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Zhongtian Construction (Hunan) Group Limited

中天建設(湖南)集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2433)

SUPPLEMENTAL NOTICE OF THE POSTPONED ANNUAL GENERAL MEETING

Reference is made to the circular (the “**Circular**”) and the notice (the “**Original AGM Notice**”) of the annual general meeting (the “**AGM**”) of Zhongtian Construction (Hunan) Group Limited (the “**Company**”) both dated 7 May 2024 and the announcement of the Company dated 23 May 2024 in relation to, among other things, the postponement of the AGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM originally scheduled to be held at Meeting Room of the Operation Department, 3rd Floor, Zhongtian Building, No. 1197, East Xinhua Road, Hetang District, Zhuzhou City, Hunan Province, PRC, on 28 May 2024 at 10:00 a.m. is postponed and rescheduled to 27 June 2024 at 10:00 a.m. at Meeting Room of the Operation Department, 3rd Floor, Zhongtian Building, No. 1197, East Xinhua Road, Hetang District, Zhuzhou City, Hunan Province, the PRC (the “**Postponed AGM**”) to consider and, if thought fit, to pass with or without amendments, the following resolutions as special resolutions in addition to the resolutions set out in the Original Notice:

SPECIAL RESOLUTIONS

8. “**THAT**

- (a) the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Proposed Amendments**”) as set out in the circular of the Company dated 6 June 2024 be and are hereby approved; and
- (b) the second amended and restated memorandum and articles of association of the Company which contain all the Proposed Amendments and in the form tabled at the Postponed AGM, marked “A” and for the purpose of identification signed by a Director, be approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of the Postponed AGM.”

9. “**THAT** any Director or officer of the Company be and is hereby authorised to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to the above matters.”

By Order of the Board
Zhongtian Construction (Hunan) Group Limited
Yang Zhongjie
Chairman

Hong Kong, 6 June 2024

Notes:

1. This supplemental notice should be read together with the Original Notice dated 7 May 2024. Details of the above resolutions is set out in the supplemental circular of the Company dated 6 June 2024.
2. As a result of the additional resolutions proposed subsequent to the despatch of the Original Notice, the Original Notice and the original form of proxy (the “**Original Form of Proxy**”) sent together with the Circular does not contain the additional resolutions proposed as set out in this supplemental notice. In this connection, a revised form of proxy (the “**Revised Form of Proxy**”) for the Postponed AGM is enclosed with this supplemental notice.
3. If a shareholder has not yet returned the Original Form of Proxy in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the Postponed AGM on his/her behalf, he/she is required to submit the Revised Form of Proxy. In this case, the shareholder shall not submit the Original Form of Proxy.
4. If a shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
 - (i) If no Revised Form of Proxy is returned by the shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the Postponed AGM, including the additional resolution as set out in this supplemental notice.
 - (ii) If the Revised Form of Proxy is returned by the shareholder not less than 48 hours before the time appointed for the Postponed AGM, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed.
 - (iii) If the Revised Form of Proxy is returned by the shareholder after the closing time as set out in this supplemental notice, the Revised Form of Proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the Postponed AGM, including the additional resolution as set out in this supplemental notice.

5. The Revised Form of Proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.ztcon.com). To be valid, the Revised Form of Proxy must be completed and signed in accordance with the instructions stated thereon and returned to the Company's branch share registrar and transfer office in Hong Kong, Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Postponed AGM or any adjournment thereof (as the case may be). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the Postponed AGM (or any adjournment thereof) should you so wish.
6. In order to determine the entitlement for the shareholders to attend and vote at the Postponed AGM, the updated period during which the register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024 (both dates inclusive), during which period no share transfers will be registered. In order to be eligible to attend and vote at the Postponed AGM, all transfer forms accompanied by relevant share certificates must be lodged with the Company's share registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Friday, 21 June 2024.

As at the date of this supplemental notice, the board of directors of the Company comprises Mr. Yang Zhongjie as Chairman and executive Director; Mr. Liu Xiaohong, Mr. Min Shixiong, Mr. Shen Qiang and Mr. Chen Weiwu as executive Directors; and Dr. Liu Jianlong, Ms. Deng Jianhua and Mr. Lau Kwok Fai Patrick as independent non-executive Directors.