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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* (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) PROPOSED GENERAL MANDATE TO ISSUE SHARES
(2) PROPOSED CHANGE IN SCOPE OF BUSINESS
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(4) PROPOSALS FOR RE-ELECTION OF RETIRING SUPERVISOR
AND
(5) NOTICE OF ANNUAL GENERAL MEETING AND CLASS MEETINGS

A letter from the Board is set out on pages 3 to 29 of this circular. A notice convening the annual general meeting of the Company (the "AGM") and Class Meetings 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 at 11:30 a.m. on Friday, 12 June 2020 and at 12:15 p.m. on Friday, 12 June 2020, is set out on pages 31 to 42 of this circular.

Shareholders who intend to attend the AGM and Class Meetings should complete the reply slip(s) and return it by hand or by post to the H share registrar of the Company (for holders of H shares of the Company) or to the head office in the PRC of the Company (for holders of domestic shares of the Company) on or before Friday, 22 May, 2020.

Shareholders who are entitled to attend and vote at the AGM and Class Meetings 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(s) for the AGM and Class Meetings 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 not less than 24 hours before the time for holding the AGM and Class Meetings (or any adjournment thereof) for taking the poll. If the proxy form(s) 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(s). Completion and return of the proxy form(s) will not preclude shareholders from attending and voting in person at the AGM and Class Meetings or any adjourned meetings should they so wish.

* For identification purpose only

24 April 2020

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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 People’s Republic of China at 11:30 a.m. on Friday, 12 June 2020, notice of which is set out on pages 31 to 36 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
“Class Meeting(s)”	the class meeting of the H Shares Shareholders and the class meeting of the Domestic Shares Shareholders to be held immediately following the AGM, the respective notices of which or any adjournment thereof respectively are set out on pages 37 to 42 of this circular
“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 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 of the Company representing up to the limit of 20% of each of the total number of the domestic shares of the Company and/or H Shares 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 per share which are listed on the Main Board of the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	16 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rule”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
“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)
“Shares(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
“Supervisor(s)”	the Supervisor(s) of the Company
“%”	per cent



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)
Mr. LIU Yilun (劉奕倫先生)
Ms. YE Xiujin (葉秀近女士)
Mr. YE Guofeng (葉國鋒先生)
Mr. YE Niangting (葉娘汀先生)

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

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

Non-executive Director:

Ms. LI Yuanfei (黎媛菲女士)

*Principal place of business in
Hong Kong:*

Suite 2203, Level 22
Office Tower, Langham Place
8 Argyle Street
Mong Kok, Kowloon
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)

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GENERAL MANDATE TO ISSUE SHARES**
(2) PROPOSED CHANGE IN SCOPE OF BUSINESS
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(4) PROPOSALS FOR RE-ELECTION OF RETIRING SUPERVISOR
AND
(5) NOTICE OF ANNUAL GENERAL MEETING AND CLASS MEETINGS

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the ordinary resolutions to be proposed at the AGM for the approval of the re-election of supervisor, and special resolutions to be proposed at the AGM for the approval of the

* For identification purpose only

LETTER FROM THE BOARD

change in scope of business, the amendments to the Articles of the Association, and the general mandate to issue shares and the special resolution to be proposed at the Class Meetings for amendments to the Articles of the 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 and the Class Meetings.

The notices convening the AGM and the Class Meetings are set out on pages 31 to 42 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 H Shares in the event that it becomes desirable to issue any such shares, approval is being sought from the Shareholders at the AGM to grant a general mandate to the Board 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 which would or might require Domestic Shares and/or H Shares to be issued, allotted and/or dealt with, up to the limit of 20% of each of its existing issued Domestic Shares and H Shares of the Company as at the date of passing of the General Mandate resolution at the AGM.

The obtaining of the General Mandate is in accordance with the Listing Rules, the applicable laws, rules and regulations of government and regulatory bodies of the PRC.

3. PROPOSED CHANGE IN SCOPE OF BUSINESS

To facilitate the strategic development of the Company, **“sale of air conditioner, consulting service on design, engineering and advertising; design, installation and management of the clean (ultra-clean) engineering projects”** will be added into the business scope of the Company, and its scope of business will be expanded to “Grade I Professional Contractor of Building Renovation and Decoration Engineering, Grade I Professional Contractor of Curtain Wall Engineering, Grade I Professional Contractor of Fire Safety Equipment Engineering, Grade I Professional Contractor of Building Intelligent Engineering, Grade II Professional Contractor of Steel Structure Engineering, Grade III General Contractor of Municipal Engineering, Grade III General Contractor of Construction Engineering, Grade A Professional Building Decoration Engineering and Design, Grade A Professional Curtain Wall Engineering and Design, Grade B Professional Fire Safety Equipment Engineering and Design, design, installation and maintenance of security prevention systems (the aforesaid scopes of business shall not operate prior to obtaining qualification certificate); development and application in computer software and hardware product technology, intelligence engineering system, solar energy construction technology, energy-saving product technology, fire and security equipment technology, green environmental friendly materials, and construction intelligence products, development, production, manufacture, application and sale of construction and decoration materials, mechanical and electrical equipment, fire safety equipment, environmental-friendly filtration system; **sale of air conditioner**; lease of self-owned properties; operation of medical equipment business and production of medical equipment; **consulting service on design, engineering and advertising; design, installation and management of the clean (ultra-clean) engineering projects.**”

LETTER FROM THE BOARD

The proposed amendments to the Articles of Association will become effective upon approval by the Shareholders by way of special resolution at the AGM. The Company shall complete the requisite business registration procedures timely.

4. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

In order to satisfy the Company's business development and expansion needs, to facilitate the change of scope of the Company's business, and in view of the changes in regulatory requirements, the Board proposed to make certain amendments to the current Articles of Association.

Pursuant to article 8.2 of the Articles of Association, any proposed amendment to the Articles of Association is required for consideration and approval by the Shareholders at a general meeting under special resolution. As confirmed by the legal advisers, the proposed amendments to the Articles of Association conform with the requirements of the Listing Rules as well as the PRC Company Law and other applicable laws and regulations of the PRC. The Company also confirms that there is nothing unusual about such proposed amendments for a company listed in Hong Kong.

The proposed amendments to the Articles of Association will become effective upon approval by the Shareholders by way of special resolution at the AGM and the Class Meetings. The Company shall complete the requisite business registration procedures timely.

LETTER FROM THE BOARD

The proposed amendments are as follows:

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Article Number	Original	Proposed Amendments
Article 1.1	<p>Guangdong Adway Construction (Group) Holdings Company Limited (the “Company”) is a joint stock company with liability established pursuant to the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”) and other relevant laws and administrative regulations. The Company is promoted and established by converting its entirety. The Company is registered at the Shenzhen City Administrative Bureau of Industry and Commerce on 3 December 2007 and obtained its business license. The Uniform Social Credit Code of the Company is: 91440300617421139M.</p> <p>Promoters of the Company: Ye Yujing, Ye Yuling and Ye Jinmei</p>	<p>Guangdong Adway Construction (Group) Holdings Company Limited (the “Company”) is a joint stock company with liability established pursuant to the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), <u>the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han[2019] No. 97)</u>, and other relevant laws and administrative regulations. The Company is promoted and established by converting its entirety. The Company is registered at the Shenzhen City Administrative Bureau of Industry and Commerce on 3 December 2007 and obtained its business license. The Uniform Social Credit Code of the Company is: 91440300617421139M.</p> <p>Promoters of the Company: Ye Yujing, Ye Yuling and Ye Jinmei</p>
Article 1.6	<p><u>Article 1.6 The original Articles of Association has been effective since the date of company registration.</u></p> <p><u>The Articles of Association shall take effect after being adopted by a special resolution at the Company’s general meeting, upon approval of the relevant governing authorities of the State and the listing of Overseas Listed Foreign-Invested Shares of the Company on the Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”). After the Articles of Association comes into effect, the original Articles of Association shall be superseded by these Articles of Association.</u></p>	<p><u>Article 1.6 The Articles of Association shall take effect after being adopted by a special resolution at the Company’s general meeting. The original Articles of Association that was registered in Administration for Industry and Commerce shall be superseded by these Articles of Association.</u></p>

