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MEGA BidCo

ESR GROUP LIMITED

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

JOINT ANNOUNCEMENT

**(1) PROPOSAL TO PRIVATISE THE COMPANY
BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 86 OF THE COMPANIES ACT**

(2) OPTION OFFERS TO CANCEL ALL OUTSTANDING OPTIONS

(3) AWARD PROPOSAL TO CANCEL ALL OUTSTANDING AWARDS

(4) SPECIAL DEAL RELATING TO THE EIS

AND

(5) PROPOSED WITHDRAWAL OF LISTING OF THE COMPANY

**BAD WEATHER ARRANGEMENT
FOR COURT MEETING AND EGM**

**Co-Lead Financial Adviser and
Sole Structuring Adviser to the Offeror**

Morgan Stanley

Morgan Stanley Asia Limited

Co-Lead Financial Adviser to the Offeror

Deutsche Bank 

Joint Financial Advisers to the Offeror

**Goldman
Sachs**

**Goldman Sachs
(Asia) L.L.C**



UBS

Exclusive Financial Adviser to the Company

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Independent Financial Adviser to the Independent Board Committee

ANGLO CHINESE 
CORPORATE FINANCE, LIMITED

INTRODUCTION

Reference is made to the scheme document dated 22 May 2025 jointly issued by the Offeror and the Company in relation to the Proposal, the Scheme, the Option Offers, the Award Proposal and the EIS (the “**Scheme Document**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Scheme Document.

BAD WEATHER ARRANGEMENT FOR THE COURT MEETING AND THE EGM

According to the notice of the Court Meeting and the notice of the EGM as set out in Appendices VII and VIII to the Scheme Document (the “**Notices**”), the Court Meeting is scheduled to be held at 10:00 am on Friday, 13 June 2025 at Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong, and the EGM is scheduled to be held at 10:30 am (or immediately after the later of the conclusion or adjournment of the Court Meeting) on Friday, 13 June 2025 at the same venue.

In view of the approach of a tropical cyclone, there is a risk that the weather condition in Hong Kong may deteriorate at the times originally scheduled for the Court Meeting and the EGM. Accordingly, the Offeror and the Company would like to jointly announce that if:

1. a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal or “extreme conditions” as announced by the government of Hong Kong is hoisted or issued but subsequently lowered before 9:30 a.m. on Friday, 13 June 2025, **the Court Meeting and the EGM will be held as scheduled at the same venue (i.e. Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong); or**
2. a tropical cyclone warning signal No. 8 or above remains hoisted or a black rainstorm warning signal or “extreme conditions” as announced by the government of Hong Kong remains in force at any time after 9:30 a.m. on Friday, 13 June 2025, **the Court Meeting will be proposed to be adjourned by the chairman of the Court Meeting to the following time:**
 - (a) (in the event that the tropical cyclone warning signal No. 8 or above or the black rainstorm warning signal or “extreme conditions” as announced by the government of Hong Kong is lowered before 3:30 p.m. on Friday, 13 June 2025) **4:00 p.m. on Friday, 13 June 2025 at the same venue (i.e. Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong); or**

- (b) (in the event that the tropical cyclone warning signal No. 8 or above remains hoisted or the black rainstorm warning signal or “extreme conditions” as announced by the government of Hong Kong remains in force at 3:30 p.m. on Friday, 13 June 2025) **10:00 a.m. on Monday, 16 June 2025 at Alexandra & Victoria Room, 2/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong; and**

the EGM will be proposed to be adjourned by the chairman of the EGM to the following time:

- (a) (in the event that the tropical cyclone warning signal No. 8 or above or the black rainstorm warning signal or “extreme conditions” as announced by the government of Hong Kong is lowered before 3:30 p.m. on Friday, 13 June 2025) **4:30 p.m. on Friday, 13 June 2025 (or immediately after the later of the conclusion or adjournment of the Court Meeting) at the same venue (i.e. Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong);**
- (b) (in the event that the tropical cyclone warning signal No. 8 or above remains hoisted or the black rainstorm warning signal or “extreme conditions” as announced by the government of Hong Kong remains in force at 3:30 p.m. on Friday, 13 June 2025) **10:30 a.m. on Monday, 16 June 2025 (or immediately after the later of the conclusion or adjournment of the Court Meeting) at Alexandra & Victoria Room, 2/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong.**

If the Court Meeting and the EGM are adjourned, all resolutions set out in the Scheme Document and the Notices to be proposed at the Court Meeting and the EGM will remain unchanged, and all such resolutions will be proposed at the reconvened Court Meeting and EGM. In this event, the resolutions as set out in the Notices will not be proposed and no substantive business will be carried on at the Court Meeting or the EGM at 10:00 a.m. or 10:30 a.m. on Friday, 13 June 2025. Scheme Shareholders should instead attend the reconvened Court Meeting and Shareholders should instead attend the reconvened EGM.

