

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

CHANGE OF NON-EXECUTIVE DIRECTOR AND SUPERVISOR

This announcement is made pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Guangdong Adway Construction (Group) Holdings Company Limited (the “**Company**”) announces that Mr. Tian Wen (田文) (“**Mr. Tian**”) has tendered his resignation as a non-executive director of the Company (“**Non-executive Director**”) on Monday, 28 January 2019 (the “**Resignation of Mr. Tian**”). The Resignation of Mr. Tian shall become effective on Tuesday, 19 March 2019, i.e. the date of the forthcoming extraordinary general meeting of the Company (the “**EGM**”). Mr. Tian confirmed that there is no disagreement with the Board nor other matters relating to the Resignation of Mr. Tian that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The reason for the Resignation of Mr. Tian is to facilitate the restructuring of the management team of the Company.

The Board would like to take this opportunity to thank Mr. Tian for his valuable contributions to the Company during his term of office.

RESIGNATION OF SUPERVISOR

The Board announces that Mr. Ye Xian (葉縣) (“**Mr. Ye**”) has tendered his resignation as a supervisor of the Company (“**Supervisor**”) on Monday, 28 January 2019 (the “**Resignation of Mr. Ye**”). The Resignation of Mr. Ye shall become effective on Tuesday, 19 March 2019, i.e. the date of the EGM. Mr. Ye confirmed that there is no disagreement with the board of Supervisors nor other matters relating to the Resignation of Mr. Ye that need to be brought to the attention of the Shareholders and the Stock Exchange. The reason for the Resignation of Mr. Ye is to facilitate the restructuring of the management team of the Company. Mr. Ye will remain a member of the management of the Company after the Resignation of Mr. Ye.

The Board would like to take this opportunity to thank Mr. Ye for his valuable contributions to the Company during his term of office.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Following the Resignation of Mr. Tian, subject to Shareholders’ approval at the EGM, the Board is pleased to announce that Ms. Li Yuan Fei (黎媛菲) (“**Ms. Li**”) shall be appointed as a Non-executive Director of the Company.

The biographical particulars of Ms. Li are as follows:

Ms. Li Yuan Fei (黎媛菲), aged 37, graduated with a bachelor’s degree in international trade from the University of Shanghai for Science and Technology (上海理工大學) in 2002 and a master’s degree in economics from Fudan University (復旦大學) in 2005. Ms. Li’s working experience focuses primarily on securities, fund and finance businesses. From September 2005 to February 2009, she was an associate in Merrill Lynch, an investment bank, where she was responsible for capital operation. From April 2009 to March 2011, she was a vice president in Crimson Capital, a private equity fund, where she was the principal of investment department in the PRC. From April 2011 to August 2016, she was the executive general manager in China International Capital Corporation Limited, an investment bank, where she was the head of consuming industries section of the Company. Since September 2016 and currently, she is a partner of Shenzhen Qianhai Xingwang Investment Management Co., Ltd* (深圳前海興旺投資管理有限公司), which is principally engaged in the business of providing professional fund management services for private equity funds and venture capital investment funds. Shenzhen Qianhai Xingwang Investment Management Co. Ltd* is also a general partner of Ningbo Xingwang Yinghua* (寧波興旺贏華), which is interested in 10,000,000 domestic shares of the Company, representing 4.5% of the issued share capital of the Company and 6.3% of the issued domestic shares of the Company.

Save as disclosed above and as at the date of this announcement, Ms. Li confirms that: (i) she 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) she does not have any interests in the shares or securities of the Company within the meaning of Part XV of the SFO; and (iii) she 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 Ms. Li 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)(h) to (v) of the Listing Rules.

The Company proposes to enter into a service agreement with Ms. Li for an initial term of three years commencing on the date of the forthcoming EGM (subject to the requirement of retirement contained in the Listing Rules and the Articles of Association of the Company). Pursuant to the service agreement of Ms. Li, she is entitled to receive the remuneration in the amount of RMB80,000 per annum, which is recommended by the remuneration committee and determined by the Board by reference to her duties and responsibilities within the Company, the prevailing market level, and Ms. Li's experience.

A circular incorporating, among others, details of Ms. Li as a candidate for the election of the Director of the Company shall be despatched to the shareholders of the Company as soon as practicable.

APPOINTMENT OF SUPERVISOR

Following the Resignation of Mr. Ye, subject to Shareholders' approval at the EGM, the Board is pleased to announce that Mr. Tian shall be appointed as a Supervisor of the Company.

The biographical particulars of Mr. Tian are as follows:

Mr. Tian, aged 38, was appointed as a non-executive Director of the Company on 12 June 2012 and is mainly responsible for participating in the formulation of the 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 the 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 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).

Save as disclosed above, Mr. Tian confirms 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. Tian 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)(h) to (v) of the Listing Rules.

The Company proposes to enter into a service agreement with Mr. Tian for an initial term of three years commencing on the date of the forthcoming EGM (subject to the requirement of retirement contained in the Listing Rules and the Articles of Association of the Company).

Mr. Tian is not entitled to any remuneration as a Supervisor of the Company under the service agreement unless otherwise shall be determined by the Board based on the recommendation of the Remuneration Committee with reference to the Company's remuneration policy.

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, 28 January 2019

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 Zhao Wen, Mr. Cheung Wai Yeung Michael, 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.

* For identification purpose only