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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*, you should at once hand this circular 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) PROPOSED GENERAL MANDATE TO ISSUE SHARES**
(2) PROPOSED RE-ELECTION OF DIRECTOR
(3) PROPOSED ELECTION OF SUPERVISOR
(4) PROPOSED RE-APPOINTMENT OF AUDITOR
(5) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(6) NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 16 of this circular. A notice convening the annual general meeting of the Company 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 11:00 a.m. on Friday, 15 December 2023, is set out on pages 19 to 23 of this circular.

Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder of the Company. In order to be valid, the proxy form for the AGM 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 and, for holders of Domestic Shares of the Company, the headquarters of the Company and the principal place of business in 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 AGM (or any adjournment thereof) (i.e. before 11:00 a.m. on Thursday, 14 December 2023) 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 other 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 AGM 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:

“AGM”	the annual 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 PRC at 11:00 a.m. on Friday, 15 December 2023, notice of which is set out on pages 19 to 23 of this circular, and any adjournment thereof
“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 Stock Exchange (stock code: 6189)
“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
“General Mandate”	the general mandate to issue Domestic Shares and/or H Shares representing up to the limit of 20% of each of the total number of the additional Domestic Shares and/or H Shares of the Company respectively in issue as at the date of passing such resolution to grant the general mandate
“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 each, which are listed on the Main Board of the Stock Exchange

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 November 2023, 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 of Hong Kong Limited as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the Nomination Committee of the Company
“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
“Remuneration Committee”	the Remuneration Committee of the Company
“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)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the Supervisory Committee of the Company
“%”	per cent

LETTER FROM THE BOARD



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*)
Mr. YE Jiajun (葉家俊先生)
Ms. YE Xiujin (葉秀近女士)
Mr. YE Guofeng (葉國鋒先生)

*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

Non-executive Director:

Mr. ZHUANG Liangbin (莊良彬先生)

*Principal place of business
in Hong Kong:*

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

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)

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GENERAL MANDATE TO ISSUE SHARES**
(2) PROPOSED RE-ELECTION OF DIRECTOR
(3) PROPOSED ELECTION OF SUPERVISOR
(4) PROPOSED RE-APPOINTMENT OF AUDITOR
(5) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(6) NOTICE OF ANNUAL GENERAL MEETING

* For identification purposes only

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the ordinary resolutions to be presented at the AGM for the proposed re-election of Director, proposed election of Supervisor and proposed re-appointment of auditor, and the special resolutions to be proposed at the AGM for the proposal of General Mandate to issue shares, and of amendments to the Articles of Association. 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 AGM.

A notice convening the AGM is set out on pages 19 to 23 to this circular.

2. PROPOSED GENERAL MANDATE TO ISSUE SHARES

In order to provide the Board with flexibility and discretion to issue Domestic Shares and/or H Shares in the event that it becomes desirable to issue any such shares, the Board proposed that approval is being sought from the Shareholders at the AGM to grant a general mandate to the Directors separately or concurrently to issue, allot and/or deal with additional Domestic Shares and/or H Shares, and to make or grant offers, agreements or options for such matters, which would or might require Domestic Shares and/or H Shares to be issued, allotted and/or dealt with, additional Domestic Shares and/or H Shares up to the limit of 20% of the total number of issued Domestic Shares and/or H Shares of the Company as at the date of passing of the resolution granting the General Mandate.

The General Mandate shall be passed by way of a special resolution at the AGM. The obtaining of the General Mandate is in accordance with the Listing Rules, the applicable laws and regulations and the rules of the government and regulatory bodies of the PRC.

3. PROPOSED RE-ELECTION OF DIRECTOR

In accordance with Article 10.2 of the Articles of Association, the executive Director Mr. YE Jiajun (葉家俊) shall retire at the AGM, and being eligible, offer himself for re-election at the AGM.

The Nomination Committee has assessed and reviewed the biographical details of Mr. YE Jiajun, an executive Director. Taking into account the principles and criteria for nomination set out in the Company's Board Diversity Policy and its terms of reference and with reference to the professional experience, skills and knowledge of Mr. YE Jiajun, the Nomination Committee made recommendation to the Board on the re-election of Mr. YE Jiajun as an executive Director. The

LETTER FROM THE BOARD

Board has also accepted the nomination by the Nomination Committee and proposed re-elect Mr. YE Jiajun as an executive Director by the Shareholders. The biographical details of Mr. YE Jiajun are set out in Appendix I to this circular.

