

Morgan Stanley

Morgan Stanley Asia Limited  
摩根士丹利亞洲有限公司

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**ESR Group Limited (the “Company”)**

Suites 2905-06  
Two Exchange Square  
8 Connaught Place  
Central  
Hong Kong

**MEGA BidCo (the “Offeror”)**

c/o MUFG Alternative Fund Services (Cayman) Limited  
P.O. Box 852, Maiden Place, 227 Elgin Avenue,  
George Town, KY1-1103, Cayman Islands

22 May 2025

Dear Sir/Madam,

**(1) PROPOSED PRIVATISATION OF  
ESR GROUP LIMITED BY MEGA BIDCO BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 86 OF THE COMPANIES ACT**

**(2) OPTION OFFERS TO CANCEL ALL OUTSTANDING OPTIONS**

**(3) AWARD PROPOSAL TO CANCEL ALL OUTSTANDING AWARDS**

**(4) SPECIAL DEAL RELATING TO THE EIS**

**AND**

**(5) PROPOSED WITHDRAWAL OF LISTING OF ESR GROUP LIMITED**

We refer to the scheme document jointly issued by the Offeror and the Company dated 22 May 2025 in relation to, among other things, the captioned matters (the “**Scheme Document**”). Unless otherwise defined herein, capitalised terms used in this letter shall have the same meanings as those defined in the Scheme Document.

We, Morgan Stanley Asia Limited, as a financial adviser to the Offeror in connection with the Proposal, hereby confirm that we have given, and have not withdrawn, our written consent to the issue of the Scheme Document with the inclusion of our letter dated 22 May 2025 setting out the Estimate of Value of EquityCo Shares (the “**Letter**”) and our advice and opinions and the references to our name, logo and qualifications in the form and context in which they respectively appear in the Scheme Document.

We hereby further confirm that we have given and have not withdrawn our consent to this letter and the Letter being made available for public inspection as described in the section headed “Documents on Display” in Appendix IV to the Scheme Document.

Morgan Stanley

Yours faithfully

For and on behalf of  
**Morgan Stanley Asia Limited**

A handwritten signature in black ink, appearing to read 'Richard Wong', is positioned above a horizontal line.

Name: Richard Wong

Title: Managing Director