the powers of the Company to determine and implement specific issue plan, consider and approve the agreements relating to the issue of Shares, consider and approve all documents to be submitted to the relevant authorities and perform all necessary procedures, approve the corresponding increase in the registered capital of the Company, make corresponding amendments to the Articles of Association and complete all relevant mandatory registration and filing procedures, and determine other issues relating to the issue of Shares pursuant to the powers granted to the Board under paragraph (1) above.

Closure of Register of Members

For the purpose of determining the eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 31 May 2023 to Friday, 30 June 2023, 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 AGM, 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 706–707, 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 Tuesday, 30 May 2023 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
15 May 2023

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.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All votes on the resolutions at the AGM will be taken by poll 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 AGM 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 706–707, 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 AGM. Completion and return of the proxy form will not preclude a Shareholder from attending and voting at the AGM or any adjourned meeting thereof should he/she so wishes.
4. Shareholders who intend to attend the AGM (in person or by proxy) shall complete and return the reply slip for the AGM by hand or by post to the Company’s H Share Registrar, Tricor Investor Services Limited (for holders of H Shares) or the Company’s principal place of business in the PRC (for holders of Domestic Shares) on or before Friday, 9 June 2023.
5. Shareholders shall produce their identification documents when attending the AGM.
6. If a proxy attends the AGM 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 AGM, 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.
7. The AGM is expected to take no more than half a day. Shareholders of the Company who attend the AGM (in person or by proxy) shall bear their own travelling and accommodation expenses. Shareholders of the Company 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 AGM.
8. All times refer to Hong Kong local time, except as otherwise stated.

The biographical details of Mr. ZHU Hongchao who will offer himself for re-election at the AGM are set out below for Shareholders' information:

Mr. ZHU Hongchao (朱洪超) (“**Mr. Zhu**”), aged 63, was appointed as an independent non-executive Director, the chairman of the remuneration committee of the Company, and a member of the audit committee of the Company on 1 July 2022. He served as a lawyer at Shanghai First Law Firm (上海市第一律師事務所) from July 1983 to June 1986. He has been acting as the director and senior partner of Shanghai United Law Firm (上海市聯合律師事務所) from June 1986 to March 2021. From 1994 to 2018, Mr. Zhu served as the vice president of All China Lawyers Association, and the president and the chief supervisor of Shanghai Bar Association. Mr. Zhu currently serves as an arbitrator of Shanghai International Economic and Trade Arbitration Commission (Shanghai International Arbitration Centre) and Shanghai Arbitration Commission and a part-time professor of East China University of Political Science and Law.

Currently, Mr. Zhu holds directorships in the following listed companies: an independent director of Jupai Holdings Limited (a company with its shares listed on New York Stock Exchange (“**NYSE**”) before July 2022, stock code: JP) since June 2015; an independent director of Leju Holdings Limited (a company with its shares listed on NYSE, stock code: LEJU) since March 2017; an independent non-executive director of E-House (China) Enterprise Holdings Limited (a company with its shares listed on Hong Kong Stock Exchange, stock code: 2048) since July 2018; an independent non-executive director of Haitong Securities Co., Ltd. (a company with its shares listed on Shanghai Stock Exchange (“**SSE**”) and Hong Kong Stock Exchange, stock code: 600837 and 6837 respectively) since June 2019; an independent director of Shanghai Hysea Industrial Communications Co., Ltd. (上海海希工業通訊股份有限公司) (a company with its shares listed on Beijing Stock Exchange, stock code: 831305) since July 2020; an independent non-executive director of Sansheng Holdings (Group) Co. Ltd. (a company with its shares listed on Hong Kong Stock Exchange, stock code: 2183) since February 2021; an independent director of Shanghai Bailian Group Co., Ltd. (上海百聯集團股份有限公司) (a company with its shares listed on SSE, stock code: 600827) since June 2021; and an independent director of Bright Real Estate Group Co., Ltd. (光明房地產集團股份有限公司) (a company with its shares listed on SSE, stock code: 600708) since August 2021.

Mr. Zhu was also an independent director of Wonders Information Co., Ltd. (a company with its shares listed on Shenzhen Stock Exchange, stock code: 300168) from December 2013 to October 2019, and an independent non-executive director of Chiho Environmental Group Limited (a company with its shares listed on Hong Kong Stock Exchange, stock code: 0976) from April 2018 to February 2020.

Mr. Zhu received his bachelor's degree in law from the branch of Fudan University in 1983 and his master's degree in foreign legal history from Fudan University in July 1996. In 1993, he was qualified by the CSRC to engage in securities law practice.

Mr. Zhu has entered into a letter of appointment with the Company under which he acts as an independent non-executive Director of the Company for a fixed term of three years commencing on 1 July 2022, which can be terminated by either party by giving one month's

prior written notice, subject to retirement by rotation and re-election at least once every three years in accordance with the Articles of Association. The director's fee payable to him is fixed at the rate of RMB10,000 per month, payable per month which has been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Mr. Zhu has confirmed his independency pursuant to Rule 3.13 of the Listing Rules.

Mr. Zhu holds directorships in more than seven listed companies (including the Company). However, the Board is of the view that Mr. Zhu would be able to devote sufficient time to the Board on the following basis: (i) based on the review of the publicly available information, Mr. Zhu has a high attendance rate for general meetings, board meetings and board committee meetings of the other listed companies of which he is a director; (ii) as an independent non-executive director or an independent director of the Company and other listed companies, Mr. Zhu is mainly involved in the provision of strategic and independent advice to the management and review of the companies' businesses from an independent perspective instead of participating in the day-to-day management of the companies; (iii) Mr. Zhu has undertaken to devote sufficient time to attend to the affairs of the Company; and (iv) Mr. Zhu has extensive experience as a director of listed companies, and his background, experience and qualifications indicate that Mr. Zhu can manage his time to meet the needs. Taking into account the above factors, the Board is of the view that notwithstanding that Mr. Zhu holds directorships in more than seven listed companies, he would be able to devote sufficient time to fulfill his duties as an independent non-executive Director of the Company.

Save as disclosed above, Mr. Zhu (i) has not held any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other position in any member of the Group; (iii) does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) in the shares of the Company.

Save as disclosed above, the Board is not aware of any other information that should be disclosed in respect of Mr. Zhu pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.