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
Article 2.2	<p>The Company's scope of business includes Grade I Professional Contractor of Building Renovation and Decoration Engineering, Grade I Professional Contractor of Curtain Wall Engineering, Grade I Professional Contractor of Fire Safety Equipment Engineering, Grade I Professional Contractor of Building Intelligent Engineering, Grade II Professional Contractor of Steel Structure Engineering, Grade III General Contractor of Municipal Engineering, Grade III General Contractor of Construction Engineering, Grade A Professional Building Decoration Engineering and Design, Grade A Professional Curtain Wall Engineering and Design, Grade B Professional Fire Safety Equipment Engineering and Design, design, installation and maintenance of security prevention systems (the aforesaid scopes of business shall not operate prior to obtaining qualification certificate); development and application in computer software and hardware product technology, intelligence engineering system, solar energy construction technology, energy-saving product technology, fire and security equipment technology, green environmental friendly materials, and construction intelligence products, development, production, manufacture, application and sale of construction and decoration materials, mechanical and electrical equipment, fire safety equipment, environmental-friendly filtration system; lease of self-owned properties; operation of medical equipment business and production of medical equipment.</p> <p>The business scope of the Company shall be as approved by the company registration authorities.</p>	<p>The Company's scope of business includes Grade I Professional Contractor of Building Renovation and Decoration Engineering, Grade I Professional Contractor of Curtain Wall Engineering, Grade I Professional Contractor of Fire Safety Equipment Engineering, Grade I Professional Contractor of Building Intelligent Engineering, Grade II Professional Contractor of Steel Structure Engineering, Grade III General Contractor of Municipal Engineering, Grade III General Contractor of Construction Engineering, Grade A Professional Building Decoration Engineering and Design, Grade A Professional Curtain Wall Engineering and Design, Grade B Professional Fire Safety Equipment Engineering and Design, design, installation and maintenance of security prevention systems (the aforesaid scopes of business shall not operate prior to obtaining qualification certificate); development and application in computer software and hardware product technology, intelligence engineering system, solar energy construction technology, energy-saving product technology, fire and security equipment technology, green environmental friendly materials, and construction intelligence products, development, production, manufacture, application and sale of construction and decoration materials, mechanical and electrical equipment, fire safety equipment, environmental-friendly filtration system; <u>sale of air conditioner</u>; lease of self-owned properties; operation of medical equipment business and production of medical equipment; <u>consulting service on design, engineering and advertising; design, installation and management of the clean (ultra-clean) engineering projects.</u></p> <p>The business scope of the Company shall be as approved by the company registration authorities.</p>

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
Article 3.4	<p>Shares issued by the Company to domestic investors for subscription in Renminbi are called domestic shares. Shares issued by the Company to foreign investors for subscription in a foreign currency are called foreign shares. Foreign shares listed overseas are called overseas listed foreign shares.</p> <p>Both the holders of domestic shares <u>and overseas listed foreign shares</u> are the shareholders of ordinary shares, and have the same rights and obligations.</p> <p>Upon the approval of the securities regulatory authority under the State Council, domestic shareholders of the Company can transfer <u>their shares to foreign investors and these shares can be listed and traded overseas.</u> A classified shareholders meeting is unnecessary in such case.</p>	<p>Shares issued by the Company to domestic investors for subscription in Renminbi <u>without being listed in foreign stock exchange</u> are called domestic shares. Shares issued by the Company to foreign investors for subscription in a foreign currency are called foreign shares. Foreign shares listed overseas are called overseas listed foreign shares. <u>Upon the approval of the securities regulatory authority under the State Council, the overseas-listed shares converted from domestic shares shall be of the same class with the existing overseas-listed shares, and would be collectively referred to as overseas listed shares. (Among them that H Shares are those shares listed on the Hong Kong Stock Exchange and denominated in RMB and subscribed for and traded in Hong Kong dollars.)</u></p> <p>Both the holders of domestic shares <u>and overseas listed shares</u> are the shareholders of ordinary shares, and have the same rights and obligations.</p> <p>Upon the approval of the securities regulatory authority under the State Council, domestic shareholders of the Company can transfer <u>all or part of shares to foreign investors and these shares can be listed and traded overseas. Or these domestic shares can be converted to overseas listed foreign invested shares, and listed and traded on the overseas stock exchanges.</u> A classified shareholders meeting is unnecessary in such cases.</p>

LETTER FROM THE BOARD

**Article
Number**

Original

Proposed Amendments

Article 3.5

As approved by the companies approving department authorized by the State Council, immediately before the completion of the initial placing of its overseas listed foreign shares (H shares), the Company has issued a total of 158,287,000 shares, the shareholders, the number of shares held and the shareholding ratio areas follows respectively:

As approved by the companies approving department authorized by the State Council, immediately before the completion of the initial placing of its overseas listed shares, the Company has issued a total of 158,287,000 shares, the shareholders, the number of shares held and the shareholding ratio areas follows respectively:

Number	Shareholder	Number of Shares (*0000)	Percentage of Shareholding	Number	Shareholder	Number of Shares (*0000)	Percentage of Shareholding
1.	Ye Yujing	6,769.4	42.7666%	1.	Ye Yujing	6,769.4	42.7666%
2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation (Limited Partnership)	1,700	10.7400%	2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation (Limited Partnership)	1,700	10.7400%
3.	Ye Xiujin	1,550.4	9.7949%	3.	Ye Xiujin	1,550.4	9.7949%
4.	Ye Bingquan (Ye Xiaomei is the guardian of Ye Bingquan)	1,033.6	6.5299%	4.	Ye Bingquan (Ye Xiaomei is the guardian of Ye Bingquan)	1,033.6	6.5299%
5.	Ye Xian	1,033.6	6.5299%	5.	Ye Xian	1,033.6	6.5299%
6.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	807.5	5.1015%	6.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	807.5	5.1015%
7.	Yu Taomei	637.5	4.0275%	7.	Yu Taomei	637.5	4.0275%
8.	Huang Na	612	3.8664%	8.	Huang Na	612	3.8664%
9.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	384.2	2.4272%	9.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	384.2	2.4272%
10.	Zhou Hang	255	1.6110%	10.	Zhou Hang	255	1.6110%
11.	Luo Biao	229.5	1.4499%	11.	Luo Biao	229.5	1.4499%
12.	Qiu Jiabao	170	1.0740%	12.	Qiu Jiabao	170	1.0740%
13.	Li Guangbin	127.5	0.8055%	13.	Li Guangbin	127.5	0.8055%
14.	Qiu Wenjin	127.5	0.8055%	14.	Qiu Wenjin	127.5	0.8055%
15.	Zeng Fang	119	0.7518%	15.	Zeng Fang	119	0.7518%
16.	Li Mingzhu	102	0.6444%	16.	Li Mingzhu	102	0.6444%
17.	Zeng Bo	85	0.5370%	17.	Zeng Bo	85	0.5370%
18.	Liu Yi	51	0.3222%	18.	Liu Yi	51	0.3222%
19.	Wen Kaiwen	34	0.2148%	19.	Wen Kaiwen	34	0.2148%
Total	—	15,828.7	100%	Total	—	15,828.7	100%

LETTER FROM THE BOARD

Article Number

Original

Proposed Amendments

Article 3.6

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 ordinary shares of the Company.

