
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 CHANGE OF DIRECTORS
(2) PROPOSED CHANGE OF SUPERVISOR
(3) PROPOSED GENERAL MANDATE TO ISSUE SHARES
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 6 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 11:00 a.m. on Wednesday, 31 May 2017, is set out on pages 9 to 13 of this circular.

Shareholders who intend to attend the AGM should complete the reply slip and return it by hand or by post to the H share registrar of the Company (for holders of H shares of the Company) or to the head office in the PRC of the Company (for holders of domestic shares of the Company) on or before Thursday, 11 May 2017.

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 Ltd. at Level 22, 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 purpose only*

13 April 2017

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held on conference room, 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the People’s Republic of China at 11:00 a.m. on Wednesday, 31 May 2017, notice of which is set out on pages 9 to 13 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 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

DEFINITIONS

“Latest Practicable Date”	10 April 2017, 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, Macau 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
“Supervisors”	the supervisors 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. LIU Yilun (劉奕倫先生)
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:

Mr. TIAN Wen (田文先生)

Principal place of business in Hong Kong:

Suite 2203, Level 22
Office Tower, Langham Place
8 Argyle Street, Mong Kok
Kowloon, Hong Kong

Independent Non-executive Directors:

Mr. LI Bingren (李秉仁先生)
Mr. FUNG Yat Sang (馮逸生先生)
Mr. LIN Zhiyang (林志揚先生)

13 April 2017

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED CHANGE OF DIRECTORS
(2) PROPOSED CHANGE OF SUPERVISOR
(3) PROPOSED GENERAL MANDATE TO ISSUE SHARES
AND
(4) 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 change of directors, change of supervisor and special resolutions to be proposed at the AGM for the

* For identification purposes only

LETTER FROM THE BOARD

approval of general mandate to issue shares. 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 9 to 13 to this circular.

2. PROPOSED CHANGE OF DIRECTORS

Mr. LI Bingren (李秉仁先生) and Mr. FUNG Yat Sang (馮逸生先生) have resigned as independent non-executive Directors due to their personal reasons. Mr. LI Bingren (李秉仁) wished to resign due to his obligation to comply with the relevant requirement under “Opinions on Further Regulation on Party and Political Leaders and Cadres Working Part-time (Holding Offices) in Enterprises (《關於進一步規範黨政領導幹部在企業兼職(任職)問題的意見》)” promulgated by the Organisation Department of the Central Committee of the Communist Party of China. The resignations are with effect after the conclusion of the forthcoming AGM of the Company. Upon their resignation, Mr. LI Bingren (李秉仁先生) will cease to be the chairman of the remuneration committee, a member of the audit committee, a member of the nomination committee and a member of the strategy committee of the Board respectively. Mr. FUNG Yat Sang (馮逸生先生) will also cease to be the chairman of the audit committee and a member of the remuneration committee of the Board respectively. Mr. LI Bingren (李秉仁先生) and Mr. FUNG Yat Sang (馮逸生先生) have confirmed that there is no disagreement with the Board and there is no matter relating to their respective resignation that need to be brought to the attention of the Shareholders.

Immediately after Mr. LI Bingren’s resignation at the conclusion of the AGM of the Company (or any adjournment thereof), subject to the approval by the Shareholders at the AGM, Mr. WANG Zhao Wen (王肇文先生) will be appointed as an independent non-executive Director of the Company and will be appointed as the chairman of the remuneration committee, a member of the audit committee, a member of the nomination committee and a member of the strategy committee of the Board respectively. Immediately after Mr. FUNG Yat Sang’s resignation at the conclusion of the AGM of the Company (or any adjournment thereof), subject to the approval by the Shareholders at the AGM, Mr. TANG Wai Man Raymond (鄧偉文先生) will be appointed as an independent non-executive Director of the Company and will be appointed as the chairman of the audit committee and a member of the remuneration committee of the Board respectively.

Mr. WANG Zhao Wen (王肇文先生) and Mr. TANG Wai Man Raymond (鄧偉文先生) will be appointed as independent non-executive Directors of the Company with effect from passing of the resolutions approving the appointment thereof at the forthcoming AGM. Mr. WANG Zhao Wen (王肇文先生) and Mr. TANG Wai Man Raymond (鄧偉文先生) have provided the Company with their confirmation of independence pursuant to Rule 3.13 of the Listing Rules, the Board considers that both of them are independent.

