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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*, you should at once hand this 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)

- (1) PROPOSED GENERAL MANDATE TO ISSUE SHARES**
- (2) ELECTION OF DIRECTORS OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS**
- (3) ELECTION OF SUPERVISORS OF THE SEVENTH SESSION OF THE SUPERVISORY COMMITTEE**
- (4) PROPOSED RE-APPOINTMENT OF AUDITOR**
- (5) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND**
- (6) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 11 of this circular. A notice convening the annual general meeting 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, 28 June 2024, is set out on pages 37 to 42 of this circular.

Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder of the Company. In order to be valid, the proxy form for the AGM 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong and, for holders of Domestic Shares of the Company, the headquarters of the Company and the principal place of business in PRC at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC not less than 24 hours before the time for holding the AGM (or any adjournment thereof) (i.e. before 11:00 a.m. on Thursday, 27 June 2024) 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 other authority shall be deposited at the same time and in the same place 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 AGM or any adjourned meetings should they so wish.

* For identification purpose only

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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 PRC at 11:00 a.m. on Friday, 28 June 2024, notice of which is set out on pages 37 to 42 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
“Audit Committee”	the Audit Committee of the Board
“Board” or “Board of Directors”	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 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 representing up to the limit of 20% of each of the total number of the additional Domestic Shares and/or H Shares of the Company 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 each, which are listed on the Main Board of the Stock Exchange

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 May 2024, 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 of Hong Kong Limited as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the Nomination Committee of the Board
“PRC”	The People’s Republic of China which shall, for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the Remuneration Committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Strategy Committee”	the Strategy Committee of the Board
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the Supervisory Committee of the Company
“%”	per cent

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)

*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

Non-executive Director:

Mr. ZHUANG Liangbin (莊良彬先生)

Principal place of business in Hong Kong:

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

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)

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GENERAL MANDATE TO ISSUE SHARES**
- (2) ELECTION OF DIRECTORS OF THE SEVENTH SESSION OF
THE BOARD OF DIRECTORS**
- (3) ELECTION OF SUPERVISORS OF THE SEVENTH SESSION OF
THE SUPERVISORY COMMITTEE**
- (4) PROPOSED RE-APPOINTMENT OF AUDITOR**
- (5) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND**
- (6) NOTICE OF ANNUAL GENERAL MEETING**

* For identification purposes only

LETTER FROM THE BOARD

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 election of Directors of the seventh session of the Board of Directors, the election of Supervisors of the seventh session of the Supervisory Committee and the proposed re-appointment of auditor, and the special resolutions to be proposed for the General Mandate to issue Shares and the proposed amendments to the Articles of Association. This circular provides 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.

A notice convening the AGM is set out on pages 37 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/or H Shares in the event that it becomes desirable to issue any such shares, the Board proposed that approval is being sought from the Shareholders at the AGM to grant a General Mandate to the Directors 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 for such matters, which would or might require Domestic Shares and/or H Shares to be issued, allotted and/or dealt with, additional Domestic Shares and/or H Shares up to the limit of 20% of the total number of issued Domestic Shares and/or H Shares of the Company as at the date of passing of the resolution granting the General Mandate.

The General Mandate shall be passed by way of a special resolution at the AGM. The obtaining of the General Mandate is in accordance with the Listing Rules, the applicable laws and regulations and the rules of the government and regulatory bodies of the PRC.

3. ELECTION OF DIRECTORS OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS

Reference is made to the announcement of the Company dated 24 May 2024 in relation to, among others, the election of Directors of the seventh session of the Board of Directors.

Given that the term of office of all Directors of the sixth session of the Board of Directors will expire on the date of the AGM, the Company proposes to elect Directors of the seventh session of the Board of Directors at the AGM in accordance with the requirements of the Company Law of the PRC, the Listing Rules and the Articles of Association.

LETTER FROM THE BOARD

The Company has completed the nomination of candidates for Directors for the term of the seventh session of the Board of Directors. Pursuant to the Articles of Association, as nominated by the Nomination Committee of the sixth session of the Board of Directors, the sixth session of the Board of Directors has considered and approved the proposed election of Mr. Ye Yujing, Ms. Ye Xiujin, Mr. Ye Guofeng and Mr. Ye Jiajun as candidates for executive Directors of the seventh session of the Board of Directors, Mr. Zhuang Liangbin as candidate for non-executive Director of the seventh session of the Board of Directors, and Mr. Cai Huiming, Mr. Sun Changqing, Mr. Lin Zhiyang and Mr. Zhou Wanxiong as candidates for independent non-executive Directors of the seventh session of the Board of Directors (collectively the “**Candidates for Directors**”).

Biographical details of the Candidates for Directors are set out in Appendix I to this circular. Each of the Candidates for Directors has confirmed that, as of the Latest Practicable Date, save as disclosed in Appendix I to this circular: (i) he/she has not held any position of director or supervisor in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) he/she does not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) he/she does not hold any position in the Company or any of its subsidiaries; and (iv) he/she does not have or is not deemed to have any interest in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

In addition, as at the Latest Practicable Date, each of the above candidates for independent non-executive Directors has confirmed to the Company that he (i) has satisfied each of the factors set out in Rule 3.13(1) to (8) of the Listing Rules in respect of the independence; (ii) has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) has no other factors that may affect his independence. The Company has assessed their independence and considers that they meet the independence criteria as set out in Rule 3.13 of the Listing Rules and are independent.

According to the Articles of Association, the term of office of the seventh session of the Board of Directors is three years, and the term of office of the Candidates for Directors shall be effective from the date of approval by the Shareholders at the AGM until the expiry of the term of office of the seventh session of the Board of Directors. The Company will announce the composition arrangement of the relevant committees of the Board, if any change, as soon as possible after the approval of the appointment of the relevant Candidates for Directors at the AGM.

LETTER FROM THE BOARD

The candidates of seventh session of the Board of Directors includes four independent non-executive Directors, which meets the requirements under Rules 3.10 and 3.10A of the Listing Rules. In proposing the election of the above independent non-executive Directors, the Nomination Committee and the Board took into account:

With the experience of company development, standard operation of financial reporting and risk prevention, Mr. Cai Huiming, Mr. Sun Changqing, Mr. Lin Zhiyang and Mr. Zhou Wanxiong can contribute to the diversity of the Board and provide valuable advice with regard to objective independence, professionalism and improvement of the governance capability to the Board.

The Board considers that the nomination of the above candidates for independent non-executive Directors is in compliance with the Board Diversity Policy of the Company, which has taken into account various factors, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and possible contributions to the Board, and is satisfied with their independence with reference to the independence guidelines set out in Rule 3.13 of the Listing Rules.

In addition, Mr. Lin Zhiyang, an independent non-executive Director, has served the Board for almost more than nine years since 21 August 2015. Mr. Lin Zhiyang is not involved in the daily management of the Company nor in any relationships which would interfere with the exercise of his independent judgment. Taking into account the diversity aspects (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge) and the current public company directorships held by the relevant individuals, the Nomination Committee and the Board consider that (i) Mr. Lin Zhiyang remains independent notwithstanding the fact that he has served as an independent non-executive Director for almost more than nine years; and (ii) Mr. Lin Zhiyang has the character, integrity and experience commensurate with his position as an independent non-executive Director and believes that he will be able to devote sufficient time to the Board and can provide independent, balanced and objective view to the Company's affairs.

