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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, 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 Guangdong Adway Construction (Group) Holdings Company Limited\* (the “**Company**”), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

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**GUANGDONG ADWAY CONSTRUCTION (GROUP) HOLDINGS COMPANY LIMITED\***

**廣東愛得威建設(集團)股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6189)**

**(1) CHANGE OF ACCOUNTING STANDARDS**  
**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the extraordinary general meeting of the Company (the “**EGM**”) to be held at the head office conference room, 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the People's Republic of China at 11:30 a.m. on 5 March 2021 (Friday) is set out on pages 7 to 9 of this circular.

Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder. In order to be valid, the proxy form for the EGM must be deposited by hand or post, for holders of H shares of the Company, to the H share registrar of the Company Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong and, for holders of domestic shares of the Company, to the head office in the PRC of the Company not less than 24 hours before the time for holding the EGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.

\* *For identification purposes only*

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## DEFINITIONS

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*In this circular, unless otherwise defined or the context otherwise requires, the following expressions have the following meanings:*

“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemental from time to time
“Board”	the board of Directors of the Company
“CASBE”	China Accounting Standards for Business Enterprises
“Company”	Guangdong Adway Construction (Group) Holdings Company Limited* (廣東愛得威建設(集團)股份有限公司), a joint stock company established in the PRC with limited liability, whose H Shares are listed and traded on the Main Board of The Stock Exchange (stock code: 6189)
“Controlling Shareholder”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Ye Yujing and Ms. Ye Xiujin
“Director(s)”	director(s) of the Company
“Domestic Shares”	ordinary share(s) issued by the Company in the PRC with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB by PRC natural persons or entities established under the laws of PRC
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be convened and held at the head office conference room, 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the People’s Republic of China at 11:30 a.m. on 5 March 2021 (Friday), notice of which is set out on pages 7 to 9 of this circular, and any adjournment thereof
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 per share which are listed on the Main Board of the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	12 January 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
“PRC”	The People’s Republic of China which shall, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Shares(s)”	the Domestic Share(s) and the H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

*In case of any inconsistency involving the names of individuals and companies between the English and Chinese versions of this circular, the Chinese version will prevail.*



**GUANGDONG ADWAY CONSTRUCTION (GROUP) HOLDINGS COMPANY LIMITED\***

**廣東愛得威建設(集團)股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6189)**

*Executive Directors:*

Mr. YE Yujing (葉玉敬先生)  
Ms. YE Xiujin (葉秀近女士)  
Mr. YE Guofeng (葉國鋒先生)  
Mr. YE Niangting (葉娘汀先生)  
Mr. YE Jiajun (葉家俊先生)

*Head office and principal place of  
business in the PRC:*

3rd Floor, Pengyi Garden Building  
1 Bagua No. 1 Road  
Futian District  
Shenzhen, PRC

*Non-executive Director:*

Ms. LI Yuanfei (黎媛菲女士)

*Principal place of business in  
Hong Kong:*

Room 705, 7F.  
Office Plus @ Prince Edward  
794-802 Nathan Road  
Kowloon  
Hong Kong

*Independent Non-executive Directors:*

Ms. ZHAI Xin (翟昕女士)  
Mr. CHEUNG Wai Yeung Michael (張威揚先生)  
Mr. LIN Zhiyang (林志揚先生)

*To the Shareholders*

Dear Sir or Madam,

**(1) CHANGE OF ACCOUNTING STANDARDS**  
**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF**  
**ASSOCIATION**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the EGM for the approval of amendments to the Articles of Association.

Reference is made to the announcements of the Company dated 13 January 2021 (the “**Announcement**”) in respect of, among other things, the major transaction in relation to the change of the accounting standards and amendments to the Articles of Association.

\* For identification purposes only

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## LETTER FROM THE BOARD

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Unless otherwise stated, capitalised terms used herein have the meanings ascribed thereto in the Announcement.

This circular gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolution to be proposed at the EGM.

A notice convening the EGM is set out on page 7 to 9 to this circular.

### **2. PROPOSED CHANGE OF ACCOUNTING STANDARD**

Since the H Shares became listed on the Stock Exchange, the Company has been preparing its financial statements under both CASBE and HKFRS.

In view of the Proposed A Share Listing, the Board passed a resolution on 25 December 2020 to prepare only one set of financial statements of the Company under CASBE (the “**Proposed Change of Accounting Standard**”), subject to the Shareholders’ approval of the proposed amendments to the Articles of Association as described in the paragraph headed “Proposed amendments to the Articles of Association” below (the “**Proposed Amendments to the Articles of Association**”).

Subject to the approval of the Shareholders for the Proposed Amendments to the Articles of Association, it is expected that the financial statements of the Company for the year ending 31 December 2020 and the financial periods thereafter will be prepared in accordance with CASBE. The Board is of the view that the Proposed Change of Accounting Standard will improve the efficiency and reduce the cost of disclosure, and is in the best interest of the Company and the Shareholders as a whole.

The Company is of the view that the preparation of its financial statements in accordance with CASBE will not have a material effect on the financial position, operating results and cash flows of the Company in 2020 and in the future.

### **3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In order to improve work efficiency, the Company intends to prepare the financial statements in accordance with the PRC Accounting Standards for Business Enterprises. As a result, the Board proposes amending certain articles under the Articles of Association. Particulars are as follows:

*The original Article 16.6:*

“The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards or that of the overseas place where the Company’s shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be specified in the notes to the financial statements.

