
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 stockbroker or other registered dealer in securities, 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, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**PROPOSALS INVOLVING
GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of CST Group Limited (the “**Company**”) to be held on Friday, 25 September 2020 at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. is set out on pages 13 to 17 of this circular. Whether or not you intend to attend the annual general meeting, you are requested to complete the accompanying proxy form 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 possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

25 August 2020

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DEFINITIONS

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

“AGM”	the annual general meeting 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, 25 September 2020 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 13 to 17 of this circular
“Articles”	the existing articles of association of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22, (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“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
“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
“Issue Mandate”	a general mandate to be granted to the Board at the AGM to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of shares in issue, being the mandate referred to in resolution no. 4 in the AGM Notice
“Latest Practicable Date”	19 August 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 5 in the AGM Notice

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 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
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD

CST GROUP LIMITED
中譽集團有限公司

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

Executive Directors:

Mr. Chiu Tao (*Chairman*)
Mr. Hui Richard Rui (*General Manager*)
Mr. Lee Ming Tung (*Chief Financial Officer*)
Mr. Kwan Kam Hung, Jimmy
Mr. Tsui Ching Hung
Mr. Wah Wang Kei, Jackie

Registered Office:

Whitehall House
238 North Church Street
P.O. Box 1043
George Town
Grand Cayman KY1-1102
Cayman Islands

Independent Non-executive Directors:

Mr. Yu Pan
Ms. Ma Yin Fan
Mr. Leung Hoi Ying

Head Office and Principal Place

of Business in Hong Kong:
Rooms 4501-05, 45th Floor
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

25 August 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information relating to the proposals involving the general mandates to issue Shares and to repurchase Shares and the re-election of Directors in order to enable you to make an informed decision on whether to vote for or against the resolutions nos. 2 and 4 to 6 to be proposed at the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the AGM, ordinary resolutions nos. 4 and 6 of the AGM Notice will be proposed which, if passed, will give the Directors a general mandate to issue new Shares representing up to (i) 20% of the total number of Shares in issue at the date of passing the resolution plus (ii) the number of the Shares that can be repurchased by the Company (under the authority granted pursuant to the Repurchase Resolution) subsequent to the passing of such resolution.

On the basis of a total 38,698,308,961 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the AGM, the Issue Mandate (if granted by the Shareholders at the AGM) will empower the Directors to allot, issue or otherwise deal with up to a maximum of 7,739,661,792 new Shares, being 20% of the entire issued share capital of the Company as at the Latest Practicable Date.

GENERAL MANDATE TO REPURCHASE SHARES

The ordinary resolution no. 5 of the AGM Notice, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue at the date of passing the resolution at any time until the next annual general meeting of the Company following the passing of the said ordinary resolution or such earlier period as stated in the said ordinary resolution (the “**Repurchase Mandate**”).

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with the Article 99, Mr. Hui Richard Rui, Mr. Wah Wang Kei, Jackie and Mr. Yu Pan, will retire from office by rotation at the AGM. All of them, being eligible, offer themselves for re-election at the AGM.

Details of the retiring Directors who are proposed to be re-elected at the AGM as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

AGM

The AGM Notice which contains, among other things, resolutions to approve the Issue Mandate, the Repurchase Mandate and the re-election of the Directors is set out on pages 13 to 17 of this circular.

LETTER FROM THE BOARD

A proxy form is herewith enclosed for use at the AGM. Whether or not you intend to attend the AGM, you are requested to complete the proxy form 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 in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM. Completion and delivery of the proxy form will not prevent Shareholders from attending and voting at the AGM if they so wish.

For determining the entitlement to attend and vote at the AGM, the record date will be Friday, 18 September 2020. In order to be eligible to attend and vote at the AGM, 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, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 18 September 2020.

PROCEDURES BY WHICH A POLL MAY BE DEMANDED

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the 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. The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 69 of the Articles.

RECOMMENDATION

The Board believes that the Issue Mandate, the Repurchase Mandate and the re-election of Directors as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice.

Yours faithfully,
By Order of the Board
CST Group Limited
Chiu Tao
Executive Director and Chairman

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required under rule 10.06(1)(b) and other relevant rules of the Listing Rules to provide requisite information for Shareholders to consider the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the entire issued share capital of the Company comprised 38,698,308,961 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 3,869,830,896 Shares (representing not more than 10% of the total number of Shares in issue as at the date of passing the Repurchase Resolution).

