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ESR GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1821)

ACQUISITION OF REMAINING INTEREST IN LOGOS PROPERTY GROUP LIMITED INVOLVING ISSUE OF NEW SHARES UNDER GENERAL MANDATE

THE LOGOS FOUNDERS ROLL-UP

Reference is made to the circular of the Company dated October 18, 2021 in relation to the ARA Transaction. As part of the ARA Transaction, the Company acquired an indirect 86.4% interest in LOGOS, with the remaining 13.6% interest in LOGOS (the “**LOGOS Founder Stake**”) being held by the three LOGOS Founders (namely, Mr. Stephen Hawkins, Mr. John Edward Marsh and Mr. Trent Alexander Iliffe). In addition, the LOGOS Founders entered into the LOGOS Revised SHA with, among others, ARALV and LOGOS on August 4, 2021, pursuant to which, on or shortly after the date falling three years after completion of the ARA Transaction (the “**Third Anniversary**”) (i.e. on or after January 20, 2025), the Company would acquire (if not already acquired before the Third Anniversary) the LOGOS Founder Stake at the then fair market value.

In relation to the LOGOS Founders Roll-up in accordance with the LOGOS Revised SHA:

- a. on May 31, 2024, in connection with Mr. Stephen Hawkins departure from the Group, the Company (through its subsidiary, ARALV) entered into the SH Share Purchase Agreement in relation to the acquisition of all of Mr. Hawkins’ shares in LOGOS (being 1.31% of the total issued shares of LOGOS) for cash consideration of US\$9,000,000. The acquisition was completed on June 20, 2024; and

- b. On July 25, 2024 (after trading hours), the Company entered into the JM Share Purchase Agreement and the TI Share Purchase Agreement with, among others, Mr. John Edward Marsh and Mr. Trent Alexander Iliffe, respectively, pursuant to which the Company agreed to acquire (through its subsidiaries), and each of Mr. John Edward Marsh and Mr. Trent Alexander Iliffe agreed to sell, either directly or indirectly, their respective LOGOS Founder Stake, the consideration of which shall be satisfied by (a) in the case of Mr. Trent Alexander Iliffe, cash consideration and (b) in the case of Mr. John Edward Marsh, both cash consideration and allotment and issue of New Shares under the General Mandate credited as fully paid. In addition, all phantom units held by Mr. John Edward Marsh and Mr. Trent Alexander Iliffe granted by LOGOS shall be terminated upon completion.

A. THE LOGOS FOUNDERS ROLL-UP

(a) Introduction

Reference is made to the circular of the Company dated October 18, 2021 in relation to the ARA Transaction. As part of the ARA Transaction, the Company acquired an indirect 86.4% interest in LOGOS, with the remaining 13.6% interest in LOGOS being held by the three LOGOS Founders (namely, Mr. Stephen Hawkins, Mr. John Edward Marsh and Mr. Trent Alexander Iliffe). In addition, the LOGOS Founders entered into the LOGOS Revised SHA with, among others, ARALV and LOGOS on August 4, 2021, pursuant to which, on or shortly after the date falling three years after completion of the ARA Transaction (i.e. on or after January 20, 2025), the Company would acquire (if not already acquired before the Third Anniversary) the LOGOS Founder Stake at the then fair market value.

(b) The Share Purchase Agreements

In relation to the LOGOS Founders Roll-up in accordance with the LOGOS Revised SHA:

- (i) on May 31, 2024, ARALV, Mr. Stephen Hawkins, Magenta Asset Management Pte. Ltd (which wholly-owns the shares in LOGOS beneficially owned by Mr. Stephen Hawkins) and LOGOS entered into the SH Share Purchase Agreement in relation to the acquisition of all shares held by Mr. Stephen Hawkins (indirectly through Magenta Asset Management Pte. Ltd) in LOGOS (being 1.31% of the total issued shares of LOGOS) by ARALV which was completed on June 20, 2024;

- (ii) on July 25, 2024 (after trading hours), ESR Logistics Venture Pty Ltd (a wholly-owned subsidiary of the Company), ARALV, Mr. John Edward Marsh, Marbill Holdings Pty Limited (which indirectly wholly-owns Long Range Global Limited which in turn wholly-owns the shares in LOGOS beneficially owned by Mr. John Edward Marsh) and the Company entered into the JM Share Purchase Agreement in relation to the acquisition of the entire issued shares of Mint Global Trading Limited by ESR Logistics Venture Pty Ltd.

