

PROPOSAL FOR PRIVATISATION

MEGA BidCo

(incorporated in the Cayman Islands with limited liability)

ESR GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1821)

by way of a scheme of arrangement at the Cancellation Consideration of:

- (a) the Cash Alternative: cash of HK\$13.00 per Scheme Share; or**
- (b) the Share Alternative: 1 EquityCo Share per Scheme Share**

Scheme Shareholders may elect the Cash Alternative or the Share Alternative or a combination of both the Cash Alternative and the Share Alternative in a proportion of their choosing as the form of Cancellation Consideration in respect of their entire holdings of Scheme Shares ⁽²⁾

Scheme Shareholders can now elect the Cancellation Consideration

Please follow the instructions set out in the Scheme Document and the Election Form ^{(1) (3)}

Latest time for lodging the Election Form for election of the Cash Alternative or the Share Alternative or a combination of both (together with the KYC Documents, for election of the Share Alternative) is

4:30 p.m. on Wednesday, 25 June 2025⁽⁴⁾

Court Meeting and EGM will be held at 10:00 a.m. and 10:30 a.m. (or immediately after the later of the conclusion or adjournment of the Court Meeting), respectively, on Friday, 13 June 2025 at Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong for approving the Proposal

Latest time for lodging transfers of the Shares in order to become a Shareholder entitled to attend and vote at the Court Meeting and/or the EGM is 4:30 p.m. on Friday, 6 June 2025

Latest time for lodging forms of proxy in respect of the Court Meeting and the EGM is 10:00 a.m. and 10:30 a.m. on Wednesday, 11 June 2025, respectively

Whether or not you are able to attend the Court Meeting and/or the EGM in person, please complete and return the form(s) of proxy in accordance with the instructions printed thereon

OPTION OFFERS to cancel every outstanding Option at the “see-through” Option Offer Price (being HK\$13.00 minus the relevant exercise price of the outstanding Option) are now open for acceptance

Latest time for lodging the Form of Acceptance in relation to the Option Offers is

4:30 p.m. on Monday, 30 June 2025

For further details, please refer to the Scheme Document⁽¹⁾

Notes:

- (1) Capitalised terms used herein shall have the same meanings as defined in the Scheme Document dated 22 May 2025. The Scheme Document can be accessed at www.hkexnews.hk or www.esr.com.
- (2) Subject to the Scheme having become effective and the terms and conditions of the Proposal and the Scheme as stated in the Scheme Document.
- (3) Shareholders are strongly advised to consider carefully information contained in the Scheme Document, including the “Letter from the Board”, “Letter from the Independent Board Committee”, “Letter from the Independent Financial Adviser” and “Explanatory Memorandum”, and consult their professional advisers if in doubt as to actions to be taken.
- (4) For the avoidance of doubt, subject to the Proposal becoming unconditional in all respects, Scheme Shareholders who do not make any election or whose elections are invalid will receive the Cash Alternative.
- (5) This sheet is issued by the Company and the Offeror and is not for release in or into any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction. The Directors jointly and severally accept full responsibility for the accuracy of information contained herein (other than information relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed herein by the Directors (other than those expressed by the directors of the Offeror and the respective directors of the Consortium Members in their capacities as such) have been arrived at after due and careful consideration and there are no other facts not contained herein, the omission of which would make any statement herein misleading. The board of directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained herein relating to the EquityCo Group and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed herein by the directors of the Offeror have been arrived at after due and careful consideration and there are no other facts not contained herein, the omission of which would make any statement herein misleading. The responsibility statements of the Consortium Members set out in the section headed “1. Responsibility Statements” in Appendix IV to the Scheme Document are incorporated by reference into this sheet.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of the Proposal, this Scheme Document or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in ESR Group Limited, you should at once hand this Scheme Document, the accompanying forms of proxy and the Election Form to the purchaser or transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Scheme Document, make no representation as to their accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Scheme Document.

This Scheme Document appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of MEGA BidCo or ESR Group Limited.



MEGA BidCo

(Incorporated in the Cayman Islands with limited liability)

ESR GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1821)

**(1) PROPOSAL TO PRIVATISE THE COMPANY 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 THE COMPANY**

**Co-Lead Financial Adviser and Sole Structuring Adviser
to the Offeror**

Morgan Stanley
Morgan Stanley Asia Limited

Co-Lead Financial Adviser to the Offeror

Deutsche Bank 

Joint Financial Advisers to the Offeror

**Goldman
Sachs**
Goldman Sachs (Asia) L.L.C.



Exclusive Financial Adviser to the Company



Independent Financial Adviser to the Independent Board Committee



Unless the context otherwise requires, capitalised terms used in this Scheme Document (including this cover page) are defined in the section headed "Definitions" in Part I of this Scheme Document.

A letter from the Board is set out in Part IV of this Scheme Document. A letter from the Independent Board Committee containing its advice to the Disinterested Shareholders, the Option-holders and the Award-holders in respect of the Proposal, the Scheme, the Option Offers, the Award Proposal and the EIS is set out in Part V of this Scheme Document. A letter from Anglo Chinese Corporate Finance, Limited, being the Independent Financial Adviser, containing its advice to the Independent Board Committee in relation to the Proposal, the Scheme, the Option Offers, the Award Proposal and the EIS is set out in Part VI of this Scheme Document. An Explanatory Memorandum regarding the Scheme is set out in Part VII of this Scheme Document.

The actions to be taken by the Shareholders, Option-holders and Award-holders are set out in Part II of this Scheme Document.

Notices convening the Court Meeting to be held at 10:00 am on Friday, 13 June 2025 and the EGM to be held at 10:30 am (or immediately after the later of the conclusion or adjournment of the Court Meeting) on Friday, 13 June 2025 are set out in Appendix VII and Appendix VIII to this Scheme Document respectively. Whether or not you are able to attend the Court Meeting and/or the EGM or any adjournment thereof in person, you are strongly urged to complete and sign the enclosed **pink** form of proxy in respect of the Court Meeting and the enclosed **white** form of proxy in respect of the EGM, in accordance with the instructions printed thereon and to lodge them at the office of the Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event no later than the respective times and dates as stated under Part II of this Scheme Document. Completion and return of the forms of proxy for Court Meeting and/or the EGM will not preclude you from attending and voting in person at the relevant meeting or any adjournment thereof, should you so wish. In the event that you attend and vote at the relevant meeting or any adjournment thereof after having lodged your forms of proxy, the returned forms of proxy will be revoked by operation of law.

This Scheme Document is not an offer of securities for sale nor a solicitation of an offer to buy securities in the United States. The EquityCo Shares to be issued in connection with the Proposal have not been, and will not be, registered under the Securities Act or under the securities law of any state, district or other jurisdiction of the United States, or any other jurisdiction, and no regulatory approval or clearance in respect of the EquityCo Shares has been, or will be, applied for in any jurisdiction. EquityCo Shares may not be offered or sold in the United States absent registration under the Securities Act or an exemption from registration. It is expected that the EquityCo Shares will be issued in reliance upon the exemption from the registration requirements of the Securities Act provided by Section 3(a)(10) of the Securities Act and available exemptions from such state law registration requirements. Neither the Company nor the Offeror intends to make any public offering of securities in the United States.

This Scheme Document is issued jointly by the Offeror and the Company.

The English language text of this Scheme Document and the accompanying forms of proxy, Election Form and Form of Acceptance shall prevail over the Chinese version for the purpose of interpretation.

22 May 2025

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In this Scheme Document, the following expressions have the meanings set out below, unless the context requires otherwise:

“2022 Annual Report”	the annual report of the Company for the year ended 31 December 2022
“2022 Financial Statements”	the audited consolidated financial statements of the Group for the year ended 31 December 2022
“2023 Annual Report”	the annual report of the Company for the year ended 31 December 2023
“2023 Financial Statements”	the audited consolidated financial statements of the Group for the year ended 31 December 2023
“2024 Annual Report”	the annual report of the Company for the year ended 31 December 2024
“2024 Financial Statements”	the audited consolidated financial statements of the Group for the year ended 31 December 2024
“3.7 Announcement”	the announcement published by the Company on 13 May 2024 pursuant to Rule 3.7 of the Takeovers Code in relation to, among other things, the Proposal
“5% Matter(s)”	reserved matters which require the approval of each EquityCo Shareholder holding more than 5% of the EquityCo Shares on a fully diluted basis, such matters as are set out in the memorandum and articles of association of EquityCo which are available for inspection as a document on display and also on ConsortiumProposalAnnouncements.com, namely:

- (a) any change of rights, preferences or privileges attached to shares or amendment to constitutional documents, in each case of EquityCo that materially, disproportionately and adversely affects an EquityCo Shareholder whose shareholding in EquityCo is at least 5% (in its capacity as a shareholder of EquityCo and not in its capacity as a shareholder of another member of EquityCo Group) differently from any of the Consortium Members;
- (b) voluntary winding up, liquidation, dissolution of, or entering into a restructuring plan with any creditor with respect to, or commencing any winding up proceeding or any similar insolvency/bankruptcy proceeding, in each case with respect to EquityCo or its material subsidiaries;
- (c) declaration or payment of dividends or other distributions in EquityCo which is not in cash or not on a pro rata basis;
- (d) declaration or payment of dividends or other distributions in (1) a material subsidiary (a) on a non-pro rata basis and (b) where the shareholder(s) of such material subsidiary which is not an EquityCo Group member will in aggregate receive more than its pro rata share of the total distributable profits of such distribution or (2) any subsidiary on a non-pro rata basis to a related party, in each case other than where it is pursuant to (i) existing shareholder or promote arrangements in respect of such subsidiary or (ii) the establishment of any promote or upside sharing (or equivalent) arrangements with any new founders of any of the Company's businesses;

- (e) make a fundamental change to the nature of the business of EquityCo Group (provided that listing the EquityCo Group's fund management business or another subsidiary as a separate entity shall not constitute a fundamental change);
- (f) enter into, terminate, renew, waive rights under, or amend a related party transaction that is not on arms' length terms;
- (g) create, allot, issue, redeem or repurchase any share, bond, loan capital or other security or grant any option over, or any other right in respect of, any share, bond, loan capital or other security of EquityCo, other than under specific pre-emption procedures or exclusions; and
- (h) agree, or announce an intention, to do any of the foregoing

“Accredited Investor”

has the meaning given to it under Section 4A of the SFA read with the SFR, which includes (a) a corporation with net assets exceeding S\$10 million in value (or its equivalent in a foreign currency) as determined by the most recent audited balance sheet of the corporation or, where the corporation is not required to prepare audited accounts regularly, a balance sheet of the corporation certified by the corporation as giving a true and fair view of the state of affairs of the corporation, as of the date of the balance sheet, which date must be within the preceding 12 months; or (b) an individual with either (A) net personal assets exceeding S\$2 million (or its equivalent in a foreign currency); (B) financial assets (net of any related liabilities) exceeding S\$1 million (or its equivalent in a foreign currency); or (C) income of at least S\$300,000 (or its equivalent in a foreign currency) in the preceding 12 months

“acting in concert”	has the meaning given to it under the Takeovers Code and “concert party” or “concert parties” shall be construed accordingly
“Affiliate”	<p>(a) in relation to an individual, that individual’s close relatives (being any spouse, child (including adopted child and step-child), parent or sibling of that individual), any person Controlling, Controlled by or under common Control with such individual and/or such individual’s close relatives (acting singly or together) and any trust of which any such person is the settlor and/or a beneficiary; or</p> <p>(b) in relation to any other person, any person, Controlling, Controlled by or under common Control with such particular person</p> <p>for the purpose of this definition, “Control” means, as applied to any Person, the right to direct or cause the direction of the management and policies of such Person, whether by means of (i) the right to control a majority of the votes able to be cast at general meetings on all, or substantially all, matters; (ii) the right to appoint or remove directors holding a majority of voting rights at board meetings on all, or substantially all, matters; or (iii) any other rights, and the terms “Controlling” and “Controlled” shall be constructed accordingly</p>
“Announcement”	the announcement dated 4 December 2024 issued jointly by the Offeror and the Company in relation to, among other things, the Proposal, the Scheme, the Option Offers and the Award Proposal
“Announcement Date”	4 December 2024, being the date of the Announcement

“Anti-Corruption Laws”	any laws, regulations, or orders relating to anti-bribery or anti-corruption, including laws that prohibit the corrupt payment, offer, promise, or authorisation of the payment or transfer of anything of value (including gifts or entertainment), directly or indirectly, to any government official, government employee, or any other person or commercial entity, to obtain a business advantage, or the offer, promise, or gift of, or the request for, agreement to receive or receipt of a financial or other advantage to induce or reward the improper performance of a relevant function or activity; such as, without limitation, the U.S. Foreign Corrupt Practices Act of 1977, as amended from time to time, the UK Bribery Act 2010, and all national and international laws enacted to implement the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions
“APAC”	Asia-Pacific region
“APG”	Stichting Depositary APG Strategic Real Estate Pool as depositary of APG Strategic Real Estate Pool, a private foundation incorporated in the Netherlands
“Applicable Laws”	with respect to any person, any laws, rules, regulations, guidelines, directives, treaties, judgments, decrees, orders or notices of any Governmental Authority that is applicable to such person (including the Takeovers Code and the Listing Rules)
“ARA”	ESR Asset Management Limited (formerly known as ARA Asset Management Limited), an exempted company incorporated under the laws of Bermuda, and its subsidiaries
“ARA Transaction”	the acquisition of ARA by the Group which was announced by the Company on 4 August 2021 and completed on 20 January 2022
“associates”	has the meaning given to it under the Takeovers Code

“AUM”	assets under management including the reported assets under management of the Group’s associates and assuming the value of uncalled capital commitments in the private funds and investment vehicles on a levered basis
“Authorisations”	any license, permit, consent, authorisation, permission, clearance or approval of any Governmental Authority or any other person
“Award(s)”	the award(s) of performance share unit(s) and restricted share unit(s) granted under the Long Term Incentive Scheme
“Award-holder(s)”	the grantee(s) of the Awards
“Award Proposal”	the proposal being made by the Offeror to the Award-holders (including Mr. Shen and Mr. Gibson) for the cancellation of all outstanding Awards in accordance with the Takeovers Code and the terms set out in this Scheme Document
“Award Proposal Letter”	the letter to Award-holders setting out the terms and conditions of the Award Proposal which is substantially in the form set out in Appendix X — Form of Award Proposal Letter to this Scheme Document
“Award Proposal Price”	the consideration for cancellation of each outstanding Award under the Award Proposal, being the Cancellation Price
“Beneficial Owner(s)”	beneficial owner(s) of the Shares registered in the name of a Registered Owner(s)
“Board”	the board of directors of the Company from time to time

“Bordering Country”	a country which shares a land border with India, being the PRC (which, for the purpose of this definition, includes Hong Kong and the Macau Special Administrative Region of the PRC), the Federal Democratic Republic of Nepal, the Islamic Emirate of Afghanistan, the Islamic Republic of Pakistan, the Kingdom of Bhutan, the People’s Republic of Bangladesh, and the Republic of the Union of Myanmar
“Business Day”	a day on which the Stock Exchange is open for the transaction of business
“Cancellation Consideration”	the Cash Alternative or the Share Alternative or a combination of both
“Cancellation Price”	the cancellation price of HK\$13.00 per Scheme Share
“Cash Alternative”	the cash consideration alternative under the Proposal, being the Cancellation Price of HK\$13.00 for every Scheme Share
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a person admitted to participate in CCASS as a participant, including a CCASS Investor Participant
“Citi”	Citigroup Global Markets Asia Limited, a company incorporated in Hong Kong with limited liability and licensed under the SFO to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) regulated activities, being the exclusive financial adviser to the Company in connection with the Proposal

“Companies Act”	the Companies Act (2025 Revision) of the Cayman Islands, as consolidated and revised from time to time
“Company”	ESR Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (stock code: 1821)
“Condition(s)”	the condition(s) of the Proposal, details of which are set out in the section headed “5. Conditions to the Proposal and the Scheme” in Part VII of this Scheme Document
“Conditions Long Stop Date”	12 months from the Announcement Date, being 4 December 2025 (or such later date as may be mutually agreed in writing between the Offeror and the Company or, to the extent applicable, as the Executive may consent to and/or the Court may direct)
“Consortium”	the consortium formed by the Starwood Entities, the SSW Entities, Sixth Street Entity, the WP Entities, Qatar Holding and the Founders and their respective controlled entities
“Consortium Members”	members of the Consortium
“Court”	the Grand Court of the Cayman Islands
“Court Meeting”	a meeting of the Scheme Shareholders convened at the direction of the Court to be held at 10:00 am on Friday, 13 June 2025 at Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong at which the Scheme (with or without modification) will be voted upon, notice of which is set out in Appendix VII to this Scheme Document, or any adjournment thereof

“Deutsche Bank”	Deutsche Bank AG, Hong Kong Branch, a registered institution under the SFO to carry out type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance), and type 9 (asset management) regulated activities under the SFO, being one of the co-lead financial advisers to the Offeror in connection with the Proposal
“Director(s)”	the director(s) of the Company
“Disinterested Shareholder(s)”	the Shareholder(s) other than the Offeror and the Offeror Concert Parties, but including any member of the Morgan Stanley group, the Deutsche Bank group, the Goldman Sachs group or the UBS group acting in the capacity of an exempt principal trader or exempt fund manager for the purpose of the Takeovers Code. For the avoidance of doubt, Disinterested Shareholders include the Trustee, provided that the Trustee shall not exercise the voting rights attached to the Shares held by it
“EEA”	the European Economic Area
“Effective Date”	the date on which the Scheme becomes effective in accordance with its terms and the Companies Act
“EGM”	an extraordinary general meeting of the Company to be held at 10:30 am (or immediately after the later of the conclusion or adjournment of the Court Meeting) on Friday, 13 June 2025 at Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong, notice of which is set out in Appendix VIII to this Scheme Document, or any adjournment thereof
“EIS”	the new employee incentive scheme (which excludes the Shen Options) to be adopted by EquityCo following the Scheme becoming effective

“EIS Participants”	eligible participants of the EIS, which include employees, directors, advisers and consultants of the Group (which may include the Founders but not, for the avoidance of doubt, other Consortium Members or their Affiliates)
“Election Form”	the blue form of election to be completed by the Scheme Shareholders for election of the Cash Alternative or the Share Alternative or a combination of the two, which is despatched to the Shareholders together with this Scheme Document
“Election Time”	4:30 pm on Wednesday, 25 June 2025 (or such later date and time as may be notified to Scheme Shareholders through joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange), being the latest time by which the Scheme Shareholder may lodge the Election Form for election of the Cash Alternative or the Share Alternative or a combination of both with the Share Registrar at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong
“Enterprise Value”	US\$13,460 million, being the sum of equity value at the Cancellation Price and the bank and other borrowings including those for assets held for sale, perpetual securities, non-controlling interest, net of cash and equivalents each determined based on Company’s Statement of Financial Position as of 31 December 2024. The table below sets out the detailed calculation of the Enterprise Value:

Equity Value to Enterprise Value Bridge	US\$ million
Equity Value ⁽¹⁾	7,078
(+) Bank and Other Borrowings (Incl’d Those of Assets Held for Sale ⁽²⁾)	6,279
(+) Perpetual Securities	743
(+) Non-controlling Interest	279
(-) Cash and Cash Equivalents (Incl’d Those of Assets Held for Sale ⁽³⁾)	(919)
Enterprise Value	13,460

- (1) Exchange rate of US dollar to Hong Kong dollar of 7.80.
- (2) Bank and other borrowings under assets held for sale of US\$131 million based on the Group's Statement of Financial Position as of 31 December 2024.
- (3) Cash and equivalents under assets held for sale of US\$5 million based on the Group's Statement of Financial Position as of 31 December 2024.

“EquityCo”	MEGA EquityCo, an exempted company incorporated in the Cayman Islands with limited liability, whose shareholding as at the Latest Practicable Date is detailed in the section headed “16. Information on the Offeror, the Consortium and the EquityCo Group” in Part VII of this Scheme Document
“EquityCo Board”	the board of directors of EquityCo
“EquityCo Group”	EquityCo and its subsidiaries (including the Offeror) from time to time
“EquityCo Share(s)”	ordinary share(s) of US\$0.001 each in the share capital of EquityCo
“EquityCo Shareholder”	a shareholder of EquityCo
“Exclusivity and Standstill Arrangements”	the exclusivity and standstill arrangements entered into between the relevant Consortium Members, the details of which are set out in the section headed “4. Arrangements Material to the Proposal — The Exclusivity and Standstill Arrangements” in Part IV of this Scheme Document
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate for the time being of the Executive Director
“exempt fund managers”	has the meaning ascribed to it in the Takeovers Code
“exempt principal traders”	has the meaning ascribed to it in the Takeovers Code

“Explanatory Memorandum”	the explanatory memorandum set out in Part VII of this Scheme Document
“FIEA”	the Financial Instruments and Exchange Act of Japan (Law No. 25 of 1948 as amended)
“FIRB”	the Australian Foreign Investment Review Board
“FMC Act”	the Financial Markets Conduct Act 2013
“Form(s) of Acceptance”	the yellow form(s) of acceptance and cancellation in respect of the Option Offers accompanying this Scheme Document despatched to Option-holders in connection with the Option Offers
“Founder Parties”	Founders, Laurels, Redwood and Redwood II
“Founders”	Mr. Shen, Mr. Gibson and Mr. Portes
“FSMA”	the United Kingdom Financial Services and Markets Act 2000 (as amended and supplemented from time to time)
“FY2024 EBITDA”	US\$232 million, being earnings before interest, tax, depreciation and amortization, and excludes fair value changes on investment properties, changes in fair value of financial derivative assets, impairment of assets held for sale, share of fair value losses relating to Cromwell Property Group, share-based compensation expense and transaction costs related to the Proposal as per the Company’s financial report for the year ended 31 December 2024

“Goldman Sachs”	Goldman Sachs (Asia) L.L.C., a company incorporated in Delaware with limited liability and licensed under the SFO to carry out type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities, being one of the joint financial advisers to the Offeror in connection with the Proposal
“Governmental Authority”	any government of any national or any federation, province or state or any other political subdivision thereof, any entity, authority or body exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, including any government authority, agency, department, board, commission or instrumentality of any country, or any political subdivision thereof, any court, tribunal or arbitrator, and any self-regulatory organisation
“Group”	the Company and its subsidiaries, and “Group Company” means any of them
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“HoldCo”	MEGA FinCo, an exempted company incorporated in the Cayman Islands with limited liability, which is directly wholly-owned by MidCo
“HoldCo Shares”	ordinary shares of US\$0.001 each in the share capital of HoldCo
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Implementation Agreement”	the agreement entered into by the Company and the Offeror on 4 December 2024 pursuant to which, among other things, the Company irrevocably undertook to put forward the Scheme to the Scheme Shareholders on the terms set out therein
“Independent Board Committee”	the independent board committee of the Company comprising Mr. Brett Harold Krause, Mr. Simon James McDonald, and Ms. Serene Siew Noi Nah, being all of the non-executive Directors, other than Mr. Portes and Mr. Perlman (who are Offeror Concert Parties), Mr. Rajeev Veeravalli Kannan and Ms. Joanne Sarah McNamara (whose appointing shareholders are IU Shareholders), formed for the purpose of advising (i) the Disinterested Shareholders in respect of the Proposal, the Scheme and the EIS, and (ii) the Option-holders and the Award-holders in respect of the Option Offers and the Award Proposal
“Independent Financial Adviser”	Anglo Chinese Corporate Finance, Limited, a corporation licensed to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO, being the independent financial adviser appointed by the Company, with the approval of the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code, to advise the Independent Board Committee in connection with the Proposal, the Scheme, the Option Offers, the Award Proposal and the EIS

“Institutional Investor”	has the meaning given to it under Section 4A of the SFA, including and not limited to: (i) an entity that is wholly and beneficially owned by a central government of a country and whose principal activity is either (A) to manage its own funds; (B) to manage the funds of the central government; or (C) to manage the funds of another entity that is wholly and beneficially owned by the central government; (ii) a central bank, central government or agency in a jurisdiction other than Singapore; (iii) an entity or a trust formed or incorporated in a jurisdiction other than Singapore, which is regulated for the carrying on of any financial activity by a public authority that exercises a function that corresponds to a regulatory function of the MAS; (iv) a pension fund, or collective investment scheme, whether constituted in Singapore or elsewhere; or (v) an entity which carries on the business of dealing in bonds with Accredited Investors or expert investors (as defined under the SFA)
“Irrevocable Undertaking(s)”	the irrevocable undertaking(s) given by the IU Shareholder(s), each received by the Offeror on 4 December 2024 and on 15 May 2025 (as applicable) in respect of an aggregate of 1,339,367,713 Shares in favour of the Offeror
“IU Scheme Shares”	the Scheme Shares held by the IU Shareholders which are subject of the Irrevocable Undertakings (and in the case of Straits, which excludes 10,000,000 Scheme Shares held by it)
“IU Shareholders”	OMERS, Mr. Lim, Straits, APG, SMBC and Mr. Marsh
“KM ESOP”	the pre-IPO employee stock incentive scheme adopted by the Company on 24 November 2017 as amended on 4 December 2024
“KM Options”	the options granted under the KM ESOP
“KYC Documents”	KYC documents as set out in detail in the Election Form

“Last Trading Day”	28 November 2024, being the last trading day of the Shares prior to their suspension in trading on the Stock Exchange pending the publication of the Announcement
“Latest Options Exercise Time”	4:30 pm on Wednesday, 18 June 2025, being the expected latest time upon which Option-holders must lodge notices of exercise (accompanied by full payment of the exercise price) of their vested Options in order for Option-holders to become a Shareholder to qualify for entitlements under the Scheme
“Latest Practicable Date”	19 May 2025, being the latest practicable date for ascertaining certain information contained in this Scheme Document
“Laurels”	Laurels Capital Investments Limited, a business company incorporated with limited liability under the laws of the British Virgin Islands, which is owned by The Shen Trust, whose sole beneficiary is an associate of Mr. Shen
“Letters of Support”	the non-binding letters of support from SK and MY.Alpha, each received by the Offeror on 7 March 2025 as set out further in the section headed “6. Irrevocable Undertakings and Letters of Support” in Part IV of this Scheme Document
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Lock-up Period”	the period from and including the Effective Date to and including the third anniversary of the Effective Date
“Long Term Incentive Scheme”	the long term incentive scheme adopted by the Company on 2 June 2021 as amended on 7 June 2023

“Maintenance of Capital”	means the contemporaneous maintenance of the issued share capital of the Company at the amount prior to the cancellation of the Scheme Shares by applying the reserve created as a result of the cancellation of the Scheme Shares to pay up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled as a result of the Scheme for issuance to the Offeror
“MAS”	the Monetary Authority of Singapore
“Meeting Record Date”	Friday, 13 June 2025, or such other date as shall have been announced to the Shareholders, being the record date for the purpose of determining the entitlement of the Scheme Shareholders to attend and vote at the Court Meeting and the entitlement of Shareholders to attend and vote at the EGM
“Member State”	any Member State of the European Economic Area
“MidCo”	MEGA Intermediate HoldCo, an exempted company incorporated in the Cayman Islands with limited liability, which is directly wholly-owned by EquityCo
“MidCo Shares”	ordinary shares of US\$0.001 each in the share capital of MidCo
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
“Morgan Stanley”	Morgan Stanley Asia Limited, a company incorporated in Hong Kong with limited liability and licensed under the SFO to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities, being the sole structuring adviser and one of the co-lead financial advisers to the Offeror in connection with the Proposal

“Mr. Gibson”	Mr. Stuart Gibson, an executive Director, a Co-CEO and one of the Founders
“Mr. Lim”	Mr. Hwee Chiang Lim, previously a non-executive Director who has retired from the Board on 20 January 2025
“Mr. Marsh”	Mr. John Edward Marsh, the chairman of the Group’s business in Australia and New Zealand and an IU Shareholder
“Mr. Perlman”	Mr. Jeffrey Perlman, a non-executive Director
“Mr. Portes”	Mr. Charles Alexander Portes, a non-executive Director and one of the Founders
“Mr. Shen”	Mr. Jinchu Shen, an executive Director, Co-CEO and one of the Founders
“MY.Alpha”	MY.Alpha Management HK Advisors Limited (formerly known as York Capital Management Asia (HK) Advisors Limited), a company incorporated in Hong Kong with limited liability and licensed under the SFO to carry on Type 4 (advising on securities) and Type 9 (asset management) regulated activities
“NBO”	the non-binding offer to privatise the Company submitted by Starwood Capital Operations, L.L.C., Sixth Street and SSW Partners LP to the Company on 25 April 2024
“Net Tangible Asset Value”	the value of total net assets less perpetual securities, non-controlling interest, goodwill and other intangible assets of the Group and further adjusted by revaluation surplus/(loss) of the properties of the Group and deferred tax impact with reference to the valuation of property interests held by the Group as set out in Appendix II to this Scheme Document. The Net Tangible Asset Value per share in Hong Kong dollars is calculated using an exchange rate of US\$1.00 to HK\$7.80 as of 31 December 2024. The table below sets out the detailed calculation of the Net Tangible Asset Value as of 31 December 2024:

US\$ million

Total Equity	7,452
(–) Non-controlling Interest	(279)
(–) Perpetual Securities	(743)
(–) Goodwill and Other Intangibles	(4,538)
(–) Goodwill in JV and Associates ⁽¹⁾	(125)
(+) Revaluation surplus/(loss) of the properties of the Group	(14)
(+) Deferred tax impact	3
Net Tangible Assets	1,757

(1) Goodwill on retaining interests in joint ventures and associates based on Investments in Joint Ventures and Associate section in Notes to the Consolidated Financial Statements as of 31 December 2024.

“New Money Consortium Members”	Starwood Entities, SSW Entities, Sixth Street Entity, WP Other Entities and Qatar Holding
“New Money Subscription Consideration”	the subscription consideration which the New Money Consortium Members have committed to contribute to EquityCo to enable the Offeror to satisfy its obligation in respect of the cash consideration payable under the Proposal in accordance with the Takeovers Code, details of which are set out in the section headed “4. Arrangements Material to the Proposal — The Subscription and Rollover Arrangement” in Part IV of this Scheme Document
“OFAC”	the Office of Foreign Assets Control of the United States Department of the Treasury
“Offer Facility”	the certain funds loan facility up to US\$1.5 billion made available to the Offeror by MUFG Bank, Ltd., Singapore Branch, Mizuho Bank, Ltd. and United Overseas Bank Limited
“Offer Facility Agreement”	the bridge facility agreement dated 4 December 2024 between, among others, the Offeror as the company and MUFG Bank, Ltd. as agent and security agent, under which the Offer Facility is made available

“Offer Facility Security Agreement”	the deed of charge dated 4 December 2024 in respect of all or substantially all of the undertakings, property and assets of the Offeror, entered into between the Offeror as chargor and MUFG Bank, Ltd. as chargee
“Offeror”	MEGA BidCo, an exempted company incorporated in the Cayman Islands with limited liability, which is indirectly wholly-owned by EquityCo
“Offeror Concert Parties”	parties acting in concert or presumed to be acting in concert with the Offeror or a Consortium Member under the definition of “acting in concert” under the Takeovers Code (except in the capacity of an exempt principal trader or exempt fund manager for the purpose of the Takeovers Code), which includes each Consortium Member
“OMERS”	OMERS Administration Corporation, a non-share capital corporation continued under the Ontario Municipal Employees Retirement System Act 2006 and a substantial shareholder of the Company as at the Latest Practicable Date
“Option(s)”	outstanding Tier 1 Options, KM Options, and/or the Post-IPO Share Options
“Options Lapse Date”	Effective Date, being the date on which (i) any KM Option which has not been exercised by the Scheme Record Date and which has not been cancelled pursuant to the Proposal as its holder has not accepted the Option Offer will automatically lapse, and (ii) the Post-IPO Share Options will lapse
“Option Offer Letter”	the letter to Option-holders setting out the terms and conditions of the Option Offers which is substantially in the form set out in Appendix IX — Form of Option Offer Letter to this Scheme Document

“Option Offer Price”	the cash consideration for the cancellation of each outstanding Option under the Option Offers, being an amount equal to the Cancellation Price minus the relevant exercise price of the outstanding Option for each Option
“Option Offers”	the offers being made by the Offeror to the Option-holders for the cancellation of all outstanding Options in accordance with the Takeovers Code and the terms set out in this Scheme Document
“Option Record Date”	23 June 2025, or such other date as shall have been announced to the Shareholders and Option-holders, being the record date for determining entitlements of the Option-holders under the Option Offers, which is the same day as the Scheme Record Date
“Option-holder(s)”	holder(s) of the Tier 1 Options, KM Options and/or the Post-IPO Share Options
“Person”	a corporation, an association, a partnership, a limited liability company, an organisation, a business, an individual, a government or political subdivision thereof or a governmental agency
“POI Law”	the Protection of Investors (Bailiwick of Guernsey) Law, 2020, as amended from time to time
“Post-IPO Share Option(s)”	the option(s) granted under the Post-IPO Share Option Scheme
“Post-IPO Share Option Scheme”	the share option scheme adopted by the Company on 12 October 2019, as amended on 7 June 2023 and further amended on 4 December 2024
“Potential EIS Participants”	potential EIS Participants, which include all of the existing senior management of the Group who hold Shares in the Company or have vested restricted share units granted under the Long Term Incentive Scheme (including Mr. Shen and Mr. Gibson)

“PRC”	the People’s Republic of China, which, for the purpose of this Scheme Document only, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Pre-Condition(s)”	the pre-condition(s) to the implementation of the Proposal, details of which are set out in the section headed “2. Pre-Conditions to the Proposal” in the Explanatory Memorandum of this Scheme Document, which were fully satisfied on 15 May 2025
“Pre-Conditions Long Stop Date”	nine months from the Announcement Date, i.e. 4 September 2025 (or such later date as may be mutually agreed in writing between the Offeror and the Company)
“Pre-Conditions Satisfaction Announcement”	the announcement dated 15 May 2025 issued jointly by the Offeror and the Company in relation to, among other things, the satisfaction of the Pre-Conditions
“Pre-NBO Date”	24 April 2024, the last trading day prior to the date of submission by the Consortium of the NBO
“Proposal”	the proposed privatisation of the Company by the Offeror by way of the Scheme, the implementation of the Option Offers, the implementation of the Award Proposal, and the withdrawal of the listing of the Shares from the Stock Exchange, in each case, on the terms and subject to the Conditions set out in this Scheme Document
“Prospectus Regulation”	Regulation (EU) 2017/1129 (including any relevant delegated regulations)
“Qatar Holding”	Qatar Holding LLC, a company incorporated in the Qatar Financial Centre, and a Shareholder. It is wholly-owned by QIA
“QFLP”	the Qualified Foreign Limited Partnership pilot programs in the PRC

“QIA”	Qatar Investment Authority, the sovereign wealth fund of the State of Qatar
“Reassessed NAV”	the unaudited reassessed net asset value, which is calculated based on the Group’s audited net asset value attributable to the owners of the Company as at 31 December 2024, adjusted with reference to the valuation of property interests held by the Group as set out in Appendix II to this Scheme Document
“Redwood”	Redwood Consulting (Cayman) Ltd., an exempted company incorporated with limited liability under the laws of the Cayman Islands, and which is owned as to 50.0% by each of Mr. Gibson and Mr. Portes
“Redwood II”	Redwood Consulting II (Cayman) Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands, and which is owned as to 50.0% by each of Mr. Gibson and Mr. Portes
“Registered Owner(s)”	holder(s) of Shares (including without limitation a nominee, trustee, depositary or any other authorised custodian or third party) whose name is entered in the register of members of the Company as a holder of Shares
“Registrar of Companies”	the Registrar of Companies in the Cayman Islands
“REIT”	real estate investment trust
“Relevant Affiliates”	all of the Affiliates of a Shareholder who are interested in Shares
“Relevant Period”	the period commencing on the date which is six months prior to the date of the 3.7 Announcement (i.e. 13 November 2023) and ending on the Latest Practicable Date, both dates inclusive

“Rollover Consortium Members”	Starwood, SSW Entities, WP Rollover Entities, Laurels, Mr. Shen (provided that Mr. Shen shall elect the Cash Alternative for 53,875,385 of the Scheme Shares held by him or Laurels), Redwood, Mr. Gibson (or an affiliate) and Qatar Holding
“Rollover EquityCo Share(s)”	the unpaid EquityCo Share(s) held by each Rollover Consortium Member which correspond to the number of Shares in which such Rollover Consortium Member is interested as at the Latest Practicable Date and the Scheme Record Date, the details of which are set out in the section headed “4. Arrangements Material to the Proposal — The Subscription and Rollover Arrangement” in Part IV of this Scheme Document
“Rollover IU Shareholders”	OMERS, SMBC and Mr. Marsh, the IU Shareholders who have undertaken to elect the Share Alternative for all or part of the Scheme Shares held or owned by each of them
“Sanctioned Person”	<p>any person, entity, organization or vessel:</p> <ul style="list-style-type: none">(a) designated on any Sanctions List;(b) that is, or is part of, a government of a Sanctioned Territory;(c) directly or indirectly 50% or more owned or controlled by any of the foregoing in paragraphs (a) and (b);(d) that is located, operating, organised or residing in any Sanctioned Territory; or(e) otherwise targeted under any Sanctions Laws

“Sanctioned Territory”	any country, region or other territory subject to a comprehensive trade embargo under any Sanctions Law, which countries, as at the Latest Practicable Date, include the so-called Donetsk People’s Republic, the so-called Luhansk People’s Republic, the Crimea Region of Ukraine, Cuba, Iran, North Korea and Syria
“Sanctions Authority”	(a) the United States; (b) the United Nations Security Council; (c) the European Union; (d) any European member state; (e) the United Kingdom; (f) Hong Kong; (g) Singapore; (h) the PRC; (i) Japan; (j) Korea; (k) Australia; (l) New Zealand or (m) the respective governmental institutions and agencies of any of the foregoing including, without limitation, His Majesty’s Treasury, the OFAC, the U.S. Department of Commerce, the U.S. Department of State and any other agency of the U.S. government
“Sanctions Laws”	any trade, economic or financial sanctions or trade embargoes or related restrictive measures imposed, administered or enforced from time to time by any Sanctions Authority
“Sanctions List”	<p>any of the lists of restricted or sanctioned individuals or entities (or equivalent) issued, administered and enforced by any Sanctions Authority, including, for the avoidance of doubt, those individuals or entities listed on:</p> <ul style="list-style-type: none">(a) the list of Specially Designated Nationals and Blocked Persons or “Foreign Sanctions Evaders” (as amended, supplemental or substituted from time to time), and the Sectorial Sanctions Identification List, in each case maintained by OFAC;(b) the Consolidated List of Persons, Groups and Entities Subject to EU Financial Sanctions maintained by the European Commission; or(c) the Consolidated List of Financial Sanctions Asset Freeze Targets maintained by His Majesty’s Treasury

“Scheme”	the scheme of arrangement under section 86 of the Companies Act, for the implementation of the Proposal, involving the cancellation of all the Scheme Shares, with or subject to any modification, addition or condition approved or imposed by the Court or agreed by the Company and the Offeror, and the simultaneous maintenance of the issued share capital of the Company at the amount immediately prior to the cancellation of the Scheme Shares
“Scheme Document”	this composite scheme document despatched by the Company to the Shareholders, the Option-holders and the Award-holders containing, among other things, further details of the Proposal, the Scheme, the Option Offers and the Award Proposal, a letter from the Board, a letter of advice from the Independent Financial Adviser to the Independent Board Committee, the recommendations of the Independent Board Committee and notices to convene the Court Meeting and the EGM
“Scheme Record Date”	23 June 2025, or such other date as shall have been announced to the Shareholders, being the record date for determining entitlements of the Scheme Shareholders under the Scheme
“Scheme Share(s)”	Share(s) in issue on the Scheme Record Date held by the Shareholders
“Scheme Shareholder(s)”	the registered holder(s) of Scheme Shares as at the Scheme Record Date
“Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“SFA”	the Securities and Futures Act 2001 of Singapore, as amended and supplemented from time to time
“SFC”	Securities and Futures Commission of Hong Kong

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SFR”	Securities and Futures (Classes of Investors) Regulations 2018
“SGX”	The Mainboard of the Singapore Exchange Securities Trading Limited
“S\$”	Singapore dollar(s), the lawful currency of the Republic of Singapore
“Share(s)”	ordinary share(s) of par value of US\$0.001 each in the share capital of the Company
“Share Alternative”	the share alternative under the Proposal, being one EquityCo Share for every Scheme Share held
“Share Registrar”	Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong
“Shareholder(s)”	registered holder(s) of the Share(s)
“Shareholder Arrangements”	the shareholder arrangements as set out in the section headed “4. Arrangements Material to the Proposal — The Shareholder Arrangements” in Part IV of this Scheme Document
“Shen Option(s)”	the options to be granted to Mr. Shen representing rights to acquire EquityCo Shares, the key terms of which are set out in the section headed “4. Arrangements Material to the Proposal — The Shen Options” in Part IV of this Scheme Document

“Sixth Street Entity”	Sherbourne Holdings, LLC, a limited liability company directly or indirectly controlled by funds managed or advised by affiliates of Sixth Street Partners, LLC (“Sixth Street”) established in the state of Delaware, having its address at 2100 McKinney Avenue, Suite 1500 Dallas, Texas 75201 United States of America
“SK”	SK Inc. (formerly known as SK Holdings Co., Ltd.), a company incorporated in the Republic of Korea with limited liability and whose stock is listed on the Korea Exchange (stock code: 034730)
“SMBC”	Sumitomo Mitsui Banking Corporation, a company incorporated in Japan with limited liability
“Special Board Matters”	<p>the set of reserved matters which requires the approval of the majority of the EquityCo Board or the Board, and shall also require the approval of:</p> <ul style="list-style-type: none">(a) each Consortium Member (other than the Founder Parties) or its affiliate who is an EquityCo Shareholder whose (together with its affiliates) (i) actual shareholding in EquityCo is at least 2.5%, and (ii) Undiluted Shareholding in EquityCo is at least 7.5%; and(b) each of Laurels, Redwood and other EquityCo Shareholder which is not a Consortium Member provided that:<ul style="list-style-type: none">(i) the relevant Founder or EquityCo Shareholder has nominated a director to the EquityCo Board which had been appointed to the EquityCo Board pursuant to the appointment procedures set out in the section under “4. Arrangements Material to the Proposal — The Shareholder Arrangements Composition of the EquityCo Board” in Part IV of this Scheme Document; and

- (ii) it (together with its affiliates) has an actual shareholding in EquityCo of at least 2.5% and whose Undiluted Shareholding in EquityCo is (in respect of any EquityCo Shareholder other than Laurels) at least 7.5% or (in respect of Laurels) at least the lower of its Undiluted Shareholding as at the Effective Date and 7.5%,

provided that in each case the relevant Undiluted Shareholding thresholds may be lowered by approval as a Special Board Matter from time to time (such shareholders in (a) and (b), the “SBM Holders”); and

- (c) at least all bar one of the SBM Holders, for certain of the Special Board Matters if approved by all bar one of the SBM Holders 42 months after the Effective Date

“SSW Entities”

(i) SSW CEI (CN), L.P., a limited partnership established under the laws of Ontario, whose general partner is SSW CEI GP, LLC, and a substantial shareholder of the Company; and (ii) SSW (ESR) SPV, L.P., a limited partnership established under the laws of Ontario, whose general partner is SSW (ESR) SPV GP, LLC, and an affiliate of SSW CEI (CN), L.P.

“Starwood”

SOF-12 Sequoia Investco Ltd, a company incorporated with limited liability in the Cayman Islands and a substantial shareholder of the Company as at the Latest Practicable Date

“Starwood Entities”

Starwood and Starwood Electron Co-Invest L.P., a co-invest vehicle managed and/or advised by an affiliate of Starwood

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“Straits”	The Straits Trading Company Limited, a company incorporated under the laws of Singapore, which has certain affiliates which are collectively interested in approximately 5.01% of the total issued Shares as at the Latest Practicable Date
“Subscription and Rollover Arrangement”	the arrangement between Offeror, HoldCo, MidCo, EquityCo, and the Consortium Members as set out in the section headed “4. Arrangements Material to the Proposal – The Subscription and Rollover Arrangement” in Part IV of this Scheme Document
“subsidiary”	has the meaning given to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“The Shen Trust”	The Shen Trust, a trust established under the laws of the British Virgin Islands, whose trustee is Tricor Equity Trustee Limited, and the settlor of which is Rosy Fortune Limited, which is wholly-owned by Mr. Shen
“Tier 1 ESOP”	the pre-IPO employee stock incentive scheme adopted by the Company on 3 November 2015
“Tier 1 Option(s)”	the option(s) granted under the Tier 1 ESOP
“trading day”	a day on which the Stock Exchange is open for the business of dealings in securities
“Trustee”	Computershare Hong Kong Trustees Limited, the trustee appointed by the Company to assist with the administration and vesting of the Awards and which holds Shares for the benefit of the Award-holders

“UBS”	UBS AG (acting through its Hong Kong Branch), a registered institution under the SFO to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) regulated activities under the SFO, being one of the joint financial advisers to the Offeror in connection with the Proposal. UBS AG is incorporated in Switzerland with limited liability
“Undiluted Shareholding”	the shareholding in EquityCo which disregards any EquityCo Shares issued after the Effective Date, other than the EquityCo Shares issuable pursuant to the Shen Options which are deemed to be issued on the Effective Date (save to the extent they have terminated or lapsed)
“U.S.” or “United States”	United States of America
“US\$”	United States dollar(s), the lawful currency of the U.S.
“WP Entities”	WP Rollover Entities and WP Other Entities
“WP Other Entities”	(i) WP Andesine Holding Ltd, (ii) WP Ekanite Gem Ltd and (iii) WP Nepheline Ltd. Each of the foregoing entities is an exempted company incorporated in the Cayman Islands with limited liability which is ultimately controlled by Warburg Pincus (Bermuda) Private Equity GP Ltd.
“WP Rollover Entities”	Alexandrite Athena GroupCo Ltd and/or its subsidiaries, each being a company incorporated in the Cayman Islands or the British Virgin Islands with limited liability. Alexandrite Athena GroupCo Ltd and its subsidiaries, Alexandrite Gem TopCo Ltd and Alexandrite Gem Holdings Limited, are substantial shareholders of the Company. For the shareholding details of Alexandrite Athena GroupCo Ltd, please refer to Note 3 to the table under the section headed “7. Shareholding Structure of the Company” in Part IV of this Scheme Document

“%” per cent.

**Amounts expressed in HK\$ or US\$ have been translated into US\$ or HK\$ respectively based on the exchange rate of US\$1.00 to HK\$7.80.*

All references in this Scheme Document to times and dates are references to Hong Kong times and dates, except as otherwise specified.

ACTIONS TO BE TAKEN BY SHAREHOLDERS**Court Meeting and EGM**

For the purpose of determining the entitlements of the Scheme Shareholders to attend and vote at the Court Meeting and the entitlements of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 9 June 2025 to Friday, 13 June 2025 (both days inclusive) and during such period, no transfer of Shares will be effected. In order to qualify to vote at the Court Meeting and the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong before 4:30 pm on Friday, 6 June 2025.

A **pink** form of proxy for use at the Court Meeting and a **white** form of proxy for use at the EGM are enclosed with this Scheme Document. Subsequent purchasers of Shares may obtain the relevant proxy form from the transferor or the website of the Stock Exchange if they wish to attend or vote at the Court Meeting and/or the EGM.

Whether or not you are able to attend the Court Meeting and/or the EGM or any adjournment thereof in person, if you are a Scheme Shareholder, we strongly urge you to complete and sign the enclosed **pink** form of proxy in respect of the Court Meeting, and if you are a Shareholder, we strongly urge you to complete and sign the enclosed **white** form of proxy in respect of the EGM, in accordance with the instructions printed thereon, and to lodge them at the office of the Share Registrar at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. **The pink form of proxy for use at the Court Meeting should be lodged no later than 48 hours before the time appointed for holding the Court Meeting (being no later than 10:00 am on Wednesday, 11 June 2025) or any adjournment thereof although it may alternatively be handed to the chairman of the Court Meeting at the Court Meeting, who shall have absolute discretion as to whether or not to accept it. The white form of proxy for use at the EGM must be lodged no later than 48 hours before the time appointed for holding the EGM (being no later than 10:30 am on Wednesday, 11 June 2025) or any adjournment thereof in order to be accepted.** The completion and return of a form of proxy for the Court Meeting and/or the EGM will not preclude you from attending and voting in person at the relevant meeting or any adjournment thereof. In such event, the returned form of proxy will be revoked by operation of law.

If you do not appoint a proxy and you do not attend and vote at the Court Meeting and/or the EGM, you will still be bound by the outcome of the Court Meeting and the EGM if, among other things, the resolutions are passed by the requisite majorities at the Court Meeting and the EGM. We therefore strongly urge you to attend and vote at the Court Meeting and the EGM in person or by proxy.

Voting at the Court Meeting and the EGM will be taken by poll as required under the Listing Rules and the Takeovers Code.

The Company and the Offeror will make an announcement in relation to the results of the Court Meeting and the EGM by no later than 7:00 pm on Friday, 13 June 2025. If all the necessary resolutions are passed at those meetings, further announcements will be made in relation to, among other things, the results of the hearing of the petition to sanction the Scheme by the Court and, if the Scheme is sanctioned, the Scheme Record Date, the Effective Date and the date of withdrawal of the listing of the Shares on the Stock Exchange in accordance with the requirements of the Takeovers Code and the Listing Rules.

Election Form

An election of the Cash Alternative or the Share Alternative or a combination of both in a proportion of their choosing may be made by Scheme Shareholders (for themselves and/or on behalf of each relevant Beneficial Owner, while HKSCC Nominees may make different elections in respect of the Scheme Shares held on behalf of different Beneficial Owners) in connection with their respective shareholdings in the Company, and Scheme Shareholders shall make such election by properly completing and signing the Election Form in accordance with the instructions appearing thereon (and, in the case of joint holders, signed by all the joint holders to which it relates, and in the case of a holder or a joint holder which is a body corporate, signed on its behalf by one of its directors or a duly authorised signatory) in respect of their holdings of Scheme Shares registered under their names at the Scheme Record Date, and deliver the duly completed and executed Election Form to the Share Registrar, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 pm on Wednesday, 25 June 2025 or such later date and time as may be notified to Scheme Shareholders through joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange.

Together with the lodging of a duly completed and executed Election Form, if a Scheme Shareholder wishes to elect the Share Alternative, the Scheme Shareholder must also provide the KYC Documents of the Scheme Shareholder and/or the relevant Beneficial Owner on behalf of whom the Scheme Shareholder holds the Scheme Shares to comply with the relevant anti-money laundering, sanctions, proliferation, terrorist financing, and other regulatory requirements of the Cayman Islands and Singapore. The KYC Documents required to be provided by the Scheme

Shareholder are set out in detail in the Election Form and such KYC Documents should be submitted to the Share Registrar directly. They shall be in English or accompanied by an English translation which is certified by a translator qualified to translate such foreign language into English as a true translation. In particular:

- (a) if the registered Shareholder and/or relevant Beneficial Owner is an individual, he/she must provide certified true copy of each of his/her (i) valid proof of identity; (ii) proof of address; (iii) source of funds declaration; and (iv) other applicable KYC Documents set out in the Election Form;
- (b) if the registered Shareholder and/or relevant Beneficial Owner is a private company, it must provide certified true copy of each of its (i) certificate of incorporation or formation (or local equivalent); (ii) memorandum and articles of association (or local equivalent) and evidence of good standing; (iii) register of directors and authorised signatory list; (iv) register of managing members; (v) register of members / list of owners holding 10% shareholding or more; (vi) confirmation of ownership structure showing up to its ultimate beneficial owners who are natural persons and holding 10% shareholding or more and any intermediate holding companies; (vii) source of funds declaration; and (viii) other applicable KYC Documents set out in the Election Form;
- (c) if the registered Shareholder and/or relevant Beneficial Owner is a partnership, it must provide certified true copy of each of its (i) business registration certificate or equivalent and partnership agreement or deed, limited partnership agreement or equivalent; (ii) confirmation of ownership structure showing up to its ultimate beneficial owners who are natural persons and holding 10% interest or more and any intermediate holding companies; (iii) proof of identity and address documentation for at least two authorised signatories; (iv) source of funds declaration; and (v) other applicable KYC Documents set out in the Election Form; and
- (d) if the registered Shareholder and/or relevant Beneficial Owner is a sovereign wealth fund, a nominee, a regulated entity, a subsidiary of a regulated entity, a collective investment scheme, a regulated trust, a pension, a charity, a society or a foundation, a public body, or a school, a college or a university, it should refer to the detailed instructions set out in the Election Form and Appendix 1 thereto for the list of KYC Documents required for its respective form of entity.

EquityCo and the Company reserve the discretion to request additional evidence or documents as may be required for the purpose of complying with the relevant anti-money laundering, sanctions, proliferation, terrorist financing, and other regulatory requirements of the Cayman Islands, Singapore or other Applicable Laws.

Any election of the Share Alternative or a combination of the Cash Alternative and the Share Alternative by such Scheme Shareholders (**and not, for the avoidance of doubt, an election of the Cash Alternative only by such Scheme Shareholders**) by signing the Election Form will be deemed to constitute a representation and warranty from such persons (and if applicable, from the relevant Beneficial Owners on behalf of whom the Scheme Shareholder holds the Scheme Shares, together with such persons' and such Beneficial Owners' respective concert parties, associated companies and affiliates) to the Company and the Offeror that they (a) do not have any existing holdings of securities in any publicly-listed Affiliate of the Group or in any publicly-listed Person in which a Group Company is a substantial shareholder or substantial unitholder, as the case may be (which include, as at the Latest Practicable Date, Cromwell Property Group (listed on the Australian Securities Exchange); ESR China REIT (listed on the Shanghai Stock Exchange), Fortune Real Estate Investment Trust (currently listed on the Main Board of the Stock Exchange), Hui Xian Real Estate Investment Trust (listed on the Main Board of the Stock Exchange), Prosperity Real Estate Investment Trust (listed on the Main Board of the Stock Exchange), Sabana Industrial Real Estate Investment Trust (listed on the SGX), AIMS APAC REIT (listed on the SGX), ESR-REIT (listed on the SGX), Suntec Real Estate Investment Trust (listed on the SGX) and ESR Kendall Square Real Estate Investment Trust (listed on the Korea Exchange)) which would, by their signing and submission of the Election Form or following issuance of EquityCo Shares to them pursuant to the Share Alternative, obligate the Offeror, the Company or any member of the Group to make a chain principle or analogous offer, or make any of them subject to other disclosure or regulatory requirements in Australia, Hong Kong, Japan, the PRC, Singapore or South Korea as a result of such holding; and (b) (with respect to any individual registered holder of Scheme Shares or any individual Beneficial Owner) are not a citizen of a country which is a Bordering Country or (with respect to any corporate registered holder of Scheme Shares or its Relevant Affiliate(s) or any corporate Beneficial Owner) are not an entity of a Bordering Country, and in all cases they or such Relevant Affiliate(s) have no beneficial owner who is situated in or is a citizen of any such Bordering Country, in each case within the meaning of the Press Note No. 3 (2020 Series) dated 17 April 2020 issued by the Government of India, Ministry of Commerce & Industry Department for Promotion of Industry and Internal Trade as amended from time to time.

If the Company or the Offeror has reasonable grounds to believe that any representation and warranty required to be made by a Scheme Shareholder (and if applicable, the relevant Beneficial Owner on behalf of whom such Scheme Shareholder holds the Scheme Shares, together with such persons' and such Beneficial Owners' respective concert parties, associated companies and affiliates) electing the Share Alternative or a combination of the Cash Alternative and the Share Alternative cannot be given by such persons, the Company and/or the Offeror will be entitled (at their absolute discretion) to deem such Scheme Shareholder (or the relevant Beneficial Owner) to have made an election for the Cash Alternative in respect of all the Scheme Shares held by the Scheme Shareholder (for itself or on behalf of the relevant Beneficial Owner).

No election of the Share Alternative or a combination of the Cash Alternative and the Share Alternative shall be valid (and in that case the relevant Scheme Shareholder will receive the Cash Alternative) unless the Election Form is properly completed in all respects. Any election of Share Alternative by a Scheme Shareholder should also be accompanied by such KYC Documents of the Scheme Shareholder and/or the relevant Beneficial Owner on behalf of whom the Scheme Shareholder holds the Scheme Shares or such additional evidence or documents as may be required by the Offeror, failing which such election shall not be valid unless otherwise agreed with the Offeror and will instead receive the Cash Alternative if the Scheme becomes effective. If no election for Cash Alternative and/or Share Alternative in respect of any part or all of his/her/its Scheme Shares is made, the relevant Scheme Shareholder will also receive the Cash Alternative for such Scheme Shares.

If a Scheme Shareholder validly elects the Share Alternative (whether wholly or partly in respect of all of his/her/its Scheme Shares), EquityCo Shares will be allotted and issued free from all encumbrances, credited as fully paid, by EquityCo to such Scheme Shareholder in respect of each of his/her/its Scheme Shares for which the Share Alternative is opted. The EquityCo Shares to be issued under the Share Alternative will rank *pari passu* among themselves and with all EquityCo Shares already in issue.

The actual number of EquityCo Shares to be issued under the Share Alternative will be determined after the latest time for election of the Cash Alternative or the Share Alternative or a combination of both under the Proposal, being 4:30 pm on Wednesday, 25 June 2025 (or such later date and time as may be notified to Scheme Shareholders through joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange). Fractions of EquityCo Shares to be issued to the Scheme Shareholders (and if applicable, Beneficial Owners) who have elected the Share Alternative will be rounded down to the nearest whole number of EquityCo Shares.

Where a Scheme Shareholder elects the Share Alternative, in connection with such election, such Scheme Shareholder will be required to represent that they (and if applicable, the relevant Beneficial Owners on behalf of whom the Scheme Shareholder holds the Scheme Shares) are (i) either an Accredited Investor as defined under Section 4A of the SFA read with the SFR and has opted-in to be regarded as such or an Institutional Investor as defined under Section 4A of the SFA and (ii) either (A) not a U.S. Person as defined under the Securities Act or (B) a qualified institutional buyer within the meaning of Rule 144A under the Securities Act and a qualified purchaser under Section 2(a)(51) of the U.S. Investment Company Act of 1940, as amended, including the rules promulgated thereunder.

For the avoidance of doubt, the Election Form is not for use (as a form of proxy or otherwise) at the Court Meeting and the EGM, which are for the purpose of considering and, if thought fit, approving, among other things, the Scheme, the Proposal and the EIS

respectively. The Election Form is for Scheme Shareholders to elect the Cash Alternative or the Share Alternative or a combination of both in a proportion of their choosing should they wish to do so. This election may be made at any time up to the Election Time (or such later date and time as may be notified to Scheme Shareholders through joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange). The election is subject to the Scheme being sanctioned and becoming effective.

The Share Alternative, and the receipt of EquityCo Shares, are subject to the laws and regulations of the jurisdiction in which the Scheme Shareholders are subject. Scheme Shareholders wishing to elect the Share Alternative and receive EquityCo Shares should be aware of the laws and regulations of their jurisdiction and ensure that they are able to elect the Share Alternative and receive EquityCo Shares. Additionally, EquityCo Shares will not be registered under any securities laws in any jurisdiction (including Hong Kong or overseas) and may only be issued to persons resident in a jurisdiction pursuant to an exemption from the requirements of the securities laws or regulations of that jurisdiction. Please refer to the section headed “21. Overseas Scheme Shareholders, Option-holders and Award-holders” in Part VII of this Scheme Document for further information.

No acknowledgement of receipt of any Election Form will be given. An Election Form so completed and delivered shall not be capable of amendment. **An Election Form shall be irrevocable and incapable of being withdrawn unless the Offeror expressly consents in writing to such withdrawal or revocation.** The Offeror shall have the right to reject any or all of the Election Forms that it determines are invalid or in improper form (and in that case the relevant Scheme Shareholder will receive the Cash Alternative). In addition, the Offeror shall also have the right to treat any Election Form that has not been completed in accordance with the instructions thereon, or has otherwise been completed incorrectly, as being valid, provided that the Offeror in its absolute discretion considers the omissions or errors to be immaterial. The Offeror shall not be obliged to give notice of any such defects or irregularities and will not incur any liability for failure to give any such notice.

Any Scheme Shareholder (a) who has not returned an Election Form as described above before the prescribed time or such later date and time as may be notified to Scheme Shareholders through joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange, (b) who has returned an Election Form which is not duly completed or executed nor valid in accordance with the terms of the Scheme, or (c) who has returned an Election Form but has failed to submit such KYC Documents of the Scheme Shareholder and/or the relevant Beneficial Owner on behalf of whom the Scheme Shareholder holds the Scheme Shares as required herein or by the Offeror will receive the Cash Alternative subject to the Scheme being sanctioned and becoming effective.

If you have sold or transferred all or part of your Shares, you should at once hand this Scheme Document and the accompanying forms of proxy and the Election Form to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee. Copies of the Election Form can also be obtained from the Share Registrar, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

Any Shareholder who holds Scheme Shares as a nominee, trustee or registered owner in any other capacity will not be treated differently from any other Registered Owner. Any Beneficial Owner should make arrangements with his/her/its nominee, trustee or Registered Owner in relation to the Scheme and the election of the Cash Alternative or the Share Alternative or a combination of both in a proportion of his/her/its choosing, and may consider whether he/she/it wishes to arrange for the registration of the relevant Scheme Shares in the name of the Beneficial Owner prior to the Scheme Record Date.

ACTIONS TO BE TAKEN BY BENEFICIAL OWNERS WHOSE SHARES ARE HELD THROUGH TRUST OR DEPOSITED IN CCASS

Court Meeting and EGM

The Company will not recognise any person as holding any Shares through any trust. If you are a Beneficial Owner whose Shares are held upon trust by, and registered in the name of, a Registered Owner (other than HKSCC Nominees), you should contact the Registered Owner and provide the Registered Owner with instructions and/or make arrangements with the Registered Owner in relation to the manner in which the Shares beneficially owned by you should be voted at the Court Meeting and/or the EGM. Such instructions and/or arrangements should be given or made in advance of the deadline in respect of the Court Meeting and the EGM set by the Registered Owner in order to provide the Registered Owner with sufficient time to accurately complete his, her or its proxy and to submit it by the deadline stated in "Part III — Expected Timetable" of this Scheme Document. To the extent that any Registered Owner requires instructions from or arrangements to be made with any Beneficial Owner at a particular date or time in advance of the aforementioned latest time for the lodgment of forms of proxy in respect of the Court Meeting and the EGM, any such Beneficial Owner should comply with the requirements of the Registered Owner.

If you are a Beneficial Owner who wishes to attend the Court Meeting and/or the EGM personally, you should:

- (a) contact the Registered Owner directly to make the appropriate arrangements with the Registered Owner to enable you to attend and vote at the Court Meeting and/or the EGM and, for such purpose, the Registered Owner may appoint you as its proxy; or
- (b) arrange for some or all of the Shares registered in the name of the Registered Owner to be transferred into your own name.

The appointment of a proxy by the Registered Owner at the Court Meeting and/or the EGM shall be in accordance with all relevant provisions in the articles of association of the Company.

In the case of the appointment of a proxy by the Registered Owner, the relevant forms of proxy shall be completed and signed by the Registered Owner and shall be lodged in the manner and no later than the latest time for lodging the relevant forms of proxy as more particularly set out in this Scheme Document.

The completion and return of a form of proxy for the Court Meeting and/or the EGM will not preclude the Registered Owner from attending and voting in person at the relevant meeting or any adjournment thereof. In the event that the Registered Owner attends and votes at the relevant meeting or any adjournment thereof after having lodged his forms of proxy, the returned form of proxy will be revoked by operation of law.

If you are a Beneficial Owner whose Shares are deposited in CCASS and registered under the name of HKSCC Nominees, you must, unless you are a CCASS Investor Participant, contact your broker, custodian, nominee, or other relevant person who is, or has, in turn, deposited such Shares with other CCASS Participants, regarding voting instructions to be given to such persons if you wish to vote at the Court Meeting and/or at the EGM in respect of the Scheme, the Proposal and the EIS. You should contact your broker, custodian, nominee or other relevant person in advance of the deadline in respect of the Court Meeting and the EGM set by them, in order to provide such person with sufficient time to provide HKSCC Nominees with instructions or make arrangements with HKSCC Nominees in relation to the manner in which the Shares of the Beneficial Owner should be voted at the Court Meeting and/or the EGM. The procedure for voting in respect of the Scheme, the Proposal and the EIS by HKSCC Nominees with respect to the Shares registered under the name of HKSCC Nominees shall be in accordance with the “General Rules of CCASS” and the “CCASS Operational Procedures” in effect from time to time.

If you are a Beneficial Owner whose Shares are deposited in CCASS, you may also elect to become a Registered Owner, and thereby have the right to attend and vote at the Court Meeting (if you are a Scheme Shareholder other than the Offeror Concert Parties who have undertaken to the Court to abstain from voting on the Scheme at the Court Meeting) and the EGM (as a Shareholder). You can become a Registered Owner by withdrawing all or any of your Shares from CCASS and transferring and registering such Shares in your own name. For withdrawal of Shares from CCASS and registration thereof, you will be required to pay to CCASS a withdrawal fee per board lot withdrawn, a registration fee for each share certificate issued, stamp duty on each transfer instrument and, if your Shares are held through a financial intermediary, any other relevant fees charged by your financial intermediary. You should contact your broker, custodian, nominee or other relevant person in advance of the latest time for lodging transfers of the Shares into your name so as to qualify to attend and vote at the Court Meeting and the EGM, in order to provide such broker, custodian, nominee or other relevant person with sufficient time to withdraw the Shares from CCASS and register them in your name.

Scheme Shareholders who voted at the Court Meeting (including any Beneficial Owners of such Shares that gave voting instructions to a custodian or clearing house that subsequently voted at the Court Meeting) should note that they are entitled to appear before or be represented at the hearing of the petition in the Court which is expected to be on Friday, 20 June 2025 (Cayman Islands time), at which the Company will seek, among other things, the sanction of the Scheme.

Election by Beneficial Owners

Any Beneficial Owner should submit or make arrangements with his/her/its nominee or trustee to submit his/her/its election instruction to the CCASS Participant(s) through which he/she/it hold his/her/its Scheme Shares on or before such time as notified by his/her/its CCASS Participant(s) for the purpose of electing the Cash Alternative or the Share Alternative or a combination of both in respect of such Scheme Shares which he/she/it is interested in. If any Beneficial Owner is electing the Share Alternative or a combination of both the Cash Alternative and the Share Alternative in respect of the Scheme Shares which he/she/it is interested in, such Beneficial Owners should submit the relevant KYC Documents and complete and submit Section B of the Election Form to the Share Registrar directly.

ACTIONS TO BE TAKEN BY OPTION-HOLDERS

The Option Offer Letter is being sent to each Option-holder separately. Option-holders should refer to those letters, the form of which is set out in Appendix IX to this Scheme Document. Any Option-holder who wishes to accept the Option Offer(s) must complete and return the duly completed and executed Form of Acceptance by 4:30 pm on Monday, 30 June 2025 (or such later

date and time as may be notified to the Option-holders by way of joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange), delivered to the Offeror, care of ESR Group Limited by email at hr_ltis@esr.com for the attention of the Human Resources Department of the Company and marked “ESR Group Limited — Option Offers”. No acknowledgement of receipt of any Form of Acceptance or any other document will be given.

The Option-holders should also note the instructions and other terms and conditions of the Option Offers printed on the Option Offer Letter and the Form of Acceptance.

IF YOU ARE AN OPTION-HOLDER, THE OFFEROR AND THE COMPANY ENCOURAGE YOU TO REFER TO THE TERMS AND CONDITIONS SET OUT IN THE OPTION OFFER LETTER AND RETURN A DULY COMPLETED FORM OF ACCEPTANCE IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT IN THE OPTION OFFER LETTER SHOULD YOU DECIDE TO ACCEPT THE OPTION OFFER(S).

ANY UNEXERCISED KM OPTION AND POST-IPO SHARE OPTION WHICH HAS NOT BEEN CANCELLED PURSUANT TO THE PROPOSAL AS ITS HOLDER HAS NOT ACCEPTED THE OPTION OFFERS WILL NOT SURVIVE THE COMPLETION OF THE PROPOSAL AND WILL AUTOMATICALLY LAPSE ON THE EFFECTIVE DATE.

ACTIONS TO BE TAKEN BY AWARD-HOLDERS

No action will be required to be taken by any Award-holder in order for him/her to receive the consideration detailed in the section headed “3. Terms of the Proposal — The Award Proposal” in Part VII of this Scheme Document, subject to the Scheme becoming effective.

IF YOU ARE AN AWARD-HOLDER, THE OFFEROR AND THE COMPANY ENCOURAGE YOU TO REFER TO THE TERMS AND CONDITIONS SET OUT IN THE AWARD PROPOSAL LETTER.

EXERCISE YOUR RIGHT TO VOTE

IF YOU ARE A SHAREHOLDER OR A BENEFICIAL OWNER, THE OFFEROR AND THE COMPANY STRONGLY ENCOURAGE YOU TO EXERCISE YOUR RIGHT TO VOTE OR GIVE INSTRUCTIONS TO THE RELEVANT REGISTERED OWNER TO VOTE IN PERSON OR BY PROXY AT THE COURT MEETING AND AT THE EGM.

IF YOU KEEP ANY SHARES IN A SHARE LENDING PROGRAM, THE OFFEROR AND THE COMPANY URGE YOU TO RECALL ANY OUTSTANDING SHARES ON LOAN TO AVOID MARKET PARTICIPANTS FROM USING BORROWED SHARES TO VOTE.

IF YOU ARE A BENEFICIAL OWNER WHOSE SHARES ARE DEPOSITED IN CCASS, THE OFFEROR AND THE COMPANY ENCOURAGE YOU TO PROVIDE HKSCC NOMINEES WITH INSTRUCTIONS OR MAKE ARRANGEMENTS WITH HKSCC NOMINEES IN RELATION TO THE MANNER IN WHICH THOSE SHARES SHOULD BE VOTED AT THE COURT MEETING AND/OR AT THE EGM WITHOUT DELAY AND/OR WITHDRAWN FROM CCASS AND TRANSFERRED INTO YOUR NAME (AS DETAILED IN THE SECTION “ACTIONS TO BE TAKEN — ACTIONS TO BE TAKEN BY BENEFICIAL OWNERS WHOSE SHARES ARE HELD THROUGH TRUST OR DEPOSITED IN CCASS” ABOVE).

IF YOU ARE A REGISTERED OWNER HOLDING SHARES ON BEHALF OF BENEFICIAL OWNERS, WE SHOULD BE GRATEFUL IF YOU WOULD INFORM THE RELEVANT BENEFICIAL OWNERS ABOUT THE IMPORTANCE OF EXERCISING THEIR RIGHT TO VOTE.

WARNING TO SHAREHOLDERS, BENEFICIAL OWNERS, OPTION-HOLDERS AND AWARD-HOLDERS

IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU ARE ENCOURAGED TO CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISOR.

**Hong Kong time
(unless otherwise specified)**

Date of despatch of this Scheme Document, the Option Offer

Letters and the Award Proposal Letters Thursday, 22 May 2025

Latest time for lodging transfers of Shares in order to become a

Shareholder entitled to attend and vote at the Court Meeting

and/or the EGM 4:30 pm on Friday, 6 June 2025

Latest time for Option-holders to lodge notices of exercise of their

vested Options (accompanied by full payment of the exercise

price) in order to become a Shareholder entitled to attend and

vote at the Court Meeting and/or the EGM^(Note 1) 4:30 pm on Friday, 6 June 2025

Register of members of the Company closed for determination of

entitlements of Scheme Shareholders to attend and vote at the

Court Meeting and of Shareholders to attend and vote at the

EGM^(Note 2) from Monday, 9 June 2025

to Friday, 13 June 2025

(both days inclusive)

Latest time for lodging forms of proxy in respect of^(Note 3)

Court Meeting 10:00 am on Wednesday, 11 June 2025

EGM 10:30 am on Wednesday, 11 June 2025

Meeting Record Date Friday, 13 June 2025

Court Meeting^(Note 4) 10:00 am on Friday, 13 June 2025

EGM^(Note 4) 10:30 am on Friday, 13 June 2025

(or immediately after the later of the conclusion or
adjournment of the Court Meeting)

Announcement of the results of the Court Meeting and the EGM

posted on the website of the Stock Exchange and the website of

the Company no later than 7:00 pm
on Friday, 13 June 2025

Expected last time for trading of the Shares on the Stock

Exchange 4:10 pm on Monday, 16 June 2025

Latest time for lodging transfer of Shares in order to

qualify for entitlements under the Scheme 4:30 pm on Wednesday, 18 June 2025

Latest Options Exercise Time ^(Note 1) 4:30 pm on Wednesday, 18 June 2025

Register of members of the Company closed for

determining Scheme Shareholders qualified for

entitlements under the Scheme ^(Note 5) from Thursday, 19 June 2025
onwards

Court hearing of the petition to sanction the Scheme. Friday, 20 June 2025
(Cayman Islands time)

Announcement of the results of the court hearing of the petition

to sanction the Scheme, the expected Effective Date and the

expected date of withdrawal of listing of Shares on the

Stock Exchange at or before 8:30 am on Monday,
23 June 2025

Scheme Record Date and Option Record Date Monday, 23 June 2025

Election Time (being latest time for lodging the Election Form for

election of the Cash Alternative or the Share Alternative or a

combination of both) ^(Note 6) 4:30 pm on Wednesday, 25 June 2025

Latest time and date for lodging the Form of Acceptance in

relation to the Option Offers ^(Note 7) 4:30 pm on Monday, 30 June 2025

Effective Date ^(Note 8) Monday, 30 June 2025
(Cayman Islands time)

Option Offers and Award Proposal becoming unconditional Monday, 30 June 2025
(Cayman Islands time)

Options Lapse Date ^(Note 9) Monday, 30 June 2025

Announcement of the Effective Date, the withdrawal of the listing
of the Shares on the Stock Exchange and the results of the
Option Offer at or before 8:30 am on
Wednesday, 2 July 2025

Expected withdrawal of the listing of Shares on the Stock
Exchange becoming effective 4:00 pm on
Thursday, 3 July 2025

Latest time to (i) despatch cheques for cash entitlements under the
Scheme, (ii) email electronic share certificates for share
entitlement under the Scheme, and (iii) make electronic bank
transfer or despatch cheques for cash payment for valid
acceptances under the Option Offers and payments under the
Award Proposal^(Note 10) on or before Thursday, 10 July 2025

Notes:

1. These denote the recommended latest time, which are based on the time estimated by the Company to complete the required processes to issue the underlying Shares before the Meeting Record Date or the Scheme Record Date (as the case may be). For any Options being exercised (as the case may be) after the Latest Options Exercise Time but before the Scheme Record Date, the Offeror and the Company may at their sole discretion issue or transfer (as the case may be) the underlying Shares to the holders so that they can qualify for entitlements under the Scheme before the Scheme Record Date.
2. The register of members of the Company will be closed during such period for the purpose of determining entitlements of the Scheme Shareholders to attend and vote at the Court Meeting and of the Shareholders to attend and vote at the EGM. For the avoidance of doubt, this period of closure is not for determining entitlements under the Scheme.
3. The **pink** form of proxy in respect of the Court Meeting and the **white** form of proxy in respect of the EGM should be completed and signed in accordance with the instructions respectively printed thereon and should be lodged at the Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by the times and dates stated above. The **pink** form of proxy for use at the Court Meeting should be lodged no later than 48 hours before the time appointed for holding the Court Meeting (being no later than 10:00 am on Wednesday, 11 June 2025) or any adjournment hereof although it may alternatively be handed to the chairman of the Court Meeting at the Court Meeting, who shall have absolute discretion as to whether or not to accept it. The **white** form of proxy for use at the EGM must be lodged no later than 48 hours before the time appointed for holding the EGM (being no later than 10:30 am on Wednesday, 11 June 2025) or any adjournment thereof, failing which it will not be valid. The completion and return of a form of proxy for the Court Meeting and/or the EGM will not preclude a Scheme Shareholder or Shareholder (as the case may be) from attending and voting in person at the relevant meeting or any adjournment thereof if he so wishes. In the event that the Scheme Shareholder or Shareholder (as the case may be) attends and votes at the relevant meeting or any adjournment thereof after having lodged his form of proxy, the returned form of proxy will be revoked by operation of law.

4. For further details relating to the Court Meeting and the EGM, please see the notice of Court Meeting set out in Appendix VII to this Scheme Document and the notice of EGM set out in Appendix VIII to this Scheme Document. If a tropical cyclone warning signal No. 8 or above is or is expected to be hoisted or a black rainstorm warning signal or “extreme conditions” as announced by the government of Hong Kong is or is expected to be in force at any time after 8:00 am on the date of the Court Meeting and the EGM, the Court Meeting and the EGM may be adjourned. The Company may post an announcement on the respective websites of the Stock Exchange and the Company to notify the Scheme Shareholders and Shareholders (as the case may be) of the date, time and venue of the reconvened meetings.
5. The register of members of the Company will be closed during such period for the purpose of determining Scheme Shareholders who are qualified for entitlements under the Scheme.
6. The Election Form, duly completed in accordance with the instructions thereon, must be lodged with the Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than the time and date stated above (or such later time and/or date as may be notified through joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange), failing which an Election Form shall not be treated as valid and the Shareholders (other than the IU Shareholders which have undertaken to elect the Share Alternative only) purporting to make the election shall not, for any purpose, be entitled to receive the Share Alternative but shall instead receive the Cash Alternative if the Scheme becomes effective. Any election of the Share Alternative by a Scheme Shareholder should also be accompanied by such KYC Documents of the Scheme Shareholder and/or the relevant Beneficial Owner on behalf of whom the Scheme Shareholder holds the Scheme Shares as set out in the section headed “25. Actions to be Taken — Election Form” in Part VII — Explanatory Memorandum of this Scheme Document or such additional evidence or documents as may be required by the Offeror, failing which such election shall not be valid and the Scheme Shareholder will instead receive the Cash Alternative if the Scheme becomes effective.
7. Forms of Acceptance, duly completed in accordance with the instructions on them, must be delivered to the Offeror, care of ESR Group Limited by email at hr_itis@esr.com for the attention of the Human Resources Department of the Company and marked “ESR Group Limited — Option Offers” not later than 4:30 pm on Monday, 30 June 2025 (or such later date as may be notified by way of joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange).
8. The Scheme shall become effective upon all the Conditions set out in the section headed “5. Conditions to the Proposal and the Scheme” in Part VII — Explanatory Memorandum of this Scheme Document having been fulfilled or (to the extent permitted) waived (as the case may be).
9. In accordance with the terms of the KM ESOP as amended on 4 December 2024, any KM Option which has not been exercised by the Scheme Record Date and which has not been cancelled pursuant to the Proposal as its holder has not accepted the Option Offer will automatically lapse on the Effective Date. Holders of KM Options are encouraged to exercise their KM Options before the Latest Options Exercise Time to ensure that they can qualify for entitlements under the Scheme before the Scheme Record Date. In accordance with the terms of the Post-IPO Share Option Scheme as amended on 4 December 2024, the lapse date of the Post-IPO Share Options shall be the Effective Date.
10. Cheques for the cash entitlement in respect of the Cash Alternative or electronic share certificates for EquityCo Shares in respect of the Share Alternative will be sent as soon as possible but in any event no later than seven (7) Business Days after the Effective Date (in respect of the cheques for cash entitlement) by ordinary post in postage pre-paid envelopes addressed to the persons entitled thereto at their respective registered addresses or, in the case of joint holders, to the registered address of that joint holder whose name stands first in such registers in respect of the joint holding, and (in respect of the electronic share certificates for EquityCo Shares) by email to the email address of the relevant Shareholders provided in the Election Form.

Electronic bank transfer or cheques for cash payment under the Option Offers in respect of validly completed Forms of Acceptance received before 4:30 pm on Monday, 30 June 2025 and also under the Award Proposal will be made or despatched to the Option-holders and the Award-holders within seven (7) Business Days following the Effective Date (being the same day as the close of the Option Offers). Payment will be made either by way of (i) electronic bank transfer into bank accounts as customarily used by the Option-holders and/or Award-holders to receive other compensation from the Group (or as otherwise notified by such Option-holders and/or Award-holders to the Group) or (ii) by cheques which will be sent by ordinary post in postage pre-paid envelopes addressed to the persons entitled thereto at their respective registered addresses with the Group.

All such cheques or share certificates will be posted or emailed (as applicable) at the risk of the person(s) entitled thereto and none of EquityCo, the Offeror, the Company, Citi, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS, the Independent Financial Adviser, the Share Registrar or any of them and their respective nominees, directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal shall be responsible or liable for any loss or delay in despatch or receipt (for example, due to incorrect filtering of the email containing the electronic share certificate as a spam message by the recipient's email provider).

If there is a "black" rainstorm warning or a tropical cyclone warning signal No. 8 or above or extreme conditions announced by the government of Hong Kong:

- (a) in force in Hong Kong at 12:00 noon but no longer in force after 12:00 noon on the latest date for despatching cheques for the cash entitlement in respect of the Cash Alternative by ordinary post, such date will remain on the same Business Day; or
- (b) in force in Hong Kong at 12:00 noon and/or thereafter on the latest date for despatching cheques for the cash entitlement in respect of the Cash Alternative by ordinary post, such date will be rescheduled to the following Business Day which will not have any of such warnings or conditions in force in Hong Kong at 12:00 noon and/or thereafter or such other day as the Executive may approve in accordance with the Takeovers Code.

All references to times and dates in this document are references to Hong Kong times and dates, unless otherwise stated.



ESR GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1821)

Executive Directors:

Mr. Jinchu SHEN (*co-CEO*)
Mr. Stuart GIBSON (*co-CEO*)

Non-executive Directors:

Mr. Jeffrey David PERLMAN
Mr. Charles Alexander PORTES
Mr. Rajeev Veeravalli KANNAN
Ms. Joanne Sarah MCNAMARA

Independent Non-executive Directors:

Mr. Brett Harold KRAUSE
(*Chairman of the Board*)
Mr. Simon James MCDONALD
Ms. Serene Siew Noi NAH

Registered Office:

c/o Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

*Principal Place of Business
in Hong Kong:*

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

22 May 2025

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSAL TO PRIVATISE THE COMPANY 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 THE COMPANY**

1. INTRODUCTION

Reference is made to the Announcement. On 4 December 2024, the Offeror and the Company entered into the Implementation Agreement, pursuant to which the Offeror requested, and the Board undertook to put forward the Proposal to the Scheme Shareholders for the privatisation of the Company by way of a scheme of arrangement under Section 86 of the Companies Act, subject to the Pre-Conditions and the Conditions being fulfilled or waived, as applicable. As disclosed in the Pre-Conditions Satisfaction Announcement, on 15 May 2025, all of the Pre-Conditions were satisfied. Upon completion of the Proposal, the Company will become a wholly-owned subsidiary of the Offeror and the listing of the Shares will be withdrawn from the Stock Exchange.

If the Proposal is approved and implemented, under the Scheme, the Scheme Shares will, on the Effective Date, be cancelled and extinguished and, simultaneously with the cancellation of the Scheme Shares, the issued share capital of the Company will be maintained by the issuance to the Offeror, credited as fully paid, of the aggregate number of Shares as is equal to the number of Scheme Shares cancelled. The reserve created in the Company's books of account as a result of the cancellation of the Scheme Shares will be applied in paying up in full the new Shares so issued to the Offeror. Following the Effective Date, the Company will be wholly-owned directly by the Offeror.

The purpose of this Scheme Document is to provide you with further information regarding the Proposal and the expected timetable and to give you notices of the Court Meeting and the EGM (together with proxy forms in relation thereto). Your attention is also drawn to (i) the letter from the Independent Board Committee set out in Part V of this Scheme Document; (ii) the letter from the Independent Financial Adviser set out in Part VI of this Scheme Document; (iii) the Explanatory Memorandum set out in Part VII of this Scheme Document; and (iv) the terms of the Scheme set out in Appendix VI to this Scheme Document.

2. TERMS OF THE PROPOSAL

Cancellation Consideration

The Proposal will be implemented by way of the Scheme. The Scheme will provide that, if it becomes effective, the Scheme Shares will be cancelled in exchange for either:

- (a) **the Cash Alternative:** Cancellation Price of HK\$13.00 for every Scheme Share held; or
- (b) **the Share Alternative:** one EquityCo Share for every Scheme Share held.

The Scheme Shareholders may elect the Cash Alternative or the Share Alternative or a combination of both the Cash Alternative and the Share Alternative in a proportion of their choosing as the form of Cancellation Consideration in respect of their entire holdings of Scheme Shares held as at the Scheme Record Date. Scheme Shareholders who do not make any election or whose elections are invalid will receive the Cash Alternative.