Save as disclosed above, the Board is not aware of any other matters in relation to the election of Directors that need to be brought to the attention of the Shareholders or to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Pursuant to the Articles of Association, the Board will propose the ordinary resolution(s) in respect of the election of aforesaid Directors of the seventh session of the Board of Directors on a case-by-case basis at the AGM.

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4. ELECTION OF SUPERVISORS OF THE SEVENTH SESSION OF THE SUPERVISORY COMMITTEE

Reference is made to the announcement of the Company dated 24 May 2024 in relation to, among others, the election of Supervisors of the seventh session of the Supervisory Committee.

As the term of office of all the Supervisors of the sixth session of Supervisory Committee will expire on the date of the AGM, the Company proposes to elect the Supervisors (excluding the employee representative Supervisors) of the seventh session of Supervisory Committee at the AGM in accordance with the requirements of the Company Law of the PRC and the Articles of Association.

The Company has completed the nomination of candidates for the Supervisors of the seventh session of Supervisory Committee. According to the Articles of Association, the sixth session of Supervisory Committee has considered and approved the proposed election of Mr. Li Rui (李銳) as a candidate for independent Supervisor of the seventh session of Supervisory Committee and Mr. Liu Yi (劉毅) as a candidate for Shareholder representative Supervisor of the seventh session of Supervisory Committee (collectively the “**Candidates for Supervisors**”).

Biographical details of the Candidates for Supervisors are set out in Appendix II to this circular. Each of the Candidates for Supervisors has confirmed individually that, as of the Latest Practicable Date, save as disclosed in Appendix II to this circular: (i) he has not held any position of director or supervisor in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) he does not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) he does not hold any position in the Company or any of its subsidiaries; and (iv) he does not have or is not deemed to have any interest in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

According to the Articles of Association, the term of office of the seventh session of the Supervisory Committee is three years. The term of office of Candidates for Supervisors shall be effective from the date of approval by the Shareholders at the AGM until the expiry of the term of office of the seventh session of the Supervisory Committee.

Save as disclosed above, the Board and the Supervisory Committee are not aware of any other matters in relation to the election of Supervisors that need to be brought to the attention of the Shareholders or to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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Pursuant to the Articles of Association, the Board will propose the ordinary resolution(s) in respect of the election of aforesaid Supervisors (excluding the employee representative Supervisor) of the seventh session of the Supervisory Committee on a case-by-case basis at the AGM.

In addition, due to other work arrangements, Mr. Ye Weizhou (葉偉周) will retire from his position as an employee representative Supervisor and will not offer himself for re-election as an employee representative Supervisor of the seventh session of the Supervisory Committee. His resignation will take effect from the date of the AGM. Mr. Ye Weizhou has confirmed that he has no disagreement with the Board and the Supervisory Committee in any respect and there are no other matters relating to his retirement that need to be brought to the attention of the Shareholders. The Board and the Supervisory Committee would like to take this opportunity to express their sincere gratitude to Mr. Ye Weizhou for his contribution during his tenure as an employee representative Supervisor. The Company held the employee representative meeting on 23 May 2024, at which Ms. Lin Jinhao (林錦好) was elected as the employee representative Supervisor of the seventh session of the Supervisory Committee for a term of three years, the same as that of other Supervisors of the seventh session of the Supervisory Committee, effective from the date of the AGM to the date of expiry of the term of the seventh session of the Supervisory Committee. Ms. Lin Jinhao will jointly form the seventh session of the Supervisory Committee with the Supervisors elected at the AGM. The biographical details of Ms. Lin Jinhao are set out in the announcement of the Company dated 24 May 2024.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

In order to keep the continuity of audits, the Board proposed to re-appoint Elite Partners CPA Limited as the auditor of the Company, to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix the remuneration of the auditor.

The above proposed re-appointment of auditor shall be passed by way of ordinary resolution at the AGM, and its terms of office will commence from the date of the AGM.

6. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 28 March 2024 in relation to the proposed amendments to the Articles of Association.

The Board has considered and approved the resolution on proposed amendments to the Articles of Association to amend the Articles of Association in accordance with the latest amendments to laws and regulations, regulatory documents and the Listing Rules and taking into account the actual situation of the Company (the “**Proposed Amendments to the Articles of Association**”). Details of the Proposed Amendments to the Articles of Association are set out on

LETTER FROM THE BOARD

Appendix III to this circular. The English version of the Articles of Association is an unofficial translation of its Chinese version. If there is any inconsistency between the Chinese and the English versions, the Chinese version shall prevail.

The Proposed Amendments to the Articles of Association are subject to the approval by way of a special resolution at the AGM, which is subject to the final approval of the industrial and commercial registration authorities. It will also be proposed at the AGM to approve the authorization to the Board and agree the Board to delegate such authorization to other persons to make adjustments or amendments to the Articles of Association in accordance with the laws and regulations and the opinions of the regulatory authorities within and outside the PRC on the amendments to the Articles of Association, and to deal with procedural matters such as approval, filing and information disclosure.

In accordance with the Articles of Association, the Board will propose a special resolution in relation to the Proposed Amendments to the Articles of Association at the AGM.

7. NOTICE OF AGM

The notice of the AGM is set out on pages 37 to 42 of this circular. At the AGM, the resolutions will be proposed to consider and approve, *inter alia*, the proposed General Mandate to issue shares, the election of Directors of the seventh session of the Board of Directors, the election of Supervisors of the seventh session of the Supervisory Committee, the proposed re-appointment of auditor, and the Proposed Amendments to the Articles of Association, etc.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.aidewei.cn).

In order to be valid, the proxy form for the AGM 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong and, for holders of Domestic Shares of the Company, to the Company's head office and principal place of business in the PRC at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC not less than 24 hours before the time for holding the AGM (being prior to 11:00 a.m. on Thursday, 27 June 2024) 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 other authority shall be deposited at the same time to the same place 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 AGM or any adjourned meetings should they so wish.

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According to Rule 13.39 of the Listing Rules, save and except for resolutions which relate to procedural or administrative matters, any vote of the Shareholders at a general meeting must be taken by poll.

8. CLOSURE OF REGISTER OF MEMBERS

In order to determine Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both days inclusive, during which period no transfer of the shares of the Company will be effective. In order to be entitled to attend and vote at the AGM, all transfers of shares of the Company together with relevant share certificates, must be delivered to the Company's H Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares); or to the Company's head office and principal place of business in the PRC at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC (for holders of Domestic Shares), for registration no later than 4:30 p.m. on Monday, 24 June 2024.

9. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the information contained in this circular. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 herein or this circular misleading.

