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ESR GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1821)

**ANNOUNCEMENT
PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

This announcement is made by ESR Group Limited (the “**Company**”) pursuant to Rule 3.8 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the Company’s announcement dated 13 May 2024 in relation to, among other things, the Indicative Proposal (the “**Announcement**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

UPDATE ON NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Company wishes to announce that: (a) on 25 May 2024, 557,842 restricted share units granted under the Long Term Incentive Scheme have been vested; (b) since the date of the Announcement, 807,450 restricted share units granted under the Long Term Incentive Scheme have lapsed or been canceled; and (c) on 3 June 2024, 215,901 Shares were issued pursuant to the exercise of 553,524 share options granted under the pre-IPO employee stock incentive scheme adopted on 24 November 2017 (“**KM ESOP**”).

As at the date of this announcement, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company, after taking into account the abovementioned event, comprise:

- (a) 4,212,712,339 Shares;
- (b) 7,799,856 outstanding share options granted under the Tier 1 ESOP;
- (c) 12,802,313 outstanding share options granted under the KM ESOP;

- (d) 17,569,300 outstanding share options granted under the Post-IPO Share Option Scheme;
- (e) 5,549,330 outstanding performance share units granted under the Long Term Incentive Scheme; and
- (f) 7,352,349 outstanding restricted share units granted under the Long Term Incentive Scheme.

Save for the aforesaid, the Company has no other outstanding relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

DEALING DISCLOSURE

The respective associates (as defined under the Takeovers Code) of the Company and the Consortium, including persons holding 5% or more of the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code), are reminded to disclose their dealings in the relevant securities of the Company pursuant to the requirements of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeover Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

WARNING: Shareholders and potential investors in the Company should be aware that the Indicative Proposal may or may not proceed, and if it does proceed, the terms of any such Indicative Proposal are at this stage uncertain. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and/or other securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.

By Order of the Board
ESR GROUP LIMITED
Brett Harold Krause
Director

Hong Kong, 4 June 2024

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, Mr. Rajeev Veeravalli Kannan and Ms. Joanne Sarah McNamara as Non-executive Directors and Mr. Brett Harold Krause, Mr. Simon James McDonald, Ms. Jingsheng Liu and Ms. Serene Siew Noi Nah as Independent Non-executive Directors.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.