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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 INCREASE IN REGISTERED SHARE CAPITAL**
 - (2) PROPOSED CHANGE IN SCOPE OF BUSINESS**
 - (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
 - (4) PROPOSED ELECTION OF DIRECTOR AND SUPERVISOR AND**
 - (5) NOTICE OF EXTRAORDINARY GENERAL MEETING**
-

A letter from the Board is set out on pages 3 to 18 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 11:30 a.m. on Tuesday, 19 March, 2019, is set out on pages 19 to 21 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 Tuesday, 26 February, 2019.

Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalfs. 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

31 January, 2019

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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 (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 11:30 a.m. on Tuesday, 19 March, 2019, notice of which is set out on pages 19 to 21 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”	28 January, 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rule”	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
“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”	Supervisor 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)

*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. CHEUNG Wai Yeung Michael (張威揚先生)
Mr. LIN Zhiyang (林志揚先生)

Dear Sir or Madam,

1. PROPOSED INCREASE IN REGISTERED SHARE CAPITAL
2. PROPOSED CHANGE IN SCOPE OF BUSINESS
3. PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION
4. ELECTION OF DIRECTOR AND SUPERVISOR
AND
5. NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the EGM for the approval of (1) the increase in registered share capital, (2) the change in scope of business, (3) the amendments to the articles of association, and (4) the election of Director and Supervisor. 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.

* For identification purpose only

LETTER FROM THE BOARD

A notice convening the EGM is set out on pages 19 to 21 to this circular.

2. PROPOSED INCREASE IN REGISTERED SHARE CAPITAL

Reference is made to the announcement of the Company dated 30 November 2018 in relation to the placing of an aggregate of 10,000,000 Placing Shares (the “**Announcement**”). Capitalised terms used herein shall bear the same meaning as those defined in the Announcement, except as the context otherwise requires. The registered share capital of the Company was RMB211,050,000, of which 52,763,000 H Shares and 158,287,000 Domestic Shares are in issue. As the Company has completed the Placing, the Board proposes to increase the authorised share capital of the Company to RMB221,050,000 divided by 62,763,000 H Shares and 158,287,000 Domestic Shares taking into account the newly issued 10,000,000 H Shares in the share capital of the Company.

3. PROPOSED CHANGE IN SCOPE OF BUSINESS

To facilitate the strategic development of the Company, its scope of business will be expanded to Grade III General Contractor of Municipal Engineering, Grade III General Contractor of Construction Engineering, and the its current scope of business shall be amended into including Grade I Professional Contractor of Building Renovation and Decoration Engineering, Grade I Professional Contractor of Curtain Wall Engineering, Grade I Professional Contractor of Fire Safety Equipment Engineering, Grade I Professional Contractor of Building Intelligent Engineering, Grade II Professional Contractor of Steel Structure Engineering, Grade III General Contractor of Municipal Engineering, Grade III General Contractor of Construction Engineering, Grade A Professional Building Decoration Engineering and Design, Grade A Professional Curtain Wall Engineering and Design, Grade B Professional Fire Safety Equipment Engineering and Design, design, installation and maintenance of security prevention systems (the aforesaid scopes of business shall not operate prior to obtaining qualification certificate); development and application in computer software and hardware product technology, intelligence engineering system, solar energy construction technology, energy-saving product technology, fire and security equipment technology, green environmental friendly materials, and construction intelligence products, development, production, manufacture, application and sale of construction and decoration materials, mechanical and electrical equipment, fire safety equipment, environmental-friendly filtration system; lease of self-owned properties; operation of medical equipment business and production of medical equipment.

4. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The main reasons for the proposed amendments to the Articles of Association are to satisfy the Company’s business development and expansion needs and to facilitate the change of scope of the Company’s business.

LETTER FROM THE BOARD

Pursuant to article 8.2 of the Articles of Association, any proposed amendment to the Articles of Association is required for consideration and approval by the Shareholders at a general meeting under special resolution. As confirmed by the legal advisers, the proposed amendments to the Articles of Association conform with the requirements of the Listing Rules as well as the PRC Company Law and other applicable laws and regulations of the PRC. The Company also confirms that there is nothing unusual about such proposed amendments for a company listed in Hong Kong.

This resolution will become effective upon approval by the Shareholders at the EGM and completion of the requisite business registration procedures.