10. RECOMMENDATION

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

LETTER FROM THE BOARD

11. MISCELLANEOUS

The Chinese text of this circular 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

28 May 2024

Executive Directors

Mr. YE Yujing (葉玉敬), aged 58, one of the founders of the Group, has been the Chairman and an executive Director of the Company since its establishment on 18 December 1996. Mr. Ye was the chief executive officer of the Company from 10 April 2012 to 20 October 2023 and is primarily responsible for the Group's development, strategic planning, positioning and overall operational management. Mr. Ye currently also serves as the chairman of the Strategy Committee and a member of the Nomination Committee. Mr. Ye is the husband of Ms. YE Xiujin (executive Director of the Company), the father of Mr. YE Guofeng (executive Director of the Company) and Mr. YE Jiajun (executive Director of the Company) and father-in-law of Mr. ZHUANG Liangbin (the non-executive Director of the Company). Mr. Ye completed an education programme in civil engineering offered by China University of Geosciences (中國地質大學) in July 2007 and subsequently obtained his executive master of business administration (EMBA) from Xiamen University (廈門大學) in June 2016. Mr. Ye has over 30 years of experience in the civil engineering and construction industries. Prior to the establishment of the Company, Mr. Ye had worked as a sales executive in the second engineering department of Shenzhen Wenye Decoration Design Engineering Company Limited* (深圳市文業裝飾設計工程有限公司) (currently known as Shenzhen Wenye Decoration Design Engineering Joint-Stock Company Limited* (深圳市文業裝飾設計工程股份有限公司)) from January 1987 to January 1993, and as a manager in the Xincheng decoration department of Shenzhen Bao'an District Decoration Construction Consolidated Company Limited* (深圳市寶安區裝飾工程聯合公司新城裝飾部) from February 1993 to October 1996. Mr. Ye was a member of the sixth and seventh session of the Luhe County Guangdong Province Committee of the Chinese People's Political Consultative Conference (CPPCC) (廣東省陸河縣政協). Mr. Ye currently is a member of the 5th standing committee and the vice president of the Social Committee of the Futian District of Shenzhen Committee of CPPCC (深圳市福田區政協委員會) and is also a member of the 8th Standing Committee of the Luhe County Guangdong Province Committee of CPPCC, a member of the Central Economic Committee of China Democratic League (中國民主同盟), the vice president of the Public Administration Committee and the vice president of Futian Branch of Shenzhen Committee of China Democratic League, and the honourable president of the Hong Kong Shanwei Luhe Overseas Association (香港汕尾市陸河海外聯誼總會), a standing director of the China Building Decoration Association (中國建築裝飾協會), the vice president of Federation of Shenzhen Industries, the vice president of the Shenzhen Decoration Association, the executive vice president of Shenzhen City Fuyi Public Welfare Foundation (深圳市福醫基金會). Mr. Ye was awarded by CBD Association as "National Outstanding Entrepreneur of Building Decoration Industry"* (全國建築裝飾行業優秀企業家) and "National Outstanding Project Manager of Building Decoration Industry"* (全國建築裝飾行業優秀項目經理) in December 2009 and June 2014 respectively. Mr. Ye was qualified as a senior engineer (高級工程師) in May 2009 and acquired the Certificate of Registration of Constructor of the PRC (中華人民共和國一級建造師註冊證書) in February 2009.

In accordance with Part XV of the SFO, as at the Latest Practicable Date, Mr. Ye personally held 67,694,000 Domestic Shares and was deemed to be interested in 15,504,000 Domestic Shares held by his spouse, Ms. Ye Xiujin.

Subject to the approval of the election of Mr. Ye as an executive Director at the AGM, the Company will enter into a service contract with Mr. Ye, pursuant to which his term of office will commence from the date of approval by the Shareholders at the AGM until the expiry of the term of the seventh session of the Board of Directors. Mr. Ye will not receive any director's fee but is entitled to a discretionary bonus to be determined by the Board based on the recommendations of the Remuneration Committee, taking into account his duties and responsibilities with the Company, the expected contribution to the Company and the prevailing market conditions.

Ms. YE Xiujin (葉秀近), aged 57, was appointed as an executive Director of the Company on 1 July 2008. Ms. Ye joined the Company since its establishment and has been primarily responsible for advising on the strategic development and corporate governance of the Company, formulating the Company's corporate and business strategies, and providing assistance to Mr. YE Yujing. She has also worked in the accounting department of the Company. Ms. Ye is the wife of Mr. YE Yujing (executive Director of the Company), the mother of Mr. YE Guofeng (executive Director of the Company) and Mr. YE Jiajun (executive Director of the Company) and mother-in-law of Mr. ZHUANG Liangbin (the non-executive Director of the Company). Ms. Ye acquired the qualification of accountant issued by the Ministry of Finance of the People's Republic of China (中華人民共和國財政部) in May 2000.

In accordance with Part XV of the SFO, as at the Latest Practicable Date, Ms. Ye personally held 15,504,000 Domestic Shares and was deemed to be interested in 67,694,000 Domestic Shares held by her spouse, Mr. Ye Yujing.

Subject to the approval of the election of Ms. Ye as an executive Director at the AGM, the Company will enter into a service contract with Ms. Ye, pursuant to which her term of office will commence from the date of approval by the Shareholders at the AGM until the expiry of the term of the seventh session of the Board of Directors. Ms. Ye will not receive any director's fee but is entitled to a discretionary bonus to be determined by the Board based on the recommendations of the Remuneration Committee, taking into account her duties and responsibilities with the Company, the expected contribution to the Company and the prevailing market conditions.

Mr. YE Guofeng (葉國鋒), aged 36, was appointed as an executive Director of the Company on 30 July 2013. Mr. Ye currently also serves as a member of the Remuneration Committee and Strategy Committee. Mr. Ye joined the Company on 15 September 2011 and worked as an assistant to Mr. YE Yujing starting from April 2012. He was later promoted to the position of marketing director and manager of the procurement department in May 2014. Mr. Ye is currently responsible for advising on strategic development and corporate governance of the Group. Mr. Ye is the son of Mr. YE Yujing (executive Director of the Company) and Ms. YE Xiujin (executive Director of the Company), the elder brother of Mr. YE Jiajun (executive Director of the Company) and the elder uncle of Mr. ZHUANG Liangbin (the non-executive Director of the Company). Mr. Ye graduated with an associate degree from Shenzhen Polytechnic (深圳職業技術學院) majored in construction management in June 2011. He later completed the top-up courses in civil engineering (construction) offered by China University of Geosciences (中國地質大學) through online education in July 2014 and obtained a bachelor's degree in engineering in December 2014. Mr. Ye was qualified as a safety officer (安全員) and a decoration construction officer (裝飾施工員) issued by Guangdong Construction Education Association (廣東省建設教育協會) in November 2011. Mr. Ye was also awarded as "Outstanding Entrepreneur of China Building Decoration in the past thirty years* (中國建築裝飾三十年優秀企業家)" by the CBD Association and China Construction Newspaper (中華建築報社) in December 2014.

In accordance with Part XV of the SFO, as at the Latest Practicable Date, Mr. Ye was interested in 6,075,000 Domestic Shares through corporations held by him.

Subject to the approval of the election of Mr. Ye as an executive Director at the AGM, the Company will enter into a service contract with Mr. Ye, pursuant to which his term of office will commence from the date of approval by the Shareholders at the AGM until the expiry of the term of the seventh session of the Board of Directors. Mr. Ye will not receive any director's fee but is entitled to a discretionary bonus to be determined by the Board based on the recommendations of the Remuneration Committee, taking into account his duties and responsibilities with the Company, the expected contribution to the Company and the prevailing market conditions.

