



ESR GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code 股份代號: 1821)

PROXY FORM

代表委任表格

I/We, being the registered holder(s) of shares of ESR Group Limited (the “Company”), hereby appoint the Chairman of the meeting^(Note 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 annual general meeting (the “AGM”) of the Company to be held at Edinburgh & Gloucester Room, 2/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong on Wednesday, 7 June 2023 at 10:00 a.m. or at any adjournment thereof and to exercise all rights conferred on proxies under the applicable laws and regulations and the Articles of Association of the Company. I/We wish my/our proxy to vote as indicated below in respect of the resolution/resolutions to be proposed at the AGM (or at any adjournment thereof).

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).^(Note 4)

本人／吾等為ESR Group Limited (「本公司」) 股份中的登記持有人，茲委任大會主席^(附註2和3)或下列代表為本人／吾等的代表，代表本人／吾等出席本公司訂於2023年6月7日(星期三)上午10時正假座香港中環干諾道中5號香港文華東方酒店2樓愛丁堡廳及告羅士打廳舉行的股東週年大會(「股東週年大會」)或其任何續會，並在股東週年大會及其任何續會上代表本人／吾等投票及行使適用法律法規及本公司組織章程細則賦予代表的一切權利。本人／吾等希望本人／吾等的代表按以下指示就將於股東週年大會(或其任何續會)上提呈的決議案投票。請於下列決議案旁邊的適當空格內劃上「✓」號，以顯示閣下的投票意向。^(附註4)

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

登記持有人(請用英文正楷填寫。所有聯名持有人的姓名均應填寫。)

Registered Name^(Note 1)

登記姓名^(附註1)

Registered Address^(Note 5)

登記地址^(附註5)

Registered Shareholding

登記股份數目

Contact Phone No.

聯繫電話號碼

Date

日期 (DD-MM-YYYY)

Signature^(Note 6)

簽署^(附註6)

Proxy (Complete in ENGLISH BLOCK CAPITALS.)

代表(請以英文正楷填寫。)

Full Name

姓名

Full Address

地址

No. of Shares^(Note 7)

股份數目^(附註7)

Email Address

電郵地址

ORDINARY RESOLUTIONS

普通決議案

FOR

贊成

AGAINST

反對

1.	To consider and approve the audited consolidated financial statements, together with the reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2022. 考慮及批准截至2022年12月31日止年度的經審核綜合財務報表及本公司董事(「董事」)及核數師報告。		
2.	To declare a final dividend. 宣派末期股息。		
3.	(a) To re-elect Mr. Jinchu Shen as an executive Director of the Company. 重選沈晉初先生為本公司執行董事。 (b) To re-elect Mr. Stuart Gibson as an executive Director of the Company. 重選 Stuart Gibson先生為本公司執行董事。 (c) To re-elect Mr. Jeffrey David Perlman as a non-executive Director of the Company. 重選 Jeffrey David Perlman先生為本公司非執行董事。 (d) To re-elect Ms. Wei-Lin Kwee as an independent non-executive Director of the Company. 重選郭瑋玲女士為本公司獨立非執行董事。 (e) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors of the Company. 授權董事會(「董事會」)釐定本公司董事的酬金。		
4.	To re-appoint Ernst & Young as the auditors of the Company and to authorise the Board to fix their remuneration. 續聘安永會計師事務所為本公司核數師，並授權董事會釐定其酬金。		
5.	To grant a general mandate to the Board to allot, issue and deal with additional Shares as set out in resolution no. 5 of the Notice. [#] 向董事會授出一般授權，以配發、發行及處理額外股份(載於通告第5項決議案)。 [#]		
6.	To grant a general mandate to the Board to repurchase Shares set out in resolution no. 6 of the Notice. [#] 向董事會授出一般授權，以購回股份(載於通告第6項決議案)。 [#]		
7.	To approve the proposed amendments to the Post-IPO Share Option Scheme (as defined in the circular of the Company dated 15 May 2023 (the “Circular”)) as set out in resolution no. 7 of the Notice. [#] 批准對首次公開開發售後購股權計劃(定義見本公司日期為2023年5月15日的通函(「通函」))的建議修訂(載於通告第7項決議案)。 [#]		
8.	To approve the proposed amendments to the Long Term Incentive Scheme (as defined in the Circular) as set out in resolution no. 8 of the Notice. [#] 批准對長期獎勵計劃(定義見通函)的建議修訂(載於通告第8項決議案)。 [#]		
9.	To approve the proposed amendment to the Scheme Mandate Limit (as defined in the Circular) as set out in resolution no. 9 of the Notice. [#] 批准對計劃授權上限(定義見通函)的建議修訂(載於通告第9項決議案)。 [#]		
10.	To approve the proposed adoption of the Service Provider Sublimit (as defined in the Circular) as set out in resolution no. 10 of the Notice. [#] 批准對服務供應商分項上限(定義見通函)的建議採納(載於通告第10項決議案)。 [#]		

[#] The full text of the Resolutions is set out in the Notice of the Annual General Meeting which is included in the Circular despatched to Shareholders on 15 May 2023.

