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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) PROPOSED GENERAL MANDATE TO ISSUE SHARES**  
**(2) PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS**  
**(3) PROPOSALS FOR ELECTION OF DIRECTOR**  
**(4) PROPOSED AMENDMENTS TO THE**  
**ARTICLES OF ASSOCIATION**  
**AND**  
**(5) NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 20 of this circular. A notice convening the annual general meeting of the Company (the “AGM”) to be held at 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 Friday, 11 June 2021, is set out on pages 21 to 25 of this circular.

Shareholders who are entitled to attend and vote at the AGM 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 AGM 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 headquarters in the PRC of the Company not less than 24 hours before the time for holding the AGM (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 AGM 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:*

“AGM”	the annual general meeting of the Company to be convened and held on conference room, 3rd Floor, Pengyi Garden Building 1, Bugua No. 1 Road, Futian District, Shenzhen, the People’s Republic of China at 11:30 a.m. on Friday, 11 June 2021, notice of which is set out on pages 21 to 25 of this circular, and any adjournment thereof
“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
“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 Hong Kong Stock Exchange (stock code: 6189)
“controlling shareholder(s)”	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 the PRC
“General Mandate”	the general mandate to issue domestic shares and/or H shares of the Company representing up to the limit of 20% of each of the total number of the domestic shares of the Company and/or H Shares respectively in issue as at the date of passing such resolution to grant the general mandate
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Latest Practicable Date”	6 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“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)
“Share(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
“Supervisor(s)”	the supervisor(s) of the Company
“%”	per cent



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

*Registered 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.  
OfficePlus @ Prince Edward  
794-802 Nathan Road  
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) PROPOSED GENERAL MANDATE TO ISSUE SHARES  
(2) PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS  
(3) PROPOSAL FOR ELECTION OF DIRECTOR  
(4) PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the ordinary resolutions to be proposed at the AGM for the approval of the re-election of retiring directors, the election of the new director, and the special resolutions to be

\* For identification purposes only

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## LETTER FROM THE BOARD

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proposed at the AGM for the approval of general mandate to issue shares and of amendments to the Articles of the Association. This circular gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM.

A notice convening the AGM is set out on pages 21 to 25 to this circular.

### **2. PROPOSED GENERAL MANDATE TO ISSUE SHARES**

In order to provide the Board with flexibility and discretion to issue Domestic Shares and H Shares in the event that it becomes desirable to issue any such shares, approval is being sought from the Shareholders at the AGM to grant a general mandate to the Board separately or concurrently to issue, allot and/or deal with additional Domestic Shares and/or H Shares, and to make or grant offers, agreements or options which would or might require Domestic Shares and/or H Shares to be issued, allotted and/or dealt with, up to the limit of 20% of each of its existing issued Domestic Shares and H Shares of the Company as at the date of passing of the General Mandate resolution at the AGM.

The obtaining of the General Mandate is in accordance with the Listing Rules, the applicable laws, rules and regulations of government and regulatory bodies of the PRC.

### **3. PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 10.2 of the Articles of Association, Executive Directors, Mr. Ye Yujing, Mr. Ye Guofeng, Ms. Ye Xiujin and Mr. Ye Niangting, and Independent Non-executive Director, Mr. Cheung Wai Yeung Michael (“**Mr. Cheung**”) and Mr. Lin Zhiyang (“**Mr. Lin**”) shall retire at the AGM, and being eligible, have offered themselves for re-election at the AGM except for Mr. Ye Niangting who decided not to stand for re-election in order to facilitate the restructuring of the management team of the Company.

The Nomination Committee has assessed and reviewed the re-election of Mr. Ye Yujing, Mr. Ye Guofeng, Ms. Ye Xiujin as the Executive Directors, and of Mr. Cheung and Mr. Lin as Independent Non-executive Directors respectively. Considering the nomination principles and criteria set out in the Company’s board diversity Policy and its terms of reference, the Nomination Committee (with Mr. Lin abstaining on assessing and reviewing the re-election of his own) made recommendations to the Board on the re-election of Mr. Ye Yujing, Mr. Ye Guofeng, Ms. Ye Xiujin as the Executive Directors, Mr. Cheung and Mr. Lin as the Independent Non-executive Directors.

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## LETTER FROM THE BOARD

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The Company has also reviewed the written confirmation of independence from Mr. Cheung and Mr. Lin of their respective independence pursuant to Rule 3.13 of the Listing Rules. Both Mr. Cheung and Mr. Lin do not have any other relationships with any Directors, senior management, controlling shareholders of the Company. The Board is also not aware of any circumstances that might influence both Mr. Cheung and Mr. Lin in exercising independent judgment and are satisfied that both of them have the required character, integrity, independence and experience to fulfill the role of an Independent Non-executive Director. In the premises, the Board is of the view that both Mr. Cheung and Mr. Lin are independent and will continue to bring their valuable professional experience and relevant knowledge to the Board, and further contribute to the diversity of the Board.

