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ESR GROUP 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 “**EGM**”) of ESR Group Limited (the “**Company**”) will be held at 10:30 am on Friday, 13 June 2025 at Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong (or immediately after the later of the conclusion or adjournment of the Court Meeting (as defined in the Scheme Document, as further defined below) convened at the direction of the Grand Court of the Cayman Islands for the same day and place) for the purpose of considering and, if thought fit, passing, with or without amendment the following resolutions:

SPECIAL RESOLUTION

“THAT:

- (A) for the purpose of giving effect to the scheme of arrangement dated 22 May 2025 (the “**Scheme**”) between the Company and Scheme Shareholders in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date, (i) any reduction of the issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares; and (ii) contemporaneously therewith applying the reserve created by the cancellation of the Scheme Shares to maintain the issued share capital of the Company at the amount immediately prior to the cancellation and extinguishment of the Scheme Shares by the allotment and issue to the Offeror of such number of new Shares (credited as fully paid at par) as is equal to the number of the Scheme Shares cancelled, be and is hereby approved; and

- (B) any one of the directors of the Company is authorized to do all acts and things considered by him or her to be necessary or desirable in connection with the implementation of the Scheme and to apply to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange upon the Scheme becoming effective.”

ORDINARY RESOLUTION

- (C) “**THAT:** subject to the Scheme becoming effective, the new employee incentive scheme (which excludes the Shen Options) to be adopted by EquityCo (as defined in the Scheme) following the Scheme becoming effective on the terms set out in the Scheme Document, a copy of which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, and the transactions contemplated under it, be and is hereby approved.”

By order of the board
ESR Group Limited
Brett Harold Krause
Chairman

Hong Kong, 22 May 2025

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) Capitalised terms used in this notice shall have the same meanings as defined in the scheme document of the Company dated 22 May 2025 (the “**Scheme Document**”), unless the context requires otherwise.
- (ii) 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.
- (iii) All resolutions at the EGM will be taken by way of poll as required under the Listing Rules and the Takeovers Code 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 and the Takeovers Code.
- (iv) A white form of proxy for use at the EGM is enclosed with the Scheme Document.

- (v) In order to be valid, the white 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 other authority, must be deposited with the Company's 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 (being no later than 10:30 am on Wednesday, 11 June 2025) or any adjournment thereof.
- (vi) For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 9 June 2025 to Friday, 13 June 2025, 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 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 pm on 6 June 2025.
- (vii) Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM (and any adjournment thereof) if you so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (viii) 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 Shares as if he/she/it were solely entitled thereto, but if more than one of such joint registered holders be present at the EGM, the vote of the senior holder 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.
- (ix) 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 EGM, the EGM may be adjourned. The Company may post an announcement on the respective websites of the Stock Exchange and the Company to notify members of the date, time and venue of the reconvened meeting.
- (x) References to time and dates in this notice are to Hong Kong time and dates.