



**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)**

**SECOND FORM OF PROXY FORM FOR THE ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)**

I/We <sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder of \_\_\_\_\_ **DOMESTIC SHARES/H SHARES** <sup>(Note 2)</sup>  
in Guangdong Adway Construction (Group) Holdings Company Limited\* (the "Company"), **HEREBY APPOINT** <sup>(Note 3)</sup> the Chairman of the Annual General Meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the Annual General Meeting of the Company ("AGM") 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 (the "PRC") on Friday, 11 June 2021 at 11:30 a.m. and at any adjournment thereof in respect of the resolutions set out in the notice of the meeting dated 11 May 2021 (the "Original Notice") and the supplemental notice of the meeting dated 26 May 2021 (the "Supplemental Notice") as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

<b>ORDINARY RESOLUTIONS</b> <sup>(Note 4)</sup>		<b>For</b> <sup>(Note 5)</sup>	<b>Against</b> <sup>(Note 5)</sup>
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 2020.		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2020.		
3.	To consider and approve the audited Group consolidated and parent company's financial statements and the auditor's report for the year ended 31 December 2020.		
4.	To consider and approve the re-election of		
	(a) Mr. Ye Yujing as an Executive Director;		
	(b) Ms. Ye Xiujin as an Executive Director;		
	(c) Mr. Ye Guofeng as an Executive Director;		
	(d) Mr. Cheung Wai Yeung Michael as an Independent Non-executive Director;		
	(e) Mr. Lin Zhiyang as an Independent Non-executive Director.		
5.	To consider and approve the election of Mr. Zhuang Liangbin as a Non-executive Director.		
6.	To consider and approve the election of Mr. Li Rui as a Supervisor.		
7.	To consider and approve the Board to fix the remunerations of the Directors and Supervisors of the Company.		
8.	To consider and approve the re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the auditor of the Company, to hold office until the conclusion of the next annual general meeting, and to authorize the Board to fix the remuneration of the auditor.		
<b>SPECIAL RESOLUTIONS</b> <sup>(Note 4)</sup>		<b>For</b> <sup>(Note 5)</sup>	<b>Against</b> <sup>(Note 5)</sup>
9.	To grant a general mandate to the Directors to issue, allot and/or deal with additional Domestic Shares and/or H Shares, up to the limit of 20% of each of its existing issued Domestic Shares and H Shares.		
10.	To consider and approve the change of the business scope.		
11.	To consider and approve the amendments to the Articles of Association.		
	(a) Amendments in Article 2.2		
	(b) Amendments in Article 3.6		

Dated this date \_\_\_\_\_ of \_\_\_\_\_ 2021 Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) (in Chinese or English) and address(es) (as shown in the register of members) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares in the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s). Please also strike out the type of shares (Domestic Shares/H Shares) to which the proxy does not relate.
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.**
- The full text of these resolutions are set out in the Original Notice and Supplemental Notice which is sent to the shareholders of the Company together with this form of proxy.
- If you wish to vote for any of the resolutions set out above, please **TICK** ("✓") in the boxes marked "**FOR**". If you wish to vote against any of the resolutions, please **TICK** ("✓") in the boxes marked "**AGAINST**". If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the Original Notice and Supplemental Notice.
- This form of proxy must be signed by a shareholder, or his attorney duly authorized in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorized. All powers of attorney referred to in this note must be notarially certified.
- In the case of a joint holding, this form of proxy may be signed by any one joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, then the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- As regards to the holders of H Shares, in order to be valid, this 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 such power or authority, must be deposited with the Company's H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
- AS REGARDS TO THE HOLDERS OF DOMESTIC SHARES, IN ORDER TO BE VALID, THIS 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 SUCH POWER OR AUTHORITY, MUST BE DEPOSITED WITH THE COMPANY'S REGISTERED OFFICE AT 3rd Floor, Pengyi Garden Building 1, Bagua No.1 Road, Futian District, Shenzhen, the PRC not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.**
- A proxy attending the AGM on behalf of a shareholder must present this form of proxy, duly completed and signed, and the proxy's proof of identification.
- This form of proxy is in duplicate. One of which should be lodged in accordance with the instruction under note 8 or note 9 and the other shall be presented at the AGM in accordance with the instruction under note 10.
- Any alteration made to this form of proxy should be initialed by the person who signs the form of proxy.
- If you have not yet lodged the form of proxy enclosed in the Original Notice (the "**First Proxy Form**") with the Share Registrar (H shares) or the Company's headquarter in PRC (the domestic shares), you are requested to lodge this Second Proxy Form if you wish to appoint proxy(ies) to attend the meeting on your behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar (H shares) or the Company's headquarter in PRC (the domestic shares).
- If you have already lodged the First Proxy Form with the Share Registrar (H shares) or the Company's headquarter in PRC (the domestic shares), please note that:
  - if this Second Proxy Form is not lodged with the Share Registrar (H shares) or the Company's headquarter in PRC (the domestic shares) the First Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you shall be required to vote in such manner as he/she may be directed under the First Proxy Form, and in respect of the resolution for the proposed change of business scope, the proposed further amendments to the Articles of the Association and the proposed election of Mr. Li Rui as a Supervisor as set out in the Supplemental Notice, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
  - if this Second Proxy Form is lodged with the Share Registrar (H shares) or the Company's headquarter in PRC (the domestic shares) before the Closing Time, this Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by you. This Second Proxy Form will be treated as a valid form of proxy lodged by you if correctly completed.
  - if this Second Proxy Form is either incorrectly completed or is lodged with the Share Registrar (H shares) or the Company's headquarter in PRC (the domestic shares) after the Closing Time, this Second Proxy Form will be invalid. The First Proxy Form shall remain valid and the proxy appointed therein shall be entitled to vote in the manner as mentioned in (1) above.
- Unless the context requires otherwise, terms defined in the Original Notice and Supplemental Notice shall bear the same meanings when used in this form of proxy.
- Amendments in Article 2.2 in the special resolution number 11 are the new-added content.

\* For identification purpose only