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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 RE-ELECTION OF RETIRING SUPERVISOR
(4) PROPOSED DECLARATION OF FINAL DIVIDEND
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 7 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 Friday, 8 June 2018, is set out on pages 14 to 18 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 Friday, 18 May 2018.

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

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DEFINITIONS

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 11:00 a.m. on Friday, 8 June 2018, notice of which is set out on pages 14 to 18 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

DEFINITIONS

“Independent Supervisor”	The supervisors who are not the shareholders of the Company but elected by the shareholders meeting, are not paid by the Company or participating in the business operation of the Company.
“Latest Practicable Date”	17 April 2018, 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. 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. DENG Weiwen (鄧偉文先生)
Mr. WANG Zhaowen (王肇文先生)
Mr. LIN Zhiyang (林志揚先生)

20 April 2018

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED GENERAL MANDATE TO ISSUE SHARES
(2) PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS
(3) PROPOSALS FOR RE-ELECTION OF RETIRING SUPERVISOR
(4) PROPOSED DECLARATION OF FINAL DIVIDEND
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 and supervisor, declaration of final dividend and special resolutions to be

* For identification purpose only

LETTER FROM THE BOARD

proposed at the AGM for the 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 14 to 18 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. Liu Yilun, Ms. Ye Xiujin, Mr. Ye Guofeng and Mr. Ye Niangting, Non-executive Director, Mr. Tian Wen, and Independent Non-executive Director, Mr. Lin Zhiyang shall retire by rotation at the Annual General Meeting, and being eligible, have offered themselves for re-election at the Annual General Meeting.

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

4. PROPOSALS FOR RE-ELECTION OF RETIRING SUPERVISOR

The supervisory committee of the Company currently consists of three Supervisors, namely Mr. Zu Li (Independent Supervisor and the chairman of the supervisory committee), Mr. Wu Hanguang (Supervisor as representative of the Company's staff) and Mr. Ye Xian (Supervisor as representative of the Shareholders).

In accordance with Article 14.3 of the Articles of Association, the supervisory committee of the Company currently consists of an Independent Supervisor, a Supervisor as representative of the Company's staff and a Supervisor as representative of the Shareholders. Independent Supervisor and a Supervisor as representative of the Company's shareholders shall be elected and dismissed by the AGM. Supervisors representing the Company's staff shall be elected and dismissed by the Company's staff on democratic election basis.

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Mr. Zu Li was appointed as the Independent Supervisor on the annual general meeting held on 31 May 2017. His term of office was commenced from the date of election and will end at the conclusion date of the annual general meeting of the Company to be held in 2020.

Appointment of Supervisor

The Supervisor as representative of the Company's staff shall be elected democratically by the Company's staff conference. Mr. Wu Hanguang, as the Supervisor as representative of the Company's staff, will retire on the date of the AGM. Mr. Ye Weizhou was appointed by the Company's staff conference held on 17 April 2018 as the new Supervisor as representative of the Company's staff. His term of office was commenced from the date of the AGM to the date of the annual general meeting to be held in 2021.

Mr. Ye Xian, the Supervisor as representative of Shareholders, will retire upon the expiry of his term of office on the date of AGM and, being eligible, offered himself for re-election at the AGM by Shareholders.

A resolution will be proposed at the AGM to elect Mr. Ye Xian as the Supervisor as representative of Shareholders for a term of 3 years which is proposed to commence from the date of the AGM and end at the conclusion date of the annual general meeting of the Company to be held in 2021.

Details of the Supervisors Mr. Ye Xian and Mr. Ye Weizhou are set out in the Appendix I to this circular.

5. PROPOSED DECLARATION OF FINAL DIVIDEND

The Board has proposed to distribute a final dividend of RMB0.03 (tax inclusive) per ordinary share (2016: nil) for the year ended 31 December 2017 (the "2017 final dividend") to all shareholders of the Company. If the proposal is approved at the AGM, the dividend will be distributed on Friday, 3 August 2018 to the shareholders of the domestic shares and H shares whose names appear on the Register of Members of the Company on Friday, 13 July 2018. If there were any changes to the expected date of distribution, an announcement regarding the change would be published. The aforesaid proposed dividend is denominated in RMB, and will be paid to shareholders of the domestic shares and H shares in RMB and HKD respectively. Dividend paid in HKD will be translated based on the average price of the medium prices of the conversion of RMB into HK\$ announced by the People's Bank of China within five working days prior to and including the date of declaration of dividend in the AGM.

