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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)

- (1) POSTPONEMENT OF ANNUAL GENERAL MEETING;
(2) CHANGE OF BOOK CLOSURE DATES;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND
(4) DESPATCH OF SUPPLEMENTAL CIRCULAR, REVISED NOTICE OF POSTPONED AGM AND REVISED FORM OF PROXY**

POSTPONEMENT OF ANNUAL GENERAL MEETING

References are made to the announcement of annual results for the year ended 31 December 2023 dated 28 March 2024 (the “**Annual Results Announcement**”), the annual report for the year ended 31 December 2023 (the “**Annual Report**”), the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) and the circular both dated 7 May 2024 (the “**Circular**”) and the proxy form (the “**Proxy Form**”) issued by Zhongtian Construction (Hunan) Group Limited (the “**Company**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Notice and the Circular unless otherwise defined.

As set out in the Annual Results Announcement, the Annual Report, the Circular and the Notice, the AGM is originally scheduled to be convened on 28 May 2024. The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company hereby announces that, since additional resolutions relating to the proposed amendments to the articles of association of the Company (the “**Articles**”) will be proposed at the AGM to the Shareholders for the consideration and therefore, additional time is required by the Company for preparation of the relevant resolutions, the AGM shall be postponed (the “**Postponed AGM**”) to 27 June 2024 (the “**Postponement of the AGM**”).

The Company will publish further announcement(s) and/or notice(s) to inform the Shareholders of the time and venue of the Postponed AGM as and when appropriate.

CHANGE OF BOOK CLOSURE DATES

As set out in the Annual Results Announcement, the Circular and the Notice, the register of members of the Company is originally scheduled to be closed from 23 May 2024 to 28 May 2024 (both dates inclusive), during which period no transfer of shares of the Company will be registered, in order to determine the identity of the Shareholders who are entitled to attend and vote at the AGM.

Due to the Postponement of the AGM, 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.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by the Company pursuant to Rule 13.51(1) of the Listing Rules.

The Board proposes to make certain amendments to the existing Articles and to adopt a new Articles for the purposes of, among other things, adopting to the paperless regime brought by the amendments to the Listing Rules effective from 31 December 2023 and incorporating certain housekeeping changes.

The proposed amendments to the existing Articles and the adoption of the new Articles shall be subject to the approval of the Shareholders by way of a special resolution at the Postponed AGM.

DESPATCH OF SUPPLEMENTAL CIRCULAR, REVISED NOTICE AND REVISED PROXY FORM

The supplemental circular and revised notice of the Postponed AGM ("**Revised Notice**") together with the revised proxy form (the "**Revised Proxy Form**"), containing among other things, the additional resolutions to be considered, will be despatched to the Shareholders and published on the websites of the Stock Exchange and the Company in due course.

The Proxy Forms previously deposited with the branch share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited (the “**Branch Registrar**”), will still be valid for the purpose of the Postponed AGM in relation to the resolutions set out in the Notice of AGM dated 7 May 2024. The Shareholders wishing to deposit the Revised Proxy Form with new resolutions to be proposed at the AGM (which supersedes any previous Proxy Form deposited with the branch share registrar of the Company in Hong Kong) may deposit with the Branch Registrar in accordance with the instructions printed thereon.

Save for the date of the Postponed AGM and the above-mentioned changes, all other information set out in the Annual Results Announcement, the Annual Report, the Circular, the Notice and the Proxy Form shall remain unchanged.

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

Hong Kong, 23 May 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.