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, bank manager, solicitor, professional accountant or other professional adviser.

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



(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 985)

PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless the context otherwise requires, all capitalised terms used in this circular shall have the same meanings as those defined in the section headed "Definitions" of this circular.

A notice convening the EGM of the Company to be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 2 July 2021 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend and vote at the EGM in person, please complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). 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 (as the case may be) should you so wish.

Considering the outbreak of the COVID-19 pandemic, certain measures will be implemented at the EGM with a view to addressing the risk on attendees of infection, including without limitation: (i) all attendees being required to (a) undergo compulsory body temperature check; and (b) wear surgical masks prior to admission to the EGM venue; (ii) all attendees being required to wear surgical masks throughout the EGM; (iii) each attendee being assigned a designated seat at the time of registration to ensure social distancing; and (iv) no refreshments or drinks will be served and no gifts will be distributed at the EGM. The Company reminds attendees that they should carefully consider the risks of attending the EGM, taking into account their own personal circumstances. The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the EGM (if any).

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DEFINITIONS

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

"Amended and the amended and restated memorandum and articles of association

Restated M&A" of the Company

"Board" the board of Directors

"Companies Act," the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated

and revised) of the Cayman Islands

"Company" CST Group Limited, an exempted 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

"EGM" the extraordinary general meeting of the Company to be convened

at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 2 July 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, approving the proposed adoption of the

Amended and Restated M&A

"Existing M&A" the existing memorandum and articles of association of the

Company

"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

"Listing Rules" the Rules Governing the Listing of Securities on the Stock

Exchange

"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)

"Stock Exchange" The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 985)

Executive Directors:

Mr. Chiu Tao (Chairman)

Mr. Hui Richard Rui (General Manager)

Mr. Kwan Kam Hung, Jimmy

Mr. Tsui Ching Hung

Mr. Wah Wang Kei, Jackie

Independent Non-executive Directors:

Mr. Yu Pan

Ms. Ma Yin Fan

Mr. Leung Hoi Ying

Registered Office:

Whitehall House

238 North Church Street

P.O. Box 1043

George Town

Grand Cayman KY1-1102

Cayman Islands

Head Office and Principal Place of

Business in Hong Kong:

Rooms 4501-05, 45th Floor

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

9 June 2021

To the Shareholders

Dear Sir or Madam,

PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information relating to the proposal involving the adoption of the Amended and Restated M&A in order to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the EGM.

ADOPTION OF THE AMENDED AND RESTATED M&A

Reference is made to the announcement of the Company dated 28 May 2021 in relation to the proposed adoption of the Amended and Restated M&A.

LETTER FROM THE BOARD

With a view to coping with the development needs and actual circumstances of the Company, incorporating certain housekeeping amendments and updating certain provisions, the Board proposes to seek the approval of the proposed adoption of the Amended and Restated M&A from the Shareholders at the EGM by way of special resolution.

An explanatory statement which explains the reasons for the proposed adoption of the Amended and Restated M&A and sets out the full particulars of the proposed amendments to the Existing M&A brought about by the adoption of the Amended and Restated M&A (with marked-up amendments to the Existing M&A) are set out in Appendix I to this circular.

A copy of the full set of the Amended and Restated M&A showing all proposed amendments to the Existing M&A is available for inspection during normal business hours on any weekday (except public holidays) at the head office and principal place of business in Hong Kong of the Company located at Rooms 4501–05, 45th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong from the date of this circular up to and including the date of the EGM and at the EGM.

EGM

A notice convening the EGM to be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 2 July 2021 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use at the EGM is accompanied with this circular. If you are not able to attend the EGM or any adjournment thereof (as the case may be) in person but wish to exercise your right as a Shareholder, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable, but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution will be put to vote by way of poll at the EGM. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution to be proposed at the EGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the adoption of the Amended and Restated M&A is in the best interests of the Company and the Shareholders as a whole and therefore recommends all Shareholders to vote in favour of the resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

Yours faithfully, By order of the Board CST Group Limited Yeung Bik Shan Company Secretary

EXPLANATORY STATEMENT ON THE PROPOSED ADOPTION OF THE AMENDED AND RESTATED M&A

The explanatory statement set out below explains the reasons for the proposed adoption of the Amended and Restated M&A.

With a view to coping with the development needs and actual circumstances of the Company, incorporating certain housekeeping amendments and updating certain provisions, the Board proposes that the Amended and Restated M&A be adopted. A special resolution will be proposed at the EGM to adopt the Amended and Restated M&A.

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 Companies Act; and
- (c) to make other miscellaneous housekeeping amendments to update, modernise or clarify provisions where it is considered desirable.

