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## **ESR GROUP LIMITED**

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

**(Stock Code: 1821)**

### **INSIDE INFORMATION**

#### **ANNOUNCEMENT IN RELATION TO DEALING IN SECURITIES DURING THE BLACK-OUT PERIOD**

This announcement is made by ESR Group Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and pursuant to paragraph C.14 of Appendix C3 to the Listing Rules.

On 20 March 2024, the Company was informed by Mr. Charles Alexander Portes (a Non-Executive Director of the Company (“**Mr. Portes**”)) and Mr. Stuart Gibson (an Executive Director and a Co-Chief Executive Officer of the Company (“**Mr. Gibson**”)) that they and their controlled entity Redwood Investment Company, Ltd. (“**RIC**”) entered into an investment agreement with SOF-12 Sequoia Investco Ltd (“**Sequoia Investco**”), a company controlled by Starwood Capital Group (the “**Agreement**”). Pursuant to the Agreement, Sequoia Investco and RIC have agreed an arrangement such that all of the outstanding sums under an existing margin loan facility of Redwood Investor (Cayman) Ltd. (“**RWI**”) (as the borrower), a company controlled by Mr. Portes and Mr. Gibson and which is the controlling shareholder of RIC, will be fully repaid and all of RWI’s financing obligations under such existing margin loan facility will be fully extinguished. In conjunction with such arrangement, RIC will transfer all of its shareholding in the Company to Sequoia Investco and, in consideration, RIC will have the right to receive certain interests in an entity affiliated with Sequoia Investco.

As at the date of this announcement, RIC held approximately 10.657% of the total issued share capital of the Company. Immediately after completion of the Agreement, (i) Sequoia Investco will hold approximately 10.657% of the total issued share capital of the Company, (ii) Mr. Portes will remain a Non-Executive Director of the Company and (iii) Mr. Gibson will remain an Executive Director and a Co-Chief Executive Officer of the Company.

Pursuant to paragraph A.3 of Appendix C3 to the Listing Rules, the Directors of the Company are prohibited from dealing in any securities of the Company on any day on which its financial results are published and during the period of 60 days immediately preceding the publication date of the full-year results (the “**Black-out Period**”). As the Company has scheduled to publish its annual results for the year ended 31 December 2023 on 21 March 2024, the transactions contemplated under the Agreement fall within the Black-out Period.

The Chairman of the Board of Directors, after considering the transactions contemplated under the Agreement, is satisfied that the dealing of shares of the Company by Mr. Portes and Mr. Gibson during the Black-out Period occurred under exceptional circumstances within the meaning of paragraph C.14 of Appendix C3 to the Listing Rules.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares and other securities of the Company.**

By order of the Board  
**ESR Group Limited**  
**Jinchu Shen**  
*Director*

Hong Kong, 20 March 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, Dr. Kwok Hung Justin Chiu, Mr. Rajeev Veeravalli Kannan and Ms. Joanne Sarah McNamara as Non-Executive Directors, Mr. Brett Harold Krause, Mr. Simon James McDonald, Ms. Jingsheng Liu, Ms. Serene Siew Noi Nah and Ms. Wei-Lin Kwee as Independent Non-Executive Directors.*