The above proposed re-election of Director shall be passed by way of ordinary resolution at the AGM for a term commencing from the date of the AGM and until the expiration of the current session of the Board.

4. PROPOSED ELECTION OF SUPERVISOR

Reference is made to the announcement of the Company dated 28 August 2023 in relation to the resignation of Supervisor and the proposed appointment of Supervisor.

Mr. TIAN Wen (田文) has tendered his resignation as the Supervisor of the Company on 28 August 2023 due to personal career development plan. The resignation shall take effect on the date of the AGM. Mr. TIAN Wen confirmed that he has no disagreement with the Board and the Supervisory Committee and there are no other matters relating to his resignation that need to be brought to the attention of the Shareholders. The Board and the Supervisory Committee would like to take this opportunity to express their sincere gratitude to Mr. TIAN Wen for his valuable contributions to the Company during his term of service as the Supervisor.

Following the resignation of Mr. TIAN Wen, Mr. LIU Yi (劉毅) was nominated a candidate for the Supervisor. Biographical details of Mr. LIU Yi are set out in Appendix II to this circular.

The above proposed election of Supervisor shall be passed by way of ordinary resolution at the AGM for a term commencing from the date of the AGM and until the expiration of the current session of the Supervisory Committee.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

In order to keep the continuity of audits, the Board proposed to re-appoint Elite Partners CPA Limited as the auditor of the Company, to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix the remuneration of the auditor.

The above proposed re-appointment of auditors shall be passed by way of ordinary resolution at the AGM, and its terms of office will commence from the date of the AGM.

LETTER FROM THE BOARD

6. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

As a result of the change in the register of members of the Company, the provisions of the Articles of Association relating to the share capital structure of the corresponding Shareholders shall need to be amended concurrently to maintain consistency.

Details of the amendments are set out as below:

(1) Article 3.6

Original

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 issuable ordinary shares of the Company.

LETTER FROM THE BOARD

Upon completion of initial issuance of overseas listed foreign shares, under the circumstance that the number of overseas listed foreign shares represents approximately 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 issuable 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.	Huang Na	612	2.7686%
7.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	607.5	2.7482%
8.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	289.7	1.3106%
9.	Zhou Hang	255	1.1536%
10.	Ye Weiqing	170	0.7691%
11.	Ye Weiping	136	0.6152%
12.	Yu Taomei	127.5	0.5768%
13.	Li Guangbin	127.5	0.5768%
14.	Qiu Wenjin	127.5	0.5768%
15.	Zeng Fang	119	0.5383%
16.	Luo Biao	85	0.3845%
17.	Liu Yi	51	0.2307%
18.	Zeng Bo	34	0.1538%
19.	Ningbo Meishan Bonded Area Xingwang Yinghua Equity Investment Center (limited partnership)	1,000	4.5239%
20.	Holder of Overseas Listed Foreign Shares	6,276.3	28.3931%
Total		22,105	100%

LETTER FROM THE BOARD

Upon completion of the first new issuance of Domestic Shares, the overseas listed foreign shares represent approximately 26.0502% 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	6,769.4000	28.0969%
2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation (Limited Partnership)	1,700.0000	7.0560%
3.	Ningbo Meishan Bonded Area Yingxiang Investment Center (Limited Partnership)	1,258.0645	5.2217%
4.	Ye Xiujin	1,550.4000	6.4350%
5.	Ye Bingquan (Ye Xiaomei is the guardian of Ye Bingquan)	1,033.6000	4.2900%
6.	Ye Xian	1,033.6000	4.2900%
7.	Ningbo Meishan Bonded Area Xingwang Yinghua Equity Investment Center (Limited partnership)	1,000.0000	4.1506%
8.	Huang Na	612.0000	2.5402%
9.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	607.5000	2.5215%
10.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	289.7000	1.2024%
11.	Zhou Hang	255.0000	1.0584%
12.	Zhuang Shiqian	180.0000	0.7471%
13.	Ye Weiqing	170.0000	0.7056%
14.	Ye Weiping	136.0000	0.5645%
15.	Yu Taomei	127.5000	0.5292%
16.	Li Guangbin	127.5000	0.5292%
17.	Qiu Wenjin	127.5000	0.5292%
18.	Zeng Fang	119.0000	0.4939%
19.	Ye Lvsen	100.0000	0.4151%
20.	Ye Hancheng	100.0000	0.4151%
21.	Zhang Liangxing	100.0000	0.4151%
22.	Zhuang Ye	100.0000	0.4151%
23.	Qi Xiumin	100.0000	0.4151%
24.	Luo Biao	85.0000	0.3528%
25.	Qiu Jiabao	50.0000	0.2075%
26.	Liu Yi	51.0000	0.2117%
27.	Zeng Bo	34.0000	0.1411%
28.	Holder of Overseas Listed Foreign Shares	6,276.3000	26.0502%
Total		24,093.0645	100%

