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## **ESR GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1821)**

### **ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

This announcement is made by ESR Group Limited (the “**Company**”) pursuant to Rule 3.8 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to (i) the scheme document dated 22 May 2025 jointly issued by the Offeror and the Company in relation to the Proposal, the Scheme, the Option Offers, the Award Proposal and the EIS (the “**Scheme Document**”) and (ii) the Company’s announcements dated 27 May 2025 and 28 May 2025 pursuant to Rule 3.8 of the Takeovers Code. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the Scheme Document.

### **UPDATE ON NUMBER OF RELEVANT SECURITIES OF THE COMPANY**

The Company wishes to announce that on 28 May 2025, 676,604 Shares were issued pursuant to the exercise of 1,608,740 KM Options.

Immediately after the aforementioned issuance of Shares, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company, after taking into account the abovementioned event, comprise:

- (a) 4,247,391,150 Shares in issue;
- (b) 7,799,856 outstanding share options granted under the Tier 1 ESOP;
- (c) 6,334,037 outstanding share options granted under the KM ESOP;
- (d) 16,652,400 outstanding share options granted under the Post-IPO Share Option Scheme;
- (e) 7,707,982 outstanding performance share units granted under the Long Term Incentive Scheme; and
- (f) 5,341,334 outstanding restricted share units granted under the Long Term Incentive Scheme.

Save for the aforesaid, the Company has no other outstanding relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

## **DEALING DISCLOSURE**

The respective associates (as defined under the Takeovers Code) of the Company and the Consortium, including persons holding 5% or more of the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code), are reminded to disclose their dealings in the relevant securities of the Company pursuant to the requirements of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeover Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

**WARNING: Shareholders, Option-holders, Award-holders and/or potential investors of the Company should be aware that, the implementation of the Proposal will only become effective after all of the Conditions being satisfied or waived (as applicable) and thus the Proposal may or may not be implemented, the Scheme may or may not become effective, the Option Offers and the Award Proposal may or may not be implemented. Shareholders, Option-holders, Award-holders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.**

By Order of the Board  
**ESR GROUP LIMITED**  
**Brett Harold Krause**  
*Chairman*

Hong Kong, 29 May 2025

*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, 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.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*