
DEFINITIONS

In this document, the following expressions shall have the meanings set out below unless the context requires otherwise.

“3Q2021”	the nine months ended 30 September 2021
“3Q2022”	the nine months ended 30 September 2022
“Accountants’ Report”	the accountants’ report set out in Appendix I to this document
“AFRC”	Accounting and Financial Reporting Council (formerly known as Financial Reporting Council)
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company, adopted on [•] 2023, a summary of which is set out in Appendix IV to this document, as amended, supplemented or otherwise modified from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Bizoe (International)”	Bizoe (International) Company Limited (佰卓(國際)有限公司), a company incorporated in BVI with limited liability on 15 January 2020, the entire issued share capital of which is wholly-owned by our Pre-[REDACTED] Investor namely Ms. Yang Shufen, and save for the Pre-[REDACTED] Investment, it is an Independent Third Party
“Board” or “Board of Directors”	the board of Directors
“Business Day(s)”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate

DEFINITIONS

[REDACTED] the issue of **[REDACTED]** Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company as referred to in the paragraph headed “A. Further information about our Group — 5. Written resolutions of our Shareholders passed on [•]” in Appendix V to this document

[REDACTED]

“CCASS” the Central Clearing and Settlement System established and operated by HKSCC

“CCASS Broker Participant” a person admitted to participate in CCASS as a broker participant

“CCASS Clearing Participant” a person admitted to participate in CCASS as a direct clearing participant or general clearing participant

“CCASS Custodian Participant” a person admitted to participate in CCASS as a custodian participant

[REDACTED]

DEFINITIONS

“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operations and functions of CCASS, as from time to time in force
“CCASS Participant(s)”	a CCASS Broker Participant, a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	The People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires, references in this document to “China” and the “PRC” exclude Taiwan, Macau Special Administrative Region and Hong Kong
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Companies Ordinance” or “Hong Kong Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Zhongtian Construction (Hunan) Group Limited (中天建設(湖南)集團有限公司) (formerly known as Zhongtian Construction Group Limited (中天建設集團有限公司)), a company incorporated in the Cayman Islands as an exempted company with limited liability on 27 March 2020
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules

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“Controlling Shareholder”	has the meaning ascribed thereto under the Listing Rules and, unless the context requires otherwise, refers to ZT (A)
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the Chinese national securities markets
“Customer Shicuiying”	Ningbo Shicuiying Real Estate Company Limited* (寧波史翠英置業有限公司), a company established in the PRC on 24 December 2010 with limited liability and an Independent Third Party
“Deed of Indemnity”	the deed of indemnity dated [•] 2022 entered into by our Controlling Shareholder and Zhongtian Holdings in favour of our Company (for ourselves and as trustee for and on behalf of our subsidiaries) to provide certain indemnities, particulars of which are set out in “E. Other Information — 1. Tax and Other Indemnities” in Appendix V to this document
“Deed of Non-Competition”	the deed of non-competition dated [•] 2022 given by our Controlling Shareholder and Zhongtian Holdings in favour of our Company (for ourselves and as trustee for and on behalf of our subsidiaries), particulars of which are set out in the section headed “Relationship with our Controlling Shareholder” in this document
“Demerger”	the demerger (分立) of Zhongtian Construction into two companies, namely Zhongtian Construction and Puhui Commercial, which was registered by Zhuzhou AMR on 2 July 2019
“Director(s)” or “Our Director(s)”	director(s) of our Company
“EIT”	the PRC enterprise income tax

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“EIT Law”	the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法), enacted on 16 March 2007, effective from 1 January 2008 and amended on 29 December 2018 by the NPC
“EPC Tripartite Framework Agreement”	an EPC tripartite framework agreement entered into among Hunan Design Institute, Hangxiao Technology and Zhongtian Construction on 16 November 2017, details of which are set out in the section headed “Business — Contracting models” in this document
[REDACTED]	
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“Fangge Intelligence”	Hunan Fangge Intelligence Technology Company Limited* (湖南方格智能節能科技股份有限公司), a company limited by shares established in the PRC on 20 December 2007 and owned by Zhongtian Holdings as to 70.00%, and a deemed connected person of our Company
“FY2018”, “FY2019”, “FY2020”, “FY2021”	financial years ended 31 December 2018, 2019, 2020 and 2021, respectively
“FY2022”, “FY2023”, “FY2024”, “FY2025”, “FY2026”	financial years ending 31 December 2022, 2023, 2024, 2025 and 2026, respectively
“F&S” or “Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent industry consultant
“F&S Report”	the market research report prepared by F&S and commissioned by us