Details of the Directors to be re-elected are set out in the Appendix I to this circular.

#### **4. PROPOSED ELECTION OF DIRECTOR**

Reference is made to the announcement of the Company dated 6 May 2021 in relation to the proposed election of Mr. Zhuang Liangbin as Non-executive Director, subject to the shareholders' approval at the AGM.

Details of Mr. Zhuang Liangbin, the Director to be elected in AGM, are set out in the Appendix II to this Circular.

#### **5. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

The proposed amendments are as follows to incorporate the fact that two domestic share shareholders transferred their shares to other persons:

Details of the amendments are set out as below:

##### **Original**

##### **Article 3.6**

The total number of shares issued by the Company shall be 221,050,000 shares, including 62,763,000 overseas listed foreign shares, representing approximately 28.3931% of the total number of ordinary shares of the Company.

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**LETTER FROM THE BOARD**

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Upon completion of initial issuance of overseas listed foreign shares, under the circumstance that the number of overseas listed foreign shares represents about 25% of the total number of issuable ordinary shares of the Company (assuming over-allotment option is not exercised), the share capital structure of the company shall be as follows:

Number	Shareholder	Number of Shares ( '0000)	Percentage of Shareholding
1.	Ye Yujing	6,769.4	32.0749%
2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation	1,700	8.0550%
3.	Ye Xiujin	1,550.4	7.3461%
4.	Ye Bingquan (Ye Xiaomei is the guardian of Ye Bingquan)	1,033.6	4.8974%
5.	Ye Xian	1,033.6	4.8974%
6.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	807.5	3.8261%
7.	Yu Taomei	637.5	3.0206%
8.	Huang Na	612	2.8998%
9.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	384.2	1.8204%
10.	Zhou Hang	255	1.2082%
11.	Luo Biao	229.5	1.0874%
12.	Qiu Jiabao	170	0.8055%
13.	Li Guangbin	127.5	0.6041%
14.	Qiu Wenjin	127.5	0.6041%
15.	Zeng Fang	119	0.5638%
16.	Li Mingzhu	102	0.4833%
17.	Zeng Bo	85	0.4027%
18.	Liu Yi	51	0.2416%
19.	Wen Kaiwen	34	0.1611%
20.	Holder of Overseas Listed Foreign Shares	5,276.3	25.0002%
		<hr/>	<hr/>
<b>Total</b>		<b><u>21,105</u></b>	<b><u>100%</u></b>

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**LETTER FROM THE BOARD**

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Upon completion of the transfer of Domestic shares and the first new issuance of overseas listed foreign shares, the overseas listed foreign shares represent approximately 28.3931% of the total number of ordinary shares of the Company. The share capital structure of the company shall be as follows:

Number	Shareholder	Number of Shares ( '0000)	Percentage of Shareholding
1.	Ye Yujing	6,769.4	30.6238%
2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation (Limited Partnership)	1,700	7.6906%
3.	Ye Xiujin	1,550.4	7.0138%
4.	Ye Bingquan (Ye Xiaomei is the guardian of Ye Bingquan)	1,033.6	4.6759%
5.	Ye Xian	1,033.6	4.6759%
6.	Huang Na	612	2.7686%
7.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	607.5	2.7482%
8.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	289.7	1.3106%
9.	Zhou Hang	255	1.1536%
10.	Ye Weiqing	170	0.7691%
11.	Ye Weiping	136	0.6152%
12.	Yu Taomei	127.5	0.5768%
13.	Li Guangbin	127.5	0.5768%
14.	Qiu Wenjin	127.5	0.5768%
15.	Zeng Fang	119	0.5383%
16.	Luo Biao	85	0.3845%
17.	Liu Yi	51	0.2307%
18.	Zeng Bo	34	0.1538%
19.	Ningbo Meishan Bonded Area Xingwang Yinghua Equity Investment Center (limited partnership)	1,000	4.5239%
20.	Holder of Overseas Listed Foreign Shares	6,276.3	28.3931%
		<hr/>	<hr/>
<b>Total</b>		<b>22,105</b>	<b>100%</b>
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**LETTER FROM THE BOARD**

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Upon completion of the first new issuance of Domestic Shares, the overseas listed foreign shares represent approximately 26.0502% of the total number of ordinary shares of the Company. The share capital structure of the company shall be as follows:

Number	Shareholder	Number of shares ( '0000)	Percentage of Shareholding
1.	Ye Yujing	6,769.4000	28.0969%
2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation (Limited Partnership)	1,700.0000	7.0560%
3.	Ningbo Meishan Bonded Area Yingxiang Investment Center (Limited Partnership)	1,258.0645	5.2217%
4.	Ye Xiujin	1,550.4000	6.4350%
5.	Ye Bingquan (Ye Xiaomei is the guardian of Ye Bingquan)	1,033.6000	4.2900%
6.	Ye Xian	1,033.6000	4.2900%
7.	Ningbo Meishan Bonded Area Xingwang Yinghua Equity Investment Center (Limited partnership)	1,000.0000	4.1506%
8.	Huang Na	612.0000	2.5402%
9.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	607.5000	2.5215%
10.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	289.7000	1.2024%
11.	Zhou Hang	255.0000	1.0584%
12.	Zhuang Shiqian	180.0000	0.7471%
13.	Ye Weiqing	170.0000	0.7056%
14.	Ye Weiping	136.0000	0.5645%
15.	Yu Taomei	127.5000	0.5292%
16.	Li Guangbin	127.5000	0.5292%
17.	Qiu Wenjin	127.5000	0.5292%
18.	Zeng Fang	119.0000	0.4939%
19.	Ye Lvsen	100.0000	0.4151%
20.	Ye Hancheng	100.0000	0.4151%
21.	Zhang Liangxing	100.0000	0.4151%
22.	Zhuang Ye	100.0000	0.4151%
23.	Qi Xiumin	100.0000	0.4151%
24.	Luo Biao	85.0000	0.3528%
25.	Qiu Jiabao	50.0000	0.2075%
26.	Liu Yi	51.0000	0.2117%
27.	Zeng Bo	34.0000	0.1411%
28.	Holder of Overseas Listed Foreign Shares	6,276.3000	26.0502%
<b>Total</b>		<b>24,093.0645</b>	<b>100%</b>

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**LETTER FROM THE BOARD**

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**Proposed Amendment:**

**Article 3.6**

The total number of shares issued by the Company shall be 221,050,000 shares, including 62,763,000 overseas listed foreign shares, representing approximately 28.3931% of the total number of ordinary shares of the Company.

Upon completion of initial issuance of overseas listed foreign shares, under the circumstance that the number of overseas listed foreign shares represents about 25% of the total number of issuable ordinary shares of the Company (assuming over-allotment option is not exercised), the share capital structure of the company shall be as follows:

Number	Shareholder	Number of Shares ( '0000)	Percentage of Shareholding
1.	Ye Yujing	6,769.4	32.0749%
2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation	1,700	8.0550%
3.	Ye Xiujin	1,550.4	7.3461%
4.	Ye Bingquan (Ye Xiaomei is the guardian of Ye Bingquan)	1,033.6	4.8974%
5.	Ye Xian	1,033.6	4.8974%
6.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	807.5	3.8261%
7.	Yu Taomei	637.5	3.0206%
8.	Huang Na	612	2.8998%
9.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	384.2	1.8204%
10.	Zhou Hang	255	1.2082%
11.	Luo Biao	229.5	1.0874%
12.	Qiu Jiabao	170	0.8055%
13.	Li Guangbin	127.5	0.6041%
14.	Qiu Wenjin	127.5	0.6041%
15.	Zeng Fang	119	0.5638%
16.	Li Mingzhu	102	0.4833%
17.	Zeng Bo	85	0.4027%
18.	Liu Yi	51	0.2416%
19.	Wen Kaiwen	34	0.1611%
20.	Holder of Overseas Listed Foreign Shares	5,276.3	25.0002%
		<hr/>	<hr/>
<b>Total</b>		<b>21,105</b>	<b>100%</b>

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**LETTER FROM THE BOARD**

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Upon completion of the transfer of Domestic shares and the first new issuance of overseas listed foreign shares, the overseas listed foreign shares represent approximately 28.3931% of the total number of ordinary shares of the Company. The share capital structure of the company shall be as follows:

Number	Shareholder	Number of Shares ( '0000)	Percentage of Shareholding
1.	Ye Yujing	6,769.4	30.6238%
2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation (Limited Partnership)	1,700	7.6906%
3.	Ye Xiujin	1,550.4	7.0138%
4.	Ye Bingquan (Ye Xiaomei is the guardian of Ye Bingquan)	1,033.6	4.6759%
5.	Ye Xian	1,033.6	4.6759%
6.	Huang Na	612	2.7686%
7.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	607.5	2.7482%
8.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	289.7	1.3106%
9.	Zhou Hang	255	1.1536%
10.	Ye Weiqing	170	0.7691%
11.	Ye Weiping	136	0.6152%
12.	Yu Taomei	127.5	0.5768%
13.	Li Guangbin	127.5	0.5768%
14.	Qiu Wenjin	127.5	0.5768%
15.	Zeng Fang	119	0.5383%
16.	Luo Biao	85	0.3845%
17.	Liu Yi	51	0.2307%
18.	Zeng Bo	34	0.1538%
19.	Ningbo Meishan Bonded Area Xingwang Yinghua Equity Investment Center (limited partnership)	1,000	4.5239%
20.	Holder of Overseas Listed Foreign Shares	6,276.3	28.3931%
		<hr/>	<hr/>
<b>Total</b>		<b>22,105</b>	<b>100%</b>

