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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



I WIN SECURITIES LIMITED

Reference is made to the announcement (the “**Announcement**”) of Zhongtian Construction (Hunan) Group Limited (the “**Company**”) dated 7 June 2024 in relation to the Placing of new Shares under the General Mandate. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that all conditions set out in the Placing Agreement have been fulfilled and the Completion took place on 18 June 2024 in accordance with the terms and conditions of the Placing Agreement. A total of 96,000,000 Placing Shares were allotted and issued to not less than six Placees at the Placing Price of HK\$0.162 per Placing Share pursuant to the terms and conditions of the Placing Agreement. The 96,000,000 Placing Shares represent (i) 20% of the existing issued share capital of the Company of 480,000,000 Shares before the Completion; and (ii) approximately 16.7% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, (i) each of the Placees and, where appropriate, their respective ultimate beneficial owners, is an Independent Third Party; and (ii) none of the Placees has become a substantial Shareholder upon completion of the Placing. The gross proceeds from the Placing amounted to approximately HK\$15.6 million, and the net proceeds arising from the Placing amounted to approximately HK\$15.2 million. It is intended that (i) approximately HK\$13.7 million, representing approximately 90% of the net proceeds, will be used for funding the upfront expenditure of a newly awarded project in relation to construction of a cultural exhibition

and intangible cultural heritage inheritance center of a total floor area of approximately 70,000 square metres in Jiangxi Province, the PRC, with a total contract sum of more than RMB265 million; and (ii) approximately HK\$1.5 million, representing approximately 10% of the net proceeds, will be used for general working capital of the Company.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately (i) before completion of the Placing; and (ii) after completion of the Placing are set out below:

Shareholders	Immediately before Completion		Immediately after the Completion	
	Number of Shares	%	Number of Shares	%
<i>Interests held through controlled corporations by the following Directors:</i>				
— Yang Zhongjie (“ Mr. Yang ”) ^(Note 1)	13,164,000	2.74	13,164,000	2.29
— Liu Xiaohong (“ Mr. Liu ”) ^(Note 2)	3,376,000	0.70	3,376,000	0.59
— Chen Weiwu (“ Mr. Chen ”) ^(Note 3)	1,770,000	0.37	1,770,000	0.31
— Min Shixiong (“ Mr. Min ”) ^(Note 4)	812,000	0.17	812,000	0.14
— Shen Qiang (“ Mr. Shen ”) ^(Note 5)	1,200,000	0.25	1,200,000	0.21
ZT (A) Limited (“ ZT (A) ”) ^(Note 6)	266,965,000	55.62	266,965,000	46.35
ZT (G) Limited (“ ZT (G) ”) ^(Note 7)	2,664,000	0.56	2,664,000	0.46
<i>Public Shareholders</i>				
— Places	—	—	96,000,000	16.67
— Other public	190,049,000	39.59	190,049,000	32.99
Total	<u>480,000,000</u>	<u>100</u>	<u>576,000,000</u>	<u>100</u>

Notes:

1. ZT (E) Limited (“**ZT (E)**”) is owned as to approximately 77.93% by Mr. Yang and 22.07% by Ms. Gan Yinghua (甘映華). Ms. Gan Yinghua is the spouse of Mr. Yang. Mr. Yang is deemed to be interested in all the Shares held by Ms. Gan Yinghua by virtue of the SFO. Under the SFO, Mr. Yang is deemed to be interested in 100% of the Shares held by ZT (E).
2. ZT (F) Limited (“**ZT (F)**”) is wholly-owned by Mr. Liu. Under the SFO, Mr. Liu is deemed to be interested in all the Shares held by ZT (F).
3. ZT (H) Limited (“**ZT (H)**”) is owned as to approximately 94.97% by Mr. Chen and 5.03% by Ms. Yang Zhonghua (楊中華). Ms. Yang Zhonghua is the spouse of Mr. Chen. Mr. Chen is deemed to be interested in all the Shares held by Ms. Yang Zhonghua by virtue of the SFO. Under the SFO, Mr. Chen is deemed to be interested in 100% of the Shares held by ZT (H).
4. ZT (K) Limited (“**ZT (K)**”) is wholly-owned by Mr. Min. Under the SFO, Mr. Min is deemed to be interested in all the Shares held by ZT (K).
5. ZT (I) Limited (“**ZT (I)**”) is wholly-owned by Mr. Shen. Under the SFO, Mr. Shen is deemed to be interested in all the Shares held by ZT (I).
6. ZT (A), a company incorporated in the BVI, is owned by 79 individual shareholders including 12 individuals who are the directors or senior management members of the Group or their associates as to approximately 49.04% and 67 individuals who are Independent Third Parties including the Group’s employees as to approximately 50.96%, and none of such individual shareholders, together with his/her respective close associates, controls one-third or more of the voting power at the general meetings of ZT (A).
7. ZT (G), a company incorporated in BVI, which was wholly-owned by Mr. Xu Zhongguang (許忠光), who is a director of two subsidiaries of the Company.

By order of the Board
Zhongtian Construction (Hunan) Group Limited
Mr. Yang Zhongjie
Chairman and Executive Director

Hong Kong, 18 June 2024

As at the date of this announcement, 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.