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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer 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 **Zhongtian Construction (Hunan) Group Limited** (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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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 CIRCULAR TO ANNUAL GENERAL MEETING
IN RELATION TO
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
ADOPTION OF THE SECOND AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
SUPPLEMENTAL NOTICE OF POSTPONED ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 7 May 2024.

A supplemental notice convening the postponed annual general meeting (the “**Postponed AGM**”) of the Company 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, the PRC on 27 June 2024 at 10:00 a.m. is set out on pages AGM-1 to AGM-3 of this supplemental circular.

A revised form of proxy is enclosed with this supplement circular. Whether or not you intend to attend and vote at the Postponed AGM, you are requested to complete and return the enclosed revised form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in 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 later 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 form of proxy will not preclude you from attending and voting at the Postponed AGM or any adjournment thereof (as the case may be) should you so desire.

6 June 2024

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DEFINITIONS

In this supplemental circular, unless the context otherwise requires, the following expressions have the meanings as set out below:

“Announcement”	the announcement of the Company dated 23 May 2024 in relation to the Proposed Amendments and the adoption of the New M&A
“Articles” or “Articles of Association”	the amended and restated articles of association of the Company adopted on 10 March 2023 and as amended from time to time
“Board”	the board of Directors of the Company
“Circular”	the circular of the Company dated 7 May 2024
“Company”	Zhongtian Construction (Hunan) Group Limited (中天建設(湖南)集團有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Existing M&A”	the existing amended and restated memorandum and articles of association of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New M&A”	the second amended and restated memorandum and articles of association of the Company, which incorporates the Proposed Amendments
“Proposed Amendments”	proposed amendments to the Existing M&A, which are set out in the comparison table of amendments to the Existing M&A of the Appendix I in this supplemental circular

DEFINITIONS

“Postponed AGM”	an annual general meeting of the Company to be convened and Meeting Room of the Operation Department, 3rd Floor, Zhongtian Building, No. 1197, East Xinhua Road, Hetang District, Zhuzhou City, Hunan Province, the PRC on 27 June 2024 at 10:00 a.m., the notice of which is set out on pages AGM-1 to AGM-3 of this supplemental circular
“PRC”	the People’s Republic of China and for the purpose of this supplemental circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“Original AGM Notice”	the notice dated 7 May 2024 issued by the Company convening the annual general meeting accompanying the Circular
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Notice”	the supplemental notice of the Postponed AGM as set out in pages AGM-1 to AGM-3 of this supplemental circular

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Yang Zhongjie (*Chairman*)
Mr. Liu Xiaohong (*Chief Executive Officer*)
Mr. Min Shixiong
Mr. Shen Qiang
Mr. Chen Weiwu

Registered Office in the Cayman Islands:

71 Fort Street
PO Box 500
George Town
Grand Cayman
KY1-1106
Cayman Islands

Independent non-executive Directors:

Dr. Liu Jianlong
Ms. Deng Jianhua
Mr. Lau Kwok Fai Patrick

Principal Place of business in Hong Kong:

Unit E, 17th Floor
8 Hart Avenue
Tsim Sha Tsui
Kowloon
Hong Kong

6 June 2024

To the Shareholders

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR TO ANNUAL GENERAL MEETING
IN RELATION TO
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
ADOPTION OF THE SECOND AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
SUPPLEMENTAL NOTICE OF POSTPONED ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Circular and the Announcement.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with (i) information on the Proposed Amendments and the adoption of the New M&A and (ii) supplemental notice of the Postponed AGM. This supplemental circular should be read together with the Circular. Unless otherwise defined, capitalized terms used in this supplemental circular shall have the same meanings as defined in the Circular.

2. PROPOSED AMENDMENTS TO THE ARTICLES AND ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board has resolved to put forward to the Shareholders for approval of a special resolution to amend the Existing M&A and to adopt the New M&A for the purposes of, among other things, adopting the paperless regime brought by the amendments to the Listing Rules effective from 31 December 2023 and incorporating certain housekeeping changes. Details of the Proposed Amendments are set out in the comparison table of amendments to the Existing M&A of the Appendix I to this supplemental circular.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the New M&A incorporating the Proposed Amendments comply with the applicable requirements of the Listing Rules and are not inconsistent with the laws of the Cayman Islands. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

The Proposed Amendments and the adoption of the New M&A shall be subject to the approval of the Shareholders by way of a special resolution at the Postponed AGM.