The total number of shares issued by the Company shall be 240,930,645 shares, including 62,763,000 **overseas listed shares**, representing approximately 26.0502% of the total number of 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 about 25% of the total number of issuable ordinary shares of the Company (assuming overallotment option is not exercised), the share capital structure of the Company shall be as follows:

Upon completion of initial issuance of **overseas listed shares**, under the circumstance that the number of **overseas listed shares** represents about 25% of the total number of issuable ordinary shares of the Company (assuming overallotment option is not exercised), the share capital structure of the Company shall be as follows:

Number	Shareholder	Number of Shares (*0000)	Percentage of Shareholding	Number	Shareholder	Number of Shares (*0000)	Percentage of Shareholding
1.	Ye Yujing	6,769.4	32.0749%	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%	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%	3.	Ye Xiujin	1,550.4	7.3461%
4.	Ye Bingquan (Ye Xiaomei is the guardian of Ye Bingquan)	1,033.6	4.8974%	4.	Ye Bingquan (Ye Xiaomei is the guardian of Ye Bingquan)	1,033.6	4.8974%
5.	Ye Xian	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%	6.	Shenzhen Gong Xiang Li Investment Entity (Limited Partnership)	807.5	3.8261%
7.	Yu Taomei	637.5	3.0206%	7.	Yu Taomei	637.5	3.0206%
8.	Huang Na	612	2.8998%	8.	Huang Na	612	2.8998%
9.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	384.2	1.8204%	9.	Shenzhen Gong Fen Li Investment Entity (Limited Partnership)	384.2	1.8204%
10.	Zhou Hang	255	1.2082%	10.	Zhou Hang	255	1.2082%
11.	Luo Biao	229.5	1.0874%	11.	Luo Biao	229.5	1.0874%
12.	Qiu Jiabao	170	0.8055%	12.	Qiu Jiabao	170	0.8055%
13.	Li Guangbin	127.5	0.6041%	13.	Li Guangbin	127.5	0.6041%
14.	Qiu Wenjin	127.5	0.6041%	14.	Qiu Wenjin	127.5	0.6041%
15.	Zeng Fang	119	0.5638%	15.	Zeng Fang	119	0.5638%
16.	Li Mingzhu	102	0.4833%	16.	Li Mingzhu	102	0.4833%
17.	Zeng Bo	85	0.4027%	17.	Zeng Bo	85	0.4027%
18.	Liu Yi	51	0.2416%	18.	Liu Yi	51	0.2416%
19.	Wen Kaiwen	34	0.1611%	19.	Wen Kaiwen	34	0.1611%
20.	Holder of Overseas Listed Foreign Shares	5,276.3	25.0002%	20.	Holder of Overseas Listed Shares	5,276.3	25.0002%
Total	—	21,105	100%	Total	—	21,105	100%

LETTER FROM THE BOARD

Article Number

Original

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 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)	1,700.0	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	612.0	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	255.0	1.1536%
10.	Ye Weiqing	170.0	0.7691%
11.	Ye Weiping	136.0	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	0.5383%
16.	Luo Biao	85.0	0.3845%
17.	Liu Yi	51.0	0.2307%
18.	Zeng Bo	34.0	0.1538%
19.	Ningbo Meishan Bonded Area Xingwang Yinghua Equity Investment Center (limited partnership)	1,000.0	4.5239%
20.	Holder of Overseas Listed Foreign Shares	6,276.3	28.3931%
Total	—	22,105	100%

Proposed Amendments

Upon completion of the transfer of Domestic shares and the first new issuance of overseas listed shares, the overseas listed shares represent approximately 28.3931% 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	6,769.4	30.6238%
2.	South China Sea Selected (Tianjin) Equity Investment Fund Limited Partnership Corporation (Limited Partnership)	1,700.0	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	612.0	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	255.0	1.1536%
10.	Ye Weiqing	170.0	0.7691%
11.	Ye Weiping	136.0	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	0.5383%
16.	Luo Biao	85.0	0.3845%
17.	Liu Yi	51.0	0.2307%
18.	Zeng Bo	34.0	0.1538%
19.	Ningbo Meishan Bonded Area Xingwang Yinghua Equity Investment Center (limited partnership)	1,000.0	4.5239%
20.	Holder of Overseas Listed Shares	6,276.3	28.3931%
Total	—	22,105	100%

LETTER FROM THE BOARD

**Article
Number**

Original

Upon completion of the first and second subscription of 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	6.3450%
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 Lusen	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%

Proposed Amendments

Upon completion of the first and second subscription of new issuance of Domestic Shares, the overseas listed 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	6.3450%
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 Lusen	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 Shares	6,276.3000	26.0502%
Total	—	24,093.0645	100%

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
Article 3.7	<p>Upon approval by the securities regulatory authority of the State Council of the proposal for issuing <u>overseas listed foreign shares</u> and domestic shares, the Board may make implementation arrangements of separate issues.</p> <p>The Company's proposal for separate issues of <u>overseas listed foreign shares</u> and domestic shares pursuant to the preceding paragraph may be implemented within fifteen (15) months from the date of approval by the securities regulatory authority of the State Council.</p>	<p>Upon approval by the securities regulatory authority of the State Council of the proposal for issuing <u>overseas listed shares</u> and domestic shares, the Board may make implementation arrangements of separate issues.</p> <p>The Company's proposal for separate issues of <u>overseas listed shares</u> and domestic shares pursuant to the preceding paragraph may be implemented within fifteen (15) months from the date of approval by the securities regulatory authority of the State Council.</p>
Article 3.8	<p>Where the Company issues <u>overseas listed foreign shares</u> and domestic shares separately within the total number of shares as stated in the issuance proposal, every such issue of the offered shares shall be fully subscribed for in one time. If they cannot be fully subscribed for in one time under special circumstances, these shares may be issued in several issues subject to the approval of the securities regulatory authority of the State Council.</p>	<p>Where the Company issues <u>overseas listed shares</u> and domestic shares separately within the total number of shares as stated in the issuance proposal, every such issue of the offered shares shall be fully subscribed for in one time. If they cannot be fully subscribed for in one time under special circumstances, these shares may be issued in several issues subject to the approval of the securities regulatory authority of the State Council.</p>
Article 3.11	<p>Unless otherwise provided by laws and administrative regulations and obtaining approval from the stock exchange where the company's shares are listed for <u>overseas listed foreign shares</u>, fully-paid-up shares of the Company are freely transfer able and are not subject to any lien.</p>	<p>Unless otherwise provided by laws and administrative regulations and obtaining approval from the stock exchange where the company's shares are listed for <u>overseas listed shares</u>, fully-paid-up shares of the Company are freely transfer able and are not subject to any lien.</p>

