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**ESR GROUP LIMITED**

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

**(Stock Code: 1821)**

**PROPOSED AMENDMENTS TO THE  
MEMORANDUM AND ARTICLES  
AND  
PROPOSED ADOPTION OF THE  
NEW MEMORANDUM AND ARTICLES**

The board of directors (the “**Directors**” and the “**Board**”, respectively) of ESR Group Limited (the “**Company**”) announces that the Board proposes to (i) make certain amendments to the 16th amended and restated memorandum of association and 16th amended and restated articles of association of the Company (the “**Memorandum and Articles**”) in order to, among other things, (a) comply with the requirements under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) relating to the electronic dissemination of corporate communications (which came into effect on 31 December 2023); (b) bring the existing Memorandum and Articles in line with the recent amendments to the Listing Rules and the relevant requirements of the applicable laws of the Cayman Islands; and (c) make some housekeeping amendments; and (ii) adopt the 17th amended and restated memorandum of association and 17th amended and restated articles of association of the Company (the “**New Memorandum and Articles**”) which consolidates all the proposed amendments to the Memorandum and Articles to be approved at the AGM (as defined below).

The proposed amendments to the Memorandum and Articles and the proposed adoption of the New Memorandum and Articles are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”). The New Memorandum and Articles will take effect on the date on which the New Memorandum and Articles are approved and adopted at the AGM, with immediate effect from the close of the AGM.

A circular containing, among other things, particulars relating to the proposed amendments to the Memorandum and Articles and the proposed adoption of the New Memorandum and Articles, together with a notice convening the AGM, will be sent to the Shareholders in due course.

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

Hong Kong, 2 May 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.*