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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 7 of this circular. A notice convening the extraordinary general meeting of the Company (the “EGM”) 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 Tuesday, 27 November 2018, is set out on pages 8 to 10 of this circular.

Shareholders who intend to attend the EGM should complete the reply slip 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 Wednesday, 7 November 2018.

Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder. In order to be valid, the proxy form for the EGM must be deposited by hand or post, for holders of H shares of the Company, to the H share registrar of the Company Tricor Investor Services Limited at Level 22, 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 EGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.

\* For identification purpose only

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## DEFINITIONS

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*In this circular, unless otherwise defined or the context otherwise requires, the following expressions have the following meanings:*

“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemental from time to time
“Board”	the board of Directors of the Company
“Company”	Guangdong Adway Construction (Group) Holdings Company Limited (廣東愛得威建設(集團)股份有限公司), a joint stock company established in the PRC with limited liability, whose H Shares are listed and traded on the Main Board of the Stock Exchange of Hong Kong Limited (stock code: 6189)
“Controlling Shareholder”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Ye Yujing and Ms. Ye Xiujin
“Director(s)”	director(s) of the Company
“Domestic Shares”	ordinary share(s) issued by the Company in the PRC with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB by PRC natural persons or entities established under the laws of the PRC
“EGM”	the extraordinary general meeting of the Company to be convened and held 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 Tuesday, 27 November 2018, notice of which is set out on pages 8 to 10 of this circular, and any adjournment thereof
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 per share which are listed on the Main Board of the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	5 October 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time

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## DEFINITIONS

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“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
“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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“%”	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:*

Mr. TIAN Wen (田文先生)

*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:*

Mr. WANG Zhaowen (王肇文先生)  
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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND**

**(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the special resolutions to be proposed at the EGM for the approval of the amendments to the Articles of Association. This circular gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions to be proposed at the EGM.

A notice convening the EGM is set out on pages 8 to 10 to this circular.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### 2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The main reasons for the proposed amendments to the Articles of Association are: (i) to satisfy the Company's business development and expansion needs and to facilitate the change of its scope of operations; (ii) to amend the articles of association of the Company due to changes in the Company's business scope.

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.

This resolution will become effective upon approval by the Shareholders at the EGM and completion of the requisite business registration procedures.

The proposed amendments are as follows:

#### **Article 2.2 of Chapter 2 "OBJECTIVES AND SCOPE OF BUSINESS":**

*Original*

Article 2.2

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 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, 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.

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## LETTER FROM THE BOARD

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The business scope of the Company shall be as approved by the company registration authorities.

*Proposed amendment*

Article 2.2

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 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.

The business scope of the Company shall be as approved by the company registration authorities.

**Article 10.1 of Chapter 10 "THE BOARD OF DIRECTORS":**

*Original*

Article 10.1

The Company shall establish a Board which is responsible to and reports on its work to shareholders' general meeting. The Board consists of nine (9) Directors. The Board shall comprise one (1) Chairman and include three (3) independent (non-executive) Directors.

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## LETTER FROM THE BOARD

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### *Proposed amendment*

Article 10.1                      The Company shall establish a Board which is responsible to and reports on its work to shareholders' general meeting. The Board consists of not less than nine (9) but not more than nineteen (19) Directors. The Board shall comprise one (1) Chairman and independent (non-executive) Directors at a number not less than one-third (1/3) of the total members of the Board and not less than three (3) (whichever is larger).

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

Members of the Board shall have the qualifications pursuant to relevant laws and regulations and the Listing Rules. The number of independent non-executive directors (“**independent directors**”) shall represent at least one third of the total members of the Board.

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.

### **3. NOTICE OF EXTRAORDINARY GENERAL MEETING**

The notice of the EGM is set out on pages 8 to 10 of this circular. At the EGM, resolution will be proposed to approve the amendments to the Articles of Association.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.aidewei.cn](http://www.aidewei.cn)). Whether or not you intend to attend the EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than Wednesday, 7 November 2018 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish. According to Rule 13.39 of the Listing Rules, save and except resolutions which relate to procedural or administrative matters, any vote of the Shareholders at a general meeting must be taken by poll.

### **4. CLOSURE OF REGISTER OF MEMBERS**

Shareholders whose names appear on the register of members of the Company as at 4:30 p.m., the close of business of Friday, 26 October 2018 are entitled to attend and vote at the EGM. The register of members of the Company will be closed from Saturday, 27 October 2018 to Tuesday, 27 November 2018, both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend the EGM and to vote thereat as Shareholders, all transfers of H Shares together with the relevant share certificates must be



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## LETTER FROM THE BOARD

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delivered to the Company's H Share Registrar Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queens's Road East, Hong Kong no later than 4:30 p.m. on Friday, 26 October 2018. 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 Friday, 26 October 2018.

### 5. RECOMMENDATION

The Directors are of the view that all resolutions proposed for consideration and approval by the Shareholders at the EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions as set out in the notice of the EGM.

### 6. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
By order of the Board  
**Guangdong Adway Construction (Group) Holdings Company Limited\***  
**Mr. Ye Yujing**  
*Chairman, Executive Director and Chief Executive Officer*

Shenzhen, the PRC, 9 October 2018

\* For identification purpose only

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## NOTICE OF EXTRAORDINARY 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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “**Meeting**”) of Guangdong Adway Construction (Group) Holdings Company Limited\* (the “**Company**”) will be held at the head office conference room 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC on Tuesday, 27 November 2018 at 11:30 a.m. for the purpose of considering, and, if thought fit, passing the following resolution:

#### **SPECIAL RESOLUTION**

1. To consider and approve the resolution regarding the amendments to the Articles of Association<sup>(Note 1)</sup>.

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, 9 October 2018

\* For identification purpose only

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Notes:

1. For details in relation to the amendments to the Articles of Association, please refer to the relevant announcement of the Company dated 9 October 2018 and circular to Shareholders published on the same date.
2. 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.
3. 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 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, and in case of holders of Domestic Shares, to the mailing address of the Company’s head office at 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 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.
4. The register of members of the Company will be closed from Saturday, 27 October 2018 to Tuesday, 27 November 2018, both days inclusive, during which period no transfer of shares will be effected. For the identification of Members eligible to attend and vote at the Meeting, all H Shares transfer documents accompanied by the relevant H Shares certificates must be lodged with the Company’s H share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 26 October 2018. All Domestic Shares transfer documents accompanied by the relevant Domestic Shares certificates 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 not later than 4:30 p.m. on Friday, 26 October 2018.
5. 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 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong on or before Wednesday, 7 November 2018.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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6. 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 of the Company's head office at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC on or before Wednesday, 7 November 2018.

*As at the date of this announcement, 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; Mr. Tian Wen as Non-executive Director; and Mr. Wang Zhaowen, Mr. Cheung Wai Yeung Michael, and Mr. Lin Zhiyang, as Independent Non-executive Directors.*

*This announcement, 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.*