



ESR GROUP LIMITED

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

**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO. FSD 72 OF 2025

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

**PINK FORM OF PROXY FOR USE AT THE COURT MEETING
CONVENED AT THE DIRECTION OF THE GRAND COURT OF THE CAYMAN ISLANDS
TO BE HELD ON FRIDAY, 13 JUNE 2025 AT 10:00 AM (HONG KONG TIME)
(OR ANY ADJOURNMENT THEREOF)**

Pink form of proxy for use at the court meeting (or any adjournment thereof) of the Scheme Shareholders (as defined in the Scheme Document defined below) of ESR Group Limited (the “**Company**”) convened at the direction of the Grand Court of the Cayman Islands (the “**Court Meeting**”).

I/We, being the registered holder(s) of shares of the Company, hereby appoint the Chairman of the Court Meeting^(Notes 2 and 3) or the proxy as specified below to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Court Meeting convened at the direction of the Grand Court of the Cayman Islands to be held at Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong on Friday, 13 June 2025 at 10:00 am (Hong Kong time) or at any adjournment thereof, for the purpose of considering and, if thought fit, voting for me/us and in my/our name(s) in respect of a scheme of arrangement (with or without modifications) (the “**Scheme**”) proposed to be made between the Company and the Scheme Shareholders as referred to in the notice dated 22 May 2025 convening the Court Meeting (the “**Court Meeting Notice**”) as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit and in respect of any other resolution(s) that may properly come before the Court Meeting. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Court Meeting Notice.

Registered Holder(s) (Complete in **ENGLISH BLOCK CAPITALS**. The names of all joint holders should be stated.)

Registered Name^(Note 1)

Registered Address^(Note 5)

Registered Shareholding

Contact Phone No.

Date (DD-MM-YYYY)

Signature^(Note 6)

Proxy (Complete in **ENGLISH BLOCK CAPITALS**.)

Full Name

Full Address

No. of Shares^(Note 7)

Email Address

FOR the Scheme^(Notes 4 and 8)

AGAINST the Scheme^(Notes 4 and 8)

Notes:

1. Please insert full name(s) in **BLOCK CAPITALS** as shown in the register of members of the Company.
2. If you are a shareholder who is entitled to attend and vote at the Court Meeting, you are entitled to appoint one or more proxies (for shareholders holding two or more Shares) to attend instead of you and to vote on your behalf provided that each proxy is appointed to represent the respective number of shares held by you as specified in the relevant proxy form. A proxy need not be a shareholder of the Company, but must attend the Court Meeting in person in order to represent you.
3. If a proxy other than the Chairman of the Court Meeting is preferred, cross out the words “the Chairman of the Court Meeting” and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. **Any changes should be initialled by the person who signed the form.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE TICK (“✓”) THE BOX MARKED “FOR the Scheme”. IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST the Scheme”.** If you return this form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the Court Meeting.
5. Please insert full address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
6. This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In case of joint shareholding of any share, any one of such joint shareholder may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto. But if more than one of such joint shareholders are present at the Court Meeting personally or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
7. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all shares in the capital of the Company registered in your name(s).
8. The full text of the Scheme and a copy of an explanatory memorandum explaining the effect of the Scheme appear in the scheme document of the Company dated 22 May 2025 (the “**Scheme Document**”).
9. In order to be valid, this proxy form, together with the power of attorney (if any) or other authority (if any) under which they are signed or a certified copy of such power of attorney or other authority, must be completed and deposited at the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 48 hours before the time appointed for holding the Court Meeting or any adjournment thereof. Alternatively, it 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.
10. Completion and delivery of this proxy form will not preclude you from attending and voting in person at the Court Meeting (and at any adjournment thereof) if you so wish, but in the event of your attending and voting at the Court Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
11. The Scheme will be voted upon by way of poll at the Court Meeting.
12. The English language text of this form shall prevail over the Chinese version for the purpose of interpretation.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (“**PDPO**”), which will include your and your appointed proxy’s respective name and mailing address and any another personal data required to be provided. By providing you and your appointed proxy’s Personal Data, you hereby confirm that you consent, and that you have obtained the consent of your appointed proxy, to provide your/their Personal Data to the Company and its Share Registrar. The Personal Data provided in this form may be used in connection with processing your appointment of proxy at the Court Meeting and instructions. Your supply of the Personal Data to the Company and/or its Share Registrar is on a voluntary basis. However, we may not be able to effect the appointment of your proxy and instructions unless you provide us with the Personal Data. The Personal Data will be transferred to our agents, contractors or third-party service providers who/which offer administrative, telecommunications, computer, payment or other data processing services to us in connection with the operation of their business for the above purposes. The Company and its Share Registrar may also transfer your Personal Data if it is required to do so by law or in response to requests from law enforcement agencies or regulatory authorities. The Personal Data collected in this proxy form will be retained for such period as may be necessary for any of the above purposes and its directly related purposes such as for the Company’s and its Share Registrar’s record, verification and notification purposes. You and your appointed proxy have the right to request access to, correction and/or erasure of the respective Personal Data in accordance with, where applicable, the provisions of the PDPO, and any other data protection law as applicable. Any such request for access to, correction and/or erasure of the Personal Data, as well as withdrawal of consent, where applicable, should be made in writing by either one of the following means:

By mail to: Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong

By email to: PrivacyOfficer@computershare.com.hk