LETTER FROM THE BOARD

Given the fact that the three holders of Domestic Share transferred their shares to other persons, the share capital structure of the Company shall be as follows:

Number	Shareholder	Number of Shares ('0000)	Percentage of Shareholding
1.	Ye Yujing	6,769.4000	28.0969%
2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation (Limited Partnership)	1,700.0000	7.0560%
3.	Ningbo Meishan Bonded Area Yingxiang Investment Center (Limited Partnership)	1,258.0645	5.2217%
4.	Ye Xiujin	1,550.4000	6.4350%
5.	Ye Bingquan	1,033.6000	4.2900%
6.	Ye Xian	1,033.6000	4.2900%
7.	Ningbo Meishan Bonded Area Xingwang Yinghua Equity Investment Center (Limited partnership)	1,000.0000	4.1506%
8.	Huang Na	612.0000	2.5402%
9.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	607.5000	2.5215%
10.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	289.7000	1.2024%
11.	Zhou Hang	255.0000	1.0584%
12.	Ye Weiqing	350.0000	1.4527%
13.	Ye Weiping	136.0000	0.5645%
14.	Yu Taomei	127.5000	0.5292%
15.	Li Guangbin	127.5000	0.5292%
16.	Qiu Wenjin	127.5000	0.5292%
17.	Zeng Fang	119.0000	0.4939%
18.	YE Jiajun	100.0000	0.4151%
19.	Ye Hancheng	100.0000	0.4151%
20.	Zhang Liangxing	100.0000	0.4151%
21.	Zhuang Ye	100.0000	0.4151%
22.	Zhang Zhen	100.0000	0.4151%
23.	Luo Biao	85.0000	0.3528%
24.	Qiu Jiabao	50.0000	0.2075%
25.	Liu Yi	51.0000	0.2117%
26.	Zeng Bo	34.0000	0.1411%
27.	Holder of Overseas Listed Foreign Shares	6,276.3000	26.0502%
Total		24,093.0645	100 %

LETTER FROM THE BOARD

Proposed Amendment

The total number of shares issued by the Company shall be 240,930,645 shares, including 62,763,000 overseas listed foreign shares, representing approximately 26.0502% of the total number of issuable 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 approximately 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 issuable 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.	Huang Na	612	2.7686%
7.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	607.5	2.7482%
8.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	289.7	1.3106%
9.	Zhou Hang	255	1.1536%
10.	Ye Weiqing	170	0.7691%
11.	Ye Weiping	136	0.6152%
12.	Yu Taomei	127.5	0.5768%
13.	Li Guangbin	127.5	0.5768%
14.	Qiu Wenjin	127.5	0.5768%
15.	Zeng Fang	119	0.5383%
16.	Luo Biao	85	0.3845%
17.	Liu Yi	51	0.2307%
18.	Zeng Bo	34	0.1538%
19.	Ningbo Meishan Bonded Area Xingwang Yinghua Equity Investment Center (limited partnership)	1,000	4.5239%
20.	Holder of Overseas Listed Foreign Shares	6,276.3	28.3931%
Total		22,105	100%

