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## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of CST Group Limited (the “**Company**”) will be held at Dynasty I, 7/F., The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 28 March 2018 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

Unless otherwise indicated, capitalized terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 8 March 2018 (the “**Circular**”).

### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the entering into of the Asset Purchase Agreement, the Restructuring Implementation Agreement and the Transaction, details of which are more particularly described in the Circular, be and is hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and is hereby authorized to, for and on behalf of the Company, approve, execute and deliver from time to time all such documents, instruments, agreements and deeds and to do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary, expedient or desirable for the purpose of and in connection with the implementation of the Asset Purchase Agreement, the Restructuring Implementation Agreement and the Transaction, and to make and agree to such variations to the Asset Purchase Agreement, the Restructuring Implementation Agreement or documents contemplated thereunder or in connection therewith as he/she may in his/her absolute discretion consider necessary, expedient or desirable.”

By order of the Board  
**CST Group Limited**  
**Chiu Tao**  
*Executive Director and Chairman*

Hong Kong, 8 March 2018

*Notes:*

1. Resolutions at the Meeting will be taken by poll pursuant to the Company's articles of association and the Listing Rules and the results of the poll will be published on the websites of the Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. The register of members of the Company will be closed from Thursday, 22 March 2018 to Wednesday, 28 March 2018, both days inclusive, during which period no transfer of shares will be effected, to determine shareholders' entitlement to attend and vote at the Meeting.
3. In order to be entitled to attend and vote at the Meeting (or at any adjournment thereof), all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong (the "Share Registrar") (Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong) for registration no later than 4:30 p.m. on Wednesday, 21 March 2018.
4. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Share Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on behalf of him/her. A proxy needs not be a member of the Company.
6. Unless otherwise announced by the Company, the Meeting will be held as scheduled even when Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force on the date of the Meeting. Shareholders of the Company should decide on their own whether they would attend the Meeting under bad weather conditions bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

*As at the date of this announcement, the Board comprises (i) Mr. Chiu Tao (Chairman), Mr. Hui Richard Rui, Mr. Lee Ming Tung, Mr. Kwan Kam Hung, Jimmy, Mr. Yeung Kwok Yu, Mr. Tsui Ching Hung, Mr. Chen Weixing and Mr. Wah Wang Kei, Jackie as executive directors of the Company; and (ii) Mr. Yu Pan, Ms. Tong So Yuet, Ms. Ma Yin Fan and Mr. Leung Hoi Ying as independent non-executive directors of the Company.*