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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 **NetMind Financial Holdings 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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### **NetMind Financial Holdings Limited 網智金控集團有限公司**

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

### **PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of NetMind Financial Holdings Limited (the "Company") to be held on Friday, 22 September 2017 at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. is set out on pages 17 to 20 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 branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, 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.

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## DEFINITIONS

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*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, 1 Harbour Road, Wanchai, Hong Kong on Friday, 22 September 2017 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 17 to 20 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “NetMind Financial Holdings Limited” to “CST Group Limited” and to change the dual foreign name in Chinese of the Company from “網智金控集團有限公司” to “中譽集團有限公司”
“Companies Law”	the Companies Law, Chapter 22, (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	NetMind Financial Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“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”	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”	21 August 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

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## **DEFINITIONS**

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“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
“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

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## LETTER FROM THE BOARD

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# **NetMind Financial Holdings Limited**

## **網智金控集團有限公司**

*(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. Yeung Kwok Yu  
Mr. Tsui Ching Hung  
Mr. Chen Weixing  
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. Tong So Yuet  
Ms. Ma Yin Fan  
Mr. Leung Hoi Ying

*Head Office and Principal Place  
of Business in Hong Kong:*

Rooms 4503-05, 45th Floor  
China Resources Building  
26 Harbour Road  
Wanchai, Hong Kong

24 August 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES  
TO ISSUE SHARES AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information relating to the proposed general mandates to issue Shares and to repurchase Shares, the proposed re-election of Directors and the proposed Change of Company Name in order to enable you to make an informed decision on whether to vote for or against the resolutions nos. 2 and 4 to 7 to be proposed at the AGM.

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## **LETTER FROM THE BOARD**

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### **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. Kwan Kam Hung, Jimmy, Mr. Yeung Kwok Yu and Ms. Tong So Yuet, will retire from office of directors by rotation at the AGM. Mr. Wah Wang Kei, Jackie, who was appointed as Director on 29 December 2016, shall hold office until the AGM in accordance with Article 91. All of them, being eligible, will offer themselves for re-election as Directors at the AGM.

Brief biographical details of the above retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “NetMind Financial Holdings Limited” to “CST Group Limited” and to change the dual foreign name in Chinese of the Company from “網智金控集團有限公司” to “中譽集團有限公司”. The Change of Company Name is subject to, among other things, the approval of Shareholders at the AGM. A further announcement will be made when the Change of Company Name becomes effective. The Board

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## LETTER FROM THE BOARD

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believes that the Change of Company Name will provide the Company with a more appropriate corporate identity and better reflect and highlight the Company's image which is in the interests of the Company and the Shareholders as a whole.

### **Conditions**

The Change of Company Name is subject to the following conditions being fulfilled:

- (a) the passing of a special resolution by the Shareholders at the AGM; and
- (b) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

The Change of Company Name will take effect from the date on which the new name is entered onto the register by the Registrar of Companies in the Cayman Islands in place of the existing name. The Registrar of Companies in the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong. Upon the Change of Company Name becoming effective, all existing share certificates bearing the current name of the Company will continue to be evidence of title to the Shares and will continue to be valid for trading, settlement and registration purposes and the rights of the Shareholders will not be affected as a result of the Change of Company Name. There will not be any free exchange of the existing share certificates of the Company for new share certificates under the new name of the Company. If the Change of Company Name becomes effective, any issue of share certificates thereafter will be in the new name of the Company and the securities of the Company will be traded on the Stock Exchange in the new name of the Company.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becomes effective. Further announcement(s) will be made by the Company in relation to the effective date of the Change of Company Name and the change of English and Chinese stock short names.

### **AGM**

The AGM Notice which contains, among other things, resolutions to approve the Issue Mandate, the Repurchase Mandate, the proposed re-election of the Directors and the proposed Change of Company Name is set out on pages 17 to 20 of this circular.

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 branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, 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.

