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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)

**REVISION OF ANNUAL CAPS OF CONTINUING CONNECTED
TRANSACTIONS IN RELATION TO THE CONSTRUCTION
SERVICES FRAMEWORK AGREEMENTS AND
THE PROCUREMENT FRAMEWORK AGREEMENTS**

REVISED ANNUAL CAPS

On 14 October 2026 (after trading hours), Zhongtian Construction entered into (i) the Supplemental Construction Services Framework Agreements with each of Hengji Real Estate, Wuguang Investment and Hangxiao Technology, respectively and (ii) the Supplemental Procurement Framework Agreements with each of Fangge Intelligence and Hangxiao Technology, respectively, to revise the respective proposed annual caps during the term of the Construction Services Framework Agreements and the Procurement Framework Agreements, i.e. from the Effective Date to 31 December 2028.

Save for the revision of the respective proposed annual caps to the Revised Annual Caps, all other terms and conditions under the Construction Services Framework Agreements and the Procurement Framework Agreements remain unchanged.

LISTING RULES IMPLICATIONS

Zhongtian Holdings is a company established in the PRC with limited liability and is an investment holding company. As at the date of this announcement, Zhongtian Holdings is held by 79 individuals including 8 individuals ^(Note 6) who are directors or senior management members of our Group or their associates as to approximately 40.96% in aggregate, and 71 individuals who are Independent Third Parties including our employees and ex-employees as to approximately 59.04% in aggregate. As at the date of this announcement, Mr. Yang was the single largest shareholder holding approximately 25.24% of issued shares in Zhongtian Holdings. The Company voluntarily deemed Zhongtian Holdings and its associates as its connected persons which include Hengji Real Estate, Wuguang Investment, Hangxiao Technology and Fangge Intelligence since the Listing. The Service Transactions under the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the Procurement Transactions under the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) will be carried out on a continuing or recurring basis in the ordinary and usual course of business of the Company and therefore, constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the proposed annual caps (as supplemented and amended by the Revised Annual Caps) for the three years ending 31 December 2028 for the Service Transactions under the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the Procurement Transactions under the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) are expected to exceed 5%, the Service Transactions and the Procurement Transactions are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Given that (i) Mr. Yang holds approximately 5% of the shareholding in Fangge Intelligence, approximately 25.24% of the shareholding in Zhongtian Holdings and approximately 2.29% of the shareholding in the Company; (ii) Mr. Chen holds approximately 2.5% of the shareholding in Fangge Intelligence, approximately 2.93% of the shareholding in Zhongtian Holdings and approximately 0.31% of the shareholding in the Company; (iii) Mr. Liu holds approximately 1% of the shareholding in Fangge Intelligence, approximately 6.16% of the shareholding in Zhongtian Holdings and approximately 0.59% of the shareholding in the Company; and (iv) Mr. Min holds approximately 1.3% of the shareholding in Zhongtian Holdings and approximately 0.14% of the shareholding in the Company as at the date of this announcement, Mr. Yang, Mr. Chen, Mr. Liu and Mr. Min are required to abstain from voting on the resolution at the EGM for approving the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) and the respective proposed annual caps (as supplemented and amended by the Revised Annual Caps). To the best of the Directors' knowledge, information and belief, save as mentioned above, none of the other Shareholders has any material interest in the Service Transactions or the Procurement Transactions and therefore will be required to abstain from voting on the relevant resolution at the EGM.

Mr. Yang, Mr. Chen and Mr. Liu, all being executive Directors, have abstained from voting from the Board resolution approving the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) and the respective proposed annual caps (as supplemented and amended by the Revised Annual Caps) due to their holding of shares in Zhongtian Holdings and Fangge Intelligence. Save as mentioned above, no other Director has a material interest in the Service Transactions and the Procurement Transactions and hence no other Director has abstained from voting on such Board resolution.