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**LETTER FROM THE BOARD**

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Upon completion of the first new issuance of Domestic Shares, the overseas listed foreign shares represent approximately 26.0502% of the total number of ordinary shares of the Company. The share capital structure of the company shall be as follows:

Number	Shareholder	Number of shares ( '0000)	Percentage of Shareholding
1.	Ye Yujing	6,769.4000	28.0969%
2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation (Limited Partnership)	1,700.0000	7.0560%
3.	Ningbo Meishan Bonded Area Yingxiang Investment Center (Limited Partnership)	1,258.0645	5.2217%
4.	Ye Xiujin	1,550.4000	6.4350%
5.	Ye Bingquan (Ye Xiaomei is the guardian of Ye Bingquan)	1,033.6000	4.2900%
6.	Ye Xian	1,033.6000	4.2900%
7.	Ningbo Meishan Bonded Area Xingwang Yinghua Equity Investment Center (Limited partnership)	1,000.0000	4.1506%
8.	Huang Na	612.0000	2.5402%
9.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	607.5000	2.5215%
10.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	289.7000	1.2024%
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13.	Ye Weiqing	170.0000	0.7056%
14.	Ye Weiping	136.0000	0.5645%
15.	Yu Taomei	127.5000	0.5292%
16.	Li Guangbin	127.5000	0.5292%
17.	Qiu Wenjin	127.5000	0.5292%
18.	Zeng Fang	119.0000	0.4939%
19.	Ye Lvsen	100.0000	0.4151%
20.	Ye Hancheng	100.0000	0.4151%
21.	Zhang Liangxing	100.0000	0.4151%
22.	Zhuang Ye	100.0000	0.4151%
23.	Qi Xiumin	100.0000	0.4151%
24.	Luo Biao	85.0000	0.3528%
25.	Qiu Jiabao	50.0000	0.2075%
26.	Liu Yi	51.0000	0.2117%
27.	Zeng Bo	34.0000	0.1411%
28.	Holder of Overseas Listed Foreign Shares	6,276.3000	26.0502%
<b>Total</b>		<b>24,093.0645</b>	<b>100%</b>

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**LETTER FROM THE BOARD**

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Given the fact that the two domestic share shareholders transferred their shares to other persons, the share capital structure of the company shall be as follows:

Number	Shareholder	Number of shares ( '0000)	Percentage of Shareholding
1.	Ye Yujing	6,769.4000	28.0969%
2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation (Limited Partnership)	1,700.0000	7.0560%
3.	Ningbo Meishan Bonded Area Yingxiang Investment Center (Limited Partnership)	1,258.0645	5.2217%
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7.	Ningbo Meishan Bonded Area Xingwang Yinghua Equity Investment Center (Limited partnership)	1,000.0000	4.1506%
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12.	<b><u>Ye Weiqing</u></b>	<b>350.0000</b>	1.4527%
13.	Ye Weiping	136.0000	0.5645%
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15.	Li Guangbin	127.5000	0.5292%
16.	Qiu Wenjin	127.5000	0.5292%
17.	Zeng Fang	119.0000	0.4939%
18.	Ye Lvsen	100.0000	0.4151%
19.	Ye Hancheng	100.0000	0.4151%
20.	Zhang Liangxing	100.0000	0.4151%
21.	Zhuang Ye	100.0000	0.4151%
22.	<b><u>Zhang Zhen</u></b>	100.0000	0.4151%
23.	Luo Biao	85.0000	0.3528%
24.	Qiu Jiabao	50.0000	0.2075%
25.	Liu Yi	51.0000	0.2117%
26.	Zeng Bo	34.0000	0.1411%
27.	Holder of Overseas Listed Foreign Shares	6,276.3000	26.0502%
<b>Total</b>		<b><u>24,093.0645</u></b>	<b><u>100%</u></b>

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## LETTER FROM THE BOARD

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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 AGM, and the approval of and the registration or the filing with the relevant PRC government authorities.

### 6. NOTICE OF ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 21 to 25 of this circular. At the AGM, the resolutions will be proposed to approve, *inter alia*, the re-election of retiring Directors, the election of Director, and the amendments to the Articles of Association, etc.

A form of proxy for use at the AGM 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 AGM 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 at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the People's Republic of China not less than 24 hours before the time for holding the AGM (or any adjournment thereof) for taking the poll. Completion and return of the form of proxy will not preclude you from attending the AGM 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.