Details of the proposed amendments made to the Existing M&A brought about by the adoption of the Amended and Restated M&A (marked up against the Existing M&A) are set out below:

GENERAL AMENDMENTS

Replacing all references to the term "The Companies Law (Revised) of the Cayman Islands" with "The Companies Act (2021 Revision) of the Cayman Islands".

SPECIFIC AMENDMENTS

Currently in force	Proposed to be amended as	
Memorandum of Association		
2. The Registered Office of the Company shall be situate at Whitehall House, 238 North Church Street, P.O. Box 1043, George Town, Grand Cayman KY1-1102, Cayman Islands.		

Proposed to be amended as

Memorandum of Association

- The capital of the Company is HK\$10,000,000,000 divided into 100,000,000,000 shares of a nominal or par value of HK\$0.10 each provided always that subject to the provisions of The Companies Law (Revised) and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.
- The capital of the Company is HK\$10,000,000,000 divided into 100,000,000,000**1,000,000,000,000** shares of a nominal or par value of HK\$0.10HK\$0.01 each provided always that subject to the provisions of The Companies Law (Revised) Act (2021 Revision) and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.

Proposed to be amended as

Articles of Association

- 4.(A) Unless otherwise approval by the members at a general meeting, the authorised share capital of the Company shall be HK\$10,000,000,000 divided into 100,000,000,000 shares of HK\$0.10 each.
- 4.(A) Unless otherwise approval by the members at a general meeting, the authorised share capital of the Company shall be HK\$10,000,000,000 divided into 100,000,000,000 1,000,000,000,000 shares of HK\$0.10HK\$0.01 each.
- The Directors may establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation funds or death or disability benefits for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any such other company as aforesaid and holding or who have held any salaried employment or office in the Company or such other company and the wives, widows, families and dependants of any such persons. The Directors may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and may make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Directors may do all or any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.
- 96. The Directors may establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation funds or death or disability benefits for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any such other company as aforesaid and holding or who have held any salaried employment or office in the Company or such other company and the wives, widows, families and dependants dependents of any such persons. The Directors may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and may make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Directors may do all or any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

Proposed to be amended as

Articles of Association

117(B). Any Director may appoint any person, whether or not a Director of the Company, to be the proxy of that Director to attend and vote on his behalf, in accordance with instructions given by that Director, or in the absence of such instructions at the discretion of the proxy, at a meeting or meetings of the Directors to be held in the Cayman Islands, which that Director is unable to attend personally. The instrument appointing the proxy shall be in writing under the hand of the appointing Director and shall be in the form printed below or any other form approved by the Directors, and must be lodged with the chairman of the meeting of the Directors at which such proxy is to be used, or first used, prior to the commencement of the meeting:

CST GROUP LIMITED Form of Proxy

for use at the Annual Directors' Meeting to be held in the Cayman Islands

I, the undersigned, being a Director of the above Company HEREBY APPOINT whom failing to be may proxy and on my behalf to attend, vote at and to do all acts and things which I could personally have done at a meeting of Directors of the said Company to be held on the day of and at all continuations and adjournments thereof.

138. Subject to the Law and as hereinafter set out, the Company in general meeting may declare dividends, in any currency, to be paid to the members according to their rights and privileges in the profits available for distribution but no dividend shall exceed the amount recommended by the Directors.

117(B). Any Director may appoint any person, whether or not a Director of the Company, to be the proxy of that Director to attend and vote on his behalf, in accordance with instructions given by that Director, or in the absence of such instructions at the discretion of the proxy, at a meeting or meetings of the Directors to be held in the Cayman Islands, which that Director is unable to attend personally. The instrument appointing the proxy shall be in writing under the hand of the appointing Director and shall be in the form printed below or any other form approved by the Directors, and must be lodged with the chairman of the meeting of the Directors at which such proxy is to be used, or first used, prior to the commencement of the meeting:

CST GROUP LIMITED

Form of Proxy

for use at the Annual Directors' Meeting to be held in the Cayman Islands

I, the undersigned, being a Director of the above Company HEREBY APPOINT whom failing to be maymy proxy and on my behalf to attend, vote at and to do all acts and things which I could personally have done at a meeting of Directors of the said Company to be held on the day of and at all continuations and adjournments thereof.

138. Subject to the Law and as hereinafter set out, the Company in general meeting may declare dividends, in any currency, to be paid to the members according to their rights and privileges in the profits available for distribution but no dividend shall exceed the amount recommended by the Directors.