The Board has appointed the Independent Board Committee, comprising three independent non-executive Directors, to advise the Independent Shareholders in relation to the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) and the respective proposed annual caps (as supplemented and amended by the Revised Annual Caps). Red Sun Capital Limited has been appointed as the Independent Financial Advisor to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular for the EGM containing, among other things, (i) details of the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) and the respective proposed annual caps (as supplemented and amended by the Revised Annual Caps); (ii) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee on the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) and the respective proposed annual caps (as supplemented and amended by the Revised Annual Caps); and (iii) a letter from the Independent Board Committee containing its recommendation on the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) and the respective proposed annual caps (as supplemented and amended by the Revised Annual Caps), is expected to be despatched to the Shareholders on or before 30 October 2026.

INTRODUCTION

Reference is made to the announcements dated 2 January 2026, 27 January 2026, 13 February 2026, 6 March 2026, 27 March 2026, 17 April 2026, 8 May 2026, 29 May 2026, 26 June 2026, 31 July 2026, 31 August 2026, 30 September 2026 and 14 October 2026 of the Company in relation to, among others, the Construction Services Framework Agreements and the Procurement Framework Agreements and the transactions contemplated thereunder (including the respective proposed annual caps) (the “**Previous Announcements**”). Capitalised terms used herein shall have the same meanings as those defined in the Previous Announcements unless otherwise specified.

On 14 October 2026 (after trading hours), Zhongtian Construction entered into (i) the supplemental construction services framework agreements with each of Hengji Real Estate, Wuguang Investment and Hangxiao Technology, respectively (the “**Supplemental Construction Services Framework Agreements**”) and (ii) the supplemental procurement framework agreements with each of Fangge Intelligence and Hangxiao Technology, respectively (the “**Supplemental Procurement Framework Agreements**”), to revise the respective proposed annual caps during the term of the Construction Services Framework Agreements and the Procurement Framework Agreements, i.e. from the date of which the relevant approval from the Independent Shareholders at the EGM has been obtained (the “**Effective Date**”) to 31 December 2028 (the “**Revised Annual Caps**”).

Save for the revision of the respective proposed annual caps to the Revised Annual Caps, all other terms and conditions under the Construction Services Framework Agreements and the Procurement Framework Agreements remain unchanged.

REVISED ANNUAL CAPS

The tables below sets out the proposed annual caps and the Revised Annual Caps during the term of the Construction Services Framework Agreements:

Proposed annual caps under the announcement dated 2 January 2026

	For the year ending 31 December		
	2026	2027	2028
	(RMB'000)	(RMB'000)	(RMB'000)
Hengji Real Estate	10,000	10,000	10,000
Wuguang Investment	100,000	80,000	80,000
Hangxiao Technology	5,000	5,000	2,000
	<u>115,000</u>	<u>95,000</u>	<u>92,000</u>
Total	<u>115,000</u>	<u>95,000</u>	<u>92,000</u>

Revised Annual Caps

	For the year ending 31 December		
	2026	2027	2028
	(RMB'000)	(RMB'000)	(RMB'000)
Hengji Real Estate	—	12,000	10,000
Wuguang Investment	15,000	90,000	83,000
Hangxiao Technology	250	150	100
	<u>15,250</u>	<u>102,150</u>	<u>93,100</u>
Total	<u>15,250</u>	<u>102,150</u>	<u>93,100</u>

Basis for determination of the Revised Annual Caps

The Revised Annual Caps of the Construction Services Framework Agreements have been determined by making reference to:

