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IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD OF 72 OF 2025 (DDJ)

**IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT
(2025 REVISION)**

**AND IN THE MATTER OF ORDER 102 OF THE GRAND
COURT RULES 2023 (AS REVISED)**

**AND IN THE MATTER OF ESR GROUP LIMITED
(THE “COMPANY”)**

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 28 April 2025 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed a meeting of the Scheme Shareholders (as defined in the Scheme, as further defined below) (the “**Court Meeting**”) to be convened for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the “**Scheme**”) proposed to be made between the Company and the Scheme Shareholders and that the Court Meeting will be held at 10:00 am (Hong Kong time) on Friday, 13 June 2025 at Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong at which all Scheme Shareholders are invited to attend.

A copy of the Scheme and a copy of the explanatory memorandum (the “**Explanatory Memorandum**”) explaining the effect of the Scheme are incorporated in the composite scheme document of which this notice forms part (the “**Scheme Document**”), which has been despatched to the Scheme Shareholders. A copy of the Scheme Document can also be obtained by any person entitled to attend the Court Meeting during usual business hours on any day prior to the day appointed for the said meeting (other than a Saturday, a Sunday or a public holiday in Hong Kong) (a) from the Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. Unless the context requires otherwise, capitalised terms used in this notice shall have the same meanings as those defined in the Scheme Document.

Any Scheme Shareholders entitled to attend and vote at the Court Meeting may attend and vote in person at the Court Meeting or he/she/it may appoint another person, whether a member of the Company or not, as his/her/its proxy to attend and vote in his/her/its stead. A Scheme Shareholder who is the holder of two or more Scheme Shares may appoint more than one proxy to represent him/her/it. If more than one proxy is appointed, the number of Scheme Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy. A pink form of proxy for use at the Court Meeting is enclosed with the Scheme Document.

In the case of joint registered holders of a Scheme Share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint registered holder(s) 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 Scheme Share.

The Company wishes to advise all of the Scheme Shareholders that the only ways to vote for the proposed resolution in the Court Meeting are (i) to attend the physical Court Meeting at Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong or (ii) to appoint any person or the chairman of the Court Meeting as a proxy to attend and vote on the resolution in the Court Meeting by completing and lodging the relevant proxy form(s) in accordance with the instructions contained therein. Scheme Shareholders are reminded to mark their voting decision (for or against, as the case may be) on the relevant proxy form(s).

It is requested that the pink form of proxy, together with the power of attorney (if any) or other authority (if any) under which they are signed or a certified copy thereof be lodged at the Share Registrar as stated above no later than 48 hours before the time appointed for holding the Court Meeting (being no later than 10:00 am on Wednesday, 11 June 2025) or any adjournment thereof. Alternatively the pink form of proxy may be handed to the chairman of the Court Meeting at the Court Meeting, who shall have absolute discretion as to whether or not to accept it.

Completion and return of the form of proxy will not preclude a Scheme Shareholder from attending and voting in person at the Court Meeting or any adjournment thereof. In the event that a Scheme Shareholder attends and votes at the Court Meeting or any adjournment thereof after having lodged his/her form of proxy, his/her form of proxy shall be revoked by operation of law.

For the purpose of determining the entitlements of Scheme Shareholders to attend and vote at the Court Meeting, the register of members of the Company will be closed from Monday, 9 June 2025 to Friday, 13 June 2025 (both days inclusive), and during such period, no transfer of Shares will be effected. In order to qualify to vote at the Court Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar as stated above before 4:30 pm (Hong Kong time) on Friday, 6 June 2025.

By the same order, the Court has appointed any of the independent non-executive directors of the Company, as agreed between them or failing whom, any other person who is an officer of the Company at the time of the Court Meeting and who is not an Offeror Concert Party to act as chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the result thereof to the Court.

The Scheme will be subject to the subsequent sanction of the Court as set out in the Explanatory Memorandum contained in the Scheme Document.

By Order of the Court
ESR Group Limited

Dated 22 May 2025

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

Principal Place of Business in Hong Kong
Suites 2905-06
Two Exchange Square
8 Connaught Place, Central
Hong Kong

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 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.

Notes:

- (i) Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.
- (ii) All resolutions at the Court Meeting will be taken by way of poll as required under the Listing Rules and the Takeovers Code.
- (iii) If a tropical cyclone warning signal No.8 or above is or is expected to be hoisted or a black rainstorm warning signal or “extreme conditions” as announced by the government of Hong Kong is or is expected to be in force at any time after 8:00 am on the date of the Court Meeting, the Court Meeting may be adjourned. The Company may post an announcement on the respective websites of the Stock Exchange and the Company to notify Scheme Shareholders of the date, time and venue of the reconvened meeting.