Taxation

In accordance with the Enterprise Income Tax Law of the People's Republic of China(《中華人民共和國企業所得稅》) and its implementation regulations which came into effect on 1 January 2008, the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise shareholders whose names appear on the register of members of H Shares when distributing the cash dividends. Any H Shares not registered under the name of an individual shareholder, including HKSCC

LETTER FROM THE BOARD

Nominees Limited, other nominees, agents or trustees, or other organisations or groups, shall be deemed as shares held by non-resident enterprise shareholders. Therefore, the enterprise income tax shall be withheld from dividends payable to such shareholders. If holders of H Shares intend to change their shareholder status, they should enquire about the relevant procedures with their agents or trustees. The Company will strictly comply with the laws or the requirements of the relevant government authorities and withhold and pay enterprise income tax on behalf of the relevant shareholders based on the register of members of H Shares as at the Record Date.

If the individual holders of H Shares are Hong Kong or Macau residents and residents of the countries which had an agreed tax rate of 10% for the cash dividends paid to them with the PRC under the relevant tax agreements, the Company shall withhold and pay individual income tax on behalf of the relevant shareholders at a rate of 10%. Should the individual holders of H Shares be residents of the countries which have an agreed tax rate of less than 10% with the PRC under the relevant tax agreements, the Company shall withhold and pay individual income tax on behalf of the relevant shareholders at a rate of 10%. In that case, if the relevant individual holders of H Shares wish to reclaim the extra amount withheld (the “Extra Amount”), the Company can, on behalf of the relevant shareholders, apply for the relevant agreed preferential tax treatment under the tax agreement provided that the relevant shareholders shall submit the evidence required by the notice of the tax agreement to the H Share Registrar within the time limit. The Company will assist with the refund of the Extra Amount after the approval by the competent tax authorities. Should the individual holders of H Shares be residents of the countries which have an agreed tax rate of over 10% but less than 20% with the PRC under the tax agreements, the Company shall, on behalf of the relevant shareholders, withhold and pay the individual income tax at the agreed actual rate in accordance with the relevant tax agreements. In the case that the individual holders of H Shares are residents of the countries which have an agreed tax rate of 20% with the PRC, or which have not entered into any tax agreement with the PRC, or otherwise, the Company shall, on behalf of the relevant shareholders, withhold and pay the individual income tax at a rate of 20%.

6. NOTICE OF ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 14 to 18 of this circular. At the AGM, resolutions will be proposed to approve, among others, the re-election of retiring directors and supervisor, declaration of final dividend 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 Friday, 18 May 2018 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 and voting in person if you so wish. According to Rule 13.39 of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll.

LETTER FROM THE BOARD

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 Tuesday, 8 May 2018 are entitled to attend and vote at the 2017 Annual General Meeting. The register of members of the Company will be closed from Wednesday, 9 May 2018 to Friday, 8 June 2018, both days inclusive, during which no transfer of Shares will be effective. 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 no later than 4:30 p.m. on Tuesday, 8 May 2018. 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 Tuesday, 8 May 2018.

The register of members of the Company will be closed from Monday, 9 July 2018 to Friday, 13 July 2018, both days inclusive, during which period no transfer of domestic shares and H shares will be registered. In order to qualify for the final dividend entitlements, shareholders of the Company's H shares must lodge all transfer of shares, accompanied by the relevant share certificates, with the Company's H share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 6 July 2018.

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.

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

* For identification purpose only

Executive Directors

Mr. YE Yujing (葉玉敬), aged 52, 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 the elder brother of Mr. YE Xian's father. Mr. Ye completed a two-year online 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 Shenzhen Committee, the vice president of the Public Administration Committee and the vice president of Futian Branch of Shenzhen Committee of China Democratic League (中國民主同盟), 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 committee member of the seventh session of the CBD Association, the vice president of Federation of Shenzhen Industries, the vice president a 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 China Building Decoration Association (中國建築裝飾協會) 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. Mr. Ye is appointed as a visiting professor from May 2015 to June 2018 of Jinling College of Nanjing University (南京大學金陵學院). 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.