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“GDP”	gross domestic product
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
	[REDACTED]
“Government-related Entities”	government entities, state-owned enterprises and state-invested enterprises
“Grande Capital”, [REDACTED] or “Sole Sponsor”	Grande Capital Limited, a licensed corporation to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO, being the Sole Sponsor and the [REDACTED] to the [REDACTED]
	[REDACTED]
“Group”, “our Group”, “we”, “our” or “us”	our Company and its subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at that time
“Hangxiao Materials”	Zhuzhou Hangxiao Materials Trading Company Limited* (株洲杭蕭材料貿易有限公司), a company established in the PRC with limited liability on 31 July 2019, and an indirect wholly-owned subsidiary of our Company
“Hangxiao Steel Structure”	Hangxiao Steel Structure Company Limited* (杭蕭鋼構股份有限公司), a company limited by shares established in the PRC on 28 December 2000 with its shares listed on the Shanghai Stock Exchange, an Independent Third Party and holds 10.71% of the shareholding in Hangxiao Technology

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“Hangxiao Technology”	Hunan Zhongtian Hangxiao Structural Technology Company Limited* (湖南中天杭蕭鋼構科技股份有限公司), a company limited by shares established in the PRC on 19 September 2017 and owned by Zhongtian Holdings as to 68.29%, and a deemed connected person of our Company
“Head Sage”	Head Sage Limited, a company incorporated in BVI with limited liability on 23 December 2019, and a direct wholly-owned subsidiary of our Company
“Hengji Real Estate”	Hunan Hengji Real Estate Development Company Limited* (湖南中天恒基房地產開發有限公司), a company established in the PRC with limited liability on 17 July 1998 and owned by Zhongtian Holdings as to approximately 85.82%, and a deemed connected person of our Company
“HHURD”	Department of Housing and Urban-Rural Development of Hunan Province (湖南省住房和城鄉建設廳)
“HKFRSs”	Hong Kong Financial Reporting Standards issued by the HKICPA
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”, “HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“Hunan Design Institute”	Hunan Province Architectural Design Institute Limited Company* (湖南省建築設計院有限公司), a state-owned company established in the PRC with limited liability on 23 March 1990, and an Independent Third Party
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are, to the best knowledge, information and belief of our Directors, not connected person(s) of our Group
“Independent Valuer”	APAC Asset Valuation and Consulting Limited, an independent valuer

[REDACTED]

DEFINITIONS

[REDACTED]

“Jicai Trading”

Zhuzhou Jicai Trading Company Limited* (株洲集采商貿有限公司), a company established in the PRC with limited liability on 9 July 2018, and an indirect wholly-owned subsidiary of our Company

[REDACTED]

DEFINITIONS

“Kaida Apparatus”	Zhuzhou Kaida Lifting Apparatus Leasing Company Limited* (株洲凱大起重設備安裝工程有限公司), formerly known as Zhuzhou Kaida Equipment Leasing Co., Ltd.* (株洲凱大物資設備租賃有限公司), a company established in the PRC with limited liability on 28 April 2004 and an indirect non-wholly owned subsidiary of our Company, which is held by Zhongtian Construction as to approximately 56.99% and by 23 individuals as to approximately 43.01% in aggregate including five individuals who are directors or senior management members of our Group or their associates as to approximately 16.40% in aggregate and 18 individuals who are Independent Third Parties including our employees and ex-employee as to approximately 26.61% in aggregate, with each of the Independent Third Parties holding approximately 0.24% to 7.69%, for further details, please refer to the section headed “History, Development and Reorganisation — Corporate structure — Corporate structure of our Group immediately after the Reorganisation and the Pre-[REDACTED] Investment but prior to the [REDACTED] and the [REDACTED]” in this document
“Latest Practicable Date”	[21 November] 2022, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication
	[REDACTED]
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time