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
Article 6.5	<p>The Company may, in accordance with the mutual understanding and agreements between the securities regulatory authority of the State Council and overseas securities regulatory authorities maintain its register of holders of <u>overseas listed foreign shares</u> outside China and appoint overseas agent(s) to manage such register. The original register of holders of <u>overseas listed foreign shares</u> listed in Hong Kong shall be maintained in Hong Kong.</p> <p>The Company shall keep a copy of its register of holders of <u>overseas listed foreign shares</u> at its address. The overseas agent appointed as aforesaid shall ensure that the original and the copy of such register of holders of <u>overseas listed foreign shares</u> are at all times consistent.</p> <p>Where the original and the copy of such register of holders of <u>overseas listed foreign shares</u> are inconsistent,</p>	<p>The Company may, in accordance with the mutual understanding and agreements between the securities regulatory authority of the State Council and overseas securities regulatory authorities maintain its register of holders of <u>overseas listed shares</u> outside China and appoint overseas agent(s) to manage such register. The original register of holders of <u>overseas listed shares</u> listed in Hong Kong shall be maintained in Hong Kong.</p> <p>The Company shall keep a copy of its register of holders of <u>overseas listed shares</u> at its address. The overseas agent appointed as aforesaid shall ensure that the original and the copy of such register of holders of <u>overseas listed shares</u> are at all times consistent.</p> <p>Where the original and the copy of such register of holders of <u>overseas listed shares</u> are inconsistent, the original shall prevail.</p>
Article 6.6	<p>The Company shall maintain a complete register of shareholders.</p> <p>Such register of shareholders shall include the following parts:</p> <ol style="list-style-type: none">(1) a register of shareholders kept at the Company's legal residence (other than those under items (2) and (3) of this Article);(2) a register of holders of <u>overseas listed foreign shares</u> of the Company kept at the place where the overseas stock exchange on which such shares are listed is located;(3) any register of shareholders kept at such other place as the Board may consider necessary for the purpose of listing of the Company's shares.	<p>The Company shall maintain a complete register of shareholders.</p> <p>Such register of shareholders shall include the following parts:</p> <ol style="list-style-type: none">(1) a register of shareholders kept at the Company's legal residence (other than those under items (2) and (3) of this Article);(2) a register of holders of <u>overseas listed shares</u> of the Company kept at the place where the overseas stock exchange on which such shares are listed is located;(3) any register of shareholders kept at such other place as the Board may consider necessary for the purpose of listing of the Company's shares.

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
Article 6.8	<p>All fully paid-up <u>overseas listed foreign shares</u> which are listed in Hong Kong are freely transferable pursuant to the provisions of the Articles of Association. However, the Board may refuse to recognize any instrument of transfer without giving any reason unless the following conditions are fulfilled:</p> <ol style="list-style-type: none">(1) HK\$2.5 or such higher fee (per each instrument of transfer of shares) as may be agreed by the Hong Kong Stock Exchange has been paid to the Company to register the instrument of transfer of shares and other documents relating to or which may affect the title to such shares;(2) the instrument of transfer only relates to the <u>overseas listed foreign shares</u> listed in Hong Kong;(3) the stamp duty payable on the instrument of transfer has been paid;(4) the relevant share certificates and evidence reasonably required by the Board showing that the transferor has the right to transfer such shares have been provided;(5) if the shares are to be transferred to joint holders, the number of such joint holders shall not exceed four;	<p>All fully paid-up <u>overseas listed shares</u> which are listed in Hong Kong are freely transferable pursuant to the provisions of the Articles of Association. However, the Board may refuse to recognize any instrument of transfer without giving any reason unless the following conditions are fulfilled:</p> <ol style="list-style-type: none">(1) HK\$2.5 or such higher fee (per each instrument of transfer of shares) as may be agreed by the Hong Kong Stock Exchange has been paid to the Company to register the instrument of transfer of shares and other documents relating to or which may affect the title to such shares;(2) the instrument of transfer only relates to the <u>overseas listed shares</u> listed in Hong Kong;(3) the stamp duty payable on the instrument of transfer has been paid;(4) the relevant share certificates and evidence reasonably required by the Board showing that the transferor has the right to transfer such shares have been provided;(5) if the shares are to be transferred to joint holders, the number of such joint holders shall not exceed four;

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
	<p>(6) the Company does not have any lien over the relevant shares. All transfers of <u>overseas listed foreign shares</u> of the Company which are listed in Hong Kong shall be effected by instruments of transfer in writing in a common or usual form acceptable to Hong Kong Stock Exchange or in any other form acceptable to the Board; Such instruments of transfer may be signed by hand; where the transferor or transferee is a recognized clearing house (“Recognized Clearing House”) as defined by the Hong Kong laws or its nominee, the signatures to such instruments of transfer may be affixed by mechanical means. All instruments of transfer shall be kept at the legal address of the Company or such other place as the Board may specify from time to time.</p>	<p>(6) the Company does not have any lien over the relevant shares. All transfers of <u>overseas listed shares</u> of the Company which are listed in Hong Kong shall be effected by instruments of transfer in writing in a common or usual form acceptable to Hong Kong Stock Exchange or in any other form acceptable to the Board; Such instruments of transfer may be signed by hand; where the transferor or transferee is a recognized clearing house (“Recognized Clearing House”) as defined by the Hong Kong laws or its nominee, the signatures to such instruments of transfer may be affixed by mechanical means. All instruments of transfer shall be kept at the legal address of the Company or such other place as the Board may specify from time to time.</p>

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
Article 6.12	<p>Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may, if his share certificate (the “original certificate”) is lost, apply to the Company for a replacement share certificate in respect of such shares (the “relevant shares”).</p> <p>If a holder of domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with the provisions of Article 143 of the Company Law.</p> <p>If a holder of <u>overseas listed foreign shares</u> loses his share certificates and applies for their replacement, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange or other relevant regulations of the place where the original register of holders of such <u>overseas listed foreign shares</u> is maintained.</p> <p>If a holder of <u>overseas listed foreign shares</u> of the Company which are listed in Hong Kong loses his share certificates and applies for their replacement, such replacement shall comply with the following requirements:</p> <ol style="list-style-type: none">(1) The applicant shall submit an application to the Company in a standard form prescribed by the Company and accompanied by a notarial certificate or statutory declaration, containing the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as a declaration that no other person shall be entitled to request to be registered as the shareholder in respect of the relevant shares.(2) no statement has been received by the Company from any person other than the applicant requesting that such person be registered as the shareholder of the relevant shares before the Company decides to issue the replacement share certificates.	<p>Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may, if his share certificate (the “original certificate”) is lost, apply to the Company for a replacement share certificate in respect of such shares (the “relevant shares”).</p> <p>If a holder of domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with the provisions of Article 143 of the Company Law.</p> <p>If a holder of overseas listed shares loses his share certificates and applies for their replacement, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange or other relevant regulations of the place where the original register of holders of such overseas listed shares is maintained.</p> <p>If a holder of overseas listed shares of the Company which are listed in Hong Kong loses his share certificates and applies for their replacement, such replacement shall comply with the following requirements:</p> <ol style="list-style-type: none">(1) The applicant shall submit an application to the Company in a standard form prescribed by the Company and accompanied by a notarial certificate or statutory declaration, containing the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as a declaration that no other person shall be entitled to request to be registered as the shareholder in respect of the relevant shares.(2) no statement has been received by the Company from any person other than the applicant requesting that such person be registered as the shareholder of the relevant shares before the Company decides to issue the replacement share certificates.