Mr. LIU Yilun (劉奕倫), aged 45, was appointed as an Executive Director on 19 September 2015. He joined our Company as the general manager of the securities department on 27 April 2015. Mr. Liu is mainly responsible for overseeing our Group's development, strategic planning, positioning and overall operational and risk management. Mr. Liu graduated from Beihang University (北京航空航天大學) with a bachelor's degree in economic management in July 1994 and earned his master's degree in economics from Guangdong Academy of Social Sciences (廣東省社會科學院) in July 2002. He acquired the Securities Qualification Certificate (證券從業資格證書) issued by the Securities Association of China (中國證券業協會) in December 2001. Before joining our Company, Mr. Liu had worked as the general manager of the investment department in Beijing Securities Co. Ltd. Shenzhen Branch* (北京證券有限責任公司深圳業務部) from July 1994 to May 1998 and as the general manager of the securities department in York Point S&T Co., Ltd. Guangdong* (廣東億安科技股份有限公司) (now known as China High-speed Railway Technology Co., Ltd.* (神州高鐵技術股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange with stock code 000008.SZ), from May 1998 to March 2001. Thereafter, Mr. Liu worked as a general manager in Shenzhen Wanlitong Investment Guarantee Company Limited* (深圳市萬利通投資擔保有限公司) from October 2007 to November 2013. He later served as the chief executive officer of Guosen Business Factoring Co., Ltd* (國信商業保理有限公司) from December 2013 to March 2015.

Mr. LIU Yilun is entitled to a director's fee of RMB384,000 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 51, 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 the sister-in-law of Mr. Ye Xian's father. 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 30, 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 cousin of Mr. YE Xian. 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.

Mr. YE Niangting (葉娘汀), aged 37, was appointed as an Executive Director and a vice president on 22 May 2014 and is primarily responsible for conducting project evaluation for our construction projects and advising on strategic development and corporate governance of our Group. Mr. Ye joined our Company on 14 October 2008 as deputy manager of the operation department, and was promoted to manager of that department in April 2012. From February 2013 to April 2014, Mr. Ye was the manager of Division I of the operating department and the general manager of the operation management centre, directly reporting to Mr. Ye Yujing. He also assisted Mr. Ye Yujing in our business expansion and operation management and undertakes responsibility in managing our operation management centre. Since joining our Group in October 2008, Mr. Ye has been involved in a number of construction projects in different capacities and has accumulated substantial experience in areas including project development and project evaluation. In respect of project evaluation, Mr. Ye is responsible for the final approval of our project evaluation reports for all of our potential construction projects, after considering opinions from the supervising business manager and our technical department. Mr. Ye graduated from Dalian University of Technology (大連理工大學) majored in civil engineering in July 2009 through online education. Prior to joining our Company, Mr. Ye was a manager of Beijing branch of Shenzhen Bauing Construction Group Co., Ltd.* (深圳市寶鷹建設集團股份有限公司) from October 2005 to October 2008 where he was responsible for business development in Beijing and surrounding regions. Mr. Ye was appointed as a visiting professor of Shanghai Art & Design Academy (上海工藝美術職業學院) in July 2015 for a term of three years. On 31 December 2017, Shenzhen Gongxiangli is owned as to 8.3951% by Mr. Ye who is its limited partner.

Mr. YE Niangting is entitled to a director's fee of RMB360,000 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.

Non-executive Director

Mr. TIAN Wen (田文), aged 38, was appointed as a non-executive Director of our Company on 12 June 2012 and is mainly responsible for participating in the formulation of our Company's corporate and business strategies. Mr. Tian graduated from the Faculty of Accounting of the School of Business in Renmin University of China (中國人民大學) with a bachelor's degree in economics in July 2002 and obtained his degree of Master of Business Administration in Finance in November 2012 from the Chinese University of Hong Kong (香港中文大學). Prior to joining our Company, Mr. Tian worked in the assurance department in PricewaterhouseCoopers Zhongtian LLP, Shenzhen office from August 2002 to April 2010, and successively served as junior auditor, senior auditor and deputy manager of the assurance department. Mr. Tian is currently a director in Shanghai Neoent Industrial Co., Ltd.* (上海紐恩特實業有限公司) and an investment vice president of Shenzhen Co-Win Asset Management Co., Ltd.* (深圳同創偉業資產管理股份有限公司), and previously served as a director in Flahalo Innovation Management Company Limited* (風火創意管理股份有限公司).

