



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 December 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: ESR Group Limited

Date Submitted: 04 January 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	01821	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	8,000,000,000	USD	0.001	USD	8,000,000	
Increase / decrease (-)				USD		
Balance at close of the month	8,000,000,000	USD	0.001	USD	8,000,000	

Total authorised/registered share capital at the end of the month: USD 8,000,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	01821	Description				
Balance at close of preceding month		4,337,613,454				
Increase / decrease (-)		-57,168,894				
Balance at close of the month		4,280,444,560				

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable		Ordinary shares		Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)				01821				
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month	
1). KM ESOP (the terms of which are not subject to the provisions of Chapter 17 of the Listing Rules).	13,746,707	Granted	0	13,408,424	87,106	13,408,424		0
		Exercised	-338,283					
		Cancelled	0					
		Lapsed	0					
General Meeting approval date (if applicable)		24 November 2017						
2). Tier 1 ESOP (the terms of which are not subject to the provisions of Chapter 17 of the Listing Rules)	7,799,856	Granted	0	7,799,856	0	7,799,856		0
		Exercised	0					
		Cancelled	0					
		Lapsed	0					
General Meeting approval date (if applicable)		03 November 2015						
3). Post-IPO Share Option Scheme (Remark (1))	18,228,200	Granted	0	18,228,200	0	18,228,200		219,183,312
		Exercised	0					
		Cancelled	0					
		Lapsed	0					
General Meeting approval date (if applicable)		12 October 2019						

Total A (Ordinary shares): 87,106

Total funds raised during the month from exercise of options: USD 0

Remarks:

A total of 338,283 options were exercised for the month (pursuant to which 338,283 shares would have been issued if all option holders had elected to pay the exercise price in full to receive shares in satisfaction of the exercise of such options). Since all option holders opted for net share settlement method in lieu of paying in full the exercise price for the number of shares over which the option was exercised, only a net total of 87,106 shares were issued by the Company for the month in satisfaction of the 338,283 options so exercised for the month.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		01821				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Repurchase of shares			18 December 2023	07 June 2023	-28,971,200	0
2). Repurchase of shares			27 December 2023	07 June 2023	-28,284,800	0
3). Repurchase of shares				07 June 2023	0	-12,822,400

Total E (Ordinary shares): -57,256,000

Remarks:

On 18 December 2023, a total of 28,971,200 ordinary shares which were repurchased during 1 November 2023 to 30 November 2023 were cancelled.
 On 27 December 2023, a total of 28,284,800 ordinary shares which were repurchased during 1 December 2023 to 18 December 2023 were cancelled.
 Repurchases of a total of 12,822,400 ordinary shares were made from 19 December 2023 to 29 December 2023 but not yet cancelled as at 31 December 2023.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)

-57,168,894

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

Not applicable

Submitted by: Richard Kin-sing Lee

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and

- . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares redeemed (if listed on SEHK)”; and
- . “class of shares issuable” should be construed as “class of shares redeemed”; and
- . “issue and allotment date” should be construed as “redemption date”