
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
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 5 of this circular. A notice convening the extraordinary general meeting of the Company (the “**EGM**”) to be held at the head office conference room, 3rd Floor, Pengyi Garden Building 1, Bagua No.1 Road, Futian District, Shenzhen, the People's Republic of China at 11 a.m. on Monday, 20 August 2018, is set out on pages 7 to 9 of this circular.

Shareholders who intend to attend the EGM 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 Monday, 30 July 2018.

Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder. In order to be valid, the proxy form for the EGM must be deposited by hand or post, for holders of H shares of the Company, to the H share registrar of the Company Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong and, for holders of domestic shares of the Company, to the head office in the PRC of the Company not less than 24 hours before the time for holding the EGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.

* *For identification 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:

“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 of Hong Kong Limited (stock code: 6189)
“Controlling Shareholder”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Ye Yujing and Ms. Ye Xiujin
“Director(s)”	director(s) of the Company
“Domestic Shares”	ordinary share(s) issued by the Company in the PRC with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB by PRC natural persons or entities established under the laws of the PRC
“EGM”	the extraordinary general meeting of the Company to be convened and held at the head office conference room, 3rd Floor, Pengyi Garden Building 1, Bagua No.1 Road, Futian District, Shenzhen, the People’s Republic of China at 11 a.m. on Monday, 20 August 2018, notice of which is set out on pages 7 to 9 of this circular, and any adjournment thereof
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 per share which are listed on the Main Board of the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 June 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

DEFINITIONS

“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
“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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“%”	per cent



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廣東愛得威建設(集團)股份有限公司

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(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)

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

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

Non-executive Director:

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. WANG Zhaowen (王肇文先生)
Mr. TANG Wai Man Raymond (鄧偉文先生)
Mr. LIN Zhiyang (林志揚先生)

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
(2) NOTICE OF EXTRAORDINARY 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 EGM for the approval of the change of independent non-executive Director. 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 EGM.

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

* For identification purpose only

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. TANG Wai Man Raymond (鄧偉文先生) has resigned as an independent non-executive Director due to the reasons as following: Mr. TANG Wai Man Raymond (鄧偉文先生) has been occupied with many other business commitments. After careful consideration, he has decided to resign as an independent non-executive Director of the Company in order to devote more time to his business. The resignation shall be with effect after the conclusion of the forthcoming EGM of the Company. Upon the resignation, Mr. TANG Wai Man Raymond (鄧偉文先生) will also cease to be the chairman of the audit committee and a member of the remuneration committee of the Board respectively. Immediately after Mr. TANG Wai Man Raymond's (鄧偉文先生) resignation at the conclusion of the EGM of the Company (or any adjournment thereof), subject to the approval by the Shareholders at the EGM, Mr. CHEUNG Wai Yeung Michael (張威揚先生) will be appointed as an independent non-executive Director of the Company, the chairman of the audit committee and a member of the remuneration committee. Mr. CHEUNG Wai Yeung Michael (張威揚先生) has provided the Company with his confirmation of independence pursuant to Rule 3.13 of the Listing Rules, the Board considers that he is independent.

The biographical details of Mr. CHEUNG Wai Yeung Michael (張威揚先生) who will stand for appointment as an independent non-executive Director at the EGM as required under Rule 13.39 of the Listing Rules are set out in Appendix to this circular. Mr. CHEUNG Wai Yeung Michael (張威揚先生) will be appointed at the forthcoming EGM by resolution passed by the Shareholders attending the meeting and holding more than half of the voting rights (including their proxies). The new term of office of the proposed independent non-executive Director will be for a period of three years, which is proposed to commence from 20 August 2018 upon the approval of the appointment at the EGM and end at the conclusion date of the annual general meeting to be held in 2021.

3. NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice of the EGM is set out on pages 7 to 9 of this circular. At the EGM, resolution will be proposed to approve the proposed change of independent non-executive Director.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.aidewei.cn). Whether or not you intend to attend the EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Monday, 30 July 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 EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish. According to Rule 13.39 of the Listing Rules, save and except resolutions which relate to procedural or administrative matters, any vote of the Shareholders at a general meeting must be taken by poll.

LETTER FROM THE BOARD

4. 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, 20 July 2018 are entitled to attend and vote at the EGM. The register of members of the Company will be closed from Saturday, 21 July 2018 to Monday, 20 August 2018, both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend the EGM and to vote thereat as Shareholders, all transfers of H Shares together with the relevant share certificates must be delivered to the Company's H Share Registrar Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queens's Road East, Hong Kong no later than 4:30 p.m. on Friday, 20 July 2018. All transfers of Domestic Shares together with the relevant documents must be delivered to the Company's head office at 3rd Floor, Pengyi Garden Building 1, Bagua No.1 Road, Futian District, Shenzhen, the People's Republic of China no later than 4:30 p.m. on Friday, 20 July 2018.

5. RECOMMENDATION

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

6. 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

The biographical details of Mr. Cheung Wai Yeung Michael (張威揚先生) who will stand for election as an Independent Non-executive Director at the EGM are set out below:

Mr. CHEUNG Wai Yeung Michael (張威揚), aged 42, 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 financial officer of the China region of TBWA and TBWA HAKUHODO since May 2015. 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) charterholder 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.

Save as disclosed above and as at the Latest Practicable Date, Mr. CHEUNG 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. CHEUNG 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 EXTRAORDINARY GENERAL MEETING

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.



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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**Meeting**”) of Guangdong Adway Construction (Group) Holdings Company Limited* (the “**Company**”) will be held at the head office conference room 3rd Floor, Pengyi Garden Building 1, Bagua No.1 Road, Futian District, Shenzhen, the PRC on Monday, 20 August 2018 at 11 a.m. for the purpose of considering, and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the election of Mr. CHEUNG Wai Yeung Michael (張威揚先生) as an independent non-executive Director of the Company.

By order of the Board

Guangdong Adway Construction (Group) Holdings Company Limited*

Mr. Ye Yujing

Chairman, Executive Director and Chief Executive Officer

Shenzhen, the PRC, 29 June 2018

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 mailing address of the Company’s head office at 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 of the Company will be closed from Saturday, 21 July 2018 to Monday, 20 August 2018, 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 H Shares transfer documents accompanied by the relevant H Shares 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, 20 July 2018. All Domestic Shares transfer documents accompanied by the relevant Domestic Shares certificates must be delivered to the Company’s head office at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the People’s Republic of China not later than 4:30 p.m. on Friday, 20 July 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 Monday, 30 July 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 of the Company’s head office at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC on or before Monday, 30 July 2018.

NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this announcement, 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 Zhaowen, Mr. Tang Wai Man Raymond, and Mr. Lin Zhiyang, as Independent Non-executive Directors.

This announcement, 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.