



**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)**

**PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON  
31 MAY 2017 (OR AT ANY ADJOURNMENT THEREOF)**

I/We <sup>(Note 1)</sup>, \_\_\_\_\_

of \_\_\_\_\_

being the registered holder of \_\_\_\_\_ **DOMESTIC SHARES/H SHARES** <sup>(Note 2)</sup>  
in Guangdong Adway Construction (Group) Holdings Company Limited\* (the "Company"), **HEREBY APPOINT** <sup>(Note 3)</sup> the Chairman of the

Annual General Meeting or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and act for me/us at the Annual General Meeting of the Company ("AGM") to be held at the Head Office conference room, 3rd Floor, Pengyi Garden Building 1, Bagua No. 1 Road, Futian District, Shenzhen, the People's Republic of China (the "PRC") on Wednesday, 31 May 2017 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

<b>ORDINARY RESOLUTIONS</b> <sup>(Note 4)</sup>	<b>For</b> <sup>(Note 5)</sup>	<b>Against</b> <sup>(Note 5)</sup>
To consider and approve the report of the board of directors (the "Director(s)") of the Company (the "Board") for the year ended 31 December 2016.		
To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2016.		
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 2016.		
To consider and approve the re-appointment of PricewaterhouseCoopers as the auditor of the Company, to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.		
To consider and approve the election of Mr. WANG Zhao Wen (王肇文先生) as an independent non-executive Director of the Company.		
To consider and approve the election of Mr. TANG Wai Man Raymond (鄧偉文先生) as an independent non-executive Director of the Company.		
To consider and approve the election of Mr. ZU Li (祖力先生) as a Supervisor of the Company.		
To consider and approve the Board to fix the remunerations of the Directors and supervisors of the Company.		
<b>SPECIAL RESOLUTION</b> <sup>(Note 4)</sup>	<b>For</b> <sup>(Note 5)</sup>	<b>Against</b> <sup>(Note 5)</sup>
To grant a general mandate to the Directors to issue, allot and/or deal with additional Domestic Shares and/or H Shares, up to the limit of 20% of each of its existing issued Domestic Shares and H Shares.		

Dated this date \_\_\_\_\_ of \_\_\_\_\_ 2017 Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) (in Chinese or English) and address(es) (as shown in the register of members) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares in the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s). Please also strike out the type of shares (Domestic Shares/H Shares) to which the proxy does not relate.
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.**
- The full text of these resolutions is set out in the notice of the AGM which is sent to the shareholders of the Company together with this form of proxy.
- If you wish to vote for any of the resolutions set out above, please **TICK** ("✓") in the boxes marked "**FOR**". If you wish to vote against any of the resolutions, please tick ("✓") in the boxes marked "**AGAINST**". If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice of the AGM.
- This form of proxy must be signed by a shareholder, or his attorney duly authorized in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorized. All powers of attorney referred to in this note must be notarially certified.
- In the case of a joint holding, this form of proxy may be signed by any one joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, then the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- As regards to the holders of H Shares, in order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's H share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
- AS REGARDS TO THE HOLDERS OF DOMESTIC SHARES, IN ORDER TO BE VALID, THIS FORM OF PROXY, TOGETHER WITH ANY POWER OF ATTORNEY OR OTHER AUTHORITY (IF ANY) UNDER WHICH IT IS SIGNED OR A NOTARIALLY CERTIFIED COPY OF SUCH POWER OR AUTHORITY, must be deposited with the Company's registered office at 3rd Floor, Pengyi Garden Building 1, Bagua No.1 Road, Futian District, Shenzhen, the PRC not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.**
- A proxy attending the AGM on behalf of a shareholder must present this form of proxy, duly completed and signed, and the proxy's proof of identification.
- This form of proxy is in duplicate. One of which should be lodged in accordance with the instruction under note 8 or note 9 and the other shall be presented at the AGM in accordance with the instruction under note 10.
- Any alteration made to this form of proxy should be initialled by the person who signs the form of proxy.
- Unless the context requires otherwise, terms defined in the notice of the AGM shall bear the same meanings when used in this form of proxy.

\* For identification purpose only