- (i) the historical transaction amounts during the term of the Former Construction Services Framework Agreements. As a number of construction projects with Hengji Real Estate and Wuguang Investment were suspended in the years of 2024 and 2025 and in light of the business environment of the real estate industry, it is expected there would be a reduced size of engagement from Hengji Real Estate and Wuguang Investment due to a decrease in new investment in construction projects. As of the date of this announcement, the only remaining construction project in progress under the Former Construction Services Framework Agreements was zone 2 of the first phase of Zhongtian Lutai* (中天·麓台) project by Wuguang Investment (the “**ZL Zone 2 Phase I Project**”). The Group is the general contractor of the ZL Zone 2 Phase I Project. The remaining contract amount of ZL Zone 2 Phase I Project is approximately RMB183 million (the remaining project work is expected to complete by mid-2029), and the total contract sum is approximately RMB1.005 billion, which has been determined based on the contract price of Zone 1 of the first phase of the project, market price fluctuations in recent years as well as the project prices of comparable projects in the market. Approximately 45% of the construction works under ZL Zone 2 Phase I Project has completed and the remaining work is expected to complete by mid-2029^(note 1);
- (ii) In particular
 - (a) the proposed annual caps (as supplemented and amended by the Revised Annual Caps) in respect of Hengji Real Estate is determined with reference to (i) a number of construction projects with Hengji Real Estate were suspended in the years of 2024 and 2025 and the business environment of the real estate industry, and (ii) the contract expected to be signed in October 2026 for the upcoming Lusongbao (蘆淞堡) project (which is expected to commence by end of October 2026 and complete by June 2029) with an estimated contract amount of approximately RMB30,000,000;

Note 1: While the relevant project contracts in relation to ZL Zone 2 Phase I Project and the second phase have been or will be entered into during the term of the Construction Services Framework Agreements, certain works under ZL Zone 2 Phase I Project and the second phase are expected to be performed after 31 December 2028 based on the current project implementation timetable. Accordingly, the relevant transaction amounts are expected to be recognised after 31 December 2028. Since the Construction Services Framework Agreements only covers transactions conducted up to 31 December 2028, if the Group continues to conduct such transactions after 31 December 2028, the Company will enter into a new framework agreement and/or such other agreement(s) as may be necessary to govern the relevant transactions. The Company will comply with all applicable requirements under Chapter 14A of the Listing Rules, prior to entering into or continuing any continuing connected transaction beyond 31 December 2028.

- (b) the proposed annual caps (as supplemented and amended by the Revised Annual Caps) in respect of Wuguang Investment is determined based on the service value of approximately RMB243 million under the contract for the ZL Zone 2 Phase I Project and its second phase^(Note 2) (which is expected to commence in November 2026 and complete by mid-2029^(Note 1)) to be provided to Wuguang Investment in the next three financial years, with reference to the project progress schedule. The service value of approximately RMB243 million was determined with reference to the remaining bill of quantities of the relevant projects and the applicable budget quotas for the relevant works, taking into account prevailing market prices. As the relevant projects are expected to be completed by mid-2029, the service value will be recognised progressively in accordance with the expected construction progress. For each of the three years ending 31 December 2026, 2027 and 2028, the aggregate transaction amounts are expected to be approximately RMB15 million, RMB90 million and RMB83 million, respectively. Such amounts comprise approximately RMB15 million, RMB75 million and RMB55 million in respect of the ZL Zone 2 Phase I Project, and approximately RMB nil, RMB15 million and RMB28 million in respect of the second phase. The balance of the remaining contract amount is expected to be recognised after 31 December 2028 in accordance with the project implementation timetable; and
- (c) the proposed annual caps (as supplemented and amended by the Revised Annual Caps) in respect of Hangxiao Technology is determined with reference to (i) the historical revenue generated from the provision of routine maintenance and repair services for Hangxiao R&D Building (杭蕭科研樓) project in an aggregate amount of approximately RMB1,211,000 for the three years ended 31 December 2025, and (ii) the estimated value of the remaining maintenance and repair services to be provided by the Group for Hangxiao R&D Building of

Note 2: The second phase of the ZL Zone 2 Phase I Project principally comprises the general building construction works and renovation and decoration works for multiple buildings. The total contract sum is expected to be approximately RMB60 million. Pursuant to the proposed payment arrangement, 80% of the value of completed works will be paid on a monthly basis based on construction progress and around 97% of the total contract sum will be paid upon completion of the project, with the remaining balance to be settled after the two-year warranty period expires. Based on the current construction schedule, the cumulative stage of completion of the second phase of the ZL Zone 2 Phase I Project is expected to be approximately 0%, 25% and 72% of the total works as at 31 December 2026, 31 December 2027 and 31 December 2028 respectively.

approximately RMB500,000 for the three years ending 31 December 2028. While the construction work of Hangxiao R&D Building has completed, the estimated transaction amounts for the routine maintenance and repair services^(Note 3) are approximately RMB250,000, RMB150,000 and RMB100,000 for the years ending 31 December 2026, 2027 and 2028, respectively.