The Offeror will not increase the Cancellation Consideration, the Option Offer Price or the Award Proposal Price and does not reserve the right to do so. Shareholders, Option-holders, Award-holders and/or potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Cancellation Consideration, the Option Offer Price or the Award Proposal Price.

As at the Latest Practicable Date, there are no outstanding dividends which have been declared by the Company and not yet paid. If, after the Announcement Date, any dividend and/or other distribution and/or other return of capital is announced, declared or paid in respect of the Shares, the Offeror reserves the right to reduce the Cancellation Price by all or any part of the amount or value of such dividend, distribution and/or, as the case may be, return of capital after consultation with the Executive, in which case any reference in the Announcement, this Scheme Document or any other announcement or document to the Cancellation Price will be deemed to be a reference to the Cancellation Price as so reduced (and the Option Offer Price and the Award Proposal Price shall be reduced accordingly). The Company has confirmed that it does not intend to announce, declare or pay any dividend, distribution or other return of capital before the Effective Date.

As at the Latest Practicable Date, EquityCo had 2,928,302,035 EquityCo Shares in issue. The actual number of EquityCo Shares to be issued under the Share Alternative will be determined after the latest time for the election of the Cash Alternative or the Share Alternative or a combination of both. Assuming no outstanding Options are exercised before the Option Record Date, if all the Scheme Shareholders elect the Share Alternative for all the Scheme Shares that they hold (excluding the portion of IU Scheme Shares where the relevant IU Shareholders have undertaken to elect the Cash Alternative), 1,762,794,506 EquityCo Shares will be issued, representing approximately 37.58% of the enlarged issued share capital of EquityCo immediately upon completion of the Proposal (assuming no scale-back pursuant to the Subscription and Rollover Arrangement). For the avoidance of doubt, as set out in the section headed “4. Arrangements Material to the Proposal — The Subscription and Rollover Arrangement” in this Part IV of this Scheme Document, excess unpaid initial EquityCo Shares which were issued to the Consortium Members may be cancelled pursuant to the scale-back mechanism under the Subscription and Rollover Arrangement, and the enlarged issued share capital of EquityCo immediately upon completion of the Proposal may be

reduced. For further details on the scale-back mechanism, please refer to paragraph (g) of the section headed “4. Arrangements Material to the Proposal — The Subscription and Rollover Arrangement” in this Part IV of this Scheme Document.

No fractions of a cent will be payable and the amount of cash consideration payable to the Scheme Shareholders who have elected the Cash Alternative, the Award-holders or the Option-holders who have accepted the Option Offers will be rounded up to the nearest cent. Fractions of EquityCo Shares to be issued to the Scheme Shareholders (and if applicable, Beneficial Owners) who have elected the Share Alternative will be rounded down to the nearest whole number.

Save as disclosed in the section headed “7. Shareholding Structure of the Company” below, none of the Offeror, the Consortium and the Offeror Concert Parties holds any Shares.

Save as disclosed below and save for the dealings in the Shares by relevant members of the Morgan Stanley group, Deutsche Bank group, Goldman Sachs group or UBS group which are conducted on a non-discretionary basis for and on behalf of its clients, none of the Offeror, the Consortium and the Offeror Concert Parties had any dealings for value in the Shares during the Relevant Period:

- (1) on 20 March 2024, Starwood entered into an investment agreement with Mr. Gibson, Mr. Portes and their controlled entity Redwood Investment Company, Ltd, pursuant to which Starwood agreed to acquire all of the 448,933,103 Shares (representing approximately 10.57% of the total issued Shares as at the Latest Practicable Date) in which Redwood was interested at HK\$7.76 per Share (being the closing price per Share on 19 March 2024), in exchange for all of the outstanding sums under an existing margin loan facility of Redwood Investor (Cayman) Ltd. (“**RWI**”) (as borrower) being fully repaid and all of RWI’s financing obligations under such existing margin loan facility being fully extinguished. The sale and purchase of such 448,933,103 Shares completed on 5 April 2024, and Starwood became (and as at the Latest Practicable Date, remained) interested in the 448,933,103 Shares (representing approximately 10.57% of the total issued Shares); and

- (2) the table below shows the dealings for value by members of the Goldman Sachs group who are presumed to be acting in concert with the Offeror during the Relevant Period:

Date of transaction	Buy or sell	Number of Shares involved	Price for each Share (HK\$)
26 January 2024	Buy	200	10.20
2 February 2024	Buy	5,600	9.88
4 June 2024	Sell	5,800	11.71

The Cash Alternative

The cash consideration of HK\$13.00 per Scheme Share under the Cash Alternative represents:

- a premium of approximately 55.7% over the closing price of HK\$8.35 per Share as quoted on the Stock Exchange on the Pre-NBO Date;
- a premium of approximately 35.0% over the average closing price of approximately HK\$9.63 per Share based on the daily closing prices as quoted on the Stock Exchange for the 90 trading days up to and including the Pre-NBO Date;
- a premium of approximately 40.8% over the average closing price of approximately HK\$9.23 per Share based on the daily closing prices as quoted on the Stock Exchange for the 60 trading days up to and including the Pre-NBO Date;
- a premium of approximately 54.0% over the average closing price of approximately HK\$8.44 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Pre-NBO Date;
- a premium of approximately 30.0% over the closing price of HK\$10.00 per Share as quoted on the Stock Exchange on 10 May 2024, being the last trading day prior to the date of the 3.7 Announcement;
- a premium of approximately 13.6% over the closing price of HK\$11.44 per Share as quoted on the Stock Exchange on the Last Trading Day;

- a premium of approximately 16.5% over the average closing price of approximately HK\$11.16 per Share based on the daily closing prices as quoted on the Stock Exchange for the five trading days up to and including the Last Trading Day;
- a premium of approximately 17.8% over the average closing price of approximately HK\$11.04 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Last Trading Day;
- a premium of approximately 11.1% over the average closing price of approximately HK\$11.70 per Share based on the daily closing prices as quoted on the Stock Exchange for the 60 trading days up to and including the Last Trading Day;
- a premium of approximately 302.8% over the adjusted unaudited consolidated Net Tangible Asset Value attributable to the Shareholders per issued Share of approximately HK\$3.23 as at 31 December 2024, after taking into account the property valuation reports set out in Appendix II to this Scheme Document;
- a premium of approximately 10.2% to the adjusted Reassessed NAV¹ per Share attributable to the Shareholders in the Company of approximately HK\$11.79 as at 31 December 2024, after taking into account the property valuation reports set out in Appendix II to this Scheme Document;
- a premium of approximately 10.1% over the adjusted audited consolidated net asset value² per Share attributable to the Shareholders in the Company of approximately HK\$11.81 as at 31 December 2024;
- a discount of approximately 1.2% to the Reassessed NAV per Share of approximately HK\$13.16 as at 31 December 2024, after taking into account the property valuation reports set out in Appendix II to this Scheme Document;

¹ Calculated, for this purpose, as Reassessed NAV *minus* perpetual capital securities in the amount of US\$743 million as at 31 December 2024; such adjustment was made to exclude the amount attributable to perpetual capital securities holders and derive a figure attributable to common Shareholders.

² Calculated, for this purpose, as audited consolidated net asset value *minus* perpetual capital securities in the amount of US\$743 million as at 31 December 2024; such adjustment was made to exclude the amount attributable to perpetual capital securities holders and derive a figure attributable to common Shareholders.

- a discount of approximately 1.4% to the audited consolidated net asset value per Share of approximately HK\$13.18 as at 31 December 2024; and
- a premium of approximately 1.6% over the closing price of HK\$12.80 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The Cancellation Price under the Cash Alternative has been determined on a commercial basis after taking into account various factors including the recent and historic prices of the Shares traded on the Stock Exchange, the Consortium's review and assessment of the Company's historical performance, expected future business performance, and impact of the macro-economic factors on the Company's business, and with reference to the premia offered in other privatisation transactions in Hong Kong in recent years, including those involving schemes of arrangements, successful privatisations, and those with cash and shares offered as consideration. Further details of the Consortium's views on these factors are set out in the section headed "14. Reasons for and Benefits of the Proposal" in Part VII of this Scheme Document.

Highest and lowest prices

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$13.00 per Share on 16 May 2024, and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$7.45 per Share on 22 March 2024.

The Share Alternative

The EquityCo Shares are shares of EquityCo, an unlisted investment holding company. EquityCo was newly incorporated in the Cayman Islands as an exempted company with limited liability on 3 September 2024 for the sole purpose of implementing the Proposal. As at the Latest Practicable Date, EquityCo had an issued share capital comprising 2,928,302,035 EquityCo Shares which are held by the Consortium Members. Details of the shareholding structure of EquityCo are set out in the section headed "7. Shareholding Structure of the Company" below. As at the Latest Practicable Date, the directors of the Offeror, HoldCo, MidCo and EquityCo were Mr. David Matheson, Mr. Thomas Tolley, Mr. Jeffrey Perlman, Ms. Chloe Zhang, Mr. Jacob Liebschutz, Mr. Stuart Gibson, Mr. Jinchu Shen and Mr. Julian Salisbury.

MidCo was newly incorporated in the Cayman Islands as an exempted company with limited liability on 12 September 2024 for the sole purpose of implementing the Proposal. As at the Latest Practicable Date, MidCo was directly wholly-owned by EquityCo.

HoldCo was newly incorporated in the Cayman Islands as an exempted company with limited liability on 12 September 2024 for the sole purpose of implementing the Proposal. As at the Latest Practicable Date, HoldCo was directly wholly-owned by MidCo and indirectly wholly-owned by EquityCo.

The Offeror is also a company newly incorporated in the Cayman Islands as an exempted company with limited liability on 12 September 2024 and an investment holding company set up solely for the purposes of implementing the Proposal. As at the Latest Practicable Date, the Offeror was directly wholly-owned by HoldCo and indirectly wholly-owned by EquityCo.

The actual number of EquityCo Shares to be issued under the Share Alternative will be determined after the latest time for the election of the Cash Alternative or the Share Alternative or a combination of both. Fractions of EquityCo Shares to be issued to the Scheme Shareholders (and if applicable, Beneficial Owners) who have elected the Share Alternative will be rounded down to the nearest whole number of EquityCo Shares.

Following the Effective Date, the Company will be wholly-owned directly by the Offeror and indirectly by EquityCo on the assumption that there is no other change in shareholding in the Company before completion of the Proposal, and the value of the EquityCo Shares will primarily be determined by the value of the Company. The Company had a net asset value of approximately US\$7,173 million (being approximately US\$1.69 per Share based on the total number of issued Shares as at 31 December 2024) as disclosed in the audited consolidated financial results of the Group for the year ended 31 December 2024. The value of the EquityCo Shares will also be affected by the external debt financing to be incurred by the Offeror (including the Offer Facility). Details of the estimate of value of the EquityCo Shares are set out in Appendix V to this Scheme Document.

The EquityCo Shares to be issued pursuant to the Proposal will be issued free from all encumbrances, credited as fully paid up and will rank *pari passu* among themselves and with all EquityCo Shares already in issue.

Shareholders and potential investors of the Company should be aware of, among other things but not limited to, the following risk factors of holding EquityCo Shares:

- **EquityCo Shares are shares of an unlisted investment holding company newly incorporated in the Cayman Islands;**

- while holders of EquityCo Shares will enjoy certain voting, dividend and liquidation rights (and there is no guarantee that any dividend payments will be made in respect of EquityCo Shares), they will also be subject to various restrictions (including on transfers of EquityCo Shares) and exceptions stipulated in the memorandum and articles of association of EquityCo, the details of which are set out in the section headed “4. Arrangements Material to the Proposal — The Shareholder Arrangements” below;
- while certain holders of EquityCo Shares will enjoy certain pre-emption rights, their shareholdings in EquityCo may be reduced or diluted if they do not exercise or take up their full entitlements under such pre-emption rights, or if certain exceptions to such pre-emption rights apply, in each case as stipulated in the memorandum and articles of association of EquityCo (further details of which are set out in the section headed “4. Arrangements Material to the Proposal — The Shareholder Arrangements” below);
- upon the Effective Date, the Company will become an indirect, wholly-owned subsidiary of EquityCo and, other than that, EquityCo will not own any other material assets. None of EquityCo, MidCo, HoldCo and the Offeror intends to engage in any business other than acting as the holding company of the Company after completion of the Proposal;
- changes in the business and economic environment could adversely affect the operating profits of the Group and therefore EquityCo and/or the value of the assets of the Group or EquityCo. For example, financial factors such as currency controls, devaluation or regulatory changes, or stability factors such as mass riots, pandemics, epidemics, conflicts, civil war and other potential events could contribute to the operational risks of the Group and EquityCo;
- given that there is no firm intention to seek a listing of the EquityCo Shares on any stock exchange in the near term, and there can be no assurance of such intention or plan in the future, the EquityCo Shares will be illiquid, there is less likely to be a ready market for EquityCo Shares, and hence the shareholders of EquityCo may find it more difficult to find a purchaser for the EquityCo Shares if they intend to sell their EquityCo Shares;
- the value of the EquityCo Shares will at all times be uncertain and there can be no assurance that any such securities will be capable of being sold in the future or that they will be capable of being sold at the value to be estimated in the Scheme Document;

- upon the Effective Date and after the withdrawal of the listing of the Shares from the Stock Exchange, holders of EquityCo Shares will not have the benefits and protections of the Listing Rules. EquityCo may not be a “public company” under the Codes on Takeovers and Mergers and Share Buy-backs, in which case, the protections under these codes will not be applicable or afforded to holders of EquityCo Shares;
- there is no assurance that the strategic initiatives mentioned in the section headed “14. Reasons for and Benefits of the Proposal” in Part VII of this Scheme Document will result in any future transactions or improvements to the operational performance of the Company. Further, any transactions to be undertaken as a result of the strategic review to be conducted after the Proposal will entail significant implementation risks and may or may not lead to positive results for those Scheme Shareholders who elect to accept the Share Alternative; and
- general business risks associated with the Group’s business including but not limited to:
 - the ability to grow the Group’s AUM through organic growth and strategic acquisitions;
 - the ability to divest of the Group’s non-core assets at fair value in the current market environment;
 - the Group’s ability to maintain, continue raising and deploying investment funds from investors;
 - the ability to continuously conduct asset disposals to recycle or return capital to earn promote payments as well as to maintain the AUM within the Group’s ecosystem in order to earn management fees;
 - industry-related market risks such as interest rates, availability and cost of financing, rental rates, availability of and demand from tenants, occupancy volatilities, changes to land and construction costs, delays to delivery of construction projects and increases to the cost of them and country specific risks such as competition, geo-political risks, supply, demand and local regulations;

- **liquidity risks associated with existing debt and obligation to fund development projects;**
- **there is no certainty of realising promote revenue in the future;**
- **competition for capital may put pressure on fee rates;**
- **uncertain demand for logistics and/or data centre properties may adversely impact the Group's development business;**
- **the Group's data centre business is at a nascent stage and there is no certainty the Group will be successful in executing its data centre strategy;**
- **potential risks of internalisation of REIT management may adversely impact the Group's REIT management business; and**
- **the Group has operations in multiple jurisdictions and multiple currencies and thus foreign exchange movements may adversely impact the Group's financial performance.**

The Option Offers

As at the Latest Practicable Date, the Company has outstanding share options in issue under three different employee incentive plans as follows:

- (a) 7,799,856 outstanding Tier 1 Options, with an exercise price of US\$0.46 (equivalent to approximately HK\$3.5880);
- (b) 8,317,641 outstanding KM Options with an exercise price within the range of US\$0.9445 to US\$1.5172 (equivalent to approximately HK\$7.3671 to HK\$11.8342); and
- (c) 16,652,400 outstanding Post-IPO Share Options with an exercise price within the range of HK\$22.78 to HK\$27.30.

The Company has undertaken in the Implementation Agreement that it will not grant any further Options between the Announcement Date and the Effective Date.

To the extent that the outstanding Tier 1 Options, KM Options and Post-IPO Share Options have not otherwise lapsed, been cancelled or exercised, the Offeror is making the Option Offers to the Option-holders in accordance with Rule 13 of the Takeovers Code to cancel every outstanding Option, conditional upon the Scheme becoming effective.

Under the Option Offers, the Offeror is offering Option-holders the “see-through” Option Offer Price (being the Cancellation Price minus the relevant exercise price of the outstanding Option) for the cancellation of every Option. Where the exercise price of the relevant Option exceeds the Cancellation Price, the “see-through” Option Offer Price is zero and a cash offer of a nominal amount of HK\$0.0001 per Option is made by the Offeror for the cancellation of each outstanding Option held.

Tier 1 Options

Exercise price per Tier 1 Option	Number of outstanding Tier 1 Options	“See-through” Option Offer Price (HK\$)
US\$0.46 (approximately HK\$3.5880)	7,799,856	9.4120

KM Options

Exercise price per KM Option	Number of outstanding KM Options	“See-through” Option Offer Price (HK\$)
US\$0.9445 (approximately HK\$7.3671)	4,532,315	5.6329
US\$1.1453 (approximately HK\$8.9333)	873,103	4.0667
US\$1.3655 (approximately HK\$10.6509)	948,494	2.3491
US\$1.5172 (approximately HK\$11.8342)	1,963,729	1.1658

Post-IPO Share Options

Exercise price per Post-IPO Share Option	Number of outstanding Post-IPO Share Options	“See-through” Option Offer Price (HK\$)
HK\$22.78	384,000	0.0001
HK\$24.50	10,118,400	0.0001
HK\$27.30	6,150,000	0.0001

As at the Latest Practicable Date, except as disclosed below, the Offeror, the Consortium and the Offeror Concert Parties do not hold any Options.

Holder of Tier 1 Options	Number of Tier 1 Options with an exercise price of US\$0.46 (approximately HK\$3.5880)
Mr. Shen	7,799,856
Total	7,799,856

Holder of Post-IPO Share Options	Number of Post-IPO Share Options with an exercise price of		
	HK\$22.78	HK\$24.50	HK\$27.30
Mr. Shen	192,000	—	—
Mr. Gibson	192,000	—	—
Total	384,000	—	—

The Option Offer Letter to Option-holders setting out the terms and conditions of the Option Offers is being despatched separately to Option-holders and is substantially in the form set out in Appendix IX – Form of Option Offer Letter to this Scheme Document.

If any of the outstanding Options is exercised in accordance with the terms of the Tier 1 ESOP, KM ESOP or the Post-IPO Share Option Scheme, as applicable, on or before the Option Record Date, any Shares so issued will be subject to and eligible to participate in the Scheme as Scheme Shares.

The Option Offers will be extended to all Options in issue on the date on which the Option Offers are made.

As at the Latest Practicable Date, all outstanding Tier 1 Options, KM Options and Post-IPO Share Options were vested. All Options will remain valid and exercisable during their respective option periods in accordance with the terms of the Tier 1 ESOP, KM ESOP or the Post-IPO Share Option Scheme, as applicable, on or before the Scheme Record Date. Any Shares so issued upon exercise of the Options after the Announcement Date but on or before the Scheme Record Date will be subject to and eligible to participate in the Scheme as Scheme Shares notwithstanding the Proposal. In accordance with the terms of the KM ESOP as amended on 4 December 2024, any KM Option which has not been exercised by the Scheme Record Date and which has not been cancelled pursuant to the Proposal as its holder has not accepted the Option Offers will automatically lapse on the Effective Date. In accordance with the terms of the Post-IPO Share Option Scheme as amended on 4 December 2024, the lapse date of the Post-IPO Share Options shall be the Effective Date.

As at the Latest Practicable Date, the exercise of all of the outstanding Tier 1 Options, KM Options and Post-IPO Share Options in full would result in the issue of 32,769,897 new Shares (representing approximately 0.77% of the issued Shares as at the Latest Practicable Date and approximately 0.77% of the issued share capital of the Company as enlarged by the issue of such new Shares).

Mr. Shen and Mr. Gibson have undertaken as part of the Subscription and Rollover Arrangements to accept the Option Offers in respect of all of the Tier 1 Options and Post-IPO Share Options which they hold. Any unexercised KM Option and Post-IPO Share Option which has not been cancelled pursuant to the Proposal as its holder has not accepted the Option Offers will not survive the completion of the Proposal and will automatically lapse on the Effective Date. All of the outstanding Awards that vest after the Announcement Date but before the Effective Date in accordance with their original vesting schedules will be cash settled. As such, the exercise of the outstanding Options and Awards will not result in dilution of the Offeror's holding in the Company after the Effective Date.

The Award Proposal

As at the Latest Practicable Date, the Company had 13,441,140 outstanding Awards in issue, consisting of 7,707,982 outstanding performance share units granted under the Long Term Incentive Scheme and 5,733,158 outstanding restricted share units granted under the Long Term Incentive Scheme. Each performance share unit and restricted share unit represents a contingent right to receive a Share or a cash payment subject to certain terms and conditions set out in the Long Term Incentive Scheme and the relevant grant letter. The Company has undertaken in the Implementation Agreement that it will not grant any further Awards between the Announcement Date and the Effective Date, other than the 8,724,054 new Awards granted on 23 January 2025 with respect to which the Offeror had provided its consent in the Implementation Agreement for the purposes of Rule 4 of the Takeovers Code.

Under the rules of the Long Term Incentive Scheme, if a general offer (including a scheme of arrangement) is made to all Shareholders (or all such Shareholders other than the Offeror and/or the Offeror Concert Parties), the Company shall use its best endeavours to procure that such offer is extended to all Award-holders, and if the offer is approved or becomes or is declared unconditional, the Awards will vest in whole or in part on a date specified by the Board and all Awards which have not vested shall lapse immediately. The Company has absolute discretion to settle any vested Awards by allotting and issuing new Shares to the relevant Award-holders, directing and procuring the Trustee to transfer existing Shares to the relevant Award-holders, or make a cash payment in an amount equal to the number of Shares underlying the Awards which have vested multiplied by the closing price of a Share as quoted on the Stock Exchange on the vesting date (or the last trading day preceding the vesting date if the vesting date is not a trading day) to the relevant Award-holders. All of the outstanding Awards that vest after the Announcement Date but before the Effective Date in accordance with their original vesting schedules will be cash settled. The Board has determined that if the Scheme is approved by the Scheme Shareholders at the Court Meeting, all of the then still outstanding unvested Awards will vest (and with respect to performance share units which had a variable performance factor, these will vest up to 100%) on the Effective Date.

The Award Proposal is made to the holders of the outstanding Awards (including Mr. Shen and Mr. Gibson) in respect of their outstanding Awards (which have not otherwise lapsed or been cancelled or exercised under the rules of the Long Term Incentive Scheme) in accordance with Rule 13 of the Takeovers Code to cancel every outstanding Award on the Effective Date, subject to the Scheme becoming effective.

Under the Award Proposal, the Company will pay to each Award-holder the “see-through” Award Proposal Price (being the Cancellation Price as there is no exercise price for the Awards) for the cancellation of every Award. No action will be required to be taken by any Award-holder in order for him/her to receive the Award Proposal Price under the Award Proposal (subject to the Scheme becoming effective) and as such, the Awards will be cash settled.

To facilitate the administration of the Long Term Incentive Scheme, new Shares have been issued to and purchased on-market by the Trustee from time to time. As at the Latest Practicable Date, the Trustee held on trust an aggregate of 352,613 Shares (representing approximately 0.01% of the issued Shares as at the Latest Practicable Date) for the purpose of future satisfaction of Awards granted.

All of the Shares held by the Trustee on the Scheme Record Date will form part of the Scheme Shares and be cancelled upon the Scheme becoming effective. The Company has undertaken to procure that the Trustee shall elect the Cash Alternative in respect of all of the Scheme Shares it holds on the Scheme Record Date.

For the avoidance of doubt, the Trustee is not acting in concert with the Offeror, and therefore the Shares held by the Trustee are Shares held by a Disinterested Shareholder and are entitled to be voted at the Court Meeting and the EGM. However, under Rule 17.05A of the Listing Rules, a trustee holding unvested shares of a share scheme shall abstain from voting on matters that require shareholders’ approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner’s direction and such a direction is given. Accordingly, the Trustee shall not exercise the voting rights attached to the Shares held by it. The Shares held by the Trustee on the record date for the Court Meeting and the EGM will not be voted at the Court Meeting or at the EGM notwithstanding that such Shares form part of the Scheme Shares.

The Award Proposal Letter to Awards-holders setting out the terms and conditions of the Award Proposal is being despatched separately to Award-holders and is substantially in the form set out in Appendix X — Form of Award Proposal Letter to this Scheme Document.

As at the Latest Practicable Date, except as disclosed below, the Offeror, the Consortium and the Offeror Concert Parties do not hold any Awards:

Holder of Awards	Number of outstanding Awards			
	Outstanding performance share units	Number of Shares underlying the outstanding performance share units	Outstanding restricted share units	Number of Shares underlying the outstanding restricted share units
Mr. Shen	973,330 ⁽¹⁾	973,330	210,683	210,683
Mr. Gibson	973,330 ⁽¹⁾	973,330	210,683	210,683

- (1) Of the 973,330 outstanding performance share units held by each of Mr. Shen and Mr. Gibson, 842,730 of these have a variable performance factor. The Independent Board Committee has approved acceleration of all such performance share units on the basis of up to 100% vesting into Shares.

Conditions to the Proposal and the Scheme

The implementation of the Proposal is, and the Scheme will become effective and binding on the Company and all Scheme Shareholders, subject to the satisfaction or a valid waiver (as applicable) of the following Conditions by the Conditions Long Stop Date:

- (a) the approval of the Scheme (by way of poll) at the Court Meeting by the Scheme Shareholders representing not less than 75% in value of the Scheme Shares held by the Scheme Shareholders present and voting, either in person or by proxy, at the Court Meeting;
- (b) the approval of the Scheme (by way of poll) by Disinterested Shareholders holding at least 75% of the votes attaching to the Scheme Shares held by the Disinterested Shareholders that are voted, either in person or by proxy, at the Court Meeting, provided that the number of votes cast (by way of poll) by the Disinterested Shareholders present and voting, either in person or by proxy, at the Court Meeting against the resolution to approve the Scheme at the Court Meeting is not more than 10% of the votes attaching to all Scheme Shares held by all Disinterested Shareholders;
- (c) the passing by the Shareholders at the EGM of a special resolution (by a majority of not less than three-fourths of the votes cast by the Shareholders present and voting, either in person or by proxy, at the EGM) to approve and give effect to any

reduction of the issued share capital of the Company by the cancellation of the Scheme Shares, and to apply the reserve created by the cancellation of the Scheme Shares to contemporaneously maintain the issued share capital of the Company at the amount immediately prior to the cancellation and extinguishment of the Scheme Shares by the allotment and issue to the Offeror of such number of new Shares (credited as fully paid at par) as is equal to the number of the Scheme Shares cancelled;

- (d) the sanction of the Scheme (with or without modifications) by the Court and the delivery of a copy of the order of the Court to the Registrar of Companies for registration;
- (e) all Authorisations which are required under or in connection with any Applicable Laws or any licenses or permits of the Company in connection with the Proposal or its implementation in accordance with its terms having been obtained and remaining in full force and effect without modification;
- (f) between the Announcement Date up to the time when the Scheme becomes effective, no Governmental Authority having taken or instituted any action, proceeding, suit, investigation or enquiry, or enacted, made, proposed, issued, enforced or imposed any Applicable Laws, or other legal restraint or prohibition that would make the Proposal or its implementation in accordance with its terms void, unenforceable or illegal, or which would impose any material and adverse conditions or obligations with respect to the Proposal or participation therein or its implementation in accordance with its terms, or otherwise restrain or prohibit the implementation of the Proposal, or cause any transaction contemplated by the Proposal to be rescinded or otherwise disposed of after its implementation; and
- (g) between the Announcement Date up to immediately prior to the time when the Scheme becomes effective, there having been no adverse change in the business, assets, financial or trading positions, profits or prospects of any member of the Group (to an extent which is material in the context of the Group taken as a whole or in the context of the Proposal).

Conditions (a) to (d) cannot be waived. Subject to the requirements of the Executive, the Offeror reserves the right (but is in no way obliged) to waive Conditions (e) to (g) in whole or in part, either generally or in respect of any particular matter. Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror may only invoke any or all of the Conditions as

a basis for not proceeding with the Scheme if the circumstances which give rise to a right to invoke any such Condition are of material significance to the Offeror in the context of the Proposal. The Company has no right to waive any of the Conditions.

As at the Latest Practicable Date and based on the information available to the Offeror and the Company, other than those specifically set out as the Pre-Conditions (which were satisfied on 15 May 2025) and Conditions in paragraphs (a) to (d) (inclusive) above and the application for the withdrawal of the listing of the Shares on the Stock Exchange upon the Scheme becoming effective, each of the Offeror and the Company is not aware of any other circumstances which may result in any of the Conditions in paragraphs (e) to (g) (inclusive) above not being satisfied. In particular, as at the Latest Practicable Date, the Company is not aware of any Authority in any jurisdiction having taken or instituted any action, proceeding, suit, investigation or enquiry as set out in the Condition in paragraph (f).

As at the Latest Practicable Date, none of the Conditions have been satisfied or waived (as applicable).

If approved, the Scheme will be binding on all of the Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the EGM.

The Option Offers are conditional upon the Scheme becoming effective. The Option Offers will become unconditional immediately upon the Scheme becoming effective and prior to the listing of the Shares being withdrawn from the Stock Exchange.

The Award Proposal is conditional upon the Scheme becoming effective. The Award Proposal will become unconditional immediately upon the Scheme becoming effective and prior to the listing of the Shares being withdrawn from the Stock Exchange.

WARNING: Shareholders, Option-holders, Award-holders and/or potential investors of the Company should be aware that unless the Offeror otherwise elects, the implementation of the Proposal will only become effective after all of the Conditions being satisfied or waived (as applicable) by the Conditions Long Stop Date and thus the Proposal may or may not be implemented, the Scheme may or may not become effective, the Option Offers and the Award Proposal may or may not be implemented. Shareholders, Option-holders, Award-holders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.

3. IMPLEMENTATION AGREEMENT

The Company has provided the Implementation Agreement in favour of the Offeror, pursuant to which the Company irrevocably undertook to the Offeror to put forward the Scheme to the Scheme Shareholders and to implement the Proposal on the terms and subject to the Pre-Conditions and Conditions and to give effect to the matters specified in the Announcement, the Scheme Document and any order of the Court, including to:

- (a) use commercially reasonable endeavours to convene all necessary board and shareholder meetings and/or pass such board resolutions as may be required to enable the Proposal to be implemented as soon as reasonably practicable after the date of the Implementation Agreement;
- (b) use commercially reasonable endeavours to engage relevant advisers and property valuers to prepare all such documents and make such submissions or applications, as are required under the Takeovers Code and/or the Listing Rules, and provide all such assistance to the Offeror in communicating with relevant regulatory authorities and other third parties for the purposes of implementing the Proposal;
- (c) use commercially reasonable endeavours to procure, to the extent relevant to the Group, the satisfaction of the Pre-Conditions and the Conditions as soon as reasonably practicable after the date of the Implementation Agreement and before the Pre-Conditions Long Stop Date and the Conditions Long Stop Date (as appropriate) and to provide all such information or assistance as the Offeror may reasonably require in order for the Offeror to satisfy the Pre-Conditions and the Conditions relevant to it, and to notify the Offeror of any notices or notifications relating to the progress and satisfaction of the Pre-Conditions and the Conditions;
- (d) use commercially reasonable endeavours to promptly issue notices and make all such determinations as may be required under the rules of the Tier 1 ESOP, KM ESOP, the Post-IPO Share Option Scheme and the Long Term Incentive Scheme to facilitate the making of the Option Offers and Award Proposal, and procure the Trustee to elect the Cash Alternative in respect of all of the Scheme Shares held by it on the Scheme Record Date;
- (e) use commercially reasonable endeavours to provide to the Offeror all such information relating to it and/or the Group required to be included in the Announcement, the Scheme Document and any other document, announcement or circular of the Offeror relating to or in connection with the Proposal, and subject to and only upon clearance by the Executive and the Stock Exchange and the approval, release and authorization by the

Offeror, issue subsequent announcements, the Scheme Document and other documents required in connection with the Proposal as soon as reasonably practicable in accordance with the requirements of the Takeovers Code, the Executive or the Listing Rules;

- (f) use commercially reasonable endeavours to complete all necessary Court filings and procedures, provide to the Offeror all necessary undertakings to the Court as may be reasonably required to implement the Proposal on its terms;
- (g) ensure that during the period between the date of the Implementation Agreement and the Effective Date, the Company and each member of the Group shall continue to operate in the ordinary and usual course of business, and no member of the Group shall, without the written consent of the Offeror and subject to certain exceptions and carve-outs, commit to or do or permit certain non-ordinary course matters as stipulated in the Implementation Agreement (including the entering into or adoption of a plan or agreement of liquidation or dissolution, the declaration or payment of any dividends or distributions, the incurrence of new or additional financial indebtedness or issuance of debt securities or entering into of new security documents, the making of any material changes to the accounting procedures or principles by reference to which its accounts are prepared or its accounting reference date, and the taking of any frustrating actions (as defined in Rule 4 of the Takeovers Code)) to occur;
- (h) use commercially reasonable endeavours not to knowingly take any action or make any statement which has or may reasonably be expected to have the effect of prejudicing, preventing, delaying or disrupting the Proposal, otherwise causing the Proposal not to become effective at the earliest practicable time or at all;
- (i) take all actions as is reasonably necessary, proper or advisable to enable the withdrawal of listing of the Shares from the Stock Exchange as promptly as practicable after the Effective Date;
- (j) provide certain customary warranties in relation to the capital structure, financial status, compliance and dispute related matters of the Group and undertakings to the Offeror with respect to operational and financial matters of the Group;
- (k) use commercially reasonable endeavours to promptly notify the Offeror of any breach of warranties or covenants of the Company or any other change or event that would be reasonably likely to prejudice, prevent, delay or disrupt the Proposal; and

- (l) if required by the Offeror, use its best endeavours to enter into the necessary documentation to implement and effect (conditional upon completion of the Scheme) the subscription by an entity owned by one or more members of the Consortium of a certain number of preference shares in the holding company for the Company's India business upon completion of the Scheme and with the intention that there will be no financial impact on the Company or its shareholders or financial benefit or burden for the relevant members of the Consortium who hold such preference shares.

The Implementation Agreement will terminate on the earliest of any of the Conditions not being satisfied or waived by the Conditions Long Stop Date, the Scheme not being approved at the Court Meeting or the Scheme not being sanctioned by the Court.

4. ARRANGEMENTS MATERIAL TO THE PROPOSAL

The Exclusivity and Standstill Arrangements

On 4 October 2024, the Consortium Members entered into the exclusivity and standstill agreement for the purposes of, among other things, recording the formation of the Consortium, and setting out the basis upon which the Consortium Members have agreed to pursue and implement the Proposal exclusively and in co-operation with each other, as well as certain dealing restrictions of the Consortium Members in relation to interests in the Company, in order to preserve the overall interests of the Consortium in pursuing the Proposal.

The exclusivity and standstill agreement will be terminated if, among others, the Conditions are not satisfied or waived in accordance with their terms or the Proposal otherwise lapses, or the parties thereto mutually agreeing to terminate their participation in the Proposal.

The Subscription and Rollover Arrangement

On 4 December 2024, the Offeror, HoldCo, MidCo, EquityCo and each Consortium Member entered into a subscription and rollover agreement, pursuant to which the parties agreed to conduct and implement the Proposal and to implement the Subscription and Rollover Arrangement, including to exercise (or procure the exercise of) all voting rights attached to the Shares held by each Consortium Member at the Court Meeting and the EGM (to the extent permitted under the Applicable Laws) in favour of all resolutions to implement the Proposal and any matters in connection with the Proposal.

Prior to the Effective Date, the Starwood Entities, SSW (ESR) SPV, L.P., Sixth Street Entity, Alexandrite Gem Holdings Limited, Athena Logistics Holding Ltd. and the WP Other Entities, Laurels, Mr. Gibson and Redwood, and Qatar Holding will be allotted and issued their respective number of unpaid EquityCo Shares, which includes their respective Rollover EquityCo Shares (to the extent applicable).

Under the Subscription and Rollover Arrangement, conditional upon the Scheme becoming effective:

- (a) on the day before the Effective Date, EquityCo shall redeem, cancel, or procure the repurchase and cancellation of, such number of excess unpaid initial EquityCo Shares which were issued to the Consortium Members;
- (b) on the Effective Date:
 - (i) all of the Scheme Shares will be cancelled pursuant to the Scheme; and
 - (ii) EquityCo shall credit such number of Rollover EquityCo Shares to be held by each Rollover Consortium Member as the Cancellation Consideration for its Scheme Shares, in each case as fully paid by such Rollover Consortium Member in an amount equal to US\$1.67 (being HK\$13 converted into US\$ at an agreed exchange rate of US\$1 to HK\$7.80, solely for the purposes of this Scheme Document, rounded to two decimal places) per EquityCo Share;
- (c) on the Effective Date:
 - (i) each of the New Money Consortium Members will pay, or procure the payment of, their respective New Money Subscription Consideration (after taking into account the scale-back mechanism pursuant to paragraph (f) below) in cash to EquityCo, upon which the unpaid EquityCo Shares held by each of the New Money Consortium Members corresponding to their respective New Money Subscription Consideration shall be credited as fully paid; and
 - (ii) each of EquityCo and the Offeror shall take such actions and execute (or procure the execution of) such further documents and each Consortium Member shall take such actions and execute (or procure the execution of) such further documents as may be required by Applicable Laws or be

necessary to implement and give effect to such cancellation of such EquityCo Shares and the push down of the subscription funds to the Offeror in a manner to be determined by the Consortium Members;

- (d) the New Money Subscription Consideration amount for each New Money Consortium Member set out below will be determined after the latest time for election of the Cash Alternative or the Share Alternative or a combination of both under the Proposal and may be adjusted downward for certain New Money Consortium Members as described in paragraph (g):

Consortium Member	New Money Subscription Consideration (US\$)
Starwood Entities	600,000,000
SSW Entities	235,000,000
Sixth Street Entity	591,666,667
WP Other Entities	520,000,000
Mr. Shen and Laurels	—
Redwood (or its affiliate)	—
Mr. Gibson (or an affiliate)	—
Qatar Holding	<u>200,000,000</u>
Total	<u><u>2,146,666,667</u></u>

- (e) the number of Rollover EquityCo Shares of each Rollover Consortium Member is as follows:

Rollover Consortium Member	Rollover EquityCo Shares
Starwood	448,933,103
SSW Entities	213,174,600
WP Rollover Entities	591,440,160
Mr. Shen and Laurels	258,314,831
Redwood (or its affiliate)	850,000
Mr. Gibson (or an affiliate)	331,427
Qatar Holding	127,257,914
Total	1,640,302,035

- (f) The Consortium Members agree that, in view of the Cancellation Price, assuming all of the Scheme Shareholders who are not Consortium Members elect to receive only the Cash Alternative and having regard to the EquityCo Shares to be subscribed for by the Rollover IU Shareholders (for the avoidance of doubt, excluding Mr. Marsh as at the date of the subscription and rollover agreement), the amount set out in the “New Money Subscription Consideration” column in (d) above against each New Money Consortium Member’s name, respectively, represents and constitutes the maximum amount of new money equity contribution required to be funded by such New Money Consortium Member, as mutually anticipated by the Consortium Members as at the date of the subscription and rollover agreement in order to complete and consummate the Scheme and the Proposal;
- (g) If, after the latest time for election by Scheme Shareholders of the Cash Alternative or the Share Alternative or a combination of both (and the final determination and result of such election) under the Proposal and prior to the Effective Date (and taking into account the result of such election by the Scheme Shareholders who elect the Share Alternative), the Consortium does not require the full amount of the maximum New Money Subscription Consideration to fund the completion of the Scheme and the Proposal, the New Money Subscription

Consideration amount for each New Money Consortium Member set out in (d) above may be adjusted downward for certain New Money Consortium Members as described in the following order:

- (i) first, the draw-down amount under the Offer Facility shall be reduced to no less than US\$1 billion;
- (ii) second, if the draw-down amount under the Offer Facility has been reduced to US\$1 billion under (i) above, Sixth Street Entity's subscription amount shall be reduced, provided it shall not be reduced to below the higher of:
 - (A) an amount which would result in Sixth Street Entity's Undiluted Shareholding in EquityCo immediately following the subscription of EquityCo Shares by New Money Consortium Members being 7.5%; and
 - (B) US\$450 million; and
- (iii) third, the Consortium Members shall discuss further reductions to the subscription amounts and/or the use of proceeds.

The Shareholder Arrangements

In connection with the Subscription and Rollover Arrangement, EquityCo and the Consortium Members will, prior to or upon completion of the Proposal, enter into an agreement reflecting the Shareholder Arrangements in respect of the future governance of EquityCo, which shall indirectly hold 100% of the Company. Key provisions of the Shareholder Arrangements will also be reflected in the memorandum and articles of association of EquityCo (a copy of which is available for inspection as a document on display and also from ConsortiumProposalAnnouncements.com).

A summary of the key terms of the Shareholder Arrangements is set out below:

- (a) **Voting rights:** Each EquityCo Share shall carry one vote each.
- (b) **Governance:** Subject to (i) certain 5% Matters and (ii) the Special Board Matters, the EquityCo Board shall be responsible for the overall direction, supervision and management of the EquityCo Group. Decisions of the EquityCo Board that are not 5% Matters or Special Board Matters will be decided by a simple majority of the EquityCo Board.

(c) Composition of the EquityCo Board:

- (i) each Founder is entitled to be appointed as a director so long as he is (A) a CEO; or (B) he (together with his affiliates) has an actual shareholding in EquityCo of at least 2.5% and an Undiluted Shareholding in EquityCo that is at least 7.5% (or, with respect to Mr. Shen and Laurels, if lower, its Undiluted Shareholding on the Effective Date), and he has not been dismissed from the Group for cause;
- (ii) each Consortium Member (other than the Founder Parties) has the right to appoint at least one director if its Undiluted Shareholding in EquityCo is at least 7.5% and its actual shareholding in EquityCo is at least 2.5%, or if any of their Undiluted Shareholding in EquityCo is more than 10% and its actual shareholding in EquityCo is at least 2.5%, then it will have the right to appoint one director for each 10% of its Undiluted Shareholding in EquityCo (rounded to the nearest 10%). For this purpose, each Consortium Member's shareholding in EquityCo shall be viewed on an aggregate basis for any EquityCo Shareholder who is from the same Consortium Member group;
- (iii) (x) any other EquityCo Shareholder from time to time (regardless of their holding of EquityCo Shares), the Founder Parties or any senior member of management of the Group may be invited by the EquityCo Board to put forward, and (y) to enhance EquityCo's corporate governance structure and expertise and to ensure representation from a diverse range of shareholders, the memorandum and articles of association of EquityCo provide that Shareholders (irrespective of shareholding level) who elect the Share Alternative may (without any invitation from the Board to do so) put forward, a nominee to join the EquityCo Board after the Effective Date, appointment of which will be subject to approval of the majority of the EquityCo Board. It is anticipated that independent and other non-executive directors will be appointed; and
- (iv) the fund manager may be invited by the EquityCo Board to put forward a nominee for appointment as a director to the EquityCo Board (subject to approval of the EquityCo Board) to assist in providing advice to the EquityCo Board with respect to certain matters.

- (d) **Conflicts of interest:** the EquityCo Shareholders and directors of EquityCo and the Company will be subject to typical conflict of interest provisions which will require them to disclose conflicts and limit their ability to be provided information or vote in certain situations.
- (e) **Further funding and pre-emption rights:** no EquityCo Shareholder shall have any further funding obligations following the delisting of the Company. Any new issuance of EquityCo Shares shall be offered *pro rata* to each EquityCo Shareholder whose actual shareholding in EquityCo is more than 0.25% for subscription on the same terms (including right to over-allotment), subject to certain exceptions for: (i) emergency funding; (ii) issuances pursuant to the Shen Options; (iii) issuances in consideration for the acquisition by the Group of stakes that the founders of the Group's businesses or business units in various countries (including as disclosed by the Company in relation to the Korean and Australian founders) or the Group employees hold in Group Companies, or in satisfaction of their incentivisation arrangements up to a cap of 3.7% of the initial shares issued at completion of the Proposal (or such cap as may be amended as a Special Board Matter from time to time), and this will include issuances in connection with the minority roll up as described in the section headed "11. The Offeror's Intentions in relation to the Group" in Part VII of this Scheme Document; (iv) issuances pursuant to any management incentive plan, or other equity or profit sharing incentive plan of the Company other than the Shen Options, as approved by the EquityCo Board which shall have a value of no more than 4% of the value of the equity of the Company upon an exit (or as such cap may be amended as a Special Board Matter from time to time); (v) issuances in connection with an initial public offering of another entity which owns all or substantially all of the assets of EquityCo that has been approved by EquityCo Board or as a Special Board Matter; (vi) issuances to certain investors that are considered strategic by the Board as agreed by the Consortium Members within nine months of completion of the Proposal as approved as a Special Board Matter.
- (f) **Transfer restrictions on all EquityCo Shareholders:** Subject to customary permitted affiliate transfers, all EquityCo Shares shall be subject to restrictions on transfers during the Lock-up Period with corresponding restrictions on indirect transfers, provided that such lock-up may only be released or amended with approval as a Special Board Matter.
- (g) **Post Lock-up Period transfers:** Transfers of EquityCo Shares to third parties after the Lock-up Period shall be subject to a right of first offer by the other non-selling EquityCo Shareholders who hold more than 1% of the EquityCo Shares. All

EquityCo Shareholders will be entitled to customary full tag-along rights in respect of transfers resulting in the purchaser (together with its concert parties and affiliates) owning more than 50% of the EquityCo Shares and EquityCo Shareholders who hold more than 1% of the EquityCo Shares will be entitled to a pro rata tag-along on certain transfers by the Founders.

- (h) **Exit:** Holders of a majority of EquityCo Shares and a certain number of Consortium Members will also be allowed to require EquityCo to conduct a sale process and all shareholders to sell on the same terms. Such sale will be subject to meeting certain minimum investment return requirements which diminish over time, with no floor applying after the sixth anniversary of the Effective Date.
- (i) **Information rights:** Each EquityCo Shareholder whose actual shareholding in EquityCo is at least 5% shall be entitled to receive a copy of the audited annual accounts of the Group and a quarterly information pack prepared by the Company's management containing key performance indicators about the Group.

The Shen Options

Upon completion of the Scheme, EquityCo will grant Mr. Shen the Shen Options to acquire, at an exercise price equal to the Cancellation Price per EquityCo Share, 42,454,283 EquityCo Shares.

Any EquityCo Shares issued to Mr. Shen and/or his affiliates upon an exercise of the Shen Options shall be subject to the same lock-up and/or transfer restrictions applicable to other EquityCo Shares held by Mr. Shen (and/or his affiliate(s)). In consideration for the grant of the Shen Options, Mr. Shen shall undertake that he will be involved in a senior management role with EquityCo and its subsidiaries, in each case, for a fixed period from completion of the Scheme, save for certain circumstances such as termination by the Company without cause. The grant of the Shen Options and the undertaking given by Mr. Shen help to support the Consortium's expectation that Mr. Shen, as an executive Director, Co-CEO and/or other senior management role, will, together with Mr. Gibson, continue to lead the business of the EquityCo Group and help drive its growth in the next phase of its development as a private company. The grant of the Shen Options is also to compensate Mr. Shen for settling his existing financial arrangements which are affected by the Proposal.

Mr. Shen and Mr. Gibson will continue to receive remuneration in their capacity as Co-CEO of the EquityCo Group. Their compensation, upon completion of the Proposal, is currently being reviewed by the Consortium to be on market standard terms for a privately owned, private equity backed company. Mr. Portes is not expected to have an executive role

in the EquityCo Group going forward, but he will remain a business partner of Mr. Gibson with his investment in the EquityCo Group through Redwood or another entity jointly controlled by him and Mr. Gibson as a shareholder of EquityCo.

5. SPECIAL DEAL RELATING TO THE EIS

Reference is made to the announcement dated 7 May 2025 jointly issued by the Offeror and the Company in relation to, among other things, the EIS.

Following the Scheme becoming effective, EquityCo intends to adopt the EIS, typical of private equity owned businesses, to retain top talent and align the interests of senior management with the overall success of the Group by giving them economic exposure to the performance of the Group. The EIS (which excludes the Shen Options) shall have a pool size of initially, up to 4% of the economic interest in the EquityCo Group (subject to increase if approved as a Special Board Matter). The value of the EIS is expected to depend on the performance of EquityCo and may include tranches tied to the future share price, internal rate of return, and/or multiple of invested capital. Any grants to be made to EIS Participants under the EIS will be conducted in compliance with the constitutional documents of the EquityCo Group and all applicable regulatory requirements. The structure of the EIS is still being discussed and it is likely to comprise different tranches with different characteristics and subject to different criteria and may involve the issuance of a separate class of shares in EquityCo. Up to all of the EIS may be issued on a zero strike price basis. It is anticipated that some or all grants under the EIS will be subject to individual performance-related criteria, vesting conditions and good and bad leaver provisions, and may not result in EIS Participants holding EquityCo Shares until there is a future liquidity event for the institutional shareholders of the Company. For the avoidance of doubt, the EIS may not be adopted if the Scheme does not become effective. The Scheme is not conditional on the approval of the EIS.

As at the Latest Practicable Date, EquityCo has not yet finalised the list of EIS Participants or their respective allocations. The Potential EIS Participants have extensive operational expertise and in-depth understanding of the Group's business and industry, the EquityCo Board is of the view that it is important for them to have economic alignment with EquityCo Shareholders so that they will be motivated to continue to contribute to the growth and development of the Group. For the avoidance of doubt, the fact that a current employee is a Potential EIS Participant does not guarantee that such person will ultimately be given an award under the EIS.

As the EIS will be available only to some or all of the Potential EIS Participants (as well as other current or future members of management, consultants, directors or advisers to the Group) and will not be offered to all Scheme Shareholders, the EIS constitutes a special deal under Rule 25 of the Takeovers Code and requires the consent of the Executive under Note 3 to Rule 25 of the

Takeovers Code. The Offeror has therefore made an application to the Executive for its consent to the EIS as a special deal under Rule 25 of the Takeovers Code, conditional on (i) the Independent Financial Adviser publicly stating in its opinion that the proposed terms of the EIS are fair and reasonable; and (ii) the passing of an ordinary resolution of the Shareholders at the EGM to approve the terms of the EIS, provided that only the votes of Disinterested Shareholders are taken into account in relation to such resolution and further provided that the votes of Shareholders who are not Disinterested Shareholders that are voted either in person or by proxy at the EGM in relation to the EIS will not be taken into account. Each of the Offeror and the Offeror Concert Parties will abstain from voting on the aforementioned ordinary resolution. For the purposes of the aforementioned ordinary resolution, all of the Potential EIS Participants (other than Mr. Shen and Mr. Gibson) will be deemed to be Disinterested Shareholders as they may ultimately not benefit from an allocation under the EIS.

You are urged to read carefully the section headed “12. Special Deal relating to the EIS” in Part VII of this Scheme Document.

6. IRREVOCABLE UNDERTAKINGS AND LETTERS OF SUPPORT

Irrevocable Undertakings

On 4 December 2024, the Offeror received an Irrevocable Undertaking from each of OMERS, Mr. Lim, Straits, APG and SMBC, and on 15 May 2025, the Offeror received an Irrevocable Undertaking from Mr. Marsh, pursuant to which each of the IU Shareholders has undertaken, amongst other things:

- (a) to exercise (or procure the exercise of) all voting rights attached to the IU Scheme Shares held or owned by it/him to vote:
 - (i) in favour of the Scheme at the Court Meeting;
 - (ii) in favour of the resolutions at the EGM to give effect to the Scheme; and
 - (iii) in favour of any resolutions at the Court Meeting, the EGM and any general, class or other meeting of the Shareholders in such a way which will facilitate or assist the implementation of the Proposal and the Scheme; and

- (b) that it/he shall not, and/or (as applicable) shall procure that none of its/his affiliates shall, on or before the Effective Date and other than in connection with the Scheme or pursuant to election of the form of Cancellation Consideration, directly or indirectly, sell, transfer, create any encumbrance over or otherwise dispose of all or any of the IU Scheme Shares held or owned by it/him which are the subject of its/his respective Irrevocable Undertaking.

On the basis of the Cancellation Price being HK\$13.00 per IU Scheme Share held or owned by them, each of Mr. Lim, Straits and APG has undertaken to elect the Cash Alternative only as the form of Cancellation Consideration for the cancellation of all of the IU Scheme Shares held or owned by it/him. SMBC has undertaken to elect the Share Alternative only as the form of Cancellation Consideration for the cancellation of all of the IU Scheme Shares held or owned by it. OMERS has undertaken to elect a combination of the Cash Alternative and Share Alternative for the cancellation of all of the IU Scheme Shares held or owned by it and will elect the Share Alternative for 319,313,360 IU Scheme Shares out of the 456,161,943 IU Scheme Shares held or owned by it (representing 70.00% of all of the IU Scheme Shares held or owned by OMERS as at the Latest Practicable Date). Mr. Marsh has undertaken to elect a combination of the Cash Alternative and the Share Alternative for the cancellation of all of the IU Scheme Shares held or owned by him and his affiliates, and will elect the Share Alternative for 25,324,310 IU Scheme Shares out of the 32,074,310 IU Scheme Shares held or owned by it/him (representing approximately 78.96% of all of the IU Scheme Shares held or owned by Mr. Marsh and his affiliates as at the Latest Practicable Date).

The 1,339,367,713 IU Scheme Shares held by the IU Shareholders which are the subject of the Irrevocable Undertakings represent approximately 31.54% of the total issued share capital of the Company and approximately 52.47% of the Scheme Shares held by the Disinterested Shareholders as at the Latest Practicable Date.

Assuming (a) the Rollover Consortium Members and Rollover IU Shareholders that have executed the Irrevocable Undertakings choose the Share Alternative for the cancellation of all of the IU Scheme Shares held or owned by them (but for OMERS, only in respect of 319,313,360 IU Scheme Shares out of the 456,161,943 IU Scheme Shares held or owned by it and for Mr. Marsh, only in respect of 25,324,310 IU Scheme Shares out of the 32,074,310 IU Scheme Shares held or owned by him or his affiliates), (b) all other Scheme Shareholders choose the Cash Alternative for the cancellation of all of the Scheme Shares held or owned by them (and OMERS chooses the Cash Alternative for the cancellation of 136,848,583 IU Scheme Shares out of the 456,161,943 IU Scheme Shares held or owned by it and Mr. Marsh chooses the Cash Alternative for the cancellation of 6,750,000 IU Scheme Shares out of the 32,074,310 IU Scheme Shares held or owned by him or his affiliates), (c) no outstanding Options or Awards are exercised and no further Shares are issued before the Scheme Record Date, and (d) there is no other change in the issued

share capital of the Company before completion of the Proposal, upon the completion of the Proposal, the Company will be wholly-owned by the Offeror, which will be indirectly wholly-owned by EquityCo, which in turn will be held as to 84.20% by the Consortium Members and 15.80% by the Rollover IU Shareholders.

The Irrevocable Undertakings, being binding irrevocable undertakings, will terminate and the above obligations of the IU Shareholders under the applicable Irrevocable Undertakings will cease to be binding (a) if the Proposal is not implemented by the Conditions Long Stop Date, (b) if the Scheme is not approved at the Court Meeting; (c) the Maintenance of Capital is not approved at the EGM; (d) if at the court hearing, the Court does not sanction the Scheme; (e) if the Scheme lapses or is withdrawn in accordance with its terms; or (f) by mutual agreement of the relevant IU Shareholder and the Offeror, whichever is the earliest.

The Irrevocable Undertaking given by OMERS will also terminate and the above obligations of OMERS under the applicable Irrevocable Undertaking will also cease to be binding, (a) if the Scheme Document is not despatched by the date falling seven days or 21 days (if the Executive has provided its consent to the Offeror and the Company in respect of an extension of such seven day period) after the fulfilment of (where capable of waiver) waiver of all the Pre-Conditions (this also applies to the Irrevocable Undertaking given by APG), (b) if certain conditions are not fulfilled on or prior to the Effective Date; (c) if the Scheme does not become effective by the date falling 12 months after the Announcement Date; or (d) if any person other than the Offeror announces (by way of issuing an announcement under Rule 3.5 of the Takeovers Code), prior to the date of the Court Meeting and/or the EGM, a firm intention to make an offer to acquire all of the Scheme Shares (other than those held by it and persons acting in concert with it) on terms which represent a material improvement on the value of the consideration under the Scheme as at the date on which the competing offer is announced, whichever is the earliest.

The Irrevocable Undertakings given by Straits and by APG will also terminate and the above obligations of Straits or APG respectively under the applicable Irrevocable Undertaking will also cease to be binding, (a) if a competing announcement (containing an offer per Scheme Share for a cash value which is higher than the Cash Alternative) has been published by another offeror by way of issuing an announcement pursuant to Rule 3.5 of the Takeovers Code through the Stock Exchange's HKEx website and the Offeror has not announced (through the Stock Exchange's HKEx website) an increase of the Cash Alternative for a cancellation price for every Scheme Share under the Proposal which is higher than the other offer within seven days of the date of such competing announcement, or (b) if another person interested in Scheme Shares has entered into an undertaking on more favourable terms than the Irrevocable Undertaking given by Straits or by APG respectively (subject to certain carve-outs), whichever is the earliest.

As at the Latest Practicable Date, the information about the IU Shareholders is as follows:

OMERS

OMERS is one of Canada's largest defined benefit pension plans. It is a substantial shareholder of the Company owning 456,161,943 Scheme Shares (representing approximately 10.74% of the issued share capital of the Company as at the Latest Practicable Date).

Mr. Lim

Mr. Lim is a previous non-executive Director who has retired from the Board on 20 January 2025 and, directly and indirectly through wholly-controlled companies, holds an aggregate of 232,262,446 Scheme Shares (representing approximately 5.47% of the total issued Shares as at the Latest Practicable Date).

Straits

Straits is a company incorporated in Singapore with limited liability. Certain affiliates of Straits are collectively interested in 212,797,004 Scheme Shares (representing approximately 5.01% of the total issued Shares) as at the Latest Practicable Date. The principal business activity of Straits is investment holding. The ordinary shares of Straits are listed on the SGX (SGX stock code: S20).

APG

Stichting Depositary APG Strategic Real Estate Pool, which is established in the Netherlands, is the depositary of APG Strategic Real Estate Pool (the “**Pool**”) holding 211,057,897 Scheme Shares (representing approximately 4.97% of the total issued Shares) as at the Latest Practicable Date. The Pool is a fund formed for the purpose of collective investments by its participants, all being Dutch pension funds. The Pool is established as a fund for joint account (*fonds voor gemene rekening*) under Dutch laws. It is not a legal entity but a contractual arrangement between Stichting Depositary APG Strategic Real Estate Pool as its depositary, APG Asset Management N.V. as its manager, and its participants which invest in it through subscribing an interest in it.

SMBC

SMBC is a company incorporated in Japan with limited liability. It holds 205,014,113 Shares (representing approximately 4.83% of the total issued Shares) as at the Latest Practicable Date. The principal business activities of SMBC are banking and financial services. SMBC is wholly-owned by Sumitomo Mitsui Financial Group, which is listed on the Tokyo Stock Exchange, the Nagoya Stock Exchange and its ADRs are listed on the New York Stock Exchange.

Mr. Marsh

Mr. Marsh is the chairman of the Group's business in Australia and New Zealand and, directly and indirectly through wholly-controlled companies, holds an aggregate of 32,074,310 Scheme Shares (representing approximately 0.76% of the total issued Shares as at the Latest Practicable Date).

Letters of Support

On 7 March 2025, the Offeror received the Letters of Support from each of SK and MY.Alpha, pursuant to which each of SK and MY.Alpha confirmed its non-binding intention to vote in favour of all resolutions which are necessary to implement the Proposal to be proposed at shareholders' meeting(s) of the Company. Since 7 March 2025, SK and MY.Alpha have respectively disposed of some of the Shares in which they are interested and as at the Latest Practicable Date, SK and MY.Alpha are interested in 60,363,892 Shares (representing approximately 1.42% of the issued share capital of the Company and approximately 2.36% of the Shares held by Disinterested Shareholders) and 43,383,700 Shares (representing approximately 1.02% of the issued share capital of the Company and approximately 1.70% of the Shares held by Disinterested Shareholders), respectively. This brings the total level of support from Disinterested Shareholders to approximately 56.54% as at the Latest Practicable Date, including approximately 52.47% from the IU Shareholders who have each given a binding Irrevocable Undertaking and approximately 4.06% from the aforementioned two Shareholders who have each given a non-binding Letter of Support.

7. SHAREHOLDING STRUCTURE OF THE COMPANY

As at the Latest Practicable Date:

- (a) the authorized share capital of the Company is US\$8,000,000 divided into 8,000,000,000 Shares. The Company has 4,246,687,856 Shares in issue, 7,799,856 outstanding Tier 1 Options, 8,317,641 outstanding KM Options, 16,652,400 outstanding Post-IPO Share Options and 13,441,140 outstanding Awards in issue; and
- (b) the Offeror does not hold any Shares, but the Offeror Concert Parties (including the Consortium Members) are directly and indirectly interested in an aggregate of 1,694,177,420 Shares (representing approximately 39.89% of the total number of issued Shares as at the Latest Practicable Date).

Save for the Tier 1 Options, KM Options, Post-IPO Share Options and the Awards, the Company does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares or other types of equity interest, and has not entered into any agreement for the issue of such options, derivatives, warrants or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) convertible into Shares as at the Latest Practicable Date.

On the assumption that no outstanding Options are exercised or Awards vest on or before the Scheme Record Date and there is no change in the issued share capital of the Company before the Effective Date, the table below sets out the shareholding structure of the Company as at the Latest Practicable Date and immediately upon completion of the Proposal:

	As at the Latest Practicable Date		Immediately upon completion of the Proposal	
	Number of Shares held	Approximate % of the total issued Shares	Number of Shares held	Approximate % of the total issued Shares
Offeror	—	—	4,246,687,856	100%
Offeror Concert Parties				
— The Starwood Entities ⁽¹⁾	448,933,103	10.57%	—	—
— The SSW Entities ⁽²⁾	213,174,600	5.02%	—	—
— Sixth Street Entity	—	—	—	—
— The WP Entities ⁽³⁾	591,440,160	13.93%	—	—
— Mr. Shen and Laurels ⁽⁴⁾	312,190,216	7.35%	—	—
— Redwood ⁽⁵⁾	850,000	0.02%	—	—
— Mr. Gibson ⁽⁵⁾	331,427	0.008%	—	—
— Qatar Holding	127,257,914	3.00%	—	—
Sub-total: Offeror and the Offeror Concert Parties⁽⁶⁾⁽⁷⁾	1,694,177,420	39.89%	4,246,687,856	100%
Disinterested Shareholders				
IU Shareholders				
— OMERS	456,161,943	10.74%	—	—
— Mr. Lim ⁽⁸⁾	232,262,446	5.47%	—	—
— Straits	212,797,004	5.01%	—	—
— APG	211,057,897	4.97%	—	—
— SMBC	205,014,113	4.83%	—	—
— Mr. Marsh	32,074,310	0.76%	—	—
Sub-total: IU Shareholders	1,349,367,713	31.77%	—	—
— Trustee ⁽⁹⁾	352,613	0.008%	—	—
— Mr. Brett Harold Krause ⁽¹⁰⁾	145,000	0.003%	—	—

	As at the Latest Practicable Date		Immediately upon completion of the Proposal	
	Number of Shares held	Approximate % of the total issued Shares	Number of Shares held	Approximate % of the total issued Shares
— Other Disinterested Shareholders ⁽¹¹⁾	1,202,645,110	28.32%	—	—
Sub-total: Disinterested Shareholders	2,552,510,436	60.11%	—	—
Total	4,246,687,856	100%	4,246,687,856⁽¹²⁾	100%

Notes:

- 1 The Shares in which the Starwood Entities are interested are directly held by Starwood. Starwood is a subsidiary of S Asia Hold Co 1 Private Limited. S Asia Hold Co 1 Private Limited is a wholly-owned subsidiary of SOF-12 International SCSp, which is wholly-controlled by its general partner, SOF-12 International Management Sarl, a wholly-owned subsidiary of Starwood XII Management, LP. SOF-12 International Master Fund SCSp owns 67.31% interests in SOF-12 International SCSp. SOF-12 International Master Fund SCSp is wholly-controlled by its general partner, SOF-12 Master Fund Management Sarl, a wholly-owned subsidiary of Starwood XII Management, LP. SOF-XII International Blocker LP owns 97.12% interests in SOF-12 International Master Fund SCSp. SOF-XII International Blocker LP is wholly-controlled by its general partner, SOF-XII Investors GP, LLC, a wholly-owned subsidiary of Starwood XII Management GP, LLC. Starwood XII Management, LP is wholly-controlled by its general partner Starwood XII Management GP, LLC, which is a wholly-owned subsidiary of Starwood Capital Group Global II, L.P., which is wholly-controlled by its general partner, SCGG II GP, LLC. SCGG II GP, LLC owns 96.74% interests in Starwood XII Management, LP. Starwood Capital Group Holdings L.P. owns 60% interests in Starwood Capital Group Global II, L.P.. SCGG II GP, LLC is wholly-owned by Starwood Capital Group Holdings GP L.L.C.. Starwood Capital Group Holdings L.P. is wholly-controlled by its general partner, Starwood Capital Group Holdings GP L.L.C., a wholly-owned subsidiary of BSS SCG GP Holdings L.L.C., where Mr. Barry Stuart Sternlicht holds 100% interests. Accordingly, Mr. Barry Stuart Sternlicht is deemed to be interested in the underlying Shares held by Starwood.
- 2 The Shares in which the SSW Entities are interested are directly held by SSW CEI (CN), L.P.. The general partner of SSW CEI (CN), L.P. is SSW CEI GP, LLC. Accordingly, SSW CEI GP, LLC is deemed to be interested in the underlying Shares held by SSW CEI (CN), L.P..
- 3 The Shares in which the WP Entities are interested are directly held by Alexandrite Gem Holdings Limited (“AGHL”) and Athena Logistics Holding Ltd. (“ALHL”) which hold 503,733,253 Shares and 87,706,907 Shares respectively. AGHL and ALHL are wholly-owned subsidiary of Alexandrite Gem TopCo Ltd (“AGTL”) and Athena Logistics TopCo Ltd (“ALTL”) respectively. Both AGTL and ALTL are wholly-owned subsidiaries of Alexandrite Athena GroupCo Ltd (“AAGL”). AAGL is directly owned as to 41.46% and 35.19% by Warburg Pincus China, L.P. (“WP China”) and Warburg Pincus Private Equity XII, L.P. (“WP XII”) respectively, which are funds managed and advised by Warburg Pincus LLC. Warburg Pincus China GP, L.P. (“WP China GP”) is the general partner of WP China and Warburg Pincus XII, L.P. (“WP XII GP”) is the general partner of WP XII. WP Global LLC is the general partner of both WP China GP and WP XII GP. The managing member of WP Global LLC is Warburg Pincus Partners II, L.P. (“WPP II”). The general partner of WPP II is Warburg Pincus Partners GP LLC (“WPP GP”), the

managing member of which is Warburg Pincus & Co.. Accordingly, each of AGTL, ALTL, AAGL, WP China, WP XII, WP China GP, WP XII GP, WP Global LLC, WPP II, WPP GP and Warburg Pincus & Co. are deemed to be interested in the underlying Shares held by AGHL and ALHL.

- 4 Mr. Shen is interested in 312,190,216 Shares (representing 7.35% of the total issued Shares), of which 331,427 Shares (representing 0.008% of the total issued share capital of the Company) he is personally interested in, and 311,858,789 Shares (representing 7.34% of the total issued Shares) he is interested in through Laurels, a company wholly-owned by The Shen Trust, whose trustee is Tricor Equity Trustee Limited, and the settlor of which is Rosy Fortune Limited, which is wholly-owned by Mr. Shen. Laurels is also interested in 7,799,856 Tier 1 Options, while Mr. Shen is interested in 192,000 Post-IPO Share Options and 1,184,013 Awards which as determined by the Board on 4 December 2024 will vest up to 100% into 1,184,013 underlying Shares if the Scheme is approved by the Scheme Shareholders at the Court Meeting.
- 5 Mr. Gibson and Mr. Portes are both interested in the 850,000 Shares (representing 0.02% of the total issued Shares) which are held by Redwood. In addition, Mr. Gibson is interested in 331,427 Shares (representing 0.008% of the total issued Shares), as well as 192,000 Post-IPO Share Options and 1,184,013 Awards which as determined by the Board on 4 December 2024 will vest up to 100% into 1,184,013 underlying Shares if the Scheme is approved by the Scheme Shareholders at the Court Meeting.
- 6 Morgan Stanley and Deutsche Bank are the co-lead financial advisers, and Goldman Sachs and UBS are joint financial advisers, to the Offeror in connection with the Proposal. Accordingly, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS and the relevant members of the Morgan Stanley group, the Deutsche Bank group, the Goldman Sachs group and the UBS group which respectively hold Shares on their own account or on a discretionary managed basis are presumed to be acting in concert with the Offeror in relation to the Company in accordance with class 5 of the definition of “acting in concert” under the Takeovers Code (except in respect of Shares held by exempt principal traders or exempt fund managers). Exempt principal traders which are connected for the sole reason that they are under the same control as Morgan Stanley, Deutsche Bank, Goldman Sachs or UBS are not presumed to be acting in concert with the Offeror. However, Shares held by members of the Morgan Stanley group, the Deutsche Bank group, the Goldman Sachs group or the UBS group acting in the capacity of exempt principal traders will not be voted at the Court Meeting and the EGM unless the Executive allows such Shares to be so voted. Shares held by such exempt principal traders may, subject to consent of the Executive, be allowed to be voted at the Court Meeting and the EGM if (i) the relevant connected exempt principal trader holds the Shares as a simple custodian for and on behalf of non-discretionary clients, and (ii) there are contractual arrangements in place between the relevant connected exempt principal trader and its clients that strictly prohibit the relevant connected exempt principal trader from exercising any voting discretion over the relevant Shares, and all voting instructions shall originate from the client only (if no instructions are given, then no votes shall be cast for the relevant Shares held by the relevant connected exempt principal trader).
- 7 JL Investment Group Limited, JL Investment Group II Limited and JL Electron (BVI) Limited each directly holds 101,984,984 Shares, 90,984,985 Shares and 34,889,518 Shares respectively, and all three companies are wholly-controlled by Mr. Lim, previously a non-executive Director who has retired from the Board on 20 January 2025. The Executive has granted a ruling for the rebuttal for the class (6) presumption of acting in concert between the Founders and Mr. Lim.
- 8 The table under the section headed “Shareholding Structure of the Company” in the Announcement had included 653 Shares held by Goldman Sachs Asset Management Fund Services Limited as Shares held by Offeror Concert Parties. Since the Announcement Date, such 653 Shares have been removed from the category of Shares held by Offeror Concert Parties in this Scheme Document on the basis that such 653 Shares are held by a fund of which the investment manager is Goldman Sachs Asset Management International, an exempt fund manager not acting in

concert or presumed to be acting in concert with the Offeror or a Consortium Member under the definition of “acting in concert” under the Takeovers Code (whereas Goldman Sachs Asset Management Fund Services Limited is only acting as the fund’s management company overseeing its day-to-day operations).

- 9 As at the Latest Practicable Date, the Trustee holds on trust an aggregate of 352,613 Shares for the purpose of future satisfaction of the Awards. For the avoidance of doubt, the Trustee is not acting in concert with the Offeror and therefore the Shares held by the Trustee will count towards the number of Shares held by Disinterested Shareholders, which may be taken into account for the purposes of calculating the denominator for the 10% disapproval threshold when approving the Scheme. However, under Rule 17.05A of the Listing Rules, a trustee holding unvested shares of a share scheme shall abstain from voting on matters that require shareholders’ approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner’s direction and such a direction is given. Accordingly, the Trustee shall not exercise the voting rights attached to the Shares held by it. Such 352,613 Shares held by the Trustee will not be voted at the Court Meeting or the EGM notwithstanding that such Shares form part of the Scheme Shares.
- 10 Mr. Brett Harold Krause is an independent non-executive Director and holds 145,000 Shares. Mr. Brett Harold Krause is not acting in concert with the Offeror or any of the Consortium Members.
- 11 As at the Latest Practicable Date, save for the Founders, Mr. Lim (previously a non-executive Director who has retired from the Board on 20 January 2025) and Mr. Brett Harold Krause, none of the other Directors holds Shares.
- 12 On the assumption that (i) no outstanding Options and/or Awards are exercised on or before the Scheme Record Date, (ii) there is no change in shareholding of the Company before the Effective Date, the issued share capital of the Company will be maintained at the amount immediately prior to the cancellation of the Scheme Shares by the issue at par to the Offeror, credited as fully paid, of the same number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished. The reserve created in the books of account of the Company as a result of the cancellation and extinguishment of the Scheme Shares will be applied in paying up in full at par the new Shares so issued to the Offeror.
- 13 The aggregate of the percentage figures in the table above may not add up to the relevant sub-total or total percentage figures shown due to rounding of the percentage figures.

8. FINANCIAL RESOURCES

On the assumption that (a) the Rollover Consortium Members and the Rollover IU Shareholders that have executed the Irrevocable Undertakings elect the Share Alternative for the cancellation of all of the Scheme Shares held or owned by them (but for OMERS, only in respect of 319,313,360 IU Scheme Shares out of the 456,161,943 IU Scheme Shares held or owned by it and for Mr. Marsh, only in respect of 25,324,310 IU Scheme Shares out of the 32,074,310 IU Scheme Shares held or owned by him or his affiliates), (b) all other Scheme Shareholders elect the Cash Alternative for the cancellation of all of the Scheme Shares held or owned by them (and OMERS elects the Cash Alternative for the cancellation of 136,848,583 IU Scheme Shares out of the 456,161,943 IU Scheme Shares held or owned by it and Mr. Marsh elects the Cash Alternative for the cancellation of 6,750,000 IU Scheme Shares out of the 32,074,310 IU Scheme Shares held or owned by him or his affiliates), (c) all of the Option-holders exercise all of their Options and all such Option-holders become Scheme Shareholders on or before the Scheme Record Date, (d) no other additional Shares are issued before the Scheme Record Date, and (e) there is no other change

in the issued share capital of the Company before completion of the Proposal, the maximum amount of cash required for the Proposal (after taking into account the Option Offers and Award Proposal to be made) is approximately HK\$27,338,285,975.

As at the Latest Practicable Date, the Offeror is financing the entire cash amount required for the Proposal from the New Money Subscription Consideration from the New Money Consortium Members and the Offer Facility.

The Offeror entered into the Offer Facility Agreement on 4 December 2024. Pursuant to the Offer Facility Agreement, MUFG Bank, Ltd., Singapore Branch, Mizuho Bank, Ltd. and United Overseas Bank Limited have agreed to provide to the Offeror the Offer Facility, being a certain funds loan facility of up to US\$1.5 billion with a maturity period up to eighteen (18) months after the date of the first utilisation of the term loan facility established thereunder. The payment of interest on, repayment of or security for any liability, contingent or otherwise, is not intended to depend on, to any significant extent, the business of the Company.

Morgan Stanley, the co-lead financial adviser and sole structuring adviser to the Offeror in connection with the Proposal, is satisfied that sufficient financial resources are available to the Offeror for satisfying its obligations in respect of the full implementation of the Proposal in accordance with its terms.

9. REASONS FOR AND BENEFITS OF THE PROPOSAL

You are urged to read carefully the section headed “14. Reasons for and Benefits of the Proposal” in Part VII of this Scheme Document.

10. INFORMATION ON THE GROUP, THE OFFEROR AND THE CONSORTIUM

Your attention is drawn to the sections headed “15. Information on the Company and the Group” and “16. Information on the Offeror, the Consortium and the EquityCo Group” in Part VII of this Scheme Document. Your attention is also drawn to the “Financial Information of the Group” set out in Appendix I to this Scheme Document and the “Property Valuation Reports” set out in Appendix II to this Scheme Document.

11. THE OFFEROR’S INTENTIONS IN RELATION TO THE GROUP

Your attention is drawn to the section headed “11. The Offeror’s Intentions in relation to the Group” in Part VII of this Scheme Document.

The Board is pleased to note that as at the Latest Practicable Date:

- (a) the Offeror intends for the Group to maintain its existing core business following the implementation of the Proposal, and will continue to raise and deploy funds/establish new investment platforms from new and existing capital partners;
- (b) the Offeror intends to continue implementing the strategy approved by the current Board to reduce leverage, sell down and exit non-core assets, including the Group's non-strategic subscale platforms, reduce on-balance sheet exposure and consider other potential dispositions including non-controlled or minority-owned associates, the Group's holdings in real estate investment trusts and their managers and such other of the Group's assets based on demand/pricing and which may ultimately involve ceasing to operate in one or more jurisdictions, and expand new economy real asset sectors, including data centres, infrastructures and renewables;
- (c) the Offeror intends to continue to integrate the separate businesses and regions being operated by the Group and to finalise and implement the acquisition of minority interests held by founders or employees of certain businesses of the Company in Group Companies (including as disclosed by the Company in relation to the Korean and Australian founders) and satisfaction of their separate incentivisation arrangements through acquisitions of such interests which may be satisfied in cash, other forms of consideration and through potential new issuances of shares in EquityCo up to a cap of 3.7% (as described in the articles of association of EquityCo and in the section headed "4. Arrangements Material to the Proposal — The Shareholder Arrangements" above); and
- (d) the Offeror has no immediate plans to make any other material changes to the business and/or redeploy assets of the Group, or to make any significant changes to the employment of employees of the Group as a result of the implementation of the Proposal, although the Offeror is working with the Company to continue strengthening the existing management team.

12. WITHDRAWAL OF LISTING OF THE SHARES

Upon the Scheme becoming effective, all of the Scheme Shares will be cancelled (with the equivalent number of new Shares being issued as fully paid to the Offeror) and the share certificates in respect of the Scheme Shares will thereafter cease to have effect as documents or evidence of title.

The Company will make an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules, with effect immediately after the Effective Date.

The Scheme Shareholders will be notified by way of a public announcement of the exact dates of the last day of dealing in the Shares and on which the Scheme and the withdrawal of the listing of the Shares will become effective. A detailed timetable of the Scheme is included in Part III — Expected Timetable of this Scheme Document.

13. IF THE SCHEME IS NOT APPROVED OR THE PROPOSAL LAPSES

The Scheme will lapse if any of the Conditions has not been fulfilled or waived, as applicable, on or before the Conditions Long Stop Date. The listing of the Shares on the Stock Exchange will not be withdrawn if the Scheme does not become effective. The EIS may not be adopted if the Proposal is not approved or otherwise lapses.

If the Scheme is withdrawn or not approved or the Proposal otherwise lapses, no Scheme Shares will be cancelled or extinguished, the shareholding structure of the Company will not change as a result of the Proposal, and the Company will continue to have sufficient public float as required under Rule 8.08 of the Listing Rules.

If the Scheme is withdrawn or not approved or the Proposal otherwise lapses, there are restrictions under the Takeovers Code on making subsequent offers, to the effect that neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, within 12 months from the date on which the Scheme is not approved or the Proposal otherwise lapses, announce an offer or possible offer for the Company, except with the consent of the Executive.

14. OVERSEAS SCHEME SHAREHOLDERS, OPTION-HOLDERS AND AWARD-HOLDERS

If you are an overseas Scheme Shareholder, Option-holder or Award-holder, your attention is drawn to the section headed “21. Overseas Scheme Shareholders, Option-holders and Award-holders” in Part VII of this Scheme Document.

15. INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, which comprises Mr. Brett Harold Krause, Mr. Simon James McDonald, and Ms. Serene Siew Noi Nah, being all of the non-executive Directors who are not Offeror Concert Parties or who are not (or whose appointing Shareholders are not) IU Shareholders, has been established by the Board following the receipt of the NBO.

Mr. Perlman and Mr. Portes, who are also non-executive Directors of the Company, are Offeror Concert Parties and are considered to be interested in the Proposal and do not form part of the Independent Board Committee for the purpose of giving advice or recommendation to the Disinterested Shareholders, the Option-holders and the Award-holders (as the case may be). Mr. Hwee Chiang Lim was initially a member of the Independent Board Committee but has subsequently become an IU Shareholder and, as a result, is no longer a member of the Independent Board Committee. Since the Announcement Date, Mr. Lim has retired from the Board on 20 January 2025. Mr. Rajeev Veeravalli Kannan and Ms. Joanne Sarah McNamara were initially also members of the Independent Board Committee but their respective appointing Shareholders have subsequently become IU Shareholders and, as a result, Mr. Kannan and Ms. McNamara are no longer members of the Independent Board Committee.

Since its establishment, the Independent Board Committee has appointed Citi as the Company's financial adviser to review the NBO and consider other strategic alternatives available to the Company. The Independent Board Committee has also adopted a formal process for a transaction involving the Shares which includes a staged due diligence review by potential investors (including the Consortium) and the solicitations of improved offers from the Consortium, in each case with the ultimate objective of soliciting the best and final offer for the Proposal from the Consortium for Disinterested Shareholders to vote on. Since its initial indicative proposal on 13 May 2024, the Consortium has provided a further improved offer on 4 October 2024 and a further and final improved offer on 4 November 2024.

In accordance with the Takeovers Code, the Independent Board Committee will consider and make a recommendation in the Scheme Document: (a) to the Disinterested Shareholders as to whether the Proposal and the EIS are, or are not, fair and reasonable and as to voting in respect of the Scheme at the Court Meeting, and the Proposal and the EIS at the EGM; and (b) to the Option-holders and the Award-holders as to whether the terms of the Option Offers and the Award Proposal are, or are not, fair and reasonable and whether to accept the Option Offers.

The full text of the letter from the Independent Board Committee is set out in Part V of this Scheme Document.

16. INDEPENDENT FINANCIAL ADVISER

Anglo Chinese Corporate Finance, Limited, the Independent Financial Adviser, has been appointed with the approval of the Independent Board Committee to advise the Independent Board Committee in connection with the Proposal, the Scheme, the Option Offers, the Award Proposal and the EIS. The full text of the letter from the Independent Financial Adviser is set out in Part VI of this Scheme Document.

17. ACTIONS TO BE TAKEN

The actions which you are required to take in relation to the Proposal are set out under “Actions to be Taken” in Part II of this Scheme Document and the section headed “25. Actions to be Taken” in Part VII of this Scheme Document.

18. REGISTRATION AND PAYMENT

Your attention is drawn to the section headed “20. Registration and Payment” in Part VII of this Scheme Document.

19. TAXATION

Your attention is drawn to the section headed “22. Taxation” in Part VII of this Scheme Document.

20. COURT MEETING AND EGM

For the purpose of exercising your right to vote at the Court Meeting and/or the EGM, you are requested to read carefully (i) the section headed “24. Court Meeting and the EGM” in Part VII of this Scheme Document; (ii) Part II of this Scheme Document; and (iii) the notices of the Court Meeting and the EGM as set out in Appendix VII and Appendix VIII, respectively, of this Scheme Document.

21. RECOMMENDATION

Your attention is drawn to the recommendation of the Independent Financial Adviser to the Independent Board Committee, with respect to the Proposal, the Scheme, the Option Offers, the Award Proposal and the EIS as set out in the letter from the Independent Financial Adviser in Part VI of this Scheme Document.

Your attention is also drawn to the recommendation of the Independent Board Committee with respect to the Proposal, the Scheme, the Option Offers, the Award Proposal and the EIS, as set out in the letter from the Independent Board Committee in Part V of this Scheme Document.

22. FURTHER INFORMATION

You are urged to read carefully the following documents:

- (i) the letter from the Independent Board Committee as set out in Part V of this Scheme Document;
- (ii) the letter from the Independent Financial Adviser as set out in Part VI of this Scheme Document;
- (iii) the Explanatory Memorandum as set out in Part VII of this Scheme Document;
- (iv) the appendices to this Scheme Document, including the terms of the Scheme as set out in Appendix VI of this Scheme Document;
- (v) the notice of the Court Meeting as set out in Appendix VII of this Scheme Document; and
- (vi) the notice of the EGM as set out in Appendix VIII of this Scheme Document.

In addition, a **pink** form of proxy in respect of the Court Meeting and a **white** form of proxy in respect of the EGM, and the Election Form are enclosed with this Scheme Document.

The Option-holders are urged to read carefully the Option Offer Letter, which is sent separately to the Option-holders on the date of this Scheme Document substantially in the form set out in Appendix IX Form of Option Offer Letter to this Scheme Document, and the Form of Acceptance in respect of the Option Offer Letter.

The Award-holders are urged to read carefully the Award Proposal Letter, which is sent separately to the Award-holders on the date of this Scheme Document substantially in the form set out in Appendix X Form of Award Proposal Letter to this Scheme Document.

