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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)

INSIDE INFORMATION THE ENTERING INTO OF THE COOPERATION FRAMEWORK AGREEMENT

This announcement is made by Shanghai Realway Capital Assets Management Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (“**Directors**”) of the Company is pleased to announce that on 6 September 2019 (after trading hours), the Company entered into a non-legally binding cooperation framework agreement (the “**Cooperation Framework Agreement**”) with Sichuan Fortune Enterprise Reorganisation Investment Ltd.* (四川富潤企業重組投資有限責任公司) (“**SC Fortune**”).

Pursuant to the Cooperation Framework Agreement, the Company and SC Fortune will form a strategic partnership (the “**Strategic Partnership**”) and cooperate by means of the followings:

(i) Share acquisition

It is currently expected that SC Fortune may become a strategic investor of the Company by acquiring such number of Domestic Shares of the Company which would represent 20% of the total issued share capital of the Company from the Company's existing shareholder(s) (the “**Share Acquisition**”). The consideration for the Share Acquisition will be subject to separate arm's length negotiations between the parties.

(ii) **Business cooperation**

Upon the completion of the Share Acquisition, the Company and SC Fortune will cooperate strategically (the “**Business Cooperation**”) in the relevant business segments to make contributions towards the reform of state-owned enterprises, the optimisation of state-owned resources allocation and the economic development in the Sichuan Province of the People’s Republic of China (the “**PRC**”).

To the best of the knowledge, information and belief of the Directors, and having made all reasonable enquiries, SC Fortune and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined under the Listing Rule).

The Board believes that the entering into of the Business Cooperation would be in the ordinary and usual course of business of the Group and the terms of the Cooperation Framework Agreement were arrived at after arm’s length negotiations and are on normal commercial terms and are fair and reasonable.

INFORMATION OF THE GROUP

The Group is a PRC-based asset management company specialising in the management of real estate investment funds in China. The Company is a registered private investment fund manager under the Asset Management Association of China and is one of the first private fund management companies in the PRC listed on The Stock Exchange of Hong Kong Limited. The fund portfolio of the Group covers commercial real estate projects, distressed assets projects, and urbanisation and redevelopment projects. The Group focuses on managing investment funds which invest in real estate assets and its managed funds have been invested in a number of real estate projects in municipalities and first-tier cities in the PRC.

INFORMATION OF SC FORTUNE

SC Fortune was established in 2005 by Sichuan Provincial State-owned Assets Supervision and Administration Commission (“**Sichuan SASAC**”) as an investment institution specialising in capital management to promote the reform of state-owned enterprises in Sichuan Province and to optimise the state-owned resources allocation. SC Fortune is jointly owned by Sichuan SASAC and Sichuan Provincial Investment Group Co., Limited (being a company wholly owned by Sichuan SASAC). The principal business of SC Fortune includes investment banking, investment management and asset management. SC Fortune is also engaged in the acquisition and disposal of distressed assets.

REASONS FOR AND BENEFITS OF ENTERING INTO THE COOPERATION FRAMEWORK AGREEMENT

As disclosed in the Group's interim results announcement for the six months ended 30 June 2019, for the purpose of achieving professional management of both real estate assets and industry specific assets of various sectors, the Group intends to separate the management of real estate assets from the management of industry specific assets of various sectors by utilising the Group's professional capabilities in asset management and cooperating with large-scale enterprises in the field of real estate investment funds management. The Group will focus on regional strategic industries to promote regional economic transformation and development.

The Directors believe that the Strategic Partnership would (i) bring an integration of the resources of the Company and SC Fortune; (ii) encourage new business opportunities for the Group; and (iii) enhance the market shares of the Group's asset management business. The Directors therefore believe that the Strategic Partnership under the Cooperation Framework Agreement is in the best interests of the Company and its shareholders as a whole.

The Board wishes to emphasise that the Cooperation Framework Agreement merely provides a framework for further negotiation between the Company and SC Fortune. The terms of cooperation contemplated under the Cooperation Framework Agreement are subject to the terms of the definitive agreement(s) which the Company and SC Fortune may subsequently enter into from time to time. As at the date of this announcement, no legally binding agreement in relation to such cooperation has been entered into. Further announcement will be made by the Company in accordance with the requirements of Listing Rules as and when appropriate. Shareholders and investors of the Company are urged to exercise caution when dealing in the securities of the Company.

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
6 September 2019

As of the date of this announcement, the board of directors 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.

* *For identification purposes only*