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“M&A Rules”	the Rules on the Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定), jointly issued by the State-owned Assets Supervision and Administration Commission (國務院國有資產監督管理委員會), MOFCOM, SAT, SAIC, CSRC and SAFE on 8 August 2006 and amended by MOFCOM on 22 June 2009
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company adopted on [•] 2023, as amended from time to time, a summary of which is contained in Appendix IV to this document
“MOFCOM”	the PRC Ministry of Commerce (中華人民共和國商務部), or its predecessor, the Ministry of Foreign Trade and Economic Cooperation, as appropriate to the context
“MOHURD”	the Ministry of Housing and Urban-rural Development of the PRC (中華人民共和國住房和城鄉建設部), formerly known as the Ministry of Construction of the PRC (中華人民共和國建設部)
“Mr. Chen”	Mr. Chen Weiwu (陳衛武先生), our executive Director
“Mr. Liu”	Mr. Liu Xiaohong (劉小紅先生), our executive Director and our chief executive officer
“Mr. Min”	Mr. Min Shixiong (閔世雄先生), our executive Director
“Mr. Shen”	Mr. Shen Qiang (沈強先生), our executive Director
“Mr. Yang”	Mr. Yang Zhongjie (楊中杰先生) (formerly known as 楊忠杰), our executive Director and chairman of our Board

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“Ms. Yang Shufen” or “Pre-[REDACTED] Investor”	Ms. Yang Shufen (楊淑芬女士), our Pre-[REDACTED] Investor who holds the entire issued share capital of Bizoe (International), and save for the Pre-[REDACTED] Investment, she is an Independent Third Party
“NEEQ”	the National Equities Exchange and Quotations of the PRC (全國中小企業股份轉讓系統)
“Ningbo Properties”	11 properties located at No. 101-105 and 1101-1106, Cuiyuan Building, Changle Village, Gaoqiao Town, Yinzhou District, Ningbo, PRC (寧波市鄞州區高橋鎮長樂村翠園大廈101-105、1101-1106號) with a total gross floor area of 1,665.9 sq.m.
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

[REDACTED]

DEFINITIONS

“PRC Company Law”	Company Law of the PRC (中華人民共和國公司法) as amended, supplemented and otherwise modified from time to time
“PRC Construction Legal Advisers”	Hunan Dongsheng Law Firm* (湖南東盛律師事務所), the legal advisers to our Company as to PRC laws in respect of construction matters in the PRC
“PRC Government” or “State”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof, or where the context require, any of them
“PRC Legal Advisers”	Beijing Dentons Law Offices, LLP (Shenzhen), the legal advisers to our Company as to the PRC laws
“Pre-[REDACTED] Investment”	the subscription of approximately 1.09% of the then equity interest in Jicai Trading by Ms. Yang Shufen as described in the section headed “History, Development and Reorganisation — Pre-[REDACTED] Investment” in this document

[REDACTED]

“Province”	a province or, where the context requires, a provincial level autonomous region or municipality, under the direct supervision of the central government of the PRC
“Puhui Commercial”	Zhuzhou Puhui Commercial Management Company Limited* (株洲普惠商業管理股份有限公司), a company limited by shares established in the PRC pursuant to the Demerger on 28 June 2019 and owned by Zhongtian Holdings as to approximately 74.97%
“Regulation S”	Regulation S under the US Securities Act
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC

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“Reorganisation”	the corporate reorganisation of our Group in the preparation for the [REDACTED], details of which are set out in the section headed “History, Development and Reorganisation — Reorganisation” in this document
“Reporting Accountants”	BDO Limited, the auditors and reporting accountants of our Company
“R&D”	research and development
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAFE Circular No. 13”	Circular on Further Simplification and Improvement in Foreign Exchange Administration on Direct Investment (關於進一步簡化和改進直接投資外匯管理政策的通知) promulgated by SAFE on 28 February 2015
“SAFE Circular No. 37”	the Circular on Relevant Issues concerning Foreign Exchange Administration of Overseas Investment and Financing and Round-trip Investment by Domestic Residents via Special Purpose Vehicles (關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知) promulgated by SAFE on 4 July 2014
“SAIC”	State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with par value of HK\$0.01 each in the share capital of our Company

DEFINITIONS

“Shareholder(s)” or “our Shareholders”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on [•], the principal terms of which are summarised in the paragraph headed “D. Share Option Scheme” in Appendix V to this document
	[REDACTED]
“State Council”	State Council of the PRC (中華人民共和國國務院)
	[REDACTED]
“Stock Exchange” or “HKEx”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as approved by the SFC and as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the period comprising FY2019, FY2020, FY2021 and 3Q2022
	[REDACTED]
“United States” or “US” or “USA”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
“US\$” or “US dollars” or “USD”	the lawful currency for the time being of the United States

