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DISCLOSEABLE TRANSACTION DISPOSAL OF LISTED SECURITIES

THE DISPOSAL

On 19 March 2021, the Vendor disposed an aggregate of 1,444,000 CNOOC Shares on the open market at an aggregate consideration of approximately HK\$12.13 million (exclusive of transaction costs) at average price of approximately HK\$8.40 per CNOOC Share.

LISTING RULES IMPLICATION

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Disposal, when aggregated with the Previous Disposal in the last 12 months exceeds 5% but is less than 25%, the Disposal aggregated with the Previous Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

THE DISPOSAL

On 19 March 2021, the Vendor disposed an aggregate of 1,444,000 CNOOC Shares on the open market at an aggregate consideration of approximately HK\$12.13 million (exclusive of transaction costs) at an average price of approximately HK\$8.40 per CNOOC Share.

As the Disposal was made through the Company's security broker (which is and whose beneficial owners are Independent Third Parties) and conducted on the open market, the identities of the purchasers of the CNOOC Shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the purchasers of the CNOOC Shares and their respective beneficial owners are Independent Third Parties.

The aggregate gross sale proceeds from the Disposal amount to approximately HK\$12.13 million (exclusive of transaction costs), which is receivable in cash on settlement. The consideration for the Disposal represented the prevailing market price of CNOOC at the time of the Disposal.

INFORMATION OF CNOOC

CNOOC is a company incorporated in Hong Kong with limited liability, the shares of which are listed on the New York Stock Exchange (Stock Code: CEO) and the Main Board of Stock Exchange (Stock Code: 883). CNOOC Group is the largest producer of offshore crude oil and natural gas in China and one of the largest independent oil and gas exploration and production companies in the world. CNOOC Group mainly engages in exploration, development, production and sale of crude oil and natural gas.

The following financial information is extracted from the 2019 annual report of CNOOC:

	Year Ended 31 December	
	2019	2018
	RMB million	RMB million
Revenue	233,199	227,711
Profit before tax	85,649	75,157
Profit after tax	61,045	52,675
Net assets	448,226	419,910

Based on CNOOC interim report for the six months ended 30 June 2020, the unaudited consolidated net asset value of CNOOC was RMB\$441,767 million as at 30 June 2020.

THE PREVIOUS DISPOSAL

The Vendor disposed an aggregate of 4,456,000 CNOOC Shares on the open market through the Stock Exchange for an aggregate consideration of approximately HK\$46.98 million (exclusive of transaction costs) in the 12 months preceding the Disposal. The Previous Disposal in aggregate did not constitute a discloseable transaction of the Company pursuant to Chapter 14 of the Listing Rules at the relevant time.

REASONS FOR AND BENEFITS OF THE DISPOSAL AND THE PREVIOUS DISPOSAL

The Disposal and the Previous Disposal provides the Group with an opportunity to realise its investment in CNOOC.

As a result of the Disposal and the Previous Disposal, the Board considers the Group will realise a book gain of approximately HK\$15.06 million, being the difference between the consideration received from the Disposal and the Previous Disposal and the aggregate costs of the relevant CNOOC Shares (exclusive of transaction costs) for the year ending 31 March 2021, and will enhance the liquidity of the Company. The Group intends to use the proceeds from the Disposal and the Previous Disposal for general working capital.

As the Disposal and the Previous Disposal were made on the open market at prevailing market price, the Directors are of the view that the terms of the Disposal and the Previous Disposal are fair and reasonable and in the interests of the Company and its shareholders as a whole.

INFORMATION OF THE GROUP AND THE VENDOR

The principal activities of the Group are (i) exploration, development and mining of mineral resources, (ii) investment in financial instruments, (iii) property investment and (iv) money lending.

The Vendor is an indirect wholly-owned subsidiary of the Company. It is incorporated in Hong Kong with limited liability and is principally engaged in investment in securities and acts as an investment holding company.

LISTING RULES IMPLICATION

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Disposal, when aggregated with the Previous Disposal in the last 12 months exceeds 5% but is less than 25%, the Disposal aggregated with the Previous Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings.

“Board”	the board of Directors of the Company
“CNOOC”	CNOOC Limited, a company incorporated in Hong Kong with limited liability, the shares on which are listed on the New York Stock Exchange (Stock Code: CEO) and the Main Board of the Stock Exchange (Stock Code: 883)
“CNOOC Group”	CNOOC and its subsidiaries
“CNOOC Share(s)”	Ordinary shares of CNOOC
“Company”	CST Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 985)
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of 1,444,000 CNOOC Shares on the open market conducted on 19 March 2021 at an aggregate consideration of approximately HK\$12.13 million (exclusive of transaction costs)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Independent Third Party(ies)”	third party(ies) independent of the Company and connected persons of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Previous Disposal”	the disposal of an aggregate of 4,456,000 CNOOC Shares on the open market through the Stock Exchange for an aggregate consideration of approximately HK\$46.98 million (exclusive of transaction costs) in the 12 months preceding the Disposal
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Skytop Technology Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“%”	per cent

By Order of the Board
CST Group Limited
Yeung Bik Shan
Company Secretary

Hong Kong, 19 March 2021

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. Tsui Ching Hung and Mr. Wah Wang Kei, Jackie as executive directors of the Company; and (ii) Mr. Yu Pan, Ms. Ma Yin Fan and Mr. Leung Hoi Ying as independent non-executive directors of the Company.