Yours faithfully,
By order of the Board
ESR Group Limited
Brett Harold Krause
Chairman

**ESR GROUP LIMITED***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 1821)**

22 May 2025

To the Disinterested Shareholders, Option-holders and Award-holders

Dear Sir/Madam,

- (1) PROPOSAL TO PRIVATISE THE COMPANY 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 THE COMPANY**

Reference is made to the announcement dated 4 December 2024 jointly issued by the Offeror and the Company in relation to the Proposal and the scheme document dated 22 May 2025 jointly issued by the Offeror and the Company in relation to the Proposal (the “**Scheme Document**”), the latter of which this letter forms part. Unless the context requires otherwise, capitalised terms used in this letter shall have the same meanings as those defined in the Scheme Document.

We have been appointed by the Board as the Independent Board Committee to make a recommendation (a) to the Disinterested Shareholders as to whether the terms of the Proposal, the Scheme and the EIS are, or are not, fair and reasonable and as to voting in respect of the Scheme at the Court Meeting, and the Proposal and the EIS at the EGM; and (b) to the Option-holders and Award-holders as to whether the terms of the Option Offers and the Award Proposal are, or are not, fair and reasonable and whether to accept the Option Offers. Details of the Proposal, the Scheme, the Option Offers, the Award Proposal and the EIS are set out in the letter from the Board and the Explanatory Memorandum as set out respectively in Part IV and Part VII of the Scheme Document.

Anglo Chinese Corporate Finance, Limited, the Independent Financial Adviser, has been appointed by the Company with our approval, to advise us on the Proposal, the Scheme, the Option Offers, the Award Proposal and the EIS. The details of its advice and the principal factors taken into consideration in arriving at its advice are set out in the letter from the Independent Financial Adviser as set out in Part VI of the Scheme Document.

In the letter from the Independent Financial Adviser as set out in Part VI of the Scheme Document, the Independent Financial Adviser states that it considers the terms of the Proposal, the Scheme and the EIS are fair and reasonable as far as the Disinterested Shareholders are concerned, the terms of the Option Offers are fair and reasonable as far as the Option-holders are concerned, and the terms of the Award Proposal are fair and reasonable as far as the Award-holders are concerned, and advises the Independent Board Committee (a) to recommend the Disinterested Shareholders to vote in favour of the relevant resolutions to be proposed at the Court Meeting and the EGM to approve and implement the Proposal, the Scheme and the EIS; and (b) to recommend the Option-holders to accept the Option Offers.

The Independent Board Committee, having considered the terms of the Proposal, the Scheme, the Option Offers, the Award Proposal and the EIS, and having taken into account the advice of the Independent Financial Adviser, and in particular the factors, reasons and recommendations set out in its letter, considers that the terms of the Proposal, the Scheme and the EIS are fair and reasonable as far as the Disinterested Shareholders are concerned, that the terms of the Option Offers are fair and reasonable as far as the Option-holders are concerned, and the terms of the Award Proposal are fair and reasonable as far as the Award-holders are concerned.

Accordingly, the Independent Board Committee recommends:

- (1) at the Court Meeting, the Disinterested Shareholders to vote in favour of the resolution to approve the Scheme;
- (2) at the EGM, the Shareholders to vote in favour of the special resolution to approve and give effect to any reduction of the issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares, and to apply the reserve created by the cancellation of the Scheme Shares to contemporaneously maintain the issued share capital of the Company at the amount immediately prior to the cancellation and extinguishment of the Scheme Shares by the allotment and issue to the Offeror of such number of new Shares (credited as fully paid at par) as is equal to the number of the Scheme Shares cancelled;
- (3) at the EGM, the Disinterested Shareholders to vote in favour of the ordinary resolution to approve the EIS;

PART V LETTER FROM THE INDEPENDENT BOARD COMMITTEE

- (4) the Disinterested Shareholders who wish to realise their investment at a premium to the prevailing market price, especially those who find it difficult to realise their entire investment under the usual trading liquidity of the Shares, to elect for the Cash Alternative; and
- (5) the Option-holders to accept the Option Offers.

The Independent Board Committee draws the attention of the Disinterested Shareholders, the Option-holders and the Award-holders to (i) the letter from the Board as set out in Part IV of the Scheme Document; (ii) the letter from the Independent Financial Adviser, which sets out the principal factors taken into consideration in arriving at its advice to the Independent Board Committee, as set out in Part VI of the Scheme Document; and (iii) the Explanatory Memorandum as set out in Part VII of the Scheme Document.

Yours faithfully,
Independent Board Committee

Mr. Brett Harold Krause
*Chairman and Independent
Non-Executive Director*

Mr. Simon James McDonald
*Independent Non-Executive
Director*

Ms. Serene Siew Noi Nah
*Independent Non-Executive
Director*

PART VI LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Set out below is the letter of advice from the Independent Financial Adviser to the Independent Board Committee regarding the Proposal, the Scheme, the Option Offers, the Award Proposal and the EIS prepared for the purpose of incorporation in this Scheme Document.

ANGLO CHINESE
CORPORATE FINANCE, LIMITED
www.anglochineseigroup.com

財務顧問有限公司
英高

22 May, 2025

To: the Independent Board Committee

Dear Sirs,

- (1) PROPOSAL TO PRIVATISE THE COMPANY 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 THE COMPANY**

I. INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee in relation to the Proposal, the Scheme, the Option Offers and the Award Proposal, and such appointment has been approved by the Independent Board Committee in accordance with Rule 2.1 of the Takeovers Code. The terms defined in the Scheme Document of the Company dated 22 May 2025, of which this letter forms part, shall have the same meanings in this letter, unless the context otherwise requires.

The Independent Board Committee, which comprises Mr. Brett Harold Krause, Mr. Simon James McDonald, and Ms. Serene Siew Noi Nah, being all of the non-executive Directors who are not interested in the Proposal, has been formed to advise (i) the Disinterested Shareholders as to (a) whether the Proposal and the EIS are, or are not, fair and reasonable and as to voting in respect of the Scheme at the Court Meeting, and the Proposal and the EIS at the EGM; and (b) whether to accept the Cash Alternative and/or Share Alternative; and (ii) the Option-holders and the Award-holders as to whether the Option Offers and the Award Proposal are, or are not, fair and

reasonable and whether to accept the Option Offers. Among the non-executive Directors, Mr. Perlman, Mr. Portes, Mr. Rajeev Veeravalli Kannan and Ms. Joanne Sarah McNamara are not considered to be independent for the purpose of making a recommendation to the Disinterested Shareholders, the Option-holders and the Award-holders since (i) Mr. Perlman and Mr. Portes are Offeror Concert Parties; and (ii) the respective appointing shareholders of Mr. Rajeev Veeravalli Kannan and Ms. Joanne Sarah McNamara, who were initially members of the Independent Board Committee, have subsequently become IU Shareholders. Mr. Hwee Chiang Lim, who was initially a member of the Independent Board Committee, has subsequently become an IU Shareholder and has retired from the Board on 20 January 2025. We have been appointed to advise the Independent Board Committee in these regards.

We are not associated with the Company, the Offeror or their respective substantial shareholders or any party acting, or presumed to be acting, in concert with any of them and, accordingly, are considered eligible to give independent advice on the Proposal, the Scheme, the Option Offers, the Award Proposal and the EIS. Apart from normal professional fees paid or payable to us in connection with this appointment, no arrangement exists whereby we will receive any fees or benefits from the Company, the Offeror, their respective substantial shareholders or any party acting, or presumed to be acting, in concert with any of them.

In formulating our opinion and recommendations, we have reviewed, amongst other things, (i) published information on the Group, including its audited annual financial statements for the latest three financial years, the last of which ended on 31 December 2024, (ii) the consolidated management accounts of the Group for the two months ended 28 February 2025; (iii) the cashflow projections of the Group for the 16 months from 1 March 2025 to 30 June 2026; (iv) the information in the Scheme Document; (v) the past performance of the Shares; and (vi) the independent property valuation reports of the property interests held by the Group as set out in Appendix II to the Scheme Document. We have assumed that the information, facts, representations and opinions were true at the date of the Scheme Document. We consider the information we have reviewed is sufficient to reach the conclusions set out in this letter and have no reason to doubt the truth, accuracy or completeness of the information provided to us by the Company, and have been advised by the Directors that, to the best of their knowledge, no material information has been omitted or withheld from the information supplied to us or the information relating to the Company referred to in the Scheme Document. We have not, however, carried out any independent verification of the information provided to us by the Company, nor have we conducted any form of in-depth investigation into the business and affairs or the prospects of the Group. The Directors will notify the Disinterested Shareholders, the Option-holders and the Award-holders of any material changes to information contained or referred to in the Scheme Document as soon as possible in accordance with Rule 9.1 of the Takeovers Code. Shareholders will also be informed of our opinion in relation to such changes, if any, as soon as practicable.

PART VI LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

We have not considered the tax and regulatory implications as regards the Proposal, the Scheme, the Option Offers, the Award Proposal and the EIS since these depend on individual circumstances. In particular, the Disinterested Shareholders, the Option-holders and the Award-holders who are overseas residents or subject to overseas taxation or Hong Kong taxation on securities dealings should consider their own tax positions and, if in any doubt, should consult their own professional advisers.

Apart from normal professional fees for our services to the Company in connection with the engagement described above, no arrangement exists whereby we will receive any fees or benefits from the Company, its subsidiaries, directors, chief executive, substantial shareholders or any associates of any of them. As at the Latest Practicable Date, we did not have any relationship with, or interest in, the Company, the Offeror, or any other parties that could reasonably be regarded as relevant to our independence. In the two years prior to the Latest Practicable Date, we have not previously acted as the independent financial adviser to the Company's other transactions. We therefore consider ourselves suitable to give independent advice to the Independent Board Committee in respect of the Proposal pursuant to Rule 2.1 of the Takeovers Code and Rule 13.84 of the Listing Rules.

II. PRINCIPAL TERMS OF THE PROPOSAL, THE SCHEME, THE OPTION OFFERS, THE AWARD PROPOSAL AND THE EIS

The principal terms of the Proposal, the Scheme, the Option Offers, the Award Proposal and the EIS are summarised below. The Disinterested Shareholders, the Option-holders and the Award-holders are urged to read the relevant sections in the Scheme Document and its appendices in full.

The Proposal

The Proposal will be implemented by way of the Scheme. The Scheme will provide that, if it becomes effective, the Scheme Shares will be cancelled in exchange for either:

- (a) **the Cash Alternative:** Cancellation Price of HK\$13.00 for every Scheme Share held; or
- (b) **the Share Alternative:** one EquityCo Share for every Scheme Share held.

As set out in the Letter from the Board, the Cancellation Price under the Cash Alternative has been determined on a commercial basis after taking into account, among other things, the recent and historic prices of the Shares traded on the Stock Exchange, the consortium's review and

assessment of the Company's historical performance, expected future business performance, and impact of the macro-economic factors on the Company's business, and with reference to other privatisation transactions in Hong Kong in recent years.

The Scheme Shareholders may elect the Cash Alternative or the Share Alternative or a combination of both the Cash Alternative and the Share Alternative in a proportion of their choosing as the form of Cancellation Consideration in respect of their entire holdings of Scheme Shares held as at the Effective Date. Scheme Shareholders who do not make any election or whose elections are invalid will receive the Cash Alternative. **The Offeror will not increase the Cancellation Consideration, the Option Offer Price or the Award Proposal Price and does not reserve the right to do so.**

With regards to the Share Alternative, as stated in the Letter from the Board, the Company will be wholly-owned directly by the Offeror and indirectly by EquityCo following the Effective Date on the assumption that there is no other change in shareholding in the Company before completion of the Proposal, and the value of the EquityCo Shares will primarily be determined by the value of the Company. The value of the EquityCo Shares will also be affected by the external debt financing to be incurred by the Offeror (including the Offer Facility). Please refer to the Appendix V to the Scheme Document for the detailed information on the estimate of value of the EquityCo Shares.

Disinterested Shareholders should be aware of the risk factors of holding EquityCo Shares as stated in the Letter from the Board and the Explanatory Memorandum. In particular, EquityCo Shares are unlisted and holders of EquityCo Shares will be subject to various restriction, including on transfers of EquityCo Shares and only EquityCo Shareholders whose actual shareholding in EquityCo is more than 1% will have pre-emption rights. **You are urged to read the entire section headed "4. ARRANGEMENTS MATERIAL TO THE PROPOSAL — The Shareholder Arrangements" of the Letter from the Board, and the memorandum and articles of association of EquityCo, a copy of which is available for inspection as a document on display and also from ConsortiumProposalAnnouncements.com.**

The Option Offers

As at the Latest Practicable Date, the Company has outstanding share options in issue under three different employee incentive plans, including 7,799,856 outstanding Tier 1 Options, 8,317,641 outstanding KM Options and 16,652,400 outstanding Post-IPO Share Options.

Under the Option Offers, the Offeror is offering Option-holders the "see-through" Option Offer Price (being the Cancellation Price minus the relevant exercise price of the outstanding Option) for the cancellation of every Option. Where the exercise price of the relevant Option

exceeds the Cancellation Price, the “see-through” Option Offer Price is zero and a cash offer of a nominal amount of HK\$0.0001 per Option is made by the Offeror for the cancellation of each outstanding Option held.

Further information on the Option Offers is set out in section headed “2. TERMS OF THE PROPOSAL — The Option Offers” of the Letter from the Board, the section headed “3. TERMS OF THE PROPOSAL — The Option Offers” of the Explanatory Memorandum and the Form of Option Offer Letter in Appendix IX to the Scheme Document.

The Award Proposal

As at the Latest Practicable Date, the Company had 13,441,140 outstanding Awards in issue, consisting of 7,707,982 outstanding performance share units granted under the Long Term Incentive Scheme and 5,733,158 outstanding restricted share units granted under the Long Term Incentive Scheme. Each performance share unit and restricted share unit represents a contingent right to receive a Share or a cash payment subject to certain terms and conditions set out in the Long Term Incentive Scheme and the relevant grant letter. The Company has undertaken in the Implementation Agreement that it will not grant any further Awards between the Announcement Date and the Effective Date, other than the 8,724,054 new Awards granted on 23 January 2025 with respect to which the Offeror had provided its consent in the Implementation Agreement for the purposes of Rule 4 of the Takeovers Code.

Further information on the Award Proposal is set out in section headed “2. TERMS OF THE PROPOSAL — The Award Proposal” of the Letter from the Board, the section headed “3. TERMS OF THE PROPOSAL — The Award Proposal” of the Explanatory Memorandum and the Form of Award Proposal Letter in Appendix X to the Scheme Document.

Conditions to the Proposal and the Scheme

The implementation of the Proposal is, and the Scheme will become effective and binding on the Company and all Scheme Shareholders, subject to the satisfaction or a valid waiver (as applicable) of all the Conditions by the Conditions Long Stop Date, which are set out in the section headed “2. TERMS OF THE PROPOSAL — Conditions to the Proposal and the Scheme” of the Letter from the Board. Among the Conditions, Conditions (a) to (d) cannot be waived. Subject to the requirements of the Executive, the Offeror reserves the right (but is in no way obliged) to waive Conditions (e) to (g) in whole or in part, either generally or in respect of any particular matter.

PART VI LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror may only invoke any or all of the Conditions as a basis for not proceeding with the Scheme if the circumstances which give rise to a right to invoke any such Condition are of material significance to the Offeror in the context of the Proposal. The Company has no right to waive any of the Conditions.

As at the Latest Practicable Date and based on the information available to the Offeror and the Company, other than those specifically set out as the Pre-Conditions (which were satisfied on 15 May 2025) and Conditions (a) to (d) (inclusive) and the application for the withdrawal of the listing of the Shares on the Stock Exchange upon the Scheme becoming effective, each of the Offeror and the Company is not aware of any other circumstances which may result in any of the Conditions (e) to (g) (inclusive) not being satisfied. In particular, as at the Latest Practicable Date, the Company is not aware of any Authority in any jurisdiction having taken or instituted any action, proceeding, suit, investigation or enquiry as set out in the Condition (f) (as detailed in the Letter from the Board).

As at the Latest Practicable Date, none of the Conditions have been satisfied or waived (as applicable). As there are still Conditions unfulfilled or waived, those Disinterested Shareholders who are risk averse may consider selling in the market.

If approved, the Scheme will be binding on all of the Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the EGM.

The Option Offers are conditional upon the Scheme becoming effective. The Option Offers will become unconditional immediately upon the Scheme becoming effective and prior to the listing of the Shares being withdrawn from the Stock Exchange.

The Award Proposal is conditional upon the Scheme becoming effective. The Award Proposal will become unconditional immediately upon the Scheme becoming effective and prior to the listing of the Shares being withdrawn from the Stock Exchange.

Implementation Agreement

The Company has provided the Implementation Agreement in favour of the Offeror, pursuant to which the Company irrevocably undertook to the Offeror to put forward the Scheme to the Scheme Shareholders and to implement the Proposal on the terms and subject to the Pre-Conditions and Conditions and to give effect to the matters specified in the Announcement, the Scheme Document and any order of the Court.

The Implementation Agreement will terminate on the earliest of any of the Conditions not being satisfied or waived by the Conditions Long Stop Date, the Scheme not being approved at the Court Meeting or the Scheme not being sanctioned by the Court.

Please refer to the section headed “3. IMPLEMENTATION AGREEMENT” of the Letter from the Board for details.

The Exclusivity and Standstill Arrangements

On 4 October 2024, the Consortium Members entered into the exclusivity and standstill agreement for the purposes of, among other things, recording the formation of the Consortium, and setting out the basis upon which the Consortium Members have agreed to pursue and implement the Proposal exclusively and in co-operation with each other, as well as certain dealing restrictions of the Consortium Members in relation to interests in the Company, in order to preserve the overall interests of the Consortium in pursuing the Proposal.

The exclusivity and standstill agreement will be terminated if, among others, the Conditions are not satisfied or waived in accordance with their terms or the Proposal otherwise lapses, or the parties thereto mutually agreeing to terminate their participation in the Proposal.

The Subscription and Rollover Arrangement

On 4 December 2024, the Offeror, HoldCo, MidCo, EquityCo, and each Consortium Member entered into a subscription and rollover arrangement, pursuant to which the parties agreed to conduct and implement the Proposal and to implement the Subscription and Rollover Arrangement, including to exercise (or procure the exercise of) all voting rights attached to the Shares held by each Consortium Member at the Court Meeting and the EGM (to the extent permitted under the Applicable Laws) in favour of all resolutions to implement the Proposal and any matters in connection with the Proposal.

Please refer to the section headed “4. ARRANGEMENTS MATERIAL TO THE PROPOSAL — The Subscription and Rollover Arrangement” of the Letter from the Board for details.

The Shareholder Arrangements

In connection with the Subscription and Rollover Arrangement, EquityCo and the Consortium Members will, prior to or upon completion of the Proposal, enter into an agreement reflecting the Shareholder Arrangements in respect of the future governance of EquityCo, which shall indirectly hold 100% of the Company.

Please refer to the section headed “4. ARRANGEMENTS MATERIAL TO THE PROPOSAL — The Shareholder Arrangements” of the Letter from the Board for details. Key provisions of the Shareholder Arrangements will also be reflected in the memorandum and articles of association of EquityCo (a copy of which is available from ConsortiumProposalAnnouncements.com).

The Shen Options

Upon completion of the Scheme, EquityCo will grant Mr. Shen the Shen Options to acquire, at an exercise price equal to the Cancellation Price per EquityCo Share, 42,454,283 EquityCo Shares.

The grant of the Shen Options and the undertaking given by Mr. Shen help to support the Consortium’s expectation that Mr. Shen, as an executive Director, Co-CEO and/or other senior management role, will, together with Mr. Gibson, continue to lead the business of the EquityCo Group and help drive its growth in the next phase of its development as a private company. The grant of the Shen Options is also to compensate Mr. Shen for settling his existing financial arrangements which are affected by the Proposal.

Please refer to the section headed “4. ARRANGEMENTS MATERIAL TO THE PROPOSAL — The Shen Options” of the Letter from the Board for details.

The Irrevocable Undertakings and Letters of Support

On 4 December 2024, the Offeror received an Irrevocable Undertaking from each of OMERS, Mr. Lim, Straits, APG and SMBC, and on 15 May 2025, the Offeror received an Irrevocable Undertaking from Mr. Marsh, pursuant to which each of the IU Shareholders has undertaken, among other things:

- (a) to exercise (or procure the exercise of) all voting rights attached to the IU Scheme Shares held or owned by it/him to vote:
 - (i) in favour of the Scheme at the Court Meeting;
 - (ii) in favour of the resolutions at the EGM to give effect to the Scheme; and
 - (iii) in favour of any resolutions at the Court Meeting, the EGM and any general, class or other meeting of the Shareholders in such a way which will facilitate or assist the implementation of the Proposal and the Scheme; and

- (b) that it/he shall not, and/or (as applicable) shall procure that none of its/his affiliates shall, on or before the Effective Date and other than in connection with the Scheme or pursuant to election of the form of Cancellation Consideration, directly or indirectly, sell, transfer, create any encumbrance over or otherwise dispose of all or any of the IU Scheme Shares held or owned by it/him which are the subject of its/his respective Irrevocable Undertaking.

Each of Mr. Lim, Straits and APG has undertaken to elect the Cash Alternative only as the form of Cancellation Consideration for the cancellation of all of the IU Scheme Shares held or owned by it/him. SMBC has undertaken to elect the Share Alternative only as the form of Cancellation Consideration for the cancellation of all of the IU Scheme Shares held or owned by it. OMERS has undertaken to elect a combination of the Cash Alternative and Share Alternative for the cancellation of all of the IU Scheme Shares held or owned by it and will elect the Share Alternative for 319,313,360 IU Scheme Shares out of the 456,161,943 IU Scheme Shares held or owned by it (representing 70.00% of all of the IU Scheme Shares held or owned by OMERS as at the Latest Practicable Date). Mr. Marsh has undertaken to elect a combination of the Cash Alternative and Share Alternative for the cancellation of all of the IU Scheme Shares held or owned by him and his affiliates, and will elect the Share Alternative for 25,324,310 IU Scheme Shares out of the 32,074,310 IU Scheme Shares held or owned by it/him (representing approximately 78.96% of all of the IU Scheme Shares held or owned by Mr. Marsh and his affiliates as at the Latest Practicable Date).

The 1,339,367,713 IU Scheme Shares held by the IU Shareholders which are the subject of the Irrevocable Undertakings represent approximately 31.54% of the total issued share capital of the Company and approximately 52.47% of the Scheme Shares held by the Disinterested Shareholders as at the Latest Practicable Date.

On 7 March 2025, the Offeror received the Letters of Support from each of SK and MY.Alpha, pursuant to which each of SK and MY.Alpha confirmed its non-binding intention to vote in favour of all resolutions which are necessary to implement the Proposal to be proposed at shareholders' meeting(s) of the Company. This brings the total level of support from Disinterested Shareholders to approximately 56.54% as at the Latest Practicable Date, including approximately 52.47% from the IU Shareholders who have each given a binding Irrevocable Undertaking and approximately 4.06% from the aforementioned two Shareholders who have each given a non-binding Letter of Support.

Please refer to the section headed "6. IRREVOCABLE UNDERTAKINGS AND LETTERS OF SUPPORT" in the Letter from the Board for details.

Special Deal relating to the EIS

As set out in the section headed “12. SPECIAL DEAL RELATING TO THE EIS” in the Explanatory Memorandum, following the Scheme becoming effective, EquityCo intends to adopt the EIS, typical of private equity owned businesses, to retain top talent and align the interests of senior management with the overall success of the Group by giving them economic exposure to the performance of the Group. The EIS (which excludes the Shen Options) shall have a pool size of initially, up to 4% of the economic interest in the EquityCo Group (subject to increase if approved as a Special Board Matter). Any grants to be made to EIS Participants under the EIS will be conducted in compliance with the constitutional documents of the EquityCo Group and all applicable regulatory requirements.

As at the Latest Practicable Date, we note that (i) the structure of the EIS is still being discussed and it is likely to comprise different tranches with different characteristics and subject to different criteria and may involve the issuance of a separate class of shares in EquityCo; (ii) up to all of the EIS may be issued on a zero strike price basis; (iii) it is anticipated that some or all grants under the EIS will be subject to individual performance-related criteria, vesting conditions and good and bad leaver provisions, and may not result in EIS Participants holding EquityCo Shares until there is a future liquidity event for the institutional shareholders of the Company; (iv) the EIS may not be adopted if the Scheme does not become effective; (v) the Scheme is not conditional on the approval of the EIS; and (vi) the Potential EIS Participants have extensive operational expertise and in-depth understanding of the Group’s business and industry.

As the EIS will be available only to some or all of the Potential EIS Participants (as well as other current or future members of management, consultants, directors or advisers to the Group) and will not be offered to all Scheme Shareholders, the EIS constitutes a special deal under Rule 25 of the Takeovers Code and requires the consent of the Executive under Note 3 to Rule 25 of the Takeovers Code. The Offeror has therefore made an application to the Executive for its consent to the EIS as a special deal under Rule 25 of the Takeovers Code, conditional on (i) the Independent Financial Adviser publicly stating that in its opinion that the proposed terms of the EIS are fair and reasonable; and (ii) the passing of an ordinary resolution of the Shareholders at the EGM to approve the terms of the EIS, provided that only the votes of Disinterested Shareholders are taken into account in relation to such resolution and further provided that the votes of Shareholders who are not Disinterested Shareholders that are voted either in person or by proxy at the EGM in relation to the EIS will not be taken into account. Each of the Offeror and the Offeror Concert Parties will abstain from voting on the aforementioned ordinary resolution. For the purposes of the aforementioned ordinary resolution, all of the Potential EIS Participants (other than Mr. Shen and Mr. Gibson) will be deemed to be Disinterested Shareholders as they may ultimately not benefit from an allocation under the EIS.

We are of the view that the proposed EIS is a conventional incentive arrangement, particularly for companies such as the Company that has the features of (i) transitioning from public to private ownership; (ii) with the sizeable scale; and (iii) with ownership structure controlled by institutional investors.

Given the Group's position as Asia-Pacific's leading real asset manager and one of the largest listed real estate investment managers globally, we concur that the rationale of the EIS that retaining top talent and aligning the interest of senior management are critical to sustaining long-term growth of the EquityCo Group after privatisation.

Furthermore, we consider the 4% equity pool is fair and reasonable given it is substantially smaller than the scheme mandate limit of 10% under the Listing Rules, and it is governed by constitutional documents of the EquityCo Group and all applicable regulatory requirements, as for other EquityCo Shares to be issued under the Share Alternative.

Given that certain grants will be subject to individual performance-related criteria, vesting conditions and other provisions, we consider it to be a mechanism to safeguard the risk and rewards associated with the equity shareholding.

Given the above and taking into account that (i) the nature of EIS is considered to be a usual scheme for companies like EquityCo; (ii) the rationale of the EIS is commercially justified; (iii) the size of the pool is substantially smaller than the maximum typically permitted under the Listing Rules; (iv) the Board retains appropriate discretion over allocations and adjustments; and (v) the proposed terms, including the good/bad leaver provisions and vesting conditions are customary for similar schemes in private equity transactions, we are of the view that the proposed terms of the EIS are fair and reasonable so far as the Disinterested Shareholders are concerned. Our assessment is based on the current proposed terms, which are preliminary and are subject to potential alterations upon the formal agreement by the EquityCo.

III. INFORMATION ON THE GROUP, THE OFFEROR, THE CONSORTIUM AND THE EQUITYCO GROUP

Information on the Group

(i) Principal activities of the Group

The Group is Asia-Pacific's leading new economy real asset manager and one of the largest listed real estate investment managers globally. Its fully integrated fund management and development platform extends across Australia and New Zealand, Japan, South Korea, Greater China, Southeast Asia, and India, and includes a presence in Europe.

PART VI LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As at 31 December 2024, the Group managed approximately US\$71.4 billion in total fee-related assets under management, among which approximately 58% are related to the new economy. The assets under management is geographically diversified with 20% in India and Southeast Asia, 19% in Australia and New Zealand, 17% in Japan and South Korea, as well as Europe and United Kingdom, 14% in Mainland China, 10% in Hong Kong and 3% in Pan-Asia Pacific.

(ii) *Financial performance of the Group*

The table below sets out a summary of the audited consolidated financial results of the Group for each of the three years ended 31 December 2022 (“FY2022”), 31 December 2023 (“FY2023”) and 31 December 2024 (“FY2024”), as extracted from the Company’s financial reports for the corresponding financial periods:

**Table 1 — Summary of the financial results of the Group
for FY2022, FY2023 and FY2024**

<i>(US\$'000)</i>	FY2022 <i>Audited</i>	FY2023 <i>Audited</i>	FY2024 <i>Audited</i>
Revenue			
— Investment	97,123	78,329	75,415
— Fund management	713,297	736,747	497,812
— New economy development	10,734	56,250	65,760
Total revenue	821,154	871,326	638,987
Cost of sales	(29,228)	(59,796)	(79,700)
Gross Profit	791,926	811,530	559,287
Profit/(Loss) for the year	631,109	268,056	(726,310)
Profit/(Loss) attributable to			
— Owners of the Company	574,145	230,849	(699,810)
— Non-controlling interests	56,964	37,207	(26,500)
Earnings/(Loss) per Share attributable to ordinary equity holders of the Company			
— Basic (US\$)	0.13	0.05	(0.17)
— Diluted (US\$)	0.13	0.05	(0.17)

Sources: Annual reports of the Company for the relevant years

FY2024 compared to FY2023

Revenue of the Group decreased by approximately 26.7% from approximately US\$871.3 million in FY2023 to approximately US\$639.0 million in FY2024, primarily attributable to a decrease of approximately 32.4% in management fee from approximately US\$736.7 million in FY2023 to approximately US\$497.8 million in FY2024. The reduction in management fee was mainly due to a decline in promote fees where US\$182.3 million of promote fees were recorded in FY2023. Promote fees are recognised upon the recapitalisation or realisation of the Group's managed funds and are based on the funds' historic performance. As such, the Group's promote fee income varies with the life cycles of the managed funds and the real estate cycle. In addition, the pace of transaction activity across the Group slowed significantly in FY2024, leading to a decrease in transaction-based fees.

Gross profit of the Group decreased by approximately 31.1% from approximately US\$811.5 million in FY2023 to approximately US\$559.3 million in FY2024. The decrease in gross profit was mainly due to (i) the decrease in revenue as mentioned above; and (ii) the increase in cost of sales from approximately US\$59.8 million in FY2023 to approximately US\$79.7 million in FY2024, primarily attributable to increase in construction development costs from approximately US\$36.6 million in FY2023 to approximately US\$56.5 million in FY2024.

Net loss of the Group amounted to approximately US\$726.3 million in FY2024, compared to a net profit of approximately US\$268.1 million in FY2023. The decrease in net profit was primarily attributable to (i) the negative fair value movement in investment properties under construction from fair value gains of approximately US\$189.5 million in FY2023 to fair value losses of approximately US\$4.4 million in FY2024; (ii) the increase in fair value losses on completed investment properties from approximately US\$1.8 million in FY2023 to approximately US\$307.7 million in FY2024; (iii) the increase in administrative expenses from approximately US\$460.5 million in FY2023 to approximately US\$696.7 million in FY2024, mainly due to the US\$97.4 million impairment of the non-core divestment of ARA US Hospitality Trust and approximately US\$147.7 million impairment of the Group's investment in Crowmwell Property Group; and (iv) the decline in promote fees and transaction-based fees in FY2024 as the Group continues to operate in a volatile and uncertain environment.

FY2023 compared to FY2022

Revenue of the Group increased by approximately 6.1% from approximately US\$821.2 million in FY2022 to approximately US\$871.3 million in FY2023, primarily attributable to (i) approximately 3.3% increase in management fee from approximately US\$713.3 million in FY2022 to approximately US\$736.7 million in FY2023; and (ii) the increase in construction revenue (new economy development) from approximately US\$10.7 million in FY2022 to approximately US\$56.3 million in FY2023, contributed by new projects in Australia.

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Gross profit of the Group increased by approximately 2.5% from approximately US\$791.9 million in FY2022 to approximately US\$811.5 million in FY2023. The increase in gross profit was mainly due to the increase in revenue, partly offset by the increase in cost of sales from approximately US\$29.2 million in FY2022 to approximately US\$59.8 million in FY2023.

Net profit of the Group decreased by approximately 57.5% from approximately US\$631.1 million in FY2022 to approximately US\$268.1 million in FY2023. The decrease in net profit was mainly due to (i) the increase in finance costs from approximately US\$222.4 million in FY2022 to approximately US\$312.9 million in FY2023; and (ii) lower fair value gains and absence of one-off disposal gains recognised in FY2022, which was mainly attributable to lower divestment gains of subsidiaries and assets from the Group's managed funds in Australia and China.

(iii) Financial positions of the Group

The table below sets out a summary of the audited consolidated financial positions of the Group as at 31 December 2022, 31 December 2023 and 31 December 2024, as extracted from the Company's financial reports for the corresponding financial periods:

Table 2 — Summary of the financial positions of the Group

<i>(US\$'000)</i>	As at 31 December		
	2022	2023	2024
	<i>Audited</i>	<i>Audited</i>	<i>Audited</i>
Non-current assets	13,189,083	13,740,620	12,242,094
— Investments in joint ventures and associates	2,955,816	3,381,555	3,080,997
— Financial assets at fair value through profit or loss	752,851	802,820	783,614
— Financial assets at fair value through other comprehensive income	976,395	1,050,442	901,785
— Investment properties	3,322,232	3,201,372	2,346,059
— Goodwill	3,455,498	3,469,442	3,350,314
Current assets	3,010,291	2,450,455	2,580,870
— Cash and bank balances	1,806,915	1,001,568	913,979
Total assets	16,199,374	16,191,075	14,822,964

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<i>(US\$'000)</i>	As at 31 December		
	2022	2023	2024
	<i>Audited</i>	<i>Audited</i>	<i>Audited</i>
Non-current liabilities	5,979,343	5,832,095	6,057,049
— Bank and other borrowings	5,206,178	5,079,669	5,522,113
Current liabilities	1,079,717	1,630,226	1,314,275
— Bank and other borrowings	290,452	899,884	626,209
— Trade payables, accruals and other payables	403,492	360,709	327,862
Total liabilities	7,059,060	7,462,321	7,371,324
Net assets	9,140,314	8,728,754	7,451,640
Gearing ratio	22.8%	30.7%	35.3%

Total assets

The total assets of the Group decreased from approximately US\$16.2 billion as at 31 December 2023 to approximately US\$14.8 billion as at 31 December 2024, primarily attributable to the decreases in (i) investment properties of approximately 26.7% from approximately US\$3.2 billion as at 31 December 2023 to approximately US\$2.3 billion as at 31 December 2024; (ii) investments in joint ventures and associates of approximately 8.9% from approximately US\$3.4 billion as at 31 December 2023 to approximately US\$3.1 billion as at 31 December 2024; and (iii) cash and bank balances of approximately 8.7% from approximately US\$1.0 billion as at 31 December 2023 to approximately US\$0.9 billion as at 31 December 2024.

Total liabilities

The total liabilities of the Group decreased from approximately US\$7.5 billion as at 31 December 2023 to approximately US\$7.4 billion as at 31 December 2024, primarily attributable to the decrease in trade payables, accruals and other payables, from approximately US\$0.4 billion as at 31 December 2023 to approximately US\$0.3 billion as at 31 December 2024, and partially offset by the increase in total bank and other borrowings from US\$6.0 billion as at 31 December 2023 to US\$6.1 billion as at 31 December 2024, which was mainly due to the delay in receipt of net proceeds from capital recycling transactions.

Gearing ratio

The gearing ratio of the Group (calculated by dividing net debt derived from bank and other borrowings minus cash and bank balances by total assets) increased from approximately 30.7% as at 31 December 2023 to approximately 35.3% as at 31 December 2024, primarily attributable to (i) the decrease in cash and bank balances of the Group from approximately US\$1.0 billion as at 31 December 2023 to approximately US\$0.9 billion as at 31 December 2024; and (ii) the increase in total bank and other borrowings from approximately US\$6.0 billion as at 31 December 2023 to approximately US\$6.1 billion as at 31 December 2024. The increase in total bank and other borrowings are largely attributable to delay in receipt of net proceeds from capital recycling transactions.

Valuation of the property interests and the Reassessed NAV*(i) Valuation of the property interests*

The property valuation reports in relation to the valuations of the Group's property interests as at 28 February 2025 are set out in Appendix II to the Scheme Document, which were conducted by the following valuers (the “**Valuers**”).

Table 3 — List of the Valuers

Location of the property(ies)	Valuer(s)
Australia	CBRE Valuations Pty Limited and Cushman & Wakefield (Valuations) Pty Ltd
Hong Kong	Cushman & Wakefield Limited
India	CBRE South Asia Private Limited
Japan	Cushman & Wakefield Limited
The PRC	Colliers Appraisal and Advisory Services Co., Ltd. and Cushman & Wakefield Limited

We have conducted an interview with each of the Valuers to enquire its experience and qualification in valuing similar property interests in Australia, Hong Kong, India, Japan and/or the PRC, as well as their independence. We have also reviewed the terms of engagement of the Valuers, including their scope of work.

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We are satisfied that the terms, including the scope of work, of engagement between the Group and the Valuers are appropriate. We have discussed with the Valuers the methodologies and assumptions used in arriving at the market values of the property interests being valued. Details in respect of the valuation methodologies adopted by the Valuers are set out in the property valuation reports. We also note that the Valuers carried out site inspections of Australia properties in February 2025, Hong Kong property in March 2025, India properties in March 2025 and April 2025, Japan properties in April 2025, and the PRC properties in November 2024, December 2024, February 2025, March 2025 and April 2025.

Details of the property valuations in the property valuation reports are summarised below:

Table 4 — Summary of property valuations in the property valuation reports

Type of property interests ⁽¹⁾	Valuation methodology used	Attributable market value as at 28 February 2025	
In Australia		(AUD million)	(US\$ million) ⁽²⁾⁽³⁾
Properties held by the Group for future development	Market approach	116.9	74.3
In Hong Kong		(HK\$ million)	(US\$ million) ⁽²⁾⁽³⁾
Property held by the Group for investment	Income approach	2,050.0	263.8
In India		(INR million)	(US\$ million) ⁽²⁾⁽³⁾
Properties held by the Group for investment	Income approach	1,875.0	21.6
Properties held by the Group for development	Income and market approaches	6,415.0	74.0

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Type of property interests ⁽¹⁾	Valuation methodology used	Attributable market value as at 28 February 2025	
In Japan		<i>(JPY million)</i>	<i>(US\$ million)⁽²⁾⁽³⁾</i>
Property held by the Group for investment	Income approach	46,000.0	308.2
Property held by the Group for future development	Market approach	16,700.0	111.9
In the PRC		<i>(RMB million)</i>	<i>(US\$ million)⁽²⁾⁽³⁾</i>
Properties held by the Group for investment	Income and market approaches	10,293.8 ⁽³⁾	1,419.5
Properties held by the Group for development	Cost approach	349.0	48.1
Properties held by the Group for future development	Market approach	449.8 ⁽³⁾	62.0

Notes:

- Classifications are in accordance with those set out in the property valuation reports (or the Valuer's assessment, where classification is unavailable), and have been reworded for alignments between reports, where applicable.
- The U.S. dollar amount was calculated using (i) the Australian dollar ("AUD") / U.S. dollar exchange rate of approximately 0.6358; (ii) the Hong Kong dollar / U.S. dollar exchange rate of approximately 0.1287; (iii) the Indian rupee ("INR") / U.S. dollar exchange rate of approximately 0.0115; (iv) the Japanese yen ("JPY") / U.S. dollar exchange rate of approximately 0.0067; or (v) the Renminbi yuan ("RMB") / U.S. dollar exchange rate of approximately 0.1379 as at 28 February 2025. Such conversion rates are for illustration purposes only and should not be taken as a representation that the respective currencies could or should be converted into U.S. dollars at such rates or at all.
- Figure is in approximation.

According to the property valuation reports, the attributable market values of the Group's property interests in Australia, Hong Kong, India, Japan, and the PRC were approximately US\$74.3 million, US\$263.8 million, US\$95.7 million, US\$420.1 million, and US\$1,529.7 million, respectively. The total attributable market value of the property interests of the Group as at 28 February 2025 was approximately US\$2,383.6 million.

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We have reviewed the valuation methodologies adopted in the property valuation reports, and further discussed with the Valuers on the methodologies adopted, mainly income approach and market approach, in valuing the majority of the property interests as at 28 February 2025.

We note that the methodologies being adopted, namely the income approach, the market approach and the cost approach, in the property valuation reports, are common valuation approaches and in line with market practice. The Valuers consider these approaches to be appropriate given (i) these are the most commonly accepted methods for valuing properties; and (ii) recent comparable sales transactions with similar attributes in terms of size, characteristics and location to the properties are available in the market. We have further discussed with the Valuers in respect of the methodologies, basis and assumptions adopted in arriving at the market values of the property interests, in particular, the rationale of selecting the relevant valuation methodologies for different types of property interests and the underlying assumptions adopted along with their bases and adjustments made for each property in the property valuation reports.

(ii) Reassessed NAV per Share

The Reassessed NAV is approximately HK\$13.16 per Share, which is calculated based on the Group's audited net asset value attributable to the owners of the Company as at 31 December 2024, adjusted with reference to the valuation of properties interests held by the Group as set out in Appendix II to this Scheme Document, and is derived from the calculations below:

	<i>US\$ million</i>
Audited net asset value of the Group attributable to owners of the Company as at 31 December 2024	7,173
Add: Revaluation surplus/(loss) of the properties of the Group	(14)
Less: Deferred tax impact	3
Reassessed NAV	7,162
Reassessed NAV per Share (US\$)⁽¹⁾⁽²⁾	1.69
Reassessed NAV per Share (HK\$)⁽¹⁾	13.16

Notes:

1. Calculated based on the 4,245,428,349 Shares in issue as at 31 December 2024.
2. Calculated based on an exchange rate of HK\$7.80 to US\$1.00.

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As shown above, the Cancellation Price of HK\$13.00 per Scheme Share represents a discount of approximately 1.2% to the Reassessed NAV of approximately HK\$13.16 per Share. We have reviewed the computation of the Reassessed NAV per Share prepared by the management of the Group and crosschecked with the property valuation reports. We therefore consider that the calculation of the Reassessed NAV to be appropriate.

Shareholding structure of the Company

Please refer to the section headed “7. SHAREHOLDING STRUCTURE OF THE COMPANY” in the Letter from the Board of the Scheme Document for the details.

Information of the Offeror, the Consortium and the EquityCo Group

As set out in the section headed “16. INFORMATION ON THE OFFEROR, THE CONSORTIUM AND THE EQUITYCO GROUP” in the Explanatory Memorandum, each of the Offeror, HoldCo, MidCo and EquityCo is a company newly incorporated in the Cayman Islands as an exempted company with limited liability and an investment holding company set up solely for the purposes of implementing the Proposal. As at the Latest Practicable Date, the Offeror is directly wholly-owned by HoldCo, which is in turn directly wholly-owned by MidCo, which is in turn directly wholly-owned by EquityCo. None of the Offeror, HoldCo, MidCo or EquityCo has carried on any business since incorporation other than matters in connection with the Proposal. None of the Offeror, HoldCo, MidCo or EquityCo intends to engage in any business other than acting as the holding company of the Company after completion of the Proposal. As at the Latest Practicable Date, the Offeror, HoldCo, MidCo and EquityCo do not have any assets or liabilities other than the Offer Facility and related costs, expenses incurred in connection with implementing the Proposal, and equity commitments from the Consortium Members. As at the Latest Practicable Date, the directors of the Offeror, HoldCo, MidCo and EquityCo are Mr. David Matheson, Mr. Thomas Tolley, Mr. Jeffrey Perlman, Ms. Chloe Zhang, Mr. Jacob Liebschutz, Mr. Stuart Gibson, Mr. Jinchu Shen and Mr. Julian Salisbury. The Offeror and the Consortium Members are considered to be joint offerors under the Takeovers Code.

The final shareholding structure of EquityCo, the exact New Money Subscription Consideration of the New Money Consortium Members and the amount to be drawn down from the Offer Facility will be determined after the latest time for election of the Cash Alternative or the Share Alternative or a combination of both under the Proposal depending on the election of the Scheme Shareholders.

The table below sets out the shareholding structure of EquityCo (a) as at the Latest Practicable Date, and (b) immediately following the implementation of the Proposal, assuming (i) the Rollover Consortium Members and Rollover IU Shareholders that have executed the

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Irrevocable Undertakings elect the Share Alternative for the cancellation of all of the Scheme Shares held or owned by them (but for OMERS, only in respect of 319,313,360 IU Scheme Shares out of the 456,161,943 IU Scheme Shares held or owned by it and for Mr. Marsh, only in respect of 25,324,310 IU Scheme Shares out of the 32,074,310 IU Scheme Shares held or owned by him or his affiliates), (ii) all other Scheme Shareholders choose the Cash Alternative for the cancellation of all of the Scheme Shares held or owned by them (and OMERS elects the Cash Alternative for the cancellation of 136,848,583 IU Scheme Shares out of the 456,161,943 IU Scheme Shares held or owned by it and Mr. Marsh chooses the Cash Alternative for the cancellation of 6,750,000 IU Scheme Shares out of the 32,074,310 IU Scheme Shares held or owned by him or his affiliates), (iii) no outstanding Options or Awards are exercised and no further Shares are issued before the Scheme Record Date, and (iv) there is no other change in the issued share capital of the Company before completion of the Proposal:

Table 5 — Shareholding structure of the EquityCo

	As at the Latest Practicable Date		Immediately upon completion of the Proposal	
	Number of unpaid EquityCo Shares held	Approximate % of the total issued EquityCo Shares	Number of fully paid EquityCo Shares held	Approximate % of the total issued EquityCo Shares
The Starwood Entities	808,933,103	27.62%	808,933,103	23.26%
The SSW Entities	354,174,600	12.09%	354,174,600	10.18%
Sixth Street Entity	355,000,000	12.12%	355,000,000	10.21%
The WP Entities	903,440,160	30.85%	903,440,160	25.98%
Mr. Shen and Laurels	258,314,831	8.82%	258,314,831	7.43%
Redwood	850,000	0.03%	850,000	0.02%
Mr. Gibson (or an affiliate)	331,427	0.01%	331,427	0.01%
Qatar Holding	247,257,914	8.44%	247,257,914	7.11%
Rollover IU Shareholders	—	—	549,651,783	15.80%
Total	2,928,302,035	100.00%	3,477,953,818	100.00%

Please refer to the section headed “16. INFORMATION ON THE OFFEROR, THE CONSORTIUM AND THE EQUITYCO GROUP” of the Explanatory Memorandum for the further details, including the information on each of the Starwood Entities, Sixth Street Entity, the SSW Entities, the WP Entities, the Founders and Qatar Holding.

Information on the EquityCo Shares***(i) Restrictions and rights of EquityCo Shares***

EquityCo Shares are shares of an unlisted company in the Cayman Islands, and will not benefit from the protections afforded by the Listing Rules and the Takeovers Code (if the EquityCo is not determined by the Executive to be a “public company in Hong Kong” as defined in the Takeovers Code), and are illiquid with no ready market. EquityCo Shares are subject to various restrictions, including transfers of EquityCo Shares to third parties after the Lock-up Period, which shall be subject to a right of first offer by the other non-selling EquityCo Shareholders who hold more than 1% as stipulated in the memorandum and articles of association of EquityCo (further details of which are set out in the section headed “4. ARRANGEMENTS MATERIAL TO THE PROPOSAL — The Shareholder Arrangements” of the Letter from the Board).

Further details relating to EquityCo Shares are set out in the Letter from the Board, the Explanatory Memorandum and relevant appendices to the Scheme Document. If Disinterested Shareholders wish to consider the Share Alternative, they are recommended to read the information carefully, particularly the sections headed “2. TERMS OF THE PROPOSAL — The Share Alternative” and “3. TERMS OF THE PROPOSAL — The Share Alternative” as set out in the Letter from the Board and the Explanatory Memorandum, respectively. Risks which Disinterested Shareholders should consider in evaluating the Share Alternative are set out below in the section headed “(iii) Risks which Disinterested Shareholders should consider in evaluating the Share Alternative”.

(ii) Valuation of EquityCo Shares

Morgan Stanley, the financial adviser to the Offeror, has conducted an estimate of value of the EquityCo Shares (the “**Estimate of Value**”). Please refer to the Appendix V to the Scheme Document for the full text of the Estimate of Value.

Under the Share Alternative, each Disinterested Shareholder is entitled to receive one EquityCo Share for every Scheme Share held. On the basis of, and subject to, the assumptions and methodology set out in Appendix V, an estimate of the value of each EquityCo Share (the “**EquityCo Share Value**”) would be within range of HK\$9.10 to HK\$13.00. **Disinterested Shareholders should note that, the Estimate of Value is based on certain assumptions and therefore does not necessarily reflect the actual value of the EquityCo Shares.**

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We have reviewed and discussed with Morgan Stanley the methodology used, and the bases and assumptions adopted for the Estimate of Value. In providing the Estimate of Value, Morgan Stanley has made various assumptions, including but not limited to (i) the existence of a willing buyer and seller, neither being under any compulsion to buy or sell, dealing on an arm's length basis, each having knowledge of all relevant facts; (ii) all of the Conditions to the Proposal having been satisfied or waived (as applicable) and the Company being a wholly-owned subsidiary of EquityCo as at the date of the letter of the Estimate of Value; (iii) the EquityCo Shares have been issued pursuant to the terms of the Proposal free from all encumbrances, credited as fully-paid up and will rank pari passu among themselves and with all EquityCo Shares already in issue; (iv) the establishment of EquityCo was for the sole purpose of the Proposal; (v) no change to the issued share capital of the Company from the Latest Practicable Date up to and including the Effective Date; (vi) no dividend or other distribution (whether in cash or in kind) being declared, made or paid by the Company to the Shareholders between the Announcement Date and the Effective Date, and any further dividend or distribution shall be subject to the approval of the Offeror; (vii) the existence of EquityCo and the Company on a continuing basis and the valuation is assumed on this basis and not assuming any sale of shares of EquityCo or the Company at any future date; (viii) EquityCo Shares being unlisted and valued on this basis; and (ix) the Group will continue to operate in the ordinary course as a going concern and are not subject to any material adverse event; the assets and liabilities of the Company (on a consolidated basis) are fairly reflected in the Company's annual results comprising its audited consolidated accounts for the financial year ended 31 December 2024.

Morgan Stanley derives a range of EquityCo Share Value which reflects the estimated value of such shares hypothetically assuming for the purpose of calculating the top end of the range that they are listed and freely tradable, and for the purpose of calculating the bottom end of the range we have assumed a discount of 30% to reflect, among other things, the lack of marketability and certain shareholders' rights. Set out below are the calculations for the range of the EquityCo Share Value:

Table 6 — Calculations for the range of the EquityCo Share Value

(i) the estimated value of all of the outstanding Shares (including the Options and Awards), assuming a "see-through" value	HK\$55,488,689,049
(ii) the external debt financing*	HK\$10,275,289,415
(iii) any cash that may remain in the Offeror immediately following the implementation of the Proposal**	nil
Total value of the EquityCo Shares: (i)-(ii)+(iii)	HK\$45,213,399,634
Number of EquityCo Shares in issue immediately following the Proposal	3,477,953,818

Top end value per EquityCo Share **HK\$13.00**

Bottom end value per EquityCo Share

Top end value per EquityCo Share \times (1-30%), assuming a 30% discount for the lack of marketability of the EquityCo Shares and certain shareholders' rights **HK\$9.10**

Notes:

* *The external debt financing to be incurred by the Offeror for the implementation of the Proposal is calculated as the value of the Shares (including the Options and Awards, assuming a see-through value) of HK\$55,488,689,049, minus HK\$13.00 per Scheme Share for 2,189,953,818 Scheme Shares that elect the Share Alternative comprising (a) 1,640,302,035 Scheme Shares held by the Rollover Consortium Members and (b) 549,651,738 Scheme Shares held by the Rollover IU Shareholders, minus US\$2,146,666,667 New Money Subscription Consideration (equivalent to HK\$16,744,000,000 based on an exchange rate of HK\$7.80 to US\$1.00).*

** *According to the scale-back mechanism pursuant to the Subscription and Rollover Arrangement.*

As shown in the above calculations, each of the EquityCo Shares has an estimated value of HK\$13.00 at the top end of the range and an estimated value of HK\$9.10 at the bottom end of the range. The main difference between the top end and bottom end of the range is that no discount is applied to the top end, assuming the share is listed and freely tradeable, whereas the bottom end assumes a 30% discount for the lack of marketability and certain rights of the shareholders of an unlisted share. Morgan Stanley believes that such range of discounts of 0-30% is an appropriate assumption to be used for this purpose as it is consistent with the approach taken in recent market privatisation precedents in Hong Kong since 2013, which involves unlisted offeror shares being offered as an alternative transaction consideration and which adopts an illiquidity discount methodology to assess the value of the unlisted offeror shares.

We consider it is reasonable to apply a discount to the value of an illiquid share with limited shareholders' rights from the independent shareholders' perspective. In order to assess the fairness and reasonableness of the level of discount, we have reviewed the privatisation cases which involved valuation of unlisted shares and published the scheme document or composite document since 2021. We have identified 8 precedent cases which represent an exhaustive list on a best effort basis, and noted that a discount of 30% for lack of marketability and shareholders' rights was applied to derive the low-end value of the unlisted shares under the share alternative in all these precedent cases. Given the amount of precedent cases and decreasing relevance of older precedent cases, we consider that a review period of more than four years is sufficient, fair and representative to provide a recent overview of general market practice as regards to the valuation of unlisted shares in privatisation cases in Hong Kong.

**Table 7 — Precedent cases in Hong Kong
which involved unlisted shares in the offer since 2021**

Date of scheme/ composite document	Company (stock code)	Discount applied
30 March 2025	Vesync Co., Ltd (2148)	30%
23 December 2024	Shanghai Henlius Biotech, Inc. (2696)	30%
2 July 2024	L'Occitane International S.A. (973)	30%
22 September 2023	Trigiant Group Limited (1300)	30%
4 May 2022	Suchuang Gas Corporation Limited (1430)	30%
10 November 2021	Lee Hing Development Limited (68)	30%
3 August 2021	Clear Media Limited (100)	30%
27 January 2021	Huifu Payment Limited (1806)	30%

Having considered the unlisted form of the EquityCo Shares under the Share Alternative, we consider that the methodology adopted by Morgan Stanley is a reasonable approach in establishing the Estimate of Value and is in line with commonly adopted approaches in similar cases in Hong Kong. We also consider that it is not practicable to estimate a discount to reflect lack of marketability and limited shareholders' rights (from the independent shareholders' perspective) very precisely, as it depends on differing circumstances. On the basis of the above, we are of the view that a range of 0% and 30% adopted by Morgan Stanley in its Estimate of Value to be acceptable.

For further details of the methodology, basis, assumptions and computations of the Estimate of Value, please refer to Appendix V to the Scheme Document which should be read in its entirety.

(iii) Risks which Disinterested Shareholders should consider in evaluating the Share Alternative

Disinterested Shareholders should bear in mind the risk factors of holding EquityCo Shares as set out in the Letter from the Board, in particular the following:

- (a) holders of EquityCo Shares will be subject to various restrictions (including on transfers of EquityCo Shares) and exceptions stipulated in the memorandum and articles of association of EquityCo, the details of which are set out in the section headed “4. ARRANGEMENTS MATERIAL TO THE PROPOSAL — The Shareholder Arrangements” in the Letter from the Board;
- (b) given that there is no firm intention to seek a listing of the EquityCo Shares on any stock exchange in the near term, and there can be no assurance of such intention or plan in the future, **the EquityCo Shares will be illiquid, there is less likely to be a ready market for EquityCo Shares**, and hence the shareholders of EquityCo may find it more difficult to find a purchaser for the EquityCo Shares if they intend to sell their EquityCo Shares;
- (c) **the value of the EquityCo Shares will at all times be uncertain and there can be no assurance that any such securities will be capable of being sold in the future or that they will be capable of being sold at the value to be estimated in the Scheme Document;**
- (d) upon the Effective Date and after the withdrawal of the listing of the Shares from the Stock Exchange, **holders of EquityCo Shares will not have the benefits and protections of the Listing Rules.** EquityCo may not be a “public company” under the Codes on Takeovers and Mergers and Share Buy-backs, in which case, the protections under these codes will not be applicable or afforded to holders of EquityCo Shares;
- (e) although the Company has declared a dividend of HK\$0.125 per Share every half year from 25 August 2022 to 21 March 2024, **there is no dividend policy nor any dividend payment schedule has been established in respect of the EquityCo Shares, and thus there is no guarantee that any dividend payments will be paid in respect of the EquityCo Shares;** and
- (f) **there is no assurance that the strategic initiatives mentioned in the section headed “14. REASONS FOR AND BENEFITS OF THE PROPOSAL” in the Explanatory Memorandum will result in any future transactions or improvements to the operational performance of the Company.** Further, any transactions to be undertaken as a result of the strategic review to be conducted after the Proposal will entail significant implementation risks and may or may not lead to positive results for those Scheme Shareholders who elect to accept the Share Alternative.

Disinterested Shareholders should note the shareholding structure of the EquityCo immediately following the implementation of the Proposal shows major shareholders of EquityCo consist of the Founders and institutional investors. In view of the shareholding of EquityCo, background of each of the Consortium Members, the risks and restrictions associated with the EquityCo Shares, we consider the Share Alternative has been tailored principally for large and sophisticated Shareholders. As such, we recommend Disinterested Shareholders to elect the Cash Alternative if they consider the risks and restrictions associated with the EquityCo Shares exceed their risk tolerance. Further discussion on the Cash Alternative and the Share Alternative will be set out in sections below.

IV. BASIS OF OPINION AND FACTORS TAKEN INTO CONSIDERATION

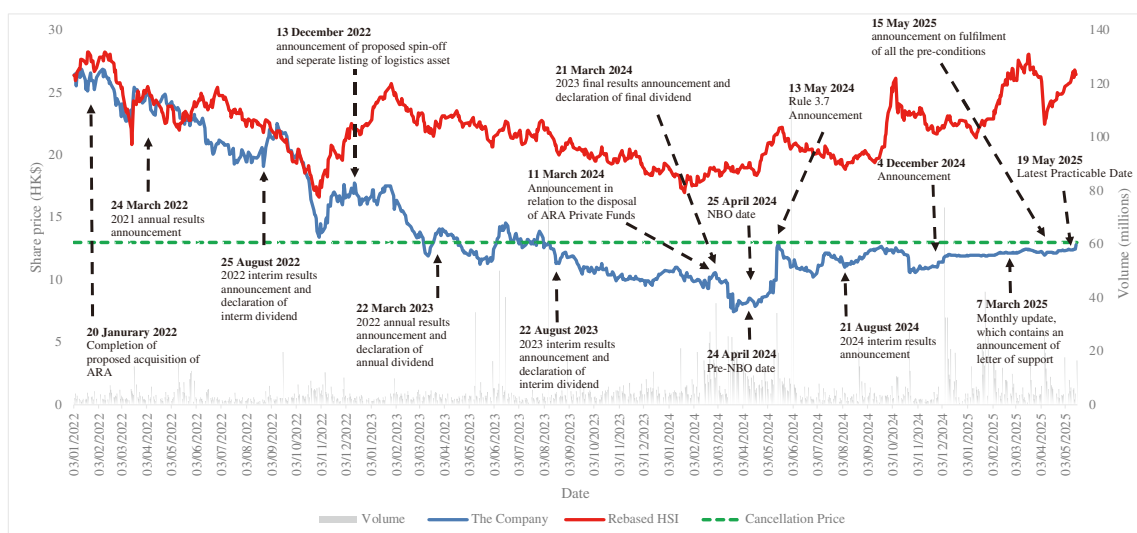
The following are the principal factors which we have taken into account in assessing the fairness and reasonableness of the Proposal, the Scheme, the Option Offers, the Award Proposal and the EIS, and in giving our advice to the Independent Board Committee:

Analysis of price performance and trading liquidity

(i) Historical price performance of the Shares

In assessing the reasonableness of the Cancellation Price, we have considered the relative performance of the Shares from 1 January 2022 up to and including the Latest Practicable Date (the “**Review Period**”), with the Cancellation Price and the Hang Seng Index (the “**HSI**”). The Review Period, which covers a period of three full financial years of the Company and up to and including the Latest Practicable Date, is considered to represent a sufficient period of time to provide a general overview of the recent market performance of the Shares as it reflects the market’s response to the Group’s financial and business developments, as well as the prevailing market sentiment. The chart below illustrates the general trend and movement of the closing price of the Shares.

Chart 1 — Relative historical price performance of the Shares in the Review Period



Sources: Bloomberg and the Stock Exchange

Note: The closing prices of the HSI have been rebased for comparison.

As seen above, the Share price has generally been in a downtrend and underperformed the HSI from 1 January 2022 to the Pre-NBO Date (the “**Pre-NBO Period**”), and was trading close to the Cancellation Price after the 3.7 Announcement up to the Latest Practicable Date. During the Pre-NBO Period, the Share price declined by approximately 68.37%, from HK\$26.40 on 3 January, 2022, the first trading day of 2022, to HK\$8.35 on the Pre-NBO Date, while the HSI declined by approximately 26.09% in the same period. The highest and lowest closing prices of the Shares during the Review Period were HK\$26.90 per shares on 13 January 2022 and 7 February 2022, and HK\$7.45 on 22 March 2024, respectively.

On 20 January 2022, the Company announced the completion of the proposed acquisition of ARA, where ARA became a wholly owned subsidiary of the Company. The Company announced its financial results for the year ended 31 December 2021 later on 24 March 2022, with net profit increased by approximately 30.4% (excluding transaction costs related to acquisition of ARA of US\$27.8 million). The Board also announced that they will review the dividend policy in the second quarter of 2022, including the merits and timing of future dividend payments. Despite the abovementioned favourable factors, the Share price displayed a general downtrend from 1 January 2022 to 24 August 2022.

On 25 August 2022, the Company announced its interim results for the six-month ended 30 June 2022, and declared an interim dividend of HK\$0.125 for the first time since its listing in 2019. The announcement of the maiden interim dividend boosted the Share price for a slight rebound which lasted for a month, before entering into another significant downtrend until 31 October 2022. The Share price recovered some of its loss and on 13 December 2022, the Company

announced the proposed spin-off and separate listing of logistics assets located in Jiangsu Province through a publicly offered infrastructure securities investment fund on the Shanghai Stock Exchange, which did not have significant impact on the Share price as it continued to decline and closed below the Cancellation Price for the first time in the Review Period on 8 March 2023. The Share price experienced a few ups and downs before closing at HK\$12.58 on 2 August 2023. Since then, the Share price have never closed above the Cancellation Price.

On 11 March 2024, the Company announced that subsidiaries of the Company entered into the share purchase agreements to dispose their interests in the ARA Private Funds business in Australia, Singapore, South Korea and United States for an initial consideration of US\$270 million. Together with a decline of approximately 57.5% of net profit for the year ended 31 December 2023 reported on 21 March 2024, the Share price closed at the lowest level of HK\$7.45 in the Review Period on 22 March 2024.

Share price rebounded after the release of the 3.7 Announcement on 13 May 2024, the closing price of the Shares increased from HK\$10.00 on 10 May 2024, being the last trading day prior to the 3.7 Announcement, to HK\$12.60 on 14 May 2024, being the first trading date when the Shares resumed trading after the 3.7 Announcement, representing an increase of 26%. The Share price fluctuated within the range of HK\$10.22 to HK\$13.00 after the 3.7 Announcement on 13 May 2024 and stabilised at around HK\$12.00 after the Announcement until 7 March 2025. On that date, the Company and the Offeror published a monthly update, which included information on non-binding Letters of Support received by the Offeror from each of SK and MY.Alpha, bringing the total level of support from Disinterested Shareholders from 52.47% (all through a binding Irrevocable Undertaking) to 56.54% (4.06% from the two aforementioned Shareholders through a non-binding letter of support on top of the 52.47%). After that, the Share price started rising and reached HK\$12.48 on 19 March 2025 and then dropped to HK\$12.40 following a profit warning on 20 March 2025. On 8 April 2025, the Share price began to rise again from HK\$12.06 following the publication of the monthly update, which stated the satisfaction of Pre-Conditions (b) and (d) as the Offeror had received the requisite approvals from the New Zealand Overseas Investment Office and the SFC, respectively. After the publication of fulfillment of all of the Pre-Conditions, the Share price had a significant increase from HK\$12.46 on 15 May 2025 to HK\$12.80 as at the Latest Practicable Date.

Recently the global market has been on a downward trend and volatility has surged as a result of the unexpected trade policies by the United States. The Hong Kong stock market is particularly under pressure given the tit-for-tat tariff escalation between China and the United States. In the absence of the Offer, we are of the view that the Share price might not have remained at its current level. If the Proposal fails, other things being equal, the market price of the Shares may be expected to return, at least in the short term, to the previous levels before the Pre-NBO Date, or possibly even lower if the market turmoil persists.

(ii) Trading liquidity of the Shares

We have also considered the trading liquidity of the Shares during the Review Period. The table set out below shows (i) the average daily trading volumes of the Shares; (ii) the percentages of the average daily trading volume to the total issued Shares; and (iii) the percentages of the average daily trading volume to the public float of the Company during the Review Period:

Table 8 — Trading volume during the Review Period

				Approximate % of the average trading volume to the total number of issued Shares <i>(Note 1)</i>	Approximate % of the average daily trading volume to the total number of issued Shares held by the public <i>(Note 2)</i>
	Number of trading days	Average daily trading volume			
2022	January	21	2,356,922	0.05%	0.10%
	February	17	3,521,831	0.08%	0.14%
	March	23	3,585,924	0.08%	0.15%
	April	18	2,784,756	0.06%	0.11%
	May	20	6,081,979	0.14%	0.25%
	June	21	2,681,227	0.06%	0.11%
	July	20	1,835,927	0.04%	0.08%
	August	23	2,023,016	0.05%	0.08%
	September	21	3,224,728	0.07%	0.13%
	October	20	4,616,755	0.10%	0.19%
	November	22	4,238,010	0.10%	0.18%
	December	20	2,557,437	0.06%	0.11%

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				Approximate % of the average trading volume to the total number of issued Shares (Note 1)	Approximate % of the average daily trading volume to the total number of issued Shares held by the public (Note 2)
2023		Number of trading days	Average daily trading volume		
	January	18	2,707,960	0.06%	0.11%
	February	20	3,220,985	0.07%	0.14%
	March	23	3,446,692	0.08%	0.15%
	April	17	2,599,078	0.06%	0.11%
	May	21	5,679,585	0.13%	0.24%
	June	21	8,084,673	0.18%	0.34%
	July	20	2,257,426	0.05%	0.10%
	August	23	7,251,347	0.17%	0.31%
	September	19	4,147,268	0.09%	0.18%
	October	20	3,793,665	0.09%	0.16%
	November	22	4,412,642	0.10%	0.19%
	December	19	5,534,821	0.13%	0.25%
2024					
	January	22	5,414,073	0.13%	0.24%
	February	19	12,924,399	0.31%	0.59%
	March	20	12,036,309	0.29%	0.55%
	April	20	8,847,634	0.21%	0.41%
	May	21 (20 trading days for the Company)	15,736,135	0.37%	0.72%
	June	19	6,516,560	0.15%	0.30%
	July	22	3,078,804	0.07%	0.14%
	August	22	4,669,608	0.11%	0.21%
	September	19	3,282,288	0.08%	0.15%
	October	21	6,067,544	0.14%	0.28%
	November	21 (20 trading days for the Company)	2,271,985	0.05%	0.10%
	December	20 (17 trading days for the Company)	14,957,603	0.35%	0.68%

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				Approximate % of the average trading volume to the total number of issued Shares (Note 1)	Approximate % of the average daily trading volume to the total number of issued Shares held by the public (Note 2)
	Number of trading days	Average daily trading volume			
2025	January	19	10,852,652	0.26%	0.49%
	February	20	7,858,142	0.19%	0.36%
	March	21	4,206,534	0.10%	0.19%
	April	19	7,565,454	0.18%	0.34%
	May (up to the Latest Practicable Date)	11	7,557,927	0.18%	0.34%

Sources: Bloomberg and the Company

Notes:

1. The calculation is based on the average daily trading volumes of the Shares for each month divided by the total number of issued Shares at the end of the corresponding month.
2. The calculation is based on the average daily trading volumes of the Shares for each month divided by the total number of issued Shares held by the public, being the total number of issued Shares held by Shareholders other than the Directors and substantial Shareholders, at the end of the corresponding month, which is available to the Company.

As shown in the table above, the average daily trading volume of the Shares represented approximately 0.04% to 0.37% of the total issued Shares, and approximately 0.08% to 0.72% of the Shares constituting the public float of the Company for the months during the Review Period. In general, trading of Shares had been consistently thin in the Review Period. The low level of liquidity in the Shares would indicate that any sale of a large number of Shares through the market would be difficult to accomplish in a short period of time without adversely affecting the Share price.

In light of the above, we concur with the Offeror's view that the Proposal would provide a unique opportunity for Disinterested Shareholders to fully monetise their investment with limited liquidity at a premium over the market price of the Shares.

(iii) Cancellation Consideration under Cash Alternative

The cash consideration of HK\$13.00 per Scheme Share under the Cash Alternative represents:

- (a) a premium of approximately 55.7% over the closing price of HK\$8.35 per Share as quoted on the Stock Exchange on the Pre-NBO Date;
- (b) a premium of approximately 35.0% over the average closing price of approximately HK\$9.63 per Share based on the daily closing prices as quoted on the Stock Exchange for the 90 trading days up to and including the Pre-NBO Date;
- (c) a premium of approximately 40.8% over the average closing price of approximately HK\$9.23 per Share based on the daily closing prices as quoted on the Stock Exchange for the 60 trading days up to and including the Pre-NBO Date;
- (d) a premium of approximately 54.0% over the average closing price of approximately HK\$8.44 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Pre-NBO Date;
- (e) a premium of approximately 30.0% over the closing price of HK\$10.00 per Share as quoted on the Stock Exchange on 10 May 2024, being the last trading day prior to the date of the 3.7 Announcement;
- (f) a premium of approximately 13.6% over the closing price of HK\$11.44 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (g) a premium of approximately 16.5% over the average closing price of approximately HK\$11.16 per Share based on the daily closing prices as quoted on the Stock Exchange for the five trading days up to and including the Last Trading Day;
- (h) a premium of approximately 17.8% over the average closing price of approximately HK\$11.04 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Last Trading Day;
- (i) a premium of approximately 11.1% over the average closing price of approximately HK\$11.70 per Share based on the daily closing prices as quoted on the Stock Exchange for the 60 trading days up to and including the Last Trading Day;
- (j) a premium of approximately 302.8% over the adjusted unaudited consolidated Net Tangible Asset Value attributable to the Shareholders per issued Share of approximately HK\$3.23 as at 31 December 2024, after taking into account the property valuation reports set out in Appendix II to the Scheme Document;

- (k) a premium of approximately 10.2% to the adjusted Reassessed NAV (calculated as Reassessed NAV minus perpetual capital securities in the amount of US\$743 million as at 31 December 2024; such adjustment was made to exclude the amount attributable to perpetual capital securities holders and derive a figure attributable to common Shareholders) per Share attributable to the Shareholders in the Company of approximately HK\$11.79 as at 31 December 2024, after taking into account the property valuation report set out in Appendix II to this Scheme Document;
- (l) a premium of approximately 10.1% over the adjusted audited consolidated net asset value (calculated as audited consolidated net asset value minus perpetual capital securities in the amount of US\$743 million as at 31 December 2024; such adjustment was made to exclude the amount attributable to perpetual capital securities holders and derive a figure attributable to common Shareholders) per Share attributable to the Shareholders in the Company of approximately HK\$11.81 as at 31 December 2024;
- (m) a discount of approximately 1.2% to the Reassessed NAV per Share as at 31 December 2024, after taking into account the property valuation reports set out in Appendix II to this Scheme Document;
- (n) a discount of approximately 1.4% to the audited consolidated net asset value per Share of approximately HK\$13.18 as at 31 December, 2024; and
- (o) a premium of approximately 1.6% over the closing price of HK\$12.80 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

As shown above, the Cash Alternative represents (i) premia ranging from 35.0% to 55.7% over the (average) closing prices of the Shares for different periods prior to the NBO; (ii) premia ranging from approximately 11.1% to 17.8% over the (average) closing prices of the Shares for different periods prior to the publication of the Announcement; (iii) a premium of approximately 302.8% over the adjusted unaudited consolidated Net Tangible Asset Value attributable to the Shareholders per Share as at 31 December 2024; (iv) a premium of approximately 10.2% over the adjusted Reassessed NAV per Share as at 31 December 2024; (v) a premium of approximately 10.1% over the adjusted audited consolidated net asset value per Share as at 31 December 2024; (vi) a discount of approximately 1.2% to the Reassessed NAV per Share; (vii) a discount of approximately 1.4% to the audited consolidated net asset value per Share; and (viii) a premium of approximately 1.6% over the closing price of the Share as at the Latest Practicable Date.

Comparable companies

As mentioned in the section of this letter headed “Information on the Group – (i) Principal activities of the Group”, the Group is principally engaged in real estate management with the main source of revenue derived from fee compensation for fund management, primarily in the property sector, contributing over 80% of the Group’s total revenue for the recent 3 years. As of 31

December 2024, the Group managed approximately US\$71.4 billion in fee-related assets, among which approximately 92.2% of the Company's revenue FY2024 was contributed from Greater China, Japan, South Korea, Southeast Asia, India, Australia and New Zealand, whereas the United States and Europe contributed the remaining 7.8%.

Accordingly, we have identified an exhaustive list of 3 listed companies (the “**Comparable Companies**”), which (i) are listed companies with a market capitalisation of at least US\$1 billion on the Last Trading Day; (ii) have real estate activities and a real estate-related fund management business as reportable segments; and (iii) generated more than 80% of revenue from real estate-related fund management businesses, property development business as well as property investment business for the latest financial year, within which at least 30% of the total revenue was from real estate fund management businesses.

We consider the selection criteria to be fair and reasonable to conduct the assessment of the Cancellation Price given (i) the Company's market capitalisation of approximately US\$6.24 billion on the Last Trading Day; (ii) the fact that over 80% of the Company's revenue was generated from real estate-related fund management with a unique global composition, our selection did not restrict the locations and diversity of the real estates under the fund management business; and (iii) in the absence of listed company on the Stock Exchange comparable to the Group to a significant degree, our selection was expanded to cover other stock exchanges. Despite the individual differences with the Group, we are of the view that the Comparable Companies are in general reasonably comparable to the Group and therefore still provide some reference value for our analysis.

We have considered various commonly adopted valuation benchmarks in comparing the value of a company's shares. Given most of the Group's revenue is derived from the fund management segment, rather than the investment segment and the new economy development segment where the Group holds properties or development projects on its balance sheet, we are of the view that price-to-book ratio is not an appropriate valuation benchmark for our analysis. We are of the view that it is appropriate to adopt the price-to-earnings ratio (the “**P/E Ratio**”) and the enterprise value to earnings before interest, taxes, depreciation and amortisation ratio (the “**EV/EBITDA Ratio**”) in reflecting a fair value of the Comparable Companies. We note that all Comparable Companies and the Group reported significant non-operating and one-off items during the trailing twelve months (the “**TTM**”), hence adjustments have been made to reflect their normalised earnings, which are represented by adjusted P/E Ratio and adjusted EV/EBITDA Ratio (the “**Adjusted P/E Ratio**” and “**Adjusted EV/EBITDA Ratio**”, respectively). For the purpose of reflecting the latest trading performance of the Company and the Comparable Companies, the ratios presented in the table below are prepared based on relevant financial information for the TTM.

Table 9 — Multiples of the Comparable Companies

Company Names	Stock Code (Stock Exchange)	Company Description	As at the Last Trading Day				As at the Latest Practicable Date			
			Market Capitalisation (US\$ Million)	P/E Ratio (times)	Adjusted P/E Ratio (times)	Adjusted EV/EBITDA (times)	Market Capitalisation (US\$ Million)	P/E Ratio (times)	Adjusted P/E Ratio (times)	Adjusted EV/EBITDA (times)
			(Note 1)	(Note 2)	(Note 3)	(Notes 4, 5)	(Note 1)	(Note 2)	(Note 3)	(Notes 4, 5)
CAPITALAND INVESTMENT LTD/SI	CLL.SP (Singapore Exchange Limited)	It is a global real estate investment manager with the aim to scale its funds under management and fee-related earnings through its full stack of investment management and operating capabilities. Its portfolio of integrated developments, retail, office, lodging and new economy assets are either owned/managed directly or through its fund management platform.	10,165	84.81	26.26	23.76	9,747	26.34	24.74	13.02
										12.84
CHARTER HALL GROUP	CHC.AU (Australian Securities Exchange Limited)	It invests in and develops real estate in Australia. It manages real estate investment funds and develops commercial, residential, and industrial properties.	4,872	Not applicable, net loss	20.90	Not applicable, negative EBITDA	5,491	293.26	23.62	51.81
										15.05

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Company Names	Stock Code (Stock Exchange)	Company Description	As at the Last Trading Day				As at the Latest Practicable Date					
			Market Capitalisation (US\$ Million) (Note 1)	P/E Ratio (times) (Note 2)	Adjusted P/E Ratio (times) (Note 3)	EV/EBITDA (times) (Notes 4, 5)	Adjusted EV/EBITDA (times) (Notes 5, 6, 7)	Market Capitalisation (US\$ Million) (Note 1)	P/E Ratio (times) (Note 2)	Adjusted P/E Ratio (times) (Note 3)	EV/EBITDA (times) (Notes 4, 5)	Adjusted EV/EBITDA (times) (Notes 5, 6, 7)
GOODMAN GROUP	GMG:AU (Australian Securities Exchange Limited)	It is an integrated industrial property group. The Goodman Group has operations in Australia, New Zealand, UK, Asia and Europe. Goodman Group's activities include property investment, funds management, property development and property services. The Goodman Group's property portfolio includes business parks, industrial estates, office parks and warehouse/distribution centers.	47,495	Not applicable, net loss	35.66	Not applicable, negative EBITDA	33.25	41,470	69.73	29.95	43.30	29.90
			Average	84.81	27.61	23.76	21.85		129.78	26.11	36.04	19.26
			Median	84.81	26.26	23.76	19.23		69.73	24.74	43.30	15.05
			Maximum	84.81	35.66	23.76	33.25		293.26	29.95	51.81	29.90
			Minimum	84.81	20.90	23.76	13.07		26.34	23.62	13.02	12.84
The Company	SEHK: 1821		7,076 (Note 8)	Not applicable, net loss	182.95	81.05	31.47	7,078 (Note 8)	Not applicable, net loss	Not applicable, net loss	Not applicable, negative EBITDA	57.91

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Sources: Bloomberg, annual, interim and quarterly reports or results announcements of the Comparable Companies, and interim and annual reports or results announcements of the Company

Notes:

- 1. The US dollar amount was calculated using (i) the Australian dollar / US dollar exchange rates of 0.6499 and 0.6457; or (ii) the Singapore dollar / US dollar exchange rates of 0.7445 and 0.7724 as at the Last Trading Day and the Latest Practicable Date, respectively. Such conversion rates are for illustration purposes only and should not be taken as a representation that the respective currencies could or should be converted into US dollars at such rates or at all.*
- 2. The P/E Ratios of the Comparable Companies is calculated by way of dividing the market capitalisation by the latest published earnings attributable to the shareholders in the TTM of the relevant companies on the Last Trading Day, or the Latest Practicable Date, where applicable.*
- 3. The Adjusted P/E Ratio for the Comparable Companies is calculated by dividing the respective market capitalisation by the respective TTM consolidated profits from continuing operations attributable to the ordinary shareholders based on the Comparable Companies' published financial information. In respect of the Company, it is calculated by dividing the Company's market capitalisation by its TTM adjusted profit after tax and minority interests (PATMI) of approximately US\$39 million as of the Last Trading Day or adjusted loss after tax and minority interests of approximately US\$360 million as of the Latest Practicable Date, where applicable.*
- 4. The EBITDA of the Comparable Companies is calculated as the profit before tax of the relevant Comparable Companies excluding depreciation and amortisation, interest income, interest expense in the TTM of the relevant companies on the Last Trading Day, or the Latest Practicable Date, where applicable.*
- 5. The enterprise value for the Comparable Companies is calculated as the respective market capitalisation as of the Last Trading Day, or the Latest Practicable Date, where applicable, plus the then latest published interest bearing debts, minority interest and preferred stock, minus cash and cash equivalents of the respective company.*
- 6. The adjusted EBITDA for the Comparable Companies is calculated as the profit before tax from continuing operations excluding depreciation and amortisation, interest income, interest expense and significant non-operating one-off items in the TTM of the respective company as of the Last Trading Day, or the Latest Practicable Date, where applicable.*
- 7. The Adjusted EV/EBITDA Ratio for the Comparable Companies is calculated by way of dividing the respective enterprise value by the respective adjusted EBITDA. In respect of the Company, it is calculated by dividing the Company's Enterprise Value based on the Cancellation Price of HK\$13.00 per Scheme Share by its TTM adjusted EBITDA of approximately US\$425 million as of the Last Trading Day or approximately US\$232 million as of the Latest Practicable Date, where applicable.*
- 8. The market capitalisation of the Company is based on the Cancellation Price of HK\$13.00 per share and the respective outstanding shares as of the Last Trading Day and the Latest Practicable Date, where applicable.*

(i) Comparisons in Adjusted P/E Ratios

The P/E Ratios of Comparable Companies as at the Last Trading Day are not meaningful as two out of three Comparable Companies and the Company reported net losses for the TTM as at the Last Trading Day.

The Adjusted P/E Ratios of Comparable Companies range from 20.90 times to 35.66 times, with an average of 27.61 times as of the Last Trading Day and from 23.62 times to 29.95 times, with an average of 26.11 times as of the Latest Practicable Date. The Adjusted P/E Ratio of 182.95 times implied by the Cancellation Price as of the Last Trading Day is substantially above the range. This is because the adjusted PATMI of the Company was negative for the first six months of FY2024, primarily due to non-cash asset revaluations and a lack of promote fee in that period, resulting in a relatively small adjusted PATMI for the trailing twelve months. In light of this impact on the Adjusted P/E Ratio of the Company, we have also conducted comparisons based on Adjusted EV/EBITDA for a more fair and comprehensive analysis.

(ii) Comparisons in Adjusted EV/EBITDA Ratios

Similar to the P/E Ratios of Comparable Companies, the EV/EBITDA Ratios of Comparable Companies as at the Last Trading Day are not meaningful as two out of three Comparable Companies reported negative EBITDA for the TTM as at the Last Trading Day.

The Adjusted EV/EBITDA Ratios of Comparable Companies range from 13.07 times to 33.25 times, with an average of 21.85 times as at the Last Trading Day and from 12.84 times to 29.90 times, with an average of 19.26 times as at the Latest Practicable Date. The Adjusted EV/EBITDA Ratio of 31.47 times and 57.91 times implied by the Cancellation Price as at the Last Trading Day and the Latest Practicable Date, respectively, is well within the range and higher than the average.

Given the above, we are of the view that the higher ratios as represented by the Cancellation Price are favourable to the Disinterested Shareholders.

Privatisation precedents on the Stock Exchange

As set out in the Letter from the Board, the Cancellation Price under the Cash Alternative has been determined on a commercial basis after taking into account, among other things, the recent and historic prices of the Shares traded on the Stock Exchange and with reference to other privatisation transactions in Hong Kong in recent years. Therefore, as part of the assessment of the fairness and reasonableness of the terms of the Proposal, we have identified privatisation transactions of other listed companies that were (i) listed on the Main Board of the Stock

Exchange; (ii) implemented by way of a scheme of arrangement or an offer; (iii) published Rule 3.5 announcement during the 12-month period prior to and including the date of the Announcement; and (iv) approved by the disinterested shareholders.

Based on these criteria, we have identified 22 privatisation precedents (the “**Privatisation Precedents**”), which are exhaustive and a fair representation of transactions comparable to the Proposal. However, it should be noted that the Privatisation Precedents were conducted under different market conditions. Therefore, the factors and considerations that affect the premia or discounts of cancellation prices vary on a case-by-case basis, and may be different from those applicable to the Proposal and the Scheme. Nevertheless, the Privatisation Precedents as a whole should provide us with a meaningful analysis of the recent market trend of the pricing of privatisation in the Hong Kong equity capital market, as well as a meaningful benchmark for the Scheme Shareholders when evaluating the premium provided in the Proposal, we regard the Privatisation Precedents has some reference value and is one of the bases used in our assessment of the Cancellation Price.

Set out below is a table which shows the comparisons of premia, or discounts over the then market prices at which the Privatisation Precedents were priced.