- (iii) the expected costs, including material costs and labour costs;
- (iv) the relevant authorities' pricing guidelines; and
- (v) a general buffer rate in the range of 3% to 5% which has made reference to comparable projects in the industry, to cater for any unexpected price adjustments and variation orders for the construction works.

After taking into account the abovementioned factors, and based on the certainty of the amount for the construction service the Company is delivering currently, as well as for the projects it is scheduled to undertake, the Board considers the proposed annual caps (as supplemented and amended by the Revised Annual Caps) of the Construction Services Framework Agreements are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

REASONS FOR REVISION OF THE PROPOSED ANNUAL CAPS

The Board proposed to revise the proposed annual caps of the Construction Services Framework Agreements after taking into account the following factors:

- (i) Given that the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the proposed annual caps (as supplemented and amended by the Revised Annual Caps) remain subject to the approval of the Independent Shareholders at the EGM, and save for transactions falling within the de minimis threshold under Chapter 14A of the Listing Rules, the Company is unable to carry out such continuing connected transactions prior to obtaining such approval. Accordingly, the Company has adopted a prudent approach in negotiating, pursuing and committing to new projects which may involve transactions under the Construction Services Framework Agreements;

Note 3: Although the construction works of Hangxiao R&D Building have been completed, the Group continues to provide routine maintenance and repair services for the building, including the maintenance of fire protection and intelligent building systems, repairs for water seepage affecting roofing and external wall works, periodic elevator maintenance and landscape maintenance services. The Company considers that such services are ancillary to the general building construction services and renovation and decoration building services under the Construction Services Framework Agreements, as they involve the upkeep, repair and maintenance of building works and facilities previously constructed by the Group.

- (ii) In light of the foregoing, certain projects and business opportunities contemplated by the Company have not progressed as originally anticipated, and certain projects currently on hand remain substantially on hold pending the said approval of the Independent Shareholders. As a result, the relevant transaction amounts are no longer expected to be recognised during the year ending 31 December 2026 to the extent as originally anticipated;
- (iii) As of the date of this announcement, there are only approximately 2.5 months remaining in the year of 2026 during which the proposed annual caps for 2026 may be utilized. However, the original proposed annual caps were determined with reference to a full-year operational period;
- (iv) The Revised Annual Caps more accurately reflect the Company's latest assessment of its existing projects, secured business opportunities and anticipated business needs for the period up to 31 December 2028; and
- (v) The prevailing market conditions and business environment in the real estate industry.

Having considered the factors as set out above, in particular, the terms will be determined on arm's length negotiations and are no less favourable to the Group, with an internal control measures already in place to govern the continuing connected transactions under the Construction Services Framework Agreements, the Directors (other than the independent non-executive Directors who will provide their views after considering the opinion of the Independent Financial Adviser) are of the view that the terms of the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the proposed annual caps (as supplemented and amended by the Revised Annual Caps) are fair and reasonable, and are on normal commercial terms, in the ordinary and usual course of business of the Company and in the interests of the Company and its Shareholders as a whole.