### 7. 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 Monday, 7 June 2021 are entitled to attend and vote at the 2020 AGM. The register of members of the Company will be closed from Tuesday, 8 June 2021 to Friday, 11 June 2021, both days inclusive, during which no transfer of Shares will be effective. In order to be eligible to attend the AGM 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 at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 7 June 2021. 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 no later than 4:30 p.m. on Monday, 7 June 2021.

### 8. RECOMMENDATION

The Directors are of the view that all resolutions proposed for consideration and approval by the Shareholders at the AGM 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 AGM.

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**LETTER FROM THE BOARD**

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**9. MISCELLANEOUS**

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

11 May 2021

\* *For identification purposes only*

**EXECUTIVE DIRECTORS**

**Mr. YE Yujing (葉玉敬)**, aged 55, one of the founders of our Group, has been the Chairman and an Executive Director of our Company since its establishment on 18 December 1996. Mr. Ye has been appointed as the chief executive officer since 10 April 2012 and is primarily responsible for our Group's development, strategic planning, positioning and overall operational management. Mr. Ye is the husband of Ms. Ye Xiujin, the father of Mr. Ye Guofeng and Mr. Ye Jiajun. Mr. Ye completed an education programme in civil engineering offered by China University of Geosciences (中國地質大學) in July 2007 and subsequently obtained his executive master of business administration (EMBA) from Xiamen University (廈門大學) in June 2016. Mr. Ye has over 30 years of experience in the civil engineering and construction industries. Prior to the establishment of our Company, Mr. Ye had worked as a sales executive in the second engineering department of Shenzhen Wenye Decoration Design Engineering Company Limited\* (深圳市文業裝飾設計工程有限公司) (currently known as Shenzhen Wenye Decoration Design Engineering Joint-Stock Company Limited\* (深圳市文業裝飾設計工程股份有限公司)) from January 1987 to January 1993, and as a manager in the Xincheng decoration department of Shenzhen Bao'an District Decoration Construction Consolidated Company Limited\* (深圳市寶安區裝飾工程聯合公司新城裝飾部) from February 1993 to October 1996. Mr. Ye was a member of the sixth and seventh session of the Luhe County Guangdong Province Committee of the Chinese People's Political Consultative Conference (CPPCC) (廣東省陸河縣政協). Mr. Ye currently is a member of the 5th standing committee and the vice president of the Social Committee of the Futian District of Shenzhen Committee of CPPCC (深圳市福田區政協委員會) and is also a member of the 8th Standing Committee of the Luhe County Guangdong Province Committee of CPPCC, a member of the Central Economic Committee of China Democratic League (中國民主同盟), the vice president of the Public Administration Committee and the vice president of Futian Branch of Shenzhen Committee of China Democratic League, and the honourable president of the Hong Kong Shanwei Luhe Overseas Association (香港汕尾市陸河海外聯誼總會), a standing director of the China Building Decoration Association (中國建築裝飾協會), the vice president of Federation of Shenzhen Industries, the vice president of the Shenzhen Decoration Association, the executive vice president of Shenzhen City Fuyi Public Welfare Foundation (深圳市福醫基金會). Mr. Ye was awarded by CBD Association as "National Outstanding Entrepreneur of Building Decoration Industry"\* (全國建築裝飾行業優秀企業家) and "National Outstanding Project Manager of Building Decoration Industry"\* (全國建築裝飾行業優秀項目經理) in December 2009 and June 2014 respectively. He was qualified as a senior engineer (高級工程師) in May 2009 and acquired the Certificate of Registration of Constructor of the PRC (中華人民共和國一級建造師註冊證書) in February 2009.

Mr. Ye is entitled to a director's fee of RMB660,000 per annum (which is covered by the appointment letter) as determined by the Board with the recommendation of the remuneration committee with reference to the market practices.

**Ms. YE Xiujin (葉秀近)**, aged 54, was appointed as an Executive Director on 1 July 2008. She joined our Company since its establishment and has been primarily responsible for advising on the strategic development and corporate governance of our Company, formulating our Company's corporate and business strategies, and providing assistance to Mr. Ye Yujing. She has also worked in the accounts department of our Company. Ms. Ye is the wife of Mr. YE Yujing, the mother of Mr. YE Guofeng and Mr. Ye Jiajun. Ms. Ye acquired the qualification of accountant issued by the Ministry of Finance of the PRC (中華人民共和國財政部) in May 2000.

Ms. YE Xiujin is entitled to a director's fee of RMB144,000 per annum (which is covered by the appointment letter) as determined by the Board with the recommendation of the remuneration committee with reference to the market practices.

