
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 licensed securities dealer, 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*, you should at once hand this circular, together with the accompanying proxy form 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.

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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) CHANGE IN ACCOUNTING STANDARDS
(2) PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 7 of this circular. A notice convening 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 PRC at 11:30 a.m. on Monday, 21 November 2022, is set out on pages 8 to 9 of this circular.

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or, for holders of domestic shares of the Company, to the Company's head office and the principal place of business in the PRC at 3rd Floor, Pengyi Garden Building 1, Bagua No.1 Road, Futian District, Shenzhen, the PRC not less than 24 hours before the time for holding the EGM (i.e. before 11:30 a.m. on Sunday, 20 November 2022) 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 to the same place 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 purposes 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 supplemented from time to time
“Board”	the board of Directors of the Company
“CASBE”	China Accounting Standard for Business Enterprises
“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)
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	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 (or any adjournment thereof) of the Company to be held at the head office conference room, 3rd Floor, Pengyi Garden Building 1, Bugua No. 1 Road, Futian District, Shenzhen, the PRC at 11:30 a.m. on Monday, 21 November 2022, notice of which is set out on pages 8 to 9 of this circular
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) 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
“HKFRSs”	Hong Kong Financial Reporting Standards
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemented from time to time
“PRC”	The People’s Republic of China which shall, for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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)
(Chairman and the chief executive officer)
Ms. YE Xiujin (葉秀近女士)
Mr. YE Guofeng (葉國鋒先生)
Mr. YE Jiajun (葉家俊先生)

Non-executive Director:

Mr. ZHUANG Liangbin (莊良彬先生)

Independent Non-executive Directors:

Mr. CAI Huiming (蔡慧明先生)
Mr. SUN Changqing (孫常青先生)
Mr. LIN Zhiyang (林志揚先生)
Mr. ZHOU Wanxiong (周萬雄先生)

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

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

*Principal place of business
in Hong Kong:*

5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

To the Shareholders

Dear Sir or Madam,

**(1) CHANGE IN ACCOUNTING STANDARDS
(2) PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the special resolution to be proposed at the EGM for the approval of the amendments to the Articles of Association, to enable the Shareholders to make informed decisions on whether to vote for or against the resolution to be proposed at the EGM.

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LETTER FROM THE BOARD

Reference is made to the announcement of the Company dated 29 September 2022 in relation to, among others, the Company's proposed change in accounting standards and proposed amendments to the Articles of Association.

A notice convening the EGM is set out on pages 8 to 9 to this circular.

2. CHANGE IN ACCOUNTING STANDARDS

The Board has passed a resolution on 29 September 2022, to enable the Company to prepare the financial statements pursuant to CASBE and HKFRSs (the "**Proposed Change in Accounting Standards**"), which is subject to the approval of the Shareholders for proposed amendments to the Articles of Association as stated in the paragraph headed "3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION" below (the "**Proposed Amendments to the Articles of Association**").

Subject to the Shareholders' approval for the Proposed Amendments to the Articles of Association, it is expected that the Company shall prepare the financial statements for the year ending 31 December 2022 and subsequent financial periods in accordance with CASBE and HKFRSs. In view of the Company's previous plan for A share listing, the Board has passed a resolution on 25 December 2020 regarding the proposed change in accounting standards and the amendments to the Articles of Association, to enable the Company to prepare its financial statements only under CASBE. The relevant amendments to the Articles of Association were approved by the Shareholders by a special resolution at the extraordinary general meeting of the Company held on 5 March 2021. Due to the environmental changes in the industry and national policies, the Board considered that the Company is no longer suitable for A-share listing. As the H Shares of the Company are listed in Hong Kong, the Board believes that the Proposed Change in Accounting Standards can facilitate the Shareholders and potential investors to better review and understand the Company's financial reports and financial data, and is in the best interest of the Company and the Shareholders as a whole.

The Company is of the view that the preparation of financial statements in accordance with CASBE and HKFRSs will not have a significant impact on the Company's financial positions, operating results and cash flows in 2022 and in the future.

LETTER FROM THE BOARD

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to facilitate the Shareholders and potential investors to better review and understand the Company's financial reports and financial data, the Company intends to prepare the financial statements in accordance with CASBE and HKFRSs. Therefore, the Board proposed to amend certain articles of the Articles of Association, details of which are as follows:

(1) Article 16.6 of the Articles of Association

Original Article:

“The financial statements of the Company shall be prepared in accordance with PRC accounting standards and regulations.”