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“VAT”	value-added tax
“Wuguang Investment”	Zhuzhou Wuguang New Milestone Investment Development Company Limited* (株洲武廣新里程投資發展有限責任公司), a company established in the PRC with limited liability on 18 December 2014 and wholly-owned by Hengji Real Estate, and a deemed connected person of our Company
“Zhaolin Trading”	Zhuzhou Zhaolin Trading Company Limited (株洲兆麟貿易有限公司), a company established in the PRC with limited liability on 21 April 2020, and an indirect wholly-owned subsidiary of our Company
“Zhongtian Building”	Hunan Zhongtian Building Safety Technology Company Limited* (湖南中天建築安全科技有限公司) (formerly known as Zhuzhou Yongan Labour Service Contract Construction Corporation* (株洲永安建設勞務分包有限公司) from March 2006 to April 2013 and Zhuzhou Yongan Labour Construction Corporation* (株洲永安建設勞務有限公司) from April 2013 to June 2019), a company established in the PRC with limited liability on 13 March 2006 and an indirect non-wholly owned subsidiary of our Company, which is held by Zhongtian Construction as to 61.40% and eight individuals as to 38.60% in aggregate, including five individuals who are directors or senior management members of our Group or their associates as to 33.40% in aggregate and three individuals who are Independent Third Parties including our employees and ex-employee as to 5.20% in aggregate, with each of the Independent Third Parties holding 1.20% to 2.00%, for further details, please refer to the section headed “History, Development and Reorganisation — Corporate structure — Corporate structure of our Group immediately after the Reorganisation and the Pre-[REDACTED] Investment but prior to the [REDACTED] and the [REDACTED]” in this document

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“Zhongtian Construction”

Hunan Zhongtian Construction Group Corporation* (湖南中天建設集團股份有限公司) (formerly known as Zhuzhou Residential Construction Company* (株洲市住宅建築公司) from March 1979 to November 1984, Zhuzhou Second Construction Engineering Company* (株洲市第二建築工程公司) from November 1984 to March 2004, Hunan Zhongtian Construction Company Limited* (湖南中天建設有限公司) from March 2004 to April 2007 and Hunan Zhongtian Construction Group Company Limited* (湖南中天建設集團有限公司) from April 2007 to June 2016, a company limited by shares established in the PRC on 1 March 1979, and an indirect non-wholly owned subsidiary of our Company which is held by Hangxiao Materials as to approximately 99.50%, while the remaining approximately 0.50% is held by the directors, supervisors and senior management members of Zhongtian Construction, with each of the Independent Third Parties holding approximately 0.04% to 0.10%, for further details, please refer to the section headed “History, Development and Reorganisation — Corporate structure — Corporate structure of our Group immediately after the Reorganisation and the Pre-[REDACTED] Investment but prior to the [REDACTED] and the [REDACTED]” in this document

“Zhongtian HK”

Zhongtian Holdings (Hong Kong) Limited (中天控股(香港)有限公司), a company incorporated in Hong Kong with limited liability on 6 April 2020, and an indirect wholly-owned subsidiary of our Company

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- “Zhongtian Holdings” Hunan Zhongtian Holdings Group Company Limited* (湖南中天控股集團股份有限公司, formerly known as Hunan Zhongtian Shiji Investment Company Limited* (湖南中天世紀投資股份有限公司)), a company limited by shares established in the PRC on 6 December 2010, the holding company which held approximately 74.97% of the share capital of Zhongtian Construction immediately before the Reorganisation, a deemed connected person of our Company, and was held by 79 individuals including 12 individuals who are directors or senior management members of our Group or their associates as to approximately 49.04% in aggregate and 67 individuals who are Independent Third Parties including our employees and ex-employees as to approximately 50.96% in aggregate, for further details, please refer to the section headed “History, Development and Reorganisation — Corporate structure — Corporate structure of our Group immediately prior to the Reorganisation” in this document
- “Zhongtian Holdings Group” four companies which Zhongtian Holdings had interests, namely Hengji Real Estate, Wuguang Investment, Hangxiao Technology and Fangge Intelligence
- “Zhongtian Gongying” Zhuzhou Zhongtian Gongying Business Services (Limited Partnership)* (株洲中天共贏商務服務合夥企業(有限合夥)), a limited partnership established in the PRC on 22 December 2015, which held approximately 2.87% of the share capital in Zhongtian Construction immediately before the Reorganisation, and was held by 39 partners, with Ms. Zhang Weihui (張偉輝), an Independent Third Party, as the general partner holding approximately 11.03% of partnership interest, and 38 limited partners including two individuals who are directors or senior management members of our Group or their associates as to approximately 9.78% in aggregate and 36 individuals who are Independent Third Parties including our employees and ex-employees as to approximately 79.19% in aggregate, for further details, please refer to the section headed “History, Development and Reorganisation — Corporate structure — Corporate structure of our Group immediately prior to the Reorganisation” in this document

