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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of holders of ordinary shares of HK\$0.01 each (the “**Shares**”) in the share capital of CST Group Limited 中譽集團有限公司 (the “**Company**”) will be held at Boardroom 3-4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 20 November 2023 at 10:30 a.m. (or immediately after the conclusion or adjournment of the Court Meeting (as defined in the Scheme Document, as further defined below)), for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

1. “THAT:

- (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;”

ORDINARY RESOLUTIONS

2. “THAT:

- (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;
- (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
- (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.”

By Order of the Board
CST Group Limited
Li Man Ting
Company Secretary

Hong Kong, 27 October 2023

Registered Office:

94 Solaris Avenue
2nd Floor, Camana Bay
P.O. Box 30745
Grand Cayman KY1-1203
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

Notes:

- (1) A shareholder entitled to attend and vote at the EGM is entitled to appoint one, and if such shareholder is the holder of two or more Shares, more than one proxy to attend and vote instead of him/her. A proxy needs not be a member of the Company, but must attend the EGM in person to represent him/her.
- (2) A **white** form of proxy for use at the EGM (or any adjournment thereof) is enclosed with the scheme document dated 27 October 2023 (the “**Scheme Document**”) containing the Scheme and despatched to the shareholders on 27 October 2023.
- (3) In order to be valid, the **white** form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, 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, not less than 48 hours before the time for holding the EGM or any adjournment thereof, failing which the **white** form of proxy will not be valid. Completion and return of the **white** form of proxy will not preclude a shareholder from attending the EGM and voting in person if he/she so wishes and in such event, his/her **white** form of proxy shall be revoked by operation of law.
- (4) In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/or she was solely entitled thereto, but if more than one of such joint holders be present at the EGM, whether in person or by proxy, the vote of the senior who tenders a vote, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding of the Shares.
- (5) Voting at the EGM will be taken by poll in accordance with the amended and restated articles of association of the Company as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Hong Kong Code on Takeovers and Mergers.
- (6) The register of members of the Company will be closed from Tuesday, 14 November 2023 to Monday, 20 November 2023 and during such period no transfer of Shares will be registered. In order to be entitled to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 13 November 2023.

As at the date of this announcement, the board of directors of the Company comprises (i) Mr. Chiu Tao (Chairman), Mr. Han Xuyang, Mr. Hui Richard Rui and Mr. Kwan Kam Hung, Jimmy 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.