

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.



DISCLOSEABLE TRANSACTION SUPPLEMENTAL AGREEMENT TO THE LOAN AGREEMENT

Reference is made to the announcements of the Company dated 17 June 2020 and 3 August 2020 in relation to the provision of the Loan Facility.

On 4 August 2020, the Lender entered into the Supplemental Agreement with the Borrower to revise the principal amount of the Loan Facility from HK\$200,000,000 to HK\$230,000,000. Save as supplemented by the Supplemental Agreement, all other terms, conditions and provision in the Loan Agreement shall remain unchanged and shall continue to have full force and full legal effect.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules with respect to the Supplemental Agreement together with the Loan Agreement exceeds 5% but not more than 25%, the Supplemental Agreement constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to notification and announcement requirements under the Listing Rules.

Reference is made to the announcements of the Company dated 17 June 2020 and 3 August 2020 (collectively, the “**Announcements**”) in relation to the provision of the Loan Facility. Unless otherwise defined, capitalized terms used in this announcement shall have the same meaning given to them in the Announcements.

On 4 August 2020, the Lender entered into the Supplemental Agreement with the Borrower to revise the principal amount of the Loan Facility from HK\$200,000,000 to HK\$230,000,000.

SUPPLEMENTAL AGREEMENT

Key terms of the Supplemental Agreement are set out as below:

Date : 4 August 2020

Lender : Sun Power Finance Limited

Borrower : High Rhine Limited

- Principal amount : the principal amount of the Loan Facility is revised from HK\$200,000,000 to HK\$230,000,000
- Other terms : except in so far as amended by the Supplemental Agreement, the Loan Agreement shall continue in full force and effect. The Supplemental Agreement shall be read and construed as one with the Loan Agreement

As at the date of the Supplemental Agreement, the outstanding amount of the principal (excluding interest accrued thereon) under the Loan Facility is HK\$200,000,000.

Save as supplemented by the Supplemental Agreement, all other terms, conditions and provision in the Loan Agreement shall remain unchanged and shall continue to have full force and full legal effect.

The Loan Facility will be funded by internal resources of the Group.

INFORMATION OF THE BORROWER

The Borrower is a company incorporated in British Virgin Islands with limited liability and is engaged in the business of investment holding. The Borrower has a diverse shareholding structure with more than 20 ultimate beneficial owners and none of the ultimate beneficial owners holds more than 30% controlling interest in the Borrower. The Borrower is a 100% owned subsidiary of Co-Lead. Co-Lead is a company incorporated in the British Virgin Island and is a 52.28% owned subsidiary of Freewill. Freewill is a company incorporated in the Marshall Islands and is a 83.68% owned subsidiary of Bob May. Bob May is a company incorporated in British Virgin Islands and is engaged in the business of investment holding. Bob May does not have any shareholders holding 30% or more interest in Bob May.

To the best of the Directors' knowledge, information and belief of Director having made all reasonable enquiries, the Borrower is an Independent Third Party and not connected with the Group.

REASONS FOR AND BENEFITS OF THE SUPPLEMENTAL AGREEMENT

The principal business 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 Lender is a licensed money lender holding a valid money lender licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and is principally engaged in the business of money lending.

The provision of the Loan Facility under the Loan Agreement and the Supplemental Agreement is a transaction carried out as part of the ordinary and usual course of business of the Group. Having considered the financial background of the Borrower and the interest income to be received by the Group, the Directors consider that the terms of the Supplemental Agreement are fair and reasonable and in the interests of the Company and Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules with respect to the Supplemental Agreement together with the Loan Agreement exceeds 5% but not more than 25%, the Supplemental Agreement constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to notification and announcement requirements under the Listing Rules.

DEFINITIONS

In this announcement, the following expression has the meaning set out below unless the context otherwise requires:

“Supplemental Agreement” A supplemental agreement dated 4 August 2020 entered into between the Lender and the Borrower in relation to revision of the loan principal of the Loan Facility

By Order of the Board
CST Group Limited
Chiu Tao

Executive Director and Chairman

Hong Kong, 4 August 2020

As at the date of this announcement, the board of the Company 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.