As at the date of this announcement, Marbill Holdings Pty Limited is controlled by Mr. John Edward Marsh. In addition, it wholly-owns Mint Global Trading Limited, which in turn wholly-owns Long Range Global Limited, which in turn wholly-owns 6.15% of the total issued shares of LOGOS; and

- (iii) on July 25, 2024 (after trading hours), ARALV, Mr. Trent Alexander Iliffe and the Company entered into the TI Share Purchase Agreement in relation to the acquisition of all shares held by Mr. Trent Alexander Iliffe in LOGOS (being 6.15% of the total issued shares of LOGOS) by the Company (by itself or through its subsidiary(ies)).

The principal terms of the Share Purchase Agreements are set out below:

Subject Matter: Each of the LOGOS Founders agreed to transfer (by himself or through his controlled entity), and the Company (through its subsidiaries) agreed to purchase, all of the shares held by each of the LOGOS Founders (directly or indirectly) in LOGOS, being in aggregate 13.6% of the total issued shares of LOGOS.

Consideration: (i) **In relation to the SH Share Purchase Agreement:**
US\$9,000,000, which was settled in cash on June 20, 2024.

(ii) In relation to the JM Share Purchase Agreement:

The consideration comprises of:

- (1) an amount not more than US\$35,250,000 (including the consideration for termination of all phantom units held by Mr. John Edward Marsh granted by LOGOS) less the accrued interest in respect of the existing founder loans, which shall be partially settled in cash and partially settled by discharging all of the existing founder loans in full on the date of completion;
- (2) 32,074,310 New Shares to be allotted and issued upon completion under the General Mandate as credited as fully paid.

The obligation of the Company to allot and issue the New Shares to Marbill Holdings Pty Limited shall be subject to the approval of the listing of, and permission to deal in, the New Shares to be granted by the Listing Committee of the Stock Exchange, and the Company shall allot and issue the New Shares as soon as practicable after receiving such approval; and

- (3) certain additional amounts which will be payable based on the performance of certain aspects of the Group's business, such amount not to exceed US\$10,000,000.

Such additional amounts will be paid at the discretion of the Company after the fifth (5th) anniversary of the date of completion either (i) in cash or (ii) by the issuance of new Shares by the Company subject to compliance with applicable laws and regulations (such new Shares not being part of the New Shares and will be subject to the approval of the listing of, and permission to deal in, such new Shares to be granted by the Listing Committee of the Stock Exchange).

(iii) In relation to the TI Share Purchase Agreement:

The consideration comprises of:

- (1) an amount not more than US\$65,500,000, which shall be partially settled in cash in instalments at set intervals at completion and post completion and partially settled by discharging all of the existing founder loans in full on the date of completion; and
- (2) US\$45,000,000, which shall be settled on the second (2nd) anniversary of the date of completion, or such earlier date as the parties may agree.

Upon completion of the TI Share Purchase Agreement, all phantom units held by Mr. Trent Alexander Iliffe granted by LOGOS shall be terminated.

(iv) In relation to the Share Purchase Agreements

The consideration was determined after arm's length negotiations between each of the LOGOS Founders and the Company separately on normal commercial terms with reference to the fair market value of LOGOS based on agreed valuation principles as set out in the LOGOS Revised SHA as well as specific circumstances of each LOGOS Founder and their ongoing roles with the Group.

The Directors consider that the consideration in relation to the Share Purchase Agreements is fair and reasonable and on normal commercial terms and the LOGOS Founders Roll-up is in the interests of the Company and the Shareholders as a whole.

Conditions: There are no conditions to completion under each of the Share Purchase Agreements.

Completion: Completion of the SH Share Purchase Agreement took place on June 20, 2024.

Completion of the TI Share Purchase Agreement shall take place on the first day which is ten (10) business days after the date of the TI Share Purchase Agreement, or any other date as may be agreed between the parties.

Completion of the JM Share Purchase Agreement shall take place no later than five (5) business days after the date of the JM Share Purchase Agreement, or any other date as may be agreed between the parties.

