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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)**

## **CLARIFICATION ANNOUNCEMENT IN RESPECT OF THE USE OF NET PROCEEDS**

Reference is made to the annual report for the year ended 31 December 2018 (the “**2018 Annual Report**”) and the interim report for the six months ended 30 June 2019 (the “**2019 Interim Report**”) in relation to the use of net proceed from the Listing. Unless otherwise stated herein, capitalised terms used in this announcement shall have the meanings as those defined in the 2018 Annual Report and the 2019 Interim Report.

The Company would like to clarify that the table as set out in the sub-section headed “Proceeds from the Listing” in the section headed “Management Discussion and Analysis” of the 2018 Annual Report and 2019 Interim Report have to be amended as follows in which the amended words and figures are highlighted with italic and underline for ease of reference:

# CLARIFICATION AND AMENDMENTS OF THE PUBLISHED REPORTS OF THE COMPANY

## (1) 2018 Annual Report

Total net proceeds of approximately HK\$183.7 million (equivalent to approximately RMB161.0 million <i>as at 31 December 2018</i> )	Allocated net proceeds from the Listing <i>as at 31 December 2018</i> (RMB'000)	Utilised net proceeds from the Listing <i>up to 22 March 2019</i> (RMB'000)	Utilisation rate	<i>Unutilised net proceeds from the Listing</i> (RMB'000)
— <b>Setting up new FOFs</b>	96,565	<u>68,400</u>	<u>70.8%</u>	<u>28,165</u> <sup>(note 2)</sup>
(i) FOF IX <sup>(note 1)</sup>		48,000		
(ii) FOF VIII (as defined in the Prospectus)		20,000		
(iii) <u>Exchange loss</u>		<u>400</u> <sup>(note 4)</sup>		
— <b>Geographical expansion of the Group's business in the PRC</b>	48,283	<u>33,888</u>	<u>70.2%</u>	<u>14,395</u> <sup>(note 3)</sup>
(i) Contribution to Realway Capital Assets Management (Beijing) Co., Ltd.* (北京瑞威資產管理有限公司)		13,000		
(ii) Contribution to Realway Capital Asset Management (Xi'an) Co., Ltd.* (西安瑞威資產管理有限公司)		8,000		
(iii) Contribution to Realway Capital Assets Management (Guangzhou) Co., Ltd.* (廣州瑞威資產管理有限公司)		6,300		
(iv) Contribution to Realway Capital Business Consultancy (Hangzhou) Co., Ltd.* (杭州瑞威商務諮詢有限公司)		6,300		
(v) <u>Exchange loss</u>		<u>288</u> <sup>(note 4)</sup>		
— <b>Funding for working capital and other general corporate purposes</b>	16,094	<u>16,094</u> <sup>(note 5)</sup>	<u>100%</u>	<u>N/A</u>

Notes:

1. FOF IX represents Hangzhou Fuyang Huirong Investment Management Partnership (Limited Partnership), which was a FOF set up and co-managed by the Group in the form of limited partnership in January 2019.
2. Such amount of unutilised net proceeds from the Listing will be used for setting up a new FOF in the second half of 2019.
3. Such amount of unutilised net proceeds from the Listing will be used for establishing subsidiaries in Chongqing, Xi'an and Hong Kong in 2019.
4. The Company incurred exchange loss was mainly due to the appreciation of Renminbi from January 2019 to March 2019 as compared with Renminbi exchange rate as at 31 December 2018.
5. The Company incurred exchange loss amounted approximately RMB0.1 million for the working capital need from January to March 2019.

## (2) 2019 Interim Report

Total net proceeds of approximately HK\$183.7 million (equivalent to approximately RMB161.0 million <u>as at 31 December 2018</u> )	Allocated net proceeds from the Listing <u>as at 31 December 2018</u> (RMB'000)	Utilised net proceeds from the Listing up to 30 June 2019 (RMB'000)	Utilisation rate	<u>Unutilised net proceeds from the Listing up to 30 June 2019</u> (RMB'000)
— <b>Setting up new FOFs</b>	96,565	<u>68,400</u>	<u>70.8%</u>	<u>28,165</u> <sup>(note 3)</sup>
(i) FOF IX <sup>(note 1)</sup>		48,000		
(ii) FOF VIII (as defined in the Prospectus)		20,000		
(iii) <u>Exchange loss</u>		<u>400</u> <sup>(note 4)</sup>		
— <b>Geographical expansion of the Group's business in the PRC</b>	48,283	<u>48,283</u>	<u>100%</u>	<u>N/A</u>
(i) Contribution to Realway Capital Assets Management (Beijing) Co., Ltd.* (北京瑞威資產管理有限公司)		13,000		
(ii) Contribution to Realway Capital Asset Management (Xi'an) Co., Ltd.* (西安瑞威資產管理有限公司)		10,000		

<b>Total net proceeds of approximately HK\$183.7 million (equivalent to approximately RMB161.0 million <i>as at 31 December 2018</i>)</b>	<b>Allocated net proceeds from the Listing <i>as at 31 December 2018</i></b> (RMB'000)	<b>Utilised net proceeds from the Listing up to 30 June 2019</b> (RMB'000)	<b>Utilisation rate</b>	<b><i>Unutilised net proceeds from the Listing up to 30 June 2019</i></b> (RMB'000)
(iii) Contribution to Realway Capital Assets Management (Guangzhou) Co., Ltd.* (廣州瑞威資產管理有限公司)		6,300		
(iv) Contribution to Realway Capital Business Consultancy (Hangzhou) Co., Ltd.* (杭州瑞威商務諮詢有限公司)		6,300		
(v) Contribution to Chongqing Realway Equity Investment Fund Management Co., Ltd.* (重慶瑞威股權投資基金管理有限公司)		8,000		
(vi) Contribution to Realway (Hong Kong) Assets Management Limited* (瑞威(香港)資產管理有限公司)		4,272 <sup>(note 2)</sup>		
(vii) <i>Exchange loss</i>		<u>411</u> <sup>(note 4)</sup>		
<b>— Funding for working capital and other general corporate purposes</b>	16,094	<u>16,094</u> <sup>(note 5)</sup>	<u>100%</u>	<u>N/A</u>

*Notes:*

- FOF IX represents Hangzhou Fuyang Huirong Investment Management Partnership (Limited Partnership), which was a FOF set up and co-managed by the Group in the form of limited partnership in January 2019.
- Approximation based on the actual amount of HK\$5.0 million.
- Such amount of unutilised net proceeds from the Listing was used for setting up FOF X in August 2019. FOF X represents Hangzhou Fuyang Huiqin Investment Management Partnership (Limited Partnership), which was a FOF set up and co-managed by the Group in the form of limited partnership in August 2019.
- The Company incurred exchange loss was mainly due to the appreciation of Renminbi from January 2019 to April 2019 as compared with Renminbi exchange rate as at 31 December 2018.

5. The Company incurred exchange loss amounted approximately RMB0.1 million for the working capital need from January to March 2019.

Save as the aforesaid, all other information in 2018 Annual Report and 2019 Interim Report remains unchanged.

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  
11 October 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*