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DISCLOSEABLE TRANSACTION PROVISION OF LOAN FACILITY

On 12 February 2018, the Lender entered into the Loan Agreement with the Borrower, pursuant to which the Lender agreed to provide to the Borrower a loan facility in the principal amount of HK\$350,000,000, bearing interest at a rate of 7% per annum for a period of 1 year.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules with respect to the amount of financial assistance granted to the Borrower exceeds 5% but not more than 25%, the Loan Facility constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to reporting and announcement requirements under the Listing Rules.

LOAN AGREEMENT

Principal terms of the Loan Agreement are set out as below:

- | | | |
|------------------|---|---|
| Date | : | 12 February 2018 |
| Lender | : | Sun Power Finance Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly owned subsidiary of the Company |
| Borrower | : | a company incorporated in the British Virgin Islands with limited liability and to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, is Independent Third Party and not connected with the Group as at the date of this announcement |
| Principal amount | : | HK\$350,000,000 |
| Interest rate | : | 7% per annum |
| Repayment date | : | a date falling one (1) year from the date of dawndown or to such other date at the request of the Borrower and agreed by the Lender in writing |
| Guarantor | : | an individual who, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, is the ultimate beneficial owner of the Borrower and is Independent Third Party and not connected with the Group as at the date of this announcement |

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. 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 as at the date of this announcement.

REASONS FOR AND BENEFITS OF THE PROVISION OF LOAN FACILITY

The principal business activities of the Group are (i) exploration, development and mining of copper and other mineral resources materials, (ii) investment in financial instruments, (iii) property investment, (iv) money lending and (v) e-logistics platform. 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 is a transaction carried out as part of the ordinary and usual course of business of the Group.

The terms of the Loan Agreement (including the interest rate) were arrived at by the parties thereto after arm's length negotiations, with reference to prevailing commercial practice and the amount of the Loan Facility. 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 Loan Agreement are fair and reasonable and the provision of the Loan Facility is in the interest 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 amount of financial assistance granted to the Borrower exceeds 5% but not more than 25%, the Loan Facility constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to reporting and announcement requirements under the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Borrower”	a company incorporated in British Virgin Islands with limited liability and to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, is Independent Third Party and not connected with the Group as at the date of this announcement
“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
“Independent Third Party(ies)”	person(s) who or company(ies) together with its/their ultimate beneficial owner(s) which is/are third party(ies) independent of the Company and its connected person(s)(as defined under the Listing Rules)
“Lender”	Sun Power Finance Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreement”	a loan agreement dated 12 February 2018 entered into between the Lender and the Borrower in relation to the provision of Loan Facility
“Loan Facility”	the loan facility of principal amount up to HK\$350,000,000 granted by the Lender to the Borrower pursuant to the Loan Agreement
“Share(s)”	ordinary share(s) of HK\$0.1 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
“%”	per cent

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

Hong Kong, 12 February 2018

As at the date of this announcement, the Board comprises (i) Mr. Chiu Tao (Chairman), Mr. Hui Richard Rui, Mr. Lee Ming Tung, Mr. Kwan Kam Hung, Jimmy, Mr. Yeung Kwok Yu, Mr. Tsui Ching Hung, Mr. Chen Weixing and Mr. Wah Wang Kei, Jackie as executive directors of the Company; and (ii) Mr. Yu Pan, Ms. Tong So Yuet, Ms. Ma Yin Fan and Mr. Leung Hoi Ying as independent non-executive directors of the Company.