Proposed amendment:

“The financial statements of the Company shall, **in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards or the accounting standards of the overseas place of listing. If there are material differences between the financial statements prepared in accordance with the two accounting standards, such differences shall be stated in the notes to the financial statements. In distributing the Company's after-tax profits in the relevant accounting year, the lower of the two amounts shown in the aforementioned financial statements shall be adopted.**”

(2) Article 16.7 of the Articles of Association

Original Article:

“Any results or financial information published or disclosed by the Company shall be prepared and presented in accordance with PRC accounting standards and regulation.”

Proposed amendment:

“Any results or financial information published or disclosed by the Company shall be prepared ~~and presented~~ in accordance with PRC accounting standards and regulations, **and also in accordance with either international accounting standards or the accounting standards of the overseas place of listing.**”

The Proposed Amendments to the Articles of Association shall be conditional upon the Shareholders' approval by way of a special resolution at the EGM as well as the approval by and the registration filings to the relevant regulatory authorities in the PRC.

LETTER FROM THE BOARD

4. NOTICE OF EGM

The notice of the EGM is set out on pages 8 to 9 of this circular. At the EGM, the resolution will be proposed to consider and approve the amendments to the Articles of Association.

A proxy form for use at the EGM is enclosed with this circular and such proxy form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.aidewei.cn).

In order to be valid, the proxy form for the EGM must be deposited by hand or post, for holders of H Shares, to the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or, for holders of Domestic Shares, to the Company's head office and principal place of business in the PRC at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC not less than 24 hours before the time for holding the EGM (being prior to 11:30 a.m. on Sunday, 20 November 2022) 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 to the same place 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.

According to Rule 13.39 of the Listing Rules, save and except for resolutions which relate to procedural or administrative matters, any vote of the Shareholders at a general meeting must be taken by poll.

5. CLOSURE OF REGISTER OF MEMBERS

In order to determine Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 16 November 2022 to Monday, 21 November 2022, both days inclusive, during which period no transfer of the Shares will be effective. In order to be entitled to attend the EGM and to vote thereat as Shareholders, all transfers of Shares together with relevant share certificates, must be delivered, for holders of H Shares, to the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or to, for holders of Domestic Shares, the Company's head office and principal place of business in the PRC at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC, for registration no later than 4:30 p.m. on Tuesday, 15 November 2022.

6. RECOMMENDATION

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

LETTER FROM THE BOARD

7. MISCELLANEOUS

The Chinese text of this circular shall prevail over the English 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

1 November 2022

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 People’s Republic of China (the “**PRC**”) on Monday, 21 November 2022 at 11:30 a.m. for the purpose of considering, and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

1. To consider and approve the amendments to the Articles of Association.

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, 1 November 2022

Notes:

1. 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 proxy form 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 purposes only

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. In order to be valid, the proxy form 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 by hand or post, for holders of H Shares, to the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or for holders of Domestic Shares, to the Company's head office and the principal place of business in the PRC 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 (i.e. before 11:30 a.m. on Sunday, 20 November 2022) or any adjournment thereof or the time appointed for passing the resolution. Delivery of the proxy form shall not preclude a Shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. In order to determine shareholders' entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 16 November 2022 to Monday, 21 November 2022, both days inclusive, during which period no transfer of the Shares will be effective. In order to be entitled to attend and vote at the Meeting, all transfers of H Shares together with relevant H Share certificates must be delivered to the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Tuesday, 15 November 2022. All transfers of Domestic Shares together with relevant Domestic Share certificates must be delivered to the Company's head office and the principal place of business in PRC at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC no later than 4:30 p.m. on Tuesday, 15 November 2022.
4. Details of such resolution are set out in the circular of the Company dated 1 November 2022.

If a tropical cyclone warning signal number 8 or above is hoisted, or “extreme conditions” caused by super typhoons or a black rainstorm warning is/are in force at the period between 9:30 a.m. and 11:30 a.m. on Monday, 21 November 2022, the EGM will not be held at 11:30 a.m. on Monday, 21 November 2022, but will be held on the first Business Day immediately after that date at the same time and place or postponed to a later date. If postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company. “Business Day”, in this context, shall mean a day (excluding Saturday) on which banks are open for general banking business in Hong Kong. Shareholders may contact the Company at (86) 0755-82222269 or Customer Service Hotline of Tricor Investor Services Limited at (852) 2980 1333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the aforesaid arrangement.

As of the date of this notice, the Board of Directors of the Company comprises Mr. Ye Yujing, Ms. Ye Xiujin, Mr. Ye Guofeng and Mr. Ye Jiajun as executive Directors; Mr. Zhuang Liangbin as non-executive Director; and Mr. Cai Huiming, Mr. Sun Changqing, Mr. Lin Zhiyang and Mr. Zhou Wanxiong as independent non-executive Directors.