3. THE POSTPONED AGM AND PROXY ARRANGEMENT

As set out in the Announcement, the annual general meeting originally scheduled at Meeting Room of the Operation Department, 3rd Floor, Zhongtian Building, No. 1197, East Xinhua Road, Hetang District, Zhuzhou City, Hunan Province, the PRC on 28 May 2024 at 10:00 a.m. is postponed and rescheduled to 27 June 2024 at 10:00 a.m. at the same venue to approve, among other things, the Proposed Amendments and adoption of the New M&A by way of special resolutions. The Supplemental Notice of the Postponed AGM is set out on pages AGM-1 to AGM-3 of this supplemental circular.

LETTER FROM THE BOARD

As a result of the additional resolutions proposed subsequent to the despatch of the Original AGM Notice, the Original AGM 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 circular. In this connection, a revised form of proxy for use at the Postponed AGM (the “**Revised Form of Proxy**”) is enclosed with this supplemental circular.

If a Shareholder has not yet returned the Original Form of Proxy and wishes to appoint a proxy to attend the Postponed AGM on his/her/its 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.

If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she/it 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 resolutions as set out in the 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; and
- (iii) if the Revised Form of Proxy is returned by the Shareholder after the closing time as set out in the 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 resolutions as set out in the Supplemental Notice.

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, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong

LETTER FROM THE BOARD

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.

4. VOTING

Any Shareholders who have a material interest in the Proposed Amendments and the adoption of the New M&A are required to abstain from voting on the relevant special resolution approving the Proposed Amendments and the adoption of the New M&A.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, none of the Shareholders and their respective associates has a material interest in the Proposed Amendments and the adoption of the New M&A which requires him/her/it to abstain from voting on the proposed resolution(s) to approve the Proposed Amendments and the adoption of the New M&A at the Postponed AGM.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

5. CLOSURE OF REGISTER OF MEMBERS

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.

6. RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors are of the opinion that the Proposed Amendments and the adoption of the New M&A is in the best interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Postponed AGM.

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

Comparison Table of Amendments to the Existing M&A

Article No.	Original Article	Amended Article
1(b)	N/A	Adding the following new defined term: “electronic communication means a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium;”
87.	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.	The instrument appointing a proxy shall be <u>in such form as the Board may determine and in the absence of such determination,</u> shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

Article No.	Original Article	Amended Article
88.	<p>The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>	<p>(1) <u>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p>

Article No.	Original Article	Amended Article
		<p data-bbox="916 263 1418 1415">(2) The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) <u>or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified,</u> not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>

Article No.	Original Article	Amended Article
93.	<p>Unless the Board agrees otherwise, an appointment of a corporate representative shall not be valid as against the Company unless:</p> <p>(a) in the case of such an appointment by a Shareholder which is a Clearing House (or its nominee(s)), a written notification of the appointment issued by any director, the secretary or any authorised officer(s) of such Shareholder shall have been delivered at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company, or handed to the chairman of the meeting at the meeting or, if no place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned meeting at which the person so authorised proposes to vote or handed to the chairman of the meeting at the meeting; and</p>	<p>Unless the Board agrees otherwise, an appointment of a corporate representative shall not be valid as against the Company unless:</p> <p>(a) in the case of such an appointment by a Shareholder which is a Clearing House (or its nominee(s)), a written notification of the appointment issued by any director, the secretary or any authorised officer(s) of such Shareholder shall have been delivered at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company, <u>or if the Company has provided an electronic address in accordance with Article 88, delivered to such electronic address specified,</u> or handed to the chairman of the meeting at the meeting or, if no place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned meeting at which the person so authorised proposes to vote or handed to the chairman of the meeting at the meeting; and</p>

Article No.	Original Article	Amended Article
(b)	in the case of such an appointment by any other corporate Shareholder, a copy of the resolution of its directors or other governing body of the Shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder's constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that Shareholder and notarised, or, in the case of a form of notice of appointment issued by the Company as aforesaid, completed and signed in accordance with the instructions thereon or in the case of a power of attorney a notarised copy of the relevant authority under which it was signed, shall have been deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company as aforesaid (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the corporate representative proposes to vote.	(b) in the case of such an appointment by any other corporate Shareholder, a copy of the resolution of its directors or other governing body of the Shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder's constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that Shareholder and notarised, or, in the case of a form of notice of appointment issued by the Company as aforesaid, completed and signed in accordance with the instructions thereon or in the case of a power of attorney a notarised copy of the relevant authority under which it was signed, shall have been deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company as aforesaid (or, if no place is specified, at the Registration Office) <u>or if the Company has provided an electronic address in accordance with Article 88, delivered to such electronic address specified,</u> not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the corporate representative proposes to vote.

