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**ESR GROUP LIMITED**

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

**(Stock Code: 1821)**

**ANNOUNCEMENT**

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING AND  
(2) RETIREMENT OF DIRECTORS**

**1. POLL RESULTS**

The board (the “**Board**”) of directors (the “**Directors**”) of ESR Group Limited (the “**Company**”) hereby announces that all the proposed resolutions set out in the notice of the annual general meeting dated 2 May 2024 (the “**Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) at the annual general meeting of the Company held on 31 May 2024 (the “**AGM**”), by way of poll as required by The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The poll results taken at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)*	
		For	Against
1.	To consider and approve the audited consolidated financial statements, together with the reports of the Directors and auditors of the Company for the year ended 31 December 2023	3,518,367,198 (99.96%)	1,426,023 (0.04%)
2.	To declare a final dividend	3,732,630,225 (100.00%)	0 (0.00%)
3(a).	To re-elect Ms. Joanne Sarah McNamara as a non-executive Director	3,688,996,932 (98.83%)	43,633,293 (1.17%)
3(b).	To re-elect Mr. Simon James McDonald as an independent non-executive Director	3,517,253,531 (94.23%)	215,376,694 (5.77%)

Ordinary Resolutions		Number of Votes (%)*	
		For	Against
3(c).	To re-elect Ms. Jingsheng Liu as an independent non-executive Director	3,292,206,758 (93.53%)	227,586,463 (6.47%)
3(d).	To authorise the Board to fix the remuneration of the Directors	3,516,015,195 (99.89%)	3,778,026 (0.11%)
4.	To re-appoint Ernst & Young as the auditors of the Company and to authorise the Board to fix their remuneration	3,518,240,798 (99.96%)	1,552,423 (0.04%)
5.	To grant a general mandate to the Board to allot, issue and deal with additional Shares as set out in resolution no. 5 of the Notice	3,030,270,135 (81.18%)	702,360,090 (18.82%)
6.	To grant a general mandate to the Board to repurchase Shares set out in resolution no. 6 of the Notice	3,519,564,308 (99.99%)	228,913 (0.01%)
Special Resolution		Number of Votes (%)*	
		For	Against
7.	To approve the proposed amendments to the Memorandum and Articles and the proposed adoption of the New Memorandum and Articles (as defined in the circular of the Company dated 2 May 2024 (the “Circular”)) as set out in resolution no. 7 of the Notice	3,519,793,221 (100.00%)	0 (0.00%)

As more than 50% of the votes cast were in favour of each of the above-mentioned resolution nos. 1 to 6 as ordinary resolution and more than 75% of the votes cast were in favour of resolution no. 7 as special resolution, all the resolutions were duly passed at the AGM.

\* All percentages rounded to 2 decimal places

As at the date of the AGM, the total number of issued shares of the Company was 4,212,496,438 shares. The total number of issued shares of the Company entitling the Shareholders to attend and vote for or against the proposed resolutions at the AGM was 4,212,496,438 shares.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Listing Rules.

At the extraordinary general meeting of the Company held on 3 November 2021, Shareholders approved the acquisition of ARA Asset Management Limited (the “**ARA Acquisition**”), which included the acquisition of 86.4% of LOGOS Property Group Limited (“**LOGOS**”) and the proposed acquisition of the remaining 13.6% of LOGOS held by three founders of LOGOS (the “**LOGOS Minority Acquisition**”). Details of the ARA Acquisition are set out in the Company’s circular to shareholders dated 18 October 2021 (the “**ARA Transaction Circular**”). As disclosed in the ARA Transaction Circular, the consideration for the LOGOS Minority Acquisition may be settled by the issue of new Shares and/or the payment of cash at the election of the Company and the completion of the LOGOS Minority Acquisition is expected to occur on or around the date falling three years after the completion of the ARA Acquisition in January 2022. As one of the LOGOS founders, Mr. John Marsh, may be issued Shares as part of the consideration for the acquisition of his LOGOS shares pursuant to the general share issuance mandate (as set out in resolution no. 5 of the Notice), Mr. John Marsh and his close associates have abstained from voting on this resolution in respect of an aggregate of 1,578,175 Shares held by them at the AGM. Save for the foregoing, no other Shareholders were required under the Listing Rules to abstain from voting at the AGM.

Computershare Hong Kong Trustees Limited, as trustee, abstained from exercising voting rights in respect of 2,716,425 Shares held by it under trust for the Long Term Incentive Scheme.

No other Shareholders stated their intention in the Circular to vote against or to abstain from voting on the resolutions.

All the Directors attended the AGM in person or by electronic means.

Computershare Hong Kong Investor Services Limited, the Company’s Hong Kong share registrar, acted as the scrutineer for the vote-taking at the AGM.

## 2. RETIREMENT OF DIRECTORS

Dr. Kwok Hung Justin Chiu as a non-executive Director and Ms. Wei-Lin Kwee as an independent non-executive Director have retired from the Board at the conclusion of the AGM due to pursuit of other opportunities and personal reasons respectively and accordingly, they did not offer themselves for re-election at the AGM.

They have confirmed that they have no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to extend its sincere thanks to Dr. Kwok Hung Justin Chiu and Ms. Wei-Lin Kwee for their invaluable contributions during their directorship.

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

Hong Kong, 31 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, Mr. Rajeev Veeravalli Kannan and Ms. Joanne Sarah McNamara as Non-executive Directors, Mr. Brett Harold Krause, Mr. Simon James McDonald, Ms. Jingsheng Liu and Ms. Serene Siew Noi Nah as Independent Non-executive Directors.*