Lock-up The 32,074,310 New Shares to be issued to JM shall be subject to a lock-up period of 48 months from the date of completion (the "**Lock-up Period**") which will be released in stages after 12 months and fully released after 48 months.

(c) *The New Shares*

The 32,074,310 New Shares represent: (i) approximately 0.76% of the number of issued Shares as at the date of this announcement; and (ii) approximately 0.76% of the number of issued Shares as enlarged by the allotment and issue of the New Shares (assuming there will be no change in the share capital of the Company prior to the completion other than the issue of the New Shares by the Company).

The New Shares will be allotted and issued pursuant to the General Mandate. Under the General Mandate, the Directors are allowed to allot and issue up to 10% of the total number of the issued Shares as at the date of the 2024 annual general meeting of the Company (i.e. May 31, 2024). Mr. John Edward Marsh and his close associates abstained from voting on the resolution in relation to the General Mandate in respect of an aggregate of 1,578,175 Shares held by them at the 2024 annual general meeting of the Company. The maximum number of Shares that can be issued under the General Mandate is 421,249,643 Shares.

As at the date of this announcement, no Shares have been allotted and issued under the General Mandate. The General Mandate is sufficient for the allotment and issue of all the New Shares and no further Shareholders' approval will be required for the allotment and issue of the New Shares.

The General Mandate will be utilised as to approximately 7.61% upon the allotment and issue of all the New Shares. An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the New Shares. The New Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the New Shares including the right to all dividends, distributions and other payments made or to be made, on the record date which falls on or after the date of such allotment and issue.

The number of New Shares to be allotted and issued by the Company to Mr. John Edward Marsh as part of the consideration under the JM Share Purchase Agreement is 32,074,310 New Share, with an implied consideration of US\$47,946,981 based on the closing price of HK\$11.66 per Share (the “**ESR Closing Price**”) as quoted on the Stock Exchange on the date of the JM Share Purchase Agreement. For illustration purpose, the ESR Closing Price represents:

- (i) a discount of approximately 2.02% over the average closing price of approximately HK\$11.90 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the JM Share Purchase Agreement; and

- (ii) a discount of approximately 2.83% over the average closing price of approximately HK\$12.00 per Share as quoted on the Stock Exchange for the ten consecutive trading days of the Shares immediately prior to the date of the JM Share Purchase Agreement.

(d) Effect on shareholding structure of the Company

The existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon the allotment and issue of the New Shares (assuming that there are no other changes in the issued share capital of the Company prior thereto) are set out as follows:

Name of Shareholder	As at the date of this announcement		Immediately upon the allotment and issue of the New Shares	
	Number of Shares	Approximate % of shareholding	Number of Shares	Approximate % of shareholding
WP Entities ⁽¹⁾	591,440,160	14.04%	591,440,160	13.93%
OMERS Administration Corporation	456,221,943	10.83%	456,221,943	10.75%
SOF-12 Sequoia Investco Ltd. ⁽²⁾	448,933,103	10.66%	448,933,103	10.57%
Tricor Equity Trustee Limited ⁽³⁾	319,658,645	7.59%	319,658,645	7.53%
Mr. Hwee Chiang Lim ⁽⁴⁾	232,262,446	5.51%	232,262,446	5.47%
Redwood Consulting (Cayman) Ltd ⁽⁵⁾	850,000	0.02%	850,000	0.02%
Other Directors	214,200	0.01%	214,200	0.01%
Mr. John Edward Marsh	789,087	0.02%	32,863,397	0.77%
Other Public Shareholders	2,162,983,381	51.34%	2,162,983,381	50.95%
Total	4,213,352,965	100.00%	4,245,427,275	100.00%

Notes:

