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ESR CAYMAN LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1821)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of ESR Cayman Limited (the “**Company**”) will be held at Four Seasons Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong on Wednesday, 3 November 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendment the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the Acquisition Agreement (a copy of which is marked “**A**” and initialled by the chairman of the EGM for the purpose of identification) dated 4 August 2021 (and as amended on 24 August 2021) and the Proposed Transaction contemplated thereunder, as more particularly described in the circular issued by the Company on 18 October 2021 (the “**Circular**”, a copy of which is marked “**B**” and initialled by the chairman of EGM for the purpose of identification), which constitutes a major and connected transaction under the Listing Rules, be and are hereby approved, confirmed and ratified;
- (b) the Directors be and are hereby granted the Specific Mandate to exercise the powers of the Company to allot and issue the Consideration Shares, the SMBC Subscription Shares and (if the Company elects to make the Cash Consideration Adjustment) the Shares pursuant to the Permitted Issuance, pursuant to the terms and conditions of the Acquisition Agreement; and
- (c) the Directors, acting collectively and individually, be and are hereby authorised to take all such steps, do all such acts and things and to sign, execute, seal (where required) and deliver all such documents which he/she may in his/her absolute discretion, consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the above resolution and all of the transactions contemplated thereunder.”

2. “**THAT**, subject to the passing of resolution 1 above and conditional upon the Completion of the Proposed Transaction, Mr. Lim Hwee Chiang (John) be elected as a non-executive Director.”
3. “**THAT**, subject to the passing of resolution 1 above and conditional upon the Completion of the Proposed Transaction, Dr. CHIU Kwok Hung, Justin be elected as a non-executive Director.”
4. “**THAT**, subject to the passing of resolution 1 above and conditional upon the Completion of the Proposed Transaction, Mr. Rajeev Kannan be elected as a non-executive Director.”

By Order of the Board
ESR Cayman Limited
Jinchu Shen
Director

Hong Kong, 18 October 2021

Registered Office
c/o Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman, KY1-9008
Cayman Islands

*Headquarters and principal
place of business in Hong Kong*
2406-07 Man Yee Building
68 Des Voeux Road Central
Hong Kong

Notes:

1. Capitalised terms used in this notice shall have the same meanings as defined in the Circular, unless the context requires otherwise.
2. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
3. All resolutions at the EGM will be taken by way of poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
4. In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.
5. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 29 October 2021 to Wednesday, 3 November 2021, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the right to attend and vote at the EGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company’s share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 28 October 2021.
6. Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.

7. In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint registered holders be present at the EGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered 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.

8. PRECAUTIONARY MEASURES FOR THE EGM

Please refer to the Circular for the measures being taken to prevent and control the spread of the Novel Coronavirus 2019 (COVID-19) at the EGM, including:

- compulsory temperature checks and health declarations;
- recommended wearing of surgical face masks; and
- no distribution of corporate gifts and refreshments.

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue. Attendees of the EGM should wear face masks at all times at the EGM venue and the Company reminds Shareholders that they may appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.

9. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board of Directors of the Company comprises Mr. Jinchu Shen and Mr. Stuart Gibson as Executive Directors, Mr. Jeffrey David Perlman as the Chairman and Non-executive Director, Mr. Charles Alexander Portes, Mr. Wei Hu and Mr. David Alasdair William Matheson as Non-executive Directors, Mr. Brett Harold Krause, The Right Honourable Sir Hugo George William Swire, KCMG, Mr. Simon James McDonald, Ms. Jingsheng Liu and Mr. Robin Tom Holdsworth as Independent Non-executive Directors.