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“Zhongtian Steel Structure Construction”	Hunan Zhongtian Hangxiao Steel Structure Construction Limited* (湖南中天杭蕭鋼構建設有限公司), a company established in the PRC with limited liability on 22 October 2021, and a direct wholly-owned subsidiary of Zhongtian Construction
“Zhongtian Weijing”	Zhuzhou Zhongtian Weijing Business Services (Limited Partnership)* (株洲中天惟精商務服務合夥企業(有限合夥)), a limited partnership established in the PRC on 22 December 2015, which held approximately 3.69% of the share capital in Zhongtian Construction immediately before the Reorganisation, and was held by 38 partners, with Mr. Liu as the general partner holding approximately 13.71% of partnership interest, and 37 limited partners including two individuals who are directors or senior management members of our Group or their associates as to approximately 3.72% in aggregate and 35 individuals who are Independent Third Parties including our employees and ex-employees as to approximately 82.57% in aggregate, for further details, please refer to the section headed “History, Development and Reorganisation — Corporate structure — Corporate structure of our Group immediately prior to the Reorganisation” in this document
“Zhongtian Weiyi”	Zhuzhou Zhongtian Weiyi Business Services (Limited Partnership)* (株洲中天惟一商務服務合夥企業(有限合夥)), a limited partnership established in the PRC on 22 December 2015, which held approximately 3.64% of the share capital of Zhongtian Construction immediately before the Reorganisation, and was held by 37 partners, with Mr. Tan Xuewen (譚學文), an Independent Third Party, as the general partner holding approximately 9.84% of partnership interest, and 36 limited partners including three individuals who are directors or senior management members of our Group or their associates as to approximately 7.54% in aggregate and 33 individuals who are Independent Third Parties including our employees and ex-employees as to approximately 82.62% in aggregate, for further details, please refer to the section headed “History, Development and Reorganisation — Corporate structure — Corporate structure of our Group immediately prior to the Reorganisation” in this document

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“ZHURD”	Bureau of Housing and Urban-Rural Development of Zhuzhou City (株洲市住房和城鄉建設局)
“Zhuzhou”	Zhuzhou City, Hunan Province
“Zhuzhou AMR” or “Zhuzhou AIC”	Zhuzhou Administration for Market and Regulation* (株洲市市場監督管理局), formerly known as Zhuzhou Administration for Industry and Commerce of Hunan Province* (湖南省株洲市工商行政管理局)
“ZT (A)”	ZT (A) Limited, a company incorporated in BVI with limited liability on 23 March 2020, which was held by 79 individuals, being the same group of shareholders of Zhongtian Holdings, proportional to their respective shareholdings (subject to rounding) in Zhongtian Holdings immediately before the Reorganisation, including 12 individuals who are directors or senior management members of our Group or their associates as to approximately 49.04% in aggregate and 67 individuals who are Independent Third Parties including our employees and ex-employees as to approximately 50.96% in aggregate, with each of the Independent Third Parties holding approximately 0.04% to 9.87%, for further details, please refer to the section headed “History, Development and Reorganisation — The individual shareholders of ZT (A), ZT (B), ZT (C), ZT (D), ZT (E), ZT (F), ZT (G), ZT (H), ZT (I), ZT (J), ZT (K), ZT (L) and ZT (M)” in this document

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“ZT (B)”

ZT (B) Limited, a company incorporated in BVI with limited liability on 23 March 2020, which was held by the 38 partners of Zhongtian Weijing proportional to their respective partnership interest (subject to rounding) in Zhongtian Weijing immediately before the Reorganisation, including three individuals who are directors or senior management members of our Group or their associates as to approximately 17.37% in aggregate and 35 individuals who are Independent Third Parties including our employees and ex-employees as to approximately 82.63% in aggregate, with each of the Independent Third Parties holding approximately 0.41% to 6.86%, for further details, please refer to the section headed “History, Development and Reorganisation — The individual shareholders of ZT (A), ZT (B), ZT (C), ZT (D), ZT (E), ZT (F), ZT (G), ZT (H), ZT (I), ZT (J), ZT (K), ZT (L) and ZT (M)” in this document