Table 10 — List of successful privatisations of Hong Kong listed companies in the 12-month period

Company (stock code)	Date of announcement (Note 1)	Deal size (Note 2) HK\$'000	Premium/(Discount) of cancellation price over/ to the average closing share price up to and including (Notes 3, 4)			Premium/(Discount) of cancellation price over/to (Notes 4, 8)			the reassessed net tangible asset value per share (Note 7)
			Last trading day	Last 30 trading days	Last 60 trading days	Last 90 trading days	the audited net asset per share (Note 5)	the net tangible asset value per share (Note 5)	the reassessed audited net asset value per share (Note 6)
1. Ronshine Service Holding Co., Ltd (2207)	22 November 2024	79,862.40	15.38%	(5.86)%	1.90%	(6.48)%	(60.51)%	(60.19)%	Not applicable
2. Hang Chi Holdings Limited (8405)	6 November 2024	73,280.20	14.75%	16.15%	20.00%	19.75%	48.63%	270.39%	Not applicable
3. Get Nice Financial Group Limited (1469)	5 November 2024	753,646.77	39.50%	41.62%	51.19%	56.50%	(35.72)%	(35.55)%	Not applicable
4. Beijing Capital Grand Limited (1329)	28 October 2024	374,365.84	46.55%	41.75%	47.85%	65.44%	(80.73)%	(75.18)%	(53.80)% (43.50)%
5. Bossini International Holdings Limited (592)	16 October 2024	133,093.48	(12.20)%	23.38%	21.17%	12.93%	73.66%	96.77%	Not applicable
6. CM Hi-Tech Cleanroom Limited (2115)	14 October 2024	239,368.36	25.00%	30.50%	39.55%	41.70%	0.49%	0.49%	(3.21)% (3.21)%
7. Haitong Securities Co., Ltd. (6837)	9 October 2024	16,331,834.65	30.87%	36.97%	34.05%	30.12%	(64.63)%	(63.71)%	Not applicable
8. Doyen International Holdings Limited (668)	2 September 2024	408,113.49	78.57%	81.13%	86.14%	112.90%	(41.58)%	(41.03)%	(39.34)% (38.78)%
9. Eggriculture Foods Limited (8609)	29 August 2024	568,326.40	141.84%	146.70%	180.92%	207.53%	54.65%	59.91%	40.24% 44.67%

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	Company (stock code)	Date of announcement (Note 1)	Deal size (Note 2) HK\$'000	Premium/(Discount) of cancellation price over/ to the average closing share price up to and including (Notes 3, 4)				Premium/(Discount) of cancellation price over/to (Notes 4, 8)				the reassessed net tangible asset value per share (Note 7)
				Last trading day	Last 30 trading days	Last 60 trading days	Last 90 trading days	the audited net asset per share (Note 5)	the net tangible asset value per share (Note 5)	reassessed audited net asset value per share (Note 6)	the reassessed net tangible asset value per share (Note 7)	
10.	Samson Holding Limited (531)	16 July 2024	422,144.64	77.78%	150.09%	186.74%	184.45%	(40.89)%	(34.53)%	(47.08)%	(42.09)%	
11.	Asia Standard Hotel Group Limited (292)	19 June 2024	73,890.29	52.78%	57.44%	70.76%	70.81%	(92.62)%	(92.62)%	(96.15)%	(96.15)%	
12.	A8 New Media Group Limited (800)	12 June 2024	306,540.44	162.77%	186.62%	186.13%	173.88%	(40.79)%	(32.79)%	(48.13)%	(41.97)%	
13.	CPMC Holdings Limited (906)	7 June 2024	6,066,153.69	7.45%	12.51%	17.32%	21.57%	33.34%	39.71%	Not applicable	Not applicable	
14.	Huaafa Property Services Group Company Limited (982)	27 May 2024	1,675,798.36	30.63%	70.45%	82.24%	88.88%	1,002.54%	1,042.85%	Not applicable	Not applicable	
15.	L'Occitane International S.A. (973)	29 April 2024	13,847,367.31	30.77%	49.93%	60.80%	60.51%	592.65%	Not applicable, net tangible liabilities	Not applicable	Not applicable	
16.	Kin Yat Holdings Limited (638)	18 April 2024	112,108.32	33.33%	51.53%	53.57%	55.86%	(63.06)%	(63.06)%	(57.40)%	(57.50)%	
17.	SciClone Pharmaceuticals (Holdings) Limited (6600)	28 March 2024	8,454,813.06	33.90%	47.47%	47.93%	48.69%	233.26%	292.27%	Not applicable	Not applicable	
18.	CIMC Vehicles (Group) Co., Ltd (1839)	11 March 2024	1,100,470.50	16.46%	25.20%	19.02%	16.09%	(5.72)%	2.59%	Not applicable	Not applicable	

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Company (stock code)	Date of announcement (Note 1)	Deal size (Note 2) HK\$'000	Premium/(Discount) of cancellation price over/ to the average closing share price up to and including (Notes 3, 4)				Premium/(Discount) of cancellation price over/to (Notes 4, 8)				the reassessed net tangible asset value per share (Note 7)
			Last trading day	Last 30 trading days	Last 60 trading days	Last 90 trading days	the audited net asset per share (Note 5)	the net tangible asset value per share (Note 5)	reassessed audited net asset value per share (Note 6)		
19. Bank of Jinzhou Co., Ltd (416)	26 January 2024	4,853,901.60	0.00%	0.31%	15.35%	34.82%	(74.05)%	(69.55)%	Not applicable	Not applicable	Not applicable
20. Vinda International Holdings Limited (3331)	15 December 2023	26,102,560.92	20.14%	21.27%	25.70%	29.23%	135.64%	196.30%	Not applicable	Not applicable	Not applicable
21. Sinosoft Technology Group Limited (1297)	14 December 2023	403,386.92	29.41%	31.13%	22.48%	14.96%	(79.25)%	(75.06)%	Not applicable	Not applicable	Not applicable
22. Weiqiao Textile Company Limited (2698)	4 December 2023	1,447,666.50	104.68%	111.10%	142.91%	147.47%	(77.72)%	(77.72)%	(78.34)%	(78.34)%	(78.34)%
		Average	44.56%	55.79%	64.26%	67.62%	64.44%	60.35%	(42.58)%	(42.58)%	(40.76)%
		Median	30.82%	41.68%	47.89%	52.28%	(38.26)%	(34.53)%	(48.13)%	(48.13)%	(42.09)%
		Maximum	162.77%	186.62%	186.74%	207.53%	1,002.54%	1,042.85%	40.24%	40.24%	44.67%
		Minimum	(12.20%)	(5.86%)	1.90%	(6.48%)	(92.62%)	(92.62%)	(96.15)%	(96.15)%	(96.15)%
The Company	4 December 2024	55,190,568.54	55.69%	53.99%	40.81%	34.95%	(1.35%)	300.44%	(1.21)%	(1.21)%	302.76%

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Sources: Announcements and scheme documents of the respective listed companies and Bloomberg

Notes:

1. *The date of announcement represents the date of the announcement pursuant to Rule 3.5 of the Takeovers Code.*
2. *The deal size represents the consideration for shares subject to the scheme or offer in cash and/or in shares. For the avoidance of doubt, the deal size does not include (i) any debts and derivatives; (ii) domestic shares; and (iii) share alternative if a cash alternative is available.*
3. *Unless otherwise stated, the above premia or discounts of the offer price or cancellation price over the last trading price and average closing price (up to and including the relevant last trading day) is calculated based on the earlier of (i) the date of announcement pursuant to Rule 3.7 of the Takeovers Code; (ii) the undisturbed price stated in the announcement pursuant to Rule 3.5 of the Takeovers Code; or (iii) the last trading price prior to the commencement of the offer period. For the Company, the above premia are calculated based on the Cancellation Price and the last trading price on the Pre-NBO Date and the average closing price up to and including the Pre-NBO Date. For the avoidance of doubt, the above premia or discounts do not take into account any dividends declared but not yet distributed as of the date of the Rule 3.5 announcements.*
4. *Subject to rounding differences.*
5. *The figures are calculated based on the latest audited financial statements as at the date of Rule 3.5 announcements, among which, the net tangible asset values exclude the non-controlling interest, perpetual securities, goodwill and other intangibles, and goodwill in joint ventures and associates. For the Company, figures are calculated using the same formula mentioned herein but based on its 2024 annual report for FY2024.*
6. *The figures are referenced from the relevant scheme document/offer document of the Privatisation Precedents.*
7. *The figures are calculated as the reassessed net asset value as disclosed in the relevant scheme document/offer document of the Privatisation Precedents, taking into account the revaluation surplus/loss of the properties of the Group, deferred tax impact associated with the revaluations and excluding the latest published non-controlling interest, perpetual securities, goodwill and other intangibles, and goodwill in joint ventures and associates.*
8. *The Hong Kong dollar amount was calculated using the 12-month average exchange rates from the date of the Announcement, including (i) the Renminbi/Hong Kong dollar exchange rate of 1.0838; (ii) the US dollar/Hong Kong dollar exchange rate of 7.8096; (iii) the Euro/Hong Kong dollar exchange rate of 8.4629; or (iv) the Singapore dollar/Hong Kong dollar exchange rate of 5.8287 as appropriate. Such conversion rates are for illustration purposes only and should not be taken as a representation that the respective currencies could or should be converted into Hong Kong dollars at such rates or at all.*

(i) Cancellation prices over prevailing market prices

As illustrated above, the average and median premia of the Privatisation Precedents over the closing price on the last trading day as defined in Note 3 to Table 10 (the “**Undisturbed Date**”) are approximately 44.56% and 30.82%, respectively. The average and median premia of the

Privatisation Precedents over the average closing prices for the last 30, 60 and 90 trading days including the Undisturbed Date range from approximately 55.79% to approximately 67.62%, and from approximately 41.68% to approximately 52.28%, respectively.

The premium represented by the Cancellation Price over the closing price of the Shares on the Pre-NBO Date is approximately 55.69%, which is above both the average and median premium of the Privatisation Precedents on the Undisturbed Date. Despite certain outliers in the Privatisation Precedents with exceptionally high price premia, the premium represented by the Cancellation Price over the average closing price for the 30 trading days up to and including the Pre-NBO Date is above the median and close to the average of the corresponding premium of the Privatisation Precedents, and the premia represented by the Cancellation Price over the average closing price for the 60 and 90 trading days up to and including the Pre-NBO Date are within the corresponding range of the subject companies in the Privatisation Precedents but somewhat below the average and median of those of the Privatisation Precedents.

(ii) Cancellation prices to the audited net asset value per share, the net tangible asset value per share, the reassessed net asset value per share and the reassessed net tangible asset value per share

With regards to the comparison of the premium or discount of the Cancellation Price to the net asset value in the Scheme Document, we note that the Net Tangible Asset Value is used in the calculation. As advised by the Consortium and its financial advisers, the Group holds significant goodwill and intangibles which were largely from the transactions related to ARA where the market was in a different cycle, and such unique net asset structure is significantly different from its peers, including Charter Hall Group and CapitaLand Investment Limited. We are of the view that the rationale of this approach is reasonable, given that over 60% of the Group's net asset value as at 31 December 2024 was attributable to intangible assets, which is significantly higher than many of the Privatisation Precedents, as observed from the differences between the audited net asset value and audited net tangible asset value of the offerees in the Privatisation Precedents during the review process.

As illustrated in Table 10, the premium of the Cancellation Price to the net tangible asset value per Share as at 31 December 2024 of approximately 300.44% and the discount of the Cancellation Price to the audited net asset value per Share as at 31 December 2024 of approximately 1.35% are well within range of the corresponding premium or discount of the Privatisation Precedents and are better than the median of the Privatisation Precedents. While the discount of the Cancellation Price to the audited net asset value per Share is worse than the average of the Privatisation Precedents, the premium of the Cancellation Price to the net tangible asset value per Share is significantly higher than the average of the Privatisation Precedents.

Furthermore, the discount of the Cancellation Price to the Reassessed NAV per Share of approximately 1.21% is well within range of the corresponding premium or discount of the Privatisation Precedents and is better than the average and median of the Privatisation Precedents. On the other hand, the premium of the Cancellation Price to the reassessed Net Tangible Asset Value per Share of approximately 302.76% is significantly higher than the maximum premium of the Privatisation Precedents.

Given the above, we are of the view that the premia represented by the Cancellation Price are in line with those offered under the Privatisation Precedents.

Reasons for, and benefits of, the Proposal

The reasons for, and benefits of, the Proposal to the Scheme Shareholders and the Company in the Offeror's view are stated under the "14. REASONS FOR AND BENEFITS OF THE PROPOSAL" in the Explanatory Memorandum of the Scheme Document. We would like to highlight a number of key considerations:

(i) Benefits to the Scheme Shareholders

As discussed in earlier sections, the Share price has been on a downward trend before the Pre-NBO Date and the trading volume of the Shares has been thin. The Proposal offers an opportunity for Scheme Shareholders to monetise all or part of their investment at a price which is higher than the prevailing market price, if they wish to do so. Scheme Shareholders are also offered a choice, according to their own strategic reasons, to remain invested in the EquityCo. While it is not uncommon for privatisation proposals to include a share alternative, only some of the relevant cases allow shareholders to choose a combination of both the cash alternative and the share alternative. Scheme Shareholders can fully utilise such flexibility by choosing a combination of the Cash Alternative and the Share Alternative according to their view and risk tolerance with no restrictions on the proportion chosen.

It is stated in the Explanatory Memorandum that efforts in achieving the long term goal of the Company may potentially lead to short-term earnings fluctuation, especially given the recent challenging macro environment. It is stated in the 2024 interim report of the Company that elevated interest rates have substantially dampened transactional activity and impacted asset valuations both in APAC real estate and globally. This has also delayed the timing of planned exits and promote fees from funds and slowed the pace of balance sheet sell-downs and non-core divestments, which are part of the Group's strategy to maximise long-term shareholder value. The management of the Group was optimistic at the time that a reduction in interest rates would likely support a rebound in asset values and, consequently, fund exits and promotes. We note that interest rates have been on a mildly decreasing trend. For example, the Federal Reserve of the United

States has cut the target range for the federal funds rate three times since the second half of 2024, from 5.25%-5.50% to the current level of 4.25%-4.50%. However, there are signs of a slower, more gradual series of rate cuts in the future, as shown by the projections made by each member of the Federal Reserve regarding the fed funds rate. According to the Summary of Economic Projections issued by the Federal Reserve on 19 March 2025, the median projections of the fed funds rate by the members of the Federal Reserve for 2025, 2026 and 2027 were 3.875%, 3.375% and 3.125%, respectively, which are higher than the respective projections of 3.375%, 2.875% and 2.875%, respectively, as of September 2024. This might not be a positive development to the real estate sector and the Group.

The Company stated in the Explanatory Memorandum that no alternative offer has been received since the date of receipt of the NBO and the Offeror is of the view that the likelihood of an alternative offer is low. While we cannot rule out the possibility that there will be an alternative offer, and such alternative offer has to be attractive enough to gain the support from the Offeror and the Offeror Concert Parties who collectively held 39.89% of the total issued Shares as at the Latest Practicable Date.

We would also draw the attention of Scheme Shareholders that, as disclosed in the section headed “15. INDEPENDENT BOARD COMMITTEE” of the Letter from the Board, the Independent Board Committee has appointed Citi as the Company’s financial adviser to review the NBO and consider other strategic alternatives available to the Company. The Independent Board Committee has also adopted a formal process for a transaction involving the Shares which includes a staged due diligence review by potential investors (including the Consortium) and the solicitations of improved offers from the Consortium, in each case with the ultimate objective of soliciting the best and final offer for the Proposal from the Consortium for Disinterested Shareholders to vote on. Since its initial indicative proposal on 13 May 2024, the Consortium has provided a further improved offer on 4 October 2024 and a further and final improved offer on 4 November 2024. The improved offer confirmed that Shareholders will have the ability to choose freely to receive cash consideration, roll their shares into the go-forward private company or a combination of those two options. Please refer to the monthly updates published by the Company dated 4 October 2024 and 4 November 2024 for further details on the improved offers.

(ii) Benefits to the Company

How the Proposal will benefit the Company and hence, increase the value of EquityCo will be particularly important to Scheme Shareholders who choose the Share Alternative. Scheme Shareholders who opt for the Share Alternative are essentially co-investing alongside with the Consortium, which comprises (i) the Founders, including Mr. Shen and Mr. Gibson, who are the Co-CEOs and executive Directors, and Mr. Portes who is a non-executive Director; (ii) Starwood Entities, which has over 33 years investment experience in real estate; (iii) the SSW Entities,

which seeks to invest in high-quality businesses; (iv) Sixth Street Entity, which is a global investment firm with over US\$100 billion in assets under management and committed capital; (v) the WP Entities which were established in 1966 and have more than US\$87 billion in assets under management; and (vi) Qatar Holding, which is a company wholly owned by the QIA, the sovereign wealth fund of the State of Qatar. Such a co-investment opportunity could be quite rare for some Scheme Shareholders, especially investors who do not usually participate in private equity investment. Please refer to the section headed “16. INFORMATION ON THE OFFER, THE CONSORTIUM AND THE EQUITYCO GROUP” of the Explanatory Memorandum for the background details of each of the Consortium Members.

We believe having a diverse base of institutional investors is a favourable factor in relation to the corporate governance of EquityCo due to checks and balances among them. The Scheme Document has summarised how EquityCo will be governed and Scheme Shareholders who are selecting the Share Alternative are urged to study carefully the memorandum and articles of association of EquityCo, which have been available on ConsortiumProposalAnnouncements.com since the date of the Announcement, in relation to their rights and protections.

In addition, institutional investors, which form the majority of the Consortium, tend to have stricter requirements on return and pay more attention to exit mechanisms. Therefore, we believe that the chance of a liquidity event where Scheme Shareholders can sell their EquityCo Shares in a listing of the EquityCo Shares, or together with other Consortium Members to third-parties, is higher than that in some other privatisation cases, for example, where an offeror is privatising a family business. Scheme Shareholders, however, are reminded that according to the Explanatory Memorandum, there is no firm intention to seek a listing of the EquityCo Shares on any stock exchange in the near term, and there can be no assurance of such intention or plan in the future. Also, we note that pre-exemption rights only apply to Shareholders holding 1% or more actual shares in EquityCo.

As mentioned in the section of this letter headed “Information on the EquityCo Shares”, Disinterested Shareholders should be reminded of the risks of holding unlisted shares, including the lack of marketability of the unlisted shares and the lack of protection afforded by the Listing Rules and the Takeovers Code, which also apply to the current case. Given the background of each of the Consortium Members, the risks and restrictions associated with the EquityCo Shares, we consider the Share Alternative has been tailored principally for large and sophisticated Shareholders. But other Scheme Shareholders can also take into consideration the potential benefits to them, when making a decision of choosing the Share Alternative or not.

V. CONCLUSIONS AND RECOMMENDATION**Recommendations for the Disinterested Shareholders**

In making our recommendations, we have considered the foregoing and, in particular, the following principal reasons:

- (i) The Cancellation Price represents a premium ranging from approximately 35.0% to 55.7% over the closing prices of the Shares on the Pre-NBO Date, and over the average closing price of the Shares in the 30, 60 and 90 trading days up to and including the Pre-NBO Date;
- (ii) the average daily trading volume of the Shares has been thin in general during the Review Period, and the Shareholders may find it difficult to dispose of a significant number of Shares in the open market without causing an adverse impact on the market price level of the Shares. The Proposal, therefore, represents an opportunity for the Shareholders to dispose their entire holdings at the Cancellation Price of HK\$13.00 each, a price higher than could be expected to be realised in the absence of the Proposal;
- (iii) The Adjusted EV/EBITDA Ratio of 31.47 times as at the Last Trading Day and 57.91 times as at the Latest Practicable Date implied by the Cancellation Price of HK\$13.00 per Share for the Company exceeds the average of 21.85 times and 19.26 times, respectively, of the Comparable Companies, which suggests that the Company's valuation implied by the Cancellation Price is higher than industry peers.
- (iv) the premia of the Cancellation Price over (a) the closing price of the Shares on the Pre-NBO Date and over the average closing price of the Shares in the 30 trading days up to and including the Pre-NBO Date are close to or higher than the corresponding average and median premia of the Privatisation Precedents; (b) the average closing price of the Shares in the 60 and 90 trading days up to and including the Pre-NBO Date are within the range of the corresponding premia or discount of the Privatisation Precedents; and (c) the premium of the Cancellation Price to the net tangible asset value per Share as at 31 December 2024 of approximately 300.44%, the discount of the Cancellation Price to the audited net asset value per Share as at 31 December 2024 of approximately 1.35%, and the discount of the Cancellation Price to the Reassessed NAV per Share of approximately 1.21% are well within range of the corresponding premium or discount of the Privatisation Precedents, as well as the premium of the Cancellation Price to the adjusted unaudited consolidated Net Tangible Asset Value per Share of approximately 302.76% is significantly higher than the maximum premium of the Privatisation Precedents;

- (v) Further efforts in achieving the long term goal of the Company may potentially lead to short-term earnings fluctuation, especially given the recent challenging macro environment which might persist in the short run; and
- (vi) while the Independent Board Committee and the Company's financial adviser have considered other strategic alternatives available to the Company and are of the view that none of which is more favourable than the Proposal.

In light of the above analysis, we (i) consider the Proposal to be fair and reasonable so far as the Disinterested Shareholders are concerned; and (ii) advise the Independent Board Committee to recommend the Shareholders, Scheme Shareholders, or Disinterested Shareholders, where applicable, to vote in favour of the relevant resolutions to approve the Proposal and the Scheme as set out in the Appendix VIII to the Scheme Document.

We recommend Disinterested Shareholders who wish to realise their investment at a premium to the prevailing market price, especially those who find it difficult to realise their entire investment under the usual trading liquidity of the Shares, to accept the Cash Alternative. In light of the recent market uncertainties and volatility, the Cash Alternative becomes more attractive, especially for those Disinterested Shareholders seeking a secure exit. Disinterested Shareholders should note that the Cash Alternative of HK\$13.00 represents a slight premium of approximately 1.6% compared to the closing price of the Shares of HK\$12.80 as at the Latest Practicable Date. If the market price of the Shares exceeds HK\$13.00, Disinterested Shareholders should consider selling their Shares in the market if the sales proceeds, net of transaction costs, exceed HK\$13.00 per Share. The expected last day for trading in the Shares on the Stock Exchange is 3 July 2025 and upon the Scheme becoming effective, the listing of the Shares will be withdrawn.

We are of the view that the current case offers more flexibility than many other privatisations in a sense that Scheme Shareholder who opt for Share Alternative can invest alongside a number of established institutional investors in the real estate sector. Having said that, we believe that the Share Alternative is principally tailored for large and sophisticated Shareholders and therefore only those Disinterested Shareholders who are attracted by the prospects of the Group and have carefully studied the specific features of the Share Alternative and the associated risks of holding the EquityCo Shares as discussed in the section headed "Information on the EquityCo Shares – (iii) Risks which Disinterested Shareholders should consider in evaluating the Share Alternative" of this letter, should consider accepting the Share Alternative.

Disinterested Shareholders are also reminded that they have the flexibility to choose a mixture of the Cash Alternative and the Share Alternative in a proportion according to their view of the Group's prospect, investment horizon, investment goal and risk tolerance.

As discussed in the previous section, including (i) the nature of EIS is considered to be a usual scheme for companies like EquityCo; (ii) the rationale of the EIS is commercially justified; (iii) the size of the pool is substantially smaller than the maximum typically permitted under the Listing Rules; (iv) the Board retains discretion over allocations and adjustments based on performance; and (v) the proposed terms are customary for similar schemes in private equity transactions, we are of the view the proposed terms of the EIS are fair and reasonable. Accordingly, we recommend that the Disinterested Shareholders to vote in favour of the relevant resolution to approve the EIS.

Recommendations for the Option-holders

We are of the opinion that the Option Offers, which are based on the “see-through” principle in accordance with Rule 13 of the Takeovers Code, are fair and reasonable so far as the Option-holders are concerned. Accordingly, we recommend the Independent Board Committee to advise the Option-holders to accept the Option Offers.

Should the market price of the Shares exceed HK\$13.00, Option-holders should consider exercising their Options in accordance with the relevant schemes and selling in the market the Shares issued to them, if the net proceeds after deducting the expenses from such sale would exceed HK\$13.00 per Share.

Recommendations for the Award-holders

We are of the opinion that the terms of the Award Proposal, which are based on the “see-through” principle in accordance with Rule 13 of the Takeovers Code, are fair and reasonable so far as the Award-holders are concerned.

Such holders should note that the Board has stated that it intends to cancel any outstanding Award on the Effective Date and, if the Proposal is successful, the Award-holders with Awards outstanding by then will no longer enjoy the economic benefits attached to the Awards.

Yours faithfully,
For and on behalf of
Anglo Chinese Corporate Finance, Limited
Stephen Clark
Managing Director

Mr. Stephen Clark is a licensed person registered with the Securities and Futures Commission and as a responsible officer of Anglo Chinese Corporate Finance, Limited to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO. He has over 40 years of experience in corporate finance.

This Explanatory Memorandum constitutes the memorandum required under Order 102, rule 20(4)(e) of the Rules of the Grand Court of the Cayman Islands 2023 (as revised).

1. INTRODUCTION

On 4 December 2024, the Offeror and the Company entered into the Implementation Agreement, pursuant to which the Offeror requested, and the Board undertook to put forward the Proposal to the Scheme Shareholders for the privatisation of the Company by way of a scheme of arrangement under Section 86 of the Companies Act, subject to the Pre-Conditions and the Conditions being fulfilled or waived, as applicable. As disclosed in the Pre-Conditions Satisfaction Announcement, on 15 May 2025, all of the Pre-Conditions were satisfied. Upon completion of the Proposal, the Company will become a wholly-owned subsidiary of the Offeror and the listing of the Shares will be withdrawn from the Stock Exchange.

If the Proposal is approved and implemented, under the Scheme, the Scheme Shares will, on the Effective Date, be cancelled and extinguished and, simultaneously with the cancellation of the Scheme Shares, the issued share capital of the Company will be maintained by the issuance to the Offeror, credited as fully paid, of the aggregate number of Shares as is equal to the number of Scheme Shares cancelled. The reserve created in the Company's books of account as a result of the cancellation of the Scheme Shares will be applied in paying up in full the new Shares so issued to the Offeror. Following the Effective Date, the Company will be wholly-owned directly by the Offeror.

The purpose of this Explanatory Memorandum is to provide you with further information regarding the Proposal and the expected timetable and to give you notices of the Court Meeting and the EGM (together with proxy forms in relation thereto).

Your attention is also drawn to (i) the letter from the Board set out in Part IV of this Scheme Document; (ii) the letter from the Independent Board Committee set out in Part V of this Scheme Document; (iii) the letter from the Independent Financial Adviser set out in Part VI of this Scheme Document; and (iv) the terms of the Scheme set out in Appendix VI to this Scheme Document.

2. PRE-CONDITIONS TO THE PROPOSAL

The making of the Proposal was, and the implementation of the Scheme had been, subject to the satisfaction or waiver (as applicable) of the following Pre-Conditions:

- (a) notice having been provided to the United Kingdom Financial Conduct Authority under section 178 of FSMA, and the United Kingdom Financial Conduct Authority, in respect of the Offeror and any other persons acquiring or increasing control in connection with the implementation of the Proposal over entities in the Group which are regulated by the United Kingdom Financial Conduct Authority, for the purposes of Part XII of FSMA:
 - (i) having given notice in writing of its unconditional approval of the acquisition or increase in control by the Offeror and any other persons in accordance with section 189(4)(a) of FSMA;
 - (ii) having given notice in writing that it proposes to approve the acquisition or increase of control by the Offeror and any other persons subject to conditions in accordance with section 189(4)(b)(i) of FSMA where those conditions are satisfactory to the Offeror; or
 - (iii) being treated as having approved the acquisition or increase of control by the Offeror and any other persons in accordance with section 189(6) of FSMA;
- (b) all necessary consents which are either unconditional or subject to conditions which are satisfactory to the Offeror having been obtained under the Overseas Investment Act 2005 (NZ) for, or in connection with, the implementation of the Proposal;
- (c) either:
 - (i) the Treasurer of the Commonwealth of Australia (or his or her delegate) having provided a written notice under the Australian Foreign Acquisitions and Takeovers Act 1975 to the effect that, the Australian Commonwealth Government does not object to the implementation of the Proposal, either without conditions (other than the conditions set out in the list of standard tax conditions published in FIRB Guidance 12 — Tax Conditions on the FIRB website under “Guidance notes”) or otherwise on terms acceptable to the Offeror; or

- (ii) following notice of the Proposal to the Treasurer of the Commonwealth of Australia under the Australian Foreign Acquisitions and Takeovers Act 1975, the Treasurer of the Commonwealth of Australia ceasing to be empowered to make any order under Division 2 of Part 3 of the Australian Foreign Acquisitions and Takeovers Act 1975;
- (d) approval from the SFC which is either unconditional or subject to conditions which are satisfactory to the Offeror having been obtained for the Offeror and any other person becoming a “substantial shareholder” (as defined in Schedule 1 of the SFO) of the relevant SFC regulated entities in the Group as a result of the implementation of the Proposal pursuant to section 132 of the SFO, and such approval being in full force and effect;
- (e) following the submission of an application for approval from the MAS, pursuant to Section 97A of the SFA, for the Offeror and any other person to acquire effective control of certain licensed entities in the Group in connection with the implementation of the Proposal, the MAS:
 - (i) having given notice in writing of its unconditional approval pursuant to Section 97A of the SFA; or
 - (ii) having given notice in writing of its approval pursuant to Section 97A of the SFA subject to conditions which are satisfactory to the Offeror, and where one or more of the conditions are required by the MAS to be satisfied prior to completion of the implementation of the Proposal, such conditions having been satisfied,and, in either case, such approval not having been withdrawn or revoked;
- (f) notification having been received from the Guernsey Financial Services Commission that:
 - (i) it does not object to the Offeror and any other person who will become the holder of a “vetted supervised role” or “approved supervised role” (each as defined in section 39(1) and 39(2) respectively of the POI Law) of the relevant member of the Group pursuant to POI Law as a consequence of the implementation of the Proposal becoming a holder of a vetted supervised role or an approved supervised role (as applicable), in each case in accordance with sections 40(1) and 41(1) respectively of the POI Law; and

- (ii) to the extent consent or objection is required in respect of the implementation of the Proposal pursuant to the terms of any authorisations, registrations, exemptions, consents, permits or licenses issued by the Guernsey Financial Services Commission to any other Group Company, consent or no objection that is either unconditional in all respects or subject to conditions which are satisfactory to the Offeror having been received from the Guernsey Financial Services Commission;
- (g) notification having been provided to the Shanghai Municipal Financial Regulatory Bureau in accordance with the local regulatory requirements, in respect of the Offeror acquiring an indirect shareholding in the limited partners and the manager of 上海易淵股權投資基金合夥企業(有限合夥), which is a QFLP regulated by the Shanghai Municipal Financial Regulatory Bureau, as a result of implementing the Proposal, and the Company not having received any objection from the Shanghai Municipal Financial Regulatory Bureau (or the Shanghai Municipal Financial Regulatory Bureau otherwise imposing conditions in connection with the Proposal (if any) which are satisfactory to the Offeror and which have been satisfied);
- (h) approval by the Korea Fair Trade Commission of the business combination report regarding the Proposal which is either unconditional or subject to conditions which are satisfactory to the Offeror having been obtained by the Offeror, and such approval not having been withdrawn or revoked; and
- (i) (A) all other approvals by any Governmental Authority in any jurisdiction which are required under Applicable Laws to enable the making of the Proposal or its implementation in accordance with its terms having been obtained without any conditions (other than conditions satisfactory to the Offeror) imposed by the relevant Governmental Authority, and (B) neither of the Offeror nor the Company having received any written notice from any Governmental Authority in any jurisdiction which prohibits the Proposal or makes the consummation of the Proposal or its implementation in accordance with its terms void, unenforceable or illegal.

As disclosed in the Pre-Conditions Satisfaction Announcement, on 15 May 2025, all of the Pre-Conditions were satisfied.

3. TERMS OF THE PROPOSAL

Cancellation Consideration

The Proposal will be implemented by way of the Scheme. The Scheme will provide that, if it becomes effective, the Scheme Shares will be cancelled in exchange for either:

- (a) **the Cash Alternative:** Cancellation Price of HK\$13.00 for every Scheme Share held; or
- (b) **the Share Alternative:** one EquityCo Share for every Scheme Share held.

The Scheme Shareholders may elect the Cash Alternative or the Share Alternative or a combination of both the Cash Alternative and the Share Alternative in a proportion of their choosing as the form of Cancellation Consideration in respect of their entire holdings of Scheme Shares held as at the Scheme Record Date. Scheme Shareholders who do not make any election or whose elections are invalid will receive the Cash Alternative.

The Offeror will not increase the Cancellation Consideration, the Option Offer Price or the Award Proposal Price and does not reserve the right to do so. Shareholders, Option-holders, Award-holders and/or potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Cancellation Consideration, the Option Offer Price or the Award Proposal Price.

As at the Latest Practicable Date, there are no outstanding dividends which have been declared by the Company and not yet paid. If, after the Announcement Date, any dividend and/or other distribution and/or other return of capital is announced, declared or paid in respect of the Shares, the Offeror reserves the right to reduce the Cancellation Price by all or any part of the amount or value of such dividend, distribution and/or, as the case may be, return of capital after consultation with the Executive, in which case any reference in the Announcement, this Scheme Document or any other announcement or document to the Cancellation Price will be deemed to be a reference to the Cancellation Price as so reduced (and the Option Offer Price and the Award Proposal Price shall be reduced accordingly). The Company has confirmed that it does not intend to announce, declare or pay any dividend, distribution or other return of capital before the Effective Date.

As at the Latest Practicable Date, EquityCo had 2,928,302,035 EquityCo Shares in issue. The actual number of EquityCo Shares to be issued under the Share Alternative will be determined after the latest time for the election of the Cash Alternative or the Share Alternative or a combination of both. Assuming no outstanding Options are exercised before the Option Record Date, if all the Scheme Shareholders elect the Share Alternative for all the Scheme Shares that they hold (excluding the portion of IU Scheme Shares where the relevant IU Shareholders have undertaken to elect the Cash Alternative), 1,762,794,506 EquityCo Shares will be issued, representing approximately 37.58% of the enlarged issued share capital of EquityCo immediately upon completion of the Proposal (assuming no scale-back pursuant to the Subscription and Rollover Arrangement). For the avoidance of doubt, as set out in the section headed “4. Arrangements Material to the Proposal — The Subscription and Rollover Arrangement” in Part IV of this Scheme Document, excess unpaid initial EquityCo Shares which were issued to the Consortium Members may be cancelled pursuant to the scale-back mechanism under the Subscription and Rollover Arrangement, and the enlarged issued share capital of EquityCo immediately upon completion of the Proposal may be reduced. For further details on the scale-back mechanism, please refer to paragraph (g) of the section headed “4. Arrangements Material to the Proposal — The Subscription and Rollover Arrangement” in Part IV of this Scheme Document.

No fractions of a cent will be payable and the amount of cash consideration payable to the Scheme Shareholders who have elected the Cash Alternative, the Award-holders or the Option-holders who have accepted the Option Offers will be rounded up to the nearest cent. Fractions of EquityCo Shares to be issued to the Scheme Shareholders (and if applicable, Beneficial Owners) who have elected the Share Alternative will be rounded down to the nearest whole number.

Save as disclosed in the section headed “13. Shareholding Structure of the Company and Scheme Shares” below, none of the Offeror, the Consortium and the Offeror Concert Parties holds any Shares.

Save as disclosed below and save for the dealings in the Shares by relevant members of the Morgan Stanley group, Deutsche Bank group, Goldman Sachs group or UBS group which are conducted on a non-discretionary basis for and on behalf of its clients, none of the Offeror, the Consortium and the Offeror Concert Parties had any dealings for value in the Shares during the Relevant Period:

- (1) on 20 March 2024, Starwood entered into an investment agreement with Mr. Gibson, Mr. Portes and their controlled entity Redwood Investment Company, Ltd, pursuant to which Starwood agreed to acquire all of the 448,933,103 Shares (representing approximately 10.57% of the total issued Shares as at the Latest

Practicable Date) in which Redwood was interested at HK\$7.76 per Share (being the closing price per Share on 19 March 2024), in exchange for all of the outstanding sums under an existing margin loan facility of Redwood Investor (Cayman) Ltd. (“RWI”) (as borrower) being fully repaid and all of RWI’s financing obligations under such existing margin loan facility being fully extinguished. The sale and purchase of such 448,933,103 Shares completed on 5 April 2024, and Starwood became (and as at the Latest Practicable Date, remained) interested in the 448,933,103 Shares (representing approximately 10.57% of the total issued Shares); and

- (2) the table below shows the dealings for value by members of the Goldman Sachs group who are presumed to be acting in concert with the Offeror during the Relevant Period:

Date of transaction	Buy or sell	Number of Shares involved	Price for each Share (HK\$)
26 January 2024	Buy	200	10.20
2 February 2024	Buy	5,600	9.88
4 June 2024	Sell	5,800	11.71

Who will be eligible to receive the Share Alternative?

Assuming the Scheme becomes effective in accordance with its terms, save as otherwise provided in this Scheme Document, a Scheme Shareholder will receive the Share Alternative for the Scheme Shares held by such Scheme Shareholder (for itself or for and on behalf of a Beneficial Owner) ONLY if one of the below is satisfied:

- (a) if any of the Scheme Shares are held in CCASS, the Beneficial Owner has instructed his/her/its securities dealer/custodian bank that he/she/it wishes to opt for the Share Alternative, and the Scheme Shareholder has validly completed and returned an Election Form and provided the KYC Documents of the Scheme Shareholder and/or the relevant Beneficial Owner on behalf of whom the Scheme Shareholder holds the Scheme Shares required in accordance with the terms of the Proposal as set out in this Scheme Document;
- (b) if any of the Scheme Shares are held by a nominee or custodian on behalf of a Beneficial Owner, the Beneficial Owner has instructed his/her/its nominee or custodian that he/she/it wishes to opt for the Share Alternative, and the Scheme

Shareholder has validly completed and returned an Election Form and provided the KYC Documents of the Scheme Shareholder and/or the relevant Beneficial Owner on behalf of whom the Scheme Shareholder holds the Scheme Shares required in accordance with the terms of the Proposal as set out in this Scheme Document; and

- (c) if any of the Scheme Shares are held by a Scheme Shareholder outside CCASS and the Scheme Shareholder is not acting as a nominee or custodian in respect of such Scheme Shares, the Scheme Shareholder has validly completed and returned an Election Form and provided the KYC Documents of the Scheme Shareholder required in accordance with the terms of the Proposal as set out in this Scheme Document.

If, having considered all relevant information including the Election Form and the register of members of the Company, the Offeror believes any Scheme Shareholder opting to elect a combination of both the Share Alternative and Cash Alternative has failed to indicate an allocation of the relevant Scheme Shares between the Cash Alternative and the Share Alternative which corresponds to the total number of the Scheme Shares held by it, the Offeror has absolute discretion to reject the election for Share Alternative, in which case the Scheme Shareholder will be deemed to have made an election for Cash Alternative in respect of all the Scheme Shares held by it. Any decision of the Offeror in this regard shall be final and binding.

A Scheme Shareholder may be required by the Offeror to provide such additional information or documentary evidence for the purpose of confirming that such Scheme Shareholder (and if applicable, the relevant Beneficial Owner on behalf of whom the Scheme Shareholder holds the Scheme Shares) has elected Share Alternative in respect of such Scheme Shares held by the Scheme Shareholder.

Scheme Shareholders and Beneficial Owners are reminded that if you elect for the Share Alternative, you should elect for the Share Alternative in respect of all of the Scheme Shares which you hold, or indicate an allocation of the Scheme Shares between the Cash Alternative and Share Alternative which corresponds to the total number of the Scheme Shares which you hold or are (or which the Beneficial Owner for whom you act is) interested in as at the Scheme Record Date. If your actual shareholding as at the Scheme Record Date is different from that stated in your submitted Election Form, you are reminded to submit a new Election Form to the Share Registrar by the Election Time. Failure to do so may invalidate your election for the Share Alternative. The Offeror and the Share Registrar will use reasonable endeavour to contact the relevant Scheme Shareholder if they are aware of any clerical error in an Election Form which has been submitted to the Share Registrar, with a view to the Scheme Shareholder correcting the same by the Election Time. Scheme Shareholders and

Beneficial Owners should note that it is their responsibility to ensure and procure that the Election Form is validly completed and submitted to the Share Registrar according to the instructions in this Scheme Document and the Election Form by the Election Time, and none of EquityCo, the Offeror, the Offeror Concert Parties, the Company, Citi, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS, the Independent Financial Adviser and the Share Registrar or any of their advisers or agents will be responsible for the Scheme Shareholder's failure in making a valid election for the Share Alternative.

The Offeror reserves the right and has the sole final discretion to determine whether the requirements relating to a valid election for the Share Alternative have been satisfied in respect of any Scheme Shareholder or Scheme Shares, or waive any procedural or documentation requirement in respect of an election (based on such information as it may alternatively possess, receive or collect).

The implementation of the Proposal is conditional upon the fulfilment or waiver, as applicable, of the Conditions as described in the section headed "5. Conditions to the Proposal and the Scheme" below.

The Cash Alternative

The cash consideration of HK\$13.00 per Scheme Share under the Cash Alternative represents:

- a premium of approximately 55.7% over the closing price of HK\$8.35 per Share as quoted on the Stock Exchange on the Pre-NBO Date;
- a premium of approximately 35.0% over the average closing price of approximately HK\$9.63 per Share based on the daily closing prices as quoted on the Stock Exchange for the 90 trading days up to and including the Pre-NBO Date;
- a premium of approximately 40.8% over the average closing price of approximately HK\$9.23 per Share based on the daily closing prices as quoted on the Stock Exchange for the 60 trading days up to and including the Pre-NBO Date;
- a premium of approximately 54.0% over the average closing price of approximately HK\$8.44 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Pre-NBO Date;

- a premium of approximately 30.0% over the closing price of HK\$10.00 per Share as quoted on the Stock Exchange on 10 May 2024, being the last trading day prior to the date of the 3.7 Announcement;
- a premium of approximately 13.6% over the closing price of HK\$11.44 per Share as quoted on the Stock Exchange on the Last Trading Day;
- a premium of approximately 16.5% over the average closing price of approximately HK\$11.16 per Share based on the daily closing prices as quoted on the Stock Exchange for the five trading days up to and including the Last Trading Day;
- a premium of approximately 17.8% over the average closing price of approximately HK\$11.04 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Last Trading Day;
- a premium of approximately 11.1% over the average closing price of approximately HK\$11.70 per Share based on the daily closing prices as quoted on the Stock Exchange for the 60 trading days up to and including the Last Trading Day;
- a premium of approximately 302.8% over the adjusted unaudited consolidated Net Tangible Asset Value attributable to the Shareholders per issued Share of approximately HK\$3.23 as at 31 December 2024, after taking into account the property valuation reports set out in Appendix II to this Scheme Document;
- a premium of approximately 10.2% to the adjusted Reassessed NAV³ per Share attributable to the Shareholders in the Company of approximately HK\$11.79 as at 31 December 2024, after taking into account the property valuation reports set out in Appendix II to this Scheme Document;

³ Calculated, for this purpose, as Reassessed NAV *minus* perpetual capital securities in the amount of US\$743 million as at 31 December 2024; such adjustment was made to exclude the amount attributable to perpetual capital securities holders and derive a figure attributable to common Shareholders.

- a premium of approximately 10.1% over the adjusted audited consolidated net asset value⁴ per Share attributable to the Shareholders in the Company of approximately HK\$11.81 as at 31 December 2024;
- a discount of approximately 1.2% to the Reassessed NAV per Share of approximately HK\$13.16 as at 31 December 2024, after taking into account the property valuation reports set out in Appendix II to this Scheme Document;
- a discount of approximately 1.4% to the audited consolidated net asset value per Share of approximately HK\$13.18 as at 31 December 2024; and
- a premium of approximately 1.6% over the closing price of HK\$12.80 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The Cancellation Price under the Cash Alternative has been determined on a commercial basis after taking into account various factors including the recent and historic prices of the Shares traded on the Stock Exchange, the Consortium's review and assessment of the Company's historical performance, expected future business performance, and impact of the macro-economic factors on the Company's business, and with reference to the premia offered in other privatisation transactions in Hong Kong in recent years, including those involving schemes of arrangements, successful privatisations, and those with cash and shares offered as consideration. Further details of the Consortium's views on these factors are set out in the section headed "14. Reasons for and Benefits of the Proposal" in Part VII of this Scheme Document.

Highest and lowest prices

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$13.00 per Share on 16 May 2024, and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$7.45 per Share on 22 March 2024.

The Share Alternative

The EquityCo Shares are shares of EquityCo, an unlisted investment holding company. EquityCo was newly incorporated in the Cayman Islands as an exempted company with limited liability on 3 September 2024 for the sole purpose of implementing the Proposal. As at the Latest Practicable Date, EquityCo had an issued share capital comprising

⁴ Calculated, for this purpose, as audited consolidated net asset value *minus* perpetual capital securities in the amount of US\$743 million as at 31 December 2024; such adjustment was made to exclude the amount attributable to perpetual capital securities holders and derive a figure attributable to common Shareholders.

2,928,302,035 EquityCo Shares which are held by the Consortium Members. Details of the shareholding structure of EquityCo are set out in the section headed “7. Shareholding Structure of the Company” in Part IV of this Scheme Document. As at the Latest Practicable Date, the directors of the Offeror, HoldCo, MidCo and EquityCo were Mr. David Matheson, Mr. Thomas Tolley, Mr. Jeffrey Perlman, Ms. Chloe Zhang, Mr. Jacob Liebschutz, Mr. Stuart Gibson, Mr. Jinchu Shen and Mr. Julian Salisbury.

MidCo was newly incorporated in the Cayman Islands as an exempted company with limited liability on 12 September 2024 for the sole purpose of implementing the Proposal. As at the Latest Practicable Date, MidCo was directly wholly-owned by EquityCo.

HoldCo was newly incorporated in the Cayman Islands as an exempted company with limited liability on 12 September 2024 for the sole purpose of implementing the Proposal. As at the Latest Practicable Date, HoldCo was directly wholly-owned by MidCo and indirectly wholly-owned by EquityCo.

The Offeror is also a company newly incorporated in the Cayman Islands as an exempted company with limited liability on 12 September 2024 and an investment holding company set up solely for the purposes of implementing the Proposal. As at the Latest Practicable Date, the Offeror was directly wholly-owned by HoldCo and indirectly wholly-owned by EquityCo.

The actual number of EquityCo Shares to be issued under the Share Alternative will be determined after the latest time for the election of the Cash Alternative or the Share Alternative or a combination of both. Fractions of EquityCo Shares to be issued to the Scheme Shareholders (and if applicable, Beneficial Owners) who have elected the Share Alternative will be rounded down to the nearest whole number of EquityCo Shares.

Following the Effective Date, the Company will be wholly-owned directly by the Offeror and indirectly by EquityCo on the assumption that there is no other change in shareholding in the Company before completion of the Proposal, and the value of the EquityCo Shares will primarily be determined by the value of the Company. The Company had a net asset value of approximately US\$7,173 million (being approximately US\$1.69 per Share based on the total number of issued Shares as at 31 December 2024) as disclosed in the audited consolidated financial results of the Group for the year ended 31 December 2024. The value of the EquityCo Shares will also be affected by the external debt financing to be incurred by the Offeror (including the Offer Facility). Details of the estimate of value of the EquityCo Shares are set out in Appendix V to this Scheme Document.

The EquityCo Shares to be issued pursuant to the Proposal will be issued free from all encumbrances, credited as fully paid up and will rank *pari passu* among themselves and with all EquityCo Shares already in issue.

Shareholders and potential investors of the Company should be aware of, among other things but not limited to, the following risk factors of holding EquityCo Shares:

- **EquityCo Shares are shares of an unlisted investment holding company newly incorporated in the Cayman Islands;**
- **while holders of EquityCo Shares will enjoy certain voting, dividend and liquidation rights (and there is no guarantee that any dividend payments will be made in respect of EquityCo Shares), they will also be subject to various restrictions (including on transfers of EquityCo Shares) and exceptions stipulated in the memorandum and articles of association of EquityCo, the details of which are set out in the section headed “4. Arrangements Material to the Proposal — The Shareholder Arrangements” in Part IV of this Scheme Document;**
- **while certain holders of EquityCo Shares will enjoy certain pre-emption rights, their shareholdings in EquityCo may be reduced or diluted if they do not exercise or take up their full entitlements under such pre-emption rights, or if certain exceptions to such pre-emption rights apply, in each case as stipulated in the memorandum and articles of association of EquityCo (further details of which are set out in the section headed “4. Arrangements Material to the Proposal — The Shareholder Arrangements” in Part IV of this Scheme Document);**
- **upon the Effective Date, the Company will become an indirect, wholly-owned subsidiary of EquityCo and, other than that, EquityCo will not own any other material assets. None of EquityCo, MidCo, HoldCo and the Offeror intends to engage in any business other than acting as the holding company of the Company after completion of the Proposal;**
- **changes in the business and economic environment could adversely affect the operating profits of the Group and therefore EquityCo and/or the value of the assets of the Group or EquityCo. For example, financial factors such as currency controls, devaluation or regulatory changes, or stability factors such as mass riots, pandemics, epidemics, conflicts, civil war and other potential events could contribute to the operational risks of the Group and EquityCo;**

- given that there is no firm intention to seek a listing of the EquityCo Shares on any stock exchange in the near term, and there can be no assurance of such intention or plan in the future, the EquityCo Shares will be illiquid, there is less likely to be a ready market for EquityCo Shares, and hence the shareholders of EquityCo may find it more difficult to find a purchaser for the EquityCo Shares if they intend to sell their EquityCo Shares;
- the value of the EquityCo Shares will at all times be uncertain and there can be no assurance that any such securities will be capable of being sold in the future or that they will be capable of being sold at the value to be estimated in the Scheme Document;
- upon the Effective Date and after the withdrawal of the listing of the Shares from the Stock Exchange, holders of EquityCo Shares will not have the benefits and protections of the Listing Rules. EquityCo may not be a “public company” under the Codes on Takeovers and Mergers and Share Buy-backs, in which case, the protections under these codes will not be applicable or afforded to holders of EquityCo Shares;
- there is no assurance that the strategic initiatives mentioned in the section headed “14. Reasons for and Benefits of the Proposal” below will result in any future transactions or improvements to the operational performance of the Company. Further, any transactions to be undertaken as a result of the strategic review to be conducted after the Proposal will entail significant implementation risks and may or may not lead to positive results for those Scheme Shareholders who elect to accept the Share Alternative; and
- general business risks associated with the Group’s business including but not limited to:
 - the ability to grow the Group’s AUM through organic growth and strategic acquisitions;
 - the ability to divest of the Group’s non-core assets at fair value in the current market environment;
 - the Group’s ability to maintain, continue raising and deploying investment funds from investors;

- the ability to continuously conduct asset disposals to recycle or return capital to earn promote payments as well as to maintain the AUM within the Group's ecosystem in order to earn management fees;
- industry-related market risks such as interest rates, availability and cost of financing, rental rates, availability of and demand from tenants, occupancy volatilities, changes to land and construction costs, delays to delivery of construction projects and increases to the cost of them and country specific risks such as competition, geo-political risks, supply, demand and local regulations;
- liquidity risks associated with existing debt and obligation to fund development projects;
- there is no certainty of realising promote revenue in the future;
- competition for capital may put pressure on fee rates;
- uncertain demand for logistics and/or data centre properties may adversely impact the Group's development business;
- the Group's data centre business is at a nascent stage and there is no certainty the Group will be successful in executing its data centre strategy;
- potential risks of internalisation of REIT management may adversely impact the Group's REIT management business; and
- the Group has operations in multiple jurisdictions and multiple currencies and thus foreign exchange movements may adversely impact the Group's financial performance.

The Option Offers

As at the Latest Practicable Date, the Company has outstanding share options in issue under three different employee incentive plans as follows:

- (a) 7,799,856 outstanding Tier 1 Options, with an exercise price of US\$0.46 (equivalent to approximately HK\$3.5880);

- (b) 8,317,641 outstanding KM Options with an exercise price within the range of US\$0.9445 to US\$1.5172 (equivalent to approximately HK\$7.3671 to HK\$11.8342); and
- (c) 16,652,400 outstanding Post-IPO Share Options with an exercise price within the range of HK\$22.78 to HK\$27.30.

The Company has undertaken in the Implementation Agreement that it will not grant any further Options between the Announcement Date and the Effective Date.

To the extent that the outstanding Tier 1 Options, KM Options and Post-IPO Share Options have not otherwise lapsed, been cancelled or exercised, the Offeror is making the Option Offers to the Option-holders in accordance with Rule 13 of the Takeovers Code to cancel every outstanding Option, conditional upon the Scheme becoming effective.

Under the Option Offers, the Offeror is offering Option-holders the “see-through” Option Offer Price (being the Cancellation Price minus the relevant exercise price of the outstanding Option) for the cancellation of every Option. Where the exercise price of the relevant Option exceeds the Cancellation Price, the “see-through” Option Offer Price is zero and a cash offer of a nominal amount of HK\$0.0001 per Option is made by the Offeror for the cancellation of each outstanding Option held.

Tier 1 Options

Exercise price per Tier 1 Option	Number of outstanding Tier 1 Options	“See-through” Option Offer Price (HK\$)
US\$0.46 (approximately HK\$3.5880)	7,799,856	9.4120

KM Options

Exercise price per KM Option	Number of outstanding KM Options	“See-through” Option Offer Price (HK\$)
US\$0.9445 (approximately HK\$7.3671)	4,532,315	5.6329
US\$1.1453 (approximately HK\$8.9333)	873,103	4.0667
US\$1.3655 (approximately HK\$10.6509)	948,494	2.3491
US\$1.5172 (approximately HK\$11.8342)	1,963,729	1.1658

Post-IPO Share Options

Exercise price per Post-IPO Share Option	Number of outstanding Post-IPO Share Options	“See-through” Option Offer Price (HK\$)
HK\$22.78	384,000	0.0001
HK\$24.50	10,118,400	0.0001
HK\$27.30	6,150,000	0.0001

As at the Latest Practicable Date, except as disclosed below, the Offeror, the Consortium and the Offeror Concert Parties do not hold any Options.

Holder of Tier 1 Options	Number of Tier 1 Options with an exercise price of US\$0.46 (approximately HK\$3.5880)
Mr. Shen	7,799,856
Total	7,799,856

Holder of Post-IPO Share Options	Number of Post-IPO Share Options with an exercise price of		
	HK\$22.78	HK\$24.50	HK\$27.30
Mr. Shen	192,000	—	—
Mr. Gibson	192,000	—	—
Total	384,000	—	—

The Option Offer Letter to Option-holders setting out the terms and conditions of the Option Offers is being despatched separately to Option-holders and is substantially in the form set out in Appendix IX — Form of Option Offer Letter to this Scheme Document.

If any of the outstanding Options is exercised in accordance with the terms of the Tier 1 ESOP, KM ESOP or the Post-IPO Share Option Scheme, as applicable, on or before the Option Record Date, any Shares so issued will be subject to and eligible to participate in the Scheme as Scheme Shares.

The Option Offers will be extended to all Options in issue on the date on which the Option Offers are made.

As at the Latest Practicable Date, all outstanding Tier 1 Options, KM Options and Post-IPO Share Options were vested. All Options will remain valid and exercisable during their respective option periods in accordance with the terms of the Tier 1 ESOP, KM ESOP or the Post-IPO Share Option Scheme, as applicable, on or before the Scheme Record Date. Any Shares so issued upon exercise of the Options after the Announcement Date but on or before the Scheme Record Date will be subject to and eligible to participate in the Scheme as Scheme Shares notwithstanding the Proposal. In accordance with the terms of the KM ESOP as amended on 4 December 2024, any KM Option which has not been exercised by the Scheme Record Date and which has not been cancelled pursuant to the Proposal as its holder has not accepted the Option Offers will automatically lapse on the Effective Date. In accordance with the terms of the Post-IPO Share Option Scheme as amended on 4 December 2024, the lapse date of the Post-IPO Share Options shall be the Effective Date. As at the Latest Practicable Date, the exercise of all of the outstanding Tier 1 Options, KM Options and Post-IPO Share Options in full would result in the issue of 32,769,897 new Shares (representing approximately 0.77% of the issued Shares as at the Latest Practicable Date and approximately 0.77% of the issued share capital of the Company as enlarged by the issue of such new Shares).

Mr. Shen and Mr. Gibson have undertaken as part of the Subscription and Rollover Arrangements to accept the Option Offers in respect of all of the Tier 1 Options and Post-IPO Share Options which they hold. Any unexercised KM Option and Post-IPO Share Option which has not been cancelled pursuant to the Proposal as its holder has not accepted the Option Offers will not survive the completion of the Proposal and will automatically lapse on the Effective Date. All of the outstanding Awards that vest after the Announcement Date but before the Effective Date in accordance with their original vesting schedules will be cash settled. As such, the exercise of the outstanding Options and Awards will not result in dilution of the Offeror's holding in the Company after the Effective Date.

The Award Proposal

As at the Latest Practicable Date, the Company had 13,441,140 outstanding Awards in issue, consisting of 7,707,982 outstanding performance share units granted under the Long Term Incentive Scheme and 5,733,158 outstanding restricted share units granted under the Long Term Incentive Scheme. Each performance share unit and restricted share unit represents a contingent right to receive a Share or a cash payment subject to certain terms and conditions set out in the Long Term Incentive Scheme and the relevant grant letter. The Company has undertaken in the Implementation Agreement that it will not grant any further Awards between the Announcement Date and the Effective Date, other than the 8,724,054 new Awards granted on 23 January 2025 with respect to which the Offeror had provided its consent in the Implementation Agreement for the purposes of Rule 4 of the Takeovers Code.

Under the rules of the Long Term Incentive Scheme, if a general offer (including a scheme of arrangement) is made to all Shareholders (or all such Shareholders other than the Offeror and/or the Offeror Concert Parties), the Company shall use its best endeavours to procure that such offer is extended to all Award-holders, and if the offer is approved or becomes or is declared unconditional, the Awards will vest in whole or in part on a date specified by the Board and all Awards which have not vested shall lapse immediately. The Company has absolute discretion to settle any vested Awards by allotting and issuing new Shares to the relevant Award-holders, directing and procuring the Trustee to transfer existing Shares to the relevant Award-holders, or make a cash payment in an amount equal to the number of Shares underlying the Awards which have vested multiplied by the closing price of a Share as quoted on the Stock Exchange on the vesting date (or the last trading day preceding the vesting date if the vesting date is not a trading day) to the relevant Award-holders. All of the outstanding Awards that vest after the Announcement Date but before the Effective Date in accordance with their original vesting schedules will be cash settled. The Board has determined that if the Scheme is approved by the Scheme

Shareholders at the Court Meeting, all of the then still outstanding unvested Awards will vest (and with respect to performance share units which had a variable performance factor, these will vest up to 100%) on the Effective Date.

The Award Proposal is made to the holders of the outstanding Awards (including Mr. Shen and Mr. Gibson) in respect of their outstanding Awards (which have not otherwise lapsed or been cancelled or exercised under the rules of the Long Term Incentive Scheme) in accordance with Rule 13 of the Takeovers Code to cancel every outstanding Award on the Effective Date, subject to the Scheme becoming effective.

Under the Award Proposal, the Company will pay to each Award-holder the “see-through” Award Proposal Price (being the Cancellation Price as there is no exercise price for the Awards) for the cancellation of every Award. No action will be required to be taken by any Award-holder in order for him/her to receive the Award Proposal Price under the Award Proposal (subject to the Scheme becoming effective) and as such, the Awards will be cash settled.

To facilitate the administration of the Long Term Incentive Scheme, new Shares have been issued to and purchased on-market by the Trustee from time to time. As at the Latest Practicable Date, the Trustee held on trust an aggregate of 352,613 Shares (representing approximately 0.01% of the issued Shares as at the Latest Practicable Date) for the purpose of future satisfaction of Awards granted.

All of the Shares held by the Trustee on the Scheme Record Date will form part of the Scheme Shares and be cancelled upon the Scheme becoming effective. The Company has undertaken to procure that the Trustee shall elect the Cash Alternative in respect of all of the Scheme Shares it holds on the Scheme Record Date.

For the avoidance of doubt, the Trustee is not acting in concert with the Offeror, and therefore the Shares held by the Trustee are Shares held by a Disinterested Shareholder and are entitled to be voted at the Court Meeting and the EGM. However, under Rule 17.05A of the Listing Rules, a trustee holding unvested shares of a share scheme shall abstain from voting on matters that require shareholders’ approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner’s direction and such a direction is given. Accordingly, the Trustee shall not exercise the voting rights attached to the Shares held by it. The Shares held by the Trustee on the record date for the Court Meeting and the EGM will not be voted at the Court Meeting or at the EGM notwithstanding that such Shares form part of the Scheme Shares.

The Award Proposal Letter to Awards-holders setting out the terms and conditions of the Award Proposal is being despatched separately to Award-holders and is substantially in the form set out in Appendix X — Form of Award Proposal Letter to this Scheme Document.

As at the Latest Practicable Date, except as disclosed below, the Offeror, the Consortium and the Offeror Concert Parties do not hold any Awards:

Holder of Awards	Outstanding performance share units	Number of outstanding Awards		
		Number of Shares underlying the outstanding performance share units	Outstanding restricted share units	Number of Shares underlying the outstanding restricted share units
Mr. Shen	973,330 ⁽¹⁾	973,330	210,683	210,683
Mr. Gibson	973,330 ⁽¹⁾	973,330	210,683	210,683

- (1) Of the 973,330 outstanding performance share units held by each of Mr. Shen and Mr. Gibson, 842,730 of these have a variable performance factor. The Independent Board Committee has approved acceleration of all such performance share units on the basis of up to 100% vesting into Shares.

4. TOTAL CASH CONSIDERATION AND FINANCIAL RESOURCES CONFIRMATION

On the assumption that (a) the Rollover Consortium Members and the Rollover IU Shareholders that have executed the Irrevocable Undertakings elect the Share Alternative for the cancellation of all of the Scheme Shares held or owned by them (but for OMERS, only in respect of 319,313,360 IU Scheme Shares out of the 456,161,943 IU Scheme Shares held or owned by it and for Mr. Marsh, only in respect of 25,324,310 IU Scheme Shares out of the 32,074,310 IU Scheme Shares held or owned by him or his affiliates), (b) all other Scheme Shareholders elect the Cash Alternative for the cancellation of all of the Scheme Shares held or owned by them (and OMERS elects the Cash Alternative for the cancellation of 136,848,583 IU Scheme Shares out of the 456,161,943 IU Scheme Shares held or owned by it and Mr. Marsh elects the Cash Alternative for the cancellation of 6,750,000 IU Scheme Shares out of the 32,074,310 IU Scheme Shares held or owned by him or his affiliates), (c) all of the Option-holders exercise all of their Options and all such Option-holders become Scheme Shareholders on or before the Scheme Record Date, (d) no other additional Shares are issued before the Scheme Record Date, and (e) there is no other change in the issued share capital of the Company before completion of the Proposal, the maximum amount of cash required for the Proposal (after taking into account the Option Offers and Award Proposal to be made) is approximately HK\$27,338,285,975.

As at the Latest Practicable Date, the Offeror is financing the entire cash amount required for the Proposal from the New Money Subscription Consideration from the New Money Consortium Members and the Offer Facility.

The Offeror entered into the Offer Facility Agreement on 4 December 2024. Pursuant to the Offer Facility Agreement, MUFG Bank, Ltd., Singapore Branch, Mizuho Bank, Ltd. and United Overseas Bank Limited have agreed to provide to the Offeror the Offer Facility, being a certain funds loan facility of up to US\$1.5 billion with a maturity period up to eighteen (18) months after the date of the first utilisation of the term loan facility established thereunder. The payment of interest on, repayment of or security for any liability, contingent or otherwise, is not intended to depend on, to any significant extent, the business of the Company.

A copy of the Offer Facility Agreement is available for inspection as a document on display.

Morgan Stanley, the co-lead financial adviser and sole structuring adviser to the Offeror in connection with the Proposal, is satisfied that sufficient financial resources are available to the Offeror for satisfying its obligations in respect of the full implementation of the Proposal in accordance with its terms.

5. CONDITIONS TO THE PROPOSAL AND THE SCHEME

The implementation of the Proposal is, and the Scheme will become effective and binding on the Company and all Scheme Shareholders, subject to the satisfaction or a valid waiver (as applicable) of the following Conditions by the Conditions Long Stop Date:

- (a) the approval of the Scheme (by way of poll) at the Court Meeting by the Scheme Shareholders representing not less than 75% in value of the Scheme Shares held by the Scheme Shareholders present and voting, either in person or by proxy, at the Court Meeting;
- (b) the approval of the Scheme (by way of poll) by Disinterested Shareholders holding at least 75% of the votes attaching to the Scheme Shares held by the Disinterested Shareholders that are voted, either in person or by proxy, at the Court Meeting, provided that the number of votes cast (by way of poll) by the Disinterested Shareholders present and voting, either in person or by proxy, at the Court Meeting against the resolution to approve the Scheme at the Court Meeting is not more than 10% of the votes attaching to all Scheme Shares held by all Disinterested Shareholders;

- (c) the passing by the Shareholders at the EGM of a special resolution (by a majority of not less than three-fourths of the votes cast by the Shareholders present and voting, either in person or by proxy, at the EGM) to approve and give effect to any reduction of the issued share capital of the Company by the cancellation of the Scheme Shares, and to apply the reserve created by the cancellation of the Scheme Shares to contemporaneously maintain the issued share capital of the Company at the amount immediately prior to the cancellation and extinguishment of the Scheme Shares by the allotment and issue to the Offeror of such number of new Shares (credited as fully paid at par) as is equal to the number of the Scheme Shares cancelled;
- (d) the sanction of the Scheme (with or without modifications) by the Court and the delivery of a copy of the order of the Court to the Registrar of Companies for registration;
- (e) all Authorisations which are required under or in connection with any Applicable Laws or any licenses or permits of the Company in connection with the Proposal or its implementation in accordance with its terms having been obtained and remaining in full force and effect without modification;
- (f) between the Announcement Date up to the time when the Scheme becomes effective, no Governmental Authority having taken or instituted any action, proceeding, suit, investigation or enquiry, or enacted, made, proposed, issued, enforced or imposed any Applicable Laws, or other legal restraint or prohibition that would make the Proposal or its implementation in accordance with its terms void, unenforceable or illegal, or which would impose any material and adverse conditions or obligations with respect to the Proposal or participation therein or its implementation in accordance with its terms, or otherwise restrain or prohibit the implementation of the Proposal, or cause any transaction contemplated by the Proposal to be rescinded or otherwise disposed of after its implementation; and
- (g) between the Announcement Date up to immediately prior to the time when the Scheme becomes effective, there having been no adverse change in the business, assets, financial or trading positions, profits or prospects of any member of the Group (to an extent which is material in the context of the Group taken as a whole or in the context of the Proposal).

Conditions (a) to (d) cannot be waived. Subject to the requirements of the Executive, the Offeror reserves the right (but is in no way obliged) to waive Conditions (e) to (g) in whole or in part, either generally or in respect of any particular matter. Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror may only invoke any or all of the Conditions as a basis for not

proceeding with the Scheme if the circumstances which give rise to a right to invoke any such Condition are of material significance to the Offeror in the context of the Proposal. The Company has no right to waive any of the Conditions.

As at the Latest Practicable Date and based on the information available to the Offeror and the Company, other than those specifically set out as the Pre-Conditions (which were satisfied on 15 May 2025) and Conditions in paragraphs (a) to (d) (inclusive) above and the application for the withdrawal of the listing of the Shares on the Stock Exchange upon the Scheme becoming effective, each of the Offeror and the Company is not aware of any other circumstances which may result in any of the Conditions in paragraphs (e) to (g) (inclusive) above not being satisfied. In particular, as at the Latest Practicable Date, the Company is not aware of any Authority in any jurisdiction having taken or instituted any action, proceeding, suit, investigation or enquiry as set out in the Condition in paragraph (f).

As at the Latest Practicable Date, none of the Conditions have been satisfied or waived (as applicable).

If approved, the Scheme will be binding on all of the Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the EGM.

The Option Offers are conditional upon the Scheme becoming effective. The Option Offers will become unconditional immediately upon the Scheme becoming effective and prior to the listing of the Shares being withdrawn from the Stock Exchange.

The Award Proposal is conditional upon the Scheme becoming effective. The Award Proposal will become unconditional immediately upon the Scheme becoming effective and prior to the listing of the Shares being withdrawn from the Stock Exchange.

WARNING: Shareholders, Option-holders, Award-holders and/or potential investors of the Company should be aware that unless the Offeror otherwise elects, the implementation of the Proposal will only become effective after all of the Conditions being satisfied or waived (as applicable) by the Conditions Long Stop Date and thus the Proposal may or may not be implemented, the Scheme may or may not become effective, the Option Offers and the Award Proposal may or may not be implemented. Shareholders, Option-holders, Award-holders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.

6. IRREVOCABLE UNDERTAKINGS AND LETTER OF SUPPORT**Irrevocable Undertakings**

On 4 December 2024, the Offeror received an Irrevocable Undertaking from each of OMERS, Mr. Lim, Straits, APG and SMBC, and on 15 May 2025, the Offeror received an Irrevocable Undertaking from Mr. Marsh, pursuant to which each of the IU Shareholders has undertaken, amongst other things:

- (a) to exercise (or procure the exercise of) all voting rights attached to the IU Scheme Shares held or owned by it/him to vote:
 - (i) in favour of the Scheme at the Court Meeting;
 - (ii) in favour of the resolutions at the EGM to give effect to the Scheme; and
 - (iii) in favour of any resolutions at the Court Meeting, the EGM and any general, class or other meeting of the Shareholders in such a way which will facilitate or assist the implementation of the Proposal and the Scheme; and
- (b) that it/he shall not, and/or (as applicable) shall procure that none of its/his affiliates shall, on or before the Effective Date and other than in connection with the Scheme or pursuant to election of the form of Cancellation Consideration, directly or indirectly, sell, transfer, create any encumbrance over or otherwise dispose of all or any of the IU Scheme Shares held or owned by it/him which are the subject of its/his respective Irrevocable Undertaking.

On the basis of the Cancellation Price being HK\$13.00 per IU Scheme Share held or owned by them, each of Mr. Lim, Straits and APG has undertaken to elect the Cash Alternative only as the form of Cancellation Consideration for the cancellation of all of the IU Scheme Shares held or owned by it/him. SMBC has undertaken to elect the Share Alternative only as the form of Cancellation Consideration for the cancellation of all of the IU Scheme Shares held or owned by it. OMERS has undertaken to elect a combination of the Cash Alternative and Share Alternative for the cancellation of all of the IU Scheme Shares held or owned by it and will elect the Share Alternative for 319,313,360 IU Scheme Shares out of the 456,161,943 IU Scheme Shares held or owned by it (representing 70.00% of all of the IU Scheme Shares held or owned by OMERS as at the Latest Practicable Date). Mr. Marsh has undertaken to elect a combination of the Cash Alternative and Share Alternative for the cancellation of all of the IU Scheme Shares held or owned by him and his affiliates, and will elect the Share Alternative for 25,324,310 IU Scheme

Shares out of the 32,074,310 IU Scheme Shares held or owned by it/him (representing approximately 78.96% of all of the IU Scheme Shares held or owned by Mr. Marsh and his affiliates as at the Latest Practicable Date).

The 1,339,367,713 IU Scheme Shares held by the IU Shareholders which are the subject of the Irrevocable Undertakings represent approximately 31.54% of the total issued share capital of the Company and approximately 52.47% of the Scheme Shares held by the Disinterested Shareholders as at the Latest Practicable Date.

Assuming (a) the Rollover Consortium Members and Rollover IU Shareholders that have executed the Irrevocable Undertakings choose the Share Alternative for the cancellation of all of the IU Scheme Shares held or owned by them (but for OMERS, only in respect of 319,313,360 IU Scheme Shares out of the 456,161,943 IU Scheme Shares held or owned by it and for Mr. Marsh, only in respect of 25,324,310 IU Scheme Shares out of the 32,074,310 IU Scheme Shares held or owned by him or his affiliates), (b) all other Scheme Shareholders choose the Cash Alternative for the cancellation of all of the Scheme Shares held or owned by them (and OMERS elects the Cash Alternative for the cancellation of 136,848,583 IU Scheme Shares out of the 456,161,943 IU Scheme Shares held or owned by it and Mr. Marsh elects the Cash Alternative for the cancellation of 6,750,000 IU Scheme Shares out of the 32,074,310 IU Scheme Shares held or owned by him or his affiliates), (c) no outstanding Options or Awards are exercised and no further Shares are issued before the Scheme Record Date, and (d) there is no other change in the issued share capital of the Company before completion of the Proposal, upon the completion of the Proposal, the Company will be wholly-owned by the Offeror, which will be indirectly wholly-owned by EquityCo, which in turn will be held as to 84.20% by the Consortium Members and 15.80% by the Rollover IU Shareholders.

The Irrevocable Undertakings, being binding irrevocable undertakings, will terminate and the above obligations of the IU Shareholders under the applicable Irrevocable Undertakings will cease to be binding (a) if the Proposal is not implemented by the Conditions Long Stop Date; (b) if the Scheme is not approved at the Court Meeting; (c) the Maintenance of Capital is not approved at the EGM; (d) if at the court hearing, the Court does not sanction the Scheme; (e) if the Scheme lapses or is withdrawn in accordance with its terms; or (f) by mutual agreement of the relevant IU Shareholder and the Offeror, whichever is the earliest.

The Irrevocable Undertaking given by OMERS will also terminate and the above obligations of OMERS under the applicable Irrevocable Undertaking will also cease to be binding, (a) if the Scheme Document is not despatched by the date falling seven days or 21 days (if the Executive has provided its consent to the Offeror and the Company in respect of an extension of such seven day period) after the fulfilment of (where capable of waiver) waiver of all the Pre-Conditions (this also applies to the Irrevocable Undertaking given by APG), (b) if certain conditions are not

fulfilled on or prior to the Effective Date; (c) if the Scheme does not become effective by the date falling 12 months after the Announcement Date; or (d) if any person other than the Offeror announces (by way of issuing an announcement under Rule 3.5 of the Takeovers Code), prior to the date of the Court Meeting and/or the EGM, a firm intention to make an offer to acquire all of the Scheme Shares (other than those held by it and persons acting in concert with it) on terms which represent a material improvement on the value of the consideration under the Scheme as at the date on which the competing offer is announced, whichever is the earliest.

The Irrevocable Undertakings given by Straits and by APG will also terminate and the above obligations of Straits or APG respectively under the applicable Irrevocable Undertaking will also cease to be binding, (a) if a competing announcement (containing an offer per Scheme Share for a cash value which is higher than the Cash Alternative) has been published by another offeror by way of issuing an announcement pursuant to Rule 3.5 of the Takeovers Code through the Stock Exchange's HKEx website and the Offeror has not announced (through the Stock Exchange's HKEx website) an increase of the Cash Alternative for a cancellation price for every Scheme Share under the Proposal which is higher than the other offer within seven days of the date of such competing announcement, or (b) if another person interested in Scheme Shares has entered into an undertaking on more favourable terms than the Irrevocable Undertaking given by Straits or by APG respectively (subject to certain carve-outs), whichever is the earliest.

As at the Latest Practicable Date, the information about the IU Shareholders is as follows:

OMERS

OMERS is one of Canada's largest defined benefit pension plans. It is a substantial shareholder of the Company owning 456,161,943 Scheme Shares (representing approximately 10.74% of the issued share capital of the Company as at the Latest Practicable Date).

Mr. Lim

Mr. Lim is a previous non-executive Director who has retired from the Board on 20 January 2025 and, directly and indirectly through wholly-controlled companies, holds an aggregate of 232,262,446 Scheme Shares (representing approximately 5.47% of the total issued Shares as at the Latest Practicable Date).

Straits

Straits is a company incorporated in Singapore with limited liability. Certain affiliates of Straits are collectively interested in 212,797,004 Scheme Shares (representing approximately 5.01% of the total issued Shares) as at the Latest Practicable Date. The principal business activity of Straits is investment holding. The ordinary shares of Straits are listed on the SGX (SGX stock code: S20).

APG

Stichting Depositary APG Strategic Real Estate Pool, which is established in the Netherlands, is the depositary of APG Strategic Real Estate Pool (the “**Pool**”) holding 211,057,897 Scheme Shares (representing approximately 4.97% of the total issued Shares) as at the Latest Practicable Date. The Pool is a fund formed for the purpose of collective investments by its participants, all being Dutch pension funds. The Pool is established as a fund for joint account (*fonds voor gemene rekening*) under Dutch laws. It is not a legal entity but a contractual arrangement between Stichting Depositary APG Strategic Real Estate Pool as its depositary, APG Asset Management N.V. as its manager, and its participants which invest in it through subscribing an interest in it.

SMBC

SMBC is a company incorporated in Japan with limited liability. It holds 205,014,113 Shares (representing approximately 4.83% of the total issued Shares) as at the Latest Practicable Date. The principal business activities of SMBC are banking and financial services. SMBC is wholly-owned by Sumitomo Mitsui Financial Group, which is listed on the Tokyo Stock Exchange, the Nagoya Stock Exchange and its ADRs are listed on the New York Stock Exchange.

Mr. Marsh

Mr. Marsh is the chairman of the Group’s business in Australia and New Zealand and, directly and indirectly through wholly-controlled companies, holds an aggregate of 32,074,310 Scheme Shares (representing approximately 0.76% of the total issued Shares as at the Latest Practicable Date).

Letters of Support

On 7 March 2025, the Offeror received Letters of Support from each of SK and MY.Alpha, pursuant to which each of SK and MY.Alpha confirmed its non-binding intention to vote in favour of all resolutions which are necessary to implement the Proposal to be proposed at shareholders' meeting(s) of the Company. Since 7 March 2025, SK and MY.Alpha have respectively disposed of some of the Shares in which they are interested and as at the Latest Practicable Date, SK and MY.Alpha are interested in 60,363,892 Shares (representing approximately 1.42% of the issued share capital of the Company and approximately 2.36% of the Shares held by Disinterested Shareholders) and 43,383,700 Shares (representing approximately 1.02% of the issued share capital of the Company and approximately 1.70% of the Shares held by Disinterested Shareholders), respectively. This brings the total level of support from Disinterested Shareholders to approximately 56.54% as at the Latest Practicable Date, including approximately 52.47% from the IU Shareholders who have each given a binding Irrevocable Undertaking and approximately 4.06% from the aforementioned two Shareholders who have each given a non-binding Letter of Support.

7. ARRANGEMENTS MATERIAL TO THE PROPOSAL

Please refer to the section headed "4. Arrangements Material to the Proposal" in Part IV of this Scheme Document for further information.

8. SCHEME OF ARRANGEMENT UNDER SECTION 86 OF THE COMPANIES ACT AND THE COURT MEETING

Pursuant to Section 86 of the Companies Act, where an arrangement is proposed between a company and its members or any class of them, the Court may, on the application of the company or any member of the company, order a meeting of the members of the company or class of members, as the case may be, to be summoned in such manner as the Court directs.

It is expressly provided in Section 86(2A) of the Companies Act that if seventy-five per cent. in value of the members or class of members, as the case may be, present and voting either in person or by proxy at the meeting held as directed by the Court as aforesaid, agree to any arrangement, the arrangement shall, if sanctioned by the Court, be binding on all members or class of members, as the case may be, and also on the company.

9. ADDITIONAL REQUIREMENTS AS IMPOSED BY RULE 2.10 OF THE TAKEOVERS CODE

In addition to satisfying any requirements under the Companies Act as summarised above, under Rule 2.10 of the Takeovers Code, except with the consent of the Executive, the Scheme may only be implemented if:

- (a) the Scheme is approved (by way of poll) by Disinterested Shareholders holding at least 75% of the votes attaching to the Scheme Shares held by the Disinterested Shareholders that are cast either in person or by proxy at the Court Meeting; and
- (b) the number of votes cast (by way of poll) by Disinterested Shareholders present and voting either in person or by proxy at the Court Meeting against the resolution to approve the Scheme at the Court Meeting is not more than 10% of the votes attaching to all the Scheme Shares held by all Disinterested Shareholders.

For the purpose of counting the votes for (a) and (b) above, Disinterested Shareholders comprise all Shareholders as at the Meeting Record Date other than the Offeror and the Offeror Concert Parties, but including any member of the Morgan Stanley group, the Deutsche Bank group, the Goldman Sachs group or the UBS group acting in the capacity of an exempt principal trader or exempt fund manager for the purpose of the Takeovers Code. For the avoidance of doubt, Disinterested Shareholders include the Trustee, provided that the Trustee shall not exercise the voting rights attached to the Shares held by it.

As at the Latest Practicable Date, the Disinterested Shareholders held in aggregate 2,552,510,436 Scheme Shares. On that basis, and assuming that no new Shares are issued on or before the Meeting Record Date, 10% of the votes attached to all the Scheme Shares held by all Disinterested Shareholders referred to in (b) above would represent approximately 255,251,044 Shares.

10. BINDING EFFECT OF THE SCHEME

Upon the Scheme becoming effective, it will be binding on the Company and all Scheme Shareholders, regardless of how they voted (or whether they voted) at the Court Meeting and the EGM.

11. THE OFFEROR'S INTENTIONS IN RELATION TO THE GROUP

The Offeror intends for the Group to maintain its existing core business following the implementation of the Proposal, and will continue to raise and deploy funds/establish new investment platforms from new and existing capital partners. As at the Latest Practicable Date, the Offeror intends to continue implementing the strategy approved by the current Board to reduce leverage, sell down and exit non-core assets, including the Group's non-strategic subscale platforms, reduce on-balance sheet exposure, and consider other potential dispositions including non-controlled or minority-owned associates, the Group's holdings in real estate investment trusts and their managers and such other of the Group's assets based on demand/pricing and which may ultimately involve ceasing to operate in one or more jurisdictions, and expand new economy real asset sectors, including data centres, infrastructures and renewables, but has no immediate plans, in the event the Scheme becomes effective, to make any other material changes to the business and/or redeploy assets of the Group, or to make any significant changes to the employment of employees of the Group as a result of the implementation of the Proposal, although it is working with the Company to continue strengthening the existing management team.

After the Scheme becomes effective, the Offeror, with the new director representatives from the Consortium, will conduct a review of the business and operations of the Group in order to formulate and refine a long-term strategy for the Group. The Offeror may explore business, investment or capital raising opportunities and consider whether any further asset disposals, asset acquisitions, business divestment, restructuring and/or diversification will be appropriate for deleveraging the Group's business, becoming a market leader in new economy areas, diversifying the Group's network of capital partners, and enhancing its future development. In particular, as set out in the section headed "14. Reasons for and Benefits of the Proposal" below, in order to fully realise the Group's platform value in the long term, the Group will continue its transition to an asset-light platform, with its strategy focus on new economy sectors. To this end, the Offeror will continue the Company's existing work on identifying divestment opportunities in respect of the Group's assets that do not fit its strategic focus on logistics, data centres and infrastructure, as well as all balance sheet assets of the Group. In addition, the Offeror may also consider disposing of the Group's interests in its non-controlled or minority-owned associates as well as the Group's holdings in real estate investment trusts and potentially their managers. Any disposal or redeployment of assets or businesses of the Group in the future, if any, will be conducted in compliance with the constitutional documents of the Group and (if applicable) the Takeovers Code. In addition, there is no guarantee that such actions, if any, will yield successful outcomes for the Group or its shareholders.

The Offeror intends to continue to integrate the separate businesses and regions being operated by the Group and to finalise and implement the acquisition of minority interests held by founders or employees of certain businesses of the Company in Group Companies (including as

disclosed by the Company in relation to the Korean and Australian founders) and satisfaction of their separate incentivisation arrangements through acquisitions of such interests which may be satisfied in cash, other forms of consideration and through potential new issuances of shares in EquityCo up to a cap of 3.7% (as described in EquityCo's articles of association and in the section headed "4. Arrangements Material to the Proposal — The Shareholder Arrangements" in Part IV of this Scheme Document).

12. SPECIAL DEAL RELATING TO THE EIS

Following the Scheme becoming effective, EquityCo intends to adopt the EIS, typical of private equity owned businesses, to retain top talent and align the interests of senior management with the overall success of the Group by giving them economic exposure to the performance of the Group. The EIS (which excludes the Shen Options) shall have a pool size of initially, up to 4% of the economic interest in the EquityCo Group (subject to increase if approved as a Special Board Matter). The value of the EIS is expected to depend on the performance of EquityCo and may include tranches tied to the future share price, internal rate of return, and/or multiple of invested capital. Any grants to be made to EIS Participants under the EIS will be conducted in compliance with the constitutional documents of the EquityCo Group and all applicable regulatory requirements. The structure of the EIS is still being discussed and it is likely to comprise different tranches with different characteristics and subject to different criteria and may involve the issuance of a separate class of shares in EquityCo. Up to all of the EIS may be issued on a zero strike price basis. It is anticipated that some or all grants under the EIS will be subject to individual performance-related criteria, vesting conditions and good and bad leaver provisions, and may not result in EIS Participants holding EquityCo Shares until there is a future liquidity event for the institutional shareholders of the Company. For the avoidance of doubt, the EIS may not be adopted if the Scheme does not become effective. The Scheme is not conditional on the approval of the EIS.