The biographical details of Mr. WANG Zhao Wen (王肇文先生) and Mr. TANG Wai Man Raymond (鄧偉文先生) who will stand for election as Directors at the AGM as required under Rule 13.39 of the Listing Rules are set out in Appendix to this circular. Mr. WANG Zhao Wen (王肇文先生) and Mr. TANG Wai Man Raymond (鄧偉文先生) will be appointed at the forthcoming AGM by resolutions passed by the Shareholders attending the

LETTER FROM THE BOARD

meeting and holding more than half of the voting rights (including their proxies). The new term of office of the proposed Directors will be for a period of three years, which is proposed to commence upon the approval of the appointments at the AGM and end at the conclusion date of the annual general meeting to be held in 2020.

3. PROPOSED CHANGE OF SUPERVISOR

Mr. LUO Jianming (羅建明先生) has resigned as a Supervisor due to his personal reasons. The resignation is with effect after the conclusion of the forthcoming AGM of the Company. Mr. LUO Jianming (羅建明先生) has confirmed that he does not have any disagreement with the Board of Supervisors and there is no matter relating to his resignation that will need to be brought to the attention of the Shareholders. Immediately after Mr. LUO Jianming (羅建明先生)'s resignation at the conclusion of the AGM of the Company (or any adjournment thereof), subject to the approval by the Shareholders at AGM, Mr. ZU Li (祖力先生) will be appointed as a Supervisor of the Company. The new term of office of the proposed Supervisor will be for a period of three years, which is proposed to commence upon the approval of the appointments at the AGM and end at the conclusion date of the annual general meeting to be held in 2020.

4. 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.

5. NOTICE OF ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 9 to 13 of this circular. At the AGM, resolutions will be proposed to approve, among others, the change of directors, change of supervisor and the general mandate to issue shares.

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) and the Company (www.aidewei.cn). Whether or not you intend to attend the AGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Thursday, 11 May 2017 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM

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and voting in person if you so wish. According to Rule 13.39 of the Listing Rules, save and except resolutions which relate to procedural or administrative matters, any vote of the Shareholders at a general meeting must be taken by poll.

6. 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 Friday, 28 April 2017 are entitled to attend and vote at the Annual General Meeting. The register of members of the Company will be closed from Monday, 1 May 2017 to Wednesday, 31 May 2017, both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend the Annual General Meeting 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 Ltd. at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 28 April 2017. 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 Friday, 28 April 2017.

7. RECOMMENDATION

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

8. 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 of Directors
Guangdong Adway Construction (Group) Holdings Company Limited*
Mr. Ye Yujing
Chairman, Executive Director and Chief Executive Officer

* For identification purpose only

APPENDIX INFORMATION ON THE PROPOSED ELECTION OF DIRECTORS AND SUPERVISOR AT THE ANNUAL GENERAL MEETING

The biographical details of Mr. Wang Zhao Wen and Mr. Tang Wai Man Raymond who will stand for election as Independent Non-executive Directors and Mr. Zu Li who will stand for election as a Supervisor at the AGM are set out below respectively:

Mr. WANG Zhao Wen, aged 70, obtained a bachelor's degree in journalism from Beijing Broadcasting Institute (now known as Communication University of China (中國傳媒大學)) in July 1969. He is currently the executive chairman of the Federation of Shenzhen Industries (深圳工業總會). He has been an independent Director of (1) Shenzhen Hongtao Decoration Co., Ltd. (深圳市洪濤裝飾股份有限公司) since 2013, (2) Shenzhen Sunshine Laser & Electronics Technology Co., Ltd. (深圳光韻達光電科技股份有限公司) since 2015 and (3) HSIN-TECH (Shenzhen) Co., Ltd. (深圳信隆實業股份有限公司) since 2016 respectively. Thereafter, he worked for Shenzhen Petrochemical Group (深圳市石化集團) from September 1991 to January 1993, Shenzhen Investment Management Co., Ltd. (深圳市投資管理公司) from January 1993 to May 1996, and Shenzhen Energy Group (深圳市能源集團) from May 1996 to October 2007 respectively. From August 1971 to August 1991, he worked for Lanzhou Chemical Industry Corporation (蘭州化學工業公司). He worked for the political department of Gansu Revolutionary Committee (甘肅省革委會政治部) from August 1970 to August 1971.

Save as disclosed above and as at the Latest Practicable Date, Mr. WANG confirms for himself that: (i) he has not held any other directorships in any 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, senior management or substantial shareholders or controlling shareholders of the Company. There is no other matter concerning the appointment of Mr. WANG 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.