**Mr. YE Guofeng (葉國鋒)**, aged 33, was appointed as an Executive Director on 30 July 2013. Mr. Ye joined our Company on 15 September 2011 and worked as an assistant to Mr. YE Yujing starting from April 2012. He was later promoted to the position of marketing director and manager of the procurement department in May 2014. Mr. Ye is currently responsible for advising on strategic development and corporate governance of our Group. Mr. Ye is the son of Mr. YE Yujing and Ms. YE Xiujin, and the elder brother of Mr. Ye Jiajun. Mr. Ye graduated with an associate degree from Shenzhen Polytechnic (深圳職業技術學院) majored in construction management in June 2011. He later completed the top-up courses in civil engineering (construction) offered by China University of Geosciences (中國地質大學) through online education in July 2014 and obtained a bachelor's degree in engineering in December 2014. Mr. YE was qualified as a safety officer (安全員) and a decoration construction officer (裝飾施工員) issued by Guangdong Construction Education Association (廣東省建設教育協會) in November 2011. Mr. Ye was also awarded as "Outstanding Entrepreneur of China Building Decoration in the past thirty years\* (中國建築裝飾三十年優秀企業家)" by the CBD Association and China Construction Newspaper (中華建築報社) in December 2014.

Mr. YE Guofeng is entitled to a director's fee of RMB396,000 per annum (which is covered by the appointment letter) as determined by the Board with the recommendation of the remuneration committee with reference to the market practices.

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. CHEUNG Wai Yeung Michael (張威揚)**, aged 46, was appointed as an Independent Non-executive Director on 20 August 2018. Mr. Cheung obtained a Bachelor of Business Administration in Accounting from the University of Wisconsin — Madison, school of business, Wisconsin, USA in 1997. He has been the chief operating officer of TBWA China from July 2018 to 30 June 2019 and chief financial officer from May 2015 to June 2018. He is also the chief operating officer of TBWA HAKUHODO China since January 2019 and chief financial officer from September 2015 to December 2018. He worked with ThreeSixty Group as the chief financial officer from August 2011 to May 2015. He was an Executive Director overseeing business operations and finance in media distribution and a regional finance director of The Walt Disney Company (Asia Pacific) Limited during the periods of April 2010 to August 2011 and March 2007 to March 2010 respectively. He worked with STAR Group Limited as a vice president in charge of business operations from September 2004 to March 2007 and as a senior finance manager from July 2002 to August 2004. He was an auditor at Arthur Andersen & Co from July 1997 to June 2002. In addition, Mr. Cheung became a member of the American Institute of Certified Public Accountants on 31 December 1997, and a Chartered Financial Analyst (CFA) charter holder on 13 September 2002. He became a member of the Hong Kong Institute of Certified Public Accountants on 20 February 2012, and a Chartered Global Management Accountant certified by the American Institute of Certified Public Accountants on 1 May 2012.

Mr. Cheung is entitled to a director's fee of RMB80,000 per annum (which is covered by the appointment letter) as determined by the Board with the recommendation of the remuneration committee with reference to the market practices.

**Mr. LIN Zhiyang (林志揚)**, aged 65, was appointed as an Independent Non-executive Director on 21 August 2015 and is mainly responsible for supervising and providing independent viewpoint to our Board. Mr. Lin obtained his bachelors degree, master degree and doctorate degree all in economics from Xiamen University (廈門大學) in February 1980, February 1985 and September 2002, respectively. Mr. Lin had been working in Xiamen University since February 1985. He was appointed as the vice dean of the corporate management department under the business school from October 1987 to October 1996, and was then promoted to the vice president of the management school and the dean of corporate management department from October 1996 to March 1999. From March 1999 to October 2007, he served as the vice president and was appointed as the secretary of the party committee of the management school from October 2007 to January 2013. Mr. Lin was a professor and a PhD tutor in the business school but now retired. Mr. Lin has served as an Independent Non-executive Director in several companies listed on the Shanghai Stock Exchange or the Shenzhen Stock Exchange, including Fujian Longxi Bearing (Group) Co., Ltd\* (福建龍溪軸承(集團)股份有限公司) (stock code: 600592.SH) from April 2008 to March 2014, Fujian Expressway Development Co., Ltd\* (福建發展高速公路股份有限公司) (stock code: 600033.SH) from April 2009 to June 2015, San'an Optoelectronics Co., Ltd\* (三安光電股份有限公司) (stock code: 6000703.SH) from November 2007 to November 2013 and Fujian Guanfu Modern Household Joint-stock Company Limited\* (福建冠福現代家用

股份有限公司) (stock code: 002102.SZ) from October 2008 to June 2015. He served as an independent director in Taiya Shoes Co., Ltd.\* (泰亞鞋業股份有限公司) (now known as Kingnet Network Co., Ltd.\* (愷英網絡股份有限公司)) (stock code: 002517.SZ), a company listed on the Shenzhen Stock Exchange, and Clenergy (Xiamen) Technology Co., Ltd. (清源科技(廈門)股份有限公司)(stock code: 603628), a company listed on the Shanghai Stock Exchange. Mr. Lin is currently acting as an independent director in Fujian Zhangzhou Development Co., Ltd.\* (福建漳州發展股份有限公司) (stock code: 000753.SZ), a company listed on the Shenzhen Stock Exchange, in Joeone Co., Ltd.\* (九牧王股份有限公司) (stock code: 601566.SH), a company listed on the Shanghai Stock Exchange, Luyan Pharmaceutical Holdings Co., Ltd\* (鷺燕醫藥股份有限公司) (stock code: 002788.SZ) a company listed on the Shenzhen Stock Exchange.

