



瑞威資本
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 annual general meeting to be held at
1:00 p.m. on Friday, 24 May 2019 (or any adjournment thereof)**

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ Domestic 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 prox(ies) at the annual general meeting (the "Meeting") of the Company to be held at
5/F, Block A, Yuehong Plaza, 88 Hongcao Road, Xuhui District, Shanghai, PRC at 1:00 p.m. on Friday, 24 May 2019 (or at any
adjournment thereof), and to vote at such Meeting or any adjournment thereof in respect of the resolution 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 resolutions | | For ⁽⁵⁾ | Against ⁽⁵⁾ | Abstain ⁽⁵⁾ |
|----------------------|--|--------------------|------------------------|------------------------|
| 1. | To consider and approve the reports of the directors for the year ended 31 December 2018. | | | |
| 2. | To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2018. | | | |
| 3. | To consider and approve the audited consolidated financial statements of the Company and the report of the auditors for the year ended 31 December 2018. | | | |
| 4. | To consider and approve the annual report of the Company for the year ended 31 December 2018. | | | |
| 5. | To consider and approve the annual financial budget of the Company for the year ending 31 December 2019. | | | |
| 6. | To authorise the Board to determine the remuneration of the Directors and supervisors. | | | |
| 7. | To re-appoint Ernst & Young, certified public accountants, as the auditors of the Company and to authorise the board of Directors to fix their remuneration. | | | |
| 8. | To consider and approve the final dividend distribution plan for the year ended 31 December 2018. | | | |
| Special resolutions | | | | |
| | To consider and approve resolution in relation to the grant of a general mandate to the Board of the Company to issue new H Shares and Domestic Shares of the Company. | | | |

^ Delete the inappropriate

Dated this _____ day of _____ 2019 Signature: _____

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 CAPITALS 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 and all other resolutions appears in the notice of the Meeting dated 3 April 2019.
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 vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Annual General Meeting other than those referred to in the notice convening the Annual General 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 of directors 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 to the registrar of H Shares of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for holders of H Shares) or to the Company at at 5/F, Block A, Yuehong Plaza, 88 Hongcao Road, Xuhui 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 AGM (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 be 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.