
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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*, you should at once hand this supplemental circular 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.

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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)

**SUPPLEMENTAL CIRCULAR
IN RELATION TO PROPOSED FURTHER AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

This supplemental circular should be read in conjunction with the circular of the Company dated 14 November 2023.

A notice convening the AGM of the Company to be held at the head office conference room, 3rd Floor, Pengyi Garden Building 1, Bagua No.1 Road, Futian District, Shenzhen, the PRC at 11:00 a.m. on Friday, 15 December 2023, is set out in the circular of the Company dated 14 November 2023.

The notice of AGM and the form of proxy for the AGM have been despatched on 14 November 2023, which have also been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.aidewei.cn).

* For identification purpose only

LETTER FROM THE BOARD



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

Non-executive Director:

Mr. ZHUANG Liangbin (莊良彬先生)

Independent Non-executive Directors:

Mr. CAI Huiming (蔡慧明先生)
Mr. SUN Changqing (孫常青先生)
Mr. LIN Zhiyang (林志揚先生)
Mr. ZHOU Wanxiong (周萬雄先生)

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

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

*Principal place of business
in Hong Kong:*

5/F, Manulife Place
348 Kwun Tong Road, Kowloon
Hong Kong

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
IN RELATION TO PROPOSED FURTHER AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

1. INTRODUCTION

References are made to the circular (the “**Circular**”), notice of AGM (the “**Notice of AGM**”) and the form of proxy for the AGM (the “**Proxy Form**”) all dated 14 November 2023, and the announcement of the Company dated 27 November 2023, in relation to the proposed further amendments to the Articles of Association. Unless otherwise defined, terms used in this supplemental circular shall have the same meaning as those defined in the Circular.

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LETTER FROM THE BOARD

This supplemental circular should be read in conjunction with the Circular. The purpose of this supplemental circular is to provide the Shareholders with information in respect of the special resolution to the proposed further amendments to the Articles of Associations to be proposed at the AGM, to enable you to make informed decisions on the special resolution No. 8 as set out in the AGM Notice (the “**Resolution No. 8**”).

2. PROPOSED FURTHER AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In addition to the proposed amendments to the Articles of Association (the “**Proposed AoA Amendments**”) as set out in the Circular, based on the recommendations set out in the “Conclusions on Listing Regime For Overseas Issuers” issued by the Stock Exchange in November 2021, the Board proposes to amend the Articles of Association to accurately reflect the updates on core level requirement and incorporate certain housekeeping changes, further amendments have to be made to the relevant articles of the Articles of Associations (the “**Proposed Further AoA Amendments**”). Details of the amendments are as follow:

(1) Article 8.9 of the Articles of Association

Original Article

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.

The announcement referred to in the preceding paragraph shall be published within a period of twenty (20) full business days prior to the date of 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 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.

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.

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Proposed Amendments

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.

The announcement referred to in the preceding paragraph shall be published within a period of twenty (20) full business days prior to the date of 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 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.

~~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.~~

(2) Article 8.13 of the Articles of Association

Original Article

The proxy form shall be deposited at the Company's residence or such other place as is specified in the notice of meeting 24 hours before the time appointed for holding the meeting in respect of which such proxy form is given, or 24 hours before the time appointed for taking the poll. Where the proxy form is signed by a person under a power of attorney on behalf of the appointer, the power of attorney or other authorization document under which such proxy form is signed shall be notarized. A notarially certified copy of that power of attorney or other authorization document shall, together with such proxy form, be deposited at the Company's residence or such other place as is specified in the notice of meeting.

In the case of the appointer as a legal entity, its legal representative or such other person as may be authorized by a resolution of its Board of Directors or other decision-making organ shall, as its representative, attend the general meetings of the Company on its behalf.