LETTER FROM THE BOARD

Upon completion of the first new issuance of Domestic Shares, the overseas listed foreign shares represent approximately 26.0502% 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	6,769.4000	28.0969%
2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation (Limited Partnership)	1,700.0000	7.0560%
3.	Ningbo Meishan Bonded Area Yingxiang Investment Center (Limited Partnership)	1,258.0645	5.2217%
4.	Ye Xiujin	1,550.4000	6.4350%
5.	Ye Bingquan (Ye Xiaomei is the guardian of Ye Bingquan)	1,033.6000	4.2900%
6.	Ye Xian	1,033.6000	4.2900%
7.	Ningbo Meishan Bonded Area Xingwang Yinghua Equity Investment Center (Limited partnership)	1,000.0000	4.1506%
8.	Huang Na	612.0000	2.5402%
9.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	607.5000	2.5215%
10.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	289.7000	1.2024%
11.	Zhou Hang	255.0000	1.0584%
12.	Zhuang Shiqian	180.0000	0.7471%
13.	Ye Weiqing	170.0000	0.7056%
14.	Ye Weiping	136.0000	0.5645%
15.	Yu Taomei	127.5000	0.5292%
16.	Li Guangbin	127.5000	0.5292%
17.	Qiu Wenjin	127.5000	0.5292%
18.	Zeng Fang	119.0000	0.4939%
19.	Ye Lvsen	100.0000	0.4151%
20.	Ye Hancheng	100.0000	0.4151%
21.	Zhang Liangxing	100.0000	0.4151%
22.	Zhuang Ye	100.0000	0.4151%
23.	Qi Xiumin	100.0000	0.4151%
24.	Luo Biao	85.0000	0.3528%
25.	Qiu Jiabao	50.0000	0.2075%
26.	Liu Yi	51.0000	0.2117%
27.	Zeng Bo	34.0000	0.1411%
28.	Holder of Overseas Listed Foreign Shares	6,276.3000	26.0502%
Total		24,093.0645	100%

LETTER FROM THE BOARD

Given the fact that the five holders of Domestic Share transferred their shares to other persons, the share capital structure of the Company shall be as follows:

Number	Shareholder	Number of Shares ('0000)	Percentage of Shareholding
1.	Ye Yujing	6,769.4000	28.0969%
2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation (Limited Partnership)	1,700.0000	7.0560%
3.	Ningbo Meishan Bonded Area Yingxiang Investment Center (Limited Partnership)	1,258.0645	5.2217%
4.	Ye Xiujin	1,550.4000	6.4350%
5.	Ye Bingquan	1,033.6000	4.2900%
6.	Ye Xian	1,033.6000	4.2900%
7.	Ningbo Meishan Bonded Area Xingwang Yinghua Equity Investment Center (Limited partnership)	1,000.0000	4.1506%
8.	Huang Na	612.0000	2.5402%
9.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	607.5000	2.5215%
10.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	289.7000	1.2024%
11.	Zhou Hang	255.0000	1.0584%
12.	Ye Weiqing	350.0000	1.4527%
13.	Ye Weiping	336.0000	1.3946%
14.	Yu Taomei	127.5000	0.5292%
15.	Li Guangbin	127.5000	0.5292%
16.	Qiu Wenjin	127.5000	0.5292%
17.	Zeng Fang	119.0000	0.4939%
18.	Ye Jiajun	100.0000	0.4151%
19.	Ye Hancheng	100.0000	0.4151%
20. 19.	Zhang Liangxing	100.0000	0.4151%
21. 20.	Zhuang Ye	100.0000	0.4151%
22.	Zhang Zhen	100.0000	0.4151%
23. 21.	Luo Biao	85.0000	0.3528%
24. 22.	Qiu Jiabao	50.0000	0.2075%
25. 23.	Liu Yi	51.0000	0.2117%
26. 24.	Zeng Bo	34.0000	0.1411%
27. 25.	Holder of Overseas Listed Foreign Shares	6,276.3000	26.0502%
Total		24,093.0645	100%

LETTER FROM THE BOARD

The above proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of passing a special resolution at the AGM, and the approval of and the registration or the filing with the relevant PRC government authorities.

7. NOTICE OF AGM

The notice of the AGM is set out on pages 19 to 23 of this circular. At the AGM, the resolutions will be proposed to consider and approve, *inter alia*, the proposed General Mandate to issue shares, the proposed re-election of Director, the proposed election of Supervisor, proposed re-appointment of auditor, and the proposed amendments to the Articles of Association, etc.

A form of proxy for use at the AGM 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).

In order to be valid, the proxy form for the AGM 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 and, for holders of Domestic Shares of the Company, 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 AGM (being prior to 11:00 a.m. on Thursday, 14 December 2023) 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 AGM 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.

8. CLOSURE OF REGISTER OF MEMBERS

In order to determine Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 12 December 2023 to Friday, 15 December 2023, both days inclusive, during which period no transfer of the shares of the Company will be effective. In order to be entitled to attend and vote at the meeting, all transfers of shares of the Company together with relevant share certificates, must be delivered to the Company's H Share Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H

LETTER FROM THE BOARD

Shares); or 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 (for holders of Domestic Shares), for registration no later than 4: 30 p.m. on Monday, 11 December 2023.

9. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the information contained in this circular. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 herein or this circular misleading.

10. RECOMMENDATION

The Directors are of the view that all resolutions proposed for consideration and approval by the Shareholders at the AGM 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 AGM.

11. 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*
Ye Yujing
Chairman and Executive Director

14 November 2023

* For identification purposes only

EXECUTIVE DIRECTOR

Mr. YE Jiajun (葉家俊), aged 29, was appointed as executive Director of the Company on 28 August 2020. Mr. Ye currently also serves as a member of the Strategy Committee of the Company. Mr. Ye joined the Company in August 2019 as the assistant to the general manager of the engineering management center to provide assistance in engineering project management. He began serving as the assistant to the Chairman since May 2020. Mr. Ye worked as the project manager in the investment department of Shenzhen Longbai Capital Investment Management Ltd from October 2017 to July 2019. Mr. Ye is the son of Mr. Ye Yujing (executive Director of the Company) and Ms. Ye Xiujin (executive Director of the Company), the younger brother of Mr. Ye Guofeng (executive Director of the Company) and the brother-in-law of Mr. Zhuang Liangbin (the non-executive director of the Company). Mr. Ye graduated from Guangdong University of Foreign Studies* (廣東外語外貿大學) with a bachelor's degree in finance in July 2017.

As at the Latest Practicable Date, Mr. Ye held 1,000,000 Domestic Shares.

Subject to the approval of the re-election of Mr. Ye as an executive Director at the AGM, the Company will enter into a service contract with Mr. Ye, pursuant to which his term of office will be for a period commencing from the date of the AGM and until the expiration of the current session of the Board. Mr. Ye will not receive any director's fee but is entitled to a discretionary bonus to be determined by the Board based on the recommendation of the Remuneration Committee with reference to his duties and responsibilities with the Company, his expected contribution to the Company and the prevailing market conditions.

Save as disclosed in this circular and as at the Latest Practicable Date, Mr. Ye confirms that: (i) he has not held any directorships in any other 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 other 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, Supervisors, senior management or substantial Shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. There is no other matter concerning the appointment of Mr. Ye 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.

SUPERVISOR

Mr. LIU Yi (劉毅), aged 62, held a bachelor's degree and graduated from Xi'an Physical Education University in 1983, majoring in basketball. He has previously worked as the manager of Xinjiang Uygur Autonomous Region Construction Materials Company Material Distribution Company* (新疆維吾爾自治區建築材料公司物資經銷公司) and an entrepreneur. From 2006 to 2016, Mr. Liu also was served as the director of the Xinjiang branch office of the Company.

As at the Latest Practicable Date, Mr. Liu held 510,000 Domestic Shares.

Subject to the approval of the election of Mr. Liu as a Supervisor at the AGM, the Company will enter into a service contract with Mr. Liu, pursuant to which his term of office will be for a period commencing from the date of the AGM and until the expiration of the current session of the Supervisory Committee. Mr. Liu will not be entitled to any remuneration as a Supervisor unless otherwise determined by the Board based on the recommendation of the Remuneration Committee and with reference to the Company's remuneration policy.

Save as disclosed in this circular and as at the Latest Practicable Date, Mr. Liu confirms that: (i) he has not held any directorships in any other 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, Supervisors, senior management or substantial Shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. There is no other matter concerning the appointment of Mr. Liu 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 AGM

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual 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**”) at 11:00 a.m. on Friday, 15 December 2023 for the purpose of considering, and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (the “**Director(s)**”) of the Company (the “**Board**”) for the year ended 31 December 2022;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2022;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditor’s report for the year ended 31 December 2022;
4. To consider and approve the re-election of Mr. Ye Jiajun as an executive Director;
5. To consider and approve the election of Mr. Liu Yi as a supervisor of the Company;

NOTICE OF AGM

6. To consider and approve the Board to fix the remunerations of the Directors and Supervisors of the Company;
7. To consider and approve the re-appointment of Elite Partners CPA Limited as the auditor of the Company, to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix the remuneration of the auditor;

SPECIAL RESOLUTIONS

8. To consider and approve the amendments to the Articles of Association; and
9. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT:

