



ESR GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1821)

WHITE FORM OF PROXY FOR USE BY THE SHAREHOLDERS AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 13 JUNE 2025 AT 10:30 AM (HONG KONG TIME) (OR ANY ADJOURNMENT THEREOF)

White form of proxy for use at the extraordinary general meeting (or any adjournment thereof) (the “EGM”) of the registered holders of ordinary shares of par value of US\$0.001 each in the share capital of ESR Group Limited (the “Company”).

I/We, being the registered holder(s) of shares of the Company, hereby appoint the Chairman of the EGM^(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 EGM 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 10:30 am (Hong Kong time) (or immediately after the later of the conclusion or adjournment of the Court Meeting) 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 the resolution(s) as set out in the notice dated 22 May 2025 convening the EGM (the “EGM 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 EGM. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the EGM Notice. Please indicate how you wish your vote(s) to be cast by putting a “✓” in the appropriate box(es) next to the following resolution(s).			
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	

SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1	THAT: (A) for the purpose of giving effect to the scheme of arrangement (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		FOR ^(Note 4)	AGAINST ^(Note 4)
2	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.		

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 EGM, 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 EGM in person in order to represent you.
3. If a proxy other than the Chairman of the EGM is preferred, cross out the words “the Chairman of the EGM” 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 A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** 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 the resolutions) which may properly come before the EGM.
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 EGM 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. 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 EGM or any adjournment thereof.
9. Completion and delivery of this proxy form will not preclude you from attending and voting in person at the EGM (and at any adjournment thereof) if you so wish, but in the event of your attending and voting at the EGM after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
10. All resolutions set out in the EGM Notice will be voted upon by way of a poll at the EGM.
11. 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 EGM 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