
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **GT Steel Construction Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or registered dealer in securities, through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

GT STEEL CONSTRUCTION GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8402)

(Warrant code: 8209)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the EGM to be held at 1/F, China Building, 29 Queen's Road Central, Central, Hong Kong on Monday, 4 September 2023, at 11 a.m. is set out on pages 6 to 7 of this circular.

A form of proxy for use by the shareholders of the Company at the EGM is enclosed with this circular. Whether or not you are intending to attend and vote at the EGM, you are advised to read this circular and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

This circular, together with a form of proxy, will remain on the website of the Stock Exchange at www.hkexnews.hk on the "Latest Listed Company Announcements" page for at least 7 days from the date of its publication and on the Company's website at www.gt-steel.com.sg.

17 August 2023

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“Announcement”	the announcement of the Company dated 21 July 2023 in relation to, among others, the Proposed Change of Company Name
“Board”	the board of Directors
“Company”	GT Steel Construction Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 1/F, China Building, 29 Queen’s Road Central, Central, Hong Kong on Monday, 4 September 2023 at 11 a.m., or, where the context so admits, any adjournment of such extraordinary general meeting
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Proposed Change of Company Name”	the proposal of the change of the English name of the Company from “GT Steel Construction Group Limited” to “Plateau Treasures Limited” and the adoption of “高原之寶有限公司” as the dual foreign name of the Company
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Warrant(s)”	bonus warrant(s) issued by the Company on 24 August 2021 to subscribe for new Share(s) at an initial subscription price of HK\$4.00 per new Share, subject to adjustment, and traded in board lots of 5,000 units each with the stock code 8209, the subscription rights attached thereto will expire at 4:00 p.m. on 23 August 2023

LETTER FROM THE BOARD

GT STEEL CONSTRUCTION GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8402)
(Warrant code: 8209)

Executive Directors:

Mr. Ong Cheng Yew
Ms. Chen Xiaoyu

Non-executive Directors:

Ms. Lin Xiaoqin
Mr. Chan Kwun Wah Derek
Ms. Yang Pu
Mr. Shi Shuyuan

Independent non-executive Directors:

Mr. Wong Carson Ka Chun
Mr. Tong Kai Tak
Ms. Chen Li

Registered office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of

business in Hong Kong:
19th Floor, Prosperity Tower
39 Queen's Road Central
Central
Hong Kong

17 August 2023

To the Shareholders and, for information only, the holders of the Warrants

Dear Sirs or Madams,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the special resolution to be proposed at the EGM in respect of the Proposed Change of Company Name and notice of EGM.

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the Announcement, the Board proposes to change the English name of the Company from “GT Steel Construction Group Limited” to “Plateau Treasures Limited” and adopt “高原之寶有限公司” as the dual foreign name of the Company. The Proposed Change of Company Name is subject to (i) the passing of the special resolution in respect of the Proposed Change of Company Name by the Shareholders; and (ii) the issuance of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

LETTER FROM THE BOARD

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board is of the view that the Proposed Change of Company Name will provide the Company with a new corporate image and identity. The Board believes that the Proposed Change of Company Name will benefit the Group in the development of the yak dairy products distribution business, which is in the interests of the Company and its Shareholders as a whole.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the EGM approving the Proposed Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name of the Company on the register of companies in place of the former English name of the Company and enters the dual foreign name in Chinese of the Company on the register of companies and issue a certificate of incorporation on change of name. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

EFFECT ON THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's financial position. All existing certificates of securities in issue bearing the present name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for exchange of the existing certificates of securities for new share certificates under the new name of the Company. Share certificates of the Company which are issued after the Proposed Change of Company Name becomes effective will be under the new English name and the dual foreign name in Chinese of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed upon the Proposed Change of Company Name becoming effective.

LETTER FROM THE BOARD

EXTRAORDINARY GENERAL MEETING

The EGM will be held at 1/F, China Building, 29 Queen's Road Central, Central, Hong Kong on Monday, 4 September 2023 at 11 a.m. for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name. The notice convening the EGM is set out on pages 6 to 7 of this circular.

In order to be entitled to attend and vote at the EGM, all completed share transfer forms accompanied by the relevant share certificates shall be lodged with the branch share registrar of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Tuesday, 29 August 2023.

A form of proxy for the EGM is enclosed herewith. Whether or not you are intending to attend and vote at the EGM, you are advised to complete the enclosed form of proxy in accordance with the instructions printed on it and return the completed form of proxy to the branch share registrar of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event so that it is received not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof (as the case may be). Submission of a form of proxy shall not preclude you from attending the EGM (or any adjournment thereof) and voting in person should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution will be voted on by way of a poll at the EGM. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the Proposed Change of Company Name and accordingly, no Shareholder is required to abstain from voting on the special resolution to be proposed at the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 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 circular misleading.

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolution approving such matters.

MISCELLANEOUS

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

Yours faithfully
By order of the Board
GT Steel Construction Group Limited
Chen Xiaoyu
Chairperson and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

GT STEEL CONSTRUCTION GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8402)

(Warrant code: 8209)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of shareholders of GT Steel Construction Group Limited (the “**Company**”) will be held at 1/F, China Building, 29 Queen’s Road Central, Central, Hong Kong on Monday, 4 September 2023, at 11 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands (the “**Registrar**”) and the issuance of a certificate of incorporation on change of name by the Registrar, the English name of the Company be changed from “GT Steel Construction Group Limited” to “Plateau Treasures Limited”, and “高原之寶有限公司” be adopted as the dual foreign name in Chinese of the Company, with effect from the date of the certificate of incorporation on change of name issued by the Registrar, and that any one director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the change of Company’s name and adoption of the dual foreign name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
GT Steel Construction Group Limited
Chen Xiaoyu
Chairperson and Executive Director

Hong Kong, 17 August 2023

Notes:

1. In order to be entitled to attend and vote at the EGM, all completed share transfer forms accompanied by the relevant share certificates shall be lodged with the branch share registrar of the Company in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Tuesday, 29 August 2023.

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or, if he/she/it is a holder of more than one share, more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
3. A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Hong Kong branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish and in such event, the proxy shall be deemed to be revoked.
4. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the EGM 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 shares shall alone be entitled to vote in respect thereof.
5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.gt-steel.com.sg and on the Stock Exchange website at www.hkexnews.hk to notify shareholders of the Company of the date, time and venue of the rescheduled meeting.
6. Any voting at the EGM shall be taken by poll.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises two executive Directors, namely, Ms. Chen Xiaoyu (Chairperson) and Mr. Ong Cheng Yew; four non-executive Directors, namely, Ms. Lin Xiaoqin, Mr. Chan Kwun Wah Derek, Ms. Yang Pu and Mr. Shi Shuyuan; and three independent non-executive Directors, namely, Mr. Wong Carson Ka Chun, Mr. Tong Kai Tak and Ms. Chen Li.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 notice 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 on this notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least 7 days from the date of its publication and on the Company's website at www.gt-steel.com.sg.