Article No.	Original Article	Amended Article
134.	<p>A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world, but no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Board. Notice thereof shall be given to each Director and alternate Director in person orally or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone or facsimile number or address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine. A Director absent or intending to be absent from the territory in which the Head Office is for the time being situate may request the Board or the Secretary that notices of Board meetings shall during his absence be sent in writing to him at his last known address, facsimile or telex number or any other address, facsimile or telex number given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to the other Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory.</p>	<p>A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world, but no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Board. Notice thereof shall be <u>deemed to be duly given</u> to each Director and alternate Director <u>if it is given to such Director and alternate Director</u> in person orally or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone or facsimile number or address from time to time notified to the Company by such Director or <u>(if the recipient consents to it being made available on a website) by making it available on a website</u> or in such other manner as the Board may from time to time determine. A Director absent or intending to be absent from the territory in which the Head Office is for the time being situate may request the Board or the Secretary that notices of Board meetings shall during his absence be sent in writing to him at his last known address, facsimile or telex number or any other address, facsimile or telex number given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to the other Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory.</p>

Article No.	Original Article	Amended Article
142.	<p>(b) Where a Director is, on the date on which a resolution in writing is last signed by a Director, absent from the territory in which the Head Office is for the time being situated, or cannot be contacted at his last known address or contact telephone or facsimile number, or is temporarily unable to act through ill-health or disability and, in each case, his alternate (if any) is affected by any of these events, the signature of such Director (or his alternate) to the resolution shall not be required, and the resolution in writing, so long as such a resolution shall have been signed by at least two Directors or their respective alternates who are entitled to vote thereon or such number of Directors as shall form a quorum, shall be deemed to have been passed at a meeting of the Board duly convened and held, provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors (or their respective alternates) for the time being entitled to receive notices of meetings of the Board at their respective last known address, telephone or facsimile number or, if none, at the Head Office and provided further that no Director is aware of or has received from any Director any objection to the resolution.</p>	<p>(b) Where a Director is, on the date on which a resolution in writing is last signed by a Director, absent from the territory in which the Head Office is for the time being situated, or cannot be contacted <u>by his usual means of communication (including any means of electronic communication or at his last known address or contact telephone or facsimile number)</u>, or is temporarily unable to act through ill-health or disability and, in each case, his alternate (if any) is affected by any of these events, the signature of such Director (or his alternate) to the resolution shall not be required, and the resolution in writing, so long as such a resolution shall have been signed by at least two Directors or their respective alternates who are entitled to vote thereon or such number of Directors as shall form a quorum, shall be deemed to have been passed at a meeting of the Board duly convened and held, provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors (or their respective alternates) for the time being entitled to receive notices of meetings of the Board <u>by their usual means of communication (including any means of electronic communication or at their respective last known address, telephone or facsimile number or, if none, at the Head Office)</u> and provided further that no Director is aware of or has received from any Director any objection to the resolution.</p>

Article No.	Original Article	Amended Article
143.	(b) Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.	(b) Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed <u>(whether by hand or electronically)</u> by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting. (c) <u>Any such minutes and the accompanying attendance sheet may be signed by hand or electronically by the Directors.</u>

Article No.	Original Article	Amended Article
175.	<p>(b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent by post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.</p>	<p>(b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting <u>published on the Company's computer network or be delivered or sent in any manner not prohibited by the Companies Act (including by sending any form of electronic communication or publishing it on the website of the Company or the website of the HK Stock Exchange)</u>by post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.</p>

