
INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus, for which our Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information with regard to us. Our Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this prospectus 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 in this prospectus misleading.

INFORMATION AND REPRESENTATION

We have not authorised anyone to provide any information or to make any representation not contained in this prospectus. You should not rely on any information or representation not contained in this prospectus as having been authorised by us, the Joint Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries, the Sole Sponsor, the Underwriters or any of our or their respective directors, officers or representatives or any other person involved in the Global Offering. No representation is made that there has been no change or development reasonably likely to involve a change in our affairs since the date of this prospectus or imply that the information contained in this prospectus is correct as at any date subsequent to the date of this prospectus.

PROFESSIONAL TAX ADVICE RECOMMENDED

Potential investors in the Global Offering are recommended to consult their professional advisers if they are in any doubt as to the taxation implications in relation to subscribing for, purchasing, holding or disposal of, and dealing in our Shares (or exercising rights attached to them). It is emphasised that none of us, the Joint Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries, the Sole Sponsor, any of the Underwriters, any of their respective directors, agents, advisers, employees, personnel or any other persons or parties involved in the Global Offering accepts responsibility for any tax affairs or liabilities of any person resulting from the subscription, purchase, holding or disposal of, dealing in our Shares, or the exercise of any rights attached to our Shares.

Issuer

Zhongtian Construction (Hunan) Group Limited (中天建設
（湖南）集團有限公司)

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The Global Offering	<p>The Global Offering of initially 120,000,000 Shares comprising (i) 12,000,000 new Shares for subscription by the public in Hong Kong and (ii) initially 108,000,000 new Shares for subscription under International Placing (subject to reallocation and the Over-allotment Option).</p> <p>If the Over-allotment Option is exercised, our Company will be issuing up to 18,000,000 additional new Shares.</p>
Offer price range	Not more than HK\$1.28 and not less than HK\$1.08 per Share
Share borrowing arrangements in connection with settlement	The Stabilising Manager or any person acting for it may borrow from ZT (A) up to 18,000,000 Shares (assuming the Over-allotment Option is exercised in full).
Over-allotment Option	Up to 18,000,000 additional new Shares to be issued by our Company.
Procedure for application for Hong Kong Public Offer Shares	Please refer to “How to Apply for the Hong Kong Public Offer Shares” in this prospectus.
Conditions of the Hong Kong Public Offering	Details of the conditions of the Hong Kong Public Offering are set out in “Structure and Conditions of the Global Offering — Conditions of the Global Offering” in this prospectus.
Lock-up undertakings by our Company and the Controlling Shareholder	See “Underwriting — Underwriting Arrangements and Expenses — Undertakings to the Stock Exchange pursuant to the Listing Rules” and “Underwriting — Underwriting Arrangements and Expenses — Undertakings Pursuant to the Hong Kong Underwriting Agreement” in this prospectus.
Share registrar	Our principal register of members will be maintained by our Company’s principal share registrar, Appleby Global Services (Cayman) Limited in the Cayman Islands and our Hong Kong branch register of members will be maintained by our Hong Kong Share Registrar, Boardroom Share Registrars (HK) Limited in Hong Kong.

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Stamp duty

Dealings in the Shares registered on our Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty. The current ad valorem rate of Hong Kong stamp duty is 0.13% on the higher of the consideration for or the market value of the Shares and it is charged on the purchaser on every purchase and on the seller on every sale of the Shares. In other words, a total stamp duty of 0.26% is currently payable on a typical sale and purchase transaction involving the Shares.

Transfers of the Shares registered on our principal register of members in the Cayman Islands will not be subject to Cayman Islands stamp duty unless our Company holds an interest in land in the Cayman Islands.

Application for Listing

Application has been made to the Listing Committee for the granting of the listing of, and permission to deal in, our Shares in issue and to be issued pursuant to the Global Offering (including any Share which may be issued pursuant to the exercise of the Over-allotment Option), the Capitalisation Issue and any Share which fall to be issued pursuant to the exercise of any option which may be granted under the Share Option Scheme. No part of the Share or the loan capital of our Company is listed on or dealt in on any other stock exchange and no such listing or permission to list is being or proposed to be sought in the near future.

Restrictions on offer of Offer Shares

No action has been taken to permit a public offering of the Offer Shares in any jurisdiction other than Hong Kong, or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstance in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation.

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Eligibility for admission into
CCASS

Subject to the granting of the listing of, and permission to deal in, our Shares on the Stock Exchange and compliance of the stock admission requirements of HKSCC, our Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second settlement day after any trading day. You should seek the advice of your stockbroker or other professional adviser for details of those settlement arrangements as such arrangements will affect your rights and interests.

All necessary arrangements have been made for the Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Language

If there is any inconsistency between this prospectus and the Chinese translation of this prospectus, this prospectus shall prevail. Translated English names of Chinese laws and regulations, government authorities, institutions, natural persons or other entities included in this prospectus and for which no official English translation exists are unofficial translations for your reference only.

Rounding of figures

In this prospectus, where information is presented in hundreds, thousands, ten thousands, millions, hundred millions or billions, certain amounts of less than one hundred, one thousand, ten thousand, one million, a hundred million or a billion, as the case may be, have been rounded to the nearest hundred, thousand, ten thousand, million, hundred million or billion, respectively. Unless otherwise stated, all the numerical figures are rounded to one decimal place and figures in this prospectus are in approximate figures. Any discrepancies in any table or chart between totals and sums of amounts listed therein are due to rounding.

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Exchange rate

For the purpose of illustration only and unless otherwise specified in this prospectus, the following exchange rates is adopted:

$$\text{RMB1.00} = \text{HK\$1.0967}$$

No representation is made that the relevant amounts in any particular could have been, or could be, converted into such other currencies or vice versa at such rates or at any other rate on such date or on any other date.

Commencement of dealing
in the Shares

Dealings in our Shares on the Main Board are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 30 March 2023. Shares will be traded in board lots of 2,000 Shares each.