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## **LETTER FROM THE BOARD**

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### **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, the proposed re-election of Directors and the proposed change of Company Name 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  
**NetMind Financial Holdings Limited**  
**Chiu Tao**  
*Executive Director and Chairman*

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 of the Company 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 2017, 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:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
August 2016	0.083	0.076
September 2016	0.092	0.077
October 2016	0.087	0.068
November 2016	0.074	0.061
December 2016	0.065	0.056
January 2017	0.060	0.049
February 2017	0.067	0.050
March 2017	0.059	0.049
April 2017	0.056	0.045
May 2017	0.047	0.038
June 2017	0.041	0.032
July 2017	0.042	0.029
August 2017 (up to the Latest Practicable Date)	0.037	0.036

**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 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.

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:

<b>Name</b>	<b>Number of Shares</b>	<b>Percentage holding</b>
Wong Howard	5,186,920,000	13.40%
Chiu Tao	3,900,000,000	10.08%
Cheung Chung Kiu (“Mr. Cheung”) <sup>(Note)</sup>	2,125,861,856	5.49%

*Note:*

These securities represent relevant interests in respect of:

- (a) 1,950,840,000 Shares held by Bondic International Holdings Limited, directly solely owned by Mr. Cheung; and
- (b) 175,021,856 Shares held by Bookman Properties Limited, directly wholly-owned by Ferrex Holdings Limited which is directly wholly-owned by Yugang International (B.V.I.) Limited (“Yugang BVI”). Yugang BVI is directly wholly-owned by Yugang International Limited. Yugang International Limited is directly owned by Chongqing Industrial Limited as to 34.33% of the entire issued share capital. Chongqing Industrial Limited is directly solely owned by Mr. Cheung.

As such, Mr. Cheung is deemed to be interested in the Shares held by Bondic International Holdings Limited and 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:

<b>Name</b>	<b>Percentage holding</b>
Wong Howard	14.89%
Chiu Tao	11.19%
Cheung Chung Kiu	6.10%

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.

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## **APPENDIX II    DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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

**Mr. Hui Richard Rui** (“Mr. Hui”), aged 49, was appointed as an executive Director of the Company on 17 August 2004 and as General Manger of the Company on 11 October 2006. He is a member of the investment and management committee and the director of several subsidiaries of the Group. He graduated from University of Technology, Sydney in Australia with a Bachelor’s degree in Mechanical Engineering. He is also a member of The Australasian Institute of Mining and Metallurgy. Mr. Hui has more than 10 years’ experience in management positions with companies in Australia, Hong Kong and the People’s Republic of China. He was an executive director of G-Resources Group Limited (“G-Resources”) and China Strategic Holdings Limited from March 2009 to February 2017 and from September 2008 to March 2016, respectively. The shares of the two companies are listed on the main board of the Stock Exchange.

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.

Saved as disclosed herein, Mr. Hui does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed herein, Mr. Hui is not deemed to have and does not have any interest and short positions in the shares, underlying shares, convertible notes or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

Mr. Hui has entered into a service agreement with the Company for a term of two years commencing from 1 April 2016 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\$164,635 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.

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## **APPENDIX II    DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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**Mr. Kwan Kam Hung, Jimmy** (“Mr. Kwan”), aged 55, was appointed as an executive Director on 11 November 2002. He is also the director of several subsidiaries of the Group. Mr. Kwan has over 15 years of experience in the fields of finance, accounting and corporate management. Mr. Kwan was an executive director of Lamtex Holdings Limited (formerly known as “China New Energy Power Group Limited”) from November 2009 to November 2014 (“Lamtex”), the shares of which are listed on the main board of the Stock Exchange.

Save as disclosed herein, Mr. Kwan 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.

