
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 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* (the “Company”), you should at once hand this circular together with the enclosed form of proxy 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. This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

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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) PROPOSALS FOR ELECTION OF DIRECTOR
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the extraordinary general meeting of the Company (the “EGM”) to be held at conference room, 3rd Floor, Pengyi Garden Building 1, Bagua No.1 Road, Futian District, Shenzhen, the People's Republic of China at 11:30 a.m. on Tuesday, 26 October 2021, is set out on pages 7 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong and, for holders of domestic shares of the Company, to the headquarters in the PRC of the Company not less than 24 hours before the time for holding the EGM (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 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 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 Main Board of the Hong Kong Stock Exchange (stock code: 6189)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Ye Yujing and Ms. Ye Xiujin
“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
“EGM”	the extraordinary general meeting of the Company to be convened and held on conference room, 3rd Floor, Pengyi Garden Building 1, Bugua No. 1 Road, Futian District, Shenzhen, the People’s Republic of China at 11:30 a.m. on Tuesday, 26 October 2021, notice of which is set out on pages 7 to 9 of this circular, and any adjournment thereof
“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 per share which are listed on the Main Board of the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	30 September 2021, 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 as amended, modified or otherwise supplemental from time to time

DEFINITIONS

“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
“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) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent



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

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

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

Non-executive Director:

Ms. LI Yuanfei (黎媛菲女士)
Mr. ZHUANG Liangbin (莊良彬先生)

*Principal place of business
in Hong Kong:*

Room 705, 7F.
OfficePlus @ Prince Edward
794-802 Nathan Road
Hong Kong

Independent Non-executive Directors:

Ms. ZHAI Xin (翟昕女士)
Mr. CHEUNG Wai Yeung Michael (張威揚先生)
Mr. LIN Zhiyang (林志揚先生)

Dear Sir or Madam,

**(1) PROPOSAL FOR ELECTION OF DIRECTOR
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the ordinary resolution to be proposed at the EGM for the approval of the election of Director. This circular gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolution to be proposed at the EGM.

A notice convening the EGM is set out on pages 7 to 9 to this circular.

* For identification purposes only

LETTER FROM THE BOARD

2. PROPOSED ELECTION OF DIRECTOR

Reference is made to the announcement of the Company dated 30 September 2021 in relation to the resignation of Mr. Cheung Wai Yeung Michael (“**Mr. Cheung**”) as independent non-executive director, chairman of the audit committee and member of the remuneration committee due to personal career development plan, and the Board’s proposal to elect Mr. Cai Huiming (“**Mr. Cai**”) as independent non-executive director, chairman of the audit committee and member of the remuneration committee, subject to the shareholders’ approval at the EGM.

The Company has also reviewed the written confirmation of independence from Mr. Cai of his respective independence pursuant to Rule 3.13 of the Listing Rules. Mr. Cai does not have any relationships with any Directors, senior management, controlling shareholders of the Company. The Board is also not aware of any circumstances that might influence Mr. Cai in exercising independent judgment and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive director. In the premises, the Board is of the view that Mr. Cai is independent and will continue to bring his valuable professional experience and relevant knowledge to the Board, and will further contribute to the diversity of the Board.

Biographical details of Mr. Cai, the Director to be elected in EGM, are set out in the Appendix I to this Circular.

3. NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice of the EGM is set out on pages 7 to 9 of this circular. At the EGM, the resolution will be proposed to approve the election of Director.

A form of proxy for use at the EGM 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 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong and, for holders of domestic shares of the Company, to the head office in the PRC of the Company at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the People’s Republic of China not less than 24 hours before the time for holding the EGM (or any adjournment thereof) for taking the poll. Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish. According to Rule 13.39 of the Listing Rules, save and except for resolution which relate to procedural or administrative matters, any vote of the Shareholders at a general meeting must be taken by poll.