Where the shareholder is a recognized clearing house (or its proxy) defined by the Hong Kong relevant Ordinance from time to time, the shareholder may authorize one or more persons whom he deems appropriate as his representative(s) at any general meeting or any category of shareholders' meeting; however, if more than one person are authorized, the power of attorney shall specify the number and class of shares for which such persons are authorized, and shall be

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signed by an authorized personnel of the recognized clearing house. The person(s) so authorized can represent the recognized clearing house (or its proxy) to attend the meeting (and the person(s) so authorized shall not be required to produce evidence of shareholding, the notarized power of attorney and/or further evidence to prove that the person(s) have been duly authorized) and exercise its right, as if the person(s) are the Company's individual shareholders.

Proposed Amendments

The proxy form shall be deposited at the Company's residence or such other place as is specified in the notice of meeting 24 hours before the time appointed for holding the meeting in respect of which such proxy form is given, or 24 hours before the time appointed for taking the poll. Where the proxy form is signed by a person under a power of attorney on behalf of the appointer, the power of attorney or other authorization document under which such proxy form is signed shall be notarized. A notarially certified copy of that power of attorney or other authorization document shall, together with such proxy form, be deposited at the Company's residence or such other place as is specified in the notice of meeting.

In the case of the appointer as a legal entity, its legal representative or such other person as may be authorized by a resolution of its Board of Directors or other decision-making organ shall, as its representative, attend the general meetings of the Company on its behalf.

Where the shareholder is a recognized clearing house (or its proxy) defined by the Hong Kong relevant Ordinance from time to time, the shareholder may authorize one or more persons whom he deems appropriate as his representative(s) at any general meeting, ~~or~~ any category of shareholders' meeting or creditor(s)' meeting; however, if more than one person are authorized, the power of attorney shall specify the number and class of shares for which such persons are authorized, and shall be signed by an authorized personnel of the recognized clearing house. The person(s) so authorized can represent the recognized clearing house (or its proxy) to attend the meeting (and the person(s) so authorized shall not be required to produce evidence of shareholding, the notarized power of attorney and/or further evidence to prove that the person(s) have been duly authorized) and exercise its right (including the right to speak and the right to vote), as if the person(s) are the Company's individual shareholders.

(3) Article 8.17 of the Articles of Association

Original Article

A shareholder (including his proxy) when voting at the general meeting may exercise voting rights in accordance with the number of shares carrying such voting rights represented by him and shall have one vote for each such share.

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Proposed Amendments

A shareholder (including his proxy) when voting at the general meeting may exercise voting rights in accordance with the number of shares carrying such voting rights represented by him and shall have one vote for each such share.

In the event that the Listing Rules stipulates that any shareholder is required to abstain from voting on any particular matter deliberated or restricted to voting only for or against any particular matter deliberated, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

(4) Article 10.2 of the Articles of Association

Original Article

Directors shall be elected at the shareholders' general meeting. The term of office of the Directors shall be three (3) years, commencing from the date on which his/her election comes into effect. Upon expiration of the current term of office, a Director may serve consecutive terms if re-elected upon the expiration of his/her term of office.

A notice of the intention to propose a candidate for election as a Director and a notice by such candidate stating his/her willingness to be elected shall be given to the Company at least seven (7) days in advance.

The period for the delivery of the aforesaid notices shall commence from the date when a notice of meeting in respect of such election is dispatched and end no later than seven (7) days prior to the date of such meeting.

The Chairman shall be elected and removed by votes of more than one-half of all Directors. The term of office of the Chairman shall be three (3) years. Chairman may serve consecutive terms if re-elected upon the expiration of his/her term of office.

The shareholders' general meeting may by ordinary resolution remove any Director before the expiration of his/her term of office (but without prejudice to such Director's right to claim damages according to any contract), subject to full compliance with the relevant laws and administrative regulations.

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External directors (directors who do not take any post in the Corporation) shall have sufficient time and necessary knowledge to perform his/her duties. The Corporation shall provide necessary information to the external directors to perform his/her duties. The independent (non-executive) directors may directly report situations to the shareholders' meeting, State Council securities regulatory organizations and other relevant departments.