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
	<p>(3) the Company shall, if it decides to issue any replacement share certificates to the applicant, make an announcement of its intention to issue the replacement share certificates in such newspapers as may be designated by the Board. Such announcement shall be made at least once every thirty (30) days in a period of ninety (90) days.</p>	<p>(3) the Company shall, if it decides to issue any replacement share certificates to the applicant, make an announcement of its intention to issue the replacement share certificates in such newspapers as may be designated by the Board. Such announcement shall be made at least once every thirty (30) days in a period of ninety (90) days.</p>
	<p>(4) the Company shall have, prior to the publication of the announcement of its intention to issue such replacement share certificates, delivered to the stock exchange on which its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been displayed on the premises of such stock exchange. The announcement shall be displayed on the premises of such stock exchange for a period of ninety (90) days. In case an application for a replacement share certificate has been made without the consent of the registered holder of the relevant shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published.</p>	<p>(4) the Company shall have, prior to the publication of the announcement of its intention to issue such replacement share certificates, delivered to the stock exchange on which its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been displayed on the premises of such stock exchange. The announcement shall be displayed on the premises of such stock exchange for a period of ninety (90) days. In case an application for a replacement share certificate has been made without the consent of the registered holder of the relevant shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published.</p>
	<p>(5) if, upon expiration of the 90-day period under each of items (3) and (4) of this Article, the Company has not received from any person any objection to the issue of such replacement share certificates, the Company may issue such replacement share certificates to the applicant according to his application.</p>	<p>(5) if, upon expiration of the 90-day period under each of items (3) and (4) of this Article, the Company has not received from any person any objection to the issue of such replacement share certificates, the Company may issue such replacement share certificates to the applicant according to his application.</p>
	<p>(6) where the Company issues a replacement share certificate under this Article, it shall forthwith cancel the original share certificate and enter such cancellation and issue in the register of shareholders accordingly.</p>	<p>(6) where the Company issues a replacement share certificate under this Article, it shall forthwith cancel the original share certificate and enter such cancellation and issue in the register of shareholders accordingly.</p>

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
Article 8.5	<p>When the Company convenes the <u>general meeting</u>, a written notice of the meeting shall be provided in no less than <u>forty-five (45) days</u> prior to the date of the meeting <u>(including the date of meeting but excluding the date of the notice)</u> to notify all the shareholders registered in the register of shares with respect to the matters to be considered, and the date and the place of the meeting. <u>Shareholders who intend to attend the meeting shall deliver their written reply concerning their attendance in no less than twenty (20) days before the date of the meeting.</u></p>	<p>When the Company convenes the <u>annual general meeting</u>, a written notice of the meeting shall be provided in no less than <u>twenty (20) full business</u> days prior to the date of the meeting to notify all the shareholders registered in the register of shares with respect to the matters to be considered, and the time and the place of the meeting. <u>When the Company convenes the extraordinary general meeting, a written notice of the meeting shall be provided in no less than ten (10) full business days or fifteen (15) days (whichever is earlier) prior to the date of the meeting (including the date of meeting but excluding the date of the notice) to notify all the shareholders registered in the register of shares with respect to the matters to be considered, and the time and the place of the meeting.</u></p>
Article 8.6	<p><u>In the case of an annual general meeting, shareholders holding in aggregate more than 3% (including 3%) of the total number of shares carrying voting rights shall be entitled to put forward any new proposal in writing to the Company. The Company shall include such proposal in the agenda of such meeting to the extent that it falls within the powers of the general meeting.</u></p>	<p><u>No less than 10 days prior to the meeting shareholders holding 3% or more of the total shares</u> carrying voting rights of the Company <u>separately or jointly</u> shall <u>have the right</u> to put forward <u>the new</u> proposals in writing to the <u>board</u>. <u>Within 2 days of receipt of the proposals, the board will dispatch the supplemental notice of the general meeting to inform the new resolutions and submit them to the general meeting to make resolutions. The new proposals submitted by the shareholders shall be within the powers of the general meetings, the matter expressly stated the business to be specific, and the content of the proposal not in conflict with provisions of the laws and regulations, and the Articles.</u></p>

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
Article 8.7	<p>The Company shall, on the basis of the written replies received twenty (20) days before the date of a general meeting, calculate the number of shares carrying voting rights represented by the shareholders who intend to attend the meeting. Such meeting may be held if the number of shares carrying voting rights represented by the shareholders who intend to attend the meeting is more than one-half of the total number of shares of the Company with voting rights; otherwise the Company shall, within five (5) days, by way of an announcement notify the shareholders again of the matters to be considered at the meeting, and the date and venue of the meeting. Such meeting may be held after such an announcement has been made. An extraordinary general meeting shall not decide on matters not specified in the notice of such meeting.</p>	<p><u>A shareholders general meeting may not make resolution on matters not specified in the notice or the supplemental notice of the meeting.</u></p>
Article 8.9	<p>The notice of a general meeting shall be delivered to shareholders, (regardless of whether they are entitled to vote at the general meeting), personally or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of shareholders. Such notice of the general meeting may also be given to holders of domestic shares by way of an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published within a period of forty-five (45) to fifty (50) days prior to the date of the general meeting in one or more newspapers designated by the competent securities authorities under the State Council. Once such an announcement is made, all holders of the domestic shares shall be deemed to have received the notice of the general meeting.</p> <p>To the fullest extent practicable, the Chinese and English version of such an announcement shall be published respectively on the major Chinese and English newspaper in Hong Kong at the same day as the notice of a general meeting delivered to shareholders.</p>	<p>The notice of a general meeting shall be delivered to shareholders, (regardless of whether they are entitled to vote at the general meeting), personally or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of shareholders. Such notice of the general meeting may also be given to holders of domestic shares by way of an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published within a period of <u>twenty (20) full business days</u> prior to the date of <u>the annual general meeting or ten (10) full business days or fifteen (15) days (whichever is earlier) prior to the date of the extraordinary general meeting</u> in one or more newspapers designated by the competent securities authorities under the State Council. Once such an announcement is made, all holders of the domestic shares shall be deemed to have received the notice of the general meeting.</p> <p>To the fullest extent practicable, the Chinese and English version of such an announcement shall be published respectively on the major Chinese and English newspaper in Hong Kong at the same day as the notice of a general meeting delivered to shareholders.</p>

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
Article 9.4	<p>Shareholders of the affected class, whether or not having the right to vote at the general meeting, shall nevertheless have the right to vote at class meetings on matters referred to in paragraph (2) to (8) and (11) to (12) of Article 9.3 hereof, but the interested shareholders shall not be entitled to vote at class meetings.</p> <p>The interested shareholders mentioned in the preceding paragraph shall have the following meanings:</p> <ol style="list-style-type: none">(1) in the case of a repurchase of its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with Article 4.4 hereof, “interested shareholder” shall refer to the controlling shareholders as defined in Article <u>7.6</u> hereof;(2) in the case of a repurchase of its own shares by the Company through an off-market agreement in accordance with the provisions of Article 4.4 hereof, “interested shareholders” shall refer to the shareholders to which the proposed agreement relates;(3) in the case of a restructuring of the Company, “interested shareholder” shall refer to a shareholder within a class who bears liabilities less than the proportion burden imposed on other shareholders of that class or who has interests different from those held by shareholders of the same class. In respect of a separate class meeting convened to consider the modification of the rights of any share of the class, the necessary quorum shall be the person(s) holding more than one-third of the issued share of that class.	<p>Shareholders of the affected class, whether or not having the right to vote at the general meeting, shall nevertheless have the right to vote at class meetings on matters referred to in paragraph (2) to (8) and (11) to (12) of Article 9.3 hereof, but the interested shareholders shall not be entitled to vote at class meetings.</p> <p>The interested shareholders mentioned in the preceding paragraph shall have the following meanings:</p> <ol style="list-style-type: none">(1) in the case of a repurchase of its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with Article 4.4 hereof, “interested shareholder” shall refer to the controlling shareholders as defined in Article <u>7.7</u> hereof;(2) in the case of a repurchase of its own shares by the Company through an off-market agreement in accordance with the provisions of Article 4.4 hereof, “interested shareholders” shall refer to the shareholders to which the proposed agreement relates;(3) in the case of a restructuring of the Company, “interested shareholder” shall refer to a shareholder within a class who bears liabilities less than the proportion burden imposed on other shareholders of that class or who has interests different from those held by shareholders of the same class. In respect of a separate class meeting convened to consider the modification of the rights of any share of the class, the necessary quorum shall be the person(s) holding more than one-third of the issued share of that class.

