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ESR GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1821)

**VOLUNTARY ANNOUNCEMENT
POTENTIAL ACQUISITION OF REMAINING INTEREST IN
LOGOS PROPERTY GROUP LIMITED**

This announcement is made by ESR Group Limited (the “**Company**”) on a voluntary basis.

Reference is made to the circular of the Company dated October 18, 2021 in relation to the acquisition of ARA Asset Management Holdings Pte. Ltd. (the “**ARA Transaction**”). As part of the ARA Transaction, the Company acquired an indirect 86.4% interest in LOGOS Property Group Limited (formerly known as LOGOS China Investments Limited) (“**LOGOS**”), with the remaining 13.6% interest in LOGOS (the “**LOGOS Founder Stake**”) being held by the three LOGOS founders, namely Mr. John Edward Marsh, Mr. Trent Alexander Iliffe and Mr. Stephen Hawkins (collectively, the “**LOGOS Founders**”).

In addition, the LOGOS Founders entered into an amended and restated shareholders’ agreement with respect to LOGOS with, among others, LOGOS on August 4, 2021 (the “**LOGOS Revised SHA**”), pursuant to which, on or shortly after the date falling three years after completion of the ARA Transaction (the “**Third Anniversary**”) (i.e. on or after January 20, 2025), the Company (by itself or through its subsidiary(ies)) would acquire (if not already acquired before the Third Anniversary) the LOGOS Founder Stake at the then fair market value, to be determined by an independent valuer at the time of such acquisition based on agreed valuation principles as set out in the LOGOS Revised SHA (the “**Roll-up Arrangement**”).

The board of directors (the “**Board**”) of the Company wishes to inform the shareholders and potential investors of the Company that, as of the date of this announcement, the Company (a) completed the acquisition of the part of the LOGOS Founder Stake held by Mr. Stephen Hawkins on June 20, 2024; and (b) is currently in advanced stages of discussions in relation to the Roll-up Arrangement with each of the remaining LOGOS Founders (i.e. Mr. John Edward Marsh and Mr. Trent Alexander Iliffe).

Furthermore, reference is made to the Company's announcement dated May 13, 2024 (the "**Announcement**") in relation to, among other things, the Indicative Proposal (as defined in the Announcement). For the purpose of Rule 4 of the Hong Kong Code on Takeovers and Mergers, the Consortium (as defined in the Announcement) has given its consent in connection with the Roll-up Arrangement.

Further announcement(s) in relation to the Roll-up Arrangement will be made by the Company in accordance with all applicable requirements of the Listing Rules as and when appropriate.

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

By Order of the Board
ESR GROUP LIMITED
Jinchu Shen
Director

Hong Kong, July 21, 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 and Mr. Brett Harold Krause, Mr. Simon James McDonald, Ms. Jingsheng Liu 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.