

.Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



DISCLOSEABLE TRANSACTION PROVISION OF LOAN FACILITY

THE NEW LOAN AGREEMENT

On 23 November 2017, the Lender entered into the New Loan Agreement with the Borrower B, pursuant to which the Lender agreed to provide to the Borrower B a loan facility in the principal amount of HK\$150,000,000, bearing interest at a rate of 7% per annum for a period of 1 year.

THE PRIOR LOAN AGREEMENT

Reference is made to the announcement of the Company dated 16 October 2017, in respect of the Lender and the Borrower A whereby the Lender agreed to lend to the Borrower A a loan facility in the principal amount of HK\$150,000,000.

LISTING RULES IMPLICATIONS

As Borrower A and Borrower B are parties associated with each other and the New Loan Agreement and the Prior Loan Agreement were entered into with Borrower A and Borrower B within a 12-month period, the provision of the Loan Facility A is aggregated with the Loan Facility B in determining the applicable percentage ratios. Given that the applicable percentage ratios under Rule 14.07 of the Listing Rules with respect to the Loan Facility B alone, as well as when aggregated with the Loan Facility A, exceed 5% but not more than 25%, the provision of the Loan Facility A and the Loan Facility B, on an aggregate basis, constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules. In light of the above, they shall be subject to notification and announcement requirements under the Listing Rules.

On 23 November 2017, the Lender entered into the New Loan Agreement with the Borrower B, pursuant to which the Lender agreed to provide to the Borrower B a loan facility in the principal amount of HK\$150,000,000, bearing interest at a rate of 7% per annum for a period of 1 year.

THE NEW LOAN AGREEMENT

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

Date : 23 November 2017

Lender : Sun Power Finance Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly owned subsidiary of the Company

Borrower	:	Company B, a company incorporated in Hong Kong with limited liability, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, is an Independent Third Party and not connected with the Group as at the date of this announcement
Principal amount	:	HK\$150,000,000
Interest rate	:	7% per annum
Repayment date	:	1 year after the drawdown date

The Loan Facility B will be funded by internal resources of the Group.

INFORMATION OF THE BORROWER B

The Borrower B is a company incorporated in Hong Kong with limited liability and is engaged in the business of money lending. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Borrower B is an Independent Third Party and not connected with the Group.

REASONS FOR AND BENEFITS OF THE PROVISION OF LOAN FACILITY B

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 B is a transaction carried out as part of the ordinary and usual course of business of the Group.

The terms of the New 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 B. Having considered the financial background of the Borrower B and the interest income to be received by the Group, the Directors consider that the terms of the New Loan Agreement are fair and reasonable and the provision of the Loan Facility B is in the interests of the Company and Shareholders as a whole.

LISTING RULES IMPLICATIONS

As Borrower A and Borrower B are parties associated with each other and the New Loan Agreement and the Prior Loan Agreement were entered into with Borrower A and Borrower B within a 12-month period, the provision of the Loan Facility A is aggregated with the Loan Facility B in determining the applicable percentage ratios. Given that the applicable percentage ratios under Rule 14.07 of the Listing Rules with respect to the Loan Facility B alone, as well as when aggregated with the Loan Facility A, exceed 5% but not more than 25%, the provision of the Loan Facility A and the Loan Facility B, on an aggregate basis, constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules. In light of the above, they shall be subject to notification 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 A, a company incorporated in Hong Kong with limited liability, 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
“Borrower B”	Company B, a company incorporated in Hong Kong with limited liability, 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 and a licensed money lender under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Facility A”	a loan facility in the principal amount of HK\$150,000,000 granted by the Lender to the Borrower A pursuant to the Prior Loan Agreement
“Loan Facility B”	a loan facility in the principal amount of HK\$150,000,000 granted by the Lender to the Borrower B pursuant to the New Loan Agreement

“New Loan Agreement”	a loan agreement dated 23 November 2017 entered into between the Lender and the Borrower B in relation to provision of the Loan Facility B
“Prior Loan Agreement”	a loan agreement dated 16 October 2017 entered into between the Lender and the Borrower A in relation to provision of the Loan Facility A
“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, 23 November 2017

As at the date of this announcement, the board of the Company 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.