As at the Latest Practicable Date, EquityCo has not yet finalised the list of EIS Participants or their respective allocations. The Potential EIS Participants have extensive operational expertise and in-depth understanding of the Group's business and industry, the EquityCo Board is of the view that it is important for them to have economic alignment with EquityCo Shareholders so that they will be motivated to continue to contribute to the growth and development of the Group. For the avoidance of doubt, the fact that a current employee is a Potential EIS Participant does not guarantee that such person will ultimately be given an award under the EIS.

As the EIS will be available only to some or all of the Potential EIS Participants (as well as other current or future members of management, consultants, directors or advisers to the Group) and will not be offered to all Scheme Shareholders, the EIS constitutes a special deal under Rule 25 of the Takeovers Code and requires the consent of the Executive under Note 3 to Rule 25 of the

Takeovers Code. The Offeror has therefore made an application to the Executive for its consent to the EIS as a special deal under Rule 25 of the Takeovers Code, conditional on (i) the Independent Financial Adviser publicly stating that in its opinion that the proposed terms of the EIS are fair and reasonable; and (ii) the passing of an ordinary resolution of the Shareholders at the EGM to approve the terms of the EIS, provided that only the votes of Disinterested Shareholders are taken into account in relation to such resolution and further provided that the votes of Shareholders who are not Disinterested Shareholders that are voted either in person or by proxy at the EGM in relation to the EIS will not be taken into account. Each of the Offeror and the Offeror Concert Parties will abstain from voting on the aforementioned ordinary resolution. For the purposes of the aforementioned ordinary resolution, all of the Potential EIS Participants (other than Mr. Shen and Mr. Gibson) will be deemed to be Disinterested Shareholders as they may ultimately not benefit from an allocation under the EIS.

13. SHAREHOLDING STRUCTURE OF THE COMPANY AND SCHEME SHARES

As at the Latest Practicable Date:

- (a) the authorized share capital of the Company is US\$8,000,000 divided into 8,000,000,000 Shares. The Company has 4,246,687,856 Shares in issue, 7,799,856 outstanding Tier 1 Options, 8,317,641 outstanding KM Options, 16,652,400 outstanding Post-IPO Share Options and 13,441,140 outstanding Awards in issue; and
- (b) the Offeror does not hold any Shares, but the Offeror Concert Parties (including the Consortium Members) are directly and indirectly interested in an aggregate of 1,694,177,420 Shares (representing approximately 39.89% of the total number of issued Shares as at the Latest Practicable Date).

Save for the Tier 1 Options, KM Options, Post-IPO Share Options and the Awards, the Company does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares or other types of equity interest, and has not entered into any agreement for the issue of such options, derivatives, warrants or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) convertible into Shares as at the Latest Practicable Date.

PART VII**EXPLANATORY MEMORANDUM**

On the assumption that no outstanding Options are exercised or Awards vest on or before the Scheme Record Date and there is no change in the issued share capital of the Company before the Effective Date, the table below sets out the shareholding structure of the Company as at the Latest Practicable Date and immediately upon completion of the Proposal:

	As at the Latest Practicable Date		Immediately upon completion of the Proposal	
	Number of Shares held	Approximate % of the total issued Shares	Number of Shares held	Approximate % of the total issued Shares
Offeror	—	—	4,246,687,856	100%
Offeror Concert Parties				
— The Starwood Entities ⁽¹⁾	448,933,103	10.57%	—	—
— The SSW Entities ⁽²⁾	213,174,600	5.02%	—	—
— Sixth Street Entity	—	—	—	—
— The WP Entities ⁽³⁾	591,440,160	13.93%	—	—
— Mr. Shen and Laurels ⁽⁴⁾	312,190,216	7.35%	—	—
— Redwood ⁽⁵⁾	850,000	0.02%	—	—
— Mr. Gibson ⁽⁵⁾	331,427	0.008%	—	—
— Qatar Holding	127,257,914	3.00%	—	—
Sub-total: Offeror and the Offeror Concert Parties⁽⁶⁾⁽⁷⁾	<u>1,694,177,420</u>	<u>39.89%</u>	<u>4,246,687,856</u>	<u>100%</u>
Disinterested Shareholders				
IU Shareholders				
— OMERS	456,161,943	10.74%	—	—
— Mr. Lim ⁽⁸⁾	232,262,446	5.47%	—	—
— Straits	212,797,004	5.01%	—	—
— APG	211,057,897	4.97%	—	—
— SMBC	205,014,113	4.83%	—	—
— Mr. Marsh	32,074,310	0.76%	—	—
Sub-total: IU Shareholders	<u>1,349,367,713</u>	<u>31.77%</u>	<u>—</u>	<u>—</u>
— Trustee ⁽⁹⁾	352,613	0.008%	—	—
— Mr. Brett Harold Krause ⁽¹⁰⁾	145,000	0.003%	—	—
— Other Disinterested Shareholders ⁽¹¹⁾	<u>1,202,645,110</u>	<u>28.32%</u>	<u>—</u>	<u>—</u>
Sub-total: Disinterested Shareholders	<u>2,552,510,436</u>	<u>60.11%</u>	<u>—</u>	<u>—</u>
Total	<u>4,246,687,856</u>	<u>100%</u>	<u>4,246,687,856⁽¹²⁾</u>	<u>100%</u>

Notes:

- 1 The Shares in which the Starwood Entities are interested are directly held by Starwood. Starwood is a subsidiary of S Asia Hold Co 1 Private Limited. S Asia Hold Co 1 Private Limited is a wholly-owned subsidiary of SOF-12 International SCSp, which is wholly-controlled by its general partner, SOF-12 International Management Sarl, a wholly-owned subsidiary of Starwood XII Management, LP. SOF-12 International Master Fund SCSp owns 67.31% interests in SOF-12 International SCSp. SOF-12 International Master Fund SCSp is wholly-controlled by its general partner, SOF-12 Master Fund Management Sarl, a wholly-owned subsidiary of Starwood XII Management, LP. SOF-XII International Blocker LP owns 97.12% interests in SOF-12 International Master Fund SCSp. SOF-XII International Blocker LP is wholly-controlled by its general partner, SOF-XII Investors GP, LLC, a wholly-owned subsidiary of Starwood XII Management GP, LLC. Starwood XII Management, LP is wholly-controlled by its general partner Starwood XII Management GP, LLC, which is a wholly-owned subsidiary of Starwood Capital Group Global II, L.P., which is wholly-controlled by its general partner, SCGG II GP, LLC. SCGG II GP, LLC owns 96.74% interests in Starwood XII Management, LP. Starwood Capital Group Holdings L.P. owns 60% interests in Starwood Capital Group Global II, L.P.. SCGG II GP, LLC is wholly-owned by Starwood Capital Group Holdings GP L.L.C.. Starwood Capital Group Holdings L.P. is wholly-controlled by its general partner, Starwood Capital Group Holdings GP L.L.C., a wholly-owned subsidiary of BSS SCG GP Holdings L.L.C., where Mr. Barry Stuart Sternlicht holds 100% interests. Accordingly, Mr. Barry Stuart Sternlicht is deemed to be interested in the underlying Shares held by Starwood.
- 2 The Shares in which the SSW Entities are interested are directly held by SSW CEI (CN), L.P.. The general partner of SSW CEI (CN), L.P. is SSW CEI GP, LLC. Accordingly, SSW CEI GP, LLC is deemed to be interested in the underlying Shares held by SSW CEI (CN), L.P..
- 3 The Shares in which the WP Entities are interested are directly held by Alexandrite Gem Holdings Limited (“**AGHL**”) and Athena Logistics Holding Ltd. (“**ALHL**”) which hold 503,733,253 Shares and 87,706,907 Shares respectively. AGHL and ALHL are wholly-owned subsidiary of Alexandrite Gem TopCo Ltd (“**AGTL**”) and Athena Logistics TopCo Ltd (“**ALTL**”) respectively. Both AGTL and ALTL are wholly-owned subsidiaries of Alexandrite Athena GroupCo Ltd (“**AAGL**”). AAGL is directly owned as to 41.46% and 35.19% by Warburg Pincus China, L.P. (“**WP China**”) and Warburg Pincus Private Equity XII, L.P. (“**WP XII**”) respectively, which are funds managed and advised by Warburg Pincus LLC. Warburg Pincus China GP, L.P. (“**WP China GP**”) is the general partner of WP China and Warburg Pincus XII, L.P. (“**WP XII GP**”) is the general partner of WP XII. WP Global LLC is the general partner of both WP China GP and WP XII GP. The managing member of WP Global LLC is Warburg Pincus Partners II, L.P. (“**WPP II**”). The general partner of WPP II is Warburg Pincus Partners GP LLC (“**WPP GP**”), the managing member of which is Warburg Pincus & Co.. Accordingly, each of AGTL, ALTL, AAGL, WP China, WP XII, WP China GP, WP XII GP, WP Global LLC, WPP II, WPP GP and Warburg Pincus & Co. are deemed to be interested in the underlying Shares held by AGHL and ALHL.
- 4 Mr. Shen is interested in 312,190,216 Shares (representing 7.35% of the total issued Shares), of which 331,427 Shares (representing 0.008% of the total issued share capital of the Company) he is personally interested in, and 311,858,789 Shares (representing 7.34% of the total issued Shares) he is interested in through Laurels, a company wholly-owned by The Shen Trust, whose trustee is Tricor Equity Trustee Limited, and the settlor of which is Rosy Fortune Limited, which is wholly-owned by Mr. Shen. Laurels is also interested in 7,799,856 Tier 1 Options, while Mr. Shen is interested in 192,000 Post- IPO Share Options and 1,184,013 Awards which as determined by the Board on 4 December 2024 will vest up to 100% into 1,184,013 underlying Shares if the Scheme is approved by the Scheme Shareholders at the Court Meeting.

- 5 Mr. Gibson and Mr. Portes are both interested in the 850,000 Shares (representing 0.02% of the total issued Shares) which are held by Redwood. In addition, Mr. Gibson is interested in 331,427 Shares (representing 0.008% of the total issued Shares), as well as 192,000 Post-IPO Share Options and 1,184,013 Awards which as determined by the Board on 4 December 2024 will vest up to 100% into 1,184,013 underlying Shares if the Scheme is approved by the Scheme Shareholders at the Court Meeting.
- 6 Morgan Stanley and Deutsche Bank are the co-lead financial advisers, and Goldman Sachs and UBS are joint financial advisers, to the Offeror in connection with the Proposal. Accordingly, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS and the relevant members of the Morgan Stanley group, the Deutsche Bank group, the Goldman Sachs group and the UBS group which respectively hold Shares on their own account or on a discretionary managed basis are presumed to be acting in concert with the Offeror in relation to the Company in accordance with class 5 of the definition of “acting in concert” under the Takeovers Code (except in respect of Shares held by exempt principal traders or exempt fund managers). Exempt principal traders which are connected for the sole reason that they are under the same control as Morgan Stanley, Deutsche Bank, Goldman Sachs or UBS are not presumed to be acting in concert with the Offeror. However, Shares held by members of the Morgan Stanley group, the Deutsche Bank group, the Goldman Sachs group or the UBS group acting in the capacity of exempt principal traders will not be voted at the Court Meeting and the EGM unless the Executive allows such Shares to be so voted. Shares held by such exempt principal traders may, subject to consent of the Executive, be allowed to be voted at the Court Meeting and the EGM if (i) the relevant connected exempt principal trader holds the Shares as a simple custodian for and on behalf of non-discretionary clients, and (ii) there are contractual arrangements in place between the relevant connected exempt principal trader and its clients that strictly prohibit the relevant connected exempt principal trader from exercising any voting discretion over the relevant Shares, and all voting instructions shall originate from the client only (if no instructions are given, then no votes shall be cast for the relevant Shares held by the relevant connected exempt principal trader).
- 7 JL Investment Group Limited, JL Investment Group II Limited and JL Electron (BVI) Limited each directly holds 101,984,984 Shares, 90,984,985 Shares and 34,889,518 Shares respectively, and all three companies are wholly-controlled by Mr. Lim, previously a non-executive Director who has retired from the Board on 20 January 2025. The Executive has granted a ruling for the rebuttal for the class (6) presumption of acting in concert between the Founders and Mr. Lim.
- 8 The table under the section headed “Shareholding Structure of the Company” in the Announcement had included 653 Shares held by Goldman Sachs Asset Management Fund Services Limited as Shares held by Offeror Concert Parties. Since the Announcement Date, such 653 Shares have been removed from the category of Shares held by Offeror Concert Parties in this Scheme Document on the basis that such 653 Shares are held by a fund of which the investment manager is Goldman Sachs Asset Management International, an exempt fund manager not acting in concert or presumed to be acting in concert with the Offeror or a Consortium Member under the definition of “acting in concert” under the Takeovers Code (whereas Goldman Sachs Asset Management Fund Services Limited is only acting as the fund’s management company overseeing its day-to-day operations).
- 9 As at the Latest Practicable Date, the Trustee holds on trust an aggregate of 352,613 Shares for the purpose of future satisfaction of the Awards. For the avoidance of doubt, the Trustee is not acting in concert with the Offeror and therefore the Shares held by the Trustee will count towards the number of Shares held by Disinterested Shareholders, which may be taken into account for the purposes of calculating the denominator for the 10% disapproval threshold when approving the Scheme. However, under Rule 17.05A of the Listing Rules, a trustee holding unvested shares of a share scheme shall abstain from voting on matters that require shareholders’ approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner’s direction and such a direction is given. Accordingly, the Trustee shall not exercise the voting rights attached to the Shares held by it. Such 352,613 Shares held by the Trustee will not be voted at the Court Meeting or the EGM notwithstanding that such Shares form part of the Scheme Shares.

- 10 Mr. Brett Harold Krause is an independent non-executive Director and holds 145,000 Shares. Mr. Brett Harold Krause is not acting in concert with the Offeror or any of the Consortium Members.
- 11 As at the Latest Practicable Date, save for the Founders, Mr. Lim (previously a non-executive Director who has retired from the Board on 20 January 2025) and Mr. Brett Harold Krause, none of the other Directors holds Shares.
- 12 On the assumption that (i) no outstanding Options and/or Awards are exercised on or before the Scheme Record Date, (ii) there is no change in shareholding of the Company before the Effective Date, the issued share capital of the Company will be maintained at the amount immediately prior to the cancellation of the Scheme Shares by the issue at par to the Offeror, credited as fully paid, of the same number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished. The reserve created in the books of account of the Company as a result of the cancellation and extinguishment of the Scheme Shares will be applied in paying up in full at par the new Shares so issued to the Offeror.
- 13 The aggregate of the percentage figures in the table above may not add up to the relevant sub-total or total percentage figures shown due to rounding of the percentage figures.

14. REASONS FOR AND BENEFITS OF THE PROPOSAL

The Offeror is of the view that the Proposal is beneficial to the Company and the terms of the Proposal are attractive to the Scheme Shareholders in a number of ways:

Benefits of the Proposal to the Scheme Shareholders

Holistic solution for Scheme Shareholders that provides full choice of cash and EquityCo Share mix

The Proposal provides Scheme Shareholders a comprehensive solution with the rare opportunity to elect between: (i) the Cash Alternative which provides certain, near-term liquidity at a substantial premium to the closing price of the Shares as quoted on the Stock Exchange on the Pre-NBO Date, (ii) the Share Alternative which allows Scheme Shareholders to roll their Shares into EquityCo Shares and participate in the next phase of value creation alongside the Consortium or (iii) a mix of cash and EquityCo Shares in a proportion of their choosing. This is subject to the risks associated with holding EquityCo Shares as disclosed in the section headed “3. Terms of the Proposal — The Share Alternative” and as described in the section headed “11. The Offeror’s Intentions in Relation to the Group” above in this Explanatory Memorandum, there is no assurance that any future strategic review of the business and operations of the Group will result in any future transactions. Further, any transactions to be undertaken as a result of the strategic review will entail significant implementation risks, and may or may not lead to positive results for Scheme Shareholders who elect to accept the Share Alternative.

Allows the Company to execute required strategic transition for the benefit of Scheme Shareholders who elect to roll some or all of their Shares

In order to fully realise the Group's platform value in the long term, the Company must successfully complete its transition to an asset-light platform with its strategy focus on new economy sectors, simplify its current portfolio with non-core asset divestitures, realise cost synergies by fully integrating previous acquisitions, and optimise its balance sheet. While some of these initiatives are underway, the Offeror believes there remains significant time and effort required to progress and ultimately complete these initiatives.

Additional efforts may be required to attempt these transitions as a listed company, including obtaining shareholder approvals and managing public investor uncertainty and expectations in light of potential short-term earnings fluctuations caused by the above activities.

Elevated interest rates have substantially dampened transaction activities and impacted asset revaluations in Asia Pacific real estate markets, resulting in delays to planned exits and slower pace of capital recycling. As a result, investors for the fund management business are taking a wait and see approach which has led to slower development starts and consequently impacted transaction related fees. Furthermore, an important component of the Company's fund management business is promote fees, which are more volatile by nature and contribute to earnings fluctuations as a public company as illustrated by the Company's recent financial performance for the six months ended 30 June 2024. It is unclear when market conditions will begin to improve, and until then, the management team's decision making will continue to be constrained by public investor sentiment.

As such, the Offeror believes that the strategic transformation is best executed in a private setting where decision making and execution related to this transition would be more flexible, efficient and unconstrained by the Listing Rules.

Certain, near-term liquidity at a substantial premium for Scheme Shareholders who elect to receive some or all of their Cancellation Consideration in the form of the Cash Alternative

The Proposal provides a certain exit at a substantial premium to the closing price per Share as quoted on the Stock Exchange on the Pre-NBO Date. The Cancellation Price represents an Enterprise Value to FY2024 EBITDA (as of 31 December 2024) multiple of 57.9 times. As set out in the section headed "3. Terms of the Proposal — The Cash Alternative" above, the Cancellation Price represents a significant premium of:

- 55.7% over the Company's closing price per Share as quoted on the Stock Exchange on the Pre-NBO Date;
- 54.0% and 40.8% over the average closing price of approximately HK\$8.44 and HK\$9.23 per share for the 30 and 60 trading days up to and including the Pre-NBO Date, respectively;
- 302.8% over the Company's adjusted unaudited consolidated Net Tangible Asset Value attributable to the Shareholders per issued Share of approximately HK\$3.23 as at 31 December 2024, after taking into account the property valuation reports set out in Appendix II to this Scheme Document; and
- 10.2% premium to the Company's adjusted Reassessed NAV⁵ per Share attributable to the Shareholders in the Company of approximately HK\$11.79 as at 31 December 2024, after taking into account the property valuation reports set out in Appendix II to this Scheme Document.

Unique opportunity for Shareholders to fully monetize investment with limited liquidity

Since the Company's initial public offering in November 2019, there has been minimal trading liquidity in the Shares. The average daily trading volume of the Shares between the Company's initial public offering and the Pre-NBO Date was 5.34 million Shares per day, which is approximately 0.13% of the total number of issued Shares. The illiquidity issue of the Company has worsened since the announcement of the ARA Transaction, with the average daily trading volume of the Shares declining to 4.63 million Shares per day, which is approximately 0.11% of the total number of issued Shares.

Consequently, it would be challenging for Shareholders to execute substantial on-market disposals without further adversely affecting the share price. The Scheme presents a rare solution for Shareholders who elect to receive some or all of their Cancellation Consideration in cash, which provides immediate and full liquidity at a substantial premium to the closing price of the Shares as quoted on the Stock Exchange on the Pre-NBO Date.

No alternative offer has been received

Since the date of receipt of the NBO, the Company has not received any alternative offer which would have required disclosure under the Takeovers Code.

⁵ Calculated, for this purpose, as Reassessed NAV *minus* perpetual capital securities in the amount of US\$743 million as at 31 December 2024; such adjustment was made to exclude the amount attributable to perpetual capital securities holders and derive a figure attributable to common Shareholders

Low likelihood of an alternative offer

The Offeror and the Offeror Concert Parties together hold 39.89% of the Company and are therefore vested in the Company's success. Accordingly, the lead members of the Consortium explored a range of value-enhancing alternatives prior to putting forth a proposal to privatise the Company. In the course of exploring alternatives and the Proposal, the Offeror consulted several potential commercial and capital partners; however, there was no interest in such alternative proposals.

The members of the Consortium who are existing Shareholders were unanimously supportive of the Independent Board Committee conducting its own independent evaluation of strategic alternatives available to the Company with the assistance of a financial adviser which was appointed promptly following receipt of the Offeror's indicative NBO. No other proposals have been publicly announced.

Furthermore, as the Offeror and the Offeror Concert Parties collectively hold 39.89% of the total issued and outstanding share capital of the Company as at the Latest Practicable Date, any third-party proposal from this date forward would need the support of the Offeror to privatise the Company.

Therefore, the Offeror is of the view that it is unlikely that minority Shareholders will receive an alternative proposal to the Offer to realise value in their investments in the Company.

Benefits of the Proposal to the Company***Eliminate public market pressures specific to the Company's current listing***

The Offeror is of the view that several factors related to the Company being publicly listed in Hong Kong have contributed to the decline in the Company's share price performance relative to its peers:

- Negative sentiment from global investors reducing exposure to the PRC and Hong Kong given geopolitical concerns;
- Pressure from investors short selling Shares as a proxy to bet against the Chinese residential real estate market;
- The Company being removed from the MSCI Hong Kong Index, leading to a reduction in passive investment volume;

- Market concerns regarding the execution of the ARA Transaction, including the challenges of managing a complex merger integration in the public domain and against a weaker macro-economic and capital markets backdrop;
- Shareholder overhang from legacy ARA shareholders; and
- Limited liquidity in Shares, which are closely held by several long-term investors. This has prevented Shareholders from executing substantial on-market disposals without adversely affecting the share price and incurring additional costs.

Maintain a prudent and effective governance structure post-privatisation

A robust corporate governance framework will be put in place by the Offeror post-privatisation. An independent chairperson will be nominated, and his/her removal or replacement will be approved by a majority of the EquityCo Board. The EquityCo Board will be constituted in accordance with the provisions set out in the section headed “4. Arrangements Material to the Proposal — The Shareholder Arrangements — Composition of the EquityCo Board” in Part IV of this Scheme Document, ensuring a diverse EquityCo Board comprised of representatives of key shareholders. Subject to (i) certain 5% Matters and (ii) the Special Board Matters, the EquityCo Board will be responsible for the overall direction, supervision and management of the EquityCo Group post-privatisation. Decisions of the EquityCo Board will be decided by a simple majority, subject to certain decisions which will require approval as a Special Board Matter, such as disposals or acquisitions beyond a certain monetary threshold, adoption or material amendments to dividend policies, material deviations from business plan, non-qualified initial public offerings, ensuring a strong system of accountability and oversight, with no single EquityCo Shareholder able to control the EquityCo Board and thereby the strategic direction of the Group following the privatisation.

Opportunity to transform the shareholder register to a credible investor base with strong track record and relevant expertise

The Proposal has the benefit of effectively transforming the Company’s shareholder register to include highly experienced investors who will be able to draw on their sector and capital markets expertise to help the Company undertake its strategic transformation and provide long-term capital to weather near-term macro-economic challenges. The Offeror’s existing relationships and access to global capital providers with an extensive track record building and growing alternative asset management platforms will further accelerate the Company’s AUM growth and fund management capabilities.

For existing Shareholders who share the same investment horizon as the Offeror and wish to partake in the Company's transformation, the Share Alternative is available to all Shareholders to participate in the future upside.

Support talent retention and commercial growth

As a private company, the Company will be able to alleviate any adverse impact that its share price performance has on employee morale and retention by resetting underwater options. The Offeror will implement new incentive plans to retain and motivate key management and employees and align with the long-term growth objectives of the Group.

Similarly, as a private company, the Company will alleviate limited partner and customer concerns affiliated with stock price performance and uncertainty, which may impact their decisions to commit capital or sign leases with the Company.

15. INFORMATION ON THE COMPANY AND THE GROUP

The Company is an exempted company with limited liability incorporated in the Cayman Islands, whose Shares are listed on the Main Board of the Stock Exchange. The Group is Asia-Pacific's leading new economy real asset manager and one of the largest listed real estate investment managers globally. The Group's fully integrated fund management and development platform extends across Australia and New Zealand, Japan, South Korea, Greater China, Southeast Asia, and India, and includes a presence in Europe. The Group provides investors with a diverse range of real asset investment and development solutions across private and public investment vehicles. The Group's focus on new economy real assets offers customers modern solutions for logistics, data centres, and infrastructure and renewables. The Group's purpose, space and investment solutions for a sustainable future, drives it to manage sustainably and impactfully for the communities where the Group operates and the spaces the Group develops to thrive for generations to come.

The table below sets out a summary of the audited consolidated financial results of the Group for each of the three years ended 31 December 2022, 31 December 2023 and 31 December 2024, as extracted from the Company's financial reports for the corresponding financial periods:

	Year ended 31 December		
	2022	2023	2024
	<i>(Audited)</i>		
Revenue (US\$'000)	821,154	871,326	638,987
Gross profit (US\$'000)	791,926	811,530	559,287
(Loss)/Profit for the period (US\$'000)	631,109	268,056	(726,310)
(Loss)/Profit attributable to owners of the Company (US\$'000)	574,145	230,849	(699,810)
Basic (loss)/earnings per share (US\$)	0.13	0.05	(0.17)
Total assets (US\$'000)	16,199,374	16,191,075	14,822,964
Net assets (US\$'000)	9,140,314	8,728,754	7,451,640

16. INFORMATION ON THE OFFEROR, THE CONSORTIUM AND THE EQUITYCO GROUP

Each of the Offeror, HoldCo, MidCo and EquityCo is a company newly incorporated in the Cayman Islands as an exempted company with limited liability and an investment holding company set up solely for the purposes of implementing the Proposal. As at the Latest Practicable Date, the Offeror is directly wholly-owned by HoldCo, which in turn is directly wholly-owned by MidCo, which is in turn directly wholly-owned by EquityCo. None of the Offeror, HoldCo, MidCo or EquityCo has carried on any business since incorporation other than matters in connection with the Proposal. None of the Offeror, HoldCo, MidCo or EquityCo intends to engage in any business other than acting as the holding company of the Company after completion of the Proposal. As at the Latest Practicable Date, the Offeror, HoldCo, MidCo and EquityCo do not have any assets or liabilities other than the Offer Facility and related costs, expenses incurred in connection with implementing the Proposal, and equity commitments from the Consortium Members. As at the Latest Practicable Date, the directors of the Offeror, HoldCo, MidCo and EquityCo are Mr. David Matheson, Mr. Thomas Tolley, Mr. Jeffrey Perlman, Ms. Chloe Zhang, Mr. Jacob Liebschutz, Mr. Stuart Gibson, Mr. Jinchu Shen and Mr. Julian Salisbury. The Offeror and the Consortium Members are considered to be joint offerors under the Takeovers Code. The Consortium has also appointed Mr. Brett Robson as a senior adviser to guide the Consortium in connection with the Proposal during the pre-completion and post-completion periods of the Proposal and to oversee execution of its strategic priorities and valuation creation initiatives.

The final shareholding structure of EquityCo, the exact New Money Subscription Consideration of the New Money Consortium Members and the amount to be drawn down from the Offer Facility will be determined after the latest time for election of the Cash Alternative or the Share Alternative or a combination of both under the Proposal depending on the election of the Scheme Shareholders.

The table below sets out the shareholding structure of EquityCo (a) as at the Latest Practicable Date, and (b) immediately following the implementation of the Proposal, assuming (i) the Rollover Consortium Members and Rollover IU Shareholders that have executed the Irrevocable Undertakings elect the Share Alternative for the cancellation of all of the Scheme Shares held or owned by them (but for OMERS, only in respect of 319,313,360 IU Scheme Shares out of the 456,161,943 IU Scheme Shares held or owned by it and for Mr. Marsh, only in respect of 25,324,310 IU Scheme Shares out of the 32,074,310 IU Scheme Shares held or owned by him or his affiliates), (ii) all other Scheme Shareholders choose the Cash Alternative for the cancellation of all of the Scheme Shares held or owned by them (and OMERS elects the Cash Alternative for the cancellation of 136,848,583 IU Scheme Shares out of the 456,161,943 IU Scheme Shares held or owned by it and Mr. Marsh elects the Cash Alternative for the cancellation of 6,750,000 IU Scheme Shares out of the 32,074,310 IU Scheme Shares held or owned by him or his affiliates), (iii) no outstanding Options or Awards are exercised and no further Shares are issued before the Scheme Record Date, and (iv) there is no other change in the issued share capital of the Company before completion of the Proposal:

	As at the Latest Practicable Date		Immediately upon completion of the Proposal	
	Number of unpaid EquityCo Shares held	Approximate % of the total issued EquityCo Shares	Number of fully paid EquityCo Shares held	Approximate % of the total issued EquityCo Shares
The Starwood Entities	808,933,103	27.62%	808,933,103	23.26%
The SSW Entities	354,174,600	12.09%	354,174,600	10.18%
Sixth Street Entity	355,000,000	12.12%	355,000,000	10.21%
The WP Entities	903,440,160	30.85%	903,440,160	25.98%
Mr. Shen and Laurels	258,314,831	8.82%	258,314,831	7.43%
Redwood	850,000	0.03%	850,000	0.02%
Mr. Gibson (or an affiliate)	331,427	0.01%	331,427	0.01%
Qatar Holding	247,257,914	8.44%	247,257,914	7.11%
Rollover IU Shareholders	—	—	549,651,783	15.80%
Total	2,928,302,035	100.00%	3,477,953,818	100.00%

The Starwood Entities

The Starwood Entities consist of Starwood and Starwood Electron Co-Invest L.P., a co-invest vehicle for Alpha Wave Ventures (“**Alpha Wave**”), which is managed and/or advised by Starwood Electron Co-Invest GP, L.L.C., an affiliate of Starwood. Starwood is a part of Starwood Capital Group, a private investment firm with a core focus on global real estate. Starwood Capital Group and its affiliates maintain 16 offices in seven countries around the world, and currently have more than 5,000 employees. Since its inception in 1991, Starwood Capital Group has raised over US\$80 billion of capital and currently has approximately US\$115 billion of assets under management. Through a series of comingled opportunity funds and Starwood Real Estate Income Trust, Inc. (SREIT), a non-listed REIT, Starwood Capital Group has invested in virtually every category of real estate on a global basis, opportunistically shifting asset classes, geographies and positions in the capital stack as it perceives risk/reward dynamics to be evolving. Starwood Capital also manages Starwood Property Trust (NYSE: STWD), the largest commercial mortgage real estate investment trust in the United States, which has successfully deployed over US\$100 billion of capital since inception and manages a portfolio of over US\$26 billion across debt and equity investments. Over the past 33 years, Starwood Capital Group and its affiliates have successfully executed an investment strategy that involves building enterprises in both the private and public markets. As of the Latest Practicable Date, Starwood is interested in 448,933,103 Shares (representing approximately 10.57% of the total issued Shares).

Alpha Wave is a global investment company with three main verticals: private equity, private credit, and public markets. It is led by Rick Gerson, Navroz Udwadia, and Ryan Khoury. Alpha Wave’s flagship global private equity fund, Alpha Wave Ventures, aims to invest in best-in-class growth-stage companies and endeavours to be helpful long-term partners to the founders and management teams. Alpha Wave has offices in Miami, New York, London, Monaco, Madrid, Abu Dhabi, Tel Aviv, Bangalore, and Sydney.

Sixth Street Entity

Sixth Street Entity is an investment holding company incorporated by Sixth Street. Sixth Street is a global investment firm with over US\$100 billion in assets under management and committed capital. Sixth Street uses its long-term flexible capital, data-enabled capabilities, and One Team culture to develop themes and offer solutions to companies across all stages of growth. The firm’s dedicated global real estate team partners with property managers and institutional investors to acquire, finance, and provide servicing expertise across the global real estate sector. Founded in 2009, Sixth Street has more than 650 team members including over 280 investment professionals operating around the world.

As of the Latest Practicable Date, Sixth Street Entity is not interested in any Shares.

The SSW Entities

The SSW Entities are a part of SSW Partners, LP, a New York-based investment firm that invests in high-quality businesses and collaborates with partners to create enduring value for all stakeholders. It focuses on businesses that consistently invest in their products and people, have built their reputations based on the quality of the goods they produce or services they provide, who have demonstrated the capacity for innovation and constant improvement, and who prioritise the interests of all stakeholders, including employees, customers, owners and the communities in which the businesses operate. In 2022, SSW Partners, LP partnered with Qualcomm Incorporated to lead the successful privatisation of Veoneer, Inc., a Swedish provider of automotive technology, which it acquired for US\$4.6 billion in an all-cash transaction. As of the Latest Practicable Date, the SSW Entities are interested in 213,174,600 Shares (representing approximately 5.02% of the total issued share capital of the Company).

The WP Entities

The WP Entities are investment holding entities controlled by different funds managed and advised by Warburg Pincus LLC or its affiliates, in which different passive economic investors hold economic interests. Warburg Pincus LLC is the pioneer of private equity global growth investing. A private partnership since 1966, the firm has the flexibility and experience to focus on helping investors and management teams achieve enduring success across market cycles. Today, the firm has more than \$87 billion in assets under management, and more than 220 companies in their active portfolio, diversified across stages, sectors, and geographies. Warburg Pincus has invested in more than 1,000 companies across its private equity, real estate, and capital solutions strategies. As of the Latest Practicable Date, the WP Entities are interested in 591,440,160 Shares (representing approximately 13.93% of the total issued share capital of the Company).

The Founders

Mr. Shen and Mr. Gibson are the Co-CEOs and executive Directors of the Company, and Mr. Portes is a non-executive Director. The Founders each founded a part of the business of the Group which then merged to form the Company. The Founders continued to lead the expansion of the business of the Group throughout APAC and the Shares became listed on the Main Board of the Stock Exchange on 1 November 2019. The Founders continue to play a crucial role in the continued growth of the Group. As of the Latest Practicable Date:

- (a) Mr. Shen (including through his controlled entities) is interested in 312,190,216 Shares (representing approximately 7.35% of the total issued Shares), in 7,799,856 Tier 1 Options, 192,000 Post-IPO Share Options, and 1,184,013 Awards which as determined by the Board on 4 December 2024 can vest up to 100% into 1,184,013 underlying Shares if the Scheme is approved by the Scheme Shareholders at the Court Meeting;
- (b) Redwood II is interested in 850,000 Shares which are held by Redwood (representing approximately 0.02% of the total issued Shares); and
- (c) Mr. Gibson is also interested in 331,427 Shares (representing approximately 0.008% of the total issued Shares), 192,000 Post-IPO Share Options, and 1,184,013 Awards which as determined by the Board on 4 December 2024 can vest up to 100% into 1,184,013 underlying Shares if the Scheme is approved by the Scheme Shareholders at the Court Meeting.

Qatar Holding

Qatar Holding is a global investment holding company established in 2006, founded and wholly-owned by QIA. QIA was founded in 2005 to invest and manage the state reserve funds. QIA is among the largest and most active sovereign wealth funds globally. QIA invests across a wide range of asset classes and regions as well as in partnership with leading institutions around the world to build a global and diversified investment portfolio with a long-term perspective that can deliver sustainable returns and contribute to the prosperity of the State of Qatar. As of the Latest Practicable Date, Qatar Holding is interested in 127,257,914 Shares (representing approximately 3.00% of the total issued Shares).

17. WITHDRAWAL OF LISTING OF THE SHARES

Upon the Scheme becoming effective, all of the Scheme Shares will be cancelled (with the equivalent number of new Shares being issued as fully paid to the Offeror) and the share certificates in respect of the Scheme Shares will thereafter cease to have effect as documents or evidence of title.

The Company will make an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules, with effect immediately after the Effective Date.

The Scheme Shareholders will be notified by way of a public announcement of the exact dates of the last day of dealing in the Shares and on which the Scheme and the withdrawal of the listing of the Shares will become effective. A detailed timetable of the Scheme is included in Part III — Expected Timetable of this Scheme Document.

18. IF THE SCHEME IS NOT APPROVED OR THE PROPOSAL LAPSES

The Scheme will lapse if any of the Conditions has not been fulfilled or waived, as applicable, on or before the Conditions Long Stop Date. The listing of the Shares on the Stock Exchange will not be withdrawn if the Scheme does not become effective. The EIS may not be adopted if the Proposal is not approved or otherwise lapses.

If the Scheme is withdrawn or not approved or the Proposal otherwise lapses, no Scheme Shares will be cancelled or extinguished, the shareholding structure of the Company will not change as a result of the Proposal, and the Company will continue to have sufficient public float as required under Rule 8.08 of the Listing Rules.

If the Scheme is withdrawn or not approved or the Proposal otherwise lapses, there are restrictions under the Takeovers Code on making subsequent offers, to the effect that neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, within 12 months from the date on which the Scheme is not approved or the Proposal otherwise lapses, announce an offer or possible offer for the Company, except with the consent of the Executive.

19. COSTS OF THE SCHEME

Pursuant to Rule 2.3 of the Takeovers Code, if the Scheme is not approved and the Proposal is either not recommended by the Independent Board Committee, or is not recommended as fair and reasonable by the Independent Financial Adviser, all costs and expenses incurred by the Company and the Offeror in connection with the Scheme will be borne by the Offeror.

Given that the Proposal, the Scheme, the Option Offers and the Award Proposal are recommended by the Independent Board Committee and are recommended as fair and reasonable by the Independent Financial Adviser, Rule 2.3 of the Takeovers Code is not applicable.

20. REGISTRATION AND PAYMENT

Assuming that the Scheme Record Date falls on Monday, 23 June 2025, it is proposed that the register of members of the Company will be closed from Thursday, 19 June 2025 (or such other date as Shareholders may be notified by announcement) in order to determine entitlements under the Scheme. In order to qualify for entitlements under the Scheme, Scheme Shareholders should ensure that the transfers of Shares to them are lodged with the Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration in their names or in the names of their nominees before the closure of the register of members of the Company.

Payment of Cancellation Consideration to Scheme Shareholders

Upon the Scheme becoming effective, payment of the Cancellation Consideration for the Scheme Shares will be made to the Scheme Shareholders whose names appear on the register of members of the Company as at the Scheme Record Date. Assuming that the Scheme becomes effective on Monday, 30 June 2025 (Cayman Islands time), (a) cheques for cash entitlements to those who have validly elected the Cash Alternative and those whose elections for the Share Alternative were invalid will be despatched, and (b) electronic share certificates for EquityCo Shares to those who have validly elected the Share Alternative will be emailed, as soon as possible but in any event within seven (7) Business Days after the Scheme having become effective and accordingly, the cheques and the electronic share certificates for EquityCo Shares are expected to be despatched or emailed (as applicable) on or before Thursday, 10 July 2025. The EquityCo Shares to be issued to the Beneficial Owners who elect to receive the Share Alternative as Cancellation Consideration will be issued in the name of the relevant Beneficial Owner.

Cheques for cash entitlements will be sent by posting the same in pre-paid envelopes addressed to the persons entitled thereto at their respective registered addresses or, in the case of joint holders, to the registered address of that joint holder whose name stands first in the register of members of the Company in respect of the joint holding, and electronic share certificates of EquityCo Shares will be sent by emailing the same to the persons entitled thereto at the email address provided in the Election Forms. All such cheques and electronic share certificates will be sent at the risk of the person(s) entitled thereto and none of EquityCo, the Offeror, the Company, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS, Citi, the Independent Financial Adviser or any of them will be responsible or liable for any loss or delay in despatch (for example, due to incorrect filtering of the email containing the electronic share certificate as a spam message by the recipient’s email provider). Shareholders are recommended to consult their professional advisors if they are in doubt as to the above procedures.

On or after the day being six calendar months after the posting of such cheques, the Offeror (or its nominee) shall have the right to cancel or countermand payment of any such cheque which has not been cashed or has been returned uncashed, and shall place all monies represented thereby in a deposit account in the name of the Offeror (or its nominee) with a licensed bank in Hong Kong selected by the Offeror (or its nominee).

The Offeror (or its nominee) shall hold such monies until the expiry of six years from the Effective Date and shall prior to such date, make payments therefrom of the sums to persons who satisfy the Offeror (or its nominee) that they are respectively entitled thereto. On the expiry of six years from the Effective Date, the Offeror (and, if applicable, its nominee) shall be released from any further obligation to make any payments under the Scheme.

Assuming that the Scheme becomes effective, the register of members of the Company will be updated accordingly to reflect the cancellation of all the Scheme Shares and all existing certificates representing the Scheme Shares will cease to have effect as documents or evidence of title as from the Effective Date, which is expected to be on or about Monday, 30 June 2025.

Settlement of the Cancellation Consideration to which the Scheme Shareholders are entitled under the Scheme will be implemented in full in accordance with the terms of the Scheme, without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled against any such Scheme Shareholder.

Payment in respect of the Option Offer Price and Award Proposal Price to Option-holders and Award-Holders

Conditional upon the Scheme becoming effective, payment (by cheque or bank transfer) of the Option Offer Price payable under the Option Offers and payment of the Award Proposal Price payable under the Award Proposal are expected to be despatched or made as soon as possible but in any event within seven (7) Business Days after the Scheme having become effective and accordingly, the payment (by cheque or bank transfer) is expected to be made on or before Thursday, 10 July 2025.

All payments in respect of the Option Offer Price will be made by the Offeror to the Company as the agent of the Option-holders by cheque(s), or at the election of the Offeror, by bank transfer, in Hong Kong dollars. Payment will then be made by the Company to the respective Option-holders or Award-holders either by way of (i) electronic bank transfer into bank accounts as customarily used by the Option-holders or Award-holders to receive other compensation from the Group (or as otherwise notified by such Option-holders or

Award-holders to the Group) or (ii) by cheques which will be sent by ordinary post in postage pre-paid envelopes addressed to the persons entitled thereto at their respective registered addresses with the Group.

If payment is made by cheque, all such cheques will be sent at the risk of the person(s) entitled thereto and none of the Offeror, the Company, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS, Citi, the Independent Financial Adviser or any of them will be responsible for any loss or delay in despatch.

On or after the day being six calendar months after the posting of such cheques, the Offeror (or its nominee) shall have the right to cancel or countermand payment of any such cheque which has not been cashed or has been returned uncashed, and shall place all monies represented thereby in a deposit account in the name of the Offeror (or its nominee) with a licensed bank in Hong Kong selected by the Offeror (or its nominee).

The Offeror (or its nominee) shall hold such monies for those entitled under the terms of the Option Offers and the Award Proposal until the expiry of six years from the Effective Date and shall, prior to such date, make payments therefrom of the sums, together with interest thereon, to persons who satisfy the Offeror (or its nominee) that they are respectively entitled thereto, provided that such cheques referred to in the paragraph above of which they are payees have not been cashed. On the expiry of six years from the Effective Date, the Offeror (and, if applicable, its nominee) shall be released from any further obligation to make any payments under the Option Offers and the Award Proposal.

Settlement of the consideration to which the Option-holders and/or Award-holders are entitled under the Option Offers and the Award Proposal (as applicable) will be implemented in full in accordance with the terms of the Option Offers and/or the Award Proposal (as applicable) and subject to the terms of the Tier 1 ESOP, KM ESOP, Post-IPO Share Option Scheme and/or the Long Term Incentive Scheme (as applicable), without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled against any such Option-holders and/or Award-holders.

Procedures for the transfer of the EquityCo Shares

It is expected that the register of members of EquityCo Shares will be maintained by the share registrar of EquityCo in the Cayman Islands. The rights of the shareholders of EquityCo, and the issue and transfer of the EquityCo Shares will be strictly regulated pursuant to the Companies Act, the laws of the Cayman Islands, the memorandum and

articles of association of EquityCo (as may be amended from time to time) and the shareholders' agreement of EquityCo which will be entered into prior or upon completion to the Proposal.

A transfer of the EquityCo Shares is to be effected by a shareholder of EquityCo completing an instrument of transfer, in a common form or in a form approved by the directors of EquityCo, executed by or on behalf of that shareholder of EquityCo. Until further notice provided by EquityCo, a soft copy of the instrument of transfer can be obtained from the transfer agent of EquityCo, MUFG Fund Services (Cayman) Limited ("**EquityCo Transfer Agent**"), by emailing InvestorServicesSingapore@mfsadmin.com, and a scanned copy of the signed instruments of transfer must be delivered for registration at the aforesaid email address of EquityCo Transfer Agent.

The board of EquityCo may refuse to register the transfer of the EquityCo Shares to any person in their absolute discretion without giving any reason for their refusal pursuant to the memorandum and articles of association of EquityCo. In particular, the board of EquityCo may decline to recognise any instrument of transfer unless:

- (1) such fees, if any, as may be required by EquityCo and/or EquityCo Transfer Agent and/or any of their agents for the purpose of handling the transfer are paid thereof;
- (2) the instrument of transfer is accompanied by the certificate of the EquityCo Shares to which it relates, and such other evidence as the board of EquityCo may reasonably require to show the right of the transferor to make the transfer;
- (3) the instrument of transfer is in respect of only one class of shares; and
- (4) any additional information and/or documentary evidence as might be reasonably requested by the board of EquityCo or the share registrar of EquityCo is provided to it.

A soft copy of each new certificate to be issued upon an issue of the EquityCo Shares will be emailed to the holder entitled thereto by EquityCo Transfer Agent after one calendar month following receipt of the documents specified above by EquityCo Transfer Agent and upon production of a scanned copy of such identification papers or additional documents as may be reasonably requested by EquityCo or EquityCo Transfer Agent.

Any holder of EquityCo Shares wishing to split his holding of EquityCo Shares into two or more share certificates must lodge his request with EquityCo Transfer Agent. A fee may be charged by EquityCo or EquityCo Transfer Agent or any of its agents for the splitting of the

EquityCo Share certificate. New share certificate(s) issued in respect of the splitting of the EquityCo Share certificate will be emailed to the holder entitled thereto by EquityCo Transfer Agent after one calendar month following receipt of such request together with a scanned copy of the original share certificate by EquityCo Transfer Agent and upon presentation of such identification papers as may be reasonably requested by EquityCo or EquityCo Transfer Agent.

21. OVERSEAS SCHEME SHAREHOLDERS, OPTION-HOLDERS AND AWARD-HOLDERS

General

The making of the Proposal to, and acceptance of the Scheme by Scheme Shareholders, the Option Offers to Option-holders, and the Award Proposal to Award-holders who are not resident in Hong Kong may be subject to the laws of the relevant jurisdictions in which such Scheme Shareholders, Option-holders, and Award-holders are located.

The Share Alternative, and the receipt of EquityCo Shares, are subject to the laws and regulations of the jurisdiction in which the Scheme Shareholders are subject. Scheme Shareholders wishing to elect the Share Alternative and receive EquityCo Shares should be aware of the laws and regulations of their jurisdiction and ensure that they are able to elect the Share Alternative and receive EquityCo Shares. Additionally, EquityCo Shares will not be registered under any securities laws in any jurisdiction (including Hong Kong or overseas) and may only be issued to persons resident in a jurisdiction pursuant to an exemption from the requirements of the securities laws or regulations of that jurisdiction. In particular:

- (a) Scheme Shareholders who are interested in the Scheme Shares through the Stock Connect will not be eligible to elect the Share Alternative pursuant to Article 24 of the Implementation Rules for Registration, Depository and Clearing Services under the Mainland-Hong Kong Stock Markets Connect Programme (《內地與香港股票市場交易互聯互通機制登記、存管、結算業務實施細則》) and will only receive the Cash Alternative; as at the Latest Practicable Date, these investors represent approximately 0.55% of the issued share capital of the Company; and
- (b) Scheme Shareholders in jurisdictions where (i) the laws or regulations of that jurisdiction restrict the Offeror or EquityCo from distributing, or the Scheme Shareholders from accepting, the EquityCo Shares under the Share Alternative; or (ii) doing so would expose the Offeror, EquityCo, or the Scheme Shareholders to

significant civil, regulatory or criminal risk, and the Offeror considers the exclusion of that jurisdiction to be necessary or expedient on account of these legal restrictions or risks, may not be eligible to elect the Share Alternative.

Scheme Shareholders, Option-holders, and Award-holders should inform themselves about and observe any applicable legal, tax or regulatory requirements of their own jurisdictions. It is the responsibility of any overseas Scheme Shareholders, Option-holders, and Award-holders wishing to accept the Proposal, Option Offers and/or Award Proposal to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents, or filing and registration requirements which may be required, or the compliance with other necessary formalities and the payment of any taxes, duties and other amounts required to be paid by the Scheme Shareholders in such jurisdictions. Any acceptance by such Scheme Shareholders, Option-holders, and Award-holders will be deemed to constitute a representation and warranty from such persons to the Company, the Offeror and their respective advisers that those local laws and regulatory requirements applicable to the overseas Scheme Shareholders, Option-holders, and Award-holders have been complied with.

As at the Latest Practicable Date, the jurisdictions of Scheme Shareholders whose addresses as reflected in the records of the Company were outside Hong Kong include: Australia, British Virgin Islands, Canada, Cayman Islands, Denmark, Finland, France, Germany, Gibraltar, Ireland, Japan, Luxembourg, Netherlands, New Zealand, Norway, PRC, Qatar, Singapore, South Korea, Sweden, Switzerland, Taiwan, United Arab Emirates, United Kingdom and U.S.

As at the Latest Practicable Date, the jurisdictions of Option-holders whose addresses as reflected in the records of the Company were outside Hong Kong include: Australia, India, Japan, PRC, Singapore and South Korea.

As at the Latest Practicable Date, the jurisdictions of Award-holders whose addresses as reflected in the records of the Company were outside Hong Kong include: Australia, India, Indonesia, Japan, PRC, Singapore, South Korea and Thailand.

Having made all reasonable enquiries, the directors of the Offeror and the Directors are comfortable that there is no restriction under the respective laws or regulations of those jurisdictions against extending the Scheme automatically or despatching this Scheme Document, the Option Offer Letter and/or the Award Proposal Letter to those overseas

Shareholders, Option-holders and/or Award-holders. The Scheme, Option Offers and/or Award Proposal (as the case may be) will apply to and this Scheme Document will be despatched to those overseas Shareholders, Option-holders and/or Award-holders.

A summary of requirements applicable to Shareholders, Option-holders or Award-holders in certain jurisdictions is set out below.

Notice to U.S. investors

This Scheme Document does not constitute an offer to sell or an invitation to purchase or subscribe for any securities or a solicitation of any vote or approval in the United States. This Scheme Document does not constitute a prospectus or a prospectus equivalent document. U.S. holders of Scheme Shares, Options and Awards are advised to carefully read the formal documentation in relation to the Proposal once it has been despatched.

In particular, this Scheme Document is not an offer of securities for sale nor a solicitation of an offer to buy securities in the United States. The EquityCo Shares to be issued in connection with the Proposal have not been, and will not be, registered under the Securities Act or under the securities law of any state, district or other jurisdiction of the United States, or any other jurisdiction, and no regulatory approval or clearance in respect of the EquityCo Shares has been, or will be, applied for in any jurisdiction. EquityCo Shares may not be offered or sold in the United States absent registration under the Securities Act or an exemption from registration. It is expected that the EquityCo Shares will be issued in reliance upon the exemption from the registration requirements of the Securities Act provided by Section 3(a)(10) of the Securities Act and available exemptions from state law registration requirements. Neither the Company nor the Offeror intends to make any public offering of securities in the United States.

The Proposal relates to the shares of EquityCo and the Company, which were incorporated in the Cayman Islands with limited liability. The Proposal will be effected under a scheme of arrangement provided for under the Companies Act. Accordingly, the Proposal is subject to the disclosure requirements and practices applicable to Cayman Islands schemes of arrangement, which differ from the disclosure and other requirements of the U.S. securities laws. Financial information included in the relevant documentation will have been prepared in accordance with accounting standards applicable in Hong Kong that may not be comparable to the financial statements of U.S. companies.

Further, where a U.S. holder of Scheme Shares elects to accept the Share Alternative, in connection with such acceptance, such Scheme Shareholder will be required to represent that they are either (A) not a U.S. Person as defined under the Securities Act or (B) a qualified

institutional buyer within the meaning of Rule 144A under the Securities Act and a qualified purchaser under Section 2(a)(51) of the U.S. Investment Company Act of 1940, as amended, including the rules promulgated thereunder, in addition to the other representations set out in the Election Form.

U.S. holders of Scheme Shares, Options and Awards may encounter difficulty enforcing their rights and any claims arising out of U.S. securities laws, as the Offeror and the Company are incorporated outside of the United States, some or all of their respective officers and directors are resident outside of the United States and a substantial portion of their respective assets are located outside of the United States. U.S. holders of Scheme Shares, Options and Awards may not be able to sue a foreign company or its officers or directors in a foreign court for violations of U.S. securities laws, or enforce against them a judgement rendered by a U.S. court. Further, U.S. holders of Scheme Shares, Options and Awards may encounter difficulty compelling a foreign company and its affiliates to subject themselves to a U.S. court's jurisdiction.

EquityCo Shares issued to a Scheme Shareholder that is neither an "affiliate" (within the meaning of the Securities Act), for the purposes of the Securities Act, of the Company or EquityCo prior to the Effective Date, nor an affiliate of EquityCo after the Effective Date, should not be "restricted securities" under the Securities Act, and such EquityCo Shares may be sold by such person in ordinary secondary market transactions without restriction under the Securities Act. EquityCo Shares issued pursuant to the Scheme will not be registered under any U.S. state securities laws and may only be issued to persons resident in a state pursuant to an exemption from the registration requirements of the securities laws of such state.

Persons who are affiliates of the Company or EquityCo prior to the Effective Date, or an affiliate of EquityCo after the Effective Date, may not resell EquityCo Shares received pursuant to the Scheme in the United States without registration under the Securities Act, except pursuant to an applicable exemption from the registration requirements of the Securities Act or in a transaction not subject to such requirements. Persons who may be deemed to be affiliates of the Company or EquityCo, as the case may be, include individuals who, or entities that, control, directly or indirectly, or are controlled by or are under common control with, the Company or EquityCo, as the case may be, and may include certain officers and directors of such company and such company's principal shareholders (such as a holder of more than 10% of the outstanding capital stock of such company). Persons who believe they may be affiliates for the purposes of the Securities Act should consult their own legal advisers prior to any sale of EquityCo Shares received pursuant to the Scheme.

The EquityCo Shares have not been and will not be listed on a U.S. securities exchange or quoted on any inter-dealer quotation system in the United States. Neither the Offeror nor EquityCo intends to facilitate a market in EquityCo Shares in the United States. Consequently, the Offeror believes that it is unlikely that an active trading market in the United States will develop for the EquityCo Shares.

Neither the U.S. Securities and Exchange Commission nor any other U.S. federal or state securities commission or regulatory authority has approved or disapproved of the EquityCo Shares or passed an opinion on the adequacy of this Scheme Document. Any representation to the contrary is a criminal offense in the United States.

For the purposes of qualifying for the exemption from the registration requirements of the Securities Act afforded by Section 3(a)(10) thereof, the Company will advise the Grand Court before the Grand Court hearing that its sanctioning of the Scheme will be relied upon by the Company and the Offeror for such purpose as an approval of the Scheme following a hearing on the fairness of the terms and conditions of the Scheme to Shareholders, at which hearing all such holders are entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been given to all such holders.

Notice to United Kingdom investors

This Scheme Document is directed only at persons (i) falling within Article 19 of the Financial Services & Markets Act 2000 (Financial Promotion) Order 2005 (investment professionals); or (ii) falling within Article 49(2)(a) to (d) of the Financial Services & Markets Act 2000 (Financial Promotion) Order 2005 (high net worth companies, unincorporated associations etc.); or (iii) to whom it may otherwise lawfully be communicated. This Scheme Document must not be acted on or relied on by persons who are not such persons as described above. Any investment or investment activity to which this Scheme Document relates is available only to such persons as described above and will be engaged in only with such persons as described above.

Notice to investors in the European Economic Area (“EEA”)

Neither the Offeror nor the Company has authorised any offer to the public of securities requiring publication of a prospectus in any Member State of the European Economic Area. With respect to any Member State of the European Economic Area (each a “**Member State**”), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in any Member State.

In relation to each Member State, once the Proposal is made (which shall be solely through the Scheme Document), the Proposal will not be offered or made available to the public in that Member State, except that the Proposal may be made to the public in that Member State at any time under the following exemptions from the Prospectus Regulation:

- to any legal entity which is a qualified investor as defined under Article 2 of the Prospectus Regulation; or
- to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the Prospectus Regulation) per Member State; or
- in any other circumstances falling within Article 1(4) of the Prospectus Regulation, provided that making the Proposal available will not result in a requirement for the Offeror or the Company to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement to a prospectus pursuant to Article 23 of the Prospectus Regulation.

The Option Offers and the Award Proposal shall not be offered or made available to the public in a Member State, except in any circumstance; (i) falling within Article 1(4) of the Prospectus Regulation, provided that making the Option Offer or Award Proposal available will not result in a requirement for the Offeror or the Company to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement to a prospectus pursuant to Article 23 of the Prospectus Regulation; and/or (ii) which does not require the Offeror or the Company to publish a prospectus pursuant the Prospectus Regulation.

For the purposes of this provision, the expression “an offer to the public in any Member State” means the communication in any form and by any means of sufficient information on the terms of the relevant offer (including, the Proposal) so as to enable an investor to decide to accept the Consideration Shares or any other securities under the relevant offer and the expression “**Prospectus Regulation**” means Regulation (EU) 2017/1129 and includes any relevant delegated regulations.

No action has been taken by the Offeror or the Company that would permit an offer of securities or the possession or distribution of this announcement or any other offering or publicity material relating to securities in any Member State where action for that purpose is required.

Notice to Australia investors

As set out in the section headed “2. Terms of the Proposal” in Part IV of this Scheme Document, if the Scheme becomes effective, the Scheme Shares will be cancelled in exchange for either the Cash Alternative or the Share Alternative. The Scheme Shareholders may elect the Cash Alternative or the Share Alternative or a combination of both the Cash Alternative and the Share Alternative in a proportion of their choosing as the form of Cancellation Consideration in respect of their entire holdings of Scheme Shares held as at the Scheme Record Date.

The Share Alternative is only offered to Scheme Shareholders who receive this Scheme Document in Australia where those Scheme Shareholders are “sophisticated investors” as that term is defined in section 708(8) to 708(10) of the *Corporations Act 2001* (Cth) (“**Sophisticated Investors**”). For the avoidance of doubt, Scheme Shareholders who receive this Scheme Document in Australia who are not Sophisticated Investors are not offered the Share Alternative and so will receive the Cash Alternative as the only form of Cancellation Consideration in respect of their entire holdings of Scheme Shares.

Scheme Shareholders who receive this Scheme Document in Australia and who elect the Share Alternative or a combination of both the Cash Alternative and the Share Alternative as the form of their Cancellation Consideration represent and warrant, in addition to the other representations set out in the Election Form, to EquityCo, the Offerer and the Company and any of their respective directors, officers, associates, advisers or any other person involved in the Proposal that:

- (a) it is a Sophisticated Investor and, accordingly, a disclosure document (as defined in the *Corporations Act 2001* (Cth)) is not required to be given to it in relation to an offer of the Share Alternative under this Scheme Document;
- (b) it is a person to whom the Share Alternative may lawfully be offered and issued;
- (c) when lodging its Election Form with the Share Registrar, it will attach to the Election Form a certificate given by a qualified accountant (as defined in section 88B of the *Corporations Act 2001* (Cth)) no more than 6 months before the offer for the Share Alternative was made which confirms that the Scheme Shareholder (or, where the offer is made to a company or trust, the person who controls that company or trust) satisfies the financial threshold in either section 708(8)(c)(i) or (ii) in the *Corporations Act 2001* (Cth); and

- (d) it will not offer to sell any securities received as part of the Share Alternative to any person in Australia within 12 months of the issue of the securities the subject of the Share Alternative unless disclosure to that person is not required under Part 6D.2 of the Corporations Act 2001 (Cth).

Notice to Canada investors

This Scheme Document does not constitute an offer to sell or an invitation to purchase or subscribe for any securities in Canada. This Scheme Document does not constitute a prospectus or a prospectus equivalent document. Canadian holders of Scheme Shares, Options and Awards are advised to carefully read the formal documentation in relation to the Proposal. The EquityCo Shares to be issued in connection with the Proposal have not been, and will not be, registered under the securities law of any Canadian jurisdiction, and no regulatory approval or clearance in respect of the EquityCo Shares has been, or will be, applied for in any Canadian jurisdiction. EquityCo Shares may not be offered or sold in the Canada absent an exemption from applicable prospectus requirements. It is expected that the EquityCo Shares will be issued in reliance upon an exemption from Canadian prospectus requirements. Neither the Company nor the Offeror intends to make any public offering of securities in Canada.

The Proposal relates to the shares of EquityCo and the Company, which were incorporated in the Cayman Islands with limited liability. The Proposal will be effected under a scheme of arrangement provided for under the Companies Act. Accordingly, the Proposal is subject to the disclosure requirements and practices applicable to Cayman Islands schemes of arrangement, which differ from the disclosure and other requirements of Canadian securities laws. Financial information included in the relevant documentation will have been prepared in accordance with accounting standards applicable in Hong Kong that may not be comparable to the financial statements of Canadian companies.

Further, where a Canadian holder of Scheme Shares elects to accept the Share Alternative, in connection with such acceptance, such Scheme Shareholder will be subject to resale restrictions under Canadian securities laws.

Canadian holders of Scheme Shares, Options and Awards may encounter difficulty enforcing their rights and any claims arising out of Canadian securities laws, as the Offeror and the Company are incorporated outside of Canada, some or all of their respective officers and directors are resident outside of Canada and a substantial portion of their respective assets are located outside of Canada. Canadian holders of Scheme Shares, Options and Awards may not be able to sue a foreign company or its officers or directors in a foreign court for violations of Canadian securities laws, or enforce against them a judgement

rendered by a Canadian court. Further, Canadian holders of Scheme Shares, Options and Awards may encounter difficulty compelling a foreign company and its affiliates to subject themselves to a Canadian court's jurisdiction.

No Canadian securities commission or regulatory authority has approved or disapproved of the EquityCo Shares or passed an opinion on the adequacy of this Scheme Document. Any representation to the contrary is a criminal offense in Canada.

Canadian holders of the Shares, Option-holders and Award-holders should consult their professional advisers as to applicable tax consequences.

Notice to France investors

This Scheme Document is directed only to “qualified investors” as defined in article L. 411-2 of the French Monetary and Financial Code and Article 2(e) of EU regulation 2017/1129 of 14 June 2017.

Notice to Japan investors

Since the Proposal is made in reliance on the small number of offerees exemption (*shounijzu shibo*) under the Financial Instruments and Exchange Act of Japan (Law No. 25 of 1948 as amended, the “FIEA”), the Proposal has not been and will not be registered pursuant to Article 4, Paragraph 1 of the FIEA and disclosure under the FIEA has not been made and will not be made with respect to the Proposal or the EquityCo Shares. Neither the EquityCo Shares nor any interest therein may be offered, sold, resold or otherwise transferred, directly or indirectly, in Japan to or for the account of any resident of Japan, except to pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and all other applicable laws, regulations and guidelines promulgated by the relevant Japanese governmental and regulatory authorities. As used in this paragraph, resident of Japan means any person resident in Japan, including any corporation or other entity organised under the laws of Japan.

Notice to New Zealand investors

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the “FMC Act”).

The Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

This Scheme Document is directed only at persons (i) falling within Article 19 of the Financial Services & Markets Act 2000 (Financial Promotion) Order 2005 (investment professionals); or (ii) falling within Article 49(2)(a) to (d) of the Financial Services & Markets Act 2000 (Financial Promotion) Order 2005 (high net worth companies, unincorporated associations etc.); or (iii) to whom it may otherwise lawfully be communicated. This Scheme Document must not be acted on or relied on by persons who are not such persons as described above. Any investment or investment activity to which this Scheme Document relates is available only to such persons as described above and will be engaged in only with such persons as described above.

If you (or any person for whom you are acquiring or procuring the common shares) are in New Zealand, you (and any such person), in addition to the other representations set out in the Election Form:

- (a) are a person who: (i) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act; (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act; (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act; (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act (and, if an eligible investor, have provided the necessary certification);

- (b) acknowledge that: (i) Part 3 of the FMC Act shall not apply in respect of the offer of common shares to you; (ii) no product disclosure statement, register entry or other disclosure document under the FMC Act may be prepared in respect of the offer of common shares; and (iii) any information provided to you in respect of the offer is not required to, and may not, contain all of the information that a product disclosure statement, register entry or other disclosure document under New Zealand law is required to contain;
- (c) warrant that if in the future you elect to directly or indirectly offer or sell any of the common shares allotted to you, you undertake not to do so in a manner that could result in: (i) such offer or sale being viewed as requiring a product disclosure statement or other similar disclosure document or any registration or filing in New Zealand; (ii) any contravention of the FMC Act; or (iii) the Company or its directors incurring any liability; and
- (d) warrant that: (i) any person for whom you are acquiring or procuring common shares meets one or more of the criteria specified in subclause (a) above; and (ii) you have received, where required, a safe harbour certificate in accordance with clause 44 of Schedule 1 of the FMC Act.

Notice to Singapore investors

This Scheme Document and the accompanying forms of proxy and the Election Form have not been and will not be lodged or registered as a prospectus with the MAS. Accordingly, this Scheme Document and the accompanying forms of proxy and the Election Form and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the EquityCo Shares may not be circulated or distributed, nor may the EquityCo Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than (i) to an Institutional Investor pursuant to Section 274 of the SFA or (ii) to an Accredited Investor pursuant to and in accordance with the conditions specified in Section 275 of the SFA.

Accredited Investors are assumed to be better informed, and better able to access resources to protect their own interests, and therefore require less regulatory protection. Investors who agree to be treated as Accredited Investors therefore forgo the benefit of certain regulatory safeguards. For example, issuers of securities are exempted from issuing a full prospectus registered with the MAS in respect of offers that are made only to Accredited

Investors, and intermediaries are exempted from a number of business conduct requirements when dealing with Accredited Investors. Investors should consult a professional adviser if they do not understand any consequence of being treated as an Accredited Investor.

Shareholders, beneficial owners of the Shares, Option-holders and Award-holders should consult their professional advisers if they are in any doubt as to the potential applicability of, or consequence under, any provision of law or regulation or judicial or regulatory decisions or interpretations in any jurisdictions, territory or locality therein or thereof and, in particular, whether there will be any restriction or prohibition on the acquisition, retention, disposal or otherwise with respect to the Shares, Options, Awards or EquityCo Shares, as the case may be. It is emphasised that none of the Offeror, EquityCo, the Company or any of their respective directors, officers, associates, advisers or any other person involved in the Proposal accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Scheme, Option Offers or Award Proposal.

22. TAXATION

As the Scheme, the Option Offers and the Award Proposal do not involve the sale and purchase of Hong Kong stock, no Hong Kong stamp duty will be payable pursuant to the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong) on the cancellation of the Scheme Shares, the cancellation of Options under the Option Offers and the cancellation of Awards under the Award Proposal upon the Scheme becoming effective.

The receipt of cash pursuant to the Proposal by a U.S. holder of Scheme Shares as consideration for the cancellation of its Scheme Shares pursuant to the Scheme, by an Option-holder as consideration for the cancellation of its Options or by an Award-holder as consideration for the cancellation of its Awards may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other tax laws. Each holder of Scheme Shares, Options or Awards is urged to consult his independent professional adviser immediately regarding the tax consequences of the Proposal applicable to him.

All Scheme Shareholders, Option-holders, and Award-holders, whether in Hong Kong or in other jurisdictions, are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Proposal.

It is emphasised that none of the Offeror, the Offeror Concert Parties, the Company, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS and their agents or any of their respective directors, officers or associates or any other person involved in the Proposal accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Proposal.

23. SCHEME SHARES

As at the Latest Practicable Date, the Offeror did not hold any Shares. As the Offeror is not a Scheme Shareholder, the Offeror will not vote on the Scheme at the Court Meeting. The Offeror will undertake to the Court that it will be bound by the Scheme, so as to ensure that it will be subject to the terms and conditions of the Scheme.

As at the Latest Practicable Date, the Offeror Concert Parties held directly or indirectly in aggregate 1,694,177,420 Shares, representing approximately 39.89% of the total number of issued Shares. Such Shares held by the Offeror Concert Parties will form part of the Scheme Shares and will be cancelled upon the Scheme becoming effective. The Offeror Concert Parties (including the Rollover Consortium Members) have undertaken to the Court to, abstain from voting on the Scheme at the Court Meeting with respect to Conditions (a) and (b) as set out in the section headed “5. Conditions to the Proposal and the Scheme” above in this Explanatory Memorandum. As such, as at the Latest Practicable Date, all other Scheme Shareholders are Disinterested Shareholders, and the Scheme Shares held by such Scheme Shareholders are entitled to be voted on the Scheme at the Court Meeting.

24. COURT MEETING AND THE EGM

In accordance with the directions of the Court, the Court Meeting will be held for the purpose of considering and, if thought fit, passing a resolution to approve the Scheme (with or without modifications). Scheme Shareholders whose names appear on the register of members of the Company as at the Meeting Record Date will be entitled to attend and vote, in person or by proxy, at the Court Meeting. The Scheme will be subject to the approval by the Scheme Shareholders at the Court Meeting in the manner referred to in the subsection headed “Court Meeting” below. Only votes of Disinterested Shareholders will be counted for the purposes of determining whether the requirements set out in the section headed “9. Additional requirements as imposed by Rule 2.10 of the Takeovers Code” above in this Explanatory Memorandum are satisfied in accordance with the Takeovers Code.

The EGM will be held immediately following the Court Meeting for the purpose of considering and, if thought fit, passing (x) the special resolution to (i) approve and give effect to any reduction of the issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares; (ii) apply the reserve created by the cancellation of the Scheme Shares to contemporaneously maintain the issued share capital of the Company at the amount immediately prior to the cancellation and extinguishment of the Scheme Shares by the allotment and issue to the Offeror of such number of new Shares (credited as fully paid at par) as is equal to the number of the Scheme Shares cancelled; and (iii) authorize any one of the Directors to do all acts and things considered by him or her to be necessary or desirable in connection with the implementation of the Scheme and to apply to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange upon the Scheme becoming effective, and (y) the ordinary resolution to approve the EIS, subject to the Scheme becoming effective. The Rollover IU Shareholders and the Offeror Concert Parties (including the Rollover Consortium Members) have indicated that, if the Scheme is approved at the Court Meeting, they will vote in favour of the resolution(s) to be proposed at the EGM.

For the avoidance of doubt, as noted in the section headed “13. Shareholding Structure of the Company and Scheme Shares” in this Explanatory Statement, Shares held by members of the Morgan Stanley group, the Deutsche Bank group, the Goldman Sachs group or the UBS group acting in the capacity of exempt principal traders will not be voted at the Court Meeting and the EGM unless the Executive allows such Shares to be so voted. Further, Shares held by Citi group acting in the capacity of exempt principal trader will also not be voted at the Court Meeting and the EGM unless the Executive allows such Shares to be so voted. Shares held by such exempt principal traders in the Morgan Stanley group, the Deutsche Bank group, the Goldman Sachs group, the UBS group or the Citi group may, subject to consent of the Executive, be allowed to be voted at the Court Meeting and the EGM if (i) the relevant connected exempt principal trader holds the Shares as a simple custodian for and on behalf of non-discretionary clients, and (ii) there are contractual arrangements in place between the relevant connected exempt principal trader and its clients that strictly prohibit the relevant connected exempt principal trader from exercising any voting discretion over the relevant Shares, and all voting instructions shall originate from the client only (if no instructions are given, then no votes shall be cast for the relevant Shares held by the relevant connected exempt principal trader). In addition, as noted in the section headed “13. Shareholding Structure of the Company and Scheme Shares” in this Explanatory Memorandum, pursuant to Rule 17.05A of the Listing Rules, the Trustee shall not exercise the voting rights attached to the Shares held by it, and accordingly, the 352,613 Shares held by the Trustee will not be voted at the Court Meeting or the EGM notwithstanding that such Shares form part of the Scheme Shares.

Court Meeting

The implementation of the Proposal is, and the Scheme will become effective and binding on the Company and all Scheme Shareholders, subject to, amongst others, the satisfaction of the following Conditions:

- (a) the Scheme is approved (by way of poll) at the Court Meeting by the Scheme Shareholders representing not less than 75% in value of the Scheme Shares held by the Scheme Shareholders present and voting, either in person or by proxy, at the Court Meeting; and
- (b) the approval of the Scheme (by way of poll) by Disinterested Shareholders holding at least 75% of the votes attaching to the Scheme Shares held by the Disinterested Shareholders that are voted, either in person or by proxy, at the Court Meeting, provided that the number of votes cast (by way of poll) by the Disinterested Shareholders present and voting, either in person or by proxy, at the Court Meeting against the resolution to approve the Scheme at the Court Meeting is not more than 10% of the votes attaching to all Scheme Shares held by all Disinterested Shareholders.

Scheme Shareholders whose names appear in the register of members of the Company as at the Meeting Record Date shall be entitled to attend and vote their Scheme Shares in person or by proxy, at the Court Meeting for the purposes of Section 86 of the Companies Act, in favour of the Scheme or against the Scheme. For the purpose of satisfying the voting requirements described in (b) above (which are contained in and imposed by the Takeovers Code), only the votes in respect of the Scheme Shares of Disinterested Shareholders present and voting either in person or by proxy, will be counted.

In accordance with the Companies Act, the “seventy-five per cent. in value” requirement, as described above, will be met if the total value of Scheme Shares being voted in favour of the Scheme is at least seventy-five per cent. of the total nominal value of the Scheme Shares voted at the Court Meeting.

Notice of the Court Meeting is set out in Appendix VII to this Scheme Document. The Court Meeting will be held at 10:00 am (Hong Kong time) on Friday, 13 June 2025 at Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong.

EGM

All Shareholders whose names appear in the register of members of the Company as at the Meeting Record Date shall be entitled to attend and vote, in person or by proxy, at the EGM with respect to (x) the special resolution to (i) approve and give effect to any reduction of the issued share capital of the Company by the cancellation of the Scheme Shares; (ii) apply the reserve created by the cancellation of the Scheme Shares to contemporaneously maintain the issued share capital of the Company at the amount immediately prior to the cancellation and extinguishment of the Scheme Shares by the allotment and issue to the Offeror of such number of new Shares (credited as fully paid) as is equal to the number of the Scheme Shares cancelled; and (iii) authorize any one of the Directors to do all acts and things considered by him or her to be necessary or desirable in connection with the implementation of the Scheme and to apply to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange upon the Scheme becoming effective, subject to the Scheme becoming effective, and (y) the ordinary resolution to approve the terms of the EIS, subject to the Scheme becoming effective. The Rollover IU Shareholders and the Offeror Concert Parties (including the Rollover Consortium Members) have indicated that, if the Scheme is approved at the Court Meeting, they will vote in favour of the resolution(s) to be proposed at the EGM.

The special resolution described in the paragraph above will be passed if not less than 75% of the votes cast by the Shareholders, present and voting in person or by proxy at the EGM, are in favour of the special resolution.

In respect of the ordinary resolution to approve the EIS subject to the Scheme becoming effective, only the votes of Disinterested Shareholders are taken into account in relation to such resolution and the votes of Shareholders who are not Disinterested Shareholders that are voted either in person or by proxy at the EGM in relation to the EIS will not be taken into account. Each of the Offeror and the Offeror Concert Parties will abstain from voting on the aforementioned ordinary resolution.

Notice of the EGM is set out in Appendix VIII to this Scheme Document. The EGM will be held at 10:30 am (Hong Kong time) (or immediately after the Court Meeting convened for the same day and place shall have been concluded or adjourned) on Friday, 13 June 2025 at Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong.

Assuming that the Conditions are fulfilled (or, as applicable, waived in whole or in part), it is expected that the Scheme will become effective on or about Monday, 30 June 2025 (Cayman Islands time). Further announcements will be made in relation to, among other things, the results of the Court Meeting and the EGM and, if all the necessary resolutions are passed at those meetings, the result of the hearing of the petition for, among other things, the sanction of the Scheme and, the Scheme Record Date, the Effective Date, and the date of withdrawal of the listing of Shares on the Stock Exchange.

25. ACTIONS TO BE TAKEN

ACTIONS TO BE TAKEN BY SHAREHOLDERS

Court Meeting and EGM

For the purpose of determining the entitlements of the Scheme Shareholders to attend and vote at the Court Meeting and the entitlements of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 9 June 2025 to Friday, 13 June 2025 (both days inclusive) and during such period, no transfer of Shares will be effected. In order to qualify to vote at the Court Meeting and the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong before 4:30 pm on Friday, 6 June 2025.

A **pink** form of proxy for use at the Court Meeting and a **white** form of proxy for use at the EGM are enclosed with this Scheme Document. Subsequent purchasers of Shares may obtain the relevant proxy form from the transferor or the website of the Stock Exchange if they wish to attend or vote at the Court Meeting and/or the EGM.

Whether or not you are able to attend the Court Meeting and/or the EGM or any adjournment thereof in person, if you are a Scheme Shareholder, we strongly urge you to complete and sign the enclosed **pink** form of proxy in respect of the Court Meeting, and if you are a Shareholder, we strongly urge you to complete and sign the enclosed **white** form of proxy in respect of the EGM, in accordance with the instructions printed thereon, and to lodge them at the office of the Share Registrar at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. **The pink form of proxy for use at the Court Meeting should be lodged no later than 48 hours before the time appointed for holding the Court Meeting (being no later than 10:00 am on Wednesday, 11 June 2025) or any adjournment thereof although it may alternatively be handed to the chairman of the Court Meeting at the Court Meeting, who shall have absolute discretion as to whether or not to accept it. The white form of proxy for use at the EGM must be lodged no later than 48 hours**

before the time appointed for holding the EGM (being no later than 10:30 am on Wednesday, 11 June 2025) or any adjournment thereof in order to be accepted. The completion and return of a form of proxy for the Court Meeting and/or the EGM will not preclude you from attending and voting in person at the relevant meeting or any adjournment thereof. In such event, the returned form of proxy will be revoked by operation of law.

If you do not appoint a proxy and you do not attend and vote at the Court Meeting and/or the EGM, you will still be bound by the outcome of the Court Meeting and the EGM if, among other things, the resolutions are passed by the requisite majorities at the Court Meeting and the EGM. We therefore strongly urge you to attend and vote at the Court Meeting and the EGM in person or by proxy.

Voting at the Court Meeting and the EGM will be taken by poll as required under the Listing Rules and the Takeovers Code.

The Company and the Offeror will make an announcement in relation to the results of the Court Meeting and the EGM by no later than 7:00 pm on Friday, 13 June 2025. If all the necessary resolutions are passed at those meetings, further announcements will be made in relation to, among other things, the results of the hearing of the petition to sanction the Scheme by the Court and, if the Scheme is sanctioned, the Scheme Record Date, the Effective Date and the date of withdrawal of the listing of the Shares on the Stock Exchange in accordance with the requirements of the Takeovers Code and the Listing Rules.

Election Form

An election of the Cash Alternative or the Share Alternative or a combination of both in a proportion of their choosing may be made by Scheme Shareholders (for themselves and/or on behalf of each relevant Beneficial Owner, while HKSCC Nominees may make different elections in respect of the Scheme Shares held on behalf of different Beneficial Owners) in connection with their respective shareholdings in the Company, and Scheme Shareholders shall make such election by properly completing and signing the Election Form in accordance with the instructions appearing thereon (and, in the case of joint holders, signed by all the joint holders to which it relates, and in the case of a holder or a joint holder which is a body corporate, signed on its behalf by one of its directors or a duly authorised signatory) in respect of their holdings of Scheme Shares registered under their names at the Scheme Record Date, and deliver the duly completed and executed Election Form to the Share Registrar, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 pm on Wednesday, 25 June 2025 or such later date and time as may be notified to Scheme Shareholders through joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange.

Together with the lodging of a duly completed and executed Election Form, if a Scheme Shareholder wishes to elect the Share Alternative, the Scheme Shareholder must also provide the KYC Documents of the Scheme Shareholder and/or the relevant Beneficial Owner on behalf of whom the Scheme Shareholder holds the Scheme Shares to comply with the relevant anti-money laundering, sanctions, proliferation, terrorist financing, and other regulatory requirements of the Cayman Islands and Singapore. The KYC Documents required to be provided by the Scheme Shareholder are set out in detail in the Election Form and such relevant KYC Documents should be submitted to the Share Registrar directly. They shall be in English or accompanied by an English translation which is certified by a translator qualified to translate such foreign language into English as a true translation. In particular:

- (a) if the registered Shareholder and/or relevant Beneficial Owner is an individual, he/she must provide certified true copy of each of his/her (i) valid proof of identity; (ii) proof of address; (iii) source of funds declaration; and (iv) other applicable KYC Documents set out in the Election Form;
- (b) if the registered Shareholder and/or relevant Beneficial Owner is a private company, it must provide certified true copy of each of its (i) certificate of incorporation or formation (or local equivalent); (ii) memorandum and articles of association (or local equivalent) and evidence of good standing; (iii) register of directors and authorised signatory list; (iv) register of managing members; (v) register of members / list of owners holding 10% shareholding or more; (vi) confirmation of ownership structure showing up to its ultimate beneficial owners who are natural persons and holding 10% shareholding or more and any intermediate holding companies; (vii) source of funds declaration; and (viii) other applicable KYC Documents set out in the Election Form;
- (c) if the registered Shareholder and/or relevant Beneficial Owner is a partnership, it must provide certified true copy of each of its (i) business registration certificate or equivalent and partnership agreement or deed, limited partnership agreement or equivalent; (ii) confirmation of ownership structure showing up to its ultimate beneficial owners who are natural persons and holding 10% interest or more and any intermediate holding companies; (iii) proof of identity and address documentation for at least two authorised signatories; (iv) source of funds declaration; and (v) other applicable KYC Documents set out in the Election Form; and

- (d) if the registered Shareholder and/or relevant Beneficial Owner is a sovereign wealth fund, a nominee, a regulated entity, a subsidiary of a regulated entity, a collective investment scheme, a regulated trust, a pension, a charity, a society or a foundation, a public body, or a school, a college or a university, it should refer to the detailed instructions set out in the Election Form and Appendix 1 thereto for the list of KYC Documents required for its respective form of entity.

EquityCo and the Company reserve the discretion to request additional evidence or documents as may be required for the purpose of complying with the relevant anti-money laundering, sanctions, proliferation, terrorist financing, and other regulatory requirements of the Cayman Islands, Singapore or other Applicable Laws.

Any election of the Share Alternative or a combination of the Cash Alternative and the Share Alternative by such Scheme Shareholders (**and not, for the avoidance of doubt, an election of the Cash Alternative only by such Scheme Shareholders**) by signing the Election Form will be deemed to constitute a representation and warranty from such persons (and if applicable, from the relevant Beneficial Owners on behalf of whom the Scheme Shareholder holds the Scheme Shares, together with such persons' and such Beneficial Owners' respective concert parties, associated companies and affiliates) to the Company and the Offeror that they (a) do not have any existing holdings of securities in any publicly-listed Affiliate of the Group or in any publicly-listed Person in which a Group Company is a substantial shareholder or substantial unitholder, as the case may be (which include, as at the Latest Practicable Date, Cromwell Property Group (listed on the Australian Securities Exchange); ESR China REIT (listed on the Shanghai Stock Exchange), Fortune Real Estate Investment Trust (currently listed on the Main Board of the Stock Exchange), Hui Xian Real Estate Investment Trust (listed on the Main Board of the Stock Exchange), Prosperity Real Estate Investment Trust (listed on the Main Board of the Stock Exchange), Sabana Industrial Real Estate Investment Trust (listed on the SGX), AIMS APAC REIT (listed on the SGX), ESR-REIT (listed on the SGX), Suntec Real Estate Investment Trust (listed on the SGX) and ESR Kendall Square Real Estate Investment Trust (listed on the Korea Exchange)) which would, by their signing and submission of the Election Form or following issuance of EquityCo Shares to them pursuant to the Share Alternative, obligate the Offeror, the Company or any member of the Group to make a chain principle or analogous offer, or make any of them subject to other disclosure or regulatory requirements in Australia, Hong Kong, Japan, the PRC, Singapore or South Korea as a result of such holding; and (b) (with respect to any individual registered holder of Scheme Shares or any individual Beneficial Owner) are not a citizen of a country which is a Bordering Country or (with respect to any corporate registered holder of Scheme Shares or its Relevant Affiliate(s) or any corporate Beneficial Owner) are not an entity of a Bordering Country, and in all cases they or such Relevant Affiliate(s) have no beneficial owner who is situated in or is

a citizen of any such Bordering Country, in each case within the meaning of the Press Note No. 3 (2020 Series) dated 17 April 2020 issued by the Government of India, Ministry of Commerce & Industry Department for Promotion of Industry and Internal Trade as amended from time to time.