Mr. LIN Zhiyang is entitled to a director's fee of RMB80,000 per annum (which is covered by the appointment letter) as determined by the Board with the recommendation of the remuneration committee with reference to the market practices.

All the Directors to be re-elected mentioned above were not engaged, or interested, in any business which directly or indirectly competed or may compete with our business.

Save as disclosed in this circular and as at the Latest Practicable Date, Mr. Ye Yujing, Mr. Ye Guofeng, Ms. Ye Xiujin, Mr. Cheung and Mr. Lin confirms that: (i) he/she has not held any directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment or professional qualification; (ii) he/she does not have any other interests in the shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) he/she does not have any other relationship with other current Directors, Supervisors, senior management or substantial Shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. There is no other matter concerning the appointment of the aforesaid persons that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

#### **INTERESTS AND SHORT POSITIONS OF DIRECTORS, SUPERVISORS AND THE CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS**

As at the Latest Practicable Date, the interests or short positions of the Directors, Supervisors and the chief executive in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) which will be required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or

which will be required, pursuant to the Model Code for Securities Transactions by Directors of the Listed Issuers as set out in Appendix 10 to the Listing Rules (the “**Model Code**”) to be notified to the Company and the Hong Kong Stock Exchange are as follows:

Director/Supervisor	Nature of interest	Number of shares of the Company	Approximate percentage of shareholdings in the relevant class of Shares of the Company <sup>(Note 1)</sup>	Approximate percentage of shareholdings in the total share capital of the Company <sup>(Note 2)</sup>
YE Yujing (葉玉敬) <sup>(Note 3)</sup>	Beneficial Owner	67,694,000	37.99%	28.10%
	Interest of spouse	15,504,000	8.70%	6.44%
YE Xiujin (葉秀近) <sup>(Note 4)</sup>	Beneficial Owner	15,504,000	8.70%	6.44%
	Interest of spouse	67,694,000	37.99%	28.10%
YE Guofeng (葉國鋒) <sup>(Note 5)</sup>	Interest in a controlled corporation	6,075,000	3.41%	2.52%

*Notes:*

1. The calculation is based on the percentage of shareholdings in the Domestic Shares.
2. The calculation is based on the total number of 240,930,645 Shares in issue.
3. Mr. YE Yujing is the husband of Ms. YE Xiujin. Under the SFO, Mr. YE Yujing will be deemed to be interested in the same number of Shares in which Ms. YE Xiujin is interested.
4. Ms. YE Xiujin is the wife of Mr. YE Yujing. Under the SFO, Ms. YE Xiujin will be deemed to be interested in the same number of Shares in which Mr. YE Yujing is interested.
5. Shenzhen Gong Xiang Li, a limited partnership entity established under the PRC laws, is owned as to 88.15% by Mr. YE Guofeng (葉國鋒), our Executive Director. In light of the above, YE Guofeng are deemed to be interested in all the Shares held by Shenzhen Gong Xiang Li.

**NON-EXECUTIVE DIRECTOR**

**Mr. ZHUANG Liangbin (莊良彬)**, aged 35, obtained a Bachelor of environmental art design from South China Normal University. He had worked with Mingdiao Decoration Group from 2011 to 2013. He had been responsible for business development and setting the design concepts as the manager of design department of Yayuan Decoration Group from 2013 to 2015. He is currently the supervisor and partner of Zhuangziren Design Ltd since 2017.

Mr. Zhuang's wife is the daughter of Mr. Ye Yujing and Ms. Ye Xiujin, both of whom are the Executive Directors. Mr. Zhuang's wife is also the sister of Mr. Ye Guofeng and Mr. Ye Jiajun, both of whom are the Executive Directors as well.

Upon Shareholders' approval of the appointment of Mr. Zhuang as a Non-executive Director at the AGM, the Company will enter into a letter of appointment with Mr. Zhuang, and his term of office will be effective for a period of three years from the date of the AGM. Mr. Zhuang will receive an annual remuneration of RMB48,000. The remuneration will be determined by the Remuneration Committee and the Board of Directors after considering his duties and responsibilities in the Company and the current market conditions, and will be reviewed annually by the Remuneration Committee and the Board of Directors.