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
Article 9.6	<p>Written notice of a class meeting convened by the Company shall be dispatched <u>forty-five (45) days</u> prior to the date of <u>such class meeting</u> to all shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and place of such meeting. Shareholders who intend to attend such meeting shall serve on the Company written replies of their intention to attend <u>twenty (20) days</u> prior to the date of <u>such meeting</u>.</p> <p><u>If the number of voting shares at such meeting held by shareholders who intend to attend such meeting reaches more than half of the total number of voting shares at such meeting, the Company may hold such class meeting; if this cannot be attained, the Company shall further notify the shareholders by way of announcement within five (5) days thereof specifying the matters to be considered and the date and place of such meeting. After such announcement has been given, the Company may then hold the class meeting.</u></p>	<p>Written notice of a class meeting convened by the Company shall be dispatched <u>twenty (20) full business</u> days prior to the date of <u>the annual general meeting or ten (10) full business days or fifteen (15) days (whichever is earlier)</u> <u>prior to the date of the extraordinary general meeting</u> to all shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and place of such meeting. Shareholders who intend to attend such meeting shall serve on the Company written replies of their intention to attend <u>within the period specified in the notice of the general meeting.</u></p>

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
Article 9.8	<p>Save for shareholders of shares of other classes, the shareholders of domestic shares and shareholders of <u>overseas listed foreign shares</u> are deemed to be different classes of shareholders. In respect of the distribution of the dividends and other interests, the shareholders of domestic shares and shareholders of <u>overseas listed foreign shares</u> shall enjoy the same rights.</p> <p>The special procedures for voting by class shareholders shall not apply in the following circumstances:</p> <ol style="list-style-type: none">(1) where the Company issues, upon approval by a special resolution at a general meeting, domestic shares and <u>overseas listed foreign shares</u> every twelve (12) months, either individually or concurrently, and the respective numbers of domestic shares and <u>overseas listed foreign shares</u> proposed to be issued do not exceed 20% of the respective numbers of the issued and outstanding domestic shares and <u>overseas listed foreign shares</u>;(2) where the Company's plan to issue domestic shares and <u>overseas listed foreign shares</u> at the time of its incorporation is carried out within fifteen (15) months from the date of approval by the securities regulatory authorities under the State Council.	<p>Save for shareholders of shares of other classes, the shareholders of domestic shares and shareholders of overseas listed shares are deemed to be different classes of shareholders. In respect of the distribution of the dividends and other interests, the shareholders of domestic shares and shareholders of overseas listed shares shall enjoy the same rights.</p> <p>The special procedures for voting by class shareholders shall not apply in the following circumstances:</p> <ol style="list-style-type: none">(1) where the Company issues, upon approval by a special resolution at a general meeting, domestic shares and overseas listed shares every twelve (12) months, either individually or concurrently, and the respective numbers of domestic shares and overseas listed shares proposed to be issued do not exceed 20% of the respective numbers of the issued and outstanding domestic shares and overseas listed shares;(2) where the Company's plan to issue domestic shares and overseas listed shares at the time of its incorporation is carried out within fifteen (15) months from the date of approval by the securities regulatory authorities under the State Council.(3) <u>Upon the approval of the Security regulation authorities of the State Council, all or part of the domestic shares would be transferred to foreign investors and be listed and traded on overseas stock exchanges. Or they would be converted into the overseas listed stock.</u>

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
Article 16.5	<p>The Company's financial reports shall be made available for shareholders' inspection at the Company twenty (20) days before the date of annual shareholders' general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall at least send to each shareholder of <u>overseas listed foreign shares</u> by prepaid mail the abovementioned reports not later than twenty-one (21) days before the date of annual shareholders' general meeting at his/her respective addresses shown in the register of shareholders.</p>	<p>The Company's financial reports shall be made available for shareholders' inspection at the Company twenty (20) days before the date of annual shareholders' general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall at least send to each shareholder of <u>overseas listed shares</u> by prepaid mail the abovementioned reports not later than twenty-one (21) days before the date of annual shareholders' general meeting at his/her respective addresses shown in the register of shareholders.</p>
Article 16.20	<p>Cash dividends or other payments payable by the Company to holders of its domestic shares shall be paid in RMB, and those payable to holders of <u>overseas listed foreign shares</u> shall be declared and calculated in RMB and paid in accordance with the relevant foreign exchange regulations of the State.</p>	<p>Cash dividends or other payments payable by the Company to holders of its domestic shares shall be paid in RMB, and those payable to holders of <u>overseas listed shares</u> shall be declared and calculated in RMB and paid in accordance with the relevant foreign exchange regulations of the State.</p>
Article 16.24	<p>The Company shall appoint receiving agents on behalf of the holders of <u>overseas listed foreign shares</u> to receive on behalf of such shareholders dividends declared and all other monies owing by the Company in respect of such shares.</p> <p>The receiving agents appointed by the Company shall satisfy the relevant requirements of the laws of the place or relevant regulations of the stock exchange where the Company's shares are listed.</p> <p>The receiving agents appointed on behalf of holders of <u>overseas listed foreign shares</u> listed on the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong</p>	<p>The Company shall appoint receiving agents on behalf of the holders of <u>overseas listed shares</u> to receive on behalf of such shareholders dividends declared and all other monies owing by the Company in respect of such shares.</p> <p>The receiving agents appointed by the Company shall satisfy the relevant requirements of the laws of the place or relevant regulations of the stock exchange where the Company's shares are listed.</p> <p>The receiving agents appointed on behalf of holders of <u>overseas listed shares</u> listed on the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong</p>

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
Article 17.10	<p>An accountants' firm may resign from its office by depositing at the Company's legal residence a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include either of the following:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(2) a statement of any matters of which an account should be given.</p> <p>The Company shall within fourteen (14) days upon its receipt of the written notice mentioned above send a copy of the notice to the supervisory authority. If the notice contains a statement referred to in subparagraph (2) above, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement to every holder of <u>overseas listed foreign shares</u> by prepaid post to the addresses recorded in the register of shareholders. Where the notice of resignation of an accountants' firm contains a statement of any matters of which an account should be given, the accountants' firm may require the Board to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.</p>	<p>An accountants' firm may resign from its office by depositing at the Company's legal residence a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include either of the following:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(2) a statement of any matters of which an account should be given.</p> <p>The Company shall within fourteen (14) days upon its receipt of the written notice mentioned above send a copy of the notice to the supervisory authority. If the notice contains a statement referred to in subparagraph (2) above, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement to every holder of overseas listed shares by prepaid post to the addresses recorded in the register of shareholders. Where the notice of resignation of an accountants' firm contains a statement of any matters of which an account should be given, the accountants' firm may require the Board to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.</p>