- Alexandrite Gem Holdings Limited (“**Gem Holdings**”) and Athena Logistics Holdings Ltd. (“**Logistics Holdings**”, together with Gem Holdings, “**WP Entities**”) directly holds 503,733,253 Shares and 87,706,907 Shares respectively. Gem Holdings and Logistics Holdings are wholly owned subsidiary of Alexandrite Gem TopCo Ltd (“**Gem TopCo**”) and Athena Logistics TopCo Ltd. (“**Logistics TopCo**”) respectively. Both Gem TopCo and Logistics TopCo are wholly owned subsidiary of Alexandrite Athena GroupCo Ltd. (“**Alexandrite Athena GroupCo**”). Alexandrite Athena GroupCo is owned as to 41.46% and 35.19% by Warburg Pincus China, L.P. (“**WP China**”) and Warburg Pincus Private Equity XII, L.P. (“**WPP Equity**”) respectively. WP China and WPP Equity are wholly owned subsidiary of Warburg Pincus China GP, L.P. (“**WP China GP**”) and Warburg Pincus XII, L.P. (“**WP XII**”) respectively. Both WP China GP and WP XII are wholly owned by WP Global LLC. The managing member of WP Global LLC is Warburg Pincus Partners II, L.P. (“**WPP II**”). The general partner of WPP II is Warburg Pincus Partners GP LLC (“**WPP GP**”), the managing member of which is Warburg Pincus &

Co.. Accordingly, each of Gem TopCo, Logistics TopCo, Alexandrite Athena GroupCo, WP China, WPP Equity, WP China GP, WP XII, WP Global LLC, WPP II, WPP GP and Warburg Pincus & Co. are deemed to be interested in the underlying Shares held by Gem Holdings and Logistics Holdings.

2. SOF-12 Sequoia Investco Ltd (“**Sequoia Investco**”) directly holds 448,933,103 Shares and it is wholly-owned by S Asia Hold Co 1 Private Limited. S Asia Hold Co 1 Private Limited is a wholly-owned subsidiary of SOF-12 International SCSp, which is wholly-controlled by its general partner, SOF-12 International Management Sarl, a wholly-owned subsidiary of Starwood XII Management, LP. SOF-12 International Master Fund SCSp owns 67.31% interests in SOF-12 International SCSp. SOF-12 International Master Fund SCSp is wholly-controlled by its general partner, SOF-12 Master Fund Management Sarl, a wholly-owned subsidiary of Starwood XII Management, LP. SOF-XII International Blocker LP owns 97.12% interests in SOF-12 International Master Fund SCSp. SOF-XII International Blocker LP is wholly-controlled by its general partner, SOF-XII Investors GP, LLC, a wholly-owned subsidiary of Starwood XII Management GP, LLC. Starwood XII Management, LP is wholly-controlled by its general partner Starwood XII Management GP, LLC, which is a wholly-owned subsidiary of Starwood Capital Group Global II, L.P., which is wholly-controlled by its general partner, SCGG II GP, LLC. SCGG II GP, LLC owns 96.74% interests in Starwood XII Management, LP. Starwood Capital Group Holdings L.P. owns 60% interests in Starwood Capital Group Global II, L.P.. SCGG II GP, LLC is wholly-owned by Starwood Capital Group Holdings GP L.L.C.. Starwood Capital Group Holdings L.P. is wholly-controlled by its general partner, Starwood Capital Group Holdings GP L.L.C., a wholly-owned subsidiary of BSS SCG GP Holdings L.L.C., where Mr. Barry Stuart Sternlicht holds 100% interests.
3. Laurels Capital Investments Limited is beneficially interested in 319,658,645 Shares (inclusive of the interest in 7,799,856 Shares underlying the share options pursuant to the Tier 1 ESOP) and is wholly owned by The Shen Trust. In respect of The Shen Trust, the settlor is Rosy Fortune Limited (the sole shareholder of which is Mr. Jinchu Shen). The trustee of The Shen Trust is Tricor Equity Trustee Limited. Rosy Fortune Limited has a deemed interest under the SFO in the Shares held by The Shen Trust in its capacity as settlor of The Shen Trust, Mr. Jinchu Shen has a deemed interest under the SFO in the Shares held by The Shen Trust solely in his capacity as the sole shareholder of the settlor of The Shen Trust and Tricor Equity Trustee Limited has a deemed interest under the SFO in the Shares held by The Shen Trust in its capacity as trustee of The Shen Trust.
4. Mr. Hwee Chiang Lim is beneficially interested in 4,402,959 Shares. In addition, each of JL Investment Group Limited, JL Investment Group II Limited and JL Electron (BVI) Limited directly holds 101,984,984 Shares, 90,984,985 Shares and 34,889,518 Shares respectively, and all of 3 companies are 100% controlled by Mr. Hwee Chiang Lim.
5. Redwood Consulting (Cayman) Ltd. (“**Redwood Consulting**”) is beneficially interested in 850,000 Shares. Redwood Consulting is owned as to 50% and 50% by Mr. Charles Alexander Portes and Mr. Stuart Gibson, respectively. Hence, each of Mr. Charles Alexander Portes and Mr. Stuart Gibson is deemed to be interested in the Shares held by Redwood Consulting.