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Law and any other applicable laws. Such funds legally available for repurchasing Shares include:

- (i) in the case of no premium payable on the repurchase, such funds made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Law, out of capital; and
- (ii) in the case of any premium payable on the repurchase, such funds made out of the profits of the Company or from sums standing the credit of the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 March 2020, in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date and the current month up to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
August 2019	0.028	0.023
September 2019	0.026	0.024
October 2019	0.027	0.023
November 2019	0.025	0.023
December 2019	0.025	0.023
January 2020	0.025	0.023
February 2020	0.025	0.024
March 2020	0.026	0.023
April 2020	0.026	0.024
May 2020	0.026	0.021
June 2020	0.024	0.021
July 2020	0.028	0.021
August 2020 (up to the Latest Practicable Date)	0.026	0.025

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

As at the Latest Practicable Date, the following Shareholders were interested in 5% or more of the entire issued share capital of the Company as recorded in the register of the Company kept under section 336 of the SFO:

Name	Number of Shares	Percentage holding
Chiu Tao (“ Mr. Chiu ”)	9,086,920,000 ^(Note 1)	23.48%
Cheung Chung Kiu	1,950,840,000	5.04%
Lo Ki Yan Karen (“ Ms. Lo ”)	2,036,793,817 ^(Note 2)	5.26%

Notes:

1. Among the 9,086,920,000 Shares, (i) 5,186,920,000 Shares were held by the Atlas Keen Limited, which was wholly-owned by Mr. Chiu; and (ii) 3,900,000,000 Shares were directly held by Mr. Chiu.
2. Among the 2,036,793,817 Shares, (i) 1,861,771,961 Shares were directly held by Ms. Lo; and (ii) 175,021,856 Shares were held by Bookman Properties Limited, which was wholly-owned by Ferrex Holdings Limited. Ferrex Holdings Limited was wholly-owned by Yugang International (B.V.I.) Limited, which was wholly owned by Planetree International Development Limited (formerly known as Yugang International Limited). Planetree International Development Limited was owned as to 67.30% by Future Capital Group Limited, which was wholly-owned by Ms. Lo. As such, Ms. Lo is deemed to be interested in the shares held by Bookman Properties Limited.

Save as disclosed above, to the best of the knowledge and belief, the Directors are not aware of any single Shareholder who has an interest of 5% or more of the entire issued share capital of the Company.

Based on the above shareholdings of the Company, in the event that the Directors exercise the Repurchase Mandate in full, which is not presently contemplated, and that there is no change in the entire issued share capital of the Company after the Latest Practicable Date, then the attributable shareholdings of the above Shareholders will increase to the following respective percentages:

Name	Percentage holding
Chiu Tao	26.09%
Cheung Chung Kiu	5.60%
Lo Ki Yan Karen	5.85%

The Directors are not aware of any Shareholder or group of Shareholders acting in concert who will become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, cause any Shareholder or group of Shareholders acting in concert to become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The followings are the particulars of retiring Directors who are proposed to be re-elected at the AGM:

Mr. Hui Richard Rui (with former English name Xu Rui Hui) (“**Mr. Hui**”), aged 52, was appointed as an executive Director on 17 August 2004 and as General Manager of the Company on 11 October 2006. Mr. Hui is also a member of the investment and management committee and a director of certain subsidiaries of the Company. He graduated from University of Technology, Sydney in Australia with a Bachelor’s degree in Mechanical Engineering.

Mr. Hui has more than 10 years’ experience in management positions with companies in Australia, Hong Kong and the People’s Republic of China (“**PRC**”). He is a member of The Australasian Institute of Mining and Metallurgy.

Save as disclosed herein, Mr. Hui did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Hui does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company. Mr. Hui does not have any interests in the Shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Hui has entered into a service agreement with the Company for a term of two years commencing from 1 April 2020 and can be terminated by either party giving to the other party a three months’ written notice or payment in lieu thereof. The directorship is also subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Hui is entitled to a monthly salary of HK\$357,780 and a year-end payment equivalent to one month of his basic salary (pro rata adjusted for any period shorter than a year), which is determined by reference to his duties and responsibilities and the prevailing market conditions. He may also be entitled to a bonus for each financial year of the Company which is at the discretion of the Board and determined by reference to his performance and the Group’s performance for the financial year concerned.

Save as disclosed above, Mr. Hui is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Wah Wang Kei, Jackie (“**Mr. Wah**”), aged 53, was appointed as an executive Director on 29 December 2016. He is also the in-house legal counsel and a director of certain subsidiaries of the Company. He graduated from The University of Hong Kong in 1990 and was qualified as a solicitor in 1992. Mr. Wah was a partner of a Hong Kong law firm until 1997. Mr. Wah is currently an independent non-executive director of Symphony Holdings Limited. He was an executive of director G-Resources Group Limited. The shares of the above two companies are listed on the main board of the Stock Exchange.