Mr. TANG Wai Man Raymond, aged 67, obtained a bachelor's degree in Business Administration from University of Bolton in 1998 and a diploma of legal studies from University of Hong Kong in 1995 respectively. He is currently a managing director of Asia Pacific Financial Consultants Limited. He is a fellow member of (1) the Australian Society of Certified Practising Accountants, (2) the Certified Tax Association, (3) the Association of International Accountants, (4) the Taxation Institute of Hong Kong and (5) the Institute of Public Accountants. He is a director and the head of China practice of the Taxation Institute of Hong Kong.

Save as disclosed above and as at the Latest Practicable Date, Mr. TANG confirms for himself that: (i) he has not held any other directorships in any 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, senior management or substantial shareholders or controlling shareholders of the

**APPENDIX INFORMATION ON THE PROPOSED ELECTION OF DIRECTORS
AND SUPERVISOR AT THE ANNUAL GENERAL MEETING**

Company. There is no other matter concerning the appointment of Mr. TANG 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.

The Company has received from each of the aforementioned persons to be appointed as independent non-executive directors a confirmation in respect of their independence. The Company is of the opinion that all the persons to be re-elected as independent non-executive directors are independent pursuant to Rules 3.13 of the Listing Rules.

Mr. ZU Li, aged 57, worked for Liaoyuan Silk Dyeing and Printing Plant (遼源市絲織印染廠) from August 1985 to December 1987. From January 1988 to December 1990, he worked for Yuanle Plush Company Limited (中外合資源樂毛絨有限公司) as a vice general manager. He worked for Jilin Liaoyuan Textile Bureau (中國吉林省遼源市紡織局) as a chief of sector from January 1991 to April 1992. From May 1992 to May 1997, he was a general manager of Jilin International Economic and Technology Cooperation Company Limited Shenzhen Branch (中國吉林國際經濟技術合作公司深圳分公司). He was a general manager of Shenzhen Hengduo Trading Company Limited (深圳市恒多貿易有限公司) from May 1997 to December 2001 and a general manager of Ruixin Xingye Investment Consultant (Shenzhen) Company Limited (瑞信興業投資諮詢(深圳)有限公司) from January 2002 to February 2017. Mr. ZU obtained a bachelor's degree in dyeing works (染化工程) from Zhejiang Silk Textile Institute (浙江絲綢工學院) in July 1985.

Save as disclosed above and as at the Latest Practicable Date, Mr. ZU Li confirms that: (i) he has not held any other directorship in any 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, senior management or substantial shareholders or controlling shareholders of the Company. There is no other matter concerning the appointment of Mr. ZU 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.

NOTICE OF ANNUAL GENERAL MEETING



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 Wednesday, 31 May 2017 at 11:00 a.m. for the purpose of considering, and, if thought fit, passing the following resolutions:

AS 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 2016.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2016.
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditor’s report for the year ended 31 December 2016.
4. To consider and approve the re-appointment of PricewaterhouseCoopers 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.
5. To consider and approve the election of Mr. WANG Zhao Wen (王肇文) as an independent non-executive Director of the Company.
6. To consider and approve the election of Mr. TANG Wai Man Raymond (鄧偉文) as an independent non-executive Director of the Company.
7. To consider and approve the election of Mr. ZU Li (祖力) as a Supervisor of the Company.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and approve the Board to fix the remunerations of the Directors and Supervisors of the Company.

AS A SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as a special resolution:

9. **“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
 - (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;

NOTICE OF ANNUAL GENERAL MEETING

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

- (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);

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

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, 13 April 2017

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 22, 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 less 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 of the Company will be closed from Monday, 1 May 2017 to Wednesday, 31 May 2017, both days inclusive, during which period no transfer of Shares will be effected. For the identification of Members eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company’s H share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 28 April 2017. All transfers of Domestic Shares together

NOTICE OF ANNUAL GENERAL MEETING

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 Friday, 28 April 2017.

- iv. Whether or not holders of H Shares intend to attend the Meeting, they are requested to complete the enclosed reply slip for the Meeting and return it, by hand or by post, to the Company's H share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before Thursday, 11 May 2017.
- v. Whether or not holders of Domestic Shares of the Company intend to attend the Meeting, they are requested to complete the enclosed reply slip for the meeting and return it, by hand or by post, to the Company's mailing address at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC on or before Thursday, 11 May 2017.

* *For identification purpose only*

As at the date of this circular, the Board of the Company comprises Mr. Ye Yujing, Mr. Liu Yilun, Ms. Ye Xiujin, Mr. Ye Guofeng, and Mr. Ye Niangting, as Executive Directors; Mr. Tian Wen as Non-executive Director; and Mr. Li Bingren, Mr. Fung Yat Sang, and Mr. Lin Zhiyang, as Independent Non-executive Directors.

This circular, 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 announcement 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 announcement misleading.