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
Article 21.1	<p>The merger or division of the Company shall require the preparation of a proposal by the board of directors. After such proposal has been adopted in accordance with the procedures specified in the Articles of Association of the Company, relevant examination and approval procedures shall be carried out according to law. Shareholders that oppose such proposal on the merger or division of the Company shall have the right to require the Company or shareholders that are in favour of such proposal to purchase their shares at a fair price. The contents of resolutions approving the merger or division of the Company shall be compiled in a special document for inspection by shareholders. Holders of overseas listed <u>foreign-invested</u> shall be served copies of the abovementioned document by mail.</p>	<p>The merger or division of the Company shall require the preparation of a proposal by the board of directors. After such proposal has been adopted in accordance with the procedures specified in the Articles of Association of the Company, relevant examination and approval procedures shall be carried out according to law. Shareholders that oppose such proposal on the merger or division of the Company shall have the right to require the Company or shareholders that are in favour of such proposal to purchase their shares at a fair price. The contents of resolutions approving the merger or division of the Company shall be compiled in a special document for inspection by shareholders. Holders of overseas listed invested shall be served copies of the abovementioned document by mail.</p>

LETTER FROM THE BOARD

Article Number	Original	Proposed Amendments
Article 24.1	<p>The Company shall act according to the following principles to settle disputes:</p> <p>(1) Whenever any disputes or claims arise between holders of the overseas listed shares and the Company, holders of the <u>overseas listed foreign shares</u> and the Company's Directors, supervisors, general managers or other senior management members, or holders of the <u>overseas listed foreign shares</u> and holders of domestic shares, based on the Articles of Association or any rights or obligations conferred or imposed by the PRC Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration. Where a dispute or claim of rights abovementioned is referred to arbitration, the entire claim or dispute must be referred to arbitration and any person (being the Company or a shareholder, Director, supervisor or other senior management members of the Company) who has a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by the arbitration.</p> <p>Disputes in relation to the identification of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.</p>	<p>The Company shall act according to the following principles to settle disputes:</p> <p>(1) Whenever any disputes or claims arise between holders of the overseas listed shares and the Company, holders of the <u>overseas listed shares</u> and the Company's Directors, supervisors, general managers or other senior management members, or holders of the <u>overseas listed shares</u> and holders of domestic shares, based on the Articles of Association or any rights or obligations conferred or imposed by the PRC Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration. Where a dispute or claim of rights abovementioned is referred to arbitration, the entire claim or dispute must be referred to arbitration and any person (being the Company or a shareholder, Director, supervisor or other senior management members of the Company) who has a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by the arbitration.</p> <p>Disputes in relation to the identification of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.</p>
Article 25.1	<p>Except in accordance with the Articles of Association, all notices, information or written statements from the Company to the holders of <u>overseas listed foreign shares</u> shall be delivered personally to the registered address of each shareholder, or sent by post to the address of each shareholder recorded in the register of shareholders.</p>	<p>Except in accordance with the Articles of Association, all notices, information or written statements from the Company to the holders of <u>overseas listed shares</u> shall be delivered personally to the registered address of each shareholder, or sent by post to the address of each shareholder recorded in the register of shareholders.</p>

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Article Number	Original	Proposed Amendments
Article 26.4	In the Articles of Association, unless the context requires otherwise, the following terms and expressions shall have the following meanings:	In the Articles of Association, unless the context requires otherwise, the following terms and expressions shall have the following meanings:
	<u>“overseas listed foreign shares”</u> <u>any overseas listed foreign shares</u> of the Company	<u>“overseas listed shares”</u> <u>any overseas listed shares</u> of the Company

Save for the above proposed amendments to the Articles of Association, other chapters and articles of the Articles of Association remain unchanged.

The Board considers that the proposed amendments are in the interest of the Company and its Shareholders as a whole. As confirmed by the legal advisers, the amended Articles of Association comply with the laws of the PRC and the Listing Rules requirements.

5. PROPOSALS FOR RE-ELECTION OF RETIRING SUPERVISOR

In accordance with Article 14.2 of the Articles of Association, Supervisor Mr. Zu Li shall retire by rotation at the Annual General Meeting, and being eligible, has offered himself for re-election at the Annual General Meeting.

A resolution will be proposed at the AGM to elect Mr. Zu Li as the Supervisor for a term of 3 years which is proposed to commence from the date of the AGM and end at the conclusion date of the annual general meeting of the Company to be held in 2023.

Details of the Supervisor to be re-elected are set out in the Appendix I to this circular.

6. NOTICE OF ANNUAL GENERAL MEETING AND CLASS MEETINGS

The Notices of the AGM and the Class Meetings are set out on pages 31 to 42 of this circular. At the AGM and the Class Meetings, the resolutions will be proposed to approve the resolutions set out therein.

A form of proxy for use at the AGM and the Class Meetings are enclosed with this circular and such form(s) of proxy are also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.aidewei.cn). Whether or not you intend to attend the AGM and the Class Meetings, you are requested to complete and return (i) the enclosed reply slip(s) in accordance with the instructions printed thereon not later than Friday, 22 May 2020 and (ii) the enclosed form(s) of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the above meetings or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the AGM and the Class Meetings or any adjournment thereof if you so wish. According to Rule 13.39

LETTER FROM THE BOARD

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

7. 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 Monday, 11 May 2020 are entitled to attend and vote at the AGM and the Class Meetings. The register of members of the Company will be closed from Tuesday, 12 May, 2020 to Friday, 12 June 2020, both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend the AGM and the Class Meetings 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 Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queens's Road East, Hong Kong no later than 4:30 p.m. on Monday, 11 May 2020. All transfers of Domestic Shares together with the relevant documents must be delivered to the Company's head office 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 Monday, 11 May 2020.

8. RECOMMENDATION

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

9. 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, 24 April 2020

* For identification purpose only

**APPENDIX I INFORMATION ON THE PROPOSED RE-ELECTION OF
SUPERVISOR AT THE ANNUAL GENERAL MEETING**

SUPERVISOR

Mr. ZU Li (祖力), aged 60, was appointed as a Supervisor on 31 May 2017. Mr. Zu obtained a bachelor's degree in dyeing works (染化工程) from Zhejiang Silk Textile Institute (浙江絲綢工學院) in July 1985 and worked for Liaoyuan Silk Dyeing and Printing Plant (遼源市絲織印染廠) from August 1985 to December 1987. From January 1988 to December 1990, he worked for Yuanle Plush Company Limited (中外合資源樂毛絨有限公司) as a vice general manager. He worked for Jilin Liaoyuan Textile Bureau (中國吉林省遼源市紡織局) as a chief of sector from January 1991 to April 1992. From May 1992 to May 1997, he was a general manager of Jilin International Economic and Technology Cooperation Company Limited Shenzhen Branch (中國吉林國際經濟技術合作公司深圳分公司). He was a general manager of Shenzhen Hengduo Trading Company Limited (深圳市恆多貿易有限公司) from May 1997 to December 2001 and a general manager of Ruixin Xingye Investment Consultant (Shenzhen) Company Limited (瑞信興業投資諮詢(深圳)有限公司) from January 2002 to the present.

The Supervisor to be re-elected has not been not engaged, or interested, in any business which directly or indirectly competed or may compete with our business.

Save as disclosed above and as at the Latest Practicable Date, Mr. Zu confirms for himself that: (i) he has not held any other directorships in any 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, senior management or substantial shareholders or controlling shareholders of the Company. There is no other matter concerning the appointment of Mr. Zu 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)(h) to (v) of the Listing Rules.

