



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)

(the “Company”)

PROCEDURES FOR SHAREHOLDERS TO NOMINATE THE CANDIDATES OF DIRECTORS

1. Qualifications of shareholders to nominate the candidates of directors

- 1.1 According to the Articles of Association (the “Articles”) of the Company, the candidates of directors of the Company (the “Directors”) shall be nominated in the form of proposal by the shareholders separately or jointly holding over three percent (3%) of the voting shares of the Company. (Article 8.6 of the Articles)

2. Qualification of directors

- 2.1 The Directors may not necessarily hold the shares of the Company. (Article 10.2 of the Articles)

- 2.2 Any of the following circumstances prohibits a person from becoming a Director (Article 15.1 of the Articles):

- (1) the person is of civil incompetence or limited civil competence;
- (2) a period of five years has not yet elapsed since the penalisation on conviction of corruption, bribery, expropriation of property, misappropriation of property or disrupting social and economic order; or a period of five years has not yet elapsed since being deprived of political rights due to the committing of offences;
- (3) a period of three years has not yet elapsed since the completion of the liquidation of any company or enterprise which was insolvent due to poor management and where the person acted as a director, factory manager or manager of such company or enterprise and was personally liable for such insolvency;
- (4) a period of three years has not yet elapsed since revocation of business license of a company or enterprise due to illegal business operations where the person was the legal representative of such company or enterprise and for which he was personally liable;

* For identification purpose only

- (5) the person is personally liable for a substantial debt which is due for repayment but remains unpaid;
- (6) the person has been involved in a criminal offence which is subject to investigation by the judicial authorities, and the case remains unsettled;
- (7) the person is not a natural person;
- (8) a period of five years has not yet elapsed since the person was adjudged by the relevant regulatory authorities to be guilty of contravening of securities regulations involving fraud or dishonesty.

3. Election of Director

- 3.1 Directors shall be elected by the general meeting of Shareholders and shall serve three-year terms. Upon expiration of the term, the Director may be re-elected. (Article 10.2 of the Articles)