“ZT (C)”

ZT (C) Limited, a company incorporated in BVI with limited liability on 23 March 2020, which was held by the 37 partners of Zhongtian Weiyi proportional to their respective partnership interest (subject to rounding) in Zhongtian Weiyi immediately before the Reorganisation, including three individuals who are directors or senior management members of our Group or their associates as to approximately 7.55% in aggregate and 34 individuals who are Independent Third Parties including our employees and ex-employees as to approximately 92.45% in aggregate, with each of the Independent Third Parties holding approximately 0.44% to 9.84%, for further details, please refer to the section headed “History, Development and Reorganisation — The individual shareholders of ZT (A), ZT (B), ZT (C), ZT (D), ZT (E), ZT (F), ZT (G), ZT (H), ZT (I), ZT (J), ZT (K), ZT (L) and ZT (M)” in this document

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- “ZT (D)” ZT (D) Limited, a company incorporated in BVI with limited liability on 23 March 2020, which was held by the 39 partners of Zhongtian Gongying proportional to their respective partnership interest (subject to rounding) in Zhongtian Gongying immediately before the Reorganisation, including two individuals who are directors or senior management members of our Group or their associates as to approximately 9.78% in aggregate and 37 individuals who are Independent Third Parties including our employees and ex-employees as to approximately 90.22% in aggregate, with each of the Independent Third Parties holding approximately 0.56% to 11.07%, for further details, please refer to the section headed “History, Development and Reorganisation — The individual shareholders of ZT (A), ZT (B), ZT (C), ZT (D), ZT (E), ZT (F), ZT (G), ZT (H), ZT (I), ZT (J), ZT (K), ZT (L) and ZT (M)” in this document
- “ZT (E)” ZT (E) Limited, a company incorporated in BVI with limited liability on 23 March 2020, which was owned as to approximately 77.93% by Mr. Yang and approximately 22.07% by Ms. Gan Yinghua (甘映華) (spouse of Mr. Yang)
- “ZT (F)” ZT (F) Limited, a company incorporated in BVI with limited liability on 23 March 2020, which was wholly-owned by Mr. Liu
- “ZT (G)” ZT (G) Limited, a company incorporated in BVI with limited liability on 23 March 2020, which was wholly-owned by Mr. Xu Zhongguang (許忠光) (director of Jicai Trading and Hangxiao Materials)
- “ZT (H)” ZT (H) Limited, a company incorporated in BVI with limited liability on 23 March 2020, which was owned as to approximately 94.97% by Mr. Chen and approximately 5.03% by Ms. Yang Zhonghua (楊中華) (spouse of Mr. Chen and sister of Mr. Yang)
- “ZT (I)” ZT (I) Limited, a company incorporated in BVI with limited liability on 23 March 2020, which was wholly-owned by Mr. Shen

DEFINITIONS

“ZT (J)”	ZT (J) Limited, a company incorporated in BVI with limited liability on 23 March 2020, which was wholly-owned by Mr. Chen Peirun (陳培潤) (our senior management member)
“ZT (K)”	ZT (K) Limited, a company incorporated in BVI with limited liability on 23 March 2020, which was wholly-owned by Mr. Min
“ZT (L)”	ZT (L) Limited, a company incorporated in BVI with limited liability on 23 March 2020, which was wholly-owned by Mr. Wu Qian (吳謙) (director of Kaida Apparatus)
“ZT (M)”	ZT (M) Limited, a company incorporated in BVI with limited liability on 23 March 2020, which was held by 25 Independent Third Parties including our employees and ex-employees, with each of the Independent Third Parties holding approximately 0.04% to 20.42%, for further details, please refer to the section headed “History, Development and Reorganisation — The individual shareholders of ZT (A), ZT (B), ZT (C), ZT (D), ZT (E), ZT (F), ZT (G), ZT (H), ZT (I), ZT (J), ZT (K), ZT (L) and ZT (M)” in this document
“%”	per cent.

In this document, the English names of PRC nationals, entities, departments, facilities, certificates, titles, etc. marked “” are translations of their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese name shall prevail.*

Unless expressly stated or otherwise required by the context, all data contained in this document are as at the Latest Practicable Date.

Unless otherwise specified, all references to any shareholding in our Company in this document assume no exercise of the [REDACTED] and any option which may be granted under the Share Option Scheme.

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.