Mr. YE Jiajun (葉家俊), aged 30, was appointed as executive Director of the Company on 28 August 2020. Mr. Ye currently also serves as a member of the Strategy Committee. Mr. Ye joined the Company in August 2019 as the assistant to the general manager of the engineering management center to provide assistance in engineering project management. He began serving as the assistant to the Chairman since May 2020. Mr. Ye worked as the project manager in the investment department of Shenzhen Longbai Capital Investment Management Ltd from October 2017 to July 2019. Mr. Ye is the son of Mr. YE Yujing (executive Director of the Company) and Ms. YE Xiujin (executive Director of the Company), the younger brother of Mr. YE Guofeng

(executive Director of the Company) and the younger uncle of Mr. ZHUANG Liangbin (the non-executive Director of the Company). Mr. Ye graduated from Guangdong University of Foreign Studies* (廣東外語外貿大學) with a bachelor's degree in finance in July 2017.

In accordance with Part XV of the SFO, as at the Latest Practicable Date, Mr. Ye personally held 1,000,000 Domestic Shares.

Subject to the approval of the election of Mr. Ye as an executive Director at the AGM, the Company will enter into a service contract with Mr. Ye, pursuant to which his term of office will commence from the date of approval by the Shareholders at the AGM until the expiry of the term of the seventh session of the Board of Directors. Mr. Ye will not receive any director's fee but is entitled to a discretionary bonus to be determined by the Board based on the recommendations of the Remuneration Committee, taking into account his duties and responsibilities with the Company, the expected contribution to the Company and the prevailing market conditions.

Non-executive Director

Mr. ZHUANG Liangbin (莊良彬), aged 38, was appointed as the non-executive Director of the Company on 11 June 2021. Mr. Zhuang is the son-in-law of Mr. YE Yujing (executive Director of the Company) and Ms. YE Xiujin (executive Director of the Company), the younger brother-in-law of Mr. YE Guofeng (executive Director of the Company) and also the elder brother-in-law of Mr. YE Jiajun (executive Director of the Company). Mr. Zhuang obtained a bachelor's degree of environmental art design from South China Normal University in 2011. Mr. Zhuang worked with Mingdiao Decoration Group from 2011 to 2013. He had been responsible for business development and setting the design concepts as the manager of design department of Yayuan Decoration Group from 2013 to 2015. He has been the supervisor and partner of Zhuangziren Design Ltd since 2017.

Subject to the approval of the election of Mr. Zhuang as a non-executive Director at the AGM, the Company will enter into an appointment letter with Mr. Zhuang, pursuant to which his term of office will commence from the date of approval by the Shareholders at the AGM until the expiry date of the term of the seventh session of the Board of Directors. Mr. Zhuang will be entitled to an annual director's fee of RMB48,000 (tax inclusive), which is determined by the Remuneration Committee and the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions and will be reviewed annually by the Remuneration Committee and the Board.

Independent Non-executive Directors

Mr. LIN Zhiyang (林志揚), aged 68, was appointed as an independent non-executive Director of the Company on 21 August 2015. Mr. Lin also currently serves as the chairman of the Nomination Committee and a member of the Audit Committee and Strategy Committee. Mr. Lin obtained his bachelors degree, master degree and doctorate degree all in economics from Xiamen University (廈門大學) in February 1980, February 1985 and September 2002, respectively. Mr. Lin had been working in Xiamen University since February 1985. He was appointed as the vice dean of the Corporate Management Department under the School of Economics from October 1987 to October 1996, and was then promoted to the vice president of the School of Management, Xiamen University and the dean of Corporate Management Department in this university from October 1996 to March 1999. He served as the vice president and the secretary of the party committee of the School of Management from March 1999 to October 2007, and from October 2007 to January 2013, respectively. Mr. Lin was a professor and a PhD tutor in the School of Management but now retired. Mr. Lin has served as independent directors in several companies listed on the Shanghai Stock Exchange or the Shenzhen Stock Exchange, including Fujian Longxi Bearing (Group) Co., Ltd* (福建龍溪軸承(集團)股份有限公司) (stock code: 600592.SH) from April 2008 to March 2014, Fujian Expressway Development Co., Ltd* (福建發展高速公路股份有限公司) (stock code: 600033.SH) from April 2009 to June 2015, Sanan Optoelectronics Co., Ltd* (三安光電股份有限公司) (stock code: 600703.SH) from November 2007 to November 2013, Fujian Guanfu Modern House hold Joint-stock Company Limited* (福建冠福現代家用股份有限公司) (stock code: 002102.SZ) from October 2008 to June 2015 and Joeone Co., Ltd (九牧王股份有限公司) (stock code: 601566.SH) from May 2019 to May 2022. He served as an independent director in Taiya Shoes Co., Ltd.* (泰亞鞋業股份有限公司) (now known as Kingnet Network Co., Ltd.* (愷英網絡股份有限公司)) (stock code: 002517.SZ), a company listed on the Shenzhen Stock Exchange, Clenergy (Xiamen) Technology Co., Ltd (清源科技(廈門)股份有限公司) (stock code: 603628.SH), a company listed on the Shanghai Stock Exchange, and Fujian Zhangzhou Development Co., Ltd.* (福建漳州發展股份有限公司) (stock code: 000753.SZ), a company listed on the Shenzhen Stock Exchange. Mr. Lin is currently acting as an independent director in Luyan Pharma Co., Ltd. (鷺燕醫藥股份有限公司) (stock code: 002788.SZ), a company listed on the Shenzhen Stock Exchange.

Subject to the approval of the election of Mr. Lin as an independent non-executive Director at the AGM, the Company will enter into an appointment letter with Mr. Lin, pursuant to which his term of office will commence from the date of approval by the Shareholders at the AGM until the expiry date of the term of the seventh session of the Board of Directors. Mr. Lin will be entitled to an annual director's fee of RMB80,000 (tax inclusive), which is determined by the Remuneration Committee and the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions and will be reviewed annually by the Remuneration Committee and the Board.

Mr. CAI Huiming (蔡慧明), aged 59, was appointed as the independent non-executive Director of the Company on 26 October 2021. Mr. Cai also serves as the chairman of the Audit Committee and member of the Remuneration Committee. Mr. Cai is a Chinese Certified Public Accountant and a Chinese Certified Tax Agent, holds a bachelor's degree in finance management from Hunan University of Technology and a master of business administration (MBA) from New York Institute of Technology. He possesses over 30 years of extensive experience in financial management and corporate governance. In 2004, Mr. Cai joined Renrenle Commercial Group Co., Ltd* (人人樂連鎖商業(集團)有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002336.SZ) (“**Renrenle**”). He held multiple key roles within Renrenle, such as acting as chief financial officer (from October 2007 to November 2013), the president (from June 2013 to October 2015) and he served as an executive director of Renrenle from October 2007 to December 2019 (among which he acted as vice chairman of Renrenle from November 2016 to December 2019). He is currently acting as the vice chairman and the secretary of board of directors of Renrenle. Before joining Renrenle, Mr. Cai served as the director of Shenzhen Zhongqi South China Accounting Firm.

Subject to the approval of the election of Mr. Cai as an independent non-executive Director at the AGM, the Company will enter into an appointment letter with Mr. Cai, pursuant to which his term of office will commence from the date of approval by the Shareholders at the AGM until the expiry date of the term of the seventh session of the Board of Directors. Mr. Cai will be entitled to an annual director's fee of RMB80,000 (tax inclusive), which is determined by the Remuneration Committee and the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions and will be reviewed annually by the Remuneration Committee and the Board.

