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*This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*

## **ATLAS KEEN LIMITED**

*(Incorporated in the British Virgin Islands  
with limited liability)*

## **CST GROUP LIMITED** 中譽集團有限公司

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

### **JOINT ANNOUNCEMENT**

#### **(1) CLOSE OF VOLUNTARY CONDITIONAL CASH OFFER BY GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL ISSUED SHARES OF CST GROUP LIMITED**

**(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED  
BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT);**

- (2) RESULTS OF THE OFFER;**
- (3) SETTLEMENT OF THE OFFER; AND**
- (4) PUBLIC FLOAT OF THE COMPANY**

**Joint Financial Advisers to Atlas Keen Limited**



**VEDA | CAPITAL**  
智略資本

Reference is made to the announcement dated 11 September 2020 jointly issued by Atlas Keen Limited (the “**Offeror**”) and CST Group Limited (the “**Company**”) regarding, among other things, the Offer having become unconditional in all respects (the “**Unconditional Announcement**”) and the composite offer document jointly issued by the Offeror and the Company dated 28 August 2020 (the “**Composite Document**”) in relation to, among other things, the voluntary conditional cash offer by Get Nice Securities Limited for and on behalf of the Offeror (the “**Offer**”) to acquire all issued shares of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it). Capitalised terms used herein shall have the same meanings as those defined in the Composite Document, unless the context requires otherwise.

## **CLOSE OF THE OFFER**

As disclosed in the Unconditional Announcement, the condition of the Offer set out in the Composite Document had been satisfied, and the Offer was declared unconditional in all respects on 11 September 2020.

Pursuant to Rule 15.1 and Rule 15.3 of the Takeovers Code, the Offer must remain open for acceptance for at least 14 days after the Offer became unconditional in all respects, but in any case at least 21 days following 28 August 2020, the despatch date of the Composite Document. The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Friday, 25 September 2020 and was not revised or extended.

## **RESULTS OF THE OFFER**

Immediately prior to the commencement of the Offer Period on 17 July 2020, the Offeror and its Concert Parties collectively held a total of 9,086,920,000 Shares, representing approximately 23.48% of the issued share capital of the Company as at the Latest Practicable Date.

As at 4:00 p.m. (being the latest time for acceptance of the Offer) on 25 September 2020, the Offeror received 24 valid acceptances in respect of a total of 19,800,009,095 Shares under the Offer (the “**Acceptance Shares**”), representing approximately 51.17% of the total issued share capital of the Company as at the date of this joint announcement.

Taking into account the Acceptance Shares and the Shares already owned by the Offeror and its Concert Parties, the Offeror and its Concert Parties are interested in a total of 28,886,929,095 Shares, representing approximately 74.65% of the total issued shares and voting rights of the Company as at the date of this joint announcement.

Save for the aforesaid, during the Offer Period and up to the date of this joint announcement, none of the Offeror and any of its Concert Parties has (i) held, owned, controlled or had direction over any Shares, voting rights of the Company or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company; (ii) acquired or agreed to acquire any Shares or rights over Shares; or (iii) borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

## **SETTLEMENT OF THE OFFER**

Remittances in respect of the cash consideration for the Offer Shares tendered under the Offer will be despatched to the accepting Independent Shareholders (to the address specified on the relevant Independent Shareholder’s Form of Acceptance) by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the later of (i) the date on which the Offer becomes or are declared

unconditional in all respects; and (ii) the date of receipt by the Registrar of all the relevant documents to render the acceptance under the Offer complete, valid and in compliance with Note 1 to Rule 30.2 of the Takeovers Code.

The latest date of posting of remittances for the amounts due in respect of valid acceptances received under the Offer on the Closing Date is 8 October 2020.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) immediately prior to the commencement of the Offer Period on 17 July 2020; and (ii) immediately after the close of the Offer and as at the date of this joint announcement (assuming due registration by the Registrar of the transfer of the Acceptance Shares tendered under the Offer had been completed).

	(i) Immediately prior to the commencement of the Offer Period on 17 July 2020		(ii) Immediately after the close of the Offer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Offeror and its Concert Parties	9,086,920,000	23.48	28,886,929,095	74.65
Public Shareholders	<u>29,611,388,961</u>	<u>76.52</u>	<u>9,811,379,866</u>	<u>25.35</u>
<b>Total:</b>	<b><u>38,698,308,961</u></b>	<b><u>100.00</u></b>	<b><u>38,698,308,961</u></b>	<b><u>100.00</u></b>

## PUBLIC FLOAT

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Acceptance Shares, an aggregate of 9,811,379,866 Shares, representing approximately 25.35% of the total issued share capital of the Company as at the date of this joint announcement, are held by the public (within the meaning of the Listing Rules). Accordingly, the minimum public float requirement of 25% as set out in Rule 8.08(1)(a) of the Listing Rules is satisfied.

For and on behalf of  
**Atlas Keen Limited**  
**Chiu Tao**  
*Director*

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

Hong Kong, 25 September 2020

*As at the date of this joint 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; and (ii) Mr. Yu Pan, Ms. Ma Yin Fan and Mr. Leung Hoi Ying as independent non-executive Directors. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Offeror, Mr. Chiu and the Concert Parties) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by Mr. Chiu (in his capacity as the sole director of the Offeror), and the Concert Parties) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, Mr. Chiu is the sole director of the Offeror. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group and the Vendor), and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the Directors (in their capacity as the Directors) other than Mr. Chiu and the Vendor) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*The English text of this joint announcement shall prevail over its Chinese text.*