[#] 決議案全文已列載於本公司於2023年5月15日向股東寄發的通函的股東週年大會通告內。

Notes :
附註 :

1. Please insert full name(s) in **BLOCK CAPITALS** as shown in the register of members of the Company.
請用**正楷**填上登記在本公司股東名冊上的全名。
2. If you are a shareholder who is entitled to attend and vote at the AGM, you are entitled to appoint one or more proxies 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 AGM in person in order to represent you.
如 閣下有資格出席股東週年大會並在會上投票，則有權委派一位或以上代表代為出席會議並代表 閣下投票，而每位受委派者分別代表於相關代表委任表格內指明的 閣下持有股份數目。受委代表毋須為本公司股東，惟須代表 閣下親身出席股東週年大會。
3. If a proxy other than the Chairman of the meeting is preferred, cross out the words “the Chairman of the 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 initiated.**
如欲委任大會主席以外的人士出任代表，請刪除「大會主席」等字，並在適當空位上填上欲委任的代表的姓名及地址。倘無填上任何姓名，大會主席將擔任 閣下的受委代表。**本代表委任表格如有任何修改，必須由簽署人簡簽示可。**
4. If you return this proxy 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 AGM.
如 閣下並無在本代表委任表格上作出具體投票指示，獲委任為 閣下代表的人士可自行酌情決定是否投票及(倘投票)如何投票，而除另有指示外，該代表亦可自行酌情就於股東週年大會上正式提呈的任何其他事項(包括對決議案的修改)投票或放棄投票。
5. Please insert full address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
請用**正楷**填上登記在本公司股東名冊上的地址。
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, any one shareholder may sign this proxy form. 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.**
本代表委任表格必須由 閣下或 閣下以書面正式授權人士簽署並註明日期。如股東為一間公司，則本代表委任表格須加蓋法團印章或由公司正式授權人親筆簽署。**如屬聯名股東，任何一位聯名股東均可簽署本代表委任表格。由較優先的聯名股東所作的表決，不論是親自或由代表作出的，須被接受為代表其餘聯名股東的唯一表決。就此而言，股東的優先次序須按本公司股東名冊內與有關股份相關的聯名股東排名先後而定。**
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).
請填上以 閣下名義登記的股份數目。如未有填上股數，則本代表委任表格將被視為與全部以 閣下名義登記的本公司股份有關。
8. In order to be valid, this proxy form 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, **at least 48 hours before the AGM (or the adjournment thereof)**. If this proxy form is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or a copy which has been certified by a notary public) must be deposited at the Company's share registrar with this proxy form.
本代表委任表格須於**股東週年大會(或其任何續會)舉行時間48小時前**填妥並交回本公司股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17M樓，方為有效。倘若本代表委任表格乃經授權簽署，據以簽署表格的授權書或其他授權文件(或經由公證人簽署證明的副本)，必須連同本代表委任表格送交本公司過戶登記處。
9. Completion and delivery of this proxy form will not preclude you from attending and voting in person at the AGM (and at any adjournment thereof) if you so wish.
填妥及交回本代表委任表格並不影響 閣下親自出席股東週年大會(及其任何續會)並於會上投票的權利。

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 name and mailing address and any another personal data required to be provided. By providing your appointed proxy's Personal Data, you hereby confirm that you have obtained the consent of your appointed proxy to provide their Personal Data to the Company and Its Registrars. The Personal Data provided in this form may be used in connection with processing your appointment of proxy at the Company's AGM and instructions. Your supply of the Personal Data to the Company and/or its Registrars 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 the Registrars' agents, contractors or third-party service providers who/which offer administrative, telecommunications, computer, payment or other data processing services to the Registrars in connection with the operation of their business for the above purposes. The Company and its Registrars 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 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

This document is made in English and Chinese. In case of any inconsistency, the English version shall prevail

收集個人資料聲明 本聲明中所指的「個人資料」相等於《個人資料(私隱)條例》(第486章)(「**私隱條例**」)的「個人資料」，當中包括 閣下及受委代表的姓名、郵寄地址及其他有需要提供的個人資料。 閣下提供受委代表之個人資料，即表示 閣下確認已獲得受委代表的同意，將其個人資料提供給公司及公司之股份過戶處。 閣下所提供的個人資料會用以處理 閣下於公司股東週年大會委任代表和所發出的指示等事宜。 閣下是自願向公司及／或其股份過戶處提供上述的個人資料。倘若 閣下並無提供上述個人資料，我們可能無法處理 閣下委任代表和所發出的指示等事宜。為達致上述目的， 閣下及所委任代表的個人資料將被轉移給向股份過戶處提供與其業務運作有關的行政、電訊、電腦、付款或其他資料處理服務的代理人、承包商或第三者服務供應人。若法律規定或應執法機關或監管部門的要求，公司及其股份過戶處會轉移 閣下及委任代表的個人資料。於此委任表格被收集的個人資料將會於為達致上述資料用途或任何直接相關用途所需的時間內被保存作記錄、查證及通知用途； 閣下及所委任代表有權根據私隱條例及其他適用的資料保障法律，查閱、更正及／或刪除相關的個人資料。任何有關查閱、更正及／或刪除個人資料的要求，以及撤銷同意的要求(如適用)，均須以書面方式透過以下其中一種途徑提出：郵寄至：香港灣仔皇后大道東183號合和中心17M樓香港中央證券登記有限公司的個人資料私隱主任或電郵至：PrivacyOfficer@computershare.com.hk

本文件之中英文本如有任何歧義，概以英文本為準。