Mr. SUN Changqing (孫常青), aged 50, was appointed as an independent non-executive Director of the Company on 24 June 2022. Mr. Sun currently also serves as the chairman of the Remuneration Committee and a member of the Audit Committee, Nomination Committee and Strategy Committee. Mr. Sun graduated from Yulin University in Shaanxi Province in June 1995, obtained a bachelor's degree in physics education, and obtained a master's degree in business administration from Newport University, the United States of America in May 2006. Mr. Sun served as a consultant, deputy general manager, and general manager of Shenzhen Nan Sheng De Management Company Limited* (深圳市南晟德管理顧問有限公司) from May 1996 to March 2012. He has been the chairman of Shaanxi Rui Fu Xing Biological Technology Company Limited* (陝西瑞福興生物科技股份有限公司) since September 2012.

Subject to the approval of the election of Mr. Sun as an independent non-executive Director at the AGM, the Company will enter into an appointment letter with Mr. Sun, pursuant to which his term of office will commence from the date of approval by the Shareholders at the AGM until the expiry date of the term of the seventh session of the Board of Directors. Mr. Sun will be entitled to an annual director's fee of RMB60,000 (tax inclusive), which is determined by the Remuneration Committee and the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions and will be reviewed annually by the Remuneration Committee and the Board.

Mr. ZHOU Wanxiong (周萬雄), aged 53, was appointed as an independent non-executive Director of the Company on 24 June 2022. Mr. Zhou graduated from Guangdong Provincial Party School in political science and law in March 2001. He obtained a master's degree in business administration from the California University of Management (USA) in November 2006, a bachelor's degree in administrative management from Xiangtan University in November 2009 and a master's degree in public administration from Xiangtan University in December 2015. Mr. Zhou worked at Beijing Innovation and Technology Institute* (北京創新科技研究所) successively as a researcher and deputy director from June 2001 to October 2018. He has been working in Shenzhen City Southern Privately Run Science and Technology Institute since May 2003 and currently serves as the dean. From November 2017 to the present, he has been serving as the vice chairman of the Futian Science and Technology Association of Shenzhen. Mr. Zhou is currently the vice chairman of the Non-Party Intellectuals Friendship Association of Guangdong province, chairman of Futian Non-Party Intellectuals Friendship Association of Shenzhen city, and a member of the 8th Futian National People's Congress Standing Committee; Mr. Zhou is a national soft issue researcher, a visiting professor of Shenzhen Training Base of the National People's Congress and Shenzhen University, an expert of Thinking Tank of Guangdong Institute of Socialism, an expert of Guangdong non-party intellectuals, and an expert of united front, law, policies, science and technology industry and economic Thinking Tank.

Subject to the approval of the election of Mr. Zhou as an independent non-executive Director at the AGM, the Company will enter into an appointment letter with Mr. Zhou, pursuant to which his term of office will commence from the date of approval by the Shareholders at the AGM until the expiry date of the term of the seventh session of the Board of Directors. Mr. Zhou will be entitled to an annual director's fee of RMB60,000 (tax inclusive), which is determined by the Remuneration Committee and the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions and will be reviewed annually by the Remuneration Committee and the Board.

Mr. LI Rui (李銳), aged 46, was appointed as an independent Supervisor and the chairman of the Supervisory Committee of the Company on 1 June 2021. Mr. Li obtained a bachelor degree of metallurgical physical chemistry from Central South University in 2001. Mr. Li served as a secretary of the chairman and then as the marketing manager in China Resources Vanguard Co., Ltd. from October 2001 to March 2005, as the marketing manager and then the sales director in Shenzhen Emoi Lifestyle Co., Ltd from April 2005 to April 2007, and as an assistant to chairman (responsible for investment and mergers & acquisition) in Shenzhen Bond Culture Development Co., Ltd from April 2007 to April 2011. Mr. Li has been the chairman of Shenzhen New Classroom Culture Development Co., Ltd* (深圳市新課堂文化發展有限公司) since June 2012, and concurrently as the general manager of Shenzhen Youju Education Development Co., Ltd* (深圳市優聚教育發展有限公司) since March 2019.

Subject to the approval of the election of Mr. Li as an independent Supervisor at the AGM, the Company will enter into a service contract with Mr. Li, pursuant to which his term of office will commence from the date of approval by the Shareholders at the AGM until the expiry of the term of the seventh session of the Supervisory Committee. Mr. Li will not be entitled to any remuneration as an independent Supervisor unless otherwise determined by the Board based on the recommendation of the Remuneration Committee and with reference to the remuneration policy of the Company.

Mr. LIU Yi (劉毅), aged 63, was appointed as a Shareholder representative Supervisor of the Company on 15 December 2023. He holds a bachelor's degree and graduated from Xi'an Sport University with a basketball major in 1983. He was served as the director of the Xinjiang branch office of the Company from 2006 to 2016. He has previously worked as the manager and an entrepreneur of Xinjiang Uygur Autonomous Region Construction Materials Company Material Distribution Company* (新疆維吾爾自治區建築材料公司物資經銷公司).

In accordance with Part XV of the SFO, as at the Latest Practicable Date, Mr. Liu personally held 510,000 Domestic Shares.

Subject to the approval of the election of Mr. Liu as a Shareholder representative Supervisor at the AGM, the Company will enter into a service contract with Mr. Liu, pursuant to which his term of office will commence from the date of approval by the Shareholders at the AGM until the expiry of the term of the seventh session of the Supervisory Committee. Mr. Liu will not be entitled to any remuneration as a Shareholder representative Supervisor unless otherwise determined by the Board based on the recommendation of the Remuneration Committee and with reference to the remuneration policy of the Company.

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Details of the Proposed Amendments to the Articles of Association are as follows:

(1) Article 6.4 of the Articles of Association

Original text

The Company shall establish a register of shareholders, in which the following particulars shall be entered:

- (1) the name, address (residence), occupation or nature of each shareholder;
- (2) the class and number of shares held by each shareholder;
- (3) the amount paid up or payable in respect of shares held by each shareholder;
- (4) the identification numbers of the shares held by each shareholder;
- (5) the date on which each shareholder is registered as such;
- (6) the date on which each shareholder ceases to be such shareholder.

The register of shareholders shall be the sufficient evidence of the shareholders' shareholdings in the Company, except where there is evidence to the contrary.

Proposed amendment

The Company shall establish a register of shareholders, in which the following particulars shall be entered:

- (1) the name, address (residence), email, occupation or nature of each shareholder;
- (2) the class and number of shares held by each shareholder;
- (3) the amount paid up or payable in respect of shares held by each shareholder;
- (4) the identification numbers of the shares held by each shareholder;
- (5) the date on which each shareholder is registered as such;
- (6) the date on which each shareholder ceases to be such shareholder.

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The register of shareholders shall be the sufficient evidence of the shareholders' shareholdings in the Company, except where there is evidence to the contrary.