Save as disclosed in this circular and as at the Latest Practicable Date, Mr. Zhuang confirms that: (i) he has not held any directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment or professional qualification; (ii) he does not have any interests in the shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) he does not have any other relationship with other current Directors, Supervisors, senior management or substantial Shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. There is no other matter concerning the appointment of the aforesaid person that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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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 ANNUAL GENERAL MEETING**

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

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors (the “**Director(s)**”) of the Company (the “**Board**”) for the year ended 31 December 2020;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2020;
3. To consider and approve the audited Group consolidated and parent company’s financial statements and the auditor’s report for the year ended 31 December 2020;
4. To consider and approve the re-election of:
  - (a) Mr. Ye Yujing as an Executive Director;
  - (b) Ms. Ye Xiujin as an Executive Director;
  - (c) Mr. Ye Guofeng as an Executive Director;

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## NOTICE OF AGM

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- (d) Mr. Cheung Wai Yeung Michael as an Independent Non-executive Director;
- (e) Mr. Lin Zhiyang as an Independent Non-executive Director;
- 5. To consider and approve the election of Mr. Zhuang Liangbin as a Non-executive Director;
- 6. To consider and approve the Board to fix the remunerations of the Directors and Supervisors of the Company;
- 7. To consider and approve the re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditor of the Company, to hold office until the conclusion of the next annual general meeting, and to authorize the Board to fix the remuneration of the auditor;

### AS SPECIAL RESOLUTIONS:

- 8. To consider and, if thought fit, pass the following resolutions as special resolutions:

**“THAT:**

- (1) the board of directors of the Company (the “**Board**”) be and is hereby authorised and granted an unconditional general mandate (the “**General Mandate (Shares)**”) to separately or concurrently allot, issue and deal with additional Domestic Shares and/or H Shares and to make or grant offers, agreements and/or options in respect thereof, subject to the following conditions:
  - (a) the General Mandate (Shares) shall not extend beyond the Relevant Period (as defined below) save that the Board may during the Relevant Period make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
  - (b) the respective aggregate nominal amount of the Domestic Shares and the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise), separately or concurrently, by the Board (otherwise than pursuant to any scrip dividend scheme (or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend), any share option scheme, a Rights Issue (as defined below) or any separate approval of the shareholders of the Company) shall not exceed:
    - (i) 20 per cent of the aggregate nominal amount of the Domestic Shares in issue; and

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- (ii) 20 per cent of the aggregate nominal amount of the H Shares in issue, respectively, in each case as at the date of passing of this resolution;
- (c) the Board will only exercise its power under the General Mandate (Shares) in accordance with the Company Law of the People's Republic of China (the "PRC") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (as they may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities and/or stock exchange (if applicable) are obtained; and, for the purpose of this resolution:

"**Domestic Share(s)**" mean the ordinary shares(s) issued by the Company, with a RMB denominated par value of RMB1.00 each, which are subscribed for or credited as fully paid in Renminbi;

"**H Share(s)**" mean the overseas listed foreign share(s) of nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in HK dollars and listed on The Stock Exchange of Hong Kong Limited;

"**Relevant Period**" means the period from the date of passing this resolution until the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution, unless, by special resolution passed at that meeting, the General Mandate (Shares) is renewed, either unconditionally or subject to conditions; or
- (b) the expiry of the period within which the next annual general meeting is required by the articles of association of the Company or any applicable law to be held; or
- (c) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution;

"**Rights Issue**" means the allotment or issue of shares in the Company or other securities which would or might require shares or such other securities to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding, as the Board may decide, for such purpose any shareholder who is resident in a place, or the exclusion of whom is considered by the Board to be necessary or expedient on account of either legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) entitled to such offer, pro rata (apart from fractional entitlements) to their then existing holdings of shares; and

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- (2) contingent on the Board resolving to exercise the General Mandate (Shares) and/or issue shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorised:
- (a) to approve, execute and do, and/or procure to be executed and done, all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate (Shares) and/or the issue of shares, including but not limited to the time, price and quantity of and the place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
  - (b) to determine the use of proceeds and to make all necessary filings and registration with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and
  - (c) to increase the registered capital of the Company and make all necessary amendments to the articles of association of the Company to reflect such increase and to register the increased capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate) as so to reflect the new capital and/or share capital structure of the Company.”

9. To consider and approve the amendments to the Articles of Association.

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

Shenzhen, the PRC, 11 May 2021

\* *For identification purpose only*

*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.

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## NOTICE OF AGM

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- 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 Tuesday, 8 June 2021 to Friday, 11 June 2021, both days inclusive, during which period no transfer of H 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 Monday, 7 June 2021. 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 Monday, 7 June 2021.

*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 11 June 2021 (Friday), the AGM will not be held on 11 June 2021 (Friday), but will be held on the first Business Day immediately after that date at the same time at the Company's head office conference room, 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC or postponed to a later date. 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.*

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