(e) Other information

Reference is made to the Company's announcement dated May 13, 2024 (the "**Announcement**") in relation to, among other things, the Indicative Proposal (as defined in the Announcement). Solely for the purpose of Note 1 to Rule 4 of the Takeovers Code, the Consortium (as defined in the Announcement) has given its consent in connection with the allotment and issuance of the New Shares and the acceleration of the LOGOS Founders Roll-up.

B. REASONS FOR, AND BENEFITS OF THE LOGOS FOUNDERS ROLL-UP

Upon completion of the LOGOS Founders Roll-Up, LOGOS will become an indirect wholly-owned subsidiary of the Company, which will allow the Group to fully integrate the ESR and LOGOS businesses across APAC, and is expected to result in a number of operational and financial benefits, including but not limited to (a) increased market presence in key markets; (b) broader capital and tenant relationships; (c) market certainty as one unified business of ESR; and (d) business simplification and synergies.

Based on the above, the Directors are of the view that the terms of the Share Purchase Agreements and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

C. IMPLICATIONS UNDER THE LISTING RULES

As each of the LOGOS Founders was an independent third party at the time of the ARA Transaction and the LOGOS Founders Roll-up was approved as part of the ARA Transaction as if it had been completed and the Company had complied with the requirements of the Listing Rules in relation thereto, notwithstanding that the LOGOS Founders are now connected persons of the Company (by virtue of being directors of LOGOS), the LOGOS Founders Roll-up does not constitute (a) a notifiable transaction under Chapter 14 of the Listing Rules; and (b) a connected transaction under Chapter 14A of the Listing Rules and therefore the Company can allot and issue the New Shares pursuant to the General Mandate.

D. INFORMATION ON THE PARTIES

(1) LOGOS Founders

Each of Mr. John Edward Marsh, Mr. Trent Alexander Iliffe and Mr. Stephen Hawkins is (a) the founder of LOGOS and (b) an entrepreneur.

As of the date of this announcement, each of Mr. John Edward Marsh and Mr. Trent Alexander Iliffe is a managing director and co-CEO of LOGOS, while Mr. Stephen Hawkins was a director of certain LOGOS entities in the past twelve months from the date he resigned as the chairman (SEA) of LOGOS. Accordingly, each of the LOGOS Founders is a connected person of the Company under Chapter 14A of the Listing Rules.

(2) Marbill Holdings Pty Limited

Marbill Holdings Pty Limited is a company incorporated in Australia and is principally engaged in investment holding. It is ultimately controlled by Mr. John Edward Marsh.

(3) Mint Global Trading Limited

Mint Global Trading Limited is a company incorporated in the British Virgin Islands and is principally engaged in investment holding. It is ultimately controlled by Mr. John Edward Marsh.

(4) Magenta Asset Management Pte Ltd

Magenta Asset Management Pte Ltd is a company incorporated in Singapore and is principally engaged in investment holding. It is ultimately controlled by Mr. Stephen Hawkins.

(5) LOGOS

LOGOS is a company incorporated in British Virgin Islands and is principally engaged in the provision of development and investment manager services with a focus on logistics real estate operating in 9 countries across Asia-Pacific. As of the date of this announcement, it is a subsidiary of the Company, and was indirectly owned by the Company as to approximately 86.4% shareholding interest prior to the completion of the Share Purchase Agreements.

Upon completion of the Share Purchase Agreements, LOGOS will be indirectly wholly-owned by the Company.