(2) Article 7.3 of the Articles of Association

Original text

The ordinary shareholders of the Company shall be entitled to the following rights:

- (1) the right to receive dividends and other distributions in proportion to the number of shares held by them;
- (2) the right to attend or appoint a proxy to attend general meetings and to exercise voting rights thereat;
- (3) the right to monitor the business activities of the Company and to put forward proposals or make inquiries relating there to;
- (4) the right to transfer shares in accordance with the laws, administrative regulations and the provisions of these Articles of Association;
- (5) the right to obtain relevant information in accordance with the provisions of these Articles of Association, including:
 1. the right to obtain a copy of these Articles of Association, subject to payment of the cost of such copy;
 2. the right to inspect and copy, subject to payment of a reasonable charge:
 - (i) all parts of the register of shareholders;
 - (ii) personal particulars of each of the Company's Directors, supervisors, general manager and other senior management members, including:
 - (A) their present name and alias and any former name and alias;
 - (B) their principal address (residence);
 - (C) their nationality;

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (D) their full-time and all other part-time occupations and duties;
 - (E) their identification document and its number thereof.
- (iii) a statement of the Company's share capital;
 - (iv) a report showing in respect of each class of shares repurchased by the Company since the end of the last accounting year, the aggregate nominal value and the quantity of, and the maximum and minimum price paid for, such shares so repurchased, and the aggregate amount paid by the Company for such purpose;
 - (v) minutes of general meetings, the Board of Directors and Supervisory Board.
- (6) the right to participate in the distribution of remaining assets of the Company in proportion to the number of shares held, in the event of the termination or liquidation of the Company;
 - (7) other rights conferred by laws, administrative regulations and the Articles of Association.

Proposed amendment

The ordinary shareholders of the Company shall be entitled to the following rights:

- (1) the right to receive dividends and other distributions in proportion to the number of shares held by them;
- (2) the right to attend or appoint a proxy to attend general meetings and to exercise voting rights thereat;
- (3) the right to monitor the business activities of the Company and to put forward proposals or make inquiries relating there to;
- (4) the right to transfer shares in accordance with the laws, administrative regulations and the provisions of these Articles of Association;
- (5) the right to obtain relevant information in accordance with the provisions of these Articles of Association, including:

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

1. the right to obtain a copy of these Articles of Association, subject to payment of the cost of such copy;
2. the right to inspect and copy, subject to payment of a reasonable charge:
 - (i) all parts of the register of shareholders;
 - (ii) personal particulars of each of the Company's Directors, supervisors, general manager and other senior management members, including:
 - (A) their present name and alias and any former name and alias;
 - (B) their principal address (residence), email ;
 - (C) their nationality;
 - (D) their full-time and all other part-time occupations and duties;
 - (E) their identification document and its number thereof.
 - (iii) a statement of the Company's share capital;
 - (iv) a report showing in respect of each class of shares repurchased by the Company since the end of the last accounting year, the aggregate nominal value and the quantity of, and the maximum and minimum price paid for, such shares so repurchased, and the aggregate amount paid by the Company for such purpose;
 - (v) minutes of general meetings, the Board of Directors and Supervisory Board.
- (6) the right to participate in the distribution of remaining assets of the Company in proportion to the number of shares held, in the event of the termination or liquidation of the Company;
- (7) other rights conferred by laws, administrative regulations and the Articles of Association.

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(3) Article 8.5 of the Articles of Association

Original text

When the Company convenes the annual general meeting, a written notice of the meeting shall be provided in no less than twenty (20) full business 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. 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.

Proposed amendment

When the Company convenes the annual general meeting, a ~~written~~ notice of the meeting shall be provided in no less than twenty (20) full business 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. 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.

(4) Article 8.8 of the Articles of Association

Original text

The notice of the general meeting shall meet the following requirements:

- (1) it shall be in written form;
- (2) it shall specify the place, date and time of the meeting;
- (3) it shall state the matters to be considered at the meeting;

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (4) it shall provide shareholders with such information and explanation as are necessary for them to make informed decisions in connection with the matters to be discussed. This principles shall include (but not be limited to), where the Company proposes to merge, repurchase its shares, restructure its share capital or carry out other reorganization, that the specific terms and contracts (if any) of the proposed transaction must be provided along with the proposed agreement and the reason(s) and effect(s) of such proposal must be properly explained;
- (5) if any of the Directors, supervisors, general manager and other senior management members has a material interest in any of the matters to be discussed, the nature and extent of such interest shall be disclosed, and if the effect of any of the matters to be discussed on such Director, supervisor, general manager and other senior management member in his capacity as a shareholder is different from the effect of such matter to be discussed on the other shareholders of the same class, such differences shall also be specified;
- (6) it shall contain full text of any special resolution to be proposed at the meeting for consideration and approval;
- (7) it shall contain a clear statement that a shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote at the meeting on his behalf and that such proxies need not be the shareholders;
- (8) it shall state the time and place for delivering proxy forms for the meeting.

Proposed amendment

The notice of the general meeting shall meet the following requirements:

- (1) it shall be in written form, or by e-mail, or by means of an announcement published on the Company's website and the designated website by the stock exchange;
- (2) it shall specify the place, date and time of the meeting;
- (3) it shall state the matters to be considered at the meeting;

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (4) it shall provide shareholders with such information and explanation as are necessary for them to make informed decisions in connection with the matters to be discussed. This principles shall include (but not be limited to), where the Company proposes to merge, repurchase its shares, restructure its share capital or carry out other reorganization, that the specific terms and contracts (if any) of the proposed transaction must be provided along with the proposed agreement and the reason(s) and effect(s) of such proposal must be properly explained;
- (5) if any of the Directors, supervisors, general manager and other senior management members has a material interest in any of the matters to be discussed, the nature and extent of such interest shall be disclosed, and if the effect of any of the matters to be discussed on such Director, supervisor, general manager and other senior management member in his capacity as a shareholder is different from the effect of such matter to be discussed on the other shareholders of the same class, such differences shall also be specified;
- (6) it shall contain full text of any special resolution to be proposed at the meeting for consideration and approval;
- (7) it shall contain a clear statement that a shareholder who has the right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote at the meeting on his behalf and that such proxies need not be the shareholders;
- (8) it shall state the time and place for delivering proxy forms for the meeting.

(5) Article 8.9 of the Articles of Association

Original text

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

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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.

Proposed amendment

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 sent by prepaid mail, or delivered by e-mail, or by posting an announcement on the Company's website and the designated website of the Stock exchange. Where it is mailed, the addresses of the recipients shall be such addresses as shown in the register of shareholders; where it is sent by e-mail, it shall be subject to the e-mail address provided by the shareholder. ~~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.

(6) Article 9.6 of the Articles of Association

Original text

Written notice of a class meeting convened by the Company shall be dispatched forty-five (45) days prior to the date of such class meeting 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 twenty (20) days prior to the date of such meeting.

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.

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Proposed amendment

~~Written~~The notice of a class meeting convened by the Company shall be dispatched forty-five (45) days prior to the date of such class meeting 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 (in writing and e-mail inclusive) of their intention to attend twenty (20) days prior to the date of such meeting.

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 ~~thesuch announcement~~notification has been given, the Company may then hold the class meeting.

The notice referred to in this article may be in written form, or by e-mail, or by means of an announcement published on the Company's website and the designated website of the Stock Exchange.