The proposed amendments are as follows:

Article 2.2 of Chapter 2 “OBJECTIVES AND SCOPE OF BUSINESS”

Original

Article 2.2

The Company’s scope of business includes Grade I Professional Contractor of Building Renovation and Decoration Engineering, Grade I Professional Contractor of Curtain Wall Engineering, Grade I Professional Contractor of Fire Safety Equipment Engineering, Grade I Professional Contractor of Building Intelligent Engineering, Grade II Professional Contractor of Steel Structure Engineering, Grade A Professional Building Decoration Engineering and Design, Grade A Professional Curtain Wall Engineering and Design, Grade B Professional Fire Safety Equipment Engineering and Design, design, installation and maintenance of security prevention systems (the aforesaid scopes of business shall not operate prior to obtaining qualification certificate); development and application in computer software and hardware product technology, intelligence engineering system, solar energy construction technology, energy-saving product technology, fire and security equipment technology, green environmental friendly materials, and construction intelligence products, development, production, manufacture, application and sale of construction and decoration materials, mechanical and electrical equipment, fire safety equipment, environmental-friendly filtration system; lease of self-owned properties; operation of medical equipment business and production of medical equipment.

The business scope of the Company shall be as approved by the company registration authorities.

LETTER FROM THE BOARD

Proposed amendment

Article 2.2

The Company's scope of business includes Grade I Professional Contractor of Building Renovation and Decoration Engineering, Grade I Professional Contractor of Curtain Wall Engineering, Grade I Professional Contractor of Fire Safety Equipment Engineering, Grade I Professional Contractor of Building Intelligent Engineering, Grade II Professional Contractor of Steel Structure Engineering, **Grade III General Contractor of Municipal Engineering, Grade III General Contractor of Construction Engineering**, Grade A Professional Building Decoration Engineering and Design, Grade A Professional Curtain Wall Engineering and Design, Grade B Professional Fire Safety Equipment Engineering and Design, design, installation and maintenance of security prevention systems (the aforesaid scopes of business shall not operate prior to obtaining qualification certificate); development and application in computer software and hardware product technology, intelligence engineering system, solar energy construction technology, energy-saving product technology, fire and security equipment technology, green environmental friendly materials, and construction intelligence products, development, production, manufacture, application and sale of construction and decoration materials, mechanical and electrical equipment, fire safety equipment, environmental-friendly filtration system; lease of self-owned properties; operation of medical equipment business and production of medical equipment.

The business scope of the Company shall be as approved by the company registration authorities.

LETTER FROM THE BOARD

Article 3.5 of Chapter 3 “SHARES AND REGISTERED CAPITAL”

Original

Article 3.5

As approved by the companies approving department authorized by the State Council, to date the Company has issued a total of 158,287,000 shares, the shareholders, the number of shares held and the shareholding ratio are as follows respectively:

Number	Shareholder	Number of Shares ('0000)	Percentage of Shareholding
1.	Ye Yujing	6,769.4	42.7666%
2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation (Limited Partnership)	1,700	10.7400%
3.	Ye Xiujin	1,550.4	9.7949%
4.	Ye Bingquan(Ye Xiaomei is the guardian of Ye Bingquan)	1,033.6	6.5299%
5.	Ye Xian	1,033.6	6.5299%
6.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	807.5	5.1015%
7.	Yu Taomei	637.5	4.0275%
8.	Huang Na	612	3.8664%
9.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	384.2	2.4272%
10.	Zhou Hang	255	1.6110%
11.	Luo Biao	229.5	1.4499%
12.	Qiu Jiabao	170	1.0740%
13.	Li Guangbin	127.5	0.8055%
14.	Qiu Wenjin	127.5	0.8055%
15.	Zeng Fang	119	0.7518%
16.	Li Mingzhu	102	0.6444%
17.	Zeng Bo	85	0.5370%
18.	Liu Yi	51	0.3222%
19.	Wen Kaiwen	34	0.2148%
Total	—	15,828.7	100%

LETTER FROM THE BOARD

Proposed amendment

Article 3.5

As approved by the companies approving department authorized by the State Council, immediately before the completion of the initial placing of its overseas listed foreign shares (H shares), the Company has issued a total of 158,287,000 ordinary shares, the shareholders, the number of shares held and the shareholding ratio are as follows respectively:

Number	Shareholder	Number of Shares ('0000)	Percentage of Shareholding
1.	Ye Yujing	6,769.4	42.7666%
2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation (Limited Partnership)	1,700	10.7400%
3.	Ye Xiujin	1,550.4	9.7949%
4.	Ye Bingquan(Ye Xiaomei is the guardian of Ye Bingquan)	1,033.6	6.5299%
5.	Ye Xian	1,033.6	6.5299%
6.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	807.5	5.1015%
7.	Yu Taomei	637.5	4.0275%
8.	Huang Na	612	3.8664%
9.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	384.2	2.4272%
10.	Zhou Hang	255	1.6110%
11.	Luo Biao	229.5	1.4499%
12.	Qiu Jiabao	170	1.0740%
13.	Li Guangbin	127.5	0.8055%
14.	Qiu Wenjin	127.5	0.8055%
15.	Zeng Fang	119	0.7518%
16.	Li Mingzhu	102	0.6444%
17.	Zeng Bo	85	0.5370%
18.	Liu Yi	51	0.3222%
19.	Wen Kaiwen	34	0.2148%
Total	—	15,828.7	100%

LETTER FROM THE BOARD

Article 3.6 of Chapter 3 “SHARES AND REGISTERED CAPITAL”

Original

Article 3.6

The total number of shares issued by the Company shall be no less than 211,050,000 shares but no more than 218,964,000 ordinary shares, including no less than 52,763,000 shares but no more than 60,677,000 overseas listed foreign shares, representing no lower than 25% but no higher than 27.71% of the total number of issuable ordinary shares of the Company.

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

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

LETTER FROM THE BOARD

Under the circumstance that the number of overseas listed foreign shares represents 27.71% of the total number of issuable ordinary shares of the Company after issuance (assuming over-allotment option is exercised), the share capital structure of the company shall be as follows:

Number	Shareholder	Number of Shares ('0000)	Percentage of Shareholding
1.	Ye Yujing	6,769.4	30.9156%
2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation (Limited Partnership)	1,700	7.7638%
3.	Ye Xiujin	1,550.4	7.0806%
4.	Ye Bingquan(Ye Xiaomei is the guardian of Ye Bingquan)	1,033.6	4.7204%
5.	Ye Xian	1,033.6	4.7204%
6.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	807.5	3.6878%
7.	Yu Taomei	637.5	2.9114%
8.	Huang Na	612	2.7950%
9.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	384.2	1.7546%
10.	Zhou Hang	255	1.1646%
11.	Luo Biao	229.5	1.0481%
12.	Qiu Jiabao	170	0.7764%
13.	Li Guangbin	127.5	0.5823%
14.	Qiu Wenjin	127.5	0.5823%
15.	Zeng Fang	119	0.5435%
16.	Li Mingzhu	102	0.4658%
17.	Zeng Bo	85	0.3882%
18.	Liu Yi	51	0.2329%
19.	Wen Kaiwen	34	0.1553%
20.	Holder of Overseas Listed Foreign Shares	6,067.7	27.7109%
Total	—	<u>21,896.4</u>	<u>100%</u>

LETTER FROM THE BOARD

Proposed amendment

Article 3.6

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

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

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

LETTER FROM THE BOARD

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

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

LETTER FROM THE BOARD

Article 3.9 of Chapter 3 “SHARES AND REGISTERED CAPITAL”

Original

Article 3.9 Upon completion of issuance of overseas listed foreign shares referred to in the preceding Article 3.6, the Company’s registered capital will be increased to RMB211,050,000 or RMB218,964,000 if over-allotment option is exercised.

Proposed amendment

Article 3.9 **The Company’s registered capital shall be RMB221,050,000.**

Article 10.1 of Chapter 10 “THE BOARD OF DIRECTORS”

Original

Article 10.1 The Company shall establish a Board which is responsible to and reports on its work to shareholders’ general meeting. The Board consists of not less than nine (9) but not more than nineteen (19) Directors. The Board shall comprise one (1) Chairman and independent (non-executive) Directors at a number not less than one-third (1/3) of the total members of the Board and not less than three (3) (whichever is larger).

Proposed amendment

Article 10.1 The Company shall establish a Board which is responsible to and reports on its work to shareholders’ general meeting. The Board consists of nine (9) Directors. The Board shall comprise one (1) Chairman and include three (3) independent (non-executive) Directors.

Save for the above proposed amendments to the Articles of Association, other chapters and articles of the Articles of Association remain unchanged.

The Board considers that the proposed amendments are in the interest of the Company and its Shareholders as a whole. As confirmed by the legal advisers, the amended Articles of Association comply with the laws of the PRC and the Listing Rules requirements.