Mr. TIAN Wen 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.

Independent Non-executive Director

Mr. LIN Zhiyang (林志揚), aged 62, 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. 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), and Clenergy (Xiamen) Technology Co., Ltd. (清源科技(廈門)股份有限公司) (stock code: 603628). He is also currently a director of Shenzhen Four Seasons Green Garden Co., Ltd.* (深圳市四季青園林股份有限公司) which is a private company and a supervisor in Xiamen Santai Concrete Engineering Co., Ltd.* (廈門三泰混凝土工程有限公司) which is also a private company.

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 above, they have not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Supervisors

Mr. YE Xian (葉縣), aged 25, was appointed as a Supervisor in June 2012 and is mainly responsible for supervising the operation department and ensuring the maintenance and increment of the asset value of our Company. Mr. Ye gained his bachelor's degree in civil engineering from Shenzhen University (深圳大學) in June 2015. Mr. Ye is the son of Mr. Ye Yujing's younger brother, the nephew of Ms. Ye Xiujin, and the younger cousin of Mr. Ye Guofeng.

Mr. YE Weizhou (葉偉周), aged 27, was appointed to be the supervisor as representative of the Company's staff in April 2018, Mr Ye gained his bachelor Degree in project management from Guangdong Industry University in July 2015. Currently he works as the funding associate in the finance department of the Company. He was granted the certificates of both Quality Control Officer and Safety Officer in May 2015. And he was granted the C level certificates in safety evaluation in September 2015.

The Supervisor to be re-elected and the new appointed Supervisor mentioned above were not engaged, or interested, in any business which directly or indirectly competed or may compete with our business.

They have not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

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 ^(Note 1)	Approximate percentage of shareholdings in the total share capital of the Company ^(Note 2)
YE Yujing (葉玉敬) <i>(Note 3)</i>	Beneficial Owner	67,694,000	42.77%	32.07%
	Interest of spouse	15,504,000	9.79%	7.35%
YE Xiujin (葉秀近) <i>(Note 4)</i>	Beneficial Owner	15,504,000	9.79%	7.35%
	Interest of spouse	67,694,000	42.77%	32.07%
YE Xian (葉縣) <i>(Note 5)</i>	Beneficial Owner	10,336,000	6.53%	4.90%
YE Guofeng (葉國鋒) <i>(Note 6)</i>	Interest in a controlled corporation	6,075,000	3.84%	2.88%

Notes:

- The calculation is based on the percentage of shareholdings in the Domestic Shares.
- The calculation is based on the total number of 211,050,000 Shares in issue after the Global Offering.
- 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.
- 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.
- Mr. YE Xian is the Supervisor of the Company.
- Shenzhen Gong Xiang Li, a limited partnership entity established under the PRC laws of which Mr. YE Weiqing is its executive partner, is owned as to 88.15% by Mr. YE Guofeng (葉國鋒), our Executive Director. In light of the above, YE Weiqing and YE Guofeng are deemed to be interested in all the Shares held by Shenzhen Gong Xiang Li.

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Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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, 8 June 2018 at 11:00 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 2017.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2017.
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 2017.
4. To declare a final dividend for the year ended 31 December 2017.
5. To consider and approve the re-election of:
 - (a) Mr. Ye Yujing as an executive Director;
 - (b) Mr. Liu Yilun as an executive Director;
 - (c) Ms. Ye Xiujin as an executive Director;

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

- (d) Mr. Ye Guofeng as an executive Director;
 - (e) Mr. Ye Niangting as an executive Director;
 - (f) Mr. Tian Wen as a non-executive Director;
 - (g) Mr. Lin Zhiyang as an independent non-executive Director;
6. To consider and approve the re-election of Mr. YE Xian as a Supervisor of the Company;
 7. To consider and approve the Board to fix the remunerations of the Directors and Supervisors of the Company;
 8. 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;

AS SPECIAL RESOLUTION:

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

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

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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

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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);
 - (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, 20 April 2018

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.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- 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 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 Wednesday, 9 May 2018 to Friday, 8 June 2018, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 8 May 2018. 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 Tuesday, 8 May 2018.
- 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 Friday, 18 May 2018.
- 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 Friday, 18 May 2018.

As at the date of this notice, 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. WANG Zhao Wen, Mr. TANG Wai Man Raymond, 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 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.