
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

GT STEEL CONSTRUCTION GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8402)

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at No. 64 Woodlands Industrial Park E9, Singapore 757833 on Tuesday, 13 July 2021 at 3:00 p.m. is set out on pages 5 and 6 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the extraordinary general meeting, i.e. no later than Sunday, 11 July 2021 at 3:00 p.m. (Hong Kong Time) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

This circular will remain on The Stock Exchange of Hong Kong Limited’s website at www.hkexnews.hk and on the “Latest Listed Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting. This circular will also be published on the Company’s website at www.gt-steel.com.sg.

25 June 2021

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.

CONTENTS

	<i>Page</i>
Characteristics of GEM	i
Definitions	1
Letter from the Board	2–4
Notice of EGM	5–6

DEFINITIONS

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

“AGM”	the annual general meeting of the Company convened and held on Tuesday, 22 June 2021 at 3:00 p.m.
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors from time to time
“Company”	GT Steel Construction Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Deloitte”	Deloitte & Touche LLP, being the existing auditor of the Company
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held on Tuesday, 13 July 2021 at 3:00 p.m. to consider and, if thought fit, to approve the Proposed Appointment
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Proposed Appointment”	the proposed appointment of Yongtuo Fuson as the new auditor of the Company
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Yongtuo Fuson”	Yongtuo Fuson CPA Limited, being the proposed new auditor of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD

GT STEEL CONSTRUCTION GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8402)

Executive Directors:

Mr. Ong Cheng Yew
Ms. Koh Siew Khing

Non-executive Director:

Ms. Chen Xiaoyu

Independent non-executive Directors:

Mr. Tam Wai Tak Victor
Ms. Chooi Pey Nee
Mr. Tan Yeok Lim (Chen Yulin)

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

25 June 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolution to be proposed at the EGM for the proposed appointment of Yongtuo Fuson as the auditor of the Company and the notice of the EGM.

CHANGE OF AUDITOR

References are made to the announcement of the Company dated 15 June 2021 in relation to the proposed change of auditor of the Company and the announcement of the Company dated 22 June 2021 in relation to, among others, the retirement of auditor of the Company.

Deloitte has not sought for re-appointment as the auditor of the Company at the AGM as the Company and Deloitte did not reach a consensus on the audit fee for the year ending 31 December 2021. Accordingly, Deloitte has retired as the auditor of the Company upon expiration of their current term of office at the conclusion of the AGM.

LETTER FROM THE BOARD

Deloitte has confirmed that there are no matters in connection with its retirement that need to be brought to the attention of the Shareholders. The Board and the Audit Committee have also confirmed that there are no matters or circumstances in connection with the proposed change of the auditor of the Company that need to be brought to the attention of the Shareholders.

With the recommendation from the Audit Committee, the Board proposes to appoint Yongtuo Fuson as the auditor of the Company to fill the vacancy following the retirement of Deloitte. Pursuant to the articles of association of the Company, the Proposed Appointment will be subject to the approval by the Shareholders by an ordinary resolution at the EGM.

Accordingly, the Board proposed to seek the approval of the Shareholders by way of an ordinary resolution at the EGM for the Proposed Appointment. The Proposed Appointment shall come into effect upon the passing of such ordinary resolution by the Shareholders at the EGM.

EGM

A notice convening the EGM to be held at No. 64 Woodlands Industrial Park E9, Singapore 757833 on Tuesday, 13 July 2021 at 3:00 p.m. is set out on pages 5 and 6 of this circular. An ordinary resolution will be proposed at the EGM to approve the Proposed Appointment.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM, i.e. no later than Sunday, 11 July 2021 at 3:00 p.m. (Hong Kong Time) 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.

The resolution proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the results of the EGM.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider the Proposed Appointment is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
For and on behalf of the Board of
GT Steel Construction Group Limited
Ong Cheng Yew
Chairman and Executive Director

NOTICE OF EGM

GT STEEL CONSTRUCTION GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8402)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of GT Steel Construction Group Limited (the “Company”) will be held at No. 64 Woodlands Industrial Park E9, Singapore 757833 on Tuesday, 13 July 2021 at 3:00 p.m., for the purposes of considering and, if thought fit, passing the following resolution with or without amendments as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** Yongtuo Fuson CPA Limited be and is hereby appointed as the auditor of the Company to fill the vacancy arising from the retirement of Deloitte & Touche LLP and to hold office until the conclusion of the next annual general meeting of the Company and the board of directors of the Company be and is hereby authorised to fix their remuneration.”

By Order of the Board
GT Steel Construction Group Limited
Ong Cheng Yew
Chairman and Executive Director

Singapore, 25 June 2021

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

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or, if the member holds two or more shares, to appoint more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his 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.
2. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the form of proxy in accordance with the instructions printed thereon.

NOTICE OF EGM

3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar in Hong Kong, 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 i.e. no later than Sunday, 11 July 2021 at 3:00 p.m. (Hong Kong Time) or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish.

4. In order to be eligible for attending and voting at the EGM, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with 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, for registration no later than 4:00 p.m. on Wednesday, 7 July 2021.