Save as disclosed herein, Mr. Kwan does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed herein, Mr. Kwan is not deemed to have and does not have any interests and short positions in the Shares, underlying shares, convertible notes or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

Mr. Kwan has entered into a service agreement with the Company for a term of two years commencing from 1 April 2016 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. Kwan is entitled to a monthly salary of HK\$103,525 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. Kwan was the director of the following companies which were incorporated in Hong Kong and were wound up and the relevant details are as follows:

Name of the relevant company	Principal activity of the relevant company	The amount involved in the winding-up	Date of filing of winding-up petition	Date of winding-up
1. WIN GAIN PROPERTIES LIMITED 永盈物業有限公司	Property holding	HK\$21 million	2 March 2004	9 August 2004
2. WONSON INVESTMENTS LIMITED 和成投資有限公司	General trading	US\$1.45 million	2 March 2004	9 August 2004

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## **APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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Mr. Kwan was the director of the following companies which were incorporated in Hong Kong and were deregistered and the relevant details are as follows:

<b>Name of the relevant company</b>	<b>Principal activity of the relevant company</b>	<b>Date of deregistration</b>
1. BATE INVESTMENTS (HONG KONG) LIMITED 巴特投資(香港)有限公司	Investment holding	28 July 2000
2. BONNIE ALUMINIUM INDUSTRY LIMITED 匯英鋁業有限公司	Investment holding	14 July 2000
3. GOODSTONE DEVELOPMENT LIMITED 精石發展有限公司	Investment holding	14 July 2000
4. NEW CENTURY NETWORK COMMUNICATION LIMITED 新紀元網絡通訊有限公司	Investment holding	3 September 2004
5. SMARTRICH PETROLEUM LIMITED 匯發石油有限公司	Investment holding	23 June 2000
6. SMARTRICH SHIPPING LIMITED 匯發海運有限公司	Investment holding	23 June 2000
7. WONSON (ASIA) LIMITED 和成(亞洲)有限公司	Investment holding	27 October 2000
8. WONSON (H.K.) PHARMACEUTICAL COMPANY LIMITED 香港和成藥廠有限公司	General trading	14 July 2000
9. YIELD HOPE FAR EAST LIMITED 英浩遠東有限公司	Investment holding	14 July 2000

In or about February 2000, due to the failure by Wonson International Holdings Limited (the name of which was changed to China Ocean Industry Group Limited and its shares are listed in the main board of the Stock Exchange) to keep its shareholders and the Stock Exchange timely informed of a change in the use of proceeds relating to its initial public offering, Mr. Kwan was publicly censured by the Stock Exchange for the breach of his Declarations and Undertakings with regard to the Directors given by him to the Stock Exchange.

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## **APPENDIX II    DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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Save as disclosed above, Mr. Kwan 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. Yeung Kwok Yu** (“Mr. Yeung”), aged 66, was appointed as an executive Director of the Company on 26 September 2008. Mr. Yeung is the brother-in-law of Mr. Chiu Tao, Chairman of the Company. Mr. Yeung had held management positions in trading companies which were based in the People’s Republic of China and Hong Kong, and was also engaged as senior management in various listed companies in Hong Kong. Mr. Yeung has extensive experience in general trading, strategic investment planning and business development. Mr. Yeung was an executive director of Lamtex from July 2009 to November 2014, the shares of which are listed on the main board of the Stock Exchange.

Save as disclosed herein, Mr. Yeung 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.

Save as disclosed herein, Mr. Yeung does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed herein, Mr. Yeung is not deemed to have and does not have any interests and short positions in the shares, underlying shares, convertible notes or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

Mr. Yeung has entered into a service agreement with the Company for a term of two years commencing from 1 April 2016 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. Yeung is entitled to a monthly salary of HK\$130,720 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. Yeung was an executive director of the Company from 2003 to 2004. He was bankrupted in 2004 and was discharged on 4 September 2008. He was the director of Win Gain Properties Limited which was incorporated in Hong Kong and principally engaged in property holding. On 2 March 2004, the winding up petition was filed against Win Gain Properties Limited and the amount involved was approximately HK\$21 million and it was wound up by an order of the court dated 9 August 2004. He was also the director of Wonson Investments Limited which was incorporated in Hong Kong and principally engaged in general trading. On 2 March 2004, the winding up petition was filed against Wonson Investments Limited and the amount involved was approximately US\$1.45 million and it was wound up by an order of the court dated 9 August 2004.