LETTER FROM THE BOARD

5. PROPOSED ELECTION OF DIRECTOR AND SUPERVISOR

(A) Election of non-executive Director

Reference is made to the announcement of the Company dated 28 January, 2019 in relation to the resignation of Mr. Tian Wen (田文先生) (“**Mr. Tian**”) as a non-executive Director of the Company due to the restructuring of the management team of the Company. Mr. Tian Wen will be proposed for election as the Supervisor of the Company at the EGM. Immediately after Mr. Tian’s resignation at the conclusion of the EGM of the Company (or any adjournment thereof), subject to the approval by the Shareholders at the EGM, Ms. Li Yuan Fei (黎媛菲) (“**Ms. Li**”) will be appointed as a non-executive Director of the Company. The biographical details of Ms. Li, who will stand for appointment as a non-executive Director at the EGM as required under Rule 13.39 of the Listing Rules are set out in Appendix I to this circular. Ms. Li will be appointed at the 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 non-executive Director will be for a period of three years. Pursuant to the Articles of Association and the Listing Rules, the candidate of Director will be eligible for re-election after their term of office expires.

Mr. Tian confirmed that there is no disagreement with the Board nor other matters relating to his resignation that need to be brought to the attention of the Shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. Tian has also confirmed respectively that he is not a party involved in any on-going or pending litigation or dispute against the Company.

(B) Election of Supervisor

Reference is made to the announcement of the Company dated 28 January, 2019 in relation to the resignation of Mr. Ye Xian (葉縣先生) (“**Mr. Ye**”) as a Supervisor of the Company due to the restructuring of the management team of the Company. Immediately after Mr. Ye’s resignation at the conclusion of the EGM of the Company (or any adjournment thereof), subject to the approval by the Shareholders at the EGM of the Company (or any adjournment thereof), Mr. Tian will be appointed as a Supervisor of the Company. The biographical details of Mr. Tian, who will stand for appointment as a Supervisor at the EGM as required under Rule 13.39 of the Listing Rules are set out in Appendix II to this circular. Mr. Tian will be appointed at the 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 Supervisor will be for a period of three years. Pursuant to the Articles of Association and the Listing Rules, the candidate of Supervisor will be eligible for re-election after their term of office expires.

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 of the Company and the Stock Exchange.

LETTER FROM THE BOARD

6. NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice of the EGM is set out on pages 19 to 21 of this circular. At the EGM, the resolutions will be proposed to (1) approve the increase in registered share capital, (2) the change in scope of business, (3) the amendments to the articles of association and (4) the election of Director and Supervisor.

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 Tuesday, 26 February, 2019 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.

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 Friday, 15 February, 2019 are entitled to attend and vote at the EGM. The register of members of the Company will be closed from Saturday, 16 February, 2019 to Tuesday, 19 March, 2019, 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, 15 February, 2019. 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, 15 February, 2019.

8. 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.

LETTER FROM THE BOARD

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

Shenzhen, the PRC, 31 January, 2019

* *For identification purpose only*

The biographical details of Ms. Li who will stand for election as a non-executive Director at the EGM are set out below:

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, 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.

APPENDIX II INFORMATION ON THE PROPOSED ELECTION OF SUPERVISOR

The biographical details of Mr. Tian, who will stand for election as Supervisor at the EGM are set out below:

Mr. Tian Wen (田文), aged 38, was appointed as a non-executive Director of the Company on 12 June 2012 (resigned on Jan 14, 2019) 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).

Save as disclosed above and as at the Latest Practicable Date, Mr. Tian Wen (田文) 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. 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) 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 which is 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 according to 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.

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.



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 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 Tuesday, 19 March, 2019 at 11:30 a.m. for the purpose of considering, and, if thought fit, passing the following resolution:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution regarding the increase in the registered share capital of the Company; *(Note 1)*
2. To consider and approve the resolution regarding the change in scope of business of the Company; *(Note 1)*
3. To consider and approve the resolution regarding the amendments to the Articles of Association; *(Note 1)*

ORDINARY RESOLUTIONS

4. To consider and approve the resolution regarding the election of Ms. Li Yuan Fei (黎媛菲) as a non-executive Director of the Company;

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

5. To consider and approve the resolution regarding the election of Mr. Tian Wen (田文) as a Supervisor 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, 31 January, 2019

* For identification purpose only

Notes:

1. For details in relation to the special resolutions, please refer to the circular to Shareholders published on the same date.
2. 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.
3. 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.
4. The register of members of the Company will be closed from Saturday, 16 February, 2019 to Tuesday, 19 March, 2019, 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, 15 February, 2019. All Domestic Shares transfer documents accompanied by the relevant Domestic Shares certificates must be delivered

NOTICE OF EXTRAORDINARY GENERAL MEETING

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. Friday, 15 February, 2019.

5. 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 Tuesday, 26 February, 2019.
6. 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 Tuesday, 26 February, 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 Zhaowen, Mr. Cheung Wai Yeung Michael, and Mr. Lin Zhiyang, as Independent Non-executive Directors.