If the Company or the Offeror has reasonable grounds to believe that any representation and warranty required to be made by a Scheme Shareholder (and if applicable, the relevant Beneficial Owner on behalf of whom such Scheme Shareholder holds the Scheme Shares, together with such persons' and such Beneficial Owners' respective concert parties, associated companies and affiliates) electing the Share Alternative or a combination of the Cash Alternative and the Share Alternative cannot be given by such persons, the Company and/or the Offeror will be entitled (at their absolute discretion) to deem such Scheme Shareholder (or the relevant Beneficial Owner) to have made an election for the Cash Alternative in respect of all the Scheme Shares held by the Scheme Shareholder (for itself or on behalf of the relevant Beneficial Owner).

No election of the Share Alternative or a combination of the Cash Alternative and the Share Alternative shall be valid (and in that case the relevant Scheme Shareholder will receive the Cash Alternative) unless the Election Form is properly completed in all respects. Any election of Share Alternative by a Scheme Shareholder should also be accompanied by such KYC Documents of the Scheme Shareholder and/or the relevant Beneficial Owner on behalf of whom the Scheme Shareholder holds the Scheme Shares or such additional evidence or documents as may be required by the Offeror, failing which such election shall not be valid unless otherwise agreed with the Offeror and will instead receive the Cash Alternative if the Scheme becomes effective. If no election for Cash Alternative and/or Share Alternative in respect of any part or all of his/her/its Scheme Shares is made, the relevant Scheme Shareholder will also receive the Cash Alternative for such Scheme Shares.

If a Scheme Shareholder validly elects the Share Alternative (whether wholly or partly in respect of all of its Scheme Shares), EquityCo Shares will be allotted and issued free from all encumbrances, credited as fully paid, by EquityCo to such Scheme Shareholder in respect of each of its Scheme Shares for which the Share Alternative is opted. The EquityCo Shares to be issued under the Share Alternative will rank *pari passu* among themselves and with all EquityCo Shares already in issue.

The actual number of EquityCo Shares to be issued under the Share Alternative will be determined after the latest time for election of the Cash Alternative or the Share Alternative or a combination of both under the Proposal, being 4:30 pm on Wednesday, 25 June 2025 (or such later date and time as may be notified to Scheme Shareholders through joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange). Fractions of EquityCo Shares to be issued to the Scheme Shareholders (and if applicable, Beneficial Owners) who have elected the Share Alternative will be rounded down to the nearest whole number of EquityCo Shares.

Where a Scheme Shareholder elects the Share Alternative, in connection with such election, such Scheme Shareholder will be required to represent that they (and if applicable, the relevant Beneficial Owners on behalf of whom the Scheme Shareholder holds the Scheme Shares) are (i) either an Accredited Investor as defined under Section 4A of the SFA read with the SFR and has opted-in to be regarded as such or an Institutional Investor as defined under Section 4A of the SFA and (ii) either (A) not a U.S. Person as defined under the Securities Act or (B) a qualified institutional buyer within the meaning of Rule 144A under the Securities Act and a qualified purchaser under Section 2(a)(51) of the U.S. Investment Company Act of 1940, as amended, including the rules promulgated thereunder.

For the avoidance of doubt, the Election Form is not for use (as a form of proxy or otherwise) at the Court Meeting and the EGM, which are for the purpose of considering and, if thought fit, approving, among other things, the Scheme and Proposal respectively. The Election Form is for Scheme Shareholders to elect the Cash Alternative or the Share Alternative or a combination of both in a proportion of their choosing should they wish to do so. This election may be made at any time up to the Election Time (or such later date and time as may be notified to Scheme Shareholders through joint announcement by the Offeror and the Company on the website of the Stock Exchange). The election is subject to the Scheme being sanctioned and becoming effective.

The Share Alternative, and the receipt of EquityCo Shares, are subject to the laws and regulations of the jurisdiction in which the Scheme Shareholders are subject. Scheme Shareholders wishing to elect the Share Alternative and receive EquityCo Shares should be aware of the laws and regulations of their jurisdiction and ensure that they are able to elect the Share Alternative and receive EquityCo Shares. Additionally, EquityCo Shares will not be registered under any securities laws in any jurisdiction (including Hong Kong or overseas) and may only be issued to persons resident in a jurisdiction pursuant to an exemption from the requirements of the securities laws or regulations of that jurisdiction. Please refer to the section headed “21. Overseas Scheme Shareholders, Option-holders and Award-holders” in Part VII of this Scheme Document for further information.

No acknowledgement of receipt of any Election Form will be given. An Election Form so completed and delivered shall not be capable of amendment. **An Election Form shall be irrevocable and incapable of being withdrawn unless the Offeror expressly consents in writing to such withdrawal or revocation.** The Offeror shall have the right to reject any or all of the Election Forms that it determines are invalid or in improper form (and in that case the relevant Scheme Shareholder will receive the Cash Alternative). In addition, the Offeror shall also have the right to treat any Election Form that has not been completed in accordance with the instructions thereon, or has otherwise been completed incorrectly, as being valid, provided that the Offeror in

its absolute discretion considers the omissions or errors to be immaterial. The Offeror shall not be obliged to give notice of any such defects or irregularities and will not incur any liability for failure to give any such notice.

Any Scheme Shareholder (a) who has not returned an Election Form as described above before the prescribed time or such later date and time as may be notified to Scheme Shareholders through joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange, (b) who has returned an Election Form which is not duly completed or executed nor valid in accordance with the terms of the Scheme, or (c) who has returned an Election Form but has failed to submit such KYC Documents of the Scheme Shareholder and/or the relevant Beneficial Owner on behalf of whom the Scheme Shareholder holds the Scheme Shares as required herein or by the Offeror will receive the Cash Alternative subject to the Scheme being sanctioned and becoming effective.

If you have sold or transferred all or part of your Shares, you should at once hand this Scheme Document and the accompanying forms of proxy and the Election Form to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee. Copies of the Election Form can also be obtained from the Share Registrar, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

Any Shareholder who holds Scheme Shares as a nominee, trustee or registered owner in any other capacity will not be treated differently from any other Registered Owner. Any Beneficial Owner should make arrangements with his, her or its nominee, trustee or Registered Owner in relation to the Scheme and the election of the Cash Alternative or the Share Alternative or a combination of both in a proportion of his/her/its choosing, and may consider whether he/she/it wishes to arrange for the registration of the relevant Scheme Shares in the name of the Beneficial Owner prior to the Scheme Record Date.

ACTIONS TO BE TAKEN BY BENEFICIAL OWNERS WHOSE SHARES ARE HELD THROUGH TRUST OR DEPOSITED IN CCASS

Court Meeting and EGM

The Company will not recognise any person as holding any Shares through any trust. If you are a Beneficial Owner whose Shares are held upon trust by, and registered in the name of, a Registered Owner (other than HKSCC Nominees), you should contact the Registered Owner and provide the Registered Owner with instructions and/or make arrangements with the Registered Owner in relation to the manner in which the Shares beneficially owned by you should be voted at the Court Meeting and/or the EGM. Such instructions and/or

arrangements should be given or made in advance of the deadline in respect of the Court Meeting and the EGM set by the Registered Owner in order to provide the Registered Owner with sufficient time to accurately complete his, her or its proxy and to submit it by the deadline stated in “Part III — Expected Timetable” of this Scheme Document. To the extent that any Registered Owner requires instructions from or arrangements to be made with any Beneficial Owner at a particular date or time in advance of the aforementioned latest time for the lodgment of forms of proxy in respect of the Court Meeting and the EGM, any such Beneficial Owner should comply with the requirements of the Registered Owner.

If you are a Beneficial Owner who wishes to attend the Court Meeting and/or the EGM personally, you should:

- (a) contact the Registered Owner directly to make the appropriate arrangements with the Registered Owner to enable you to attend and vote at the Court Meeting and/or the EGM and, for such purpose, the Registered Owner may appoint you as its proxy; or
- (b) arrange for some or all of the Shares registered in the name of the Registered Owner to be transferred into your own name.

The appointment of a proxy by the Registered Owner at the Court Meeting and/or the EGM shall be in accordance with all relevant provisions in the articles of association of the Company.

In the case of the appointment of a proxy by the Registered Owner, the relevant forms of proxy shall be completed and signed by the Registered Owner and shall be lodged in the manner and no later than the latest time for lodging the relevant forms of proxy as more particularly set out in this Scheme Document.

The completion and return of a form of proxy for the Court Meeting and/or the EGM will not preclude the Registered Owner from attending and voting in person at the relevant meeting or any adjournment thereof. In the event that the Registered Owner attends and votes at the relevant meeting or any adjournment thereof after having lodged his forms of proxy, the returned form of proxy will be revoked by operation of law.

If you are a Beneficial Owner whose Shares are deposited in CCASS and registered under the name of HKSCC Nominees, you must, unless you are a CCASS Investor Participant, contact your broker, custodian, nominee, or other relevant person who is, or has, in turn, deposited such Shares with other CCASS Participants, regarding voting instructions to be given to such persons if you wish to vote at the Court Meeting and/or at the EGM in

respect of the Scheme. You should contact your broker, custodian, nominee or other relevant person in advance of the deadline in respect of the Court Meeting and the EGM set by them, in order to provide such person with sufficient time to provide HKSCC Nominees with instructions or make arrangements with HKSCC Nominees in relation to the manner in which the Shares of the Beneficial Owner should be voted at the Court Meeting and/or the EGM. The procedure for voting in respect of the Scheme by HKSCC Nominees with respect to the Shares registered under the name of HKSCC Nominees shall be in accordance with the “General Rules of CCASS” and the “CCASS Operational Procedures” in effect from time to time.

If you are a Beneficial Owner whose Shares are deposited in CCASS, you may also elect to become a Registered Owner, and thereby have the right to attend and vote at the Court Meeting (if you are a Scheme Shareholder other than the Offeror Concert Parties who have undertaken to the Court to abstain from voting on the Scheme at the Court Meeting) and the EGM (as a Shareholder). You can become a Registered Owner by withdrawing all or any of your Shares from CCASS and transferring and registering such Shares in your own name. For withdrawal of Shares from CCASS and registration thereof, you will be required to pay to CCASS a withdrawal fee per board lot withdrawn, a registration fee for each share certificate issued, stamp duty on each transfer instrument and, if your Shares are held through a financial intermediary, any other relevant fees charged by your financial intermediary. You should contact your broker, custodian, nominee or other relevant person in advance of the latest time for lodging transfers of the Shares into your name so as to qualify to attend and vote at the Court Meeting and the EGM, in order to provide such broker, custodian, nominee or other relevant person with sufficient time to withdraw the Shares from CCASS and register them in your name.

Scheme Shareholders who voted at the Court Meeting (including any Beneficial Owners of such Shares that gave voting instructions to a custodian or clearing house that subsequently voted at the Court Meeting) should note that they are entitled to appear before or be represented at the hearing of the petition in the Court which is expected to be on Friday, 20 June 2025, at which the Company will seek, among other things, the sanction of the Scheme.

Election by Beneficial Owners

Any Beneficial Owner should submit or make arrangements with his, her or its nominee or trustee to submit his/her/its election instruction to the CCASS Participant(s) through which he/she/it hold his/her/its Scheme Shares on or before such time as notified by his/her/its CCASS Participant(s) for the purpose of electing the Cash Alternative or Share Alternative or a combination of both in respect of such Scheme Shares which he/she/it is interested in. If

any Beneficial Owner is electing the Share Alternative or a combination of both the Cash Alternative and the Share Alternative in respect of the Scheme Shares which he/she/it is interested in, such Beneficial Owners should submit the relevant KYC Documents to the Share Registrar directly.

You are advised to communicate with your broker, custodian, nominee or other relevant person in advance of the Election Time to ensure that your election instruction is passed on by the relevant CCASS Participant(s) to HKSCC Nominee in a timely manner. If any Scheme Shareholder fails to validly elect Share Alternative by the Election Time for whatever reason, the Offeror has the absolute discretion to reject the election for the Share Alternative, in which case the Scheme Shareholder or the Beneficial Owner (as the case may be) will be deemed to have made an election for the Cash Alternative in respect of all the Scheme Shares held by it.

ACTIONS TO BE TAKEN BY OPTION-HOLDERS

The Option Offer Letter is being sent to each Option-holder separately. Option-holders should refer to those letters, the form of which is set out in Appendix IX to this Scheme Document. Any Option-holder who wishes to accept the Option Offer(s) must complete and return the duly completed and executed Form of Acceptance by 4:30 pm on Monday, 30 June 2025 (or such later date and time as may be notified to the Option-holders by way of joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange), delivered to the Offeror, care of ESR Group Limited by email at hr_ltis@esr.com for the attention of the Human Resources Department of the Company and marked “ESR Group Limited — Option Offers”. No acknowledgement of receipt of any Form of Acceptance or any other document will be given.

The Option-holders should also note the instructions and other terms and conditions of the Option Offers printed on the Option Offer Letter and the Form of Acceptance.

IF YOU ARE AN OPTION-HOLDER, THE OFFEROR AND THE COMPANY ENCOURAGE YOU TO REFER TO THE TERMS AND CONDITIONS SET OUT IN THE OPTION OFFER LETTER AND RETURN A DULY COMPLETED FORM OF ACCEPTANCE IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT IN THE OPTION OFFER LETTER SHOULD YOU DECIDE TO ACCEPT THE OPTION OFFER(S).

ANY UNEXERCISED KM OPTION AND POST-IPO SHARE OPTION WHICH HAS NOT BEEN CANCELLED PURSUANT TO THE PROPOSAL AS ITS HOLDER HAS NOT ACCEPTED THE OPTION OFFERS WILL NOT SURVIVE THE COMPLETION OF THE PROPOSAL AND WILL AUTOMATICALLY LAPSE ON THE EFFECTIVE DATE.

ACTIONS TO BE TAKEN BY AWARD-HOLDERS

No action will be required to be taken by any Award-holder in order for him/her to receive the consideration detailed in the section headed “3. Terms of the Proposal — The Award Proposal” in the Explanatory Memorandum of this Scheme Document, subject to the Scheme becoming effective.

IF YOU ARE AN AWARD-HOLDER, THE OFFEROR AND THE COMPANY ENCOURAGE YOU TO REFER TO THE TERMS AND CONDITIONS SET OUT IN THE AWARD PROPOSAL LETTER.

EXERCISE YOUR RIGHT TO VOTE

IF YOU ARE A SHAREHOLDER OR A BENEFICIAL OWNER, THE OFFEROR AND THE COMPANY STRONGLY ENCOURAGE YOU TO EXERCISE YOUR RIGHT TO VOTE OR GIVE INSTRUCTIONS TO THE RELEVANT REGISTERED OWNER TO VOTE IN PERSON OR BY PROXY AT THE COURT MEETING AND AT THE EGM.

IF YOU KEEP ANY SHARES IN A SHARE LENDING PROGRAM, THE OFFEROR AND THE COMPANY URGE YOU TO RECALL ANY OUTSTANDING SHARES ON LOAN TO AVOID MARKET PARTICIPANTS FROM USING BORROWED SHARES TO VOTE.

IF YOU ARE A BENEFICIAL OWNER WHOSE SHARES ARE DEPOSITED IN CCASS, THE OFFEROR AND THE COMPANY ENCOURAGE YOU TO PROVIDE HKSCC NOMINEES WITH INSTRUCTIONS OR MAKE ARRANGEMENTS WITH HKSCC NOMINEES IN RELATION TO THE MANNER IN WHICH THOSE SHARES SHOULD BE VOTED AT THE COURT MEETING AND/OR AT THE EGM WITHOUT DELAY AND/OR WITHDRAWN FROM CCASS AND TRANSFERRED INTO YOUR NAME (AS DETAILED IN THE SECTION “ACTIONS TO BE TAKEN — ACTIONS TO BE TAKEN BY BENEFICIAL OWNERS WHOSE SHARES ARE HELD THROUGH TRUST OR DEPOSITED IN CCASS” ABOVE).

IF YOU ARE A REGISTERED OWNER HOLDING SHARES ON BEHALF OF BENEFICIAL OWNERS, WE SHOULD BE GRATEFUL IF YOU WOULD INFORM THE RELEVANT BENEFICIAL OWNERS ABOUT THE IMPORTANCE OF EXERCISING THEIR RIGHT TO VOTE.

WARNING TO SHAREHOLDERS, BENEFICIAL OWNERS, OPTION-HOLDERS AND AWARD-HOLDERS

IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU ARE ENCOURAGED TO CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISOR.

26. RECOMMENDATION

Your attention is drawn to the recommendation of the Independent Financial Adviser to the Independent Board Committee, with respect to the Proposal, the Scheme, the Option Offers and the Award Proposal as set out in the letter from the Independent Financial Adviser in Part VI of this Scheme Document.

Your attention is also drawn to the recommendation of the Independent Board Committee with respect to the Proposal, the Scheme, the Option Offers and the Award Proposal, as set out in the letter from the Independent Board Committee in Part V of this Scheme Document.

27. FURTHER INFORMATION

Further information is set out in the Appendices to, and elsewhere in, this Scheme Document, all of which form part of this Explanatory Memorandum.

Shareholders and Scheme Shareholders should rely only on the information contained in this Scheme Document. None of the Company, the Offeror, the Offeror Concert Parties, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS, Citi, the Independent Financial Adviser, the Share Registrar and their respective directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal has authorised anyone to provide you with information that is different from what is contained in this Scheme Document.

28. FORWARD-LOOKING STATEMENTS

This Scheme Document includes certain “forward-looking statements”. These statements are based on the current expectations of the management of the Offeror, the Consortium and/or the Company (as the case may be) and are naturally subject to uncertainty and changes in circumstances. The forward-looking statements contained in this Scheme Document include statements about the expected effects on the Company of the Proposal, the expected timing and scope of the Proposal, and all other statements in this Scheme Document other than historical facts.

Forward-looking statements include, without limitation, statements typically containing words such as “intends”, “expects”, “anticipates”, “targets”, “estimates”, “envisages” and words of similar import. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to, the satisfaction of the Pre-Conditions and Conditions to the Proposal, as well as additional factors, such as general, social, economic and political conditions in the countries in which the Offeror, the Consortium and/or the Group operate or other countries which have an impact on the Offeror, the Consortium and/or the Group’s business activities or investments, interest rates, the monetary and interest rate policies of the countries in which the Offeror, the Consortium and/or the Group operate, inflation or deflation, foreign exchange rates, the performance of the financial markets in the countries in which the Offeror, the Consortium and/or Group operate and globally, changes in domestic and foreign laws, regulations and taxes, changes in competition and the pricing environments in the countries in which the Offeror, the Consortium and/or Group operate and regional or general changes in asset valuations and disruptions or reductions in operations due to natural or man-made disasters, pandemics, epidemics, or outbreaks of infectious or contagious diseases such as the novel coronavirus. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements.

All written and oral forward-looking statements attributable to the Offeror, the Consortium, the Company or persons acting on behalf of any of them are expressly qualified in their entirety by the cautionary statements above. The forward-looking statements included herein are made only as of the Latest Practicable Date.

Any forward-looking statement contained in this Scheme Document based on past or current trends and/or activities of the relevant company should not be taken as a representation that such trends or activities will continue in the future. No statement in this Scheme Document is intended to be a profit forecast or to imply that the earnings of the relevant company for the current year or future years will necessarily match or exceed its historical or published earnings. Each forward-looking statement speaks only as at the date of the particular statement. Subject to the requirements of the Takeovers Code and other Applicable Laws, each of the Offeror, the Consortium and the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in their expectations with regard thereto or any change in events, conditions of circumstances on which any such statement is based.

29. LANGUAGE

In case of inconsistency, the English language text of this Scheme Document and the accompanying forms of proxy shall prevail over the Chinese language text.

30. GENERAL

Given that the Proposal will be implemented by way of the Scheme, compulsory acquisition is not applicable and the Offeror has no powers of compulsory acquisition in relation to the Proposal and the Scheme.

1. FINANCIAL SUMMARY

Set out below is a summary of the audited consolidated financial information of the Group for each of the three years ended 31 December 2022, 31 December 2023 and 31 December 2024. The figures for the years ended 31 December 2022, 31 December 2023 and 31 December 2024 are extracted from the annual reports of the Company for the respective years.

The auditor's reports issued by the auditors of the Company, Ernst & Young, in respect of the audited consolidated financial statements of the Group for each of the three years ended 31 December 2022, 31 December 2023 and 31 December 2024 did not contain any modified opinion, emphasis of matter or material uncertainty related to going concern.

There was no item which was exceptional because of its size, nature or incidence that was recorded in the audited consolidated financial statements of the Group for each of the financial years ended 31 December 2022, 31 December 2023 and 31 December 2024.

Save as disclosed below, there are no other items of income or expenses which are material to the Group for each of the three years ended 31 December 2022, 31 December 2023 and 31 December 2024.

APPENDIX I**FINANCIAL INFORMATION OF THE GROUP****Summary of Consolidated Statement of Profit or Loss and Other Comprehensive Income**

	For the year ended 31 December		
	2024	2023	2022
	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>
	(Audited)	(Audited)	(Audited)
Revenue	638,987	871,326	821,154
Cost of sales	(79,700)	(59,796)	(29,228)
Gross profit	559,287	811,530	791,926
Other income and (losses)/gains, net	(257,909)	376,476	510,173
Administrative expenses	(696,710)	(460,498)	(491,275)
Finance costs	(314,090)	(312,901)	(222,415)
Share of profits and losses of joint ventures and associates, net	(37,589)	(20,369)	226,716
(Loss)/profit before tax	(747,011)	394,238	815,125
Income tax credit/(expense)	20,701	(126,182)	(184,016)
(Loss)/profit for the year	(726,310)	268,056	631,109
Attributable to:			
Owners of the Company	(699,810)	230,849	574,145
Non-controlling interests	(26,500)	37,207	56,964
(Loss)/earnings per share attributable to ordinary equity holders of the parent			
Basic			
For profit for the period	US\$(0.17)	US\$0.05	US\$0.13
Diluted			
For (loss)/profit for the period	US\$(0.17)	US\$0.05	US\$0.13
(Loss)/profit for the year	(726,310)	268,056	631,109
Other comprehensive income that may be reclassified to profit/(loss) or loss in subsequent periods:			
Exchange differences on translation of foreign operations	(119,425)	(58,545)	(310,963)
Effect of hedge	8,322	(4,977)	—
Share of other comprehensive loss of joint ventures and associates	(164,201)	(58,144)	(210,350)
Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods	(275,304)	(121,666)	(521,313)

APPENDIX I**FINANCIAL INFORMATION OF THE GROUP**

	For the year ended 31 December		
	2024	2023	2022
	<i>US\$'000</i> (Audited)	<i>US\$'000</i> (Audited)	<i>US\$'000</i> (Audited)
Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods			
Changes in fair value of financial assets at fair value through other comprehensive loss	(102,058)	(86,251)	(186,003)
Share of fair value reserve of associates and joint ventures	<u>65</u>	<u>1,881</u>	<u>10,022</u>
Net other comprehensive loss that will not be reclassified to profit or loss in subsequent periods	<u>(101,993)</u>	<u>(84,370)</u>	<u>(175,981)</u>
Other comprehensive loss for the year, net of tax	<u>(377,297)</u>	<u>(206,036)</u>	<u>(697,294)</u>
Total comprehensive (loss)/ income for the year, net of tax	<u>(1,103,607)</u>	<u>62,020</u>	<u>(66,185)</u>
Attributable to:			
Owners of the Company	(1,063,029)	34,047	(90,429)
Non-controlling interests	<u>(40,578)</u>	<u>27,973</u>	<u>24,244</u>
	<u>(1,103,607)</u>	<u>62,020</u>	<u>(66,185)</u>

2. CONSOLIDATED FINANCIAL STATEMENTS

The 2022 Financial Statements are set out on pages 121 to 239 of the 2022 Annual Report, which was published on 28 April 2023. The 2022 Annual Report is posted on the websites of the Company (www.esr.com) and the Stock Exchange (www.hkexnews.hk). Please also see below a direct link to the 2022 Annual Report:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0428/2023042801025.pdf>

The 2023 Financial Statements are set out on pages 125 to 240 of the 2023 Annual Report, which was published on 24 April 2024. The 2023 Annual Report is posted on the websites of the Company (www.esr.com) and the Stock Exchange (www.hkexnews.hk). Please also see below a direct link to the 2023 Annual Report:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0424/2024042400430.pdf>

The 2024 Financial Statements are set out on pages 123 to 255 of the 2024 Annual Report, which was published on 29 April 2025. The 2024 Annual Report is posted on the websites of the Company (www.esr.com) and the Stock Exchange (www.hkexnews.hk). Please also see below a direct link to the 2024 Annual Report:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0429/2025042900601.pdf>

The 2022 Financial Statements, the 2023 Financial Statements and the 2024 Financial Statements (but not any other part of the 2022 Annual Report, the 2023 Annual Report and the 2024 Annual Report in which they respectively appear) are incorporated by reference into this Scheme Document and form part of this Scheme Document.

3. INDEBTEDNESS

As at the close of business on 28 February 2025, being the latest practicable date for the purpose of preparing this indebtedness statement prior to the printing of this Scheme Document, the total indebtedness of the Group amounted to approximately US\$6,564,108,000, and comprised (i) total borrowings (represented by the sum of short-term and long-term loans) of approximately US\$6,520,110,000; and (ii) lease liabilities of approximately US\$43,998,000.

(i) Borrowings

Details of the total borrowings are summarised below as at the close of business on 28 February 2025:

	<i>US\$'000</i>
Interest-bearing bank and other borrowings	
Unsecured bank borrowings	4,843,120
— Guaranteed	229,376
— Unguaranteed	4,613,744
Unsecured other borrowings	206,678
— Guaranteed	—
— Unguaranteed	206,678
Secured bank borrowings	1,415,341
— Guaranteed ⁽¹⁾	257,112
— Unguaranteed	1,158,229
Secured other borrowings	54,971
— Guaranteed	—
— Unguaranteed	54,971
Total borrowings	<u>6,520,110</u>

Note:

(1) Including borrowings under assets classified as held for sale.

(ii) Lease liabilities

As at the close of business on 28 February 2025, the lease liabilities of the Group were approximately US\$43,998,000.

(iii) Contingent liabilities

As at the close of business on 28 February 2025, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this Composite Document, the Group has no contingent liabilities.

(iv) Pledges of Assets

Apart from as disclosed in the audited financial statements for the year ended 31 December 2024, intra-group liabilities and normal trade payables in the ordinary course of business of the Group, the Group did not have any loan capital issued and outstanding or agreed to be issued but unissued, loans, bank overdrafts, other borrowings or similar indebtedness, finance lease or hire purchase commitment, liabilities under acceptances (other than normal trade bills) or acceptance credits, mortgage, charges, guarantees or other material contingent liabilities as at the close of business on 28 February 2025.

4. MATERIAL CHANGE

The Directors have confirmed that, there had been no material change in the financial or trading position or outlook of the Group since 31 December 2024, being the date to which the latest published audited consolidated financial statements of the Group were made up to, and including the Latest Practicable Date.

5. REASSESSED NET ASSET VALUE

The Reassessed NAV is approximately HK\$13.16 per Share, which is calculated based on the Group's audited net asset value attributable to the owners of the Company as at 31 December 2024 and the 4,245,428,349 Shares in issue as at 31 December 2024, adjusted with reference to the valuation of property interests held by the Group as set out in Appendix II to this Scheme Document, and is derived from the calculations below:

US\$ million

Audited net asset value of the Group attributable to owners of the Company as at 31 December 2024	7,173
Add: Revaluation surplus/(loss) of the properties of the Group	(14)
Less: Deferred tax impact	3
Reassessed NAV	7,162
Reassessed NAV per Share (US\$)⁽¹⁾⁽²⁾	1.69
Reassessed NAV per Share (HK\$)⁽¹⁾	13.16

Notes:

1. Calculated based on the 4,245,428,349 Shares in issue as at 31 December 2024.
2. Calculated based on an exchange rate of HK\$7.80 to US\$1.00.

The following is the text of the letter, a summary of valuations and the valuation summary report prepared for the purpose of incorporation in this Scheme Document received from Colliers Appraisal & Advisory Services Co., Ltd., and independent valuer, in connection with its option on value of the property interests of the Group in the PRC as at 28 February 2025.

Colliers Appraisal and Advisory Services Co., Ltd.

Suite 507, Block A, Gemdale Plaza
No. 91 Jianguo Road, Chaoyang District, Beijing
China



22 May 2025

The Board of Directors
ESR Group Limited
c/o Walkers Corporate Limited
190 Elgin Avenue, George Town
Grand Cayman KY1-9008
Cayman Islands

Dear Sir or Madam,

Re: Valuations of various properties interests located in the People's Republic of China

INSTRUCTIONS

In accordance with your instructions for us to value the property interests (details of the property interests are more particularly listed in the Summary of Values of this report and hereinafter collectively the “**Properties**” and each a “**Property**”) held by ESR Group Limited (the “**Company**”) and its subsidiaries (together referred to as the “**Group**”) in the People's Republic of China (“the **PRC**”), we confirm that we have carried out inspections, made relevant enquires and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the Market Value (as defined below) of the Properties as at 28 February 2025 (the “**Valuation Date**”), for the purpose of incorporating in the scheme document to be issued jointly by ESR Group Limited and MEGA BidCo.

This letter, forming part of our valuation report, identifies the property interests being valued, explains the basis and methodology of our valuation, and lists out the assumptions and title investigation, which we have made in the course of our valuation as well as the limiting conditions.

BASIS OF VALUATION

Our valuations are provided on the basis of Market Value, which we would define as “the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm’s-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

Market Value is understood as the value of a property estimated without regard to costs of sale or purchase (or transaction) and without offset for any associated taxes or potential taxes.

This estimate specifically excludes an estimated price inflated or deflated by special considerations or concessions granted by anyone associated with the sale, or any element of special value.

VALUATION STANDARDS

These valuations have been carried out in accordance with the latest edition of the Royal Institution of Chartered Surveyors (RICS) Global Valuation Professional Standards, incorporating the International Valuation Standards of the International Valuation Standards Council (IVSC), and the requirements set out in Rule 11 of the Code on Takeovers and Mergers issued by Securities and Futures Commission (the “**Takeovers Code**”) and Chapter 5 of and Practice Note 12 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

In valuing the property interests, we have fully complied with the HKIS Valuation Standards (2024 Edition) published by The Hong Kong Institute of Surveyors (HKIS), the requirements set out in Chapter 5 of and Practice Note 12 to the Listing Rules and Rule 11 of the Takeovers Code.

Colliers Appraisal and Advisory Services Co., Ltd. (“**Colliers**”) is regulated by the RICS, which may monitor the firm under its conduct and disciplinary regulations for compliance purposes. Colliers has a complaint handling procedure, a copy of which is available on request.

QUALIFICATIONS OF THE VALUER

These valuations have been prepared by Zhirong He (Flora He) (RICS Registration No.:1259301) and Chin Pang Tsang (Eric Tsang) (RICS Registration No.: 1265711). Flora He is a Fellow member of the Royal Institution of Chartered Surveyors. Flora is an Executive Director and head of Colliers China Valuation and Advisory Service. She is suitably qualified to carry out the valuations and has over 20 years’ experience in the valuation of properties of this magnitude and nature in the PRC.

Eric Tsang, Acting Head of the Valuation and Advisory Services, Hong Kong at Colliers, is an experienced competent valuer and has over 25 years' experience in undertaking valuations of this type in Hong Kong and Mainland China. He is a Member of the Royal Institution of Chartered Surveyors and the Hong Kong Institute of Surveyors and a Registered Professional Surveyor under the Surveyors Registration Ordinance (Cap.417) in the Hong Kong Special Administrative Region, and also a Registered Real Estate Appraiser in the PRC.

We are acting as an independent valuer as defined in the latest "RICS Global Valuation Standards", the "HKIS Valuation Standards", published by the RICS and HKIS, which incorporates with the IVS.

Neither the valuer nor Colliers are aware of any pecuniary interest or conflict that could reasonably be regarded as being capable of affecting the ability to give an unbiased and objective, opinion of the value of the property interests.

VALUATION APPROACHES

WE have valued the Properties using the Income Approach by Income Capitalisation Method, the Market Approach and the Cost Approach, as appropriate.

In valuing the property interests in Group I which were completed and stabilised or completed and pre-stabilised, we have valued such properties by the Income Capitalisation Method and the Market Approach.

The **Income Capitalisation Method** estimates the value of properties or assets on a market basis by capitalizing net rental income on a fully leased basis. This method is used when a property or asset is leased out for a specific term(s). This technique considers both the current passing rental income from existing tenancies and the potential future reversionary income at market level, by capitalising both at appropriate rates. In calculating the net rental income for this purpose, deduction is made for outgoings such as property management fees, capital expenditure, vacancy loss, and other necessary expenses.

The **Market Approach** provides an indication of value by comparing the subject asset with identical or similar assets for which price information is available. By analysing such sales, which qualify as 'arms-length' transactions, between willing buyers and sellers, adjustments are made for size, location, time, amenities and other relevant factors when comparing such sales prices to assess the value of the subject asset. This approach is commonly used to value assets where reliable sales evidence of assets of a similar nature is available.

In valuing the property interest in Group II which are under development, we have valued such property on the basis that it will be developed and completed in accordance with the latest development plan provided to us. We have assumed that all consents, approvals and licenses from relevant government authorities for the development plan have been obtained without onerous conditions or delays. We have taken into account the cost that will be expended to complete the development to reflect the quality of the completed project.

The **Cost Approach** provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility whether by purchase or construction.

In valuing the property interests in Group III which are land yet to be developed, we have adopted the Market Approach by making reference to leasing comparables as available in the relevant market.

Our valuations have been made on the assumption that the owner sells the property interests on the open market in its existing state without the benefit of a deferred terms contract, leaseback, joint venture, management agreement or any similar arrangement which would serve to increase the values of the property interests. In addition, no forced sale situation in any manner is assumed in our valuations.

SOURCES OF INFORMATION

Although we have made independent enquires as much as possible, we have relied to a very considerable extent on the information provided by the Company and have accepted such information given to us as being true and correct for valuation purposes. This has included such matters as particulars of occupancies, ownership titles, lettings, site and floor areas, statutory notices, easements, tenures, joint venture agreements, the identification of the property interests and all other relevant matters. Dimensions, measurements and areas included in the valuation summaries are based on information provided to us by the Company, that we assume to be true and correct for valuation purposes.

In carrying out the valuations, we have relied on the rental information supplied of leases in the properties effective on or before the 28 February 2025. We believe this to be adequate for valuation purposes. We have made no reference to any leases that became effective from 1 March 2025, onwards. Our independent research has included making reference to our internal data base, and those of government departments, researching open market transactions, and discussions with market practitioners. We have verified information to the extent possible.

TITLE DOCUMENTS

We have been provided by the Company with copies or extracts of some title documents relating to the Properties and have made relevant enquiries where possible. Due to the nature of the land registration system in the PRC, we have not examined the original documents to verify the existing titles to the property interests the PRC or any material encumbrances that might be attached to the property interests or any lease amendments. We have made assumptions that the full and proper ownership title of the Properties has been obtained and all payable land premium or land-use rights fees have been fully settled.

We have relied on the advice given by the Company's legal adviser, 北京元朴律師事務所, based on their legal opinion dated 21 May 2025 regarding the titles of the property interests. We do not accept liability for any interpretation that we have placed on such information, which is more properly placed within the sphere of the legal adviser.

All legal documents disclosed in this letter and the valuation particulars are for reference only. No responsibility is assumed for any legal matters concerning the legal titles to the property interests set out in this letter and the valuation particulars.

VALUATION ASSUMPTIONS AND CAVEATS

Our valuations have been made on the assumption that the owners can sell any of the Properties on the open market without the benefit of deferred terms contracts, leasebacks, joint ventures, management agreements or any similar arrangements which would serve to affect the value of the Properties.

No allowances have been made in our valuations for any charges, mortgages or amounts owing on the Properties nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that all Properties are free of any encumbrances, restrictions and outgoings of an onerous nature which could affect its values.

We have conducted the valuations assuming:

- The information about the Properties provided by the Company is true and correct.
- The Properties are free from environmental problems and contamination and the ground conditions are satisfactory.
- In valuing the Properties held by the Company under development in the PRC, we have valued such properties on the basis that they will be developed and completed in accordance with the latest development proposals provided to us.

- The current tenancies of the Properties are of good covenant and will run the full term of their leases at the current contracted rental levels.
- We have valued the portfolio assuming no reduction in value to reflect any possible diminution in value resulting from a placing of the portfolio on the market together as one at the same time for sale.
- We are not aware of any easements or rights-of-way adversely affecting the properties and our valuations assume that none exists.
- We have assumed that all information, estimates and opinions furnished to us and contained in this report, including all information provided by the Company, are fit for valuation purposes, and have been obtained from sources considered reliable and believed to be true and correct. We assume no responsibility for accuracy.
- We have assumed that the Properties can be freely transferred or disposed without payment of any further land premium, construction cost, penalty or transfer fees.
- Where applicable no structural survey or testing of the services within or connected to the properties has been carried out. As appropriate we have assumed the properties are structurally sound, maintained in a condition fit for purpose, with all provided services in working order.

Other assumptions used are set out in the valuation summaries attached hereto.

This valuation report is also subject to our standard Caveats and Assumptions set out in the full report.

SITE MEASUREMENT

We have not carried out detailed site measurements to verify the correctness of the site areas in respect of the Properties but have assumed that the site area information provided to us is true and correct in all respects, for valuation purposes. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations.

SITE INSPECTION

We have inspected the Properties upon the instruction from the Company.

Site inspections of the Properties were carried out by Flora He, Dongbao Xu, Bill Zhou, Cheryl Xu, Hong Zhang, Yue Wang, Gladys Liu and Nana Wang from 10 March to 10 April 2025.

Please be advised we have not carried out investigations to determine the suitability of the ground conditions and the services etc. for any future development. Our valuations have been prepared on the assumption that these aspects are satisfactory.

Moreover, we have not carried out any structural surveys or environmental assessments and are unable to report on issues such as rot, infestation or any other structural defects.

No tests were carried out on any of the services. We have assumed such are in good order for the purpose of valuation.

POTENTIAL TAX LIABILITIES

For the purpose of compliance with Rule 11.3 of the Takeovers Code and as advised by the Group, the potential tax liabilities which would arise on the direct disposal of the Properties held by the Group at the amounts valued by us mainly comprise the following:

- Enterprise income tax at 25% on gain
- Land appreciation tax at progressive rates from 30% to 60% on the appreciation in property value
- Stamp duty at 0.05% on the transaction amount
- Withholding tax at 10% if the net proceeds (minus taxes and statutory contributions) are repatriated outside the PRC as dividends (reduced to 5% if the Hong Kong-PRC double tax arrangement applies)
- Other surcharge at approximately 12% of value-added tax

In respect of the Properties held by the Group for investment, the likelihood of the relevant tax liabilities being crystallised is remote as the Group has no plans for the disposal of such properties yet. In respect of the completed properties held for sale, it is likely that the relevant tax liabilities will be crystallised upon sale.

CURRENCY

Unless otherwise stated, all monetary figures stated in this report are in Renminbi (RMB).

REMARKS

The Company has reviewed and agreed on the report and confirmed the factual content of the report.

We hereby confirm that we have neither present nor prospective interests in the Properties, the Group or the value reported here in.

We confirm that we are independent qualified valuer, as referred to Rule 5.08 of the Listing Rules and Rule 11.1(b) and Note to Rule 11 of the Takeovers Code.

Our summary of values and valuation summary reports are attached.

Yours faithfully,

For and on behalf of

Colliers Appraisal & Advisory Services Co., Ltd.

Zhirong He (Flora He)

FRICS MCOMFIN

Executive Director

Valuation and Advisory Services | China

RICS Registration Number: 1259301

Note: Ms. Flora He is a Registered and independent Valuer with over 20 years' experience in real estate industry and assets valuation sector. Her experience on valuation covers Mainland China. Ms. He is a fellow member of the Royal Institution of Chartered Surveyors.

Contributing Valuer:

Eric Tsang

BSc (Hons) MRICS MHKIS MCIREA RPS(GP)

Acting Head of Valuation & Advisory Services

Valuation and Advisory Services | Hong Kong

RICS Registration Number: 1265711

Note: Mr. Eric Tsang is a qualified general practice surveyor and a Registered and independent Valuer with over 25 years' experience in valuation of properties in Hong Kong and Mainland China.

SCHEDULE OF VALUES CONTAINED IN VALUATION SUMMARIES

NO.	PROPERTIES	MARKET VALUE IN EXISTING STATE AS AT 28 FEBRUARY 2025	INTEREST ATTRIBUTABLE TO THE GROUP	MARKET VALUE ATTRIBUTABLE TO THE GROUP AS AT 28 FEBRUARY 2025
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GROUP I — PROPERTY INTERESTS HELD BY THE GROUP FOR INVESTMENT IN THE PRC

1.	Shanghai Yurun Meat Food Co., Ltd. Phase I & II	RMB3,800,000,000	70%	RMB2,660,000,000
2.	Shanghai Jiangnan Boat Building Co., Ltd.	RMB232,000,000	100%	RMB232,000,000
3.	Shanghai Yi Bian Logistics Technology Co., Ltd.	RMB130,000,000	100%	RMB130,000,000
4.	Langfang Hongke Real Estate Development Co., Ltd.	RMB174,000,000	100%	RMB174,000,000
5.	Suzhou Yixiang Precision Machinery Co., Ltd.	RMB891,000,000	100%	RMB891,000,000
6.	Zhejiang Yijia Technology Co., Ltd.	RMB169,000,000	90%	RMB152,100,000
7.	Suzhou Yihao Warehouse Services Co., Ltd.	RMB840,000,000	100%	RMB840,000,000
8.	Kunshan Zhongyi Industrial Automation Co., Ltd.	RMB1,110,000,000	100%	RMB1,110,000,000
9.	Shanghai Yi Nu Industrial Co., Ltd.	RMB750,000,000	80%	RMB600,000,000
10.	Langfang Chunhui Environmental Protection Building Materials Co., Ltd.	RMB244,000,000	100%	RMB244,000,000

APPENDIX II**PROPERTY VALUATION REPORTS**

NO.	PROPERTIES	MARKET VALUE IN EXISTING STATE AS AT 28 FEBRUARY 2025	INTEREST ATTRIBUTABLE TO THE GROUP	MARKET VALUE ATTRIBUTABLE TO THE GROUP AS AT 28 FEBRUARY 2025
11.	Chengdu Yijing Supply Chain Management Services Co., Ltd.	RMB500,000,000	51%	RMB255,000,000
12.	Shanghai Huanlv Industrial Co., Ltd.	RMB277,000,000	100%	RMB277,000,000
	<i>Sub-Total</i>	<i>RMB9,117,000,000</i>		<i>RMB7,565,100,000</i>
GROUP II — PROPERTY INTERESTS HELD BY THE GROUP FOR DEVELOPMENT IN THE PRC				
13.	Suzhou Yijinyan Equipment Manufacturing Co., Ltd.	RMB144,000,000	100%	RMB144,000,000
14.	Suzhou Yijin Equipment Manufacturing Co., Ltd.	RMB130,000,000	100%	RMB130,000,000
15.	Suzhou Yijinke Equipment Manufacturing Co., Ltd.	RMB75,000,000	100%	RMB75,000,000
	<i>Sub-Total</i>	<i>RMB349,000,000</i>		<i>RMB349,000,000</i>
GROUP III — PROPERTY INTERESTS HELD BY THE GROUP FOR FUTURE DEVELOPMENT IN THE PRC				
16.	SI Group Chemical (Shanghai) Co., Ltd.	RMB129,000,000	100%	RMB129,000,000
17.	Foshan Rongjin Food & Beverage Co., Ltd.	RMB209,000,000	100%	RMB209,000,000
	<i>Sub-total</i>	<i>RMB338,000,000</i>		<i>RMB338,000,000</i>
Grand Total:		RMB9,804,000,000		RMB8,252,100,000

GROUP I — PROPERTY INTERESTS HELD BY THE GROUP FOR INVESTMENT IN THE PRC

VALUATION SUMMARY 1 — SHANGHAI YURUN MEAT FOOD CO., LTD. PHASE I & II

NO.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY	MARKET VALUE IN EXISTING STATE AS AT 28 FEBRUARY 2025
1	No. 2989 Baishi Highway (白石公路), Baihe Town (白鶴鎮), Qingpu District, Shanghai, PRC	<p>The Property, known as Shanghai Yurun Meat Food Co., Ltd. (上海雨潤肉食品有限公司), comprises an irregular-shaped industrial land lot located at No. 2989 Baishi Highway, Baihe Town, Qingpu District, Shanghai. The site area is 260,026.00 sq m for the overall development.</p> <p>As advised by the Company, the Property consists of two phases. Phase I of the Property was completed in 2023, comprising five three-storey warehouses erected on one-storey basement with ramp access and other ancillary buildings with a total gross floor area (GFA) of approximately 336,389.82 sq m. The ground floor of Phase I was cold storage space.</p> <p>Phase II of the Property was completed 2024. It comprises four four-storey warehouses and two three-storey warehouses with ramp access and other ancillary buildings with a total gross floor area (GFA) of approximately 226,994.01 sq m.</p> <p>Pursuant to the Real Estate Ownership Certificate provided, the state-owned land-use rights of the Property have been granted for a term of 50 years expiring on 23 April 2056 for industrial purposes.</p>	<p>As at the valuation date, the Property was in normal operation. According to the information provided, at the Date of Valuation, the Property was subject to fifteen tenancies, which yield a total monthly rental income of approximately RMB2,697,000 excl. property management fee and value-added tax. The latest expiry date of these tenancies is 31 January 2029. The overall occupancy rate was about 13.5%.</p>	<p>RMB3,800,000,000 (RENMINBI THREE BILLION EIGHT HUNDRED MILLION)</p> <p>70% interest to be attributable to the Group:</p> <p>RMB2,660,000,000 (RMB TWO BILLION SIX HUNDRED SIXTY MILLION)</p>

Notes:

- 1) Pursuant to the Real Estate Ownership Certificate, the state-owned land-use rights of the Property located at No. 2989 Baishi Highway, Baihe Town, Qingpu District, and the corresponding building ownership are vested in 上海雨潤肉食品有限公司, 70% owned subsidiary of the Company. The details are listed below:

Certificate Number	Site Area (sq m)	Land Use	GFA (sq m)	Building Use	Expiry Date
Hu (2024) Qing Zi Bu Dong Chan Quan Di 025485 Hao	260,026.00	Industrial	563,383.83	Workshop	23 April 2056

- 2) Pursuant to the Other Rights Certificates dated 17 June 2024 and 13 November 2024 provided, the Property was mortgaged to 中國建設銀行股份有限公司上海閔行支行 for a term from 7 June 2024 to 16 June 2039.
- 3) Pursuant to the Company Business License No.91310118555980794Q, 上海雨潤肉食品有限公司 with the address of Room 2, Level 1, Block 6, No. 2989 Baishi Highway, Baihe Town, Qingpu District, Shanghai, has been in business from 3 June 2010 with the business scope of designated slaughtering of live pigs, warehousing services (excluding hazardous chemicals), leasing of self-owned properties. (Projects that require approval according to law can only be carried out after approval by the relevant authorities.) (生豬定點屠宰，倉儲服務(危險化學品除外)，自有房屋租賃。(依法須經批准的項目，經相關部門批准後方可開展經營活動)).
- 4) The Owner holds 100% leasehold interests of the Property.
- 5) In the course of our valuation, we have made reference to various leasing properties, which have comparable characteristics on the market. Comparables that had been selected ranges from RMB1.35 to 1.45 psm per day, exclusive of Value-added Tax (VAT) and property management fee for regular warehouse space and RMB2.70 to 3.40 psm per day, exclusive of Value-added Tax (VAT), electricity fee and property management fee for cold storage. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, building facilities, age/maintenance, etc. to determine the market rent of the Property. The adopted market rent of the Property, excluding VAT and property management fee, as at the Valuation Date is approximately RMB1.42 psm per day for regular warehouse space and RMB2.85 psm per day for cold storage.
- 6) In assessing the market value of the Property, we have made reference to sales prices of similar properties in the vicinity. Comparable properties are located in the same district with similar conditions, size and tenure, etc. Comparable that had been selected ranges from RMB7,000 to RMB9,000 psm. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, etc. to determine the unit price of the Property.
- 7) The general description and market information of the property are summarised as below:

Location	:	The Property is located at No. 2989 Baishi Highway, Baihe Town, Qingpu District, Shanghai, PRC.
Transportation	:	The Property is accessible via Baishi Highway, Jiangping Road and Nanxiang Road. Three expressways, namely S26 (Shanghai-Changzhou), G2 (Beijing-Shanghai) and G1501 (Shanghai Ring Expressway) are situated near the Property to the south, north and east, respectively.
Nature of Surrounding Area	:	The subject area is mixed use in nature, comprising industrial, residential and rural properties.

- 8) We have been provided with a legal opinion on the Property prepared by the Company's PRC legal advisor, 北京元樸律師事務所, which contains, inter alia, the following information:
1. 上海雨潤肉食品有限公司 has obtained the real estate ownership certificate. 上海雨潤肉食品有限公司 has legally owned the relevant land use rights and property ownership of the Property, and its rights are protected by the PRC law.
 2. 上海雨潤肉食品有限公司 shall have the right to occupy and use the Property in accordance with the PRC law, and also have the right to dispose the Property by transferring, leasing, mortgaging or other legal means.
 3. Regarding the Property that have already been mortgaged, 上海雨潤肉食品有限公司 still retains the rights to possess and use. Aside from the disclosed mortgage situation, there are no other seizures, mortgages, or other forms of encumbrances on the Property, nor any third-party interests.
- 9) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Not Applicable
Construction Land Planning Permit	Not Applicable
Construction Work Planning Permit	Not Applicable
Construction Work Commencement Permit	Not Applicable
Building Ownership Certificate	Not Applicable
Real Estate Ownership Certificate	Yes
Business License	Yes

VALUATION SUMMARY 2 — SHANGHAI JIANGNAN BOAT BUILDING CO., LTD.

NO.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY	MARKET VALUE IN EXISTING STATE AS AT 28 FEBRUARY 2025
2	No. 999 Hailong Road (海龍路), Fengxian District, Shanghai, PRC	The Property, known as Shanghai Jiangnan Boat Building Co., Ltd. (上海江南船艇製造有限公司), is located at No. 999 Hailong Road, Fengxian District, Shanghai. The site area is 33,333.40 sq m.	As at the valuation date, the Property was vacant.	RMB232,000,000 (RENMINBI TWO HUNDRED THIRTY TWO MILLION)
		As advised by the Company, the Property was completed in 2020. It comprises a two-storey warehouse with cargo lift access with a total gross floor area (GFA) of approximately 35,532.74 sq m.		100% interest to be attributable to the Group:
		Pursuant to the Real Estate Ownership Certificate provided, the land-use rights of the Property have been granted for a term of 50 years expiring on 17 April 2058 for industrial uses.		RMB232,000,000 (RENMINBI TWO HUNDRED THIRTY TWO MILLION)

Notes:

- 1) Pursuant to the Real Estate Ownership Certificate, the state-owned land-use rights of the Property located at No. 999 Hailong Road, Fengxian District, Shanghai, and the corresponding building ownership are vested in 上海江南船艇製造有限公司, a wholly owned subsidiary of the Company. The details are listed below:

Certificate Number	Site Area (sq m)	Land Use	GFA (sq m)	Expiry Date
Hu (2020) Feng Zi Bu Dong Chan Quan Di 030903 Hao	33,333.40	Industrial	35,532.74	17 April 2058

- 2) Pursuant to the Other Rights Certificate dated 31 December 2020 provided, the Property was mortgaged to 交通銀行股份有限公司上海松江支行 for a term from 13 January 2020 to 21 October 2030.
- 3) Pursuant to the Company Business License No.91310120660777886K, 上海江南船艇製造有限公司 with the address of No. 999 Hailong Road, Fengxian District, Shanghai, has been in business from 14 March 2007 to 13 March 2037 with the business scope of permitted projects: import and export of goods; import and export of technology. (Projects required approval according to the law can only be carried out after approval by the relevant authorities; specific business projects are subject to the approval documents or permit from relevant authorities.) General projects: design, manufacturing, and sales of boats and marine equipment; manufacturing of fiberglass projects; sales of yachts; warehousing services (excluding hazardous chemicals); business information consulting; housing leasing; non-residential real estate leasing; property management; design, development, sales, and leasing

of smart devices; design, development, and sales of robots; technical consulting and services in the field of robotics technology. (Except for projects that require legal approval, business activities can be carried out independently with a business license.) (許可項目：貨物進出口；技術進出口。(依法須經批准的項目，經相關部門批准後方可開展經營活動，具體經營項目以相關部門批准文件或許可證件為準)。一般項目：船艇、船用設備 設計、製造、銷售；玻璃鋼製品製造；遊艇銷售；倉儲服務(除危險化學品)；商務信息諮詢；住房租賃；非居住房地產租賃；物業管理；智能設備的設計、研發、銷售、租賃；機器人的設計、研發、銷售；從事機器人科技領域內的技術諮詢、技術服務。(除依法須經批准的項目外，憑營業執照依法自主開展經營活動))。

- 4) The Owner holds 100% leasehold interests of the Property.
- 5) In the course of our valuation, we have made reference to various leasing properties, which have comparable characteristics on the market. Comparables that had been selected ranges from RMB1.20 to 1.35 psm per day, exclusive of Value-added Tax (VAT) and property management fee. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, building facilities, age/maintenance, etc. to determine the market rent of the Property. The adopted market rent of the Property, excluding VAT and property management fee, as at the Valuation Date is approximately RMB1.20 psm per day.
- 6) In assessing the market value of the Property, we have made reference to sales prices of similar properties in the vicinity. Comparable properties are located in the same district with similar conditions, size and tenure, etc. Comparable that had been selected ranges from RMB7,000 to RMB9,000 psm. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, etc. to determine the unit price of the Property.
- 7) The general description and market information of the property are summarised as below:

Location	:	The Property is located at No. 999 Hailong Road (海龍路), Fengxian District, Shanghai, PRC
Transportation	:	The Property is accessible via Hailong Road. The G15 Expressway (Shenyang-Haikou) is situated near the Property to the north, providing convenient traffic access to downtown Shanghai and other neighbouring cities.
Nature of Surrounding Area	:	The subject area is situated within Fengxian District in southern Shanghai. It enjoys a convenient transportation network. It is surrounded by a cluster of vacant land and industrial properties

- 8) We have been provided with a legal opinion on the Property prepared by the Company's PRC legal advisor, 北京元朴律師事務所, which contains, inter alia, the following information:
 1. 上海江南船艇製造有限公司 has obtained the real estate ownership certificate. 上海江南船艇製造有限公司 has legally owned the relevant land use rights and property ownership of the Property, and its rights are protected by the PRC law.
 2. 上海江南船艇製造有限公司 shall have the right to occupy and use the Property in accordance with the PRC law, and also have the right to dispose the Property by transferring, leasing, mortgaging or other legal means.
 3. Regarding the Property that have already been mortgaged, 上海江南船艇製造有限公司 still retains the rights to possess and use. Aside from the disclosed mortgage situation, there are no other seizures, mortgages, or other forms of encumbrances on the Property, nor any third-party interests.

- 9) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Not Applicable
Construction Land Planning Permit	Not Applicable
Construction Work Planning Permit	Not Applicable
Construction Work Commencement Permit	Not Applicable
Building Ownership Certificate	Not Applicable
Real Estate Ownership Certificate	Yes
Business License	Yes

VALUATION SUMMARY 3 — SHANGHAI YI BIAN LOGISTICS TECHNOLOGY CO., LTD.

NO.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY	MARKET VALUE IN EXISTING STATE
				AS AT 28 FEBRUARY 2025
3	No. 268 Delin Road (德林路), Pudong New Area, Shanghai, PRC	<p>The Property, known as Shanghai Yi Bian Logistics Technology Co., Ltd. (上海易弃物流科技有限公司), is a high- standard logistics project erected on a roughly rectangular-shaped land lot with a total site area of 20,066.00 sq m.</p> <p>According to the Real Estate Ownership Certificate, the Property was completed in 2005. It comprises one two-storey warehouse with lift access and ancillary buildings with a total gross floor area (GFA) of 14,265.44 sq m.</p> <p>Pursuant to the Real Estate Ownership Certificate provided, the land-use rights of the Property have been granted for a term of 50 years expiring on 14 August 2053 for industrial and warehouse purposes.</p>	<p>As at the valuation date, the Property was in normal operation.</p> <p>According to the information provided, at the Date of Valuation, the Property was subject to two tenancies which yield a total monthly rental income of approximately RMB389,000, excl. property management fee and value-added tax. The expiry date of the tenancy is 30 November 2026. The overall occupancy rate was about 54.4%.</p>	<p>RMB130,000,000 (RENMINBI ONE HUNDRED THIRTY MILLION)</p> <p>100% interest to be attributable to the Group: RMB130,000,000 (RENMINBI ONE HUNDRED THIRTY MILLION)</p>

Notes:

- 1) Pursuant to the Real Estate Ownership Certificate, the land-use rights of the Property located at No. 268 Delin Road, Pudong New Area, Shanghai, and the corresponding building ownership are vested in 上海易弃物流科技有限公司, a wholly owned subsidiary of the Company. The details are listed below:

Certificate Number	Site Area (sq m)	Land Use	GFA (sq m)	Building Use	Expiry Date
Hu (2019) Pu Zi Bu Dong Chan Quan Di 087248 Hao	20,066.00	Industrial and Warehouse	14,265.44	Warehouse	14 August 2053

- 2) We have not been provided with any relevant information about mortgage and encumbrances of the Property. We are therefore unable to comment on any related matters and advise that a legal opinion should be sought regarding the legality, transferability of title and the existence of any current or potential encumbrances attached to the Property.
- 3) Pursuant to the Company Business License No. 913101156074331873, 上海易舛物流科技有限公司 with the address of No.268 Delin Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, has been in business from 18 June 2001 to 17 June 2051 with the business scope of Engaging in technological development, technology transfer, technical services, and consulting in the field of logistics technology; warehousing within the area (excluding hazardous materials); logistics operations; international trade and re-export trade; trade between enterprises within the area and trade agency services; conducting trade business with non-area enterprises through domestic companies with import and export rights; simple commercial processing and product display within the area; leasing of self-owned property at 268 Delin Road, China (Shanghai) Pilot Free Trade Zone; property management services. (Projects requiring approval according to law can only be carried out after approval by the relevant authorities.) (從事物流科技領域內的技術開發、技術轉讓、技術服務、技術諮詢，區內倉儲(危險品除外)、物流業務，國際貿易、轉口貿易，區內企業間的貿易及貿易代理，通過國內有進出口經營權的企業代理與非區內企業從事貿易業務，區內商業性簡單加工及商品展示，中國(上海)自由貿易試驗區德林路268號自有房產租賃業務，物業管理服務。(依法須經批准的項目，經相關部門批准後方可開展經營活動)).
- 4) The Owner holds 100% leasehold interests of the Property.
- 5) In the course of our valuation, we have made reference to various leasing properties, which have comparable characteristics on the market. Comparables that had been selected ranges from RMB1.45 to 1.65 psm per day, exclusive of Value-added Tax (VAT) and property management fee. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, building facilities, age/maintenance, etc. to determine the market rent of the Property. The adopted market rent of the Property, excluding VAT and property management fee, as at the Valuation Date is approximately RMB1.56 psm per day.
- 6) In assessing the market value of the Property, we have made reference to sales prices of similar properties in the vicinity. Comparable properties are located in the same district with similar conditions, size and tenure, etc. Comparable that had been selected ranges from RMB7,000 to RMB9,000 psm. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, etc. to determine the unit price of the Property.
- 7) The general description and market information of the property are summarised as below:

Location	:	The Property is located at No. 268 Delin Road, Pudong New Area, Shanghai, PRC.
Transportation	:	The Property is accessible by Delin Road, which is a two-lane dual-way road. Outer Ring Expressway (外環高速) and Shanghai Beltway (上海繞城高速) are situated near the Property to the east and south, respectively.
Nature of Surrounding Area	:	The subject area is situated within China (Shanghai) Pilot Free Trade Zone in eastern Shanghai. It enjoys a convenient transportation network. The subject area is clustered with a number of warehouse properties and industrial factories.

- 8) We have been provided with a legal opinion on the Property prepared by the Company's PRC legal advisor, 北京元朴律師事務所, which contains, inter alia, the following information:
1. 上海易弃物流科技有限公司 has obtained the real estate ownership certificate. 上海易弃物流科技有限公司 has legally owned the relevant land use rights and property ownership of the Property, and its rights are protected by the PRC law;
 2. 上海易弃物流科技有限公司 shall have the right to occupy and use the Property in accordance with the PRC law, and also have the right to dispose the Property by transferring, leasing, mortgaging or other legal means. There are no restrictions on the properties in terms of seizure, mortgage, or other forms of encumbrances, nor any third-party interests.
- 9) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Not Applicable
Construction Land Planning Permit	Not Applicable
Construction Work Planning Permit	Not Applicable
Construction Work Commencement Permit	Not Applicable
Building Ownership Certificate	Not Applicable
Real Estate Ownership Certificate	Yes
Business License	Yes

VALUATION SUMMARY 4 — LANGFANG HONGKE REAL ESTATE DEVELOPMENT CO., LTD.

NO.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY	MARKET VALUE IN EXISTING STATE
				AS AT 28 FEBRUARY 2025
4	No. 29 Yunqi Avenue (雲起道), Langfang Hi-Tech Industrial Development Zone, Langfang, Hebei Province, PRC	<p>The Property, known as Langfang Hongke Real Estate Development Co., Ltd. (廊坊市弘科房地產開發有限公司), is located No. 29, Yunqi Road, Langfang Hi-Tech Industrial Development Zone, Langfang, Hebei Province. The site area is 33,333.37 sq m.</p> <p>As advised by the Company, the Property was completed in 2020. It comprises one two-storey warehouse with a total gross floor area (GFA) of 34,474.79 sq m.</p> <p>Pursuant to the Real Estate Ownership Certificate provided, the land-use rights of the Property have been granted for a term of 50 years expiring on 18 May 2067 for industrial uses.</p>	<p>As at the valuation date, the Property was in normal operation. According to the information provided, at the Date of Valuation, the Property was subject to three tenancies which yielded a total monthly rental income of approximately RMB325,000, excl. property management fee and value-added tax. The latest expiration date of the tenancy is 31 December 2026. The overall occupancy rate was about 61.3%.</p>	<p>RMB174,000,000 (RENMINBI ONE HUNDRED SEVENTY FOUR MILLION)</p> <p>100% interest to be attributable to the Group:</p> <p>RMB174,000,000 (RENMINBI ONE HUNDRED SEVENTY FOUR MILLION)</p>

Notes:

- 1) Pursuant to the Real Estate Ownership Certificate, the land-use rights of the Property located at No. 29, Yunqi Road, Langfang Hi-Tech Industrial Development Zone, Langfang, and the corresponding building ownership are vested in 廊坊市弘科房地產開發有限公司, a wholly owned subsidiary of the Company. The details are listed below:

Certificate Number	Site Area (sq m)	Land Use	GFA (sq m)	Building Use	Expiry Date
Ji (2021) Lang Fang Shi Bu Dong Chan Quan Di 0036574 Hao	33,333.37	Industrial	34,474.79	Workshop	18 May 2067

- 2) Pursuant to the Other Rights Certificate dated 25 November 2021 provided, the Property was mortgaged to 盤古銀行(中國)有限公司上海分行 for a term from 18 March 2021 to 18 March 2031.
- 3) Pursuant to the Company Business License No. 91131002MA07X6EY75, 廊坊市弘科房地產開發有限公司 with the address of Property Office No. 29 Yunqi Road, Longhe High tech Industrial Development Zone, Langfang, Hebei Province, has been in business from 28 October 2016 with the business scope of Real estate development and sales; assembly and sales of instruments and meters; research and development of intelligent robots; data processing; construction and leasing of factory buildings; construction, operation, and warehousing services of storage facilities (excluding hazardous chemicals and transportation); property management; collection of water and electricity fees; technical consulting; business information consulting. (Projects requiring approval according to law can only be carried out after approval by the relevant authorities.) (房地產開發及銷售；儀器儀錶組裝、銷售；智能機器人研究與開發；數據處理；廠房建設及租賃；倉儲設施的建設、經營及倉儲服務(不含危險化學品、不含運輸)；物業管理；代收水電費；技術諮詢；商務信息諮詢(依法須經批准的項目，經相關部門批准後方可開展經營活動)).
- 4) The Owner holds 100% leasehold interests of the Property.
- 5) In the course of our valuation, we have made reference to various leasing properties, which have comparable characteristics on the market. Comparables that had been selected ranges from RMB0.90 to 1.00 psm per day, exclusive of Value-added Tax (VAT) and property management fee. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, building facilities, age/maintenance, etc. to determine the market rent of the Property. The adopted market rent of the first floor of the Property, excluding VAT and property management fee, as at the Valuation Date is approximately RMB0.95 psm per day.
- 6) In assessing the market value of the Property, we have made reference to sales prices of similar properties in the vicinity. Comparable properties are located in the same district with similar conditions, size and tenure, etc. Comparable that had been selected ranges from RMB5,150 to RMB6,800 psm. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, etc. to determine the unit price of the Property.
- 7) The general description and market information of the property are summarised as below:

Location	:	The Property is located south of Yunqi Avenue (雲起道), Longhe High-tech Industrial Development Zone, Langfang, Hebei Province, PRC.
Transportation	:	The Property is near South Ring Road which is the portion of an outer ring road surrounding Langfang urban area. Through the South Ring Road, the Property enjoys convenient access to Beijing-Shanghai Expressway (京滬高速), which can further provide access to Beijing, Tianjin and other neighbouring cities.
Nature of Surrounding Area	:	The subject area is situated within Anci District in Langfang. It enjoys a convenient transportation network. It is surrounded by a cluster of workshop and logistics properties.
- 8) We have been provided with a legal opinion on the Property prepared by the Company's PRC legal advisor, 北京元朴律師事務所, which contains, inter alia, the following information:
 1. 廊坊市弘科房地產開發有限公司 has obtained the real estate ownership certificate. 廊坊市弘科房地產開發有限公司 has legally owned the relevant land use rights and property ownership of the Property, and its rights are protected by the PRC law.

2. 廊坊市弘科房地產開發有限公司 shall have the right to occupy and use the Property in accordance with the PRC law, and also have the right to dispose the Property by transferring, leasing, mortgaging or other legal means.
3. Regarding the Property that has already been mortgaged, 廊坊市弘科房地產開發有限公司 still retains the rights to possess and use. Aside from the disclosed mortgage situation, there are no other seizures, mortgages, or other forms of encumbrances on the properties, nor any third-party interests.
- 9) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Not Applicable
Construction Land Planning Permit	Not Applicable
Construction Work Planning Permit	Not Applicable
Construction Work Commencement Permit	Not Applicable
Building Ownership Certificate	Not Applicable
Real Estate Ownership Certificate	Yes
Business License	Yes

VALUATION SUMMARY 5 — SUZHOU YIXIANG PRECISION MACHINERY CO., LTD.

NO.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY	MARKET VALUE IN EXISTING STATE AS AT 28 FEBRUARY 2025
5	No.28 Yongchang Road (永昌路), Caohu Sub-district (漕湖街道), Xiangcheng District (相城区), Suzhou, Jiangsu Province, PRC	<p>The Property, known as Suzhou Yixiang Precision Machinery Co., Ltd. (蘇州易相精密機械有限公司), is a high-standard logistics development erected on two parcels of neighbouring land with a total site area of approximately 81,792.40 sq m.</p> <p>As advised by the Company, Phase I of the Property was completed in 2022. It comprises two workshops, two warehouses with ramp access and other ancillary buildings with a total gross floor area (GFA) of approximately 189,552.18 sq m. Phase II of the Property is a complex building with a total gross floor area (GFA) of approximately 8,024.82 sq m. Phase II was completed in Q2 2024.</p> <p>Pursuant to the Real Estate Ownership Certificates provided, the land-use rights of Phase I and Phase II of the Property have been granted for a term of 50 years expiring on 21 September 2060 and 5 June 2072, respectively, for industrial uses.</p>	<p>According to the information provided, Phase I of the Property was subject to twenty one tenancies which yield a total monthly rental income of approximately RMB2,481,000, excl. property management fee and value-added tax. The latest expiry date of those tenancies is 15 July 2028. The occupancy rate of Phase I was about 50.14%.</p> <p>Phase II of the Property was leased to one tenant with a total monthly rental income of approximately RMB11,000, excl. property management fee and value-added tax. The expiry date of the tenancy is 28 February 2028. The occupancy rate of Phase II was about 6.2%.</p>	<p>RMB891,000,000 (RENMINBI EIGHT HUNDRED NINETY ONE MILLION)</p> <p>100% interest to be attributable to the Group:</p> <p>RMB891,000,000 (RENMINBI EIGHT HUNDRED NINETY ONE MILLION)</p>

Notes:

- 1) Pursuant to the Real Estate Ownership Certificates, the land-use rights of the Property located at No.28 Yongchang Road, Caohu Sub-district, Xiangcheng District and the corresponding building ownership of the Property, are vested in 蘇州易相精密機械有限公司, a wholly owned subsidiary of the Company. The details are listed below:

Portion	Certificate Number	Site Area (sq m)	Land Use	GFA (sq m)	Building Use	Expiry Date
Phase I	Su (2025) Su Zhou Shi Bu Dong Chan Quan Di 7014671 Hao	71,935.4	Industrial	189,552.18	Industrial	21 September 2060
Phase II	Su (2023) Su Zhou Shi Bu Dong Chan Quan Di 7010792 Hao	9,857.0	Industrial	8,024.82	Industrial	5 June 2072
Total		<u>81,792.4</u>		<u>197,577.00</u>		

- 2) Pursuant to the Other Rights Certificate dated 13 June 2023 provided, Phase I of the Property was mortgage to 中國工商銀行股份有限公司蘇州相城支行 for a term from 10 October 2020 to 9 October 2035.
- 3) Pursuant to the Company Business License No. 91320507MA20J67U0Q, with the address of No.28 Yongchang Road, Caohu Sub-district, Suzhou, has been in business from 4 December 2019 with the business scope of Development and Manufacturing: Precision machinery, specialized equipment for oil drilling, environmental protection equipment, CNC machine tools. Construction and operation of industrial and storage facilities, property management, technical consulting. (Projects requiring approval according to law can only be carried out after approval by the relevant authorities.) General Projects: General equipment manufacturing (excluding special equipment manufacturing); ordinary goods warehousing services (excluding projects requiring permits for hazardous chemicals, etc.); park management services; non-residential real estate leasing; information technology consulting services. (Except for projects that require legal approval, business activities can be carried out independently with a business license.) (蘇州易相精密機械有限公司開發、製造：精密機械、石油鑽採專用設備、環保設備、數控機床。工業及倉儲設施的建設及經營、物業管理、技術諮詢。(依法須經批准的項目，經相關部門批准後方可開展經營活動) 一般項目：通用設備製造(不含特種設備製造)；普通貨物倉儲服務(不含危險化學品等需許可審批的項目)；園區管理服務；非居住房地產租賃；信息技術諮詢服務(除依法須經批准的項目外，憑營業執照依法自主開展經營活動))。
- 4) The Owner holds 100% leasehold interests of the Property.
- 5) In the course of our valuation, we have made reference to various leasing properties, which have comparable characteristics on the market. Comparables that had been selected ranges from RMB0.95 to 1.15 psm per day, exclusive of Value-added Tax (VAT) and property management fee for workshop space and RMB1.1 to 1.2 psm per day, exclusive of Value-added Tax (VAT) and property management fee for warehouse space. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, building facilities, age/maintenance, etc. to determine the market rent of the Property. In addition, according to the Client, the gross leasable area (GLA) of the Property has been transformed into GFA basis, the adopted Market Rent has been transformed into GFA basis as well. The adopted market rent of the Property, excluding VAT and property management fee, as at the Valuation Date is approximately RMB0.88 psm per day for workshop space, RMB0.85 psm per day for warehouse and RMB0.80 psm per day for complex building space.

6) In assessing the market value of the Property, we have made reference to sales prices of similar properties in the vicinity. Comparable properties are located in the same district with similar conditions, size and tenure, etc. Comparable that had been selected ranges from RMB5,000 to RMB7,000 psm. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, etc. to determine the unit price of the Property.

7) The general description and market information of the property are summarised as below:

Location	:	The Property is located at No.28 Yongchang Road, Xiangcheng District, Suzhou, Jiangsu Province, PRC
Transportation	:	The Property is accessible via Kangyang Road. The S9 Suzhou-Shaoxing expressway is situated near the Property to the north, providing convenient traffic access to neighbouring cities such as Shanghai and Wuxi.
Nature of Surrounding Area	:	The subject area is situated within the Caohu Industrial Zone (漕湖產業園) at the north side of Suzhou. It enjoys a convenient transportation network. It is surrounded by a cluster of industrial properties.

8) We have been provided with a legal opinion on the Property prepared by the Company's PRC legal advisor, 北京元朴律師事務所, which contains, inter alia, the following information:

- 蘇州易相精密機械有限公司 has obtained the real estate ownership certificate. 蘇州易相精密機械有限公司 has legally owned the relevant land use rights and property ownership of the Property, and its rights are protected by the PRC law;
- 蘇州易相精密機械有限公司 shall have the right to occupy and use the Property in accordance with the PRC law, and also have the right to dispose the Property by transferring, leasing, mortgaging or other legal means.
- Regarding the Property that have already been mortgaged, 蘇州易相精密機械有限公司 still retains the rights to possess and use. Aside from the disclosed mortgage situation, there are no other seizures, mortgages, or other forms of encumbrances on the properties, nor any third-party interests.

9) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Not Applicable
Construction Land Planning Permit	Not Applicable
Construction Work Planning Permit	Not Applicable
Construction Work Commencement Permit	Not Applicable
Building Ownership Certificate	Not Applicable
Real Estate Ownership Certificate	Yes
Business License	Yes

VALUATION SUMMARY 6 — ZHEJIANG YIJIA TECHNOLOGY CO., LTD.

			MARKET VALUE IN EXISTING STATE AS AT 28 FEBRUARY 2025											
No.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY											
6	No. 858 Jinxiu Road (錦綉路), Chongfu Town, Tongxiang, Jiaxing, Zhejiang Province, PRC	<p>The Property, known as Zhejiang Yijia Technology Co., Ltd. (浙江易嘉科技有限公司), is an industrial project erected on a roughly trapezoid-shaped land lot with a site area of 67,757.46 sq m.</p> <p>As advised by the Company, the Property was completed in 2015. It comprises two single-storey workshops and one three-storey office building with a total gross floor area (GFA) of 41,295.92 sq m. The details are listed below:</p> <table><thead><tr><th>Portions</th><th>GFA (sq m)</th></tr></thead><tbody><tr><td>Workshop 1</td><td>32,926.47</td></tr><tr><td>Workshop 2</td><td>6,996.74</td></tr><tr><td>Office Building</td><td>1,372.71</td></tr><tr><td><i>Total</i></td><td><u>41,295.92</u></td></tr></tbody></table> <p>Pursuant to the Real Estate Ownership Certificate provided, the state-owned land-use rights of the Property have been granted for a term of 50 years expiring on 12 December 2060 for industrial purposes.</p>	Portions	GFA (sq m)	Workshop 1	32,926.47	Workshop 2	6,996.74	Office Building	1,372.71	<i>Total</i>	<u>41,295.92</u>	<p>As at the valuation date, the Property was in normal operation. According to the information provided, at the Date of Valuation, the Property was subject to nine tenancies, which yields a total monthly rental income of approximately RMB903,000, excl. property management fee and value-added tax. The latest expiry date of those tenancies is 31 March 2027. The overall occupancy rate was about 85.0%.</p>	<p>RMB169,000,000 (RENMINBI ONE HUNDRED SIXTY NINE MILLION)</p> <p>90% interest to be attributable to the Group:</p> <p>RMB152,100,000 (RMB ONE HUNDRED FIFTY TWO MILLION ONE HUNDRED THOUSAND)</p>
Portions	GFA (sq m)													
Workshop 1	32,926.47													
Workshop 2	6,996.74													
Office Building	1,372.71													
<i>Total</i>	<u>41,295.92</u>													

Notes:

- 1) Pursuant to the Real Estate Ownership Certificate, the state-owned land-use rights of the Property located at No. 858 Jinxiu Road, Chongfu Town, Tongxiang, Jiaxing, and the corresponding building ownership are vested in 浙江易嘉科技有限公司, 90% owned subsidiary of the Company. The details are listed below:

Certificate Number	Site Area (sq m)	Land Use	GFA (sq m)	Building Use	Expiry Date
Zhe (2020) Tong Xiang Shi Bu Dong Chan Quan Di 0028604 Hao	67,757.46	Industrial	41,295.92	Industrial	12 December 2060

- 2) We have not been provided with any relevant information about mortgage and encumbrances of the Property. We are therefore unable to comment on any related matters and advise that a legal opinion should be sought regarding the legality, transferability of title and the existence of any current or potential encumbrances attached to the Property.
- 3) Pursuant to the Company Business License No. 91330483MA2BCWBB36, 浙江易嘉科技有限公司 with the address of No. 858 Jinxiu Road, Chongfu Town, Tongxiang, Jiaxing, has been in business from 28 January 2019 with the business scope of technology development, transfer, consulting, and services in the fields of construction technology, automation technology, and electronic technology; design and construction of building projects; leasing of self-owned factory buildings; research and design of steel structure products; logistics and supply chain management; production and sales of automotive parts, electronic components, automation control devices, and mechatronic products; warehousing of building metal materials; warehousing management and services; property management. (Projects requiring approval according to law can only be carried out after approval by the relevant authorities.) (建築科技、自動化科技、電子科技領域內的技術開發、技術轉讓、技術諮詢、技術服務；建築工程的設計、施工；自有廠房租賃；鋼結構產品研發、設計；物流與供應鏈管理；汽車配件、電子元器件、自動化控制設備、機電體化產品的生產、銷售；建築金屬材料的倉儲；倉儲管理與服務；物業管理。(依法須經批准的項目，經相關部門批准後方可開展經營活動)).
- 4) The Owner holds 100% leasehold interests of the Property.
- 5) In the course of our valuation, we have made reference to various leasing properties, which have comparable characteristics on the market. Comparables that had been selected ranges from RMB0.70 to 0.95 psm per day, exclusive of Value-added Tax (VAT) and property management fee. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, building facilities, age/maintenance, etc. to determine the market rent of the Property. The adopted market rent of the Property, excluding VAT and property management fee, as at the Valuation Date is approximately RMB0.85 psm per day.
- 6) In assessing the market value of the Property, we have made reference to sales prices of similar properties in the vicinity. Comparable properties are located in the same district with similar conditions, size and tenure, etc. Comparable that had been selected ranges from RMB3,600 to RMB5,000 psm. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, etc. to determine the unit price of the Property.

- 7) The general description and market information of the property are summarised as below:

Location	:	The Property is located at No. 858 Jinxiu Road, Chongfu Town, Tongxiang, Jiaxing, Zhejiang Province, PRC.
Transportation	:	The Property is accessible by Jinxiu Road, which is a two-lane dual-way road connecting to Hurui Lane (滬瑞綫). Hurui Lane is an arterial road in the locality which connects downtown Tongxiang and Yuhang District in Hangzhou, providing convenient traffic access to neighbouring cities.
Nature of Surrounding Area	:	The subject area is clustered with a number of industrial factories properties.

- 8) We have been provided with a legal opinion on the Property prepared by the Company's PRC legal advisor, 北京元朴律師事務所), which contains, inter alia, the following information:

1. 浙江易嘉科技有限公司 has obtained the real estate ownership certificate. 浙江易嘉科技有限公司 has legally owned the relevant land use rights and property ownership of the Property, and its rights are protected by PRC the law.
2. 浙江易嘉科技有限公司 shall have the right to occupy and use the Property in accordance with the PRC law, and also have the right to dispose the Property by transferring, leasing, mortgaging or other legal means. There are no restrictions on the properties in terms of seizure, mortgage, or other forms of encumbrances, nor any third-party interests.

- 9) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Not Applicable
Construction Land Planning Permit	Not Applicable
Construction Work Planning Permit	Not Applicable
Construction Work Commencement Permit	Not Applicable
Building Ownership Certificate	Not Applicable
Real Estate Ownership Certificate	Yes
Business License	Yes

VALUATION SUMMARY 7 — SUZHOU YIHAO WAREHOUSE SERVICES CO., LTD.

NO.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY	MARKET VALUE IN EXISTING STATE AS AT 28 FEBRUARY 2025
7	North of G318, Lili Town (黎里鎮), Wujiang District, Suzhou, Jiangsu Province, PRC	<p>The Property, known as Suzhou Yihao Warehouse Services Co., Ltd. (蘇州易豪倉儲服務有限公司), is a high-standard logistics development erected on a parcel of irregular-shaped land with a total site area of 100,366.88 sq m.</p> <p>As advised by the Company, the Property was completed in 2023. It comprises a four-storey warehouse with ramp access and other ancillary buildings with a total gross floor area (GFA) of 221,392.45 sq m.</p> <p>Pursuant to the Real Estate Ownership Certificate provided, the land-use rights of the Property have been granted for a term of 50 years expiring on 28 May 2070 for warehouse uses.</p>	<p>As at the valuation date, the Property was just completed and was preleased to two tenants with a total monthly rental income of approximately RMB1,589,000, excl. property management fee and value-added tax. The expiry date of the tenancy is 31 December 2031. The overall occupancy rate was about 53%.</p>	<p>RM840,000,000 (RENMINBI EIGHT HUNDRED FORTY MILLION)</p> <p>100% interest to be attributable to the Group:</p> <p>RM840,000,000 (RENMINBI EIGHT HUNDRED FORTY MILLION)</p>

Notes:

- 1) Pursuant to the Real Estate Ownership Certificate, the state-owned land-use rights of the Property located at north of G318, Lili Town (黎里鎮), Wujiang District, Suzhou, and the corresponding building ownership are vested in 蘇州易豪倉儲服務有限公司, a wholly owned subsidiary of the Company. The details are listed below:

Certificate Number	Site Area (sq m)	Land Use	GFA (sq m)	Building Use	Expiry Date
Su (2024) Su Zhou Shi Wu Jiang Qu Bu Dong Chan Quan Di 9010576 Hao	100,366.88	Warehouse	221,392.45	Warehouse	28 May 2070

- 2) Pursuant to the Other Rights Certificate dated 16 April 2024 provided, the Property was mortgaged to 中國工商銀行股份有限公司蘇州吳中支行 for a term from 1 December 2020 to 31 December 2036.
- 3) Pursuant to the Company Business License No. 91320509MA1XHC004N, 蘇州易豪倉儲服務有限公司 with the address of north of G318, Lili Town, Wujiang District, Suzhou, Jiangsu Province, has been in business from 23 November 2018 with the business scope of warehousing services (excluding hazardous chemicals); construction, operation, management, leasing, and supporting services of warehousing facilities; property management; logistics

information technology consulting services. (Projects requiring approval according to law can only be carried out after approval by the relevant authorities.) (倉儲服務(不含化學危險品)；倉儲設施的建設、經營、管理、租賃及配套服務；物業管理；物流信息技術諮詢服務。(依法須經批准的項目，經相關部門批准後方可開展經營活動))。

- 4) The Owner holds 100% leasehold interests of the Property.
- 5) In the course of our valuation, we have made reference to various leasing properties, which have comparable characteristics on the market. Comparables that had been selected ranges from RMB0.95 to 1.1 psm per day, exclusive of Value-added Tax (VAT) and property management fee. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, building facilities, age/maintenance, etc. to determine the market rent of the Property. In addition, according to the Client, the GLA of the Property has been transformed into GFA basis, the adopted Market Rent has been transformed into GFA basis as well. The adopted market rent of the Property, excluding VAT and property management fee, as at the Valuation Date is approximately RMB0.73 psm per day.
- 6) In assessing the market value of the Property, we have made reference to sales prices of similar properties in the vicinity. Comparable properties are located in the same district with similar conditions, size and tenure, etc. Comparable that had been selected ranges from RMB5,000 to RMB7,000 psm. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, etc. to determine the unit price of the Property.
- 7) The general description and market information of the property are summarised as below:

Location	:	The Property is located north of G318, Lili Town, Wujiang District, Suzhou, Jiangsu Province, PRC
Transportation	:	The Property is accessible via G318. The Shanghai-Chongqing Expressway and Changshu-Taizhou Expressway are situated near the Property to the north and west, respectively, providing convenient traffic access to downtown Suzhou and neighbouring cities such as Shanghai.
Nature of Surrounding Area	:	The subject area is situated within FOHO Economic Development Zone. It enjoys a convenient transportation network. It is surrounded by a cluster of industrial properties.