Proposed to be amended as

Articles of Association

- 140. No dividends shall be paid otherwise than out of profits. No dividend or other moneys payable by the Company on or in respect of any share shall bear interest against the Company.
- 140. No dividends shall be <u>declared or</u> paid <u>or shall be made</u> otherwise than out of profitsin accordance with the Law. No dividend or other moneys payable by the Company on or in respect of any share shall bear interest against the Company.
- 141. Whenever the Directors or the Company in general meeting have resolved that a dividend be paid or declared, the Directors may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and inparticular of paid up shares, debentures or warrants to subscribe to securities of the Company or other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates, disregard fractional entitlements or round the same up or down and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective.
- Whenever the Directors or the Company in general meeting have resolved that a dividend be paid or declared, the Directors may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and inparticular in particular of paid up shares, debentures or warrants to subscribe to securities of the Company or other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates, disregard fractional entitlements or round the same up or down and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective.

EXPLANATORY STATEMENT ON THE PROPOSED ADOPTION OF THE AMENDED AND RESTATED M&A

Currently in force	Proposed to be amended as	
Articles of Association		
*** Notes	*** Notes	
Nil	(10) Pursuant to a special resolution passed on 1 December 2020, (i) every eighty issued ordinary shares of HK\$0.10 each in the share capital of the Company was consolidated into one issued ordinary share of HK\$8.00 each in the share capital of the Company and every eighty unissued ordinary shares of HK\$0.10 each was consolidated into one unissued ordinary share of HK\$8.00 each in the share capital of the Company (the "Share Consolidation"); (ii) immediately upon the Share Consolidation becoming effective, the issued and paid up share capital of the Company was reduced (the "Capital Reduction") by rounding down the number of ordinary shares of HK\$8.00 each of the Company (the "Consolidated Shares") in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share in the issued share capital of the Company arising from the Share Consolidation and cancelling the paid-up capital of the Company to the extent of HK\$7.99 on each of the then issued Consolidated Shares such that the nominal value of each issued Consolidated Share was reduced from HK\$8.00 to HK\$0.01 and each issued Consolidated Share was treated as one fully paid-up share of nominal value of HK\$0.01 each in the share capital of the Company (the "New Shares"); and (iii) immediately following the Capital Reduction, each authorised but unissued Consolidated Share of HK\$8.00 each was sub-divided into eight hundred New Shares of nominal value of HK\$0.01 each.	

APPENDIX I EXPLANATORY STATEMENT ON THE PROPOSED ADOPTION OF THE AMENDED AND RESTATED M&A

The Chinese translation of the proposed amendments made in the Amended and Restated M&A set out in the Chinese version of the explanatory statement in this circular is for your reference only. In the case of any discrepancy or inconsistency between the English and the Chinese versions, the English version shall prevail.

The proposed adoption of the Amended and Restated M&A is subject to the approval of the Shareholders by way of passing the relevant special resolution at the EGM.

NOTICE OF EGM



(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 985)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of CST Group Limited (the "Company") will be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 2 July 2021 at 10:00 a.m. (the "EGM") for the purpose of considering and, if thought fit, passing, with or without modifications, the following special resolution of the Company:

SPECIAL RESOLUTION

"THAT

- (a) the amended and restated memorandum and articles of association in the form produced to the meeting and marked "A", and initialled by the chairman of the meeting for the purpose of identification (the "Amended and Restated M&A"), be and are hereby approved and adopted as the memorandum and articles of association of the Company in substitution for and to the exclusion of the memorandum and articles of association of the Company in force immediately before the passing of this resolution with immediate effect; and
- (b) any one director of the Company be and is hereby authorised to do all such acts and execute all such documents as may be necessary or expedient to give full effect to the adoption of the Amended and Restated M&A."

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

Hong Kong, 9 June 2021

NOTICE OF EGM

Notes:

- 1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on behalf of him/her. A proxy need not be a member of the Company.
- 2. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 28 June 2021 to Friday, 2 July 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all unregistered holders of shares of the Company shall ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited (the "Share Registrar"), at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 25 June 2021.
- 3. 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 at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be).
- 4. To minimise the risks of infection of COVID-19, the Company will take precautionary measures at the EGM, including:
 - compulsory body temperature checks for all attendees;
 - prohibition from attendance at the EGM if the attendee has a fever; persons exhibiting flu-like symptoms may also be refused admittance to the venue of the EGM;
 - compulsory wearing of surgical face masks throughout the EGM;
 - maintaining proper distance between seats; and
 - no refreshments or drinks will be served and no gifts will be distributed at the EGM.
- 5. In light of the continuing risks posed by COVID-19, the Company strongly advises the shareholders of the Company to appoint the chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person.
- 6. The shareholders of the Company are advised to read the circular of the Company dated 9 June 2021 which contains information concerning the resolution to be proposed in the EGM.
- 7. References to times and dates in this notice refer to Hong Kong times and dates.