

**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)**

**REVISED FORM OF PROXY FOR THE POSTPONED ANNUAL GENERAL MEETING  
OF THE COMPANY TO BE HELD ON 27 JUNE 2024  
(OR AT ANY ADJOURNMENT THEREOF)**

I/We<sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_  
ordinary share(s) of HK\$0.01 each in the capital of Zhongtian Construction (Hunan) Group Limited (the “Company”) hereby appoint the  
chairman of the Postponed AGM (as defined below), or<sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the postponed annual general meeting of the Company (the  
“**Postponed AGM**”) 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 Tuesday, 27 June 2024 at 10:00 a.m. and at any adjournment thereof for  
the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Postponed AGM (or  
any adjournment thereof) as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other  
business that may properly come before the Postponed AGM (or any adjournment thereof):

<b>ORDINARY RESOLUTIONS</b> <sup>(Note 4)</sup>		<b>For</b> <sup>(Note 5)</sup>	<b>Against</b> <sup>(Note 5)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2023.		
2.	To re-appoint BDO Limited as the auditor of the Company and authorise the board of the directors of the Company to fix their remuneration.		
3.	(a) To re-elect Mr. Yang Zhongjie as an executive director of the Company.		
	(b) To re-elect Mr. Liu Xiaohong as an executive director of the Company.		
	(c) To re-elect Mr. Min Shixiong as an executive director of the Company.		
4.	To authorise the board of the directors of the Company to fix the remuneration of the directors of the Company.		
5.	To grant a general and unconditional mandate to the directors of the Company to exercise all power of the Company to allot, issue and otherwise deal with shares of the Company of up to 20% of the total number of issued shares of the Company on the date of passing of this resolution.		
6.	To grant a general and unconditional mandate to the directors of the Company to exercise all powers of the Company to repurchase shares of the Company up to 10% of the total number of issued shares of the Company on the date of passing of this resolution.		
7.	To extend the general and unconditional mandate granted to the directors of the Company under resolution number 5 above by an amount representing the number of the issued shares of the Company purchased or repurchased by the Company pursuant to the general mandate under resolution number 6 above.		
<b>SPECIAL RESOLUTIONS</b>			
8.	(a) To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company;  (b) To approve and adopt the second amended and restated memorandum and articles of association of the Company.		
9.	To authorise any director or officer of the Company 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.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signatures<sup>(Note 6)</sup> \_\_\_\_\_

Notes

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holder should be stated.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the chairman is preferred, please strike out “the chairman of the Postponed AGM” and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but he/she must attend the Postponed AGM in person to represent you. **ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. The description of these resolutions is by way of summary only. The full text appears in the notice convening the Postponed AGM.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any amendment to the resolutions referred to in the notice of the Postponed AGM which has been properly put to the Postponed AGM.
6. This form of proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
7. Any shareholder of the Company entitled to attend and vote at the Postponed AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member may appoint a proxy in respect of part only of his holding of shares in the Company.
8. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of 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 not less than 48 hours before the time appointed for holding the Postponed AGM or adjourned meeting (as the case may be) at which the person named in this form proposes to vote.
9. Delivery of this form of proxy shall not preclude a member from attending and voting in person at the Postponed AGM convened and in such event, this form of proxy shall be deemed to be revoked.
10. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Postponed AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Postponed AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
11. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the Postponed AGM.
12. If a shareholder has not yet returned the form of proxy (the “**Original Form of Proxy**”) enclosed with the circular of the Company dated 7 May 2024 in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the postponed annual general meeting on his/her behalf, he/she is required to submit this revised form of proxy. In this case, the shareholder shall not submit the Original Form of Proxy.
13. 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 annual general meeting, including the additional resolution as set out in the supplemental notice of the postponed annual general meeting.
  - (ii) If the revised form of proxy is returned by the shareholder not less than 48 hours before the time appointed for the postponed annual general meeting, 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 the supplemental notice of the postponed annual general meeting, 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 annual general meeting, including the additional resolution as set out in the supplemental notice of the postponed annual general meeting.
14. The notice of the annual general meeting is set out in the Company’s circular dated 7 May 2024 and the supplemental notice of the Postponed AGM is set out in the Company’s circular dated 6 June 2024.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company at the principal place of business of the Company in Hong Kong.