The tables below sets out the proposed annual caps and the Revised Annual Caps during the term of the Procurement Framework Agreements:

Proposed annual caps under the announcement dated 2 January 2026

	For the year ending 31 December		
	2026 (RMB'000)	2027 (RMB'000)	2028 (RMB'000)
Fangge Intelligence	3,000	2,000	3,000
Hangxiao Technology	<u>30,000</u>	<u>20,000</u>	<u>10,000</u>
Total	<u><u>33,000</u></u>	<u><u>22,000</u></u>	<u><u>13,000</u></u>

Revised Annual Caps

	For the year ending 31 December		
	2026	2027	2028
	(RMB'000)	(RMB'000)	(RMB'000)
Fangge Intelligence	—	4,000	4,000
Hangxiao Technology	13,200	21,600	9,800
	<u>13,200</u>	<u>21,600</u>	<u>9,800</u>
Total	<u>13,200</u>	<u>25,600</u>	<u>13,800</u>

Basis for determination of the Revised Annual Caps

The Revised Annual Caps of the Procurement Framework Agreements have been determined by making reference to:

- (i) the historical transaction amounts during the term of the Former Procurement Framework Agreements;
- (ii) (a) the existing two contracts^(Note 4) for the ZL Zone 2 Phase I Project (which are expected to complete by 2029) entered into with Fangge Intelligence and Hangxiao Technology, respectively, as at 31 December 2025, (b) the remaining contract value for raw materials to be provided or services to be rendered by Fangge Intelligence and Hangxiao Technology in an amount of approximately RMB10 million and RMB24 million, respectively, under such contracts as at 31 December 2025, and (c) the expected procurement for the existing two contracts for ZL Zone 2 Phase I Project from Fangge Intelligence in the amounts of RMBnil, RMB4 million, RMB4 million and RMB2 million, and from Hangxiao Technology in the amounts of RMB5 million, RMB10 million, RMB5.5 million and RMB3.5 million, for the years ending 31 December 2026, 2027, 2028 and 2029, respectively. The contract amount will be paid by installment in accordance with completion status of the projects, approximately 80% of completed work of the month. All outstanding amount will be settled within three months upon project completion;

Note 4: Under the existing contract entered into with Fangge Intelligence, Fangge Intelligence shall provide installation and commissioning services for weak-current and intelligent building systems in relation to the ZL Zone 2 Phase I Project. The total contract sum was approximately RMB10.48 million. Pursuant to the terms of the contract, the contract sum is payable by instalments based on the progress and completion of the relevant works. Under the existing contract entered into with Hangxiao Technology, Hangxiao Technology shall supply steel structure semi-finished products and related ancillary services in relation to the ZL Zone 2 Phase I Project. The total contract sum was approximately RMB145 million. Pursuant to the terms of the contract, the contract sum is payable by instalments based on the progress and completion of the relevant works. Both of the above existing contracts do not cover the second phase of the ZL Zone 2 Phase I Project.

- (iii) the expected procurement demand of upcoming projects that would require raw materials or services from Fangge Intelligence and Hangxiao Technology;
- (iv) the expected procurement demand for potential projects that the Group may engage Fangge Intelligence or Hangxiao Technology, taking into account the business plan of Fangge Intelligence and Hangxiao Technology and the estimated need of such services in our construction projects;
- (v) market information such as increase in costs or growth in the market; and
- (vi) a general buffer rate in the range of 3% to 5% which has made reference to comparable projects in the industry, to cater for any unexpected increase in demand for Procurement Transactions.

After taking into account (i) the abovementioned factors, (ii) the remaining contract price under implementation, (iii) two newly signed procurement service contracts with Hangxiao Technology in 2026, and (iv) two procurement service contracts expected to be signed between Zhongtian Construction and Hangxiao Technology in mid-October 2026 and in November 2026, respectively, the Board considers the proposed annual caps (as supplemented and amended by the Revised Annual Caps) of the Procurement Framework Agreements are fair and reasonable and in the interests of the Company and the Shareholders as a whole. The two newly signed procurement service contracts with Hangxiao Technology in 2026 include (i) the contract in a value of approximately RMB4.5 million in relation to processing and manufacturing of steel components for the exhibition facilities project (Phase 1) for the Danxia Langshan Natural Heritage Site Protection (丹霞崑山自然遺產地); and (ii) the contract in a value of approximately RMB1.2 million in relation to the photovoltaic module high-transmittance substrate material project^(Note 5) for the Ziwu Industrial Park (資五產業園) in Zixing City, Chenzhou, Hunan Province. Both contracts are expected to complete by 2026. The two procurement service contracts expected to be signed between Zhongtian Construction and Hangxiao Technology include (i) the procurement service contract of approximately RMB6 million in relation to Shaoyang Economic Development Zone Cold Chain Logistics Infrastructure Construction Project (邵陽經開區冷鏈物流基礎建設項目)^(Note 5); and (ii) the procurement service contract of approximately RMB11 million in relation to Land Consolidation Project in Zhongfang Town and Tongmu Town, Zhongfang County (中方縣中方鎮和桐木鎮全區土地綜合整治項目)^(Note 5). Both contracts to be signed with Hangxiao Technology are expected to complete by 2028. In respect of Shaoyang Economic Development