(7) Article 10.7 of the Articles of Association

Original text

Notices of Board meetings shall be served in the following manner:

- (1) No notice of meeting is required if the time and venue of the regular meetings have been fixed by the Board in advance.
- (2) If no time and venue is fixed in advance by the Board, the Chairman of the Board shall notify all directors of the time and venue of the meeting by telex, cable, facsimile, courier, registered mail or by hand at least fourteen (14) days prior to the meeting, except as otherwise provided in Article 10.6.
- (3) Notice shall be written in Chinese, with an English version when necessary, together with the agenda of the meeting. Any Director may waive the rights to receive notice of the Board.

Proposed amendment

Notices of Board meetings shall be served in the following manner:

- (1) No notice of meeting is required if the time and venue of the regular meetings have been fixed by the Board in advance.
- (2) If no time and venue is fixed in advance by the Board, the Chairman of the Board shall notify all directors of the time and venue of the meeting by email, telex, cable, facsimile, courier, registered mail or by hand at least fourteen (14) days prior to the meeting, except as otherwise provided in Article 10.6.
- (3) Notice shall be written in Chinese, with an English version when necessary, together with the agenda of the meeting. Any Director may waive the rights to receive notice of the Board.

(8) Article 14.5 of the Articles of Association**Original text**

Meetings of the supervisory committee shall be held at least twice a year, and convened by the chairman of the supervisory committee. Notices of the meetings shall be served on all of the supervisors ten (10) days before the date of the meeting. In case of urgent matters, an extraordinary meeting of the supervisory committee may be convened if proposed by more than one-third (including one-third) of supervisors. Such meeting shall not be subject to the following requirements to the notices of supervisory committee.

In principle, meetings of the supervisory committee shall be held at the Company's legal residence. However, it can be held at any other places in the PRC as approved by a resolution of the meeting of supervisory committee.

Notices of the meetings of the supervisory committee shall be served in the following manner:

- (1) Where the time and place of regular meetings of the Supervisory Committee have been specified by the supervisory committee in advance, no notice shall be served;
- (2) Except otherwise provided in paragraph (1) of this article, where the time and place of the meeting of the Supervisory Committee have not been specified by the supervisory committee in advance, notices of the meetings of the supervisory

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

committee specifying the time and place of such meetings shall be given by the chairman to the supervisors by telex, cable, facsimile, courier, registered mail or by hand at least ten (10) days (but not more than thirty (30) days) before the date of such meeting;

- (3) The notices shall be made in Chinese and, if necessary, an English version of the same shall be enclosed therein and the notices shall include agenda of relevant meetings. Any supervisor may waive the right to receive notices of the meetings of the supervisory committee.

A supervisor shall be deemed to have received the notice of meeting if he/she is present at the meeting and does not raise the issue of the non-receipt of such notice prior to or at the time of his/her arrival at the meeting.

Proposed amendment

Meetings of the supervisory committee shall be held at least twice a year, and convened by the chairman of the supervisory committee. Notices of the meetings shall be served on all of the supervisors ten (10) days before the date of the meeting. In case of urgent matters, an extraordinary meeting of the supervisory committee may be convened if proposed by more than one-third (including one-third) of supervisors. Such meeting shall not be subject to the following requirements to the notices of supervisory committee.

In principle, meetings of the supervisory committee shall be held at the Company's legal residence. However, it can be held at any other places in the PRC as approved by a resolution of the meeting of supervisory committee.

Notices of the meetings of the supervisory committee shall be served in the following manner:

- (1) Where the time and place of regular meetings of the Supervisory Committee have been specified by the supervisory committee in advance, no notice shall be served;
- (2) Except otherwise provided in paragraph (1) of this article, where the time and place of the meeting of the Supervisory Committee have not been specified by the supervisory committee in advance, notices of the meetings of the supervisory committee specifying the time and place of such meetings shall be given by the chairman to the supervisors by e-mail, telex, cable, facsimile, courier, registered mail or by hand at least ten (10) days (but not more than thirty (30) days) before the date of such meeting;

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (3) The notices shall be made in Chinese and, if necessary, an English version of the same shall be enclosed therein and the notices shall include agenda of relevant meetings. Any supervisor may waive the right to receive notices of the meetings of the supervisory committee.

A supervisor shall be deemed to have received the notice of meeting if he/she is present at the meeting and does not raise the issue of the non-receipt of such notice prior to or at the time of his/her arrival at the meeting.

(9) Article 15.10 of the Articles of Association

Original text

If a Director, supervisor, general manager or other senior management member of the Company, before the company considers entering to the relevant contract, transaction or arrangement at the first time, gives to the Board a general notice in writing stating that, by reason of the facts specified in the notice, he/she is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed for the purposes of the preceding paragraph of this Article to have made a disclosure under the preceding Articles to the extent of the matters set out in that notice.

Proposed amendment

If a Director, supervisor, general manager or other senior management member of the Company, before the Company considers entering to the relevant contract, transaction or arrangement at the first time, notifies (in writing and e-mail inclusive) the Board, ~~gives to the Board a general notice in writing~~ stating that, by reason of the facts specified in the notice, he/she is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed for the purposes of the preceding paragraph of this Article to have made a disclosure under the preceding Articles to the extent of the matters set out in that notice.

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(10) Article 16.5 of the Articles of Association

Original text

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.

The Company shall at least send to each shareholder of overseas listed foreign shares by prepaid mail the above mentioned 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.

Proposed amendment

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.

The Company shall at least send by prepaid mail, or by e-mail, or by means of an announcement published on the Company's website and the designated website of the stock exchange to each shareholder of overseas listed foreign shares the above mentioned reports not later than twenty-one (21) days before the date of annual shareholders' general meeting. Where it is mailed, the address of the shareholder shall be the address shown in the register of shareholders; where it is sent by e-mail, it shall be subject to the e-mail address provided by the shareholder.

(11) Article 17.10 of the Articles of Association

Original text

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:

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (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
- (2) a statement of any matters of which an account should be given.

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 foreign 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.

Proposed amendment

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:

- (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
- (2) a statement of any matters of which an account should be given.

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 by prepaid post, or by e-mail or by means of an announcement published on the Company's website and the designated website of the stock exchange to every holder of overseas listed foreign shares ~~by prepaid post~~ to the addresses recorded in the register of

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

shareholders. Where it is mailed, the address of the shareholder shall be the address shown in the register of shareholders; where it is sent by e-mail, it shall be subject to the e-mail address provided by the shareholder.

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.

(12) Article 25.1 of the Articles of Association

Original text

Except in accordance with the Articles of Association, all notices, information or written statements from the Company to the holders of overseas listed foreign shares 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.

Proposed amendment

Except in accordance with the Articles of Association, all notices, information or written statements from the Company to the holders of overseas listed foreign shares ~~shall~~ may be delivered personally to the registered address of each shareholder, or sent by post, or through an announcement published on the Company's website and the website designated by the stock exchange, or otherwise as may be approved by the stock exchange in which the Company is listed or as may be provided in the Articles of Association, subject to compliance with laws, regulations or regulatory documents and the relevant regulations of the stock exchange where the Company is listed to ~~the address of each shareholder recorded in the register of shareholders.~~

(13) Article 25.2 of the Articles of Association

Original text

Where a notice is to be served by post, serve of the notice shall be deemed to have been effected only if it is clearly addressed, with the recipient's name clearly written and postage pre-paid, and put in an envelope before being posted. Such envelope containing the notice shall be deemed to have been received by the relevant shareholder forty-eight (48) hours after the envelope is posted.

