

CST GROUP LIMITED

中譽集團有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 985)

WHITE FORM OF PROXY FOR USE BY SHAREHOLDERS OF THE COMPANY AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 20 NOVEMBER 2023 AT 10:30 A.M. HONG KONG TIME (OR IMMEDIATELY AFTER THE CONCLUSION OR ADJOURNMENT OF THE COURT MEETING) OR AT ANY ADJOURNMENT THEREOF

WHITE form of proxy for use at the extraordinary general meeting of the Company (or at any adjournment thereof) (the “EGM”) of the holders of ordinary shares of HK\$0.01 each in the share capital of the Company.

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____
shares of HK\$0.01 each in the Company, HEREBY APPOINT THE CHAIRMAN OF THE EGM or _____
of _____
as my/our proxy ^(note c) to attend, act and speak for me/us and on my/our behalf at the EGM to be held at 10:30 a.m. on Monday, 20 November 2023 (Hong Kong time) at Boardroom 3-4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, approving the resolutions set out in the notice dated 27 October 2023 convening the EGM (the “Notice”) and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) for or against the resolutions as indicated below and in respect of any other resolution(s) that may properly come before the EGM and/or any adjournment thereof. In absence of any indication, my/our proxy may vote for or against the resolution at his/her own discretion.

SPECIAL RESOLUTION		FOR ^(note d)	AGAINST ^(note d)
1.	<p>“THAT:</p> <p>(a) pursuant to a scheme of arrangement dated 27 October 2023 (the “Scheme”) between the Company and the Scheme Shareholders (as defined in the Scheme) in the form of the print thereof, which has been produced to this meeting and for the purpose of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Scheme), any reduction of the issued share capital of the Company associated with the cancellation of the Scheme Shares (as defined in the Scheme) be and is hereby approved;”</p>		
ORDINARY RESOLUTIONS		FOR	AGAINST
2.	<p>“THAT:</p> <p>(a) subject to and immediately after the cancellation of the Scheme Shares referred to in resolution 1(a) above, the issued share capital of the Company be restored to the amount immediately prior to the cancellation of the Scheme Shares by issuing to the Offeror (as defined in the Scheme) the same number of Shares (as defined in the Scheme) as is equal to the number of Scheme Shares cancelled and the credit arising in the books of account of the Company as a result of the cancellation of the Scheme Shares be applied by the Company in paying up in full at par the new Shares to be issued to the Offeror, and any one of the directors of the Company be and is hereby authorized to allot and issue the same accordingly;</p> <p>(b) any one of the directors of the Company be and is hereby unconditionally authorized to do all such acts and things and/or to sign all such documents as considered by him to be necessary or desirable for and in connection with the implementation of the Proposal (as defined in the Scheme), including without limitation, any reduction of share capital and restoration of share capital, the allotment and issue of Shares, and the giving on behalf of the Company of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose; and</p> <p>(c) any one of the directors of the Company be and is hereby authorized to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company, subject to the Scheme taking effect.”</p>		

Dated the _____ day of _____, 2023

Shareholder's signature: _____ ^(notes e and f)

Contact Phone Number: _____

Notes:

- (a) Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- (b) Please insert the number of shares registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s). A member who is the holder of two or more shares in the Company may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- (c) Any member entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member may appoint any number of proxies to represent him/her and vote on his/her behalf at the EGM. A proxy need not be a member of the Company but must attend the EGM in person to represent you. If you wish to appoint a proxy or proxies other than the chairman of the EGM, please strike out the words “THE CHAIRMAN OF THE EGM or” and insert the name and address of the person(s) you wish to appoint in the space provided. If no name is inserted, the chairman of the EGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- (d) **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION ABOVE, PLEASE TICK (“✓”) THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION ABOVE, PLEASE TICK (“✓”) THE RELEVANT BOX MARKED “AGAINST”.** If the form returned is duly signed but without specific direction on the proposed resolutions, the proxy/proxies will vote or abstain from voting at his/her/their discretion in respect of such resolutions. A proxy will also be entitled to vote at his/her/their discretion or to abstain from voting on any other resolution or motion properly put to the EGM other than those referred to in the Notice.
- (e) This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person duly authorised.
- (f) To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be lodged with Tricor Tengis Limited, the Company's Hong Kong branch share registrar and transfer office at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible, and in any event not less than 48 hours before the time appointed for holding the EGM (i.e. 10:30 a.m. on Saturday, 18 November 2023 (Hong Kong time)) or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting at the EGM in person if you so wish, but in the event you attend and vote at the EGM after having lodged this form of proxy, this form of proxy will be revoked by operation of law.
- (g) Where there are joint registered holders of any share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the “Purposes”). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Personal Data Privacy Officer of Tricor Tengis Limited, the Company's Hong Kong branch share registrar and transfer office at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.