

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



**PROPOSED ADOPTION OF  
THE AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of CST Group Limited (the “**Company**”) announces that with a view to cope with the development needs and actual circumstances of the Company, to incorporate certain housekeeping amendments and to update certain provisions, the Board proposes to seek the approval of the proposed adoption of the amended and restated memorandum and articles of association (the “**M&A**”) of the Company from the shareholders (the “**Shareholders**”) of the Company at the forthcoming extraordinary general meeting (the “**EGM**”) by way of special resolution.

A summary of the proposed changes made in the amended and restated M&A are set out below:

- (a) to update the provisions and notes in relation to the share capital structure of the Company following the completion of the capital reorganisation becoming effective on 4 February 2021, details of which are set out in the announcements of the Company dated 29 October 2020, 1 December 2020, 19 January 2021 and 3 February 2021 respectively, and the circular of the Company dated 13 November 2020;
- (b) to update the provisions in relation to dividend distribution to broaden the source of dividend payment from profits only to sources as permissible in accordance with the Cayman Companies Act; and
- (c) to make other miscellaneous housekeeping amendments to update, modernise or clarify provisions where it is considered desirable.

A circular containing, inter alia, further details of the proposed adoption of the amended and restated M&A and a notice of the EGM will be despatched to the Shareholders in due course.

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

Hong Kong, 28 May 2021

*As at the date of this announcement, the Board comprises (i) Mr. Chiu Tao (Chairman), Mr. Hui Richard Rui, Mr. Kwan Kam Hung, Jimmy, Mr. Tsui Ching Hung and Mr. Wah Wang Kei, Jackie as executive Directors; and (ii) Mr. Yu Pan, Ms. Ma Yin Fan and Mr. Leung Hoi Ying as independent non-executive Directors.*