Note 5: The photovoltaic module high-transmittance substrate material project, the Shaoyang Economic Development Zone Cold Chain Logistics Infrastructure Construction Project (邵陽經開區冷鏈物流基礎建設項目) and the Land Consolidation Project in Zhongfang Town and Tongmu Town, Zhongfang County (中方縣中方鎮和桐木鎮全區土地綜合整治項目) involve the use of prefabricated steel structure products and related processing services as part of the construction works. Accordingly, Hangxiao Technology is expected to supply such products and services for the said projects. As such, the procurement for such products and services falls within the scope of the Procurement Framework Agreements.

Zone Cold Chain Logistics Infrastructure Construction Project (邵陽經開區冷鏈物流基礎建設項目), the expected procurement amounts for the years ending 31 December 2026, 2027 and 2028 are approximately RMB1 million, RMB4 million and RMB1 million, respectively. In respect of Land Consolidation Project in Zhongfang Town and Tongmu Town, Zhongfang County (中方縣中方鎮和桐木鎮全區土地綜合整治項目), the expected procurement amounts for the years ending 31 December 2026, 2027 and 2028 are approximately RMB1 million, RMB7 million and RMB3 million, respectively.

REASONS FOR REVISION OF THE PROPOSED ANNUAL CAPS

The Board proposed to revise the proposed annual caps of the Procurement Framework Agreements after taking into account the following factors:

- (i) Given that the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) and the proposed annual caps (as supplemented and amended by the Revised Annual Caps) remain subject to the approval of the Independent Shareholders at the EGM, and save for transactions falling within the de minimis threshold under Chapter 14A of the Listing Rules, the Company is unable to carry out such continuing connected transactions prior to obtaining such approval. Accordingly, the Company has adopted a prudent approach in negotiating, pursuing and committing to new projects which may involve transactions under the Procurement Framework Agreements;
- (ii) In light of the foregoing, certain projects and business opportunities contemplated by the Company have not progressed as originally anticipated, and certain projects currently on hand remain substantially on hold pending the said approval of the Independent Shareholders. As a result, the relevant transaction amounts are no longer expected to be recognised during the year ending 31 December 2026 to the extent as originally anticipated;
- (iii) As of the date of this announcement, there are only approximately 2.5 months remaining in the year of 2026 during which the proposed annual caps for 2026 may be utilized. However, the original proposed annual caps were determined with reference to a full-year operational period;
- (iv) The Revised Annual Caps more accurately reflect the Company's latest assessment of its existing projects, secured business opportunities and anticipated business needs for the period up to 31 December 2028; and
- (v) The prevailing market conditions and business environment in the real estate industry.

Having considered the factors as set out above, in particular, the terms will be determined on arm's length negotiations and are no less favourable to the Group, with an internal control measures already in place to govern the continuing connected transactions under the Procurement Framework Agreements, the Directors (other than the independent non-executive Directors who will provide their views after considering the opinion of the Independent Financial Adviser) are of the view that the terms of the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) and the proposed annual caps (as supplemented and amended by the Revised Annual Caps) are fair and reasonable, and are on normal commercial terms, in the ordinary and usual course of business of the Company and in the interests of the Company and its Shareholders as a whole.