LETTER FROM THE BOARD

4. CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the register of members of the Company as at 4:30 p.m., the close of business of Wednesday, 20 October 2021 are entitled to attend and vote at the EGM. The register of members of the Company will be closed from Thursday, 21 October 2021 to Tuesday, 26 October 2021, both days inclusive, during which no transfer of Shares will be effective. In order to be eligible to attend the EGM and to vote thereat as Shareholders, all transfers of H Shares together with the relevant share certificates must be delivered to the Company's H Share Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 20 October 2021. All transfers of Domestic Shares together with the relevant documents must be delivered to the Company's legal address at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the People's Republic of China no later than 4:30 p.m. on Wednesday, 20 October 2021.

5. RECOMMENDATION

The Directors are of the view that the resolution proposed for consideration and approval by the Shareholders at the EGM are 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.

6. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese 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

Shenzhen, the PRC, 5 October 2021

* For identification purposes only

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Cai Huiming (蔡慧明), aged 56, both a Chinese Certified Public Accountant and a Chinese Certified Tax Agent, holds a bachelor's degree in finance management from Hunan University of Technology and a master of business administration (MBA) from New York Institute of Technology. He possesses over 30 years of extensive experience in financial management and corporate governance. In 2004 he joined Renrenle Commercial Group Co., Ltd* (人人樂連鎖商業(集團)有限公司) (“**Renrenle**”) (stock code: 002336.SZ), a company listed on the Shenzhen Stock Exchange. He held multiple key roles within Renrenle, such as acting as Chief Financial Officer (from October 2007 to November 2013), the President (from June 2013 to October 2015) and he served as an executive director of Renrenle from October 2007 to December 2019 (among which he acted as vice chairman of the board of the directors of Renrenle from November 2016 to December 2019). He is currently acting as the vice president and the secretary of board of directors of Renrenle.

Prior to joining Renrenle, he has served as the partner of Shenzhen Zhongqi South China accounting firm.

Subject to the appointment of Mr. Cai as the independent non-executive director being approved by the Shareholders at the EGM, the Company will enter into a letter of appointment with Mr. Cai, pursuant to which the term of his appointment will be three years commencing on the date of the EGM. Mr. Cai will be entitled to an emolument of RMB80,000 annually, which is determined by the remuneration committee and the Board with reference to his duties and responsibilities within the Company and the prevailing market conditions, and will be subject to annual review by the remuneration committee and the Board.

Mr. Cai is not engaged, or interested, in any business which directly or indirectly competed or may compete with the business of the Company.

Save as disclosed in this circular and as at the Latest Practicable Date, Mr. Cai 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 has not held any other positions in the Company or any of its subsidiaries; (iii) 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 (iv) 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. Save as disclosed above, the Company is of the view that there is no other matter concerning the appointment of Mr. Cai 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 EGM

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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 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC on Tuesday, 26 October 2021 at 11:30 a.m. for the purpose of considering, and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the election of Mr. Cai Huiming as an independent non-executive director.

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, 5 October 2021

* *For identification purpose only*

NOTICE OF EGM

Notes:

- i. 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.
- ii. 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, and in case of holders of Domestic Shares, to the Company’s mailing address 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 or any adjournment thereof or the time appointed for passing the resolution. 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.
- iii. The register of members in Hong Kong will be closed from Thursday, 21 October 2021 to Tuesday, 26 October 2021, both days inclusive, during which period no transfer of H Shares will be effective. For the identification of Members eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 20 October 2021. All transfers of Domestic Shares together with the relevant documents must be delivered to the Company’s legal address at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the People’s Republic of China not later than 4:30 p.m. on Wednesday, 20 October 2021.

If a tropical cyclone warning signal number 8 or above or is hoisted, or “extreme conditions” caused by super typhoons or a black rainstorm warning or is/are in force at the period between 9:30 a.m. and 11:30 a.m. on 26 October 2021 (Tuesday), the EGM will not be held on 26 October 2021 (Tuesday), but will be held on the first Business Day immediately after that date at the same time at the Company’s 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 of the Company comprises Mr. Ye Yujing, Mr. Ye Jiajun, Ms. Ye Xiujin, Mr. Ye Guofeng, as Executive Directors; Ms. Li Yuanfei and Mr. Zhuang Liangbin as Non-Executive Director; and Mr. Cheung Wai Yeung Michael, Ms. Zhai Xin, and Mr. Lin Zhiyang, as Independent Non-executive Directors.

NOTICE OF EGM

This notice, 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 notice 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 notice misleading.