E. INFORMATION ON THE GROUP

The Group is Asia-Pacific’s leading New Economy real asset manager and one of the largest listed real estate investment managers globally. The Group’s fully integrated fund management and development platform extends across Australia/New Zealand, Japan, South Korea, Greater China, Southeast Asia, and India, including a presence in Europe and the United States. The Group provides investors with a diverse range of real asset investment and development solutions across private and public investment vehicles. The Group focus on New Economy real assets offers customers modern solutions for logistics, data centres, life sciences, infrastructure, and renewables. The Group’s purpose, Space and Investment Solutions for a Sustainable Future, drives us to manage sustainably and impactfully for the communities where the Group operates and the spaces the Group develops to thrive for generations to come.

F. DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“ARALV”	ARA Logistics Venture I Limited, a company incorporated in the Cayman Islands with limited liability and a subsidiary of the Company
“ARA Transaction”	the major and connected transaction in relation to the acquisition of ARA Asset Management Limited (currently known as ESR Asset Management Limited) as announced by the Company on August 4, 2021, which was completed on January 20, 2022
“Board”	the board of Directors
“Company” or “ESR”	ESR Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1821)
“Directors”	the directors of the Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on May 31, 2024 to allot, issue and deal with up to 421,249,643 Shares, being 10% of the total number of issued Shares as at the date of such annual general meeting

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“JM Share Purchase Agreement”	the share purchase agreement dated July 25, 2024 entered into between ESR Logistics Venture Pty Ltd, ARALV, Mr. John Edward Marsh, Marbill Holdings Pty Limited and the Company in relation to the acquisition of the entire issued share of Mint Global Trading Limited by ESR Logistics Venture Pty Ltd
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended and supplemented from time to time)
“LOGOS”	LOGOS Property Group Limited (formerly known as LOGOS China Investments Limited), a company incorporated in the British Virgin Islands with limited liability and a non-wholly-owned subsidiary of the Company
“LOGOS Founders”	collectively, Mr. John Edward Marsh, Mr. Trent Alexander Iliffe and Mr. Stephen Hawkins
“LOGOS Founders Roll-up”	The acquisition of 13.6% interest in LOGOS by the Company from the LOGOS Founders pursuant to the Share Purchase Agreements
“LOGOS Revised SHA”	an amended and restated shareholders’ agreement entered into between, among others, ARALV, the LOGOS Founders and LOGOS with respect to LOGOS on August 4, 2021
“New Shares”	32,074,310 new Shares to be allotted and issued to Mr. John Edward Marsh pursuant to the JM Share Purchase Agreement
“SH Share Purchase Agreement”	the share purchase agreement dated May 31, 2024 entered into between ARALV, Mr. Stephen Hawkins, Magenta Asset Management Pte Ltd and LOGOS in relation to the acquisition of all shares held by Mr. Stephen Hawkins (indirectly through Magenta Asset Management Pte. Ltd) in LOGOS

“Shares”	ordinary share(s) of US\$0.001 each in the share capital of the Company
“Share Purchase Agreements”	collectively, the JM Share Purchase Agreement, the SH Share Purchase Agreement and the TI Share Purchase Agreement
“Shareholders”	the holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“TI Share Purchase Agreement”	The share purchase agreement dated July 25, 2024 entered into between ARALV, Mr. Trent Alexander Iliffe and the Company in relation to the acquisition of all shares held by Mr. Trent Alexander Iliffe in LOGOS (being 6.15% of the total issued shares of LOGOS) by the Company (by itself or through its subsidiary(ies))
“US\$”	United States dollars, the lawful currency of the United States of America

Unless otherwise stated, the figures in HK\$ are converted into US\$ at the rate of US\$1.00: HK\$7.80 for indicative purposes only, and should not be construed as a representation that any amount has been, could have been or may be, exchanged at this or any other rate.

By Order of the Board
ESR GROUP LIMITED
Jinchu Shen
Director

Hong Kong, July 26, 2024

As at the date of this announcement, the board of directors of the Company comprises Mr. Jinchu Shen and Mr. Stuart Gibson as Executive Directors, Mr. Jeffrey David Perlman as the Chairman and Non-executive Director, Mr. Charles Alexander Portes, Mr. Hwee Chiang Lim, Mr. Rajeev Veeravalli Kannan and Ms. Joanne Sarah McNamara as Non-executive Directors and Mr. Brett Harold Krause, Mr. Simon James McDonald, Ms. Jingsheng Liu and Ms. Serene Siew Noi Nah as Independent Non-executive Directors.