INFORMATION ON THE PARTIES

The Company

The Company is a company incorporated in the Cayman Islands as an exempted company with limited liability, and is an investment holding company.

Zhongtian Construction

Zhongtian Construction is a company limited by shares established in the PRC, and an indirect non-wholly owned subsidiary of the Company. It engages in construction contracting business.

Zhongtian Holdings

Zhongtian Holdings is a company established in the PRC with limited liability and is an investment holding company, which is a deemed connected person of the Company.

Hengji Real Estate

Hengji Real Estate is a company established in the PRC with limited liability and principally engages in property development, which was owned by Zhongtian Holdings, Ms. Gan Yinghua (甘映華) (spouse of Mr. Yang), Ms. Yang Zhonghua (楊中華) (spouse of Mr. Chen and sister of Mr. Yang) and independent third parties as to approximately 85.82%, 2.80%, 0.34% and 11.04%, respectively.

Wuguang Investment

Wuguang Investment is a company established in the PRC with limited liability and principally engages in property development, which was wholly-owned by Hengji Real Estate.

Hangxiao Technology

Hangxiao Technology is a company limited by shares established in the PRC and principally engages in the design and manufacture of steel structure, which was owned by Zhongtian Holdings as to 68.29% and independent third parties as to 31.73%, respectively.

Fangge Intelligence

Fangge Intelligence is a company limited by shares established in the PRC and principally engages in the provision of ancillary building services and computer software, which was owned by Zhongtian Holdings, Mr. Yang, Ms. Gan Yinghua (甘映華) (spouse of Mr. Yang), Mr. Chen, Mr. Liu and independent third parties as to 70%, 5%, 2.5%, 2.5%, 1% and 19%, respectively.

LISTING RULES IMPLICATIONS

Zhongtian Holdings is a company established in the PRC with limited liability and is an investment holding company. As at the date of this announcement, Zhongtian Holdings is held by 79 individuals including 8 individuals^(Note 6) who are directors or senior management members of our Group or their associates as to approximately 40.96% in aggregate, and 71 individuals who are Independent Third Parties including our employees and ex-employees as to approximately 59.04% in aggregate. As at the date of this announcement, Mr. Yang was the single largest shareholder holding approximately 25.24% of issued shares in Zhongtian Holdings. The Company voluntarily deemed Zhongtian Holdings and its associates as its connected persons which include Hengji Real Estate, Wuguang Investment, Hangxiao Technology and Fangge Intelligence since the Listing. The Service Transactions under the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the Procurement Transactions under the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) will be carried out on a continuing or recurring basis in the ordinary and usual course of business of the Company and therefore, constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the proposed annual caps (as supplemented and amended by the Revised Annual Caps) for the three years ending 31 December 2028 for the Service Transactions under the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the Procurement Transactions under the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) are expected to exceed 5%, the Service Transactions and the Procurement Transactions are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Given that (i) Mr. Yang holds approximately 5% of the shareholding in Fangge Intelligence, approximately 25.24%

of the shareholding in Zhongtian Holdings and approximately 2.29% of the shareholding in the Company; (ii) Mr. Chen holds approximately 2.5% of the shareholding in Fangge Intelligence, approximately 2.93% of the shareholding in Zhongtian Holdings and approximately 0.31% of the shareholding in the Company; (iii) Mr. Liu holds approximately 1% of the shareholding in Fangge Intelligence, approximately 6.16% of the shareholding in Zhongtian Holdings and approximately 0.59% of the shareholding in the Company; and (iv) Mr. Min holds approximately 1.3% of the shareholding in Zhongtian Holdings and approximately 0.14% of the shareholding in the Company as at the date of this announcement, Mr. Yang, Mr. Chen, Mr. Liu and Mr. Min are required to abstain from voting on the resolution at the EGM for approving the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) and the respective proposed annual caps (as supplemented and amended by the Revised Annual Caps). To the best of the Directors' knowledge, information and belief, save as mentioned above, none of the other Shareholders has any material interest in the Service Transactions or the Procurement Transactions and therefore will be required to abstain from voting on the relevant resolution at the EGM.