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## **APPENDIX II    DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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In or about February 2000, due to the failure by Wonson International Holdings Limited (the name of which was changed to China Ocean Industry Group Limited and its shares are listed on the main board of the Stock Exchange) to keep its shareholders and the Stock Exchange timely informed of a change in the use of proceeds relating to its initial public offering, Mr. Yeung was publicly censured by the Stock Exchange for the breach of his Declarations and Undertakings with regard to the Directors given by him to the Stock Exchange.

Save as disclosed above, Mr. Yeung 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** (“Mr. Wah”), aged 50, was appointed as an executive director of the Company on 29 December 2016. He is also an in-house legal counsel of the Company and director of several subsidiaries of the Group. Mr. Wah 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 executive director of G-Resources and an independent non-executive director of Symphony Holdings Limited. The shares of the 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.

Saved as disclosed herein, Mr. Wah does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed herein, Mr. Wah is not deemed to have and does not have any interests and short positions in the shares, underlying shares, convertible notes or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

Mr. Wah has not entered into any service contract with the Company in relation to his appointment as an executive Director. He has no fixed term of service with the Company but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Mr. Wah was a director of Star Digitel 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.

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## **APPENDIX II    DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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**Ms. Tong So Yuet** (“Ms. Tong”), aged 45, was appointed as an independent non-executive Director on 24 February 2005. Ms. Tong is the Chairlady of audit Committee of the Company. She graduated from The Hong Kong Polytechnic University with a Bachelor degree in Accountancy. She is a fellow member of the Association of Chartered Certified Accountants, an associate member of the Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Chartered Secretaries, The Institute of Chartered Secretaries and Administrators in the United Kingdom and a Certified Public Accountant (Practising). Ms. Tong has over 20 years of experience in auditing and accounting sector.

Save as disclosed herein, Ms. Tong 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.

Save as disclosed herein, Ms. Tong does not have any relationships with any Directors, senior management, substantial or controlling shareholder of the Company. Save as disclosed herein, Ms. Tong is not deemed to have and does not have any interests and short positions in the shares, underlying shares, convertible notes or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

Ms. Tong has entered into a letter of appointment with the Company for a term of two years commencing from 1 April 2016 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. Ms. Tong’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. Ms. Tong is entitled to director’s fee of HK\$200,000, which is determined with reference to the duties and responsibilities undertaken by Ms. Tong as an independent non-executive Director and the prevailing market conditions.

Save as disclosed above, Ms. Tong 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.

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## **NOTICE OF ANNUAL GENERAL MEETING**

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# **NetMind Financial Holdings Limited**

## **網智金控集團有限公司**

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

**NOTICE IS HEREBY GIVEN** that an annual general meeting of NetMind Financial Holdings Limited (the “Company”) will be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Friday, 22 September 2017 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 2017;
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;
- 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- 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; or
  - (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; and

“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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 of Hong Kong Limited 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; or
    - (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.”
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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

7.     **“THAT:**

- (a) subject to the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed to “CST Group Limited” and the dual foreign name in Chinese be changed to “中譽集團有限公司” and
- (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to do all such acts and things and to execute all such documents and deeds that are of administrative nature only as he/she may in his/her absolute discretion consider necessary and desirable in order to effect such change of name of the Company”

By order of the Board  
**NetMind Financial Holdings Limited**  
**Chiu Tao**  
*Executive Director and Chairman*

Hong Kong, 24 August 2017

*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. The register of members of the Company will be closed from Monday, 18 September 2017 to Friday, 22 September 2017, both days inclusive, during which period no transfer of shares will be effected, to determine shareholders' entitlement to attend and vote at the AGM.
3. In order to be entitled to attend and vote at the AGM (or at any adjournment thereof), all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong (the “Share Registrar”) (Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong) for registration no later than 4:30 pm on Friday, 15 September 2017.
4. 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, Tricor Tengis Limited, at Level 22, 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.
5. 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.
6. As at the date hereof, 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. Yeung Kwok Yu, Mr. Tsui Ching Hung, Mr. Chen Weixing and Mr. Wah Wang Kei, Jackie and the independent non-executive directors of the Company are Mr. Yu Pan, Ms. Tong So Yuet, Ms. Ma Yin Fan and Mr. Leung Hoi Ying.