Save as disclosed herein, Mr. Wah did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Wah does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company. Mr. Wah does not have any interests in the Shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Wah has entered into a service agreement with the Company for a term of two years commencing from 1 July 2020 and can be terminated by either party giving to the other party three months' written notice or payment in lieu thereof. The directorship is also subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Wah is entitled to a monthly salary of HK\$326,820 and a year-end payment equivalent to one month of his basic salary (pro-rata adjusted for any period shorter than a year), which is determined by reference to his duties and responsibilities and the prevailing market conditions. He may also be entitled to a bonus for each financial year of the Company which is at the discretion of the Board and determined by reference to his performance and the Group's performance for the financial year concerned.

Mr. Wah was a director of Star Digital Limited (“**SDL**”) until 2 September 1999, and SDL was ordered to be wound up by a winding up order of the High Court of Hong Kong on 3 April 2000.

Save as disclosed above, Mr. Wah is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Yu Pan (“**Mr. Yu**”), aged 65 was appointed as an independent non-executive director of the Company on 28 September 2004. Mr. Yu is the chairman of Remuneration Committee and a member of Audit Committee and Nomination Committee of the Company. Mr. Yu has over 20 years of experience in management positions of multinational trading companies in Hong Kong and the PRC.

Save as disclosed herein, Mr. Yu did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Mr. Yu does not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company. Mr. Yu does not have any interests in the Shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Yu has entered into a letter of appointment with the Company for a term of two years commencing from 1 April 2020 and can be terminated by either party giving to the other party a three months' written notice. The directorship can also be terminated pursuant to the Articles or any applicable laws, rules and regulations. Mr. Yu's directorship is also subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Yu is entitled to director's fee a yearly of HK\$120,000 a year, which is determined with reference to the duties and responsibilities undertaken by Mr. Yu as an independent non-executive Director and the prevailing market conditions.

Mr. Yu had confirmed his independence pursuant to Rule 3.13 of the Listing Rules. During his tenure as independent non-executive Directors, he has not been involved in the daily management of the Company. The Board considers him to be independent.

Save as disclosed above, Mr. Yu is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

CST GROUP LIMITED 中譽集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 985)

NOTICE IS HEREBY GIVEN that the annual 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, 25 September 2020 at 10:00 a.m. (the “**AGM**”) for the following purposes:

As ordinary businesses:

1. To receive and consider the audited financial statements and the reports of the directors of the Company and auditors of the Company for the year ended 31 March 2020;
2. To re-elect the retiring directors of the Company and to authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration;

As special businesses:

4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT:

- 4.1. subject to paragraph 4.3 below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company (the “**Shares**”)) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- 4.2. the approval in paragraph 4.1 above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- 4.3. the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph 4.1 above, other than (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares, or (iii) an issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of Shares or rights to acquire Shares, or (iv) an issue of Shares as scrip dividends pursuant to the articles of association of the Company, from time to time shall not exceed 20% of the total number of Shares in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- 4.4. for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
 - (c) the date on which the authority set out in this Resolution is revoked or varied by way of ordinary resolution of the shareholders in general meeting of the Company.

“**Rights Issue**” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares open for a period fixed by the Directors to the holders of Shares (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT:**

- 5.1. subject to paragraph 5.2 below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company (the “**Shares**”) may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- 5.2. the total number of Shares which the Directors is authorised to repurchase pursuant to the approval in paragraph 5.1 above shall not exceed 10% of the total number of Shares in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- 5.3. for the purposes of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
 - (c) the date on which the authority set out in this Resolution is revoked or varied by way of ordinary resolution of the shareholders in general meeting of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** subject to the passing of Resolutions Nos. 4 and 5 set out in this notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company pursuant to the Resolution No. 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted pursuant to the Resolution No. 5 as set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the total number of Shares in issue as at the date of passing this Resolution.”

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

Hong Kong, 25 August 2020

Notes:

1. Any shareholder of the Company entitled to attend and vote at the AGM 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 AGM, the record date will be Friday, 18 September 2020. In order to be eligible to attend and vote at the AGM, 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, 18 September 2020.
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 meeting or any adjournment thereof.
4. To minimise the risks of infection of COVID-19, the Company will take precautionary measures at the AGM, including:
 - compulsory body temperature checks for all attendees;
 - prohibition from attendance at the AGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the AGM;
 - compulsory wearing of surgical face masks throughout the AGM;
 - maintaining proper distance between seats; and
 - no refreshments or drinks will be served and no gift will be distributed at the AGM.

NOTICE OF ANNUAL GENERAL MEETING

5. In light of the continuing risks posed by COVID-19, the Company strongly advises Shareholders to appoint the Chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.
6. Unless otherwise announced by the Company, the AGM will be held as scheduled even when Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force on the date of the AGM. Members of the Company should decide on their own whether they would attend the AGM under bad weather conditions bearing in mind their own situations and if they do so, they are advised to exercise care and caution.
7. As at the date of this notice, the executive directors of the Company are 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 and the independent non-executive directors of the Company are Mr. Yu Pan, Ms. Ma Yin Fan and Mr. Leung Hoi Ying.