- (1) the Board be and is hereby authorised and granted an unconditional general mandate (the **“General Mandate”**) to separately or concurrently allot, issue and deal with additional Domestic Shares and/or H Shares and to make or grant offers, agreements and/or options in respect thereof, subject to the following conditions:
 - (a) the General Mandate shall not extend beyond the Relevant Period (as defined below) save that the Board may during the Relevant Period make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
 - (b) the respective number of the Domestic Shares and the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise), separately or concurrently, by the Board (otherwise than pursuant to any scrip dividend scheme (or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend), any share option scheme, a Rights Issue (as defined below) or any separate approval of the shareholders of the Company) shall not exceed:
 - (i) 20 per cent of the total number of the Domestic Shares in issue; and
 - (ii) 20 per cent of the total number of the H Shares in issue, respectively, in each case as at the date of passing of this resolution;

NOTICE OF AGM

- (c) the Board will only exercise its power under the General Mandate in accordance with the Company Law of the People's Republic of China (the "PRC") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (as they may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities and/or Stock Exchange (if applicable) are obtained; and, for the purpose of this resolution:

"**Domestic Share(s)**" mean the ordinary shares(s) in the share capital issued by the Company, with a RMB denominated par value of RMB1.00 each, which are subscribed for or credited as fully paid in Renminbi;

"**H Share(s)**" mean the overseas listed foreign share(s) of nominal value of RMB1.00 each of the Company, which are subscribed for and traded in HK dollars and listed on the Stock Exchange;

"**Relevant Period**" means the period from the date of passing this resolution until the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution, unless, by special resolution passed at that meeting, the General Mandate is renewed, either unconditionally or subject to conditions; or
- (b) the expiry of the period within which the next annual general meeting is required by the Articles of Association of the Company or any applicable law to be held; or
- (c) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution;

"**Rights Issue**" means the allotment or issue of shares in the Company or other securities which would or might require shares or such other securities to be allotted and issued pursuant to an offer made to all the Shareholders of the Company (excluding, as the Board may decide, for such purpose any shareholder who is resident in a place, or the exclusion of whom is considered by the Board to be necessary or expedient on account of either legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) entitled to such offer, pro rata (apart from fractional entitlements) to their then existing holdings of shares; and

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- (2) contingent on the Board resolving to exercise the General Mandate and/or issue shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorised:
- (a) to approve, execute and do, and/or procure to be executed and done, all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate and/or the issue of shares, including but not limited to the time, price and quantity of and the place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
 - (b) to determine the use of proceeds and to make all necessary filings and registration with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and
 - (c) to increase the registered capital of the Company and make all necessary amendments to the Articles of Association of the Company to reflect such increase and to register the increased capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate) as so to reflect the new capital and/or share capital structure of the Company.”

By order of the Board

Guangdong Adway Construction (Group) Holdings Company Limited*

Mr. Ye Yujing

Chairman and Executive Director

Shenzhen, the PRC, 14 November 2023

- *For identification purpose only*

Notes:

- i. A member of the Company (the “**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) (the “**Domestic Share(s)**”) or H share(s) (the “**H Share(s)**”) of the Company (collectively, the “**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.

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- ii. In order to be valid, the proxy form for the meeting 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 and, for holders of Domestic Shares of the Company, to the head office of the Company 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 designated time for holding the meeting (being 11:00 a.m. on Thursday, 14 December 2023) 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 meeting or any adjourned meetings should they so wish.
- iii. In order to determine Shareholders' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 12 December 2023 to Friday, 15 December 2023, both days inclusive, during which period no transfer of the shares of the Company will be effective. In order to be entitled to attend and vote at the meeting, all transfers of shares of the Company together with relevant 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 (for holders of H Shares); or 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 (for holders of Domestic Shares), for registration no later than 4: 30 p.m. on Monday, 11 December 2023.
- iv. Details of the above resolutions are set out in the circular (the "**Circular**") of the Company dated 14 November 2023. Unless the context requires otherwise, terms defined in the notice of the AGM shall bear the same meanings when used in the Circular.

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 before 8:00 a.m. on Friday, 15 December 2023, the AGM will not be held at 11:00 a.m. on Friday, 15 December 2023, but will be held on the first Business Day immediately after that date at the same time at the head office conference room, 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC 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 at the date of this notice, the Board comprises Mr. Ye Yujing, Ms. Ye Xiujin, Mr. Ye Guofeng and Mr. Ye Jiajun, as Executive Directors; Mr. Zhuang Liangbin as a Non-Executive Director; and Mr. Cai Huiming, Mr. Sun Changqing, Mr. Lin Zhiyang and Mr. Zhou Wanxiong, as Independent Non-executive Directors.