The Directors shall not be required to hold shares of the Company.

Proposed Amendments

Directors shall be elected at the shareholders' general meeting. The term of office of the Directors shall be three (3) years, commencing from the date on which his/her election comes into effect. Upon expiration of the current term of office, a Director may serve consecutive terms if re-elected upon the expiration of his/her term of office.

If the Board appoints a director to fill a casual vacancy or as an addition to the Board, the appointed director shall hold office until the next annual general meeting of the Company, and shall then be eligible for re-election.

A notice of the intention to propose a candidate for election as a Director and a notice by such candidate stating his/her willingness to be elected shall be given to the Company at least seven (7) days in advance.

The period for the delivery of the aforesaid notices shall commence from the date when a notice of meeting in respect of such election is dispatched and end no later than seven (7) days prior to the date of such meeting.

The Chairman shall be elected and removed by votes of more than one-half of all Directors. The term of office of the Chairman shall be three (3) years. Chairman may serve consecutive terms if re-elected upon the expiration of his/her term of office.

The shareholders' general meeting may by ordinary resolution remove any Director before the expiration of his/her term of office (but without prejudice to such Director's right to claim damages according to any contract), subject to full compliance with the relevant laws and administrative regulations.

LETTER FROM THE BOARD

External directors (directors who do not take any post in the Corporation) shall have sufficient time and necessary knowledge to perform his/her duties. The Corporation shall provide necessary information to the external directors to perform his/her duties. The independent (non-executive) directors may directly report situations to the shareholders' meeting, State Council securities regulatory organizations and other relevant departments.

The Directors shall not be required to hold shares of the Company.

Save for those disclosed above, all other contents of the Proposed AoA Amendments remain unchanged. The Proposed AoA Amendments and Proposed Further AoA Amendments are subject to the passing of a special resolution at the AGM, and approval of relevant PRC government authorities as well as registration and filing thereof.

The AGM will be held at the head office conference room, 3rd Floor, Pengyi Garden Building 1, Bagua No.1 Road, Futian District, Shenzhen, the PRC at 11:00 a.m. on Friday, 15 December 2023 as scheduled.

Whether or not you are able to attend the AGM, you are requested to complete the Proxy Form in accordance with the instructions printed thereon and return the same as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM (i.e. before 11:00 a.m. on Thursday, 14 December 2023). Completion and return of the Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof.

If you have duly appointed a proxy to attend the AGM and act on behalf of you by way of returning the Proxy Form before the despatch of this supplemental circular, and

- (i) if you decide to vote for or against Resolution No. 8 after reading the Proposed Further AoA Amendments as set out in this supplemental circular, the effectiveness of your duly completed and returned Proxy Form will not be affected;
- (ii) if you decide to change the intention of voting for or against Resolution No. 8 after reading the Proposed Further AoA Amendments as set out in this supplemental circular, you have to re-submit the Proxy Form to the Company, to declare your true intention. If a Shareholder submitted more than one Proxy Form, the latest submitted Proxy Form will be deemed as valid.

Save as the Proposed Further AoA Amendments and the matters stated above, all matters in relation to the AGM remain unchanged. For information regarding other resolutions proposed at the AGM, entitlement of attendance, registration procedures, appointment of proxy and other related matters, please refer to the AGM Notice and Proxy Form both dated 14 November 2023.

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The Directors believe that, the Proposed Further AoA Amendments and all other resolutions proposed at the AGM for Shareholders' consideration and approval are in the best and overall interest of the Company and Shareholders, and recommend the Shareholders to vote for all resolutions to be proposed at the AGM.

3. MISCELLANEOUS

The Chinese text of this supplemental circular in relation to the articles of the Articles of Association shall prevail over the English text for the purpose of interpretation.

Yours faithfully
By order of the Board
Guangdong Adway Construction (Group) Holdings Company Limited*
Ye Yujing
Chairman

30 November 2023

* *For identification purposes only*