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## LETTER FROM THE BOARD

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When the Company is to distribute its after-tax profits in respect of the relevant financial year, the lower amount of the after-tax profits as shown in the two financial statements shall be adopted.”

*is proposed to be amended as:*

“The financial statements of the Company shall be prepared in accordance with PRC accounting standards and regulations.”

*The original Article 16.7*

“The interim results or financial information published or disclosed by the Company must also be prepared and presented in accordance with PRC accounting standards and regulations, and also in accordance with either international accounting standards or that of the overseas place where the Company’s shares are listed.”

*is proposed to be amended as:*

“Any results or financial information published or disclosed by the Company shall be prepared and presented in accordance with PRC accounting standards and regulations.”

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of passing a special resolution at the EGM. The proposed amendments shall come into effect upon the approval from the Shareholders at the EGM.

#### **4. NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Notice of the EGM is set out on page 7 to 9 of this circular. At the EGM, the resolutions will be proposed to approve the amendments to the Articles of Association.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.aidewei.cn](http://www.aidewei.cn)). In order to be valid, the proxy form for the EGM must be deposited by hand or post, for holders of H shares of the Company, to the H share registrar of the Company Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong and, for holders of domestic shares of the Company, to the head office in the PRC of the Company not less than 24 hours before the time for holding the EGM (or any adjournment thereof) for taking the poll. Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish. According to Rule 13.39 of the Listing Rules, save and except for resolutions which relate to procedural or administrative matters, any vote of the Shareholders at a general meeting must be taken by poll.

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## LETTER FROM THE BOARD

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### 5. CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the register of members of the Company as at 4:30 p.m., the close of business of 1 March 2021 (Monday) are entitled to attend and vote at the EGM. The register of members of the Company will be closed from 2 March 2021 (Tuesday) to 5 March 2021 (Friday), both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend the EGM and to vote thereat as Shareholders, all transfers of H Shares together with the relevant share certificates must be delivered to the Company's H Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queens's Road East, Hong Kong no later than 4:30 p.m. on 1 March 2021 (Monday). All transfers of Domestic Shares together with the relevant documents must be delivered to the Company's head office at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the People's Republic of China no later than 4:30 p.m. on 1 March 2021 (Monday).

### 6. RECOMMENDATION

The Directors are of the view that all resolutions proposed for consideration and approval by the Shareholders at the EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions as set out in the notice of the EGM.

### 7. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation. Your attention is drawn to the information set out in the appendix to this circular.

Yours faithfully  
By order of the Board  
**Guangdong Adway Construction (Group) Holdings Company Limited\***  
**Mr. Ye Yujing**  
*Chairman, Executive Director and Chief Executive Officer*

Shenzhen, the PRC, 18 January 2021



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**GUANGDONG ADWAY CONSTRUCTION (GROUP) HOLDINGS COMPANY LIMITED\***

**廣東愛得威建設(集團)股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 6189)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “**Meeting**”) of Guangdong Adway Construction (Group) Holdings Company Limited\* (the “**Company**”) will be held at the head office conference room, 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC on 5 March 2021 (Friday) at 11:30 a.m. for the purpose of considering, and, if thought fit, passing the following resolutions:

#### **SPECIAL RESOLUTION**

1. Consider and approve the amendments to the Articles of Association.

By order of the Board

**Guangdong Adway Construction (Group) Holdings Company Limited\***

**Mr. Ye Yujing**

*Chairman, Executive Director and Chief Executive officer*

Shenzhen, the PRC, 18 January 2021

\* *For identification purposes only*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Notes:

- i. A member of the Company (“**Member**”) entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A form of proxy for use at the Meeting is enclosed herewith. In the case of joint holders of any domestic share(s) (“**Domestic Share(s)**”) or H share(s) (“**H Share(s)**”) of the Company (collectively, “**Share(s)**”), only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share at the Meeting, and this notice shall be deemed to be given to all joint holders of such Share.
- ii. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, and in case of holders of Domestic Shares, to the Company’s mailing address 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC, not later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof or the time appointed for passing the resolutions. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- iii. The register of members in Hong Kong will be closed from 2 March 2021 (Tuesday) to 5 March 2021 (Friday), both days inclusive, during which period no transfer of Shares will be effective. For the identification of Members eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 1 March 2021 (Monday). All transfers of Domestic Shares together with the relevant documents must be delivered to the Company’s legal address at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the People’s Republic of China not later than 4:30 p.m. on 1 March 2020 (Monday).

**If a tropical cyclone warning signal number 8 or above or is hoisted, or “extreme conditions” caused by super typhoons or a black rainstorm warning or is/are in force at the period between 9:30 a.m. and 11:30 a.m. on 5 March 2021 (Friday), the Extraordinary General Meeting will not be held on 5 March 2021 (Friday), but will be held on the first Business Day immediately after that date at the same time and place at the Company’s head office conference room, 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC/postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company. “Business Day”, in this context, shall mean a day (excluding Saturday) on which banks are open for general banking business in Hong Kong. Shareholders may contact the Company at (86) 0755-82222269 or Customer Service Hotline of Tricor Investor Services Limited at (852) 2980 1333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the aforesaid arrangement.**

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*As at the date of this notice, the Board of the Company comprises Mr. Ye Yujing, Ms. Ye Xiujin, Mr. Ye Guofeng, Mr. Ye Niangting and Mr. Ye Jiajun, as Executive Directors; Ms. Li Yuanfei as Non-executive Director; and Ms. Zhai Xin, Mr. Cheung Wai Yeung Michael, and Mr. Lin Zhiyang, as Independent Non-executive Directors.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this notice misleading.*