Article No.	Original Article	Amended Article
	<p>(c) Subject to the Listing Rules, the Company may send summarised financial statements to Shareholders who has, in accordance with the Listing Rules, consented and elected to receive summarised financial statements instead of the full financial statements. The summarised financial statements must be accompanied by any other documents as may be required under the Listing Rules and must be sent to the Shareholders not less than twenty-one days before the general meeting to those Shareholders that have consented and elected to receive the summarised financial statements.</p>	<p>(c) Subject to the Listing Rules, the Company may send summarised financial statements to Shareholders <u>derived from the Company's annual accounts and the Directors' Report to Shareholders, provided that any such Shareholder may by notice in writing served on the Company demand that the Company sends him/her, in addition to the summarised financial statements, a complete copy of the Company's annual financial statements and the Directors' report thereon in any manner not prohibited by the Companies Act (including sending any form of electronic communication or publishing it on the website of the Company or the website of the HK Stock Exchange)</u>who has, in accordance with the Listing Rules, consented and elected to receive summarised financial statements instead of the full financial statements. The summarised financial statements must be accompanied by any other documents as may be required under the Listing Rules and must be sent to the Shareholders not less than twenty-one days before the general meeting to those Shareholders that have consented and elected to receive the summarised financial statements.</p>

Article No.	Original Article	Amended Article
180.	<p>(a) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p> <p>(b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.</p>	<p>(a) Except where otherwise expressly stated, any notice or document <u>(including any corporate communications and actionable corporate communications within the meaning ascribed thereto under the Listing Rules)</u> to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.</p> <p>(b) Except where otherwise expressly stated, any Any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications and actionable corporate communications within the meaning ascribed thereto under the Listing Rules) may be given or issued in the following manner:</p> <ol style="list-style-type: none"> <li data-bbox="979 1070 1417 1140">i. <u>by serving it personally on the relevant person;</u> <li data-bbox="979 1189 1417 1421">ii. <u>by sending it through the post in a prepaid envelope addressed to such Shareholder at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose;</u> <li data-bbox="979 1470 1417 1540">iii. <u>by delivering or leaving it at such address as foreshadowed;</u> <li data-bbox="979 1589 1417 1738">iv. <u>by placing an advertisement in the Newspapers or other publication and where applicable, in accordance with the requirements of the HK Stock Exchange;</u>

Article No.	Original Article	Amended Article
		v. <u>by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 180(c);</u>
		vi. <u>by publishing it on the website of the Company or the website of the HK Stock Exchange;</u>
		vii. <u>by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Companies Act and other applicable laws, rules and regulations;</u>
		viii. in case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.
		<p>Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.</p>

Article No.	Original Article	Amended Article
	(c) Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Articles, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.	(c) <u>Every person who is entitled to receive notice from the Company under the provisions of the Companies Act or these Articles may register with the Company an electronic address to which notices can be served upon him.</u>
181.	(a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available. ...	(a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the Shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available. ...

Article No.	Original Article	Amended Article
(c)	<p>If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him.</p>	<p>(c)(b) If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him.</p>

Article No.	Original Article	Amended Article
182.	<p>Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.</p>	<p>Any notice or other document (<u>including any corporate communications and actionable corporate communications within the meaning ascribed thereto under the Listing Rules</u>), if sent by mail, postage prepaid, shall <u>where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same, properly prepaid and addressed, is put into the post.</u> In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document (<u>including any corporate communications and actionable corporate communications within the meaning ascribed thereto under the Listing Rules</u>), if sent by electronic means <u>communication (including through any relevant system)</u>, shall be deemed to have been given on the day following that on which it transmitted from the server of the Company or its agent <u>the electronic communication was sent by or on behalf of the Company.</u> A Notice, documents or publication placed on either the Company's website or the website of the HK Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules. Any notice or document</p>

Article No.	Original Article	Amended Article
186.	The signature to any notice or document to be given by the Company may be written or printed.	<p><u>(including any corporate communications and actionable corporate communications within the meaning ascribed thereto under the Listing Rules) served or delivered by the Company by in any other means authorised in writing by the Shareholder concerned manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant dispatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, dispatch or transmission shall be conclusive evidence thereof. when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document (including any corporate communications and actionable corporate communications within the meaning ascribed thereto under the Listing Rules) published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.</u></p> <p>The signature to any notice or document to be given by the Company may be written, <u>or printed or in electronic form.</u></p>

SUPPLEMENTAL NOTICE OF POSTPONED AGM

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.”

SUPPLEMENTAL NOTICE OF 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.

SUPPLEMENTAL NOTICE OF POSTPONED AGM

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.