- 8) We have been provided with a legal opinion on the Property prepared by the Company's PRC legal advisor, 北京元朴律師事務所, which contains, inter alia, the following information:
 1. 蘇州易豪倉儲服務有限公司 has obtained the real estate ownership certificate. 蘇州易豪倉儲服務有限公司 has legally owned the relevant land use rights and property ownership of the Property, and its rights are protected by the PRC law;
 2. 蘇州易豪倉儲服務有限公司 shall have the right to occupy and use the Property in accordance with the PRC law, and also have the right to dispose the Property by transferring, leasing, mortgaging or other legal means.
 3. Regarding the Property that has already been mortgaged, 蘇州易豪倉儲服務有限公司 still retains the rights to possess and use them. Aside from the disclosed mortgage situation, there are no other seizures, mortgages, or other forms of encumbrances on the properties, nor any third-party interests.

- 9) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Not Applicable
Construction Land Planning Permit	Not Applicable
Construction Work Planning Permit	Not Applicable
Construction Work Commencement Permit	Not Applicable
Building Ownership Certificate	Not Applicable
Real Estate Ownership Certificate	Yes
Business License	Yes

VALUATION SUMMARY 8 — KUNSHAN ZHONGYI INDUSTRIAL AUTOMATION CO., LTD.

NO.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY	MARKET VALUE IN EXISTING STATE AS AT 28 FEBRUARY 2025
8	No. 168 Shuanghua Road (雙華路), Huaqiao Town, Kunshan, Jiangsu Province, PRC	<p>The Property, known as Kunshan Zhongyi Industrial Automation Co., Ltd. (昆山中易工業自動化有限公司), is located at No. 168 Shuanghua Road, Huaqiao Town with a total site area of 134,243.70 sq m.</p> <p>As advised by the Company, the Property is a high-standard logistics development comprising several four-storey warehouses and workshops and other ancillary buildings with a total gross floor area (GFA) of approximately 293,530.81 sq m, which was completed in Q4 2024.</p> <p>Pursuant to the Real Estate Ownership Certificate provided, the land-use rights of the Property have been granted for a term of 50 years expiring on 3 May 2054 for industrial uses.</p>	<p>As at the valuation date, the Property was just completed and was leased to one tenant and preleased to another one tenant with a total monthly rental income of approximately RMB271,000, excl. property management fee and value-added tax. The expiry date of the tenancy is 31 December 2027. The occupancy rate of the Property was about 3.9%.</p>	<p>RMB1,110,000,000 (RENMINBI ONE BILLION ONE HUNDRED TEN MILLION)</p> <p>100% interest to be attributable to the Group:</p> <p>RMB1,110,000,000 (RENMINBI ONE BILLION ONE HUNDRED TEN MILLION)</p>

Notes:

- 1) Pursuant to the Real Estate Ownership Certificate, the state-owned land-use rights of the Property located at No. 168 Shuanghua Road, Huaqiao Town, and the corresponding building ownership are vested in 昆山中易工業自動化有限公司, a wholly owned subsidiary of the Company. The details are listed below:

Certificate Number	Site Area (sq m)	Land Use	GFA (sq m)	Building Use	Expiry Date
Su (2024) Kun Shan Shi Bu Dong Chan Quan Di 3078930 Hao	134,243.70	Industrial	293,530.81	Industrial	3 May 2054

- 2) Pursuant to the Other Rights Certificate dated 16 December 2024 provided, the Property was mortgaged to 中國建設銀行股份有限公司昆山分行 for a term from 4 January 2023 to 3 January 2035.

- 3) Pursuant to the Company Business License No. 91320583MA22KAHT4Q, 昆山中易工業自動化有限公司 with the address of No. 168 Shuanghua Road, Huaqiao Town, Kunshan, has been in business from 27 September 2020 with the business scope of general project: manufacturing of industrial automatic control system devices; manufacturing of electronic components and electromechanical assembly equipment; technical services, development, consulting, exchanges, transfer, and promotion; ordinary goods warehousing services (excluding projects requiring permits for hazardous chemicals, etc.); non-residential real estate leasing; property management; information technology consulting services (Except for projects that require legal approval, business activities can be carried out independently with a business license.) (一般項目：工業自動控制系統裝置製造；電子元器件與機電組件設備製造；技術服務、技術開發、技術諮詢、技術交流、技術轉讓、技術推廣；普通貨物倉儲服務(不含危險化學品等需許可審批的項目)；非居住房地產租賃；物業管理；信息技術諮詢服務(除依法須經批准的項目外，憑營業執照依法自主開展經營活動)).
- 4) The Owner holds 100% leasehold interests of the Property.
- 5) In the course of our valuation, we have made reference to various leasing properties, which have comparable characteristics on the market. Comparables that had been selected ranges from RMB1.1 to 1.30 psm per day, exclusive of Value-added Tax (VAT) and property management fee for warehouse space and RMB0.95 to 1.15 psm per day, exclusive of Value-added Tax (VAT) and property management fee for workshop space. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, building facilities, age/maintenance, etc. to determine the market rent of the Property. The adopted market rent of the Property, excluding VAT and property management fee, as at the Valuation Date is approximately RMB1.12 psm per day for warehouse space and RMB1.01 psm per day for workshop space.
- 6) In assessing the market value of the Property, we have made reference to sales prices of similar properties in the vicinity. Comparable properties are located in the same district with similar conditions, size and tenure, etc. Comparable that had been selected ranges from RMB5,000 to RMB7,000 psm. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, etc. to determine the unit price of the Property.
- 7) The general description and market information of the property are summarised as below:
- | | | |
|----------------------------|---|---|
| Location | : | The Property is located at No. 168 Shuanghua Road, Huaqiao Town, Kunshan, Jiangsu Province, PRC. |
| Transportation | : | The Property is accessible by Xinsheng Road. Two expressways, namely G2 (Beijing-Shanghai) and G1501 (Shanghai Ring Expressway) are situated near the Property to the south and east, respectively. |
| Nature of Surrounding Area | : | The subject area is clustered with industrial and residential developments. |
- 8) We have been provided with a legal opinion on the Property prepared by the Company's PRC legal advisor, 北京元朴律師事務所, which contains, inter alia, the following information:
1. 昆山中易工業自動化有限公司 has obtained the real estate ownership certificate. 昆山中易工業自動化有限公司 has legally owned the relevant land use rights and property ownership of the Property, and its rights are protected by the PRC law.
 2. 昆山中易工業自動化有限公司 shall have the right to occupy and use the Property in accordance with the PRC law, and also have the right to dispose the Property by transferring, leasing, mortgaging or other legal means.

3. Regarding the Property that has already been mortgaged, 昆山中易工業自動化有限公司 still retains the rights to possess and use. Aside from the disclosed mortgage situation, there are no other seizures, mortgages, or other forms of encumbrances on the properties, nor any third-party interests.
- 9) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Not Applicable
Construction Land Planning Permit	Not Applicable
Construction Work Planning Permit	Not Applicable
Construction Work Commencement Permit	Not Applicable
Building Ownership Certificate	Not Applicable
Real Estate Ownership Certificate	Yes
Business License	Yes

VALUATION SUMMARY 9 — SHANGHAI YI NU INDUSTRIAL CO., LTD.

NO.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY	MARKET VALUE IN EXISTING STATE AS AT 28 FEBRUARY 2025
9	No. 588 Yingshun Road (盈順路), Xianghuaqiao Sub-district (香花橋街道), Qingpu District (青浦區), Shanghai, PRC	<p>The Property, known as Shanghai Yi Nu Industrial Co., Ltd. (上海易努實業有限公司), comprises a parcel of land with a total site area of approximately 62,932.59 sq m.</p> <p>As advised by the Company, the Property is a high-standard logistics development comprising two four-storey warehouses with ramp access and other ancillary buildings with a total gross floor area (GFA) of approximately 123,029.12 sq m. The Property is completed in Q2 2024.</p> <p>Pursuant to the Real Estate Ownership Certificate provided, the land-use rights of the Property have been granted for a term of 50 years expiring on 15 April 2062 for industrial uses.</p>	<p>As at the valuation date, the Property was in normal operation. According to the information provided, the Property was subject to two tenancies, which yield a total monthly rental income of approximately RMB619,000 excl. property management fee and value-added tax. The latest expiry date of the tenancies is 31 December 2029. The overall occupancy rate was about 15.8%.</p>	<p>RMB750,000,000 (RENMINBI SEVEN HUNDRED FIFTY MILLION)</p> <p>80% interest to be attributable to the Group:</p> <p>RMB600,000,000 (RMB SIX HUNDRED MILLION)</p>

Notes:

- 1) Pursuant to the Real Estate Ownership Certificate, the state-owned land-use rights of the Property located at No. 588 Yingshun Road, Xianghuaqiao Sub-district, Qingpu District, have been granted to and the corresponding building ownership are vested in 上海易努實業有限公司, 80% owned subsidiary of the Company. The details are listed below:

Certificate Number	Site Area (sq m)	Land Use	GFA (sq m)	Building Use	Expiry Date
Hu (2025) Qing Zi Bu Dong Chan Quan Di 007964 Hao	62,932.59	Industrial (Industrial project)	123,029.12	Workshop	15 April 2062

- 2) Pursuant to the Other Rights Certificate dated 17 August 2023 provided, the Property was mortgaged to 中國工商銀行股份有限公司上海市漕河涇開發區支行 for a term from 11 August 2023 to 21 July 2038.
- 3) Pursuant to the Company Business License No. 91310118MA1JNG4HXU, 上海易努實業有限公司 with the address of 207D of No. 1150 Qinghewan Road, Qingpu District, Shanghai, has been in business from 13 February 2020 with the business scope of general projects: technical services, development, consulting, exchanges, transfer, and promotion; business management consulting; ordinary goods warehousing services (excluding projects requiring permits for hazardous chemicals, etc.); property management; and non-residential real estate leasing. (Except for projects that require legal approval, business activities can be carried out independently with a business license.) (一般項目：技術服務、技術開發、技術諮詢、技術交流、技術轉讓、技術推廣；企業管理諮詢；普通貨物倉儲服務(不含危險化學品等需許可審批的項目)；物業管理；非居住房地產租賃。(除依法須經批准的項目外，憑營業執照依法自主開展經營活動)).
- 4) The Owner holds 100% leasehold interests of the Property.
- 5) In the course of our valuation, we have made reference to various leasing properties, which have comparable characteristics on the market. Comparables that had been selected ranges from RMB1.35 to 1.45 psm per day, exclusive of Value-added Tax (VAT) and property management fee for warehouse space. And RMB1.20 to 1.30 psm per day, exclusive of Value-added Tax (VAT) and property management fee for workshop space. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, building facilities, age/maintenance, etc. to determine the market rent of the Property. The adopted market rent of the Property, excluding VAT and property management fee, as at the Valuation Date is approximately RMB1.35 psm per day for warehouse space and RMB1.27 psm per day for workshop space.
- 6) In assessing the market value of the Property, we have made reference to sales prices of similar properties in the vicinity. Comparable properties are located in the same district with similar conditions, size and tenure, etc. Comparable that had been selected ranges from RMB7,000 to RMB9,000 psm. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, etc. to determine the unit price of the Property.
- 7) The general description and market information of the property are summarised as below:
- | | | |
|----------------------------|---|---|
| Location | : | The Property is located at No. 588 Yingshun Road, Xianghuaqiao Sub-district, Qingpu District, Shanghai, PRC |
| Transportation | : | The Property is accessible via Yingshun Road and Beiyong Road. The Songze Avenue is situated near the Property to the south, providing convenient traffic access to neighbouring area such as Hongqiao International Airport. |
| Nature of Surrounding Area | : | The subject area is situated within the Qingpu Industrial Zone (青浦工業園) at the west side of Shanghai. It enjoys a convenient transportation network. It is surrounded by a cluster of industrial properties. |
- 8) We have been provided with a legal opinion on the Property prepared by the Company's PRC legal advisor, 北京元朴律師事務所, which contains, inter alia, the following information:
1. 上海易努實業有限公司 has obtained the real estate ownership certificate. 上海易努實業有限公司 has legally owned the relevant land use rights and property ownership of the Property, and its rights are protected by the PRC law.

2. 上海易努實業有限公司 shall have the right to occupy and use the Property in accordance with the PRC law, and also have the right to dispose the Property by transferring, leasing, mortgaging or other legal means.
3. Regarding the Property that has already been mortgaged, 上海易努實業有限公司 still retains the rights to possess and use. Aside from the disclosed mortgage situation, there are no other seizures, mortgages, or other forms of encumbrances on the properties, nor any third-party interests.
- 9) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Not Applicable
Construction Land Planning Permit	Not Applicable
Construction Work Planning Permit	Not Applicable
Construction Work Commencement Permit	Not Applicable
Building Ownership Certificate	Not Applicable
Real Estate Ownership Certificate	Yes
Business License	Yes

**VALUATION SUMMARY 10 — LANGFANG CHUNHUI ENVIRONMENTAL
PROTECTION BUILDING MATERIALS CO., LTD.**

NO.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY	MARKET VALUE IN EXISTING STATE AS AT 28 FEBRUARY 2025
10	207 Huaxin Road (化 辛路), Economic and Technical Development Zone, Langfang, Hebei Province, PRC	<p>The Property, known as Langfang Chunhui Environmental Protection Building Materials Co., Ltd. (廊坊春輝環保建材有限公司), is located at 207 Huaxin Road (化辛路), Economic and Technical Development Zone, Langfang, Hebei Province. The site area is 38,375.98 sq m.</p> <p>The Property was completed in 2022. It comprises two two-storey warehouses with cargo lift access with a total gross floor area (GFA) of approximately 48,622.30 sq m.</p> <p>Pursuant to the Real Estate Ownership Certificates provided, the land-use rights of the Property have been granted for a term of 50 years expiring on 26 September 2053 for industrial uses.</p>	<p>As at the valuation date, the Property was in normal operation.</p> <p>According to the information provided, at the Date of Valuation, the Property was subject to three tenancies which yielded a total monthly rental income of approximately RMB946,000, excl. property management fee and value-added tax. The expiration date of the tenancy is 30 September 2025. The overall occupancy rate was about 100%.</p>	<p>RMB244,000,000 (RENMINBI TWO HUNDRED FORTY FOUR MILLION)</p> <p>100% interest to be attributable to the Group:</p> <p>RMB244,000,000 (RENMINBI TWO HUNDRED FORTY FOUR MILLION)</p>

Notes:

- 1) Pursuant to the Real Estate Ownership Certificate, the land-use rights of the Property located at 207 Huaxin Road, Economic and Technical Development Zone, Langfang, and the corresponding building ownership are vested in 廊坊春輝環保建材有限公司, a wholly owned subsidiary of the Company. The details are listed below:

Certificate Number	Site Area (sq m)	Land Use	GFA (sq m)	Building Use	Expiry Date
Ji (2023) Lang Fang Kai Fa Qu Bu Dong Chan Quan Di 0000588 Hao	38,375.98	Industrial	48,622.30	Industrial	26 September 2053

- 2) Pursuant to the Other Rights Certificate dated 28 February 2023 provided, the Property was mortgage to 招商銀行股份有限公司廊坊分行 for a term from 14 October 2021 to 13 October 2031.
- 3) Pursuant to the Company Business License No.91131001745442188N, 廊坊春輝環保建材有限公司 with the address of Building 1 and Building 2, No. 207 Huaxin Road, Langfang Economic and Technological Development Zone, Langfang, has been in business from 27 December 2002 with the business scope of general projects: sales of insulation materials; sales of building decoration materials; manufacturing and sales of waterproof roofing products; manufacturing and sales of refrigeration and air conditioning equipment; installation services for ordinary mechanical equipment; sales of metal materials; sales of chemical products (excluding licensed chemical products); import and export of goods; non-residential real estate leasing; ordinary goods warehousing services (excluding projects requiring permits for hazardous chemicals, etc.); operation of road freight transport stations; property management; and information consulting services (excluding licensed information consulting services); business management. (Except for projects that require legal approval, business activities can be carried out independently with a business license.) (一般項目：保溫材料銷售；建築裝飾材料銷售；建築防水卷材產品製造；建築防水卷材產品銷售；製冷、空調設備製造；製冷、空調設備銷售；普通機械設備安裝服務；金屬材料銷售；化工產品銷售(不含許可類化工產品)；貨物進出口；非居住房地產租賃；普通貨物倉儲服務(不含危險化學品等需許可審批的項目)；道路貨物運輸站經營；物業管理；信息諮詢服務(不含許可類信息諮詢服務)；企業管理。(除依法須經批准的項目外，憑營業執照依法自主開展經營活動))。
- 4) The Owner holds 100% leasehold interests of the Property.
- 5) In the course of our valuation, we have made reference to various leasing properties, which have comparable characteristics on the market. Comparables that had been selected ranges from RMB0.95 to 1.00 psm per day, exclusive of Value-added Tax (VAT) and property management fee. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, building facilities, age/maintenance, etc. to determine the market rent of the Property. The adopted market rent of the first floor of the Property, excluding VAT and property management fee, as at the Valuation Date is approximately RMB0.97 psm per day.
- 6) In assessing the market value of the Property, we have made reference to sales prices of similar properties in the vicinity. Comparable properties are located in the same district with similar conditions, size and tenure, etc. Comparable that had been selected ranges from RMB5,150 to RMB6,800 psm. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, etc. to determine the unit price of the Property.
- 7) The general description and market information of the property are summarised as below:

Location	:	The Property is located east of Huaxin Road, Economic and Technical Development Zone, Langfang, Hebei Province, PRC
Transportation	:	The Property is near East Ring Road (東環路). The G2 Expressway (Beijing-Shanghai) is situated near the Property to the north and east, providing convenient traffic access to downtown Langfang and other neighbouring cities.
Nature of Surrounding Area	:	The subject area is situated within Guangyang District in northern Langfang. It enjoys a convenient transportation network. It is surrounded by a cluster of vacant land and industrial properties.

- 8) We have been provided with a legal opinion on the Property prepared by the Company's PRC legal advisor, 北京元朴律師事務所, which contains, inter alia, the following information:
1. 廊坊春輝環保建材有限公司 has obtained the real estate ownership certificate. 廊坊春輝環保建材有限公司 has legally owned the relevant land use rights and property ownership of the Property, and its rights are protected by the PRC law.
 2. 廊坊春輝環保建材有限公司 shall have the right to occupy and use the Property in accordance with the PRC law, and also have the right to dispose the Property by transferring, leasing, mortgaging or other legal means.
 3. Regarding the land use rights that have already been mortgaged, 招商銀行股份有限公司廊坊分行 still retains the rights to possess and use. Aside from the disclosed mortgage situation, there are currently no other seizures, mortgages, or other forms of encumbrances on the land, nor any third-party interests.
- 9) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Not Applicable
Construction Land Planning Permit	Not Applicable
Construction Work Planning Permit	Not Applicable
Construction Work Commencement Permit	Not Applicable
Building Ownership Certificate	Not Applicable
Real Estate Ownership Certificate	Yes
Business License	Yes

VALUATION SUMMARY 11 — CHENGDU YIJING SUPPLY CHAIN MANAGEMENT SERVICES CO., LTD.

NO.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY	MARKET VALUE IN EXISTING STATE AS AT 28 FEBRUARY 2025
11	No. 2299 Tongxin Avenue, Qingbaijiang District, Chengdu, Sichuan Province, PRC	<p>The Property, known as Chengdu Yijing Supply Chain Management Services Co., Ltd. (成都易景供應鏈管理服務有限公司), is located south of Gaoping South Road and east of Tongxin Avenue, Qingbaijiang District, Chengdu, Sichuan Province. The site area is 134,759.93 sq m.</p> <p>Phase 1 of the Property was completed in H1 2022, comprising 1 one-storey regular warehouse, 2 one-storey cold storage spaces and 1 6-storey complex building and other ancillary facilities with a total gross floor area (GFA) of 49,847.05 sq m.</p> <p>Phase 2 of the Property was completed in H1 2022, comprising 1 one-storey regular warehouse and 1 one-storey cold storage space with a total GFA of 28,835.69 sq m.</p> <p>Phase 3 of the Property was completed in H1 2023, comprising a 4-storey cold storage space with a GFA of 36,005.43 sq m.</p> <p>Pursuant to the Real Estate Ownership Certificate provided, the land-use rights of the Property have been granted for a term of 50 years expiring on 2 March 2071 for warehouse uses.</p>	<p>As at the valuation date, the Property was in normal operation. According to the information provided, at the Date of Valuation, the Property was subject to freight tenancies which yields a total monthly rental income of approximately RMB3,279,000 excl. property management fee and value-added tax. The latest expiry date of these tenancies is 30 September 2028. The overall occupancy rate of the Property was about 83.8%.</p>	<p>RMB500,000,000 (RENMINBI FIVE HUNDRED MILLION)</p> <p>51% interest to be attributable to the Group:</p> <p>RMB255,000,000 (RMB TWO HUNDRED FIFTY FIVE MILLION)</p>

Notes:

- 1) Pursuant to the Real Estate Ownership Certificate, the land-use rights of the Property located at No. 2299 Tongxin Avenue, Qingbaijiang District, Chengdu, and the corresponding building ownership are vested in 成都易景供應鏈管理服務有限公司, 51% owned subsidiary of the Company. The details are listed below:

Certificate Number	Site Area (sq m)	Land Use	GFA (sq m)	Expiry Date
Chuan (2023) Qing Bai Jiang Qu Bu Dong Chan Quan Di 0047763 Hao	134,759.93	Warehousing	114,688.17	2 March 2071

- 2) Pursuant to the Other Rights Certificate dated 4 July 2024 provided, the Property was mortgage to 中國工商銀行股份有限公司上海市漕河涇開發區支行 for a term from 25 June 2024 to 25 June 2039.
- 3) Pursuant to the Company Business License No. 91510113MA6B7EYM09, 成都易景供應鏈管理服務有限公司 with the address of No.2299 Tongxin Avenue, Qingbaijiang District, Chengdu, Sichuan Province, has been in business from 22 May 2020 with the business scope of general projects: supply chain management services; ordinary goods warehousing services (excluding projects requiring permits for hazardous chemicals, etc.); non-residential real estate leasing; parking lot services; property management; technical services, development, consulting, exchanges, transfer, and promotion; and information consulting services (excluding licensed information consulting services). (Except for projects that require legal approval, business activities can be carried out independently with a business license.) (Excluding those subject to special management measures as stipulated by the state.) (一般項目：供應鏈管理服務；普通貨物倉儲服務（不含危險化學品等需許可審批的項目）；非居住房地產租賃；停車場服務；物業管理；技術服務、技術開發、技術諮詢、技術交流、技術轉讓、技術推廣；信息諮詢服務（不含許可類信息諮詢服務）（除依法須經批准的項目外，憑營業執照依法自主開展經營活動）。（涉及國家規定實施准入特別管理措施的除外）).
- 4) The Owner holds 100% leasehold interests of the Property.
- 5) In the course of our valuation, we have made reference to various leasing properties, which have comparable characteristics on the market. Comparables that had been selected ranges from RMB0.60 to 0.70 psm per day, exclusive of Value-added Tax (VAT) and property management fee for regular warehouse space and RMB1.60 to 1.80 psm per day, exclusive of Value-added Tax (VAT), property management fee and energy fee for cold storage. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, building facilities, age/maintenance, etc. to determine the market rent of the Property. The adopted market rent of the Property, excluding VAT and property management fee, as at the Valuation Date is approximately RMB0.60 psm per day for regular warehouse space, RMB1.65 psm per day for single storey cold storage and RMB1.30 psm per day for four-storey cold storage.
- 6) In assessing the market value of the Property, we have made reference to sales prices of similar properties in the vicinity. Comparable properties are located in the same district with similar conditions, size and tenure, etc. Comparable that had been selected ranges from RMB3,600 to RMB5,500 psm. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, etc. to determine the unit price of the Property.

- 7) The general description and market information of the property are summarised as below:

Location	:	The Property is located south of Gaoping South Road and east of Tongxin Avenue, Qingbaijiang District, Chengdu, Sichuan Province, PRC.
Transportation	:	The Property is accessible from Tongxin Avenue and Jinfurong Avenue, which links to Chengyu Ring Expressway (成渝環綫高速), providing great transportation access.
Nature of Surrounding Area	:	The subject area is surrounded by a cluster of warehouse and industrial properties.

- 8) We have been provided with a legal opinion on the Property prepared by the Company's PRC legal advisor, 北京元朴律師事務所, which contains, inter alia, the following information:

1. 成都易景供應鏈管理服務有限公司 has obtained the real estate ownership certificate. 成都易景供應鏈管理服務有限公司 has legally owned the relevant land use rights and property ownership of the Property, and its rights are protected by the PRC law.
2. 成都易景供應鏈管理服務有限公司 shall have the right to occupy and use the Property in accordance with the PRC law, and also have the right to dispose the Property by transferring, leasing, mortgaging or other legal means.
3. Regarding the Property that have already been mortgaged, 成都易景供應鏈管理服務有限公司 still retains the rights to possess and use. Aside from the disclosed mortgage situation, there are no other seizures, mortgages, or other forms of encumbrances on the properties, nor any third-party interests.

- 9) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Not Applicable
Construction Land Planning Permit	Not Applicable
Construction Work Planning Permit	Not Applicable
Construction Work Commencement Permit	Not Applicable
Building Ownership Certificate	Not Applicable
Real Estate Ownership Certificate	Yes
Business License	Yes

VALUATION SUMMARY 12 — SHANGHAI HUANLV INDUSTRIAL CO., LTD.

NO.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY	MARKET VALUE IN EXISTING STATE AS AT 28 FEBRUARY 2025
12	No. 103 Cailun Road (蔡倫路), Zhangjiang Town, Pudong New Area, Shanghai, PRC	<p>The Property, known as Shanghai Huanlv Industrial Co., Ltd. (上海環綠實業有限公司), is a business park project erected on a rectangular- shaped land lot with a site area of 6,458.00 sq m.</p> <p>As advised by the Company, the Property was completed in 2019. It comprises two multi-storey business park office buildings and other ancillary buildings with a total gross floor area (GFA) of 8,939.93 sq m.</p> <p>Pursuant to the Real Estate Ownership Certificate provided, the state-owned land-use rights of the Property have been granted for a term of 50 years expiring on 23 December 2053 for industrial purposes.</p>	<p>As of the date of inspection, the Property was in normal operation. According to the information provided, at the Date of Valuation, the Property was subject to eighteen tenancies which yield a total monthly rental income of approximately RMB738,000, excl. property management fee and value-added tax. The latest expiry date of these tenancies is 31 March 2029. The overall occupancy rate was around 68.5%.</p>	<p>RMB277,000,000 (RENMINBI TWO HUNDRED SEVENTY SEVEN MILLION)</p> <p>100% interest to be attributable to the Group:</p> <p>RMB277,000,000 (RENMINBI TWO HUNDRED SEVENTY SEVEN MILLION)</p>

Notes:

- 1) Pursuant to the Real Estate Ownership Certificate, the state-owned land-use rights of the Property located at No. 103 Cailun Road, Zhangjiang Town, Pudong New Area, Shanghai, and the corresponding building ownership are vested in 上海環綠實業有限公司, a wholly owned subsidiary of the Company. The details are listed below:

Certificate Number	Site Area (sq m)	Land Use	GFA (sq m)	Expiry Date
Hu Fang Di Pu Zi (2011) Di 041367 Hao	6,458.00	Industrial	8,939.93	23 December 2053

- 2) Pursuant to the Other Rights Certificates dated 8 February 2023 provided, the Property was mortgaged to 中國民生銀行股份有限公司上海自貿試驗區分行 for a term from 2 February 2023 to 2 February 2031.

- 3) Pursuant to the Company Business License No. 9131011513351614XG, 上海環綠實業有限公司 with the address of No.103 Cailun Road, Zhangjiang, China (Shanghai) Pilot Free Trade Zone, Shanghai, has been in business from 23 September 1993 to 22 September 2043 with the business scope of general projects: sales of high-performance non-ferrous metals and alloy materials; sales of instruments and meters; sales of mechanical and electrical equipment; sales of power electronic components; sales of chemical products (excluding licensed chemical products); sales of building materials; sales of daily necessities; wholesale and retail of clothing and accessories; sales of sundries; sales of textiles; sales of material handling equipment; ordinary goods warehousing services (excluding projects requiring permits for hazardous chemicals, etc.); sales of smart warehousing equipment; municipal facility management; loading and unloading services; building cleaning services; leasing services (excluding licensed leasing services); housing leasing; non-residential real estate leasing; property management; business management; business management consulting; and information technology consulting services. (Except for projects that require legal approval, business activities can be carried out independently with a business license.) (一般項目：高性能有色金屬及合金材料銷售；儀器儀錶銷售；機械電氣設備銷售；電力電子元器件銷售；化工產品銷售(不含許可類化工產品)；建築材料銷售；日用百貨銷售；服裝服飾批發；服裝服飾零售；日用雜品銷售；針紡織品銷售；物料搬運裝備銷售；普通貨物倉儲服務(不含危險化學品等需許可審批的項目)；智能倉儲裝備銷售；市 政設施管理；裝卸搬運；建築物清潔服務；租賃服務(不含許可類租賃服務)；住房租賃；非居住房地產租賃；物業管理；企業管理；企業管理諮詢；信息技術諮詢服務。(除依法須經批准的項目外，憑營業執照依法自主開展經營活動)).
- 4) The Owner holds 100% leasehold interests of the Property.
- 5) In the course of our valuation, we have made reference to various leasing properties, which have comparable characteristics on the market. Comparables that had been selected ranges from RMB4.00 to 5.20 psm per day, exclusive of Value-added Tax (VAT) and property management fee. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, building facilities, age/maintenance, etc. to determine the market rent of the Property. The adopted market rent of the Property, excluding VAT and property management fee, as at the Valuation Date is approximately RMB4.10 psm per day.
- 6) In assessing the market value of the Property, we have made reference to sales prices of similar properties in the vicinity. Comparable properties are located in the same district with similar conditions, size and tenure, etc. Comparable that had been selected ranges from RMB29,000 to RMB40,000 psm. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, environment, etc. to determine the unit price of the Property.
- 7) The general description and market information of the property are summarised as below:
- | | | |
|----------------------------|---|--|
| Location | : | The Property is located at No. 103 Cailun Road, Zhangjiang Town, Pudong New Area, Shanghai, PRC. |
| Transportation | : | The Property is accessible by Cailun Road. The Middle Ring Expressway (中環快速路) is situated near the Property to the east. |
| Nature of Surrounding Area | : | The subject area is clustered with industrial and residential developments. |
- 8) We have been provided with a legal opinion on the Property prepared by the Company's PRC legal advisor, 北京元朴律師事務所, which contains, inter alia, the following information:
1. 上海環綠實業有限公司 has obtained the real estate ownership certificate. 上海環綠實業有限公司 has legally owned the relevant land use rights and property ownership of the Property, and its rights are protected by the PRC law.

2. 上海環綠實業有限公司 shall have the right to occupy and use the Property in accordance with the PRC law, and also have the right to dispose the Property by transferring, leasing, mortgaging or other legal means.
3. Regarding the land use rights that have already been mortgaged, 上海環綠實業有限公司 still retains the rights to possess and use. Aside from the disclosed mortgage situation, there are currently no other seizures, mortgages, or other forms of encumbrances on the land, nor any third-party interests.
- 9) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Not Applicable
Construction Land Planning Permit	Not Applicable
Construction Work Planning Permit	Not Applicable
Construction Work Commencement Permit	Not Applicable
Building Ownership Certificate	Not Applicable
Real Estate Ownership Certificate	Yes
Business License	Yes

GROUP II — PROPERTY INTERESTS HELD BY THE GROUP FOR DEVELOPMENT IN THE PRC

VALUATION SUMMARY 13 — SUZHOU YIJINYAN EQUIPMENT MANUFACTURING CO., LTD.

NO.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY	MARKET VALUE IN EXISTING STATE AS AT 28 FEBRUARY 2025
13	East of Qinglian Road (青蓮路) and south of Iris (愛麗思), Xushuguan Economic Development Zone of Hightech Zone (滄墅關經開區), Suzhou, Jiangsu Province, PRC	<p>The Property, known as Suzhou Yijinyan Equipment Manufacturing Co., Ltd. (蘇州易進研設備製造有限公司), is located east of Qinglian Road and south of Iris, Xushuguan Economic Development Zone of High-tech Zone with a total site area of 42,721.60 sq m.</p> <p>According to the information provided, the Property will be developed into a high-standard logistics project with a total planned gross floor area (GFA) of approximately 80,705.56 sq m. The construction work of the Property is scheduled to be completed in Q3 2025.</p> <p>Pursuant to the Real Estate Ownership Certificate provided, the land-use rights of the Property have been granted for a term of 30 years expiring on 21 February 2053 for industrial uses.</p>	<p>As at the valuation date, the Property was under construction.</p>	<p>RMB144,000,000 (RENMINBI ONE HUNDRED FORTY FOUR MILLION)</p> <p>100% interest to be attributable to the Group:</p> <p>RMB144,000,000 (RENMINBI ONE HUNDRED FORTY FOUR MILLION)</p>

Notes:

- 1) Pursuant to the Real Estate Ownership Certificate, the state-owned land-use rights of the Property located east of Qinglian Road and south of Iris, Xushuguan Economic Development Zone of High-tech Zone, Suzhou, have been granted to 蘇州易進研設備製造有限公司, a wholly owned subsidiary of the Company. The details are listed below:

Certificate Number	Site Area (sq m)	Land Use	Expiry Date
Su (2023) Su Zhou Shi Bu Dong Chan Quan Di 5006168 Hao	42,721.60	Industrial	21 February 2053

- 2) Pursuant to the Construction Land Planning Permit, the planning of the construction land of the Property has been approved to 蘇州易進研設備製造有限公司. The details are listed below:

Certificate Number	Project Name	Land Use	Site Area (sq m)
Di Zi Di 320505202300014 Hao	New workshop construction project	Industrial	42,721.6

- 3) Pursuant to the Construction Work Planning Permit, the planning of the construction work of the Property has been approved to 蘇州易進研設備製造有限公司. The details are listed below:

Certificate Number	Project Name	Detailed Location	Construction Scale (sq m)
Jian Zi Di 320505202300060 Hao	New Workshop and Facility Warehouse Construction Project.	East of Qinglian Road and south of Iris, Suzhou High-tech Zone	80,705.56

- 4) Pursuant to the Construction Work Commencement Permit, the construction work of the Property has been approved to commence by 蘇州易進研設備製造有限公司. The details are listed below:

Certificate Number	Project Name	Detailed Location	Construction Scale (sq m)
32050520230810 0101	New Workshop and Warehouse Construction Project of Suzhou Yijinyan Equipment Manufacturing Co., Ltd.	East of Qinglian Road and south of Iris, Suzhou High-tech Zone	80,705.56

- 5) Pursuant to the Other Rights Certificate dated 6 September 2024 provided, the Property was mortgage to 中國銀行股份有限公司蘇州高新技術產業開發區支行 for a term from to 3 September 2024 to 31 December 2039.

- 6) Pursuant to the Company Business License No. 91320505MA250BU14L, 蘇州易進研設備製造有限公司 with the address of Building 15, No. 122 Yong'an Road, High-tech Zone, Suzhou, has been in business from 8 January 2021 with the business scope of general projects: general equipment manufacturing (excluding special equipment manufacturing); ordinary goods warehousing services (excluding projects requiring permits for hazardous chemicals, etc.); park management services; non-residential real estate leasing; property management; and information technology consulting services. (Except for projects that require legal approval, business activities can be carried out independently with a business license.) (一般項目：通用設備製造(不含特種設備製造)；普通貨物倉儲服務(不含危險化學品等需許可審批的項目)；園區管理服務；非居住房地產租賃；物業管理；信息技術諮詢服務(除依法須經批准的項目外，憑營業執照依法自主開展經營活動))。

- 7) The Owner holds 100% leasehold interests of the Property.

- 8) The market value of the Property as if completed as at the Valuation Date is assessed at approximately RMB335,000,000. The “market value as if completed” represents our opinion of the aggregate gross development value (GDV) of the Property assuming that it would be completed as at the Valuation Date.
- 9) In assessing the market price of the Property, we have made reference to sales price of similar properties in the vicinity. Comparable properties are located in the close proximity to the Property with similar conditions, size and tenure, etc. Comparables that had been selected range from RMB264,000 to RMB320,000 per mu*. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, plot ratio, zoning, environment, public facilities, etc. to determine the unit price of the Property. The adopted unit price of the Property is approximately RMB271,000 per mu.

* 1 mu = 666.67 sq m

- 10) According to the information provided by the Company, the total construction cost of the Property was approximately RMB269,310,000 and the construction cost incurred for the Property was approximately RMB121,721,000 as of the Valuation Date, which has been taken into account in our valuation.
- 11) The general description and market information of the property are summarised as below:

Location : The Property is located east of Qinglian Road and south of Iris, Xushuguan Economic Development Zone of High-tech Zone, Suzhou, Jiangsu Province, PRC.

Transportation : The Property is accessible by Huaqiao Road and Qinglian Road. Two expressways, namely G2 (Beijing-Shanghai) (京滬高速) and Intermediate Ring North Line (中環北綫) are situated near the Property to the east and south, respectively.

Nature of Surrounding Area : The subject area is clustered with industrial developments.

- 12) We have prepared our valuation based on the following assumptions:
- the information of the Property provided by the Company is true and correct;
 - the site is free from contamination and the ground conditions are satisfactory;
 - the proper ownership title of the Property has been obtained, and all payable land premiums or land use rights fees have been fully settled;
 - all required approvals and certificates necessary for the development and occupation and use of the Property have been duly obtained and are in full force and effect; and
 - the Property can be freely transferred, mortgaged, sublet or otherwise disposed of in the market.
- 13) We have been provided with a legal opinion on the Property prepared by the Company’s PRC legal advisor, 北京元朴律師事務所, which contains, inter alia, the following information:
1. 蘇州易進研設備製造有限公司 has obtained the necessary permits and approvals for the construction work of the Property;

2. 蘇州易進研設備製造有限公司 has the right to use the land in accordance to the above mentioned real estate ownership certificates. 蘇州易進研設備製造有限公司 has the right to use, transfer, lease, mortgage or other legal means to deal with the premise on the condition of adhering to the land-use and the land tenure.
3. Regarding the land use rights that have already been mortgaged, 蘇州易進研設備製造有限公司 still retains the rights to possess and use. Aside from the disclosed mortgage situation, there are currently no other seizures, mortgages, or other forms of encumbrances on the land, nor any third-party interests.
- 14) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Not Applicable
Construction Land Planning Permit	Yes
Construction Work Planning Permit	Yes
Construction Work Commencement Permit	Yes
Building Ownership Certificate	Not Applicable
Real Estate Ownership Certificate	Yes
Business License	Yes

VALUATION SUMMARY 14 — SUZHOU YIJIN EQUIPMENT MANUFACTURING CO., LTD.

NO.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY	MARKET VALUE IN EXISTING STATE AS AT 28 FEBRUARY 2025
14	West of Qinglian Road (青蓮路) and south of Huaqiao Road (華橋路), Xushuguan Economic Development Zone (徐宿關經濟開發區) of Hightech Zone, Suzhou, Jiangsu Province, PRC	<p>The Property, known as Suzhou Yijin Equipment Manufacturing Co., Ltd. (蘇州易晉設備製造有限公司), is located west of Qinglian Road and south of Huaqiao Road, Xushuguan Economic Development Zone of High-tech Zone with a total site area of 66,341.20 sq m.</p> <p>According to the information provided, the Property will be developed into a high-standard logistics project with a total planned gross floor area (GFA) of approximately 141,781.86 sq m. The construction work of the Property is scheduled to be completed in Q1 2026.</p> <p>Pursuant to the Real Estate Ownership Certificate provided, the land-use rights of the Property have been granted for a term of 30 years expiring on 21 February 2053 for industrial uses.</p>	<p>As at the valuation date, the Property was under construction.</p>	<p>RMB130,000,000 (RENMINBI ONE HUNDRED THIRTY MILLION)</p> <p>100% interest to be attributable to the Group:</p> <p>RMB130,000,000 (RENMINBI ONE HUNDRED THIRTY MILLION)</p>

Notes:

- 1) Pursuant to the Real Estate Ownership Certificate, the state-owned land-use rights of the Property located west of Qinglian Road and south of Huaqiao Road, Xushuguan Economic Development Zone of High-tech Zone, Suzhou, have been granted to 蘇州易晉設備製造有限公司, a wholly owned subsidiary of the Company. The details are listed below:

Certificate Number	Site Area (sq m)	Land Use	Expiry Date
Su (2023) Su Zhou Shi Bu Dong Chan Quan Di 5006169 Hao	66,341.20	Industrial	21 February 2053

- 2) Pursuant to the Construction Land Planning Permit, the planning of the construction land of the Property has been approved to 蘇州易晉設備製造有限公司. The details are listed below:

Certificate Number	Project Name	Land Use	Site Area (sq m)
Di Zi Di 320505202300015 Hao	New workshop construction project	Industrial	66,341.20

- 3) Pursuant to the Construction Work Planning Permit, the planning of the construction work of the Property has been approved to 蘇州易晉設備製造有限公司. The details are listed below:

Certificate Number	Project Name	Detailed Location	Construction Scale (sq m)
Jian Zi Di 320505202300059 Hao	New Workshop and Facility Warehouse Construction Project.	West of Qinglian Road and south of Huaqiao Road, Suzhou High-tech Zone	143,120.95

- 4) Pursuant to the Construction Work Commencement Permits, the construction work of the Property has been approved to commence by 蘇州易晉設備製造有限公司. The details are listed below:

Certificate Number	Project Name	Detailed Location	Construction Scale (sq m)
32050520231225 0101	New Workshop and Warehouse Construction Project of Suzhou Yijin Equipment Manufacturing Co., Ltd.	West of Qinglian Road and south of Huaqiao Road, Suzhou High-tech Zone	141,781.86
320505202311220101	Pile Foundation of New Workshop and Warehouse Construction Project of Suzhou Yijin Equipment Manufacturing Co., Ltd.	West of Qinglian Road and south of Huaqiao Road, Suzhou High-tech Zone	Pile Foundation

- 5) Pursuant to Other Rights Certificate dated 26 April 2024 provided, the Property was mortgage to 中國農業銀行股份有限公司蘇州高新技術產業開發區支行 for a term from 8 February 2024 to 7 February 2039.

- 6) Pursuant to the Company Business License No. 91320505MA7GY5KG1M, 蘇州易晉設備製造有限公司 with the address of Building 20, No. 122 Yongan Road, High-tech Zone, Suzhou, has been in business from 8 February 2022 with the business scope of general projects: general equipment manufacturing (excluding special equipment manufacturing); ordinary goods warehousing services (excluding projects requiring permits for hazardous chemicals, etc.); park management services; non-residential real estate leasing; property management; and information technology consulting services. (Except for projects that require legal approval, business activities can be carried out independently with a business license.) (一般項目：通用設備製造(不含特種設備製造)；普通貨物倉儲服務(不含危險化學品等需許可審批的項目)；園區管理服務；非居住房地產租賃；物業管理；信息技術諮詢服務(除依法須經批准的項目外，憑營業執照依法自主開展經營活動))。

- 7) The Owner holds 100% leasehold interests of the Property.
- 8) The market value of the Property as if completed as at the Valuation Date is assessed at approximately RMB617,000,000. The “market value as if completed” represents our opinion of the aggregate gross development value (GDV) of the Property assuming that it would be completed as at the Valuation Date.
- 9) In assessing the market price of the Property, we have made reference to sales price of similar properties in the vicinity. Comparable properties are located in the close proximity to the Property with similar conditions, size and tenure, etc. Comparables that had been selected range from RMB264,000 to RMB320,000 per mu*. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, plot ratio, zoning, environment, public facilities, etc. to determine the unit price of the Property. The adopted unit price of the Property is approximately RMB271,000 per mu.

* 1 mu = 666.67 sq m

- 10) According to the information provided by the Company, the total construction cost of the Property was approximately RMB468,069,000, and the construction cost incurred for the Property was approximately RMB100,169,000 as of the Date of Valuation, which has been taken into account in our valuation.
- 11) The general description and market information of the property are summarised as below:

Location : The Property is located west of Qinglian Road and south of Huaqiao Road, Xushuguan Economic Development Zone of High-tech Zone, Suzhou, Jiangsu Province, PRC.

Transportation : The Property is accessible by Huaqiao Road and Qinglian Road. Two expressways, namely G2 (Beijing-Shanghai) 京滬高速 and Intermediate Ring North Line (中環北綫) are situated near the Property to the east and south, respectively.

Nature of Surrounding Area : The subject area is clustered with industrial developments.

- 12) We have prepared our valuation based on the following assumptions:
- the information of the Property provided by the Company is true and correct;
 - the site is free from contamination and the ground conditions are satisfactory;
 - the proper ownership title of the Property has been obtained, and all payable land premiums or land use rights fees have been fully settled;
 - all required approvals and certificates necessary for the development and occupation and use of the Property have been duly obtained and are in full force and effect; and
 - the Property can be freely transferred, mortgaged, sublet or otherwise disposed of in the market.
- 13) We have been provided with a legal opinion on the Property prepared by the Company’s PRC legal advisor, 北京元朴律師事務所, which contains, inter alia, the following information:
1. 蘇州易晉設備製造有限公司 has obtained the necessary permits and approvals for the construction work of the Property;

2. 蘇州易晉設備製造有限公司 has the right to use the land in accordance to the above mentioned real estate ownership certificates. 蘇州易晉設備製造有限公司 has the right to use, transfer, lease, mortgage or other legal means to deal with the premise on the condition of adhering to the land- use and the land tenure.
 3. Regarding the land use rights that have already been mortgaged, 蘇州易晉設備製造有限公司 still retains the rights to possess and use. Aside from the disclosed mortgage situation, there are currently no other seizures, mortgages, or other forms of encumbrances on the land, nor any third-party interests.
- 14) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Not Applicable
Construction Land Planning Permit	Yes
Construction Work Planning Permit	Yes
Construction Work Commencement Permit	Yes
Building Ownership Certificate	Not Applicable
Real Estate Ownership Certificate	Yes
Business License	Yes

VALUATION SUMMARY 15 — SUZHOU YIJINKE EQUIPMENT MANUFACTURING CO., LTD.

NO.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY	MARKET VALUE IN EXISTING STATE
				AS AT 28 FEBRUARY 2025
15	South of Qinling Road (秦嶺路) and west of Jinshajiang Road (金沙江路), Huqiu District (虎丘區) Suzhou, Jiangsu Province, PRC	<p>The Property, known as Suzhou Yijinke Equipment Manufacturing Co., Ltd. (蘇州易進科設備製造有限公司), is located south of Qinling Road and west of Jinshajiang Road with a total site area of 149,407.20 sq m.</p> <p>According to the information provided, the Property will be developed into a high-standard logistics project with a total planned gross floor area (GFA) of approximately 247,776.29 sq m. The construction work of the Property is scheduled to be completed in Q4 2026.</p> <p>Pursuant to the Real Estate Ownership Certificate provided, the land-use rights of the Property have been granted for a term of 50 years expiring on 11 August 2074 for industrial uses.</p>	<p>As at the valuation date, the Property was at an early stage of construction.</p>	<p>RMB75,000,000 (RENMINBI SEVENTY FIVE MILLION)</p> <p>100% interest to be attributable to the Group:</p> <p>RMB75,000,000 (RENMINBI SEVENTY FIVE MILLION)</p>

Notes:

- 1) Pursuant to the Real Estate Ownership Certificate, the state-owned land-use rights of the Property located south of Qinling Road and west of Jinshajiang Road, Huqiu District, Suzhou, have been granted to 蘇州易進科設備製造有限公司, a wholly owned subsidiary of the Company. The details are listed below:

Certificate Number	Site Area (sq m)	Land Use	Expiry Date
Su (2024) Su Zhou Shi Bu Dong Chan Quan Di 5023983 Hao	149,407.20	Industrial	11 August 2074

- 2) Pursuant to the Construction Land Planning Permit, the planning of the construction land of the Property has been approved to 蘇州易進科設備製造有限公司. The details are listed below:

Certificate Number	Project Name	Land Use	Site Area (sq m)
Di Zi Di 3205052024YG0065430 Hao	Phase I of New Workshop and Facility Warehouse of Suzhou Yijinke Equipment Manufacturing Co., Ltd.	Industrial	49,734.30
Di Zi Di 3205052024YG0066433 Hao	Phase II of New Workshop and Facility Warehouse of Suzhou Yijinke Equipment Manufacturing Co., Ltd.	Industrial	99,672.9

- 3) Pursuant to the Construction Work Planning Permit, the planning of the construction work of the Property has been approved to 蘇州易進科設備製造有限公司. The details are listed below:

Certificate Number	Project Name	Detailed Location	Construction Scale (sq m)
Jian Zi Di 3205052024GG0140472 Hao	New Workshop and Facility Warehouse of Suzhou Yijinke Equipment Manufacturing Co., Ltd.	West of Jinshajiang Road and north of Wutaishan Road	247,776.29

- 4) Pursuant to the Construction Work Commencement Permit, the construction work of the Property has been approved to commence by 蘇州易進科設備製造有限公司. The details are listed below:

Certificate Number	Project Name	Detailed Location	Construction Scale (sq m)
320505202412260101	New Workshop and Facility Warehouse of Suzhou Yijinke Equipment Manufacturing Co., Ltd.	West of Jinshajiang Road and north of Wutaishan Road	247,776.29

- 5) We have not been provided with any relevant information about mortgage and encumbrances of the Property. We are therefore unable to comment on any related matters and advise that a legal opinion should be sought regarding the legality, transferability of title and the existence of any current or potential encumbrances attached to the Property.
- 6) Pursuant to the Company Business License No. 91320505MACCD3MP31, 蘇州易進科設備製造有限公司 with the address of Units 105–147, Building 2, Microsystems Park, No. 2 Peiyuan Road, Suzhou High-Tech Zone, has been in business from 31 March 2023 with the business scope of general projects: general equipment manufacturing (excluding special equipment manufacturing); ordinary goods warehousing services (excluding projects requiring permits for hazardous chemicals, etc.); park management services; non-residential real estate leasing; property management; and information technology consulting services. (Except for projects that require legal approval, business activities can be carried out independently with a business license.) (一般項目：通用設備製造(不含特種設備製造)；普通貨物倉儲服務(不含危險化學品等需許可審批的項目)；園區管理服務；非居住房地產租賃；物業管理；信息技術諮詢服務(除依法須經批准的項目外，憑營業執照依法自主開展經營活動))。
- 7) The Owner holds 100% leasehold interests of the Property.
- 8) The market value of the Property as if completed as at the Valuation Date is assessed at approximately RMB1,174,000,000. The “market value as if completed” represents our opinion of the aggregate gross development value (GDV) of the Property assuming that it would be completed as at the Valuation Date.
- 9) In assessing the market price of the Property, we have made reference to sales price of similar properties in the vicinity. Comparable properties are located in the close proximity to the Property with similar conditions, size and tenure, etc. Comparables that had been selected range from RMB320,000 to RMB380,000 per mu*. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, plot ratio, zoning, environment, public facilities, etc. to determine the unit price of the Property. The adopted unit price of the Property is approximately RMB330,000 per mu.
- * 1 mu = 666.67 sq m
- 10) According to the information provided by the Company, the total construction cost of the Property was approximately RMB805,273,000, and the construction cost incurred for the Property was approximately RMB901,000 as of the Date of Valuation, which has been taken into account in our valuation.
- 11) The general description and market information of the property are summarised as below:

Location : The Property is located south of Qinling Road and west of Jinshajiang Road, Huqiu District, Suzhou, Jiangsu Province, PRC.

Transportation : The Property is accessible by Qinling Road and Jinshajiang Road. Two expressways, namely Shanghai-Changzhou Expressway (滬常高速) and Suzhou-Taizhou Expressway (蘇台高速) are situated near the Property to the south and east, respectively.

Nature of Surrounding Area : The subject area is clustered with industrial developments.

- 12) We have prepared our valuation based on the following assumptions:

- the information of the Property provided by the Company is true and correct;
- the site is free from contamination and the ground conditions are satisfactory;

- the proper ownership title of the Property has been obtained, and all payable land premiums or land use rights fees have been fully settled;
 - all required approvals and certificates necessary for the development and occupation and use of the Property have been duly obtained and are in full force and effect; and
 - the Property can be freely transferred, mortgaged, sublet or otherwise disposed of in the market.
- 13) We have been provided with a legal opinion on the Property prepared by the Company's PRC legal advisor, 北京元朴律師事務所, which contains, inter alia, the following information:
1. 蘇州易進科設備製造有限公司 has obtained the necessary permits and approvals for the construction work of the Property;
 2. 蘇州易進科設備製造有限公司 has the right to use the land in accordance to the above mentioned real estate ownership certificates. 蘇州易進科設備製造有限公司 has the right to use, transfer, lease, mortgage or other legal means to deal with the premise on the condition of adhering to the land- use and the land tenure.
- 14) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Not Applicable
Construction Land Planning Permit	Yes
Construction Work Planning Permit	Yes
Construction Work Commencement Permit	Yes
Building Ownership Certificate	Not Applicable
Real Estate Ownership Certificate	Yes
Business License	Yes

GROUP III — PROPERTY INTERESTS HELD BY THE GROUP FOR FUTURE DEVELOPMENT IN THE PRC

VALUATION SUMMARY 16 — SI GROUP CHEMICAL (SHANGHAI) CO., LTD.

NO.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY	MARKET VALUE IN EXISTING STATE
				AS AT 28 FEBRUARY 2025
16	No. 268 East Jiangtian Road (江田東路), Songjiang District, Shanghai, PRC	<p>The Property, known as SI Group Chemical (Shanghai) Co., Ltd. (聖萊科特化工(上海)有限公司), is located at No. 268 East Jiangtian Road, Songjiang District with a total site area of 60,879.00 sq m.</p> <p>As advised by the Company, the Property is earmarked for construction of warehouses.</p> <p>According to the information provided, except for one building with a total area of 48.68 sq m, the existing buildings had been demolished for redevelopment.</p> <p>Pursuant to the Real Estate Ownership Certificate provided, the land-use rights of the Property have been granted for a term of 50 years expiring on 19 January 2051 for industrial uses.</p>	<p>As at the valuation date, the Property was vacant land with one existing building to be demolished.</p>	<p>RMB129,000,000 (RENMINBI ONE HUNDRED TWENTY NINE MILLION)</p> <p>100% interest to be attributable to the Group:</p> <p>RMB129,000,000 (RENMINBI ONE HUNDRED TWENTY NINE MILLION)</p>

Notes:

- 1) Pursuant to the Real Estate Ownership Certificate, the land-use rights of the Property located at No. 268 East Jiangtian Road, Songjiang District, and the corresponding building ownership are vested in 聖萊科特化工(上海)有限公司, a wholly owned subsidiary of the Company. The details are listed below:

Certificate Number	Site Area (sq m)	Land Use	GFA (sq m)	Building Use	Expiry Date
Hu Fang Di Song Zi (2007) Di 004802 Hao	60,879.00	Industrial	7,344.45	Workshop	19 January 2051

- 2) We have not been provided with any relevant information about mortgage and encumbrances of the Property. We are therefore unable to comment on any related matters and advise that a legal opinion should be sought regarding the legality, transferability of title and the existence of any current or potential encumbrances attached to the Property.

3) Pursuant to the Company Business License No. 91310000607423579A, 聖萊科特化工(上海)有限公司 with the address of No. 268 East Jiangtian Road, Songjiang District, Shanghai, has been in business from 21 December 2000 to 20 December 2050 with the business scope of research, development, processing, and production of high-temperature insulation materials (insulation grades F and H), high-tech chemicals for papermaking, adhesives, and other fine chemical products; synthetic resins (including synthetic resins with primary flammable solvents and those with secondary flammable solvents); sales of self-produced products and provision of after-sales services; and offering business management consulting services. (Projects requiring approval according to law can only be carried out after approval by the relevant authorities.) (研發、加工和生產耐高溫絕緣材料(絕緣等級為F、H級)、造紙用高科技化學品、膠粘劑等高分子精細化工產品、合成樹脂(含級易燃溶劑的合成樹脂;含二級易燃溶劑的合成樹脂)、銷售公司自產產品並提供售後服務、提供企業管理諮詢服務。(依法須經批准的項目,經相關部門批准後方可開展經營活動)).

4) The Owner holds 100% leasehold interests of the Property.

5) In assessing the market price of the Property, we have made reference to sales price of similar properties in the vicinity. Comparable properties are located in the close proximity to the Property with similar conditions, size and tenure, etc. Comparables that had been selected range from RMB1,000,000 to RMB1,500,000 per mu*. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, plot ratio, zoning, environment, public facilities, etc. to determine the unit price of the Property. The adopted unit price of the Property is approximately RMB1,290,000 per mu.

* 1 mu = 666.67 sq m

6) According to the information provided by the Company, the total construction cost incurred for the Property was approximately RMB10,980,000 as of the Date of Valuation, which has been taken into account in our valuation.

7) The general description and market information of the property are summarised as below:

Location : The Property is located at No. 268 East Jiangtian Road, Songjiang District, Shanghai, PRC.

Transportation : The Property is accessible by East Jiangtian Road. Two expressways, namely G60 (Shanghai-Kunming) and G15 (Shenyang-Haikou) are situated near the Property to the west and east, respectively.

Nature of Surrounding Area : The subject area is clustered with industrial developments.

8) We have prepared our valuation based on the following assumptions:

- the information of the Property provided by the Company is true and correct;
- the site is free from contamination and the ground conditions are satisfactory;
- the proper ownership title of the Property has been obtained, and all payable land premiums or land use rights fees have been fully settled;
- all required approvals and certificates necessary for the development and occupation and use of the Property have been duly obtained and are in full force and effect; and
- the Property can be freely transferred, mortgaged, sublet or otherwise disposed of in the market.

- 9) We have been provided with a legal opinion on the Property prepared by the Company's PRC legal advisor, 北京元朴律師事務所, which contains, inter alia, the following information:
1. 聖萊科特化工(上海)有限公司 has the right to use the land in accordance to the above mentioned real estate ownership certificate.
 2. 聖萊科特化工(上海)有限公司 has the right to use, transfer, lease, mortgage or other legal means to deal with the premise on the condition of adhering to the land-use and the land tenure.
 3. As advised by the Company, except for one building with a total area of 48.68 sq m, the existing buildings had been demolished for redevelopment, 聖萊科特化工(上海)有限公司 has not commenced any construction progress on the aforementioned land; there is no ongoing development or buildings on that land except for the existing building.
- 10) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Not Applicable
Construction Land Planning Permit	No
Construction Work Planning Permit	No
Construction Work Commencement Permit	No
Building Ownership Certificate	Not Applicable
Real Estate Ownership Certificate	Yes
Business License	Yes

VALUATION SUMMARY 17 — FOSHAN RONGJIN FOOD & BEVERAGE CO., LTD.

NO.	PROPERTY	DESCRIPTION AND TENURE	PARTICULARS OF OCCUPANCY	MARKET VALUE IN EXISTING STATE AS AT 28 FEBRUARY 2025
17	No.108-1, Zone B, Sansui Industrial Park Xi'nan Park (三水工業區西南園), Foshan, Guangdong Province, PRC	The Property, known as Foshan Rongjin Food & Beverage Co., Ltd. (佛山市融金食品飲料有限公司), is located at No.108-1, Zone B, Sansui Industrial Park Xi'nan Park, Foshan with a total site area of 173,333.30 sq m. According to the information provided, the Property will be developed into a high-standard logistics project. Pursuant to the State-owned Landuse Rights Certificates provided, the land-use rights of the Property have been granted for a term of 50 years expiring on 19 May 2061 for industrial use.	As at the valuation date, the Property was a vacant land lot pending for development.	RMB209,000,000 (RENMINBI TWO HUNDRED AND NINE MILLION) 100% interest to be attributable to the Group: RMB209,000,000 (RENMINBI TWO HUNDRED AND NINE MILLION)

Notes:

- 1) Pursuant to the State-owned Land-use Rights Certificates, the state-owned land-use rights of the Property located at No.108-1, Zone B, Sansui Industrial Park Xi'nan Park, Foshan have been granted to 佛山市融金食品飲料有限公司, a wholly owned subsidiary of the Company. The details are listed below:

Certificate Number	Site Area (sq m)	Land Use	Expiry Date
Fo San Guo Yong (2011) Di 0101501 Hao	60,676.20	Industrial	19 May 2061
Fo San Guo Yong (2011) Di 0101502 Hao	32,139.90	Industrial	19 May 2061
Fo San Guo Yong (2011) Di 0101503 Hao	40,472.90	Industrial	19 May 2061
Fo San Guo Yong (2011) Di 0101504 Hao	40,044.30	Industrial	19 May 2061
Total	173,333.30		

- 2) We have not been provided with any relevant information about mortgage and encumbrances of the Property. We are therefore unable to comment on any related matters and advise that a legal opinion should be sought regarding the legality, transferability of title and the existence of any current or potential encumbrances attached to the Property.

3) Pursuant to the Company Business License No. 91440607562640130U, 佛山市融金食品飲料有限公司 with the address of 2, F1, No. 7 Jinben Yanjiang Nan Road, Xi'nian Street, Sanshui District, Foshan, has been in business from 21 October 2010 with the business scope of licensed projects: food production. (Projects requiring approval according to law can only be carried out after approval by the relevant authorities; specific business activities are subject to the approval documents or licenses from the relevant departments.) General projects: food sales (only selling pre-packaged foods); warehousing equipment leasing services; property management; non-residential real estate leasing; and investment activities using self-owned funds. (Except for projects that require legal approval, business activities can be carried out independently with a business license.) (許可項目：食品生產。(依法須經批准的項目，經相關部門批准後方可開展經營活動，具體經營項目以相關部門批准文件或許可證件為準)一般項目：食品銷售(僅銷售預包裝食品)；倉儲設備租賃服務；物業管理；非居住房地產租賃；以自有資金從事投資活動。(除依法須經批准的項目外，憑營業執照依法自主開展經營活動))。

4) The Owner holds 100% leasehold interests of the Property.

5) In assessing the market price of the Property, we have made reference to sales price of similar properties in the vicinity. Comparable properties are located in the close proximity to the Property with similar conditions, size and tenure, etc. Comparables that had been selected range from RMB800,000 to RMB900,000 per mu*. In the course of our valuation, we have considered the relevant adjustment factors such as the accessibility, size, plot ratio, zoning, environment, public facilities, etc. to determine the unit price of the Property. The adopted unit price of the Property is approximately RMB805,000 per mu.

* 1 mu = 666.67 sq m

6) The general description and market information of the property are summarised as below:

Location : The Property is located at No.108-1, Zone B, Sansui Industrial Park Xi'nian Park, Foshan, Guangdong Province, PRC.

Transportation : The Property is accessible by Sanshui Ee Qiao Road (三水二橋公). Three expressways, namely Guangzhou-Kunming Expressway (廣昆高速), Fuzhou-Kuning Expressway (福昆高速) and Guangzhou City Expressway (廣州繞城高速) are situated near the Property to the south and east, respectively.

Nature of Surrounding Area : The subject area is clustered with industrial developments.

7) We have prepared our valuation based on the following assumptions:

- the information of the Property provided by the Company is true and correct;
- the site is free from contamination and the ground conditions are satisfactory;
- the proper ownership title of the Property has been obtained, and all payable land premiums or land use rights fees have been fully settled;
- all required approvals and certificates necessary for the development and occupation and use of the Property have been duly obtained and are in full force and effect; and
- the Property can be freely transferred, mortgaged, sublet or otherwise disposed of in the market.

- 8) We have been provided with a legal opinion on the Property prepared by the Company's PRC legal advisor, 北京元朴律師事務所, which contains, inter alia, the following information:
1. 佛山市融金食品飲料有限公司 has the right to use the land in accordance to the above mentioned State-owned Land-use Rights Certificate.
 2. 佛山市融金食品飲料有限公司 has the right to use, transfer, lease, mortgage or other legal means to deal with the premise on the condition of adhering to the land-use and the land tenure.
 3. As advised by the Company, 佛山市融金食品飲料有限公司 has not commenced any construction progress on the aforementioned land; there is no ongoing development or buildings on that land.
- 9) Copies of instruments in respect of the status of title and grant of major approvals and licenses of the Property provided to us are as follows:

Document/Approval	Availability
State-owned Land-use Rights Certificate	Yes
Construction Land Planning Permit	No
Construction Work Planning Permit	No
Construction Work Commencement Permit	No
Building Ownership Certificate	No
Real Estate Ownership Certificate	No
Business License	Yes

The following is the text of a letter, summary of valuations and valuation report prepared for the purpose of incorporation in this Scheme Document received from Cushman & Wakefield Limited, an independent property valuer, in connection with its opinion of market values of certain properties held by the Group in the PRC, Hong Kong and Japan as at 28 February 2025.



27/F, One Island East
Taikoo Place
18 Westlands Road
Quarry Bay
Hong Kong

The Board of Directors

ESR Group Limited
c/o Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

22 May 2025

Dear Sirs,

Instructions, Purpose & Valuation Date

In accordance with the instruction of ESR Group Limited (the “**Company**”) for Cushman & Wakefield Limited (“**C&W**”) to value certain properties (as more particularly described in the attached valuation report, individually the “**Property**” or collectively the “**Properties**”) held by the Company and/or its subsidiaries (together referred to as the “**Group**”), in the People’s Republic of China (the “**PRC**”), Hong Kong and Japan, we confirm that we have carried out inspections, made relevant enquiries and obtained such further information as we considered necessary for the purpose of providing you with our opinion of the values of the Properties as at 28 February 2025 (the “**Valuation Date**”).

Valuation Basis

Our valuation of each of the Properties represents its market value which in accordance with the HKIS Valuation Standards 2024 published by the Hong Kong Institute of Surveyors (the “**HKIS**”) is defined as “the estimated amount for which an asset or liability should exchange on

the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

In valuing the Properties, we have complied with the requirements set out in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), Rule 11 of the Code on Takeovers and Mergers issued by the Securities and Futures Commission and The HKIS Valuation Standards 2024 published by The Hong Kong Institute of Surveyors.

Our valuation of each of the Properties is on an entirety interest basis.

Valuation Assumptions

Our valuation of each of the Properties excludes an estimated price inflated or deflated by special terms or circumstances such as atypical financing, sale and leaseback arrangement, special considerations or concessions granted by anyone associated with the sale, or any element of value available only to a specific owner or purchaser.

In the course of our valuation of each of the Properties in the PRC, we have relied on the information and advice given by the Group and the Company's PRC legal adviser (the "**PRC Legal Adviser**"), KINGLAND PARTNERS (北京元朴律師事務所), regarding the titles to the Properties in the PRC and the interests of the Group in the Properties in the PRC. Unless otherwise stated in the legal opinion, in valuing the Properties, we have prepared our valuations on the basis that the owners have enforceable titles to the Properties and have free and uninterrupted rights to use, occupy or assign the Properties for the whole of the respective unexpired land use term as granted and that any premium payable has already been fully paid.

The status of titles and grant of major certificates, approvals and licences, in accordance with the information provided by the Company are set out in the notes of the valuation report. We have assumed that all consents approvals, and licences from relevant government authorities for the developments have been obtained without onerous conditions or delays. We have also assumed that the design and construction of the Properties are in compliance with the local planning regulations and have been approved by the relevant authorities.

No allowance has been made in our valuations for any charges, pledges or amounts owing on the Properties nor any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is valued on the basis that the Properties are free from encumbrances, restrictions and outgoings of an onerous nature which could affect their values.

Valuation Methods

In forming our opinion of the market value of Groups I, III and IV which are properties held for investment in the PRC, Hong Kong and Japan respectively, we have used Investment Method by capitalising the rental incomes derived from the existing tenancies, if any, with due provision for reversionary potential each constituent portion of these properties at appropriate capitalisation rates. As these properties generate rental income from letting arrangements and such rental comparables are most readily available, we consider Investment Method to be the best method to value these properties, which is also commonly used in valuing properties for investment.

When using Investment Method, we have mainly made reference to lettings within these properties as well as other relevant comparable rental evidence of properties of similar use type subject to appropriate adjustments including but not limited to location, accessibility, age, quality, size, time and other relevant factors. The capitalisation rates adopted in our valuations are based on our analyses of the yields of properties of similar use type after due adjustments. Such capitalisation rates are estimated with reference to the yields generally expected by the market for comparable properties of similar use type, which implicitly reflect the type and quality of these properties, the expectation of the potential future rental growth, capital appreciation and relevant risk factors. The capitalisation rates adopted are reasonable and in line with the market norm having regard to the analysed yields of transactions of the relevant use type.

In forming our opinions of the market value of Groups II and V which are properties held for development in the PRC and Japan respectively, we have used Market Comparison Method assuming sale of each of these properties in its existing state by making reference to comparable sales transactions as available in the relevant market subject to suitable adjustments. Market Comparison Method is the best method for property valuation in theory because it is a market method showing what price levels that the buyers really paid for the properties in the market. Given that there is sufficient relevant evidence to show the price levels that buyers are willing to pay for similar properties in the market and transactions about such comparables are generally available, we have therefore adopted Market Comparison Method which is also in line with the market practice.

Source of Information

In the course of our valuations, we have relied to a very considerable extent on the information given by the Group and have accepted advice on such matters as planning approvals or statutory notices, easements, tenure, identification of the land and building, particulars of occupancy, tenancy details, completion date, site and floor areas, number of parking spaces, interest attributable to the Group and all other relevant matters.

Dimensions, measurements and areas included in the valuation report are based on the information provided to us and are therefore only approximations. We have had no reason to doubt the truth and accuracy of the information provided to us by the Group which is material to the valuations. We were also advised by the Group that no material facts have been omitted from the information provided to us. We consider that we have been provided with sufficient information to reach an informed view and we have no reason to suspect that any material information has been withheld.

We would point out that the copies of documents provided to us are mainly compiled in Chinese and Japanese characters regarding those properties in the PRC and Japan respectively, and the transliteration into English represents our understanding of the contents. We would therefore advise the Company to make reference to the original Chinese and Japanese editions of the documents and consult your legal advisers regarding the legality and interpretation of these documents.

Title Investigation

We have caused searches to be made at the Land Registry/Land Register relating to those properties in Hong Kong and Japan respectively. We have been provided by the Company with extracts of documents in relation to the current titles to those properties in the PRC, but no searches have been made. We are also unable to ascertain the title of the Properties and we have therefore relied on the advice given by the Company or the Company's PRC Legal Adviser regarding the interests of the Group in each of the Properties in the PRC. In the course of our valuation, we have relied to a considerable extent on the information given by the Company and the PRC Legal Adviser in respect of the title to the Properties in the PRC.

However, we have not searched the original documents to verify ownership or to ascertain any amendments. All documents have been used for reference only and all dimensions, measurements and areas are approximate.

Site Inspection

Our valuer, Kris Wu (Associate Director, CIREA, 15 years of experience in property valuation) of our Tianjin Office inspected the exterior, and where possible, the interior of Properties Nos. 1, 2 and 3 on 22 November 2024. Lucy Yu (Senior Manager, CIREA, 10 years of experience in property valuation) of our Dalian Office inspected the exterior, and where possible, the interior of Property No. 4 on 20 November 2024. Lily Li (Valuer, 2 years of experience in property valuation) of our Shanghai Office inspected the exterior, and where possible, the interior of Property Nos. 5 and 6 on 27 and 30 December 2024, respectively and Property No. 12 on 14 March 2025. Bowen Huang (Valuer, 1 year of experience of property valuation of our Shanghai Office inspected the exterior, and where possible, the interior of Property No. 11 on 25 February 2025 and Nos. 7 to 10 on 26 February 2025. Terrence Lai (Manager, MHKIS, 8 years of experience in property valuation) inspected the exterior, and where possible, the interior of Property No. 12 on 14 March 2025 and Property Nos. 13 and 14 on 28 April 2025. The site inspections were conducted in between November 2024 and March 2025. No structural survey has been made, but in the course of our inspection, we did not note any serious defects. We are, however, not able to report that the Properties are free of rot, infestation or any other structural defects. No tests were carried out to any of the services.

Unless otherwise stated, we have not carried out on-site measurements to verify the site and floor areas of the Properties and we have assumed that the areas shown on the copies of the documents handed to us are correct.

Currency and Exchange Rate

Unless otherwise stated, all monetary amounts stated in our valuations are in Renminbi (“RMB”), Hong Kong Dollars (“HKD”) and Japanese Yen (“JPY”) which are the official currencies of the PRC, Hong Kong and Japan respectively.

Potential Tax Liabilities

As advised by the Group, the potential tax liabilities which would arise on the direct disposal of the Properties held by the Group at the amounts valued by us mainly comprise the following:

PRC properties

- Enterprise income tax at 25% on gain
- Land appreciation tax at progressive rates from 30% to 60% on the appreciation in property value

- Stamp duty at 0.05% on the transaction amount
- Withholding tax at 10% if the net proceeds (minus taxes and statutory contributions) are repatriated outside the PRC as dividends (reduced to 5% if the Hong Kong-PRC double tax arrangement applies)
- Other surcharge at approximately 12% of value-added tax

Hong Kong properties

- Profits tax at 8.25% on assessable profits up to HKD2,000,000; and 16.5% on any part of assessable profits over HKD2,000,000 (minus any profit which is capital in nature)
- Stamp duty at a minimum of HKD100, progressive rates from 1.5% to 4.25%

Japan properties

- Corporate tax at 15% on the portion of annual income up to JPY8 million and 23.2% on the portion over JPY8 million for corporations with capital of JPY100 million or less; and 23.2% for corporations with capital over JPY100 million
- Prefectural resident tax at approximately 1.0% to 2.0% of corporate tax amount
- Municipal resident tax at approximately 6.0% to 12.3% of corporate tax amount
- Enterprise tax at 3.5% on the portion of annual income up to JPY4 million; 5.3% on the portion of annual income over JPY4 million and up to JPY8 million; and 7.0% on the portion of annual income over JPY8 million
- Local corporate tax at 10.3% of corporate tax amount
- Stamp duty at a minimum of JPY200, progressive amount up to a maximum of JPY480,000
- Consumption tax at 10% on the building portion of the property

As advised by the Group, the likelihood of the relevant tax liabilities being crystallised is remote as the Group has no plans for the disposal of such properties yet.

Other Disclosure

We hereby confirm that C&W and the valuers conducting the valuations have no pecuniary or other interests that could conflict with the proper valuation of the Properties or could reasonably be regarded as being capable of affecting our ability to give an unbiased opinion. We confirm that we are an independent qualified valuer, as referred to Rule 5.08 of the Listing Rules.

We attach herewith a summary of valuations and the valuation report for your attention.

Yours faithfully,
For and on behalf of
Cushman & Wakefield Limited
Grace Lam
MHKIS, MRICS, R.P.S. (GP)
Senior Director
Valuation & Advisory Services, Greater China

Note: Ms. Grace Lam is a Member of the Royal Institution of Chartered Surveyors, a Member of the Hong Kong Institute of Surveyors and a Registered Professional Surveyor (General Practice). Ms. Lam has over 30 years of experience in the professional property valuation and advisory services in the Greater China region and various overseas countries. Ms. Lam has sufficient current national knowledge of the market, and the skills and understanding to undertake the valuations competently.

Summary of Valuations

Group I — Completed properties held by the Group for investment in the PRC

Property	Market Value in existing state as at 28 February 2025 (RMB)	Interest attributable to the Group (%)	Market Value in existing state as at
			28 February 2025 attributable to the Group (RMB)
1. Langfang Yizhi Hengjia Park (廊坊易智衡嘉產業園)	420,000,000	100	420,000,000
2. Langfang Yisi Keji Park (廊坊益司科技產業園)	362,000,000	100	362,000,000
3. Langfang Weidu Logistics Park (廊坊唯度物流園)	418,000,000	100	418,000,000
4. Changchun Daling Park (長春大嶺物流園)	302,000,000	100	302,000,000
5. ESR Xuzhou Xiexin Logistics Park (協鑫徐州智慧綠色雲倉)	140,000,000	90	126,000,000
6. ESR Haining Intelligent Manufacturing Industrial Park (易商海甯智能製造產業 園)	385,000,000	100	385,000,000
7. TCL Huizhou Electronics Information Industrial Park (Phase I) (TCL惠州電子信息產業基地(一期))	238,000,000	54	128,520,000
8. TCL Huizhou Electronics Information Industrial Park (Phase III) (TCL惠州電 子資訊產業基地(三期))	473,000,000	54	255,420,000
9. TSI Keshi Huishang Logistics Park (TSI科實匯商物流園區)	553,000,000	60	331,800,000
Group I Sub-Total:	3,291,000,000		2,728,740,000

Group II — Properties held by the Group for development in the PRC

Property	Market Value in existing state as at 28 February 2025 (RMB)	Interest attributable to the Group (%)	Market Value in existing state as at
			28 February 2025 attributable to the Group (RMB)
10. A piece of industrial land in Huicheng District (惠城區LG01-01-01工業地塊)	56,000,000	54	30,240,000
11. A piece of industrial land (E-01-04) in Qingpu District (青浦區E-01-04工業地塊)	151,000,000	54	81,540,000
Group II Sub-Total:	207,000,000		111,780,000
Grand Total of Groups I and II:	3,498,000,000		2,840,520,000

Group III — Completed property held by the Group for investment in Hong Kong

Property	Market Value in existing state as at 28 February 2025 (HKD)	Interest attributable to the Group (%)	Market Value in existing state as at 28 February 2025
			attributable to the Group (HKD)
12. Nos. 11–19 Wing Yip Street, Kwai Chung, New Territories, Hong Kong (香港新界葵涌永業街11–19號)	2,050,000,000	100	2,050,000,000
Group III Sub-Total:	2,050,000,000		2,050,000,000

Group IV — Completed property held by the Group for investment in Japan

Property	Market Value in existing state as at 28 February 2025 (JPY)	Interest attributable to the Group (%)	Market Value in existing state as at 28 February 2025
			attributable to the Group (JPY)
13. ESR Yokohama Sachiura Distribution Centre 2A (ESR横濱幸浦物流中心2A)	46,000,000,000	100	46,000,000,000
Group IV Sub-Total:	46,000,000,000		46,000,000,000

Group V — Property held by the Group for development in Japan

Property	Market Value in existing state as at 28 February 2025 (JPY)	Interest attributable to the Group (%)	Market Value in existing state as at 28 February 2025
			attributable to the Group (JPY)
14. ESR Yokohama Sachiura Distribution Centre 2B (ESR横濱幸浦物流中心2B)	16,700,000,000	100	16,700,000,000
Group V Sub-Total:	16,700,000,000		16,700,000,000
Grand Total of Groups IV and V:	62,700,000,000		62,700,000,000

Group I — Completed properties held by the Group for investment in the PRC

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 28 February 2025
1. Langfang Yizhi Hengjia Park, No.437 Chunhe Road, Langfang Hi-tech Technology Industrial Development Zone, Anci District, Langfang, Hebei Province, the PRC (中國河北省廊坊市安次區廊坊高新技術產業開發區春和路437號廊坊易智衡嘉產業園)	Langfang Yizhi Hengjia Park, is a logistics and distribution warehouse. The Property is erected on a parcel of industrial site of 66,638.01 sq. m. The Property was completed in 2021 with a total gross floor area of 81,949.85 sq. m. Developments nearby are mainly industrial developments. According to the Company, the Property is for warehouse use; there are neither environmental issues and litigation dispute; nor any plans to change the use of the Property. The land use rights of the Property have been granted for a land use term due to expire on 28 March 2069 for industrial use.	As at the Valuation Date, the Property was vacant.	RMB420,000,000 (RENMINBI FOUR HUNDRED TWENTY MILLION) (100% interest attributable to the Group: RMB420,000,000)

Notes:

- (1) According to Real Estate Ownership Certificate No. (2021)0035467 dated 13 September 2021, the land use rights of the Property have been vested in Langfang Yizhi Hengjia Technology Co., Ltd.* (廊坊市易智衡嘉科技有限公司) (a wholly owned subsidiary of the Company), with the total site area of approximately 66,638.01 sq. m. for a land use term due to expire on 28 March 2069 for industrial use. The total gross floor area of the Property is 81,949.85 sq. m.
- (2) According to Business Licence No. 91131002MA0D6M386N issued by Langfang City Anci District Approval Bureau on 13 October 2021, Langfang Yizhi Hengjia Technology Co., Ltd.* (廊坊市易智衡嘉科技有限公司) has been established as a limited liability company with a registered capital of RMB70,000,000 for a valid operation period from 2 February 2019 to 1 February 2049.
- (3) We have been provided with a legal opinion regarding the property interest prepared by the Company's PRC Legal Adviser, which contains, inter alia, the following:
 - a) Langfang Yizhi Hengjia Technology Co., Ltd.* (廊坊市易智衡嘉科技有限公司) lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of (including but not limited to transferring, leasing, mortgaging) the land, or to deal with the land in any other lawful manner during the term of its land use rights.
 - b) With respect to the land use rights that have already been mortgaged, Langfang Yizhi Hengjia Technology Co., Ltd.* (廊坊市易智衡嘉科技有限公司) still retains the right to occupy and use the land. Except for the mortgage, the land is currently not subject to any other encumbrances, liens, or other forms of third-party rights or restrictions.
 - c) Langfang Yizhi Hengjia Technology Co., Ltd.* (廊坊市易智衡嘉科技有限公司) is the sole legitimate owner of these buildings and lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of the buildings (including but not limited to transferring, leasing, mortgaging), or to deal with the buildings in any other lawful manner.
 - d) With respect to the ownership of the buildings that have already been mortgaged, Langfang Yizhi Hengjia Technology Co., Ltd.* (廊坊市易智衡嘉科技有限公司) still retains the right to occupy and use the buildings. Except for the mortgage, there are no other encumbrances, liens, or other forms of third-party rights or restrictions on the buildings.
- (4) The status of the title and grant of major approvals and licences in accordance with the information provided by the Group and the opinion of the PRC Legal Adviser:

Real Estate Ownership Certificate	Yes
Business Licence	Yes

- (5) In valuing the Property, we have adopted Investment Method. We have taken into account rental comparables in the Langfang market. Comparable properties are selected based on the following criteria: (i) the transaction cases took place within 3 years or asking-price cases took place approximately within one month from the Valuation Date; (ii) comparable properties are located in Anci and Guangyang districts of Langfang; (iii) the use type of the comparable properties is similar to the Property. We have examined the current market and the rental comparables identified by us are considered exhaustive based on the above criteria. The details are listed as follows:

The monthly unit rents of the comparables range from RMB25 per sq.m. to RMB33 per sq.m., exclusive of value-added tax (“VAT”) and building management fee.

Comparable	Comparable 1	Comparable 2	Comparable 3
Property	A logistics park located at Chenxing Road	A logistics park located at Xingyun Road	A logistics park located at Fengwu Road
District	Anci	Guangyang	Guangyang
Use	Warehouse	Warehouse	Warehouse
Area (sq.m.)	43,000	107,000	245,700
Unit Rent (RMB/sq.m./month)	25	31	33
Transaction Status	Asking	Transaction	Asking
Comparison to the Property			
Transaction Status	Downward adjustment	NA	Downward adjustment
Location	Inferior	Superior	Superior
Accessibility	Similar	Superior	Superior
Building Facilities	Similar	Similar	Superior
Floor	Similar	Inferior	Similar
Size	Superior	Inferior	Inferior
Building Quality	Inferior	Similar	Similar
Management	Inferior	Similar	Similar

For comparables with characteristics inferior to the Property, upward adjustment has been made, while those with characteristics superior to the Property, downward adjustment has been made. No adjustment is needed for characteristics similar to the Property.