The Company proposes to enter into a service agreement with Mr. Zu for an initial term of three years commencing on the date of the forthcoming AGM and the Class Meetings which is subject to the requirement of retirement contained in the Listing Rules and the Articles of Association of the Company.

Mr. Zu is not entitled to any remuneration as a Supervisor of the Company according to the service agreement unless otherwise shall be determined by the Board based on the recommendation of the Remuneration Committee with reference to the Company's remuneration policy.

NOTICE OF ANNUAL GENERAL MEETING

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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)

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 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC on Friday, 12 June 2020 at 11:30 a.m. 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 2019;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2019;
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 2019;
4. To consider and approve the re-election of Mr. Zu Li as a Supervisor of the Company;
5. To consider and approve the Board to fix the remunerations of the Directors and Supervisors of the Company;

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and approve the re-appointment of PricewaterhouseCoopers 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;

AS SPECIAL RESOLUTIONS:

To consider and, if thought fit, pass the following resolutions as special resolutions:

7. To consider and approve the resolution regarding the change in scope of business of the Company;
8. To consider and approve the resolution regarding the amendments to the Articles of Association;
9. **“THAT:**
 - (1) the board of directors of the Company (the **“Board”**) be and is hereby authorised and granted an unconditional general mandate (the **“General Mandate (Shares)”**) 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 (Shares) 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 aggregate nominal amount 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 aggregate nominal amount of the Domestic Shares in issue; and
 - (ii) 20 per cent of the aggregate nominal amount of the H Shares in issue, respectively, in each case as at the date of passing of this resolution;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the Board will only exercise its power under the General Mandate (Shares) 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) 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 in the share capital of the Company, which are subscribed for and traded in HK dollars and listed on The Stock Exchange of Hong Kong Limited;

“**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 (Shares) 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

NOTICE OF ANNUAL GENERAL MEETING

- (2) contingent on the Board resolving to exercise the General Mandate (Shares) 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 (Shares) 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 of Directors
Guangdong Adway Construction (Group) Holdings Company Limited*
Mr. Ye Yujing
Chairman, Executive Director and Chief Executive Officer

Shenzhen, the PRC, 24 April 2020

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

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

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 resolutions. 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 of the Company will be closed from Tuesday, 12 May 2020 to Friday, 12 June 2020, both days inclusive, during which period no transfer of shares will be effective. For the identification of Members eligible to attend and vote at the Meeting, all H shares transfer documents accompanied by the relevant H 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 Monday, 11 May 2020. 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 Monday, 11 May 2020.
- iv. Whether or not holders of H Shares intend to attend the Meeting, they are requested to complete the enclosed reply slip for the Meeting and return it, by hand or by post, to the Company's H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before Friday, 22 May 2020.
- v. Whether or not holders of Domestic Shares of the Company intend to attend the Meeting, they are requested to complete the enclosed reply slip for the meeting and return it, by hand or by post, to the Company's mailing address at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC on or before Friday, 22 May 2020.

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 12 June 2020, the Annual General Meeting will not be held on 12 June 2020, but will be held on the first Business Day immediately after that date at the same time and place at the Company's head office 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC/postponed to a later date and 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. Liu Yilun, Ms. Ye Xiujin, Mr. Ye Guofeng, and Mr. Ye Niangting, as Executive Directors; Ms. Li Yuanfei as Non-executive Director; and Ms. Zhai Xin, Mr. Cheung Wai Yeung Michael, and Mr. Lin Zhiyang, as Independent Non-executive Directors.

NOTICE OF ANNUAL GENERAL MEETING

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 announcement 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 announcement misleading.

NOTICE OF THE H SHARES SHAREHOLDERS CLASS MEETING

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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)

NOTICE OF THE H SHARES SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the class meeting for holders of H shares of 2020 (the “**H Shares Shareholders Class 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 Friday, 12 June 2020 at 12:15 p.m. for the purpose of considering, and, if thought fit, passing the following resolution:

AS SPECIAL RESOLUTION:

To consider and, if thought fit, pass the following resolution as special resolution:

1. To consider and approve the resolution regarding 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, 24 April 2020

* *For identification purpose only*

NOTICE OF THE H SHARES SHAREHOLDERS CLASS MEETING

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 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, 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 of the Company will be closed from Tuesday, 12 May 2020 to Friday, 12 June 2020, both days inclusive, during which period no transfer of shares will be effective. For the identification of Members eligible to attend and vote at the Meeting, all H shares transfer documents accompanied by the relevant H 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 Monday, 11 May 2020.
- iv. Whether or not holders of H Shares intend to attend the Meeting, they are requested to complete the enclosed reply slip for the Meeting and return it, by hand or by post, to the Company’s H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong on or before Friday, 22 May 2020.

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 12:15 p.m. on 12 June 2020, the H Shares Shareholders Class Meeting will not be held on 12 June 2020, but will be held on the first Business Day immediately after that date at the same time and place at the Company’s head office 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC/postponed to a later date and 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 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.

NOTICE OF THE H SHARES SHAREHOLDERS CLASS MEETING

As at the date of this notice, the Board of the Company comprises Mr. Ye Yujing, Mr. Liu Yilun, Ms. Ye Xiujin, Mr. Ye Guofeng, and Mr. Ye Niangting, as Executive Directors; Ms. Li Yuanfei as Non-executive Director; and Ms. Zhai Xin, Mr. Cheung Wai Yeung Michael, and Mr. Lin Zhiyang, as Independent Non-executive Directors.

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 announcement 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 announcement misleading.

NOTICE OF THE DOMESTIC SHARES SHAREHOLDERS CLASS 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 THE DOMESTIC SHARES SHAREHOLDERS CLASS

NOTICE IS HEREBY GIVEN that the class meeting for holders of domestic shares of 2020 (the “**Domestic Shares Shareholders Class 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 Friday, 12 June 2020 at 12:15 p.m. for the purpose of considering, and, if thought fit, passing the following resolution:

AS SPECIAL RESOLUTION:

To consider and, if thought fit, pass the following resolution as special resolution:

1. To consider and approve the resolution regarding 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, 24 April 2020

* *For identification purpose only*

NOTICE OF THE DOMESTIC SHARES SHAREHOLDERS CLASS MEETING

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)**”) 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 sent 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 of the Company will be closed from Tuesday, 12 May 2020 to Friday, 12 June 2020, both days inclusive, during which period no transfer of shares will be effective. For the identification of Members eligible to attend and vote at the Meeting, 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 Monday, 11 May 2020.
- iv. Whether or not holders of Domestic Shares of the Company intend to attend the Meeting, they are requested to complete the enclosed reply slip for the meeting and return it, by hand or by post, to the Company’s mailing address at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC on or before Friday, 22 May 2020.

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 12:15 p.m. on 12 June 2020, the Domestic Shares Shareholders Class Meeting will not be held on 12 June 2020, but will be held on the first Business Day immediately after that date at the same time and place at the Company’s head office 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC/postponed to a later date and 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 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the aforesaid arrangement.

NOTICE OF THE DOMESTIC SHARES SHAREHOLDERS CLASS MEETING

As at the date of this notice, the Board of the Company comprises Mr. Ye Yujing, Mr. Liu Yilun, Ms. Ye Xiujin, Mr. Ye Guofeng, and Mr. Ye Niangting, as Executive Directors; Ms. Li Yuanfei as Non-executive Director; and Ms. Zhai Xin, Mr. Cheung Wai Yeung Michael, and Mr. Lin Zhiyang, as Independent Non-executive Directors.

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 announcement 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 announcement misleading.