Mr. Yang, Mr. Chen and Mr. Liu, all being executive Directors, have abstained from voting from the Board resolution approving the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) and the respective proposed annual caps (as supplemented and amended by the Revised Annual Caps) due to their holding of shares in Zhongtian Holdings and Fangge Intelligence. Save as mentioned above, no other Director has a material interest in the Service Transactions and the Procurement Transactions and hence no other Director has abstained from voting on such Board resolution.

FORMATION OF INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Board has appointed the Independent Board Committee, comprising three independent non-executive Directors, to advise the Independent Shareholders in relation to the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) and the respective proposed annual caps (as supplemented and amended by the Revised Annual Caps). Red Sun Capital Limited has been appointed as the Independent Financial Advisor to advise the Independent Board Committee and the Independent Shareholders in this regard.

EGM CIRCULAR

A circular for the EGM containing, among other things, (i) details of the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) and the respective proposed annual caps (as supplemented and amended by the Revised Annual Caps); (ii) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee on the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) and the respective proposed annual caps (as supplemented and amended by the Revised Annual Caps); and (iii) a letter from the Independent Board Committee containing its recommendation on the Construction Services Framework Agreements (as amended by the Supplemental Construction Services Framework Agreements) and the Procurement Framework Agreements (as amended by the Supplemental Procurement Framework Agreements) and the respective proposed annual caps (as supplemented and amended by the Revised Annual Caps), is expected to be despatched to the Shareholders on or before 30 October 2026.

DEFINITIONS

Unless the context otherwise requires, capitalized terms used in this announcement shall have the following meanings:

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|------------|---|
| “Mr. Chen” | Mr. Chen Weiwu (陳衛武), an executive Director of the Company, holds approximately 2.5% of the shareholding in Fangge Intelligence, approximately 2.93% of the shareholding in Zhongtian Holdings and approximately 0.31% of the shareholding in the Company |
| “Mr. Liu” | Mr. Liu Xiaohong (劉小紅), an executive Director of the Company, holds approximately 1% of the shareholding in Fangge Intelligence, approximately 6.16% of the shareholding in Zhongtian Holdings and approximately 0.59% of the shareholding in the Company |
| “Mr. Min” | Mr. Min Shixiong (閔世雄), an executive Director of the Company, holds approximately 1.3% of the shareholding in Zhongtian Holdings and approximately 0.14% of the shareholding in the Company |

“Mr. Yang”

Mr. Yang Zhongjie (楊中杰), the chairman of the Board and an executive Director of the Company, holds approximately 5% of the shareholding in Fangge Intelligence, approximately 25.24% of the shareholding in Zhongtian Holdings and approximately 2.29% of the shareholding in the Company

Note 6: Being Mr. Yang as to approximately 25.24%, Mr. Liu as to approximately 6.16%, Ms. Gan Yinghua (甘映華), spouse of Mr. Yang, as to approximately 3.88%, Mr. Chen as to approximately 2.93%, Mr. Min, an executive Director, as to approximately 1.30%, Mr. Zhouyang (周向陽), a director of Kaida Apparatus and Zhongtian Building (“Kaida Apparatus”), as to approximately 0.75%, Ms. Yang Bingquan (楊冰泉), spouse of Mr. Min, as to approximately 0.37% and Mr. Yang Yong (楊勇), a director of Kaida Apparatus, as to approximately 0.33%. The aforesaid individuals are not parties acting in concert with each other in Zhongtian Holdings.

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

Hong Kong, 14 October 2026

As at the date of this announcement, the Board comprises Mr. Yang Zhongjie as Chairman of the Board and executive Director; Mr. Liu Xiaohong, Mr. Chen Weiwu and Mr. Min Shixiong as executive Directors; and Dr. Liu Jianlong, Ms. Deng Jianhua and Mr. Lau Kwok Fai Patrick as independent non-executive Directors.