All forms of proxy deposited with the Share Registrar, Computershare Hong Kong Investor Services Limited, for the purposes of the Court Meeting and the EGM will remain valid for the adjourned Court Meeting and EGM. In the event that the Court Meeting and the EGM are adjourned to Monday, 16 June 2025, the latest time for lodging forms of proxy in respect of the Court Meeting and the EGM will be postponed to 10:00 am and 10:30 am on Saturday, 14 June 2025.

The book closure period for ascertaining entitlement of the Shareholders to attend and vote at the Court Meeting and the EGM as stated in the Scheme Document will remain unchanged.

In the event that the Court Meeting and the EGM are adjourned to Monday, 16 June 2025, the expected last time for trading of the Shares on the Stock Exchange will be postponed to 4:10 pm on Tuesday, 17 June 2025. Further announcement(s) will be made if there is any change to the expected withdrawal of the listing of Shares on the Stock Exchange becoming effective.

By order of the board of directors of
MEGA BidCo

By Order of the Board
ESR GROUP LIMITED

Hong Kong, 12 June 2025

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 Perlman, Mr. Charles Alexander Portes, Mr. Rajeev Veeravalli Kannan and Ms. Joanne Sarah McNamara as non-executive Directors, Mr. Brett Harold Krause as the Chairman and independent non-executive Director, and Mr. Simon James McDonald, and Ms. Serene Siew Noi Nah as independent non-executive Directors. The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement (other than information relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement by the Directors (other than those expressed by the directors of the Offeror and the respective directors of the Consortium Members in their capacities as such) 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 the announcement misleading.

As at the date of this announcement, the board of directors of the Offeror comprises Mr. David Matheson, Mr. Thomas Tolley, Mr. Jeffrey Perlman, Ms. Chloe Zhang, Mr. Jacob Liebschutz, Mr. Stuart Gibson, Mr. Jinchu Shen and Mr. Julian Salisbury, who jointly and severally accept full responsibility for the accuracy of the information contained in this announcement other than information relating to the Company and the Consortium Members and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the directors of the Offeror 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.

*As at the date of this announcement, the directors of Starwood are Jason Sneah, David Matheson and Rachel Williams, and the managing director of SCGG II GP, L.L.C., acting in its capacity as the general partner of Starwood Capital Group Global II, L.P., acting in its capacity as the sole member of Starwood Electron Co-Invest GP, L.L.C., is Nick Antonopoulos (together with Jason Sneah, David Matheson and Rachel Williams, collectively, the “**Starwood Entities Responsible Persons**”). The Starwood Entities Responsible Persons who jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the Starwood Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the Starwood Entities Responsible Persons 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.*

As at the date of this announcement, the managing members of SSW CEI GP, LLC, the (i) general partner of SSW CEI (CN), L.P. and (ii) sole member of SSW (ESR) SPV GP, LLC, the general partner of SSW (ESR) SPV, L.P., are Eric Schwartz, Joshua Steiner and Antonio Weiss (the “SSW Responsible Persons”), who jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the SSW Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the SSW Responsible Persons 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.

As at the date of this announcement, the board of managers of Sixth Street Entity are Mr. Julian Salisbury, Mr. Toni Elias and Mr. Giulio Passanisi, who jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to Sixth Street Entity and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the board of managers of Sixth Street Entity 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.

As at the date of this announcement, the directors of each of the WP Entities are Ms. Tara O’Neill, Mr. David Sreter and Mr. Steven Glenn, who jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the WP Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the directors of the WP Entities 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.

As at the date of this announcement, the sole director of Laurels is Mr. Jinchu Shen, who accepts full responsibility for the accuracy of the information contained in this announcement relating to Laurels and Mr. Jinchu Shen and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement by the sole director of Laurels (other than those expressed by him in his capacity as a Director) 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.

As at the date of this announcement, the directors of Redwood II are Mr. Stuart Gibson and Mr. Charles Alexander Portes, who jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to Redwood II, Redwood, Mr. Stuart Gibson and Mr. Charles Alexander Portes and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the directors of the Redwood II, Mr. Stuart Gibson and Mr. Charles Alexander Portes (other than those expressed by Mr. Stuart Gibson and Mr. Charles Alexander Portes in their capacity as Directors) 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.

As at the date of this announcement, the directors of Qatar Holding are Mr. Mohammed Saif Al-Sowaidi, Mr. Mohammed Yaser Al-Mosallam, Mr. Khaled Sultan Al-Rabban and Mr. Ahmad Mohammed Al-Khanji, who jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to Qatar Holding and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the directors of Qatar Holding 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.

In the event of any inconsistency, the English text of this announcement shall prevail over the Chinese text.