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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)**

### **NOTICE OF THE H SHARES SHAREHOLDERS CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the class meeting for holders of H shares of 2019 (the “**H Shares Shareholders Class Meeting**”) of Guangdong Adway Construction (Group) Holdings Company Limited (the “**Company**”) will be held at the Conference Room, 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the People’s Republic of China at 12:15 p.m. on Friday, 26 July 2019 (or immediately after the conclusion or adjournment of the extraordinary general meeting in 2019 of the Company (“**EGM**”), whichever is later) to consider and, if thought fit, approve the resolutions set out below:

### **SPECIAL RESOLUTIONS**

1. To consider and approve the Company to grant a specific mandate to the board of directors of the Company:

“**THAT:**

- (a) to issue 12,580,645 Domestic Shares in accordance with the terms and conditions of the First Domestic Share Subscription Agreement.”

\* *For identification purpose only*

2. To consider and approve the execution of the First Domestic Share Subscription Agreement:

**“THAT:**

- (a) the First Domestic Share Subscription Agreement be and is hereby approved, confirmed and ratified, and that all the transactions contemplated under the First Domestic Share Subscription Agreement be and are hereby approved, confirmed and ratified. A copy of the First Domestic Share Subscription Agreement is produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification; and
- (b) any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect to and/or to complete or in connection with the First Domestic Share Subscription Agreement and the transactions contemplated thereunder, including, without limitation, to approve any changes and amendments thereto, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

3. To consider and approve the increase in registered share capital:

**“THAT:**

- (a) the registered share capital be increased from RMB221,050,000 (divided by 62,763,000 H Shares and 158,287,000 Domestic Shares), to RMB240,930,645 (divided by 62,763,000 H Shares and 178,167,645 Domestic Shares); and
- (b) any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect to or in connection with the increase of registered share capital, including, without limitation, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

4. To consider and approve the amendments to the Articles of Association:

**“THAT:**

- (a) the proposed amendments to the Articles of Association be and are hereby approved; and

- (b) any Director be and is hereby authorised to implement and take all steps and to do all acts and things which in his opinion may be necessary or desirable to give effect to or in connection with the proposed amendments to the Articles of Association, including, without limitation, to obtain all necessary approvals from, and make all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder.”

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, 10 June 2019

*Notes:*

1. For details in relation to the resolutions, please refer to the circular to Shareholders published in due course.
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, 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 Wednesday, 26 June 2019 to Friday, 26 July 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 Tuesday, 25 June 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 Saturday, 6 July 2019.

\* *For identification purpose only*

*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; Ms. Li Yuanfei as Non-Executive Director; and Mr. Cheung Wai Yeung Michael, Mr. Wang Zhaowen, 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.*