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ESR GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1821)

ANNOUNCEMENT

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING

AND

(2) RETIREMENT OF DIRECTOR

1. POLL RESULTS

The board of directors (the “**Directors**” and the “**Board**”, respectively) of ESR Group Limited (the “**Company**”) hereby announces that all the proposed resolutions set out in the notice of the annual general meeting dated 15 May 2023 (the “**Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) at the annual general meeting of the Company held on 7 June 2023 (the “**AGM**”), by way of poll as required by The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The poll results taken at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)*	
		For	Against
1.	To consider and approve the audited consolidated financial statements, together with the reports of the Directors and auditors of the Company for the year ended 31 December 2022	3,829,251,415 (99.98%)	843,258 (0.02%)
2.	To declare a final dividend	3,830,093,215 (100%)	1,458 (0.00%)

Ordinary Resolutions		Number of Votes (%)*	
		For	Against
3(a).	To re-elect Mr. Jinchu Shen as an executive Director of the Company	3,772,928,698 (98.51%)	57,165,975 (1.49%)
3(b).	To re-elect Mr. Stuart Gibson as an executive Director of the Company	3,773,437,395 (98.52%)	56,657,278 (1.48%)
3(c).	To re-elect Mr. Jeffrey David Perlman as a non-executive Director of the Company	3,485,195,369 (91.00%)	344,899,304 (9.00%)
3(d).	To re-elect Ms. Wei-Lin Kwee as an independent non-executive Director of the Company	3,827,196,615 (99.92%)	2,898,058 (0.08%)
3(e).	To authorise the Board of the Company to fix the remuneration of the Directors of the Company	3,818,557,509 (99.70%)	11,537,164 (0.30%)
4.	To re-appoint Ernst & Young as the auditors of the Company and to authorise the Board to fix their remuneration	3,826,807,416 (99.91%)	3,287,257 (0.09%)
5.	To grant a general mandate to the Board to allot, issue and deal with additional Shares as set out in resolution no. 5 of the Notice	3,269,512,603 (85.36%)	560,582,070 (14.64%)
6.	To grant a general mandate to the Board to repurchase Shares set out in resolution no. 6 of the Notice	3,826,968,386 (99.92%)	3,126,287 (0.08%)
7.	To approve the proposed amendments to the Post-IPO Share Option Scheme (as defined in the circular of the Company dated 15 May 2023 (the “Circular”)) as set out in resolution no. 7 of the Notice	3,654,618,419 (95.42%)	175,476,254 (4.58%)
8.	To approve the proposed amendments to the Long Term Incentive Scheme (as defined in the Circular) as set out in resolution no. 8 of the Notice	3,733,019,328 (97.47%)	97,075,345 (2.53%)
9.	To approve the proposed amendment to the Scheme Mandate Limit (as defined in the Circular) as set out in resolution no. 9 of the Notice	3,746,027,155 (97.81%)	84,067,518 (2.19%)
10.	To approve the proposed adoption of the Service Provider Sublimit (as defined in the Circular) as set out in resolution no. 10 of the Notice	3,746,027,155 (97.81%)	84,067,518 (2.19%)

As more than 50% of the votes cast were in favour of all of the above-mentioned resolutions as ordinary resolutions, all the resolutions were duly passed at the AGM.

** All percentages rounded to 2 decimal places*

As at the date of the AGM, the total number of issued shares of the Company was 4,383,666,259. The total number of issued shares of the Company entitling the Shareholders to attend and vote for or against the proposed resolutions at the AGM was 4,383,665,819 shares.

There was no share of the Company entitling the Shareholders to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Listing Rules and no Shareholders were required under the Listing Rules to abstain from voting at the AGM. Computershare Hong Kong Trustees Limited, as trustee, abstained from exercising voting rights in respect of 3,386,047 Shares held by it under trust for the Long Term Incentive Scheme. All directors who held 993,904,338 Shares in aggregate and employees of the Group who were eligible to participate in the Post-IPO Share Option Scheme and the Long Term Incentive Scheme who should have abstained from voting on the proposed ordinary resolutions contained in items 7, 8, 9 and 10 of the Notice voted on such resolutions. The said resolutions would be passed in any event if such numbers of votes were excluded.

No other Shareholders stated their intention in the Circular to vote against or to abstain from voting on the resolutions.

All the Directors of the Company except Mr. Wei Hu attended the AGM in person or by electronic means.

Computershare Hong Kong Investor Services Limited, the Company's Hong Kong share registrar, acted as the scrutineer for the vote-taking at the AGM.

2. RETIREMENT OF DIRECTOR

Mr. Wei Hu as a Non-executive Director has retired from the Board at the conclusion of the AGM to pursue other opportunities and accordingly, he did not offer himself for re-election at the AGM.

Mr. Wei Hu has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to extend its sincere thanks to Mr. Wei Hu for his invaluable contributions during his directorship.

By order of the Board
ESR Group Limited
Jinchu Shen
Director

Hong Kong, 7 June 2023

As at the date of this announcement, 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. Hwee Chiang Lim, Dr. Kwok Hung Justin Chiu and Mr. Rajeev Veeravalli Kannan as Non-executive Directors, Mr. Brett Harold Krause, Mr. Simon James McDonald, Ms. Jingsheng Liu, Ms. Serene Siew Noi Nah and Ms. Wei-Lin Kwee as Independent Non-executive Directors.