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Proposed amendment

Where a notice is to be served by post, serve of the notice shall be deemed to have been effected only if it is clearly addressed, with the recipient's name clearly written and postage pre-paid, and put in an envelope before being posted. Such envelope containing the notice shall be deemed to have been received by the relevant shareholder forty-eight (48) hours after the envelope is posted.

When delivered electronically, it shall be deemed to have been sent and received by the recipient on the day on which it was transmitted during the service period of the Company or its agent.

(14) Article 25.3 of the Articles of Association

Original text

Any notices, documents, information or written statement from the shareholders or directors to the Company shall be delivered personally or sent by registered mail to the legal address of the Company.

Proposed amendment

Any notices, documents, information or written statement from the shareholders or directors to the Company shall be delivered personally or sent by registered mail to the legal address of the Company, or sent by email to the e-mail address specified by the Company.

(15) Article 25.4 of the Articles of Association

Original text

The shareholders or directors of the Company who want to prove that certain notices, documents, materials, or written statements have been sent to the Company shall provide evidential materials showing that such notices, documents, materials, or written statements have been sent to the Company by normal methods prescribed in Article 25.3 hereof within designated time, specifically, the provision of receipt confirmation in the case of delivery by person, and in the case of delivery by post, the provision of evidence showing that the relevant mail, clearly addressed, with recipient's name clearly written and the postage pre-paid, has been sent to the right address.

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Proposed amendment

The shareholders or directors of the Company who want to prove that certain notices, documents, materials, or written statements have been sent to the Company shall provide evidential materials showing that such notices, documents, materials, or written statements have been sent to the Company by normal methods prescribed in Article 25.3 hereof within designated time, specifically, the provision of receipt confirmation in the case of delivery by person, and in the case of delivery by post, the provision of evidence showing that the relevant mail, clearly addressed, with recipient’s name clearly written and the postage pre-paid, has been sent to the right address, and in the case of delivery by e-mail, the provision of evidence showing that the e-mail has been sent successfully during the service period.

NOTICE OF ANNUAL GENERAL 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 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 conference room, 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the People’s Republic of China (the “**PRC**”) at 11:00 a.m. on Friday, 28 June 2024 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 (the “**Board**” or “**Board of Directors**”) of directors (the “**Director(s)**”) of the Company for the year ended 31 December 2023;
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2023;
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 2023;
4. To consider and approve the election of Directors of the seventh session of the Board of Directors item by item:
 - 4.1 To consider and approve the election of Mr. Ye Yujing as an executive Director of the seventh session of the Board of Directors.

NOTICE OF ANNUAL GENERAL MEETING

- 4.2 To consider and approve the election of Ms. Ye Xiujin as an executive Director of the seventh session of the Board of Directors.
- 4.3 To consider and approve the election of Mr. Ye Guofeng as an executive Director of the seventh session of the Board of Directors.
- 4.4 To consider and approve the election of Mr. Ye Jiajun as an executive Director of the seventh session of the Board of Directors.
- 4.5 To consider and approve the election of Mr. Zhuang Liangbin as a non-executive Director of the seventh session of the Board of Directors.
- 4.6 To consider and approve the election of Mr. Cai Huiming as an independent non-executive Director of the seventh session of the Board of Directors.
- 4.7 To consider and approve the election of Mr. Sun Changqing as an independent non-executive Director of the seventh session of the Board of Directors.
- 4.8 To consider and approve the election of Mr. Lin Zhiyang as an independent non-executive Director of the seventh session of the Board of Directors.
- 4.9 To consider and approve the election of Mr. Zhou Wanxiong as an independent non-executive Director of the seventh session of the Board of Directors.
5. To consider and approve the election of supervisors of the seventh session of the Supervisory Committee:
 - 5.1 To consider and approve the election of Mr. Li Rui as an independent supervisor of the seventh session of the Supervisory Committee.
 - 5.2 To consider and approve the election of Mr. Liu Yi as a shareholder representative supervisor of the seventh session of the Supervisory Committee.
6. To consider and approve the Board to fix the remunerations of the Directors and supervisors of the Company;
7. To consider and approve the re-appointment of Elite Partners CPA Limited as the auditor of the Company, to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix the remuneration of the auditor;

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

8. To consider and approve the amendments to the Articles of Association; and
9. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT:

- (1) the Board be and is hereby authorised and granted an unconditional general mandate (the **“General Mandate”**) 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 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 number 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 total number of the Domestic Shares in issue; and
 - (ii) 20 per cent of the total number of the H Shares in issue, respectively, in each case as at the date of passing of this resolution;
 - (c) the Board will only exercise its power under the General Mandate 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:

NOTICE OF ANNUAL GENERAL MEETING

“**Domestic Share(s)**” mean the ordinary shares(s) in the share capital 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 of the Company, which are subscribed for and traded in HK dollars and listed on the Stock Exchange;

“**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 a special resolution passed at that meeting, the General Mandate 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 an annual general meeting revoking or varying the authority granted by 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 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 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 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 to reflect such increase in the registered capital of the Company and to register the increased registered capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate) so as to reflect the new registered capital and/or share capital structure of the Company.”

By order of the Board

Guangdong Adway Construction (Group) Holdings Company Limited*

Mr. Ye Yujing

Chairman

Shenzhen, the PRC, 28 May 2024

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- i. A member of the Company (the “**Member**”) entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his/her 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) (the “**Domestic Share(s)**”) or H share(s) (the “**H Share(s)**”) of the Company (collectively, the “**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. In order to be valid, the proxy form for the Meeting 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong and, for holders of Domestic Shares of the Company, to the Company’s head office and principal place of business in the PRC at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC not less than 24 hours before the designated time for holding the meeting (being prior to 11:00 a.m. on Thursday, 27 June 2024) 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 other authority shall be deposited at the same time to the same place 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 Meeting or any adjourned meetings should they so wish.
- iii. In order to determine Shareholders’ entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both days inclusive, during which period no transfer of the shares of the Company will be effective. In order to be entitled to attend and vote at the meeting, all transfers of shares of the Company together with relevant share certificates, must be delivered to the Company’s H Share Registrar Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares); or to the Company’s head office and principal place of business in the PRC at 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the PRC (for holders of Domestic Shares), for registration no later than 4: 30 p.m. on Monday, 24 June 2024.
- iv. Details of the above resolutions are set out in the circular (the “**Circular**”) of the Company dated 28 May 2024. Unless the context requires otherwise, terms defined in the notice of the AGM shall bear the same meanings when used in the Circular.

If a tropical cyclone warning signal number 8 or above is hoisted, or “extreme conditions” caused by super typhoons or a black rainstorm warning is/are in force before 8:00 a.m. on Friday, 28 June 2024, the AGM will not be held at 11:00 a.m. on Friday, 28 June 2024, but will be held on the first Business Day immediately after that date at the same time and place or postponed to a later date. If postponed, the Company will as soon as possible post an announcement on the websites of Stock Exchange 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) 29801333 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 comprises Mr. Ye Yujing, Ms. Ye Xiujin, Mr. Ye Guofeng and Mr. Ye Jiajun, as Executive Directors; Mr. Zhuang Liangbin as a Non-Executive Director; and Mr. Cai Huiming, Mr. Sun Changqing, Mr. Lin Zhiyang and Mr. Zhou Wanxiong, as Independent Non-executive Directors.