The major adjustments are listed as follows:

Adjustment	Range
Transaction Status	-2%~0%
Location	-5%~2%
Accessibility	-5%~0%
Building Facilities	-5%~0%
Floor	0%~2%
Size	-2%~5%
Building Quality	0%~5%
Management	0%~2%

VALUATION REPORT

	Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 28 February 2025
2.	Langfang Yisi Keji Park, No. 158 Jingming Road, Langfang Hi-tech Technology Industrial Development Zone, Anci District, Langfang, Hebei Province, the PRC (中國河北省廊坊市廊坊高新技術產業開發區景明路158號廊坊益司科技產業園)	<p>Langfang Yisi Keji Park is a logistics and distribution warehouse. The property is erected on a parcel of industrial site of 53,334.00 sq. m.</p> <p>The Property was completed in 2020 with a total gross floor area of approximately 72,455.50 sq. m.</p> <p>Developments nearby are mainly industrial developments.</p> <p>According to the Company, the Property is for warehouse use; there are neither environmental issues and litigation dispute; nor any plans to change the use of the Property.</p> <p>The land use rights of the Property have been granted for a land use term due to expire on 23 December 2063 for industrial use.</p>	<p>As at the Valuation Date, portions of the Property with a total leasable area of 601.55 sq. m. was leased to a tenant for warehouse use with expiry for a term due to expire in August 2025 at a total monthly rent of approximately RMB6,000, exclusive of value-added tax (“VAT”) but inclusive of building management fees.</p> <p>The remainder of the Property was vacant.</p>	<p>RMB362,000,000 (RENMINBI THREE HUNDRED SIXTY-TWO MILLION)</p> <p>(100% interest attributable to the Group: RMB362,000,000)</p>

Notes:

- (1) According to Real Estate Ownership Certificate No. (2021)0036883 dated 8 October 2021, the land use rights of the Property have been vested in Langfang Yisi Technology Co., Ltd.* (廊坊益司科技有限公司) (a wholly owned subsidiary of the Company), with the total site area of 53,334.00 sq. m. for a land use term due to expire on 23 December 2063 for industrial use. The total gross floor area of the Property is 72,455.50 sq. m.
- (2) According to Business Licence No. 91310117MA1J2AFT7T issued by Shanghai Municipal Bureau of Market Supervision on 19 December 2019, Langfang Yisi Technology Co., Ltd.* (廊坊益司科技有限公司) has been established as a limited company with a registered capital of RMB130,000,000 for a valid operation period from 20 July 2017 to 19 July 2067.
- (3) We have been provided with a legal opinion regarding the property interest prepared by the Company's PRC Legal Adviser, which contains, inter alia, the following:
 - a) Langfang Yisi Technology Co., Ltd.* (廊坊益司科技有限公司) lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of (including but not limited to transferring, leasing, mortgaging) the land, or to deal with the land in any other lawful manner during the term of its land use rights.
 - b) With respect to the land use rights that have already been mortgaged, Langfang Yisi Technology Co., Ltd.* (廊坊益司科技有限公司) still retains the right to occupy and use the land. Except for the mortgage, the land is currently not subject to any other encumbrances, liens, or other forms of third-party rights or restrictions.
 - c) Langfang Yisi Technology Co., Ltd.* (廊坊益司科技有限公司) is the sole legitimate owner of these buildings and lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of the buildings (including but not limited to transferring, leasing, mortgaging), or to deal with the buildings in any other lawful manner.
 - d) With respect to the ownership of the buildings that have already been mortgaged, Langfang Yisi Technology Co., Ltd.* (廊坊益司科技有限公司) still retains the right to occupy and use the buildings. Except for the mortgage, there are no other encumbrances, liens, or other forms of third-party rights or restrictions on the buildings.
- (4) The status of the title and grant of major approvals and licences in accordance with the information provided by the Company and the opinion of the PRC Legal Adviser:

Real Estate Ownership Certificate	Yes
Business Licence	Yes

- (5) In valuing the Property, we have adopted Investment Method. We have taken into account rental comparables in the Langfang market. Comparable properties are selected based on the following criteria: (i) the transaction cases took place within 3 years or asking-price cases took place approximately within one month from the Valuation Date; (ii) comparable properties are located in Anci and Guangyang districts of Langfang; (iii) the use type of the comparable properties is similar to the Property. We have examined the current market and the rental comparables identified by us are considered exhaustive based on the above criteria. The details are listed as follows:

The monthly unit rents of the comparables range from RMB25 per sq.m. to RMB33 per sq.m., exclusive of VAT and building management fee.

Comparable	Comparable 1	Comparable 2	Comparable 3
Property	A logistics park located at Chenxing Road	A logistics park located at Xingyun Road	A logistics park located at Fengwu Road
District	Anci	Guangyang	Guangyang
Use	Warehouse	Warehouse	Warehouse
Area (sq.m.)	43,000	107,000	245,700
Unit Rent (RMB/sq.m./month)	25	31	33
Transaction Status	Asking	Transaction	Asking
Comparison to the Property			
Transaction Status	Downward adjustment	NA	Downward adjustment
Location	Inferior	Superior	Superior
Building Facilities	Similar	Similar	Superior
Floor	Similar	Inferior	Similar
Size	Similar	Inferior	Inferior
Building Quality	Inferior	Similar	Similar
Management	Inferior	Similar	Similar

For comparables with characteristics inferior to the Property, upward adjustment has been made, while those with characteristics superior to the Property, downward adjustment has been made. No adjustment is needed for characteristics to the Property.

The major adjustments are listed as follows:

Adjustment	Range
Transaction Status	-2%~0%
Location	-5%~2%
Building Facilities	-2%~0%
Floor	0%~2%
Size	0%~5%
Building Quality	0%~5%
Management	0%~2%

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 28 February 2025
3. Langfang Weidu Logistics Park, No. 14 Fengwu Street, Langfang Economic and Technological Development Zone, Guangyang District, Langfang, Hebei Province, the PRC (中國河北省廊坊市廣陽區廊坊開發區鳳舞道14號廊坊唯度物流園)	<p>Langfang Weidu Logistics Park is a logistics and distribution warehouse. The property is erected on a parcel of warehouse site of 105,562.70 sq. m.</p> <p>The Property was completed in 2013 with a total gross floor area of approximately 71,686.55 sq. m.</p> <p>Developments nearby are mainly industrial developments.</p> <p>According to the Company, the Property is for warehouse use; there are neither environmental issues and litigation dispute; nor any plans to change the use of the Property.</p> <p>The land use rights of the Property have been granted for a land use term due to expire on 14 April 2061 for warehouse use.</p>	<p>As at the Valuation Date, the Property was leased to a tenant for warehouse use for a term due to expire in December 2025, at a total monthly rent of approximately RMB1,781,000, exclusive of VAT but inclusive of building management fee.</p>	<p>RMB418,000,000 (RENMINBI FOUR HUNDRED EIGHTEEN MILLION)</p> <p>(100% interest attributable to the Group: RMB418,000,000)</p>

Notes:

- (1) According to Certificate of State-owned Land Use Rights No. (2012)70 dated 13 April 2012, the land use rights of the Property have been vested in Langfang Weidu international logistics Co., Ltd.* (廊坊唯度國際物流有限公司) (a wholly owned subsidiary of the Company), with the total site area of 105,562.70 sq. m. for a land use term due to expire on 14 April 2061 for warehouse use.
- (2) According to the Certificates of Building Ownership Nos. G5962, G5963, G5964, G5965, G5966 on 14 January 2014, the building ownership of the Property have been vested to Langfang Weidu international logistics Co., Ltd.* (廊坊唯度國際物流有限公司), with the total gross floor area of 71,686.55 sq. m. for warehouse use.
- (3) According to Business Licence No. 91131000570090108E on 26 December 2016, Langfang Weidu international logistics Co., Ltd.* (廊坊唯度國際物流有限公司) has been established as a limited company with a registered capital of USD24,000,000 for a valid operation period from 15 March 2011 to 14 March 2041.
- (4) We have been provided with a legal opinion regarding the property interest prepared by the Company's PRC Legal Adviser, which contains, inter alia, the following:
 - a) Langfang Weidu international logistics Co., Ltd.* (廊坊唯度國際物流有限公司) lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of (including but not limited to transferring, leasing, mortgaging) the land, or to deal with the land in any other lawful manner during the term of its land use rights.
 - b) With respect to the land use rights that have already been mortgaged, Langfang Weidu international logistics Co., Ltd.* (廊坊唯度國際物流有限公司) still retains the right to occupy and use the land. Except for the mortgage, the land is currently not subject to any other encumbrances, liens, or other forms of third-party rights or restrictions.
 - c) Langfang Weidu international logistics Co., Ltd.* (廊坊唯度國際物流有限公司) is the sole legitimate owner of these buildings and lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of the buildings (including but not limited to transferring, leasing, mortgaging), or to deal with the buildings in any other lawful manner.
 - d) With respect to the ownership of the buildings that have already been mortgaged, Langfang Weidu international logistics Co., Ltd.* (廊坊唯度國際物流有限公司) still retains the right to occupy and use the buildings. Except for the mortgage, there are no other encumbrances, liens, or other forms of third-party rights or restrictions on the buildings.
- (5) The status of the title and grant of major approvals and licences in accordance with the information provided by the Company and the opinion of the PRC Legal Adviser:

Certificate of State-owned Land Use Rights	Yes
Certificate of Building Ownership	Yes
Business Licence	Yes

- (6) In valuing the Property, we have adopted Investment Method. We have taken into account rental comparables in the Langfang market. Comparable properties are selected based on the following criteria: (i) the transaction cases took place within 2 years or asking-price cases took place within approximately one month from the Valuation Date; (ii) comparable properties are located in Guangyang district of Langfang; (iii) the use type of the comparable properties is similar to the Property. We have examined the current market and the rental comparables identified by us are considered exhaustive based on the above criteria. The details are listed as follows:

The monthly unit rents of the comparables range from RMB31 per sq.m. to RMB41 per sq.m., exclusive of VAT and building management fee.

Comparable	Comparable 1	Comparable 2	Comparable 3
Property	A logistics park located at Xingyun Road	A logistics park located at Fengwu Road	A logistics park located at Fengwu Road
District	Guangyang	Guangyang	Guangyang
Use	Warehouse	Warehouse	Warehouse
Area (sq.m.)	107,000	10,000	245,700
Unit Rent (RMB/sq.m./month)	31	41	33
Transaction Status	Transaction	Transaction	Asking
Comparison to the Property			
Time	Similar	Superior	Similar
Transaction Status	NA	NA	Downward adjustment
Building Age /Maintenance	Superior	Similar	Superior
Floor	Inferior	Similar	Similar
Size	Inferior	Superior	Inferior
Building Quality	Superior	Similar	Superior

For comparables with characteristics inferior to the Property, upward adjustment has been made, while those with characteristics superior to the Property, downward adjustment has been made. No adjustment is needed for characteristics similar to the Property.

The major adjustments are listed as follows:

Adjustment	Range
Time	-4%~0%
Transaction Status	-3%~0%
Building Age/Maintenance	-1%~0%
Floor	0%~1%
Size	-5%~4%
Building Quality	-2%~0%

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 28 February 2025
4. Changchun Daling Park, South Side of Fumin Avenue, Daling Automoble Logistics Park, Gongzhuling, Chuangchun, Jilin Province, the PRC (中國吉林省長春市公主嶺市大嶺汽車物流園區富民大街南側長春大嶺物流園)	<p>Changchun Daling Park is a logistics and distribution warehouse. The property is erected on a parcel of warehouse site of 147,750.00 sq. m.</p> <p>The Property was completed in 2019 with a total gross floor area of approximately 94,412.17 sq. m.</p> <p>Developments nearby are mainly industrial developments.</p> <p>According to the Company, the Property is for warehouse use; there are neither environmental issues and litigation dispute; nor any plans to change the use of the Property.</p> <p>The land use rights of the Property have been granted for land use terms due to expire on 5 June 2068 for warehouse use.</p>	<p>As at the Valuation Date, portions of the Property with a total leasable area of 28,148.11 sq. m. were leased to various tenants for warehouse use for various terms with the latest expiry date in July 2026 at a total monthly rent of approximately RMB291,000, exclusive of VAT but inclusive of building management fee.</p> <p>The remainder of the Property was vacant.</p>	<p>RMB302,000,000 (RENMINBI THREE HUNDRED TWO MILLION)</p> <p>(100% interest attributable to the Group: RMB302,000,000)</p>

Notes:

- (1) According to 7 Certificates of Real Estate Ownership Nos. (2019)0026782, (2019)0026783, (2019)0026784, (2019)0026785, (2019)0026786, (2019)0026787, (2019)0026788 dated 14 November 2019, the land use rights of the Property have been vested in Jilin Yiling Warehousing Service Co., Ltd.* (吉林易嶺倉儲服務有限公司) (a wholly owned subsidiary of the Company), with the total site area of 147,750.00 sq. m. for land use terms due to expire on 5 June 2068 for warehouse use. The total gross floor area of the Property is 94,412.17 sq. m.
- (2) According to Business Licence No. 91220000MA152G032U on 19 April 2021, Jilin Yiling Warehousing Service Co., Ltd.* (吉林易嶺倉儲服務有限公司) has been established with a registered capital of USD20,000,000 for a valid operation period from 29 December 2017 to 28 December 2067.
- (3) We have been provided with a legal opinion regarding the property interest prepared by the Company's PRC Legal Adviser, which contains, inter alia, the following:
 - a) Jilin Yiling Warehousing Service Co., Ltd.* (吉林易嶺倉儲服務有限公司) lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of (including but not limited to transferring, leasing, mortgaging) the land, or to deal with the land in any other lawful manner during the term of its land use rights.
 - b) With respect to the land use rights that have already been mortgaged, Jilin Yiling Warehousing Service Co., Ltd.* (吉林易嶺倉儲服務有限公司) still retains the right to occupy and use the land. Except for the mortgage, the land is currently not subject to any other encumbrances, liens, or other forms of third-party rights or restrictions.
 - c) Jilin Yiling Warehousing Service Co., Ltd.* (吉林易嶺倉儲服務有限公司) is the sole legitimate owner of these buildings and lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of the buildings (including but not limited to transferring, leasing, mortgaging), or to deal with the buildings in any other lawful manner.
 - d) With respect to the ownership of the buildings that have already been mortgaged, Jilin Yiling Warehousing Service Co., Ltd.* (吉林易嶺倉儲服務有限公司) still retains the right to occupy and use the buildings. Except for the mortgage, there are no other encumbrances, liens, or other forms of third-party rights or restrictions on the buildings.
- (4) The status of the title and grant of major approvals and licences in accordance with the information provided by the Company and the opinion of the PRC Legal Adviser:

Real Estate Ownership Certificate	Yes
Business Licence	Yes

- (5) In valuing the Property, we have adopted Investment Method. We have taken into account rental comparables in the Changchun market. Comparable properties are selected based on the following criteria: (i) the asking-price cases took place within one month from the Valuation Date; (ii) comparable properties are located in Kuancheng and Chaoyang districts of Chuangchun; (iii) the use type of the comparable properties is similar to the Property. We have examined the current market and the rental comparables identified by us are considered exhaustive based on the above criteria. The details are listed as follows:

The monthly unit rents of the comparables range from RMB19 per sq.m. to RMB20 per sq.m., exclusive of VAT and building management fee.

Comparable	Comparable 1	Comparable 2	Comparable 3
Property	A logistics park located at Haimen Road	A logistics park located at Shenyang Grand Road	A logistics park located at Fuyu West Street
District	Kuancheng	Kuancheng	Chaoyang
Use	Warehouse	Warehouse	Warehouse
Area (sq.m.)	5,000	5,000	5,000
Unit Rent (RMB/sq.m./month)	19	20	20
Transaction Status	Asking	Asking	Asking
Comparison to the Property			
Transaction Status	Downward adjustment	Downward adjustment	Downward adjustment
Neighborhood Environment	Similar	Similar	Inferior
Building Age /Maintenance	Similar	Inferior	Inferior
Building Facilities	Similar	Similar	Similar
Building Quality	Inferior	Similar	Similar

For comparables with characteristics inferior to the Property, upward adjustment has been made, while those with characteristics superior to the Property, downward adjustment has been made. No adjustment is needed for characteristics similar to the Property.

The major adjustments are listed as follows:

Adjustment	Range
Transaction Status	-2%
Neighborhood Environment	0%~3%
Building Age/Maintenance	0%~5%
Building Facilities	2%
Building Quality	-5%~0%

VALUATION REPORT

	Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 28 February 2025
5.	ESR Xuzhou Xiexin Logistics Park, No.18 Jinfeng Road, Jiawang District, Xuzhou, Jiangsu Province, the PRC (中國江蘇省徐州市賈汪區金鳳路18號協鑫徐州智慧綠色雲倉)	<p>ESR Xuzhou Xiexin Logistics Park is a logistics and distribution warehouse. The property is erected on a parcel of warehouse site of 59,868.00 sq. m.</p> <p>The Property was completed in 2020 with a total gross floor area of approximately 37,425.34 sq. m.</p> <p>Developments nearby are mainly industrial developments.</p> <p>According to the Company, the Property is for warehouse use; there are neither environmental issues and litigation dispute; nor any plans to change the use of the Property.</p> <p>The land use rights of the Property have been granted for a land use term due to expire on 25 October 2058 for warehouse use.</p>	<p>As at the Valuation Date, the Property was leased to a tenant for warehouse use for a term due to expire in September 2025 at a total monthly rent of approximately RMB1,077,000, exclusive of VAT but inclusive of building management fee.</p>	<p>RMB140,000,000 (RENMINBI ONE HUNDRED FORTY MILLION)</p> <p>(90% interest attributable to the Group: RMB126,000,000)</p>

Notes:

- (1) According to Real Estate Ownership Certificate No. (2021)0035661 dated 19 April 2021, the land use rights of the Property have been vested in Xuzhou Xiexin Yuncang Logistics Technology Development Co., Ltd.* (徐州協鑫雲倉物流科技發展有限公司) (a 90% owned subsidiary of the Company), with the total site area of 59,868.00 sq. m. and the land use term due to expire on 25 October 2058 for warehouse use. The total gross floor area of the Property is 37,425.34 sq. m.
- (2) According to Business Licence No. 91320301MA1WKGYG8R on 19 October 2022, Xuzhou Xiexin Yuncang Logistics Technology Development Co., Ltd.* (徐州協鑫雲倉物流科技發展有限公司) has been established as a limited company with a registered capital of USD7,066,700.
- (3) We have been provided with a legal opinion regarding the property interest prepared by the Company's PRC Legal Adviser, which contains, inter alia, the following:
 - a) Xiexin Yuncang Logistics Technology Development Co., Ltd.* (徐州協鑫雲倉物流科技發展有限公司) lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of (including but not limited to transferring, leasing, mortgaging) the land, or to deal with the land in any other lawful manner during the term of its land use rights.
 - b) With respect to the land use rights that have already been mortgaged, Xiexin Yuncang Logistics Technology Development Co., Ltd.* (徐州協鑫雲倉物流科技發展有限公司) still retains the right to occupy and use the land. Except for the mortgage, the land is currently not subject to any other encumbrances, liens, or other forms of third-party rights or restrictions.
 - c) Xiexin Yuncang Logistics Technology Development Co., Ltd.* (徐州協鑫雲倉物流科技發展有限公司) is the sole legitimate owner of these buildings and lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of the buildings (including but not limited to transferring, leasing, mortgaging), or to deal with the buildings in any other lawful manner.
 - d) With respect to the ownership of the buildings that have already been mortgaged, Xiexin Yuncang Logistics Technology Development Co., Ltd.* (徐州協鑫雲倉物流科技發展有限公司) still retains the right to occupy and use the buildings. Except for the mortgage, there are no other encumbrances, liens, or other forms of third-party rights or restrictions on the buildings.
- (4) The status of the title and grant of major approvals and licences in accordance with the information provided by the Company and the opinion of the PRC Legal Adviser:

Real Estate Ownership Certificate	Yes
Business Licence	Yes

- (5) In valuing the Property, we have adopted Investment Method. We have taken into account rental comparables in the Xuzhou market. Comparable properties are selected based on the following criteria: (i) the transaction cases or asking-price cases took place within one year from the Valuation Date; (ii) comparable properties are located in Tongshan, Quanshan, and Gulou districts of Xuzhou; (iii) the use type of the comparable properties is similar to the Property. We have examined the current market and the rental comparables identified by us are considered exhaustive based on the above criteria. The details are listed as follows:

The monthly unit rents of the comparables range from RMB18 per sq.m. to RMB25 per sq.m., exclusive of VAT and building management fee.

Comparable	Comparable 1	Comparable 2	Comparable 3
Property	A logistics park located at Weishan Road	A logistics park located at Shunda Road	A logistics park located at Huarun Road
District	Tongshan	Quanshan	Gulou
Use	Warehouse	Warehouse	Warehouse
Area (sq.m.)	5,000	5,000	2,000
Unit Rent (RMB/sq.m./month)	18	21	25
Transaction Status	Asking	Asking	Transaction
Comparison to the Property			
Transaction Status	Downward adjustment	Downward adjustment	NA
Location	Inferior	Inferior	Superior
Building Age /Maintenance	Similar	Similar	Inferior
Building Facilities	Similar	Inferior	Similar
Floor	Inferior	Similar	Similar
Management	Inferior	Inferior	Inferior

For comparables with characteristics inferior to the Property, upward adjustment has been made, while those with characteristics superior to the Property, downward adjustment has been made. No adjustment is needed for characteristics similar to the Property.

The major adjustments are listed as follows:

Adjustment	Range
Transaction Status	-2%~0%
Location	-2%~6%
Building Age/Maintenance	0%~5%
Building Facilities	0%~5%
Floor	0%~6%
Management	5%

VALUATION REPORT

	Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 28 February 2025
6.	ESR Haining Intelligent Manufacturing Industrial Park, No. 300 Gushui Road, Haichang District, Haining, Zhejiang Province, the PRC (中國浙江省海寧市海昌街道穀水路300 號易商海甯智慧製造產業園)	<p>ESR Haining Intelligent Manufacturing Industrial Park is a logistics and distribution warehouse. The property is erected on a parcel of industrial site of 85,371.00 sq. m.</p> <p>The Property was completed in 2021 with a total gross floor area of approximately 105,389.71 sq. m.</p> <p>Developments nearby are mainly industrial developments.</p> <p>According to the Company, the Property is for warehouse use; there are neither environmental issues and litigation dispute; nor any plans to change the use of the Property.</p> <p>The land use rights of the Property have been granted for a land use term due to expire on 9 September 2069 for industrial use.</p>	<p>As at the Valuation Date, portions of the Property with a total leasable area of 86,341.01 sq. m. were leased to various tenants for warehouse use for various terms with the latest expiry date in January 2029 at a total monthly rent of approximately RMB2,325,000, exclusive of VAT but inclusive of building management fee.</p> <p>Portions of the Property with a total leasable area of 250 sq. m. were leased to a tenant for cafeteria use for a term due to expire in August 2027 at a total monthly rent of approximately RMB2,400, exclusive of VAT but inclusive of building management fee.</p> <p>The remainder of the Property was vacant.</p>	<p>RMB385,000,000 (RENMINBI THREE HUNDRED EIGHTY-FIVE MILLION)</p> <p>(100% interest attributable to the Group: RMB385,000,000)</p>

Notes:

- (1) According to Real Estate Ownership Certificate No. (2022)0028434 dated 1 July 2022, the land use rights of the Property have been vested in Haining Haiyi Intelligent Equipment Co., Ltd.* (海甯海易智慧裝備有限公司) (a wholly owned subsidiary of the Company), with the total site area of 85,371.00 sq. m. for a land use term due to expire on 9 September 2069 for industrial use. The total gross floor area of the Property is 105,389.71 sq. m.
- (2) According to Business Licence No. 91330481MA2CUU2XXQ on 30 November 2022, Haining Haiyi Intelligent Equipment Co., Ltd.* (海甯海易智慧裝備有限公司) has been established as a limited company with a registered capital of USD55,000,000.
- (3) We have been provided with a legal opinion regarding the property interest prepared by the Company's PRC Legal Adviser, which contains, inter alia, the following:
 - a) Haining Haiyi Intelligent Equipment Co., Ltd.* (海甯海易智慧裝備有限公司) lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of (including but not limited to transferring, leasing, mortgaging) the land, or to deal with the land in any other lawful manner during the term of its land use rights.
 - b) With respect to the land use rights that have already been mortgaged, Haining Haiyi Intelligent Equipment Co., Ltd.* (海甯海易智慧裝備有限公司) still retains the right to occupy and use the land. Except for the mortgage, the land is currently not subject to any other encumbrances, liens, or other forms of third-party rights or restrictions.
 - c) Haining Haiyi Intelligent Equipment Co., Ltd.* (海甯海易智慧裝備有限公司) is the sole legitimate owner of these buildings and lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of the buildings (including but not limited to transferring, leasing, mortgaging), or to deal with the buildings in any other lawful manner.
 - d) With respect to the ownership of the buildings that have already been mortgaged, Haining Haiyi Intelligent Equipment Co., Ltd.* (海甯海易智慧裝備有限公司) still retains the right to occupy and use the buildings. Except for the mortgage, there are no other encumbrances, liens, or other forms of third-party rights or restrictions on the buildings.
- (4) The status of the title and grant of major approvals and licences in accordance with the information provided by the Company and the opinion of the PRC Legal Adviser:

Real Estate Ownership Certificate	Yes
Business Licence	Yes

- (5) In valuing the Property, we have adopted Investment Method. We have taken into account rental comparables in the Jiaxing market. Comparable properties are selected based on the following criteria: (i) the asking-price cases took place within one month from the Valuation Date; (ii) comparable properties are located in Tongxiang and Haining of Jiaxing; (iii) the use type of the comparable properties is similar to the Property. We have examined the current market and the rental comparables identified by us are considered exhaustive based on the above criteria. The details are listed as follows:

The monthly unit rents of the comparables range from RMB22 per sq.m. to RMB28 per sq.m., exclusive of VAT and building management fee.

Comparable	Comparable 1	Comparable 2	Comparable 3
Property	A logistics park located at Heping Road	A logistics park located at Hongqi West Road	A logistics park located at Wenhui Road
District	Haining	Haining	Tongxiang
Use	Warehouse	Warehouse	Warehouse
Area (sq.m.)	9,000	4,000	4,000
Unit Rent (RMB/sq.m./month)	26	28	22
Transaction Status	Asking	Asking	Asking
Comparison to the Property			
Transaction Status	Downward adjustment	Downward adjustment	Downward adjustment
Location	Superior	Superior	Inferior
Neighbourhood Environment	Similar	Similar	Inferior
Building Age /Maintenance	Similar	Similar	Superior
Building Facilities	Similar	Superior	Similar
Floor	Superior	Superior	Similar

For comparables with characteristics inferior to the Property, upward adjustment has been made, while those with characteristics superior to the Property, downward adjustment has been made. No adjustment is needed for characteristics similar to the Property.

The major adjustments are listed as follows:

Adjustment	Range
Transaction Status	-5%~-3%
Location	-5%~3%
Neighbourhood Environment	0%~2%
Building Age/Maintenance	-2%~0%
Building Facilities	-2%~0%
Floor	-5%~0%

VALUATION REPORT

	Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 28 February 2025										
7.	TCL Huizhou Electronics Information Industrial Park (Phase I), No. 10000 Huize Avenue, Huicheng District, Huizhou, Guangdong Province, the PRC (中國廣東省惠州市惠城區惠澤大道10000號TCL惠州電子信息產業基地(一期))	<p>TCL Huizhou Electronics Information Industrial Park (Phase I) is a manufacturing park. The property is erected on a parcel of industrial site of 54,704.01 sq. m.</p> <p>The Property was completed in 2023 with a total gross floor area of approximately 81,016.66 sq. m.</p> <table><thead><tr><th>Use</th><th>Gross Floor Area (sq. m.)</th></tr></thead><tbody><tr><td>Retail</td><td>4,138.01</td></tr><tr><td>Dormitory</td><td>11,001.00</td></tr><tr><td>Manufacturing factories</td><td>65,877.65</td></tr><tr><td>Grand Total:</td><td>81,016.66</td></tr></tbody></table> <p>Developments nearby are mainly industrial developments.</p> <p>According to the Company, the Property is for industrial use; there are neither environmental issues and litigation dispute; nor any plans to change the use of the Property.</p> <p>The land use rights of the Property have been granted for a land use term due to expire on 30 September 2071 for industrial use.</p>	Use	Gross Floor Area (sq. m.)	Retail	4,138.01	Dormitory	11,001.00	Manufacturing factories	65,877.65	Grand Total:	81,016.66	<p>As at the Valuation Date, the retail portions of the Property were leased to two tenants for various terms with the latest expiry in September 2030 at a total monthly rent of approximately RMB20,000, exclusive of VAT but inclusive of building management fee.</p> <p>The remainder of the Property was vacant.</p>	<p>RMB238,000,000 (RENMINBI TWO HUNDRED THIRTY-EIGHT MILLION)</p> <p>(54% interest attributable to the Group: RMB128,520,000)</p>
Use	Gross Floor Area (sq. m.)													
Retail	4,138.01													
Dormitory	11,001.00													
Manufacturing factories	65,877.65													
Grand Total:	81,016.66													

Notes:

- (1) According to Real Estate Ownership Certificate No. (2023)0047935 dated 5 June 2023, the land use rights of the Property have been vested in Huizhou Keshi Huishang Technology Development Co., Ltd.* (惠州市科實匯商科技發展有限公司) (a 54% owned subsidiary of the Company), with the total site area of 54,704.01 sq. m. for a land use term due to expire on 30 September 2071 for industrial use.

As advised by the Company, the property is part of the aforesaid total site area.

- (2) According to Planning Permit for Construction Land No.441302(2021)10158 dated 19 November 2021, the construction land with a total site area of 67,823.00 sq. m. located at Huicheng district for industrial use complies with the requirements of the urban rural planning.

As advised by the Company, the property is part of the aforesaid total site area.

- (3) According to the Planning Permit for Construction Works No. 441302(2021)10789 dated 16 December 2021, the construction works with a construction scale of 126,633.57 sq. m. located at Huicheng district comply with the requirement of the urban rural planning.

As advised by the Company, the property is part of the aforesaid construction scale.

- (4) According to Permit for Commencement of Construction Works No. 441302202203310101 dated 31 March 2022, the property with a total gross floor area of 126,633.57 sq. m. is permitted to construct.

As advised by the Company, the property is part of the aforesaid total gross floor area.

- (5) According to Business Licence No. 91441300MA570TT654 on 15 May 2024, Huizhou Keshi Huishang Technology Development Co., Ltd.* (惠州市科實匯商科技發展有限公司) has been established as a limited company with a registered capital of RMB375,555,556.

- (6) We have been provided with a legal opinion regarding the property interest by the Company's PRC Legal Adviser, which contains, inter alia, the following:

- a) Huizhou Keshi Huishang Technology Development Co., Ltd.* (惠州市科實匯商科技發展有限公司) lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of (including but not limited to transferring, leasing, mortgaging) the land, or to deal with the land in any other lawful manner during the term of its land use rights.
- b) With respect to the land use rights that have already been mortgaged, Huizhou Keshi Huishang Technology Development Co., Ltd.* (惠州市科實匯商科技發展有限公司) still retains the right to occupy and use the land. Except for the mortgage, the land is currently not subject to any other encumbrances, liens, or other forms of third-party rights or restrictions.
- c) If Huizhou Keshi Huishang Technology Development Co., Ltd.* (惠州市科實匯商科技發展有限公司) completes the registration of the Real Estate Ownership Certificate for the buildings that have been completed and accepted, it will lawfully possess the rights to occupy, use, enjoy the profits from, and dispose of the buildings (including but not limited to transferring, leasing, mortgaging), or to deal with the buildings in any other lawful manner.

- d) With respect to the ownership of the construction that has already been mortgaged, Huizhou Keshi Huishang Technology Development Co., Ltd.* (惠州市科實匯商科技發展有限公司) still retains the right to occupy and use the buildings. Except for the mortgage, there are no other encumbrances, liens, or other forms of third-party rights or restrictions on the buildings.
- (7) The status of the title and grant of major approvals and licences in accordance with the information provided by the Company and the opinion of the PRC Legal Adviser:

Certificate of State-owned Land Use Rights	Yes
Planning Permit for Construction Land	Yes
Planning Permit for Construction Works	Yes
Permit for Commencement of Construction Works	Yes
Business Licence	Yes

- (8) In valuing the Property, we have adopted Investment Method. We have taken into account rental comparables in the Huizhou market. Comparable properties are selected based on the following criteria: (i) the asking-price cases took place within one month from the Valuation Date; (ii) comparable properties are located in Huicheng district of Huizhou; (iii) the use type of the comparable properties is similar to the Property. We have examined the current market and the rental comparables identified by us are considered exhaustive based on the above criteria. The details are listed as follows:

The monthly unit rents of the comparables range from RMB14 per sq.m. to RMB20 per sq.m., exclusive of VAT and building management fee.

Comparable Factory	Comparable 1	Comparable 2	Comparable 3
Property	An industrial development located at Xinle Road	An industrial development located at Xinle Road	An industrial development located at Jinda Road
District	Huicheng	Huicheng	Huicheng
Use	Factory	Factory	Factory
Area (sq.m.)	250	1,000	5,500
Unit Rent (RMB/sq.m./month)	20	14	15
Transaction Status	Asking	Asking	Asking

Comparison to the Property

Transaction Status	Downward adjustment	Downward adjustment	Downward adjustment
Location	Inferior	Inferior	Inferior
Neighbourhood Environment	Inferior	Inferior	Inferior
Building Age /Maintenance	Similar	Inferior	Inferior
Building Facilities	Inferior	Inferior	Inferior
Building Quality	Similar	Inferior	Inferior
Decoration Standard	Similar	Inferior	Inferior
Size	Superior	Superior	Similar

For comparables with characteristics inferior to the Property, upward adjustment has been made, while those with characteristics superior to the Property, downward adjustment has been made. No adjustment is needed for characteristics similar to the Property.

The major adjustments are listed as follows:

Adjustment	Range
Transaction Status	-3%
Location	2%~4%
Neighbourhood Environment	1%
Building Age/Maintenance	0%~2%
Building Facilities	2%
Building Quality	0%~2%
Decoration Standard	0%~2%
Size	-2%

The monthly unit rents of the comparables range from RMB47 per sq.m. to RMB48 per sq.m., exclusive of VAT and building management fees.

Comparable — Retail	Comparable 1	Comparable 2	Comparable 3
Property	A retail shop located at Hongchang Road	A retail shop located at Dongsheng Road	A retail shop located at Ansheng Road
District	Huicheng	Huicheng	Huicheng
Use	Retail	Retail	Retail
Area (sq.m.)	130	200	50
Unit Rent (RMB/sq.m./month)	47	48	48
Transaction Status	Asking	Asking	Asking
Comparison to the Property			
Transaction Status	Downward adjustment	Downward adjustment	Downward adjustment
Location	Superior	Superior	Superior
Accessibility	Superior	Superior	Superior
Neighbourhood Environment	Superior	Superior	Superior
Size	Similar	Superior	Superior

For comparables with characteristics inferior to the Property, upward adjustment has been made, while those with characteristics superior to the Property, downward adjustment has been made. No adjustment is needed for characteristics similar to the Property.

The major adjustments are listed as follows:

Adjustment	Range
Transaction Status	-4%
Location	-4%~-2%
Accessibility	-1%
Neighbourhood Environment	-1%
Size	-1%~0%

VALUATION REPORT

				Market Value in existing state as at 28 February 2025
Property	Description and tenure	Particulars of occupancy		
8. TCL Huizhou Electronics Information Industrial Park (Phase III), Lugang Hi-tech Zone, Huicheng District, Huizhou, Guangdong Province, the PRC (中國廣東省惠州市惠城區高科技產業園鹿崗片區TCL惠州電子資訊產業基地(三期))	TCL Huizhou Electronics Information Industrial Park (Phase III) is a logistics and distribution warehouse. The property is erected on a parcel of industrial site of 65,893.94 sq.m. The Property was completed in 2024 with a total gross floor area of approximately 189,140.97 sq.m. Developments nearby are mainly industrial developments. According to the Company, the Property is for warehouse use; there are neither environmental issues and litigation dispute; nor any plans to change the use of the Property. The land use rights of the Property have been granted for a land use term due to expire on 6 May 2072 for industrial use.	As at the Valuation Date, the Property was vacant.		RMB473,000,000 (RENMINBI FOUR HUNDRED SEVENTY-THREE MILLION) (54% interest attributable to the Group: RMB255,420,000)

Notes:

- (1) According to Real Estate Ownership Certificate No. (2022)0082264 dated 5 August 2022, the land use rights of the Property with a total site area of 65,893.94 sq.m. have been vested in Huizhou Keshi Huishang Supply Chain Management Co., Ltd.* (惠州市科實匯商供應鏈管理有限公司) (a 54% owned subsidiary of the Company) for a land use term due to expire on 6 May 2072 for industrial use.
- (2) According to Planning Permit for Construction Land No. 441302(2022)10052 dated 28 June 2022, the construction land with a total site area of 73,555.00 sq.m. located in Huicheng district for industrial use complies with the requirements of the urban rural planning.

As advised by the Company, the Property is part of the aforesaid site.

- (3) According to Planning Permit for Construction Works No. 441302(2022)10275 dated 19 August 2022, the construction works with a construction scale of 189,552.92 sq.m. located in Huicheng district comply with the requirements of the urban rural planning.

- (4) According to a Permit for Commencement of Construction Works dated 22 November 2022, the Property with a total gross floor area of 189,552.92 sq.m. is permitted to construct.
- (5) According to four Certificates of Completion and Acceptance, the Property with a total gross floor area of 189,140.97 sq.m. is completed.
- (6) According to Business Licence No. 91441300MA570TMNXJ dated 15 May 2024, Huizhou Keshi Huishang Supply Chain Management Co., Ltd.* (惠州市科實匯商供應鏈管理有限公司) has been established as a limited company with a registered capital of RMB111,111,111.
- (7) We have been provided with a legal opinion regarding the property interest prepared by the Company's PRC Legal Adviser, which contains, inter alia, the following:
- a) Huizhou Keshi Huishang Supply Chain Management Co., Ltd.* (惠州市科實匯商供應鏈管理有限公司) lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of (including but not limited to transferring, leasing, mortgaging) the land, or to deal with the land in any other lawful manner during the term of its land use rights.
 - b) With respect to the land use rights that have already been mortgaged, Huizhou Keshi Huishang Supply Chain Management Co., Ltd.* (惠州市科實匯商供應鏈管理有限公司) still retains the right to occupy and use the land. Except for the mortgage, the land is currently not subject to any other encumbrances, liens, or other forms of third-party rights or restrictions.
 - c) If Huizhou Keshi Huishang Supply Chain Management Co., Ltd.* (惠州市科實匯商供應鏈管理有限公司) completes the registration of the Real Estate Ownership Certificate for the buildings that have been completed and accepted, it will lawfully possess the rights to occupy, use, enjoy the profits from, and dispose of the buildings (including but not limited to transferring, leasing, mortgaging), or to deal with the buildings in any other lawful manner.
 - d) With respect to the construction that has already been mortgaged, Huizhou Keshi Huishang Supply Chain Management Co., Ltd.* (惠州市科實匯商供應鏈管理有限公司) still retains the right to occupy and use the buildings. Except for the mortgage, there are no other encumbrances, liens, or other forms of third-party rights or restrictions on the buildings.
- (8) The status of the title and grant of major approvals and licences in accordance with the information provided by the Company and the opinion of the PRC Legal Adviser are:

Real Estate Ownership Certificate	Yes
Planning Permit for Construction Land	Yes
Planning Permit for Construction Works	Yes
Permit for Commencement of Construction Works	Yes
Certificate of Completion and Acceptance	Yes
Business Licence	Yes

- (9) In valuing the Property, we have adopted Investment Method. We have taken into account rental comparables in the Huizhou market. Comparable properties are selected based on the following criteria: (i) the transaction cases or asking-price cases took place within six months from the Valuation Date; (ii) comparable properties are located in Huicheng district of Huizhou; (iii) the use type of the comparable properties is similar to the Property. We have examined the current market and the rental comparables identified by us are considered exhaustive based on the above criteria. The details are listed as follows:

The monthly unit rents of the comparables range from RMB32 per sq.m. to RMB35 per sq.m., exclusive of VAT and building management fee.

Comparable	Comparable 1	Comparable 2	Comparable 3
Property	A logistics park located at Huiqiao	A logistics park located at Huixin	A logistics park located at Shadun
	Fast Route	Grand Avenue	Third Road
District	Huicheng	Huicheng	Huicheng
Use	Warehouse	Warehouse	Warehouse
Area (sq.m.)	20,000	20,000	20,000
Unit Rent (RMB/sq.m./month)	32	35	32
Transaction Status	Asking	Asking	Transaction
Comparison to the Property			
Transaction Status	Downward adjustment	Downward adjustment	NA
Location	Superior	Superior	Superior
Floor	Similar	Superior	Superior

For comparables with characteristics inferior to the Property, upward adjustment has been made, while those with characteristics superior to the Property, downward adjustment has been made. No adjustment is needed for characteristics similar to the Property.

The major adjustments are listed as follows:

Adjustment	Range
Transaction Status	-5%~0%
Location	-4%~-2%
Floor	-5%~0%

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 28 February 2025
9. TSI Keshi Huishang Logistics Park, No.3 Qiaoguang Road, Huicheng District, Huizhou, Guangdong Province, the PRC (中國廣東省惠州市惠城區僑光路3號TSI科實匯商物流園區)	<p>TSI Keshi Huishang Logistics Park is a logistics and distribution warehouse. The property is erected on a parcel of warehouse site of 89,462 sq. m.</p> <p>The Property was completed in 2023 with a total gross floor area of approximately 105,759.28 sq. m.</p> <p>Developments nearby are mainly industrial developments.</p> <p>According to the Company, the Property is for warehouse use; there are neither environmental issues and litigation dispute; nor any plans to change the use of the Property.</p> <p>The land use rights of the Property have been granted for a land use term due to expire on 12 August 2071 for warehouse use.</p>	<p>As at the Valuation Date, portions of the Property with a total leasable area of 101,982.50 sq. m. were leased to various tenants for warehouse use for various terms with the latest expiry date in November 2025 at a total monthly rent of approximately RMB3,432,000, exclusive of VAT but inclusive of building management fee.</p> <p>Portions of the Property with a total leasable area of 2,982.87 sq. m. were leased to various tenants for dormitory use for various terms with the latest expiry date in December 2025 at a total monthly rent of approximately RMB72,000, exclusive of VAT but inclusive of building management fee.</p> <p>The remainder of the Property was vacant.</p>	<p>RMB553,000,000 (RENMINBI FIVE HUNDRED FIFTY-THREE MILLION)</p> <p>(60% interest attributable to the Group: RMB331,800,000)</p>

Notes:

- (1) According to Real Estate Ownership Certificate No. (2023)5101675 dated 26 December 2023, the land use rights of the Property have been vested in Huizhou Hongyuan Warehousing Co., Ltd.* (惠州弘遠倉儲有限公司) (a 60% owned subsidiary of the Company), with the total site area of 89,462 sq. m. for a land use term due to expire on 12 August 2071 for warehouse use. The total gross floor area of the Property is 105,759.28 sq.m.
- (2) According to Business Licence No. 91441300MA55DEX42J on 27 August 2021, Huizhou Hongyuan Warehousing Co., Ltd.* (惠州弘遠倉儲有限公司) has been established as a limited company with a registered capital of RMB100,000,000.
- (3) We have been provided with a legal opinion regarding the property interest prepared by the Company's PRC Legal Adviser, which contains, inter alia, the following:
 - a) Huizhou Hongyuan Warehousing Co., Ltd.* (惠州弘遠倉儲有限公司) lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of (including but not limited to transferring, leasing, mortgaging) the land, or to deal with the land in any other lawful manner during the term of its land use rights.
 - b) With respect to the land use rights that have already been mortgaged, Huizhou Hongyuan Warehousing Co., Ltd.* (惠州弘遠倉儲有限公司) still retains the right to occupy and use the land. Except for the mortgage, the land is currently not subject to any other encumbrances, liens, or other forms of third-party rights or restrictions.
 - c) Huizhou Hongyuan Warehousing Co., Ltd.* (惠州弘遠倉儲有限公司) is the sole legitimate owner of these buildings and lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of the buildings (including but not limited to transferring, leasing, mortgaging), or to deal with the buildings in any other lawful manner.
 - d) With respect to the ownership of the buildings that have already been mortgaged, Huizhou Hongyuan Warehousing Co., Ltd.* (惠州弘遠倉儲有限公司) still retains the right to occupy and use the buildings. Except for the mortgage, there are no other encumbrances, liens, or other forms of third-party rights or restrictions on the buildings.
- (4) The status of the title and grant of major approvals and licences in accordance with the information provided by the Company and the opinion of the PRC Legal Adviser:

Real Estate Ownership Certificate	Yes
Business Licence	Yes

- (5) In valuing the Property, we have adopted Investment Method. We have taken into account rental comparables in the Huizhou market. Comparable properties are selected based on the following criteria: (i) the transaction cases or asking-price cases took place within six months from the Valuation Date; (ii) comparable properties are located in Huicheng districts of Huizhou; (iii) the use type of the comparable properties is similar to the Property. We have examined the current market and the rental comparables identified by us are considered exhaustive based on the above criteria. The details are listed as follows:

The monthly unit rents of the comparables range from RMB32 per sq.m. to RMB35 per sq.m., exclusive of VAT and building management fee.

Comparable	Comparable 1	Comparable 2	Comparable 3
Property	A logistics park located at Huiqiao	A logistics park located at Huixin	A logistics park located at Huida
	Fast Route	Grand Avenue	Highway
District	Huicheng	Huicheng	Huicheng
Use	Warehouse	Warehouse	Warehouse
Area (<i>sq.m.</i>)	20,000	20,000	20,000
Unit Rent (<i>RMB/sq.m./month</i>)	32	35	35
Transaction Status	Asking	Asking	Transaction
Comparison to the Property			
Transaction Status	Downward adjustment	Downward adjustment	NA
Location	Similar	Similar	Superior
Layout	Similar	Superior	Similar
Floor	Similar	Superior	Superior

For comparables with characteristics inferior to the Property, upward adjustment has been made, while those with characteristics superior to the Property, downward adjustment has been made. No adjustment is needed for characteristics similar to the Property.

The major adjustments are listed as follows:

Adjustment	Range
Transaction Status	-5%~0%
Location	-2%~0%
Layout	-1%~0%
Floor	-2%~0%

Group II — Properties held by the Group for development in the PRC

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 28 February 2025
10. A piece of industrial land LG01-01-01 in Lugang Hi-tech Zone, Huicheng District, Huizhou, Guangdong Province, the PRC (中國廣東省惠州市惠城區高新科技產業園鹿崗片區LG01-01-01號工業地塊)	<p>LG01-01-01 is a piece of industrial site of 46,266.74 sq. m.</p> <p>Developments nearby are mainly industrial developments.</p> <p>According to the Company, the Property is for industrial use; there are neither environmental issues and litigation dispute; nor any plans to change the use of the Property.</p> <p>The land use rights of the Property have been granted for a land use term due to expire on 28 April 2072 for industrial use.</p>	<p>As at the Valuation Date, the Property was a vacant land.</p>	<p>RMB56,000,000 (RENMINBI FIFTY-SIX MILLION)</p> <p>(54% interest attributable to the Group: RMB30,240,000)</p>

Notes:

- (1) According to Certificate of State-owned Land Use Rights No. (2022)0082265 dated 5 August 2022, the land use rights of the Property have been vested in Huizhou Keshi Huishang Technology Development Co., Ltd.* (惠州市科實匯商科技發展有限公司) (a 54% owned subsidiary of the Company), with the total site area of 46,266.74 sq. m. for a land use term due to expire on 28 April 2072 for industrial use.

Site Area:	46,266.74 sq.m.
Land Use:	Industrial
Land Use Term:	50 years
Remarks	Grant of State-owned Land Use Rights No. 441302-B-20220322; Total site area 52,623 sq.m.; Site area of Transferrable land use rights 46,266.74 sq.m. Site area of Road green space 6,356.26 sq.m. The site should follows the design code No. PB20210084 “Planning and Design Conditions for Construction Land”

- (2) According to the Company, there was no development plan as at the Valuation Date. The Company is still formulating the development plan.
- (3) According to Business Licence No. 91441300MA570TT654 on 19 August 2021, Huizhou Keshi Huishang Technology Development Co., Ltd.* (惠州市科實匯商科技發展有限公司) has been established as a limited company with a registered capital of RMB338,000,000.
- (4) We have been provided with a legal opinion regarding the property interest prepared by the Company’s PRC Legal Adviser, which contains, inter alia, the following:
- Huizhou Keshi Huishang Technology Development Co., Ltd.* (惠州市科實匯商科技發展有限公司) lawfully possesses the rights to occupy, use, enjoy the profits from, and dispose of (including but not limited to transferring, leasing, mortgaging) the land, or to deal with the land in any other lawful manner during the term of its land use rights.
 - With respect to the land use rights that have already been mortgaged, Huizhou Keshi Huishang Technology Development Co., Ltd.* (惠州市科實匯商科技發展有限公司) still retains the right to occupy and use the land. Except for the mortgage, the land is currently not subject to any other encumbrances, liens, or other forms of third-party rights or restrictions.
 - Pursuant to the TCL Phase II Land Grant Contract, the Phase II project was required to commence construction by April 28, 2023 and complete construction by April 28, 2025. On May 31, 2024, the Huicheng Bureau of Planning and Natural Resources issued the “Notice of Investigation on Idle Land” (No. (2024)1135), stating that the project had not commenced development one year after the stipulated commencement date and was suspected of constituting idle land. On June 30, 2024, Keshi Hui Commerce submitted its “Response Letter” to the Bureau, explaining that the development delay was caused by economic downturn and client operational factors.
- (5) We assume there is no idle land issue. The Company has the rights to occupy, use, enjoy the profits from, and dispose of the land. No allowance has been made in our valuations for any charges. It is valued on the basis that the Properties are free from encumbrances. No provision for compensation of Idle Land Proposal has been made.

- (6) The status of the title and grant of major approvals and licences in accordance with the information provided by the Company and the opinion of the PRC Legal Adviser:

Certificate of State-owned Land Use Rights	Yes
Business Licence	Yes

- (7) In valuing the Property, we have adopted the Market Comparison Method by identifying relevant sales comparables in nearby market. Comparable properties are selected based on the following criteria: (i) the transaction cases took place within six months from the Valuation Date; (ii) comparable properties are located in Huicheng district, Huizhou; (iii) the use type of the comparable properties is similar to the Property. We have examined the current market and the sales comparables identified by us are considered exhaustive based on the above criteria. The details are listed as follows:

The unit prices of the comparables range from RMB1,007 per sq.m. to RMB1,010 per sq.m., exclusive of VAT.

Comparable	Comparable 1	Comparable 2	Comparable 3
Property	A Piece of Industrial Land (LG02-01-06-03)	A Piece of Industrial Land (LG02-01-06-02)	A Piece of Industrial Land (LG02-01-04-02)
District	Huicheng	Huicheng	Huicheng
Use	Industrial	Industrial	Industrial
Area (<i>sq.m.</i>)	15,000	13,000	18,000
Unit Price (<i>RMB/sq.m.</i>)	1,007	1,010	1,010
Transaction Status	Transaction	Transaction	Transaction
Comparison to the Property			
Transportation/Accessibility	Inferior	Inferior	Inferior
Neighbourhood Environment	Inferior	Inferior	Inferior
Policy/Industrial Support	Inferior	Inferior	Inferior

For comparables with characteristics inferior to the Property, upward adjustment has been made, while those with characteristics superior to the Property, downward adjustment has been made. No adjustment is needed for characteristics similar to the Property.

The major adjustments are listed as follows:

Adjustment	Range
Transportation/Accessibility	8%
Neighbourhood Environment	6%
Policy/Industrial Support	5%

VALUATION REPORT

	Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 28 February 2025
11.	A piece of industrial land (E-01-04) located at the North side of Beiyang Road, Qingpu Industrial Zone, Qingpu District, Shanghai, the PRC (中國上海市青浦區青浦工業區北盈路北側 E-01-04號工業地塊)	<p>E-01-04 is a piece of industrial site of 68,289.80 sq. m..</p> <p>Developments nearby are mainly industrial developments.</p> <p>According to the Company, the Property is reserved for industrial use; there are neither environmental issues and litigation dispute; nor any plans to change the use of the Property.</p> <p>The land use rights of the Property have been contracted to be granted for a land use term of 50 years for industrial use.</p>	<p>As at the Valuation Date, the Property was a vacant land.</p>	<p>RMB151,000,000 (RENMINBI ONE HUNDRED FIFTY-ONE MILLION)</p> <p>(54% interest attributable to the Group: RMB81,540,000)</p>

Notes:

- (1) According to Contract of Grant of State-owned Land Use Rights dated 29 December 2022 by the Shanghai Qingpu District Planning and Natural Resources Bureau, the land use rights of the Property have been Contracted to be granted as below:

Contract Number:	202201208001089
Site Area:	68,289.80 sq. m.
Land Use:	Industrial
Land Use Term:	50 years
Land Premium:	RMB148,530,000
Main Building Nature:	Industrial
Plot Ratio:	2.0
Building Covenant:	To commence construction before 8 September 2023

- (2) According to the Company, the Certificate of State-owned Land Use Rights for the above-mentioned land has not been obtained yet. The land grant premium has been paid in full.
- (3) According to the Company, there was no development plan as at the Valuation Date. The Company is still formulating the development plan:
- (4) According to Business Licence No. 91310000MABR7YWB6F dated 30 June 2022, Shanghai Keshihui Technology Development Co., Ltd.* (上海科實匯科技有限公司) (a 54% owned subsidiary of the Company) has been established as a limited company with a registered capital of RMB6,500,000,000.
- (5) Shanghai Keshihui Technology Development Co., Ltd.* (上海科實匯科技有限公司) has received permission from the Shanghai Qingpu District Planning and Natural Resources Bureau to extend the building covenant allowing the Company to commence construction before 8 March 2025.
- (6) We have been provided with a legal opinion regarding the property interest prepared by the Company's PRC Legal Adviser, which contains, inter alia, the following:
- a) According to Article 14 of the Contract of Grant of State-owned Land Use Rights, Shanghai Keshihui Technology Development Co., Ltd.* (上海科實匯科技有限公司) shall have the right to apply for Certificate of State-owned Land Use Rights after fully paying the land grant price. Upon submission of all legally required registration documents, Shanghai Keshihui Technology Development Co., Ltd.* (上海科實匯科技有限公司) can complete the registration and secure the property title without impediment. Upon completion of the registration, Shanghai Keshihui Technology Development Co., Ltd.* (上海科實匯科技有限公司) will obtain the ownership of the land use rights and will lawfully possess the rights to occupy, use, enjoy the profits from, and dispose of the land (including but not limited to transferring, leasing, mortgaging), or to deal with the land in any other lawful manner.
- (7) The status of the title and grant of major approvals and licences in accordance with the information provided by the Company and the opinion of the PRC Legal Adviser:

Contract of Grant of State-owned Land Use Rights	Yes
Business Licence	Yes

- (8) In valuing the Property, we have adopted the Market Comparison Method by identifying relevant sales comparables in nearby market. Comparable properties are selected based on the following criteria: (i) the transaction cases took place within one year from the Valuation Date; (ii) comparable properties are located in Qingpu District, Shanghai; (iii) the use type of the comparable properties is similar to the Property. We have examined the current market and the sales comparables identified by us are considered exhaustive based on the above criteria. The details are listed as follows:

The unit prices of the comparables range from RMB2,175 per sq.m. to RMB2,176 per sq.m., exclusive of VAT.

Comparable	Comparable 1	Comparable 2	Comparable 3
Property	A Piece of Industrial Land (G-10-01a)	A Piece of Industrial Land (I-07-01)	A Piece of Industrial Land (I-11-04A)
District	Qingpu	Qingpu	Qingpu
Use	Industrial	Industrial	Industrial
Area (<i>sq.m.</i>)	35,000	89,000	27,000
Unit Price (<i>RMB/sq.m.</i>)	2,176	2,175	2,175
Transaction Status	Transaction	Transaction	Transaction
Comparison to the Property			
Transportation/Accessibility	Inferior	Inferior	Inferior
Site Area	Superior	Similar	Superior

For comparables with characteristics inferior to the Property, upward adjustment has been made, while those with characteristics superior to the Property, downward adjustment has been made. No adjustment is needed for characteristics similar to the Property.

The major adjustments are listed as follows:

Adjustment	Range
Transportation/Accessibility	3%
Site Area	-1%~0%

Group III — Completed property held by the Group for investment in Hong Kong

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 28 February 2025
12. Nos. 11–19 Wing Yip Street, Kwai Chung, New Territories, Hong Kong (香港特別行政區新界葵涌區永業街第11–19號)	<p>The Property comprises a 15-storey cold storage godown building which is now being converted into a data centre building. The Property is erected on a parcel of industrial site of approximately 3,249.72 sq. m. (34,980 sq. ft.).</p> <p>The Property was completed in 1978 and is now under conversion which is scheduled to be fully completed in June 2027, with a total gross floor area of approximately 30,200.441 sq.m..</p> <p>The Property is located on the northern side of Wing Yip Street close to its junction with Tai Lin Pai Road in Kwai Chung. Developments nearby are mainly industrial developments.</p> <p>According to the Company, the Property is for data centre use, equipped with car parking spaces; there are neither environmental issues and litigation dispute; nor any plans to change the use of the Property.</p> <p>The Property is held from the Government under New Grant No. 5312 for a term of 99 years commencing on 1 July 1898 and statutorily extended to 30 June 2047 for industrial use.</p>	<p>As at the Valuation Date, the Property was leased to a tenant for data centre use for a term due to expire in March 2045 at a total monthly rent of approximately HKD12,326,000 starting from 1 April 2025, inclusive of Government rates, Government rent and management fees.</p>	<p>HKD2,050,000,000 (HONG KONG DOLLARS TWO BILLION FIFTY MILLION)</p> <p>(100% interest attributable to the Group: HKD2,050,000,000)</p>

Notes:

- (1) According to the Land Register No. (PRN) C5450154, the registered owner of the Property is Prime Zone Limited* (立傳有限公司) (a wholly owned subsidiary of the Company). The Property is zoned under Approved Kwai Chung Outline Zoning Plan No. S/KC/32 dated 3 October 2023 for industrial purposes.
- (2) The Property is subject to a Waiver Letter from Senior Estate Surveyor/Kwai Tsing 1 (ATG.) District Lands Office, Tsuen Wan & Kwai Tsing vide Memorial No. 23071000950018 dated 27 June 2023 (Re: Portions of LG/F, Portions of G/F, Portion of 1/F, Portion of 2/F, Portion of 3/F, Portion of 4/F, Portion of 5/F, Portion of 6/F, Portion of 7/F, Portion of 8/F, Portion of 9/F, Portion of 10/F, Portion of 11/F, Portion of 12/F & Portion of 13/F). The Waiver Letter permits the use of the Property as a data centre at nil payment.
- (3) The property is subject to a Mortgage in favour of Crédit Agricole Corporate and Investment Bank, Hong Kong Branch vide Memorial No. 23081801900071 dated 16 August 2023.
- (4) As advised by the Group, the total estimated conversion cost is about HKD725,000,000. The conversion cost expended up to 28 February 2025 was about HKD172,000,000. We have taken into account such amounts in our valuation.
- (5) The status of the title and grant of major approvals and licences in accordance with the information provided by the Company:

Land Register	Yes
Waiver Letter	Yes
Buildings Department Approval Letter	Yes

- (6) In valuing the Property, we have adopted Investment Method. We have taken into account rental comparables in the Hong Kong market. Comparable properties are selected based on the following criteria: (i) the transaction cases or asking-price cases took place within 5 years from the Valuation Date; (ii) comparable properties are located in Hong Kong; (iii) the use type of the comparable properties is similar to the Property. We have examined the current market and the rental comparables identified by us are considered exhaustive based on the above criteria. The details are listed as follows:

The monthly unit rents of the comparables range from HKD31 per sq. ft. to HKD34 per sq. ft., exclusive of Government rates, Government rent and management fees.

Comparable	Comparable 1	Comparable 2	Comparable 3
Property	DC at Kin Chuen Street	DC at Yeung Uk Road	DC at Yeung Uk Road
District	Kwai Chung	Tsuen Wan	Tsuen Wan
Use	Data Centre	Data Centre	Data Centre
Unit Price (HKD/sq. ft./month)	31.4	32.8	33.4
Transaction Status	Transaction	Transaction	Transaction
Comparison to the Property			
Building Age/Maintenance Size	Inferior	Inferior	Inferior
Superior	Superior	Superior	
Floor Loading	Inferior	Inferior	Inferior
Storey Height	Superior	Similar	Similar
Power Supply	Inferior	Inferior	Inferior
Design	Superior	Similar	Similar
Time	Inferior	Inferior	Inferior

For comparables with characteristics inferior to the Property, upward adjustment has been made, while those with characteristics superior to the Property, downward adjustment has been made. No adjustment is needed for characteristics similar to the Property.

The major adjustments are listed as follows:

Adjustment	Range
Building Age/Maintenance Size	2.5%~7.0%
Floor Loading	-16%~-5%
Storey Height	3%~6%
Power Supply	-3%~0%
Design	2.0%~7.5%
Time	-10%~0%
	7%~8%

Group IV — Completed property held by the Group for investment in Japan

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 28 February 2025
13. ESR Yokohama Sachiura Distribution Centre 2A, 8-5 and another tract, Sachiura 1-chome, Kanazawa-ku, Yokohama-shi, Japan (日本神奈川県横浜市長瀬区幸浦1丁目8-5及另一地塊ESR横浜幸浦物流中心2A)	<p>The Property comprises a 4-storey logistics and distribution warehouse, three single-storey ancillary buildings erected upon a site of 74,722.26 sq. m.</p> <p>The Property was completed in 2025, with a total gross floor area of approximately 149,898.82 sq. m.</p> <p>The Property is located at the east of Namikikita Station of the Seaside Line in Yokohama.</p> <p>Developments nearby are mainly industrial and logistics developments.</p> <p>The Property is held under freehold ownership. According to the Company, the Property is held for logistics use; there are neither environmental issues and litigation disputes nor any plans to change the use of the Property.</p>	As at the Valuation Date, the Property was vacant.	<p>JPY46,000,000,000 (JAPANESE YEN FORTY-SIX BILLION)</p> <p>(100% interest attributable to the Group: JPY46,000,000,000)</p>

Notes:

- (1) According to the Land Register, the registered owner of the Property is Mitsubishi UFJ Trust and Banking Corporation (三菱UFJ信託銀行株式会社) whilst the beneficiary of the trust is ESR31特定目的会社 (a wholly owned subsidiary of the Company).
- (2) According to the Land Register, the Property is not subject to any mortgage.
- (3) The Property is zoned for industrial use.

- (4) In valuing the Property, we have adopted Investment approach. We have taken into account rental comparables in nearby market. Comparable properties are selected based on the following criteria: (i) the transaction cases or asking-price cases took place within about 3 months from the Valuation Date; (ii) comparable properties are located in Yokohama-shi of Kanagawa-ken; (iii) the use type of the comparable properties is similar to the Property. We have examined the current market and the rental comparables identified by us are considered exhaustive based on the above criteria. The details are listed as follows:

The monthly unit rents of the comparables range from JPY1,420 per sq.m.to JPY1,740 per sq.m., inclusive of common area maintenance charge.

Comparable	Comparable 1	Comparable 2	Comparable 3
Property	Showamachi, Kanazawa-ku, Yokohama-shi,	Fukuura, Kanazawa-ku, Yokohama-shi,	Fukuura, Kanazawa-ku, Yokohama-shi,
Prefecture	Kanagawa-ken	Kanagawa-ken	Kanagawa-ken
Use	logistics warehouse	logistics warehouse	logistics warehouse
Unit Rent (<i>JPY/sq.m./month</i>)	1,740	1,450	1,420
Transaction Status	Asking	Asking	Asking
Comparison to the Property			
Building Age/Maintenance	Similar	Similar	Similar
Location	Superior	Superior	Superior
Building Specification	Superior	Inferior	Inferior

For comparables with characteristics inferior to the Property, upward adjustment has been made, while those with characteristics superior to the Property, downward adjustment has been made. No adjustment is needed for characteristics similar to the Property.

The major adjustments are listed as follows:

Adjustment	Range
Building Age/Maintenance	0%
Location	-10%~-5%
Building Specification	-10%~3%

Group V — Property held by the Group for development in Japan

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 28 February 2025
14. ESR Yokohama Sachiura Distribution Centre 2B, 8-4 and another tract, Sachiura 1-chome, Kanazawa-ku, Yokohama-shi, Japan (日本神奈川県横浜市金澤区幸浦1丁目8-4及另一地塊ESR横浜幸浦物流中心2B)	<p>The Property comprises a piece of land of 74,722.25 sq. m.</p> <p>The Property is located at the east of Namikikita Station of the Seaside Line in Yokohama. Developments nearby are mainly industrial and logistics developments.</p> <p>The Property is held under freehold ownership. According to the Company, the Property is planned for logistics use but yet to apply for planning permit. Portions of the Property are currently for carparking use; there are neither environmental issues and litigation dispute; nor any plans to change the use of the Property.</p>	<p>As at the Valuation Date, the Property was a vacant site and portions of it of 33,057.95 sq. m. were leased for car parking use for a term due to expire in September 2030 at a monthly rent of JPY20,000,000.</p>	<p>JPY16,700,000,000 (JAPANESE YEN SIXTEEN BILLION SEVEN HUNDRED MILLION)</p> <p>(100% interest attributable to the Group: JPY16,700,000,000)</p>

Notes:

- (1) According to the Land Register, the registered owner of the Property is Mitsubishi UFJ Trust and Banking Corporation (三菱UFJ信託銀行株式会社) whilst the beneficiary of the trust is ESR幸浦4特定目的会社 (a wholly owned subsidiary of the Company).
- (2) According to the Land Register, the Property is not subject to any mortgage.
- (3) The Property is zoned for industrial use. The permitted floor area ratio is 200% and the permitted building coverage ratio is 60%.
- (4) According to the Company, there was no development plan as at the Valuation Date. The Company is still formulating the development plan.

- (5) In valuing the Property, we have adopted Market Comparison approach by identifying relevant sales comparables in nearby market. Comparable properties are selected based on the following criteria: (i) the transaction cases or asking-price cases took place within about 3 years from the Valuation Date; (ii) comparable properties are located in Yokohama-shi of Kanagawa-ken; (iii) the use type of the comparable properties is similar to the Property. We have examined the current market comparables identified by us are considered exhaustive based on the above criteria. The details are listed as follows:
- (6) The unit sales prices of the comparables range from JPY160,000 per sq.m. to JPY250,000 per sq.m.

Comparable	Comparable 1	Comparable 2	Comparable 3	Comparable 4
Property	Sachiura 2-chome, Kanazawa-ku, Yokohama-shi	Torihamacho, Kanazawa-ku, Yokohama-shi	Torihamacho, Kanazawa-ku, Yokohama-shi	Fukuura, Kanazawa-ku, Yokohama-shi
Prefecture	Kanagawa-ken	Kanagawa-ken	Kanagawa-ken	Kanagawa-ken
Area (<i>sq.m.</i>)	2,800.00	1,652.29	1,193.89	10,000.00
Unit Price (<i>JPY/sq.m.</i>)	250,000	220,906	199,587	160,000
Transaction Status	Transaction	Transaction	Transaction	Transaction
Comparison to the Property				
Time	Inferior	Inferior	Inferior	Inferior
Building Specification	Similar	Similar	Superior	Similar
Locality and Environment	Superior	Superior	Superior	Similar

For comparables with characteristics inferior to the Property, upward adjustment has been made, while those with characteristics superior to the Property, downward adjustment has been made. No adjustment is needed for characteristics similar to the Property.

The major adjustments are listed as follows:

Adjustment	Range
Time	8%~34%
Building Specification	-5%~0%
Locality and Environment	-15%~0%

The following is the text of a valuation report prepared for the purpose of incorporation in this Scheme Document received from CBRE Valuations Pty Limited, an independent property valuer, in connection with its opinion of market values of certain properties held by the Group in Australia as at 28 February 2025.

22 May 2025

1 EXECUTIVE SUMMARY

EXECUTIVE SUMMARY — 44–50 Waterloo Road, Macquarie Park, NSW

INSTRUCTIONS / RELIANCE

Instructing Party	Daniel McDonald of ESR Group
Instruction Date	22 January 2025
Reliant Party/Purpose	HSBC Bank Australia Limited for the purpose of First Mortgage Security only. Board of Directors of ESR Group Limited for the purpose of incorporation into a public document to be jointly issued by ESR Group Limited and MEGA BidCo under the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong.
Basis of Valuation	Market Value — As Is — Subject to Vacant Possession.
Interest Valued	Freehold (100%).

PROPERTY PARTICULARS

Brief Description	A regular allotment configured over two adjoining titles known legally as Lots 6–7 in Deposited Plan 1043041. Situated at the intersection of Waterloo Road, Collinga Street and Giffnock Avenue, Macquarie Park, Sydney NSW, the property slopes from north to south and from west to east and is improved with 2 x older style although functional office/warehouse facilities of full height concrete panel construction. Ancillary ground improvements include multiple driveway access points provided to three street frontages, site landscaping and extensive concrete/bitumen sealed hardstand incorporating line-marked car parking provisions.
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Tenancy Profile	The property is currently partly leased to 4 separate tenants generating a net passing income of approximately \$1,200,000 per annum and reflecting a WALE of 0.80 years by income. Given the short WALE, basic nature of improvements and high underlying land value, the highest and best use of the property is deemed to be a development site and, as such, we have conducted our assessment herein on that basis. However we note that the property provides for a reasonable holding income and is currently held as a passive investment.
Title Details	Lot 6–7 in Deposited Plan 1043041 — refer to body of report.
Registered Owner/s	ESR Investment Management 1 (Australia) Pty Limited. *We note ESR Investment Management 1 (Australia) Pty Limited is a wholly-owned subsidiary of ESR Group Limited.
Total Site Area	15,189 sqm
Zoning	E2 Commercial Centre.
Planning Scheme	Ryde Local Environmental Plan 2014.

VALUATION SUMMARY — As Is — Vacant Land

Direct Comparison Value	\$77,500,000 AUD
Direct Comparison Rate — \$/sqm on Site Area	\$5,102

ASSESSMENT **This valuation is exclusive of GST.** **Date of Issue: 1 April 2025**

Valuation Approach Direct Comparison Approach

Date of Inspection 10 February 2025

Date of Valuation 28 February 2025

ADOPTED VALUE **\$77,500,000 AUD**
(100% Interest) (Seventy Seven Million, Five Hundred Thousand Dollars)

Principal Valuer

Julian | AAPI

Registered Valuer No. VAL015467 | Certified Practising Valuer

Senior Director | Valuation & Advisory Services

Property Inspection – Yes

Secondary Valuer

Freddie Kareh | AAPI

Registered Valuer No. 109563 | Certified Practising Valuer

Manager | Valuation & Advisory Services

Property Inspection — No (desktop) |*

Job Involvement — Valuation & Analysis Assistance

Conditional Terms

This summary must not be read independently of the valuation report in its entirety. This valuation is subject to all content, assumptions, disclaimers, qualifications and recommendations throughout the report. The report is prepared for the use of and reliance by the Reliant Party only and limited only to the Purpose specifically stated. No responsibility is accepted or assumed to any third party for the whole or any part of the report.

Liability limited by a scheme approved under Professional Standards Legislation.

CBRE Valuations Pty Limited | ABN 15 008 912 641 | Valuation & Advisory Services

Ground Floor, 10–14 Smith Street, Parramatta NSW 2150 | T 61 2 9891 3330 | F 61 2 9891 5533 | www.cbre.com.au

2 VALUATION SYNOPSIS

2.1 Reliance & Liability

Liability	<ul style="list-style-type: none">• Liability limited by a scheme approved under Professional Standards Legislation.
Reliance	<ul style="list-style-type: none">• This valuation is strictly and only for the use of the Reliant Party and for the Purpose specifically stated in the Instructions section.
Reliance Period	<ul style="list-style-type: none">• We do not assume any responsibility or accept any liability in circumstances where this valuation is relied upon after the expiration of 90 days from the date of valuation, or such earlier date if the Reliant Party becomes aware of any factors that have any effect on the valuation.
Valuation Date	<ul style="list-style-type: none">• This valuation has principally been prepared for incorporation into a public document to be jointly issued by ESR Group Limited and MEGA BidCo under the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, and in accordance with International Valuation Standards the valuation date is defined as the date on which the opinion of value applies. This differs from mortgage reporting practices. Any party intending to rely on this valuation for mortgage purposes must satisfy itself that this valuation is suitable for their purposes, acknowledging:<ul style="list-style-type: none">— that the valuation date (28 February 2025), is not the inspection date (10 February 2025), which would normally apply as the date of valuation for mortgage purposes;— that a critical assumption is that there will be no material change in the property market or the property between the date of inspection and the date of valuation;— that the property's cash flow and value is relevant at the date of valuation for Financial Reporting purposes.

- In conducting the valuation, we have fully complied with the requirements set out in Rule 11 of the Code on Takeovers and Mergers issued by the Hong Kong Securities and Futures Commission. Our reports will be compliant on this basis since they adhere to standard IVS standards.
- Prudent Lending**
- This valuation is prepared on the assumption that the lender as referred to in the valuation report (and no other), may rely on the valuation for first mortgage finance purposes only and the lender has complied with its own lending guidelines as well as prudent finance industry lending practices, and has considered all prudent aspects of credit risks for any potential borrower, including the borrower's ability to service and repay any mortgage loan. Further, the valuation is prepared on the assumption that any such lender is providing mortgage financing at a conservative and prudent loan to value ratio.
- Confidentiality**
- This valuation report is strictly confidential between CBRE and the Reliant Party, however any such party may disclose all or part of this valuation report without the other parties' consent where:
 - (a) it is required to do so by law, regulations and/or rules;
 - (b) it is required to do so by a court, arbitrator or administrative tribunal in the course of proceedings or any determination to which the disclosing party is a party; or
 - (c) which, in the reasonable opinion of the disclosing party, is required to be disclosed to any prospective lender, insurer or other consultant or professional adviser, provided that in each case it first obtains (and enforces if required by either of the other parties), an undertaking from each such person to keep this valuation in strict confidence on a non-reliance basis and subject to the Reliance provisions in this report.
- Transmission**
- Only an original valuation report received by the Reliant Party directly from CBRE or through a Panel Management System authorised by the client can be relied upon.
- Restricted**
- No responsibility is accepted or assumed to any third party who may use or rely on the whole or any part of the content of this valuation.

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| Copyright | <ul style="list-style-type: none">• As between CBRE, the Instructing Party and the Reliant Party, all intellectual property rights in this valuation report are owned by CBRE. Neither the whole nor any part of the content of this valuation may be published in any document, statement, circular or otherwise by any party other than CBRE, nor in any communication with any third party, without the prior written approval from CBRE, and subject to any conditions determined by CBRE, including the form and context in which it is to appear. |
| Value Subject To Change | <ul style="list-style-type: none">• This valuation is current as at the date of valuation only. The value assessed herein may change significantly and unexpectedly over a relatively short period (including as a result of general market movement or factors specific to the particular property). For the avoidance of doubt, this may include global financial crises or force majeure events. We do not accept liability for losses arising from such subsequent changes in value. |
| Disclosure | <ul style="list-style-type: none">• CBRE must be advised in the event that the Reliant Party becomes aware of any changes relating to the information and advice provided by the Instructing/Reliant Party during the Reliance Period. This includes, without limitation, any changes to information and advice provided in relation to encumbrances, registered/unregistered interests, title, and land area/dimensions. In any such event, this valuation must not be relied upon without consulting CBRE first to reassess any effect on the valuation. |
| Valuer's Interest | <ul style="list-style-type: none">• We hereby certify that the Principal Valuer is suitably qualified and authorised to practise as a valuer; has at least 5 years of continuous experience in valuation; does not have a pecuniary interest, financial or otherwise, that could conflict with the proper valuation of the property; and accepts instructions to value the property only from the Responsible Entity/Instructing Party. |
| CBRE Staff | <ul style="list-style-type: none">• In relying upon this report, any client or reliant party agrees that you will not bring any claim relating to this appointment (in contract, tort, negligence or otherwise) against any CBRE officer, director, employee, member or consultant in their personal capacity. |

Potential Tax Liability

- With regards to any tax liability applicable to the subject property, we are not experts in this field and would recommend suitably qualified advice be sourced to determine any potential tax liabilities.
- If the property is disposed of at valuation, a capital gains tax on gross realisation will be assessed against the previous purchase price of the property and may be payable at the current corporate tax rate of 50% on the value uplift to the property owner. However, we are not experts in this regard and can't confirm the tax implications for the disposing party.
- As advised by ESR Investment Management 1 (Australia) Pty Limited, it is unlikely that such tax liability will be crystallised in the recent future as ESR Group Limited and its subsidiaries (the “**Group**”) has no intention to dispose of or transfer the relevant property interests. According to our established practice, in the course of our valuation, we have neither verified nor taken into account such tax liability.

Qualifications of the Valuer

- This valuation has been prepared by Mr Julian Volpato of CBRE, Associate Member of the Australian Property Institute, and the National Director of the Industrial & Logistics Valuation business of CBRE Australia. Julian is suitably qualified to carry out the valuation assignment and has over 20 years' experience in the valuation of industrial properties and assets of this magnitude in Sydney.
- We are acting as an independent valuer as defined in the latest International Valuation Standards.
- Neither the valuer nor CBRE are aware of any pecuniary interest or conflict that could reasonably be regarded as being capable of affecting the ability to give an unbiased and objective, opinion of the value of the property interests.

2.2 Market Value Definitions

Market Value Definition • In accordance with the International Valuation Standard, the definition of market value is:

“The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.”

AASB13 Fair Value Measurement • We have also had regard to the requirements of the Australian Accounting Standards Board. In particular, we have considered AASB13 Fair Value Measurement, which adopts the following definition of Fair Value:

“Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.”

- The fair value of a non-financial asset is based on its highest and best use to market participants.

Highest & Best Use • In accordance with the Australian Property Institute and International Valuation Standards, the definition of highest and best use is:

“The use of an asset that maximises its potential and that is physically possible, legally permissible and financially feasible.”

Highest & Best Use Comment • The highest and best use of the subject property is deemed to be a development in accordance with the applicable planning controls.

2.3 Treatment of Goods and Services Tax (GST)

Treatment of GST • Our valuation is expressed exclusive of Goods and Services Tax (GST).

We are not tax experts and have not been provided with tax or legal advice. The Reliant Party must make its own enquiries if they consider that GST applies.

2.4 Transaction History

- Previous Sale** • The property has not sold within the last three years.
- Contract of Sale** • We have requested but are not aware of any current contract of sale.

2.5 SWOT Analysis

- Strengths**
- Located within an established business park locality, popular with owner occupiers and investors, which benefits from good access to major transportation links;
 - Large land holding with freehold Title;
 - Regular configuration;
 - E2 Commercial Centre zoning providing a Floor Space Ratio of 2:1 and height of building limit up to 37 metres;
 - Excellent access and exposure characteristics via three street frontages;
 - Configured over two adjoining titles providing flexible re-development/disposal opportunities;
 - Functional improvements providing the benefit of holding income;
 - Excellent local tenant amenity;
 - Australia is experiencing strong underlying occupier fundamentals within the industrial & logistics sector;
 - Overall vacancy for the sector remains low at around 2.50% nationally, with Sydney's vacancy rate currently sitting at 2.1%; and
 - Australia currently has low unemployment.
- Weaknesses**
- Sloping topography;
 - The property does not currently benefit from a secured development consent;

	<ul style="list-style-type: none">• Development sites are considered to be a higher risk in the current market and are more susceptible to market fluctuations than other asset classes of real estate;• Development of the site will require project management from an experienced operator;• The property is partially located within a low and medium risk flood prone area and may be subject to occasional flooding; and• The Australian debt market has experienced unprecedented movement in the Official Cash Rate (OCR) moving 13 times since May 2022 resulting in the OCR increasing 425bps to its current rate of 4.35%, a 12-year high.
Opportunities	<ul style="list-style-type: none">• Development of the subject parcel in line with the current zoning guidelines;• Subdivision of the site;• Continued improvement in the industrial leasing market, with rents continuing to rise; and• Dispose of the site.
Threats	<ul style="list-style-type: none">• We consider the current strength of the development site market to be putting pressure on development feasibilities. Recent sales of development sites may represent profit margins that are below long-term historical market expectations;• Increases in statutory land values will potentially increase current holding costs, create higher building outgoings and overall tenant occupancy costs;• Risk of vacancy rising, incentives increasing and rents falling; all could impact capital values. Furthermore, we are beginning to observe a slowdown in tenant demand/enquiry and an increase in sublease stock. This could potentially stagnate rental growth or cause rental values to fall;

- Potential for a further correction in the market noting that pricing for investment assets and development sites have been at historically high levels. This factor has become a key risk in recent times, particularly as interest rates continue to remain elevated;
- Geopolitical risks; war in Russia/Ukraine and the Middle East has the potential to impact confidence and economic stability;
- Inflation globally is at historically high levels; a key risk to economic stability and asset values;
- Australian Government bond yields have risen sharply over the past 24 months (circa 4.50% as at February 2025). There is potential for further increases in bond yields, which correlate with rising inflation/rising interest rates. Rising bond yields and the rising cost of debt (rates) have softened cap rates and eroded some asset values;
- Historically strong demand/liquidity for industrial & logistics assets slowed quite dramatically over the course of 2022 and 2023. Into 2024 and 2025, buyer depth and liquidity has moderated however there remains a lack of core transactions, which results in market value volatility. We do note the threat of rising rates and recession risks are being somewhat offset by the strong leasing fundamentals and rental growth that we are continuing to witness in the market;
- Environmental, social and governance (ESG) investing refers to a set of standards for the behaviour of companies by socially conscious investors. Environmental criteria considers how a company safeguards the environment, including policies addressing climate change. It is expected that ESG will compel owners of commercial property to be more environmentally and socially conscious and this may result in increasing levels of capital expenditure, which may impact the market value;
- Construction costs nationally are currently elevated due to multiple factors, including shortages in materials and labour. This is placing pressures on builder's profit margins and viability. There is risk that program delays may be encountered in sourcing materials and labour during construction. Construction and delivery risk are therefore heightened in this climate. We do note that costs appear to have stabilised to the most part, albeit remains a risk going forward;

- Further to the above, the construction risk is having a flow on effect onto the developer's project feasibility, whereby profit margins are not meeting historic parameters or expectations. This has resulted in projects being delayed or abandoned. We highlight the heightened risk in the current market conditions to any intending lending/investment reliant party; and
- Rising construction costs and higher borrowing costs are impacting on land values. This is somewhat being countered at present by rising market rents, however it is unclear to how sustainable and how long market rental growth will continue for.

2.6 Marketability

Buyer Demand/ Purchaser Profile

- In the current market:
 - Anticipated buyer demand/liquidity: Liquidity and buyer depth remains subdued (refer threats).
 - Likely purchaser profile comprises: institutional investors (REITS, insurance groups, pension funds), developers, data centre operators.
 - Estimated selling period (with a professional marketing campaign) is: 3-6 months.

Market Instability

- We draw your attention to a combination of global inflationary pressures (leading to higher interest rates), together with the stress within global banking systems. These events have significantly increased the likelihood of constrained credit markets, negative capital value movements and enhanced volatility in property markets, over the short-to-medium term.
- Experience has shown that consumer and investor behaviour can change quickly during periods of such heightened volatility. Lending or investment decisions should reflect this heightened level of volatility and the potential for deteriorating market conditions.

- It is important to note that the conclusions set out in this report are valid as at the valuation date only. Where appropriate, we recommend that the valuation is closely monitored, as we continue to track how markets respond to evolving events.

2.7 Risk Assessment

- | | |
|-------------------------|---|
| Asset | <ul style="list-style-type: none"> • Based on our property inspection: <ul style="list-style-type: none"> — Quality of location and potential for change: low risk. — Planning and environmental issues: the property is partially located within a low and medium risk flood prone area and may be subject to occasional flooding — refer to body of report. |
| Asset Management | <ul style="list-style-type: none"> • Asset management comments: <ul style="list-style-type: none"> — Current management performance: satisfactory. — Complexity of management required: basic. |

2.8 Critical Assumptions

Our valuation is subject to the following critical assumptions:

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| Market Value Assessment | <ul style="list-style-type: none"> • Given the short Weighted Average Lease Expiry (WALE), basic nature of improvements and high underlying land value, the highest and best use of the property is deemed to be a development site and, as such, we have conducted our assessment herein on that basis. |
| Flooding | <ul style="list-style-type: none"> • The subject property is partially located within a low-medium risk flood prone area. We have assumed that the finished floor level of the property is above known flood levels and provides for a suitable on-going industrial use. |
| Financial Reporting | <ul style="list-style-type: none"> • That there will be no material change in the property market or the property between the date of inspection and the date of valuation. |

- | | |
|------------------------------|--|
| Environmental | <ul style="list-style-type: none"> We have not been provided with an Environmental Report. In the absence of such, we have assumed that the site is free of elevated levels of contaminants and have made no allowance in our valuation for site remediation works. Our visual inspection is an inconclusive indicator of the actual condition of the site. We make no representation as to the actual environmental status of the subject property. If a test is undertaken at some time in the future to assess the degree, if any, of contamination of the site and this is found to be positive, this valuation must not be relied upon before first consulting CBRE to reassess any effect on the valuation. |
| Independence | <ul style="list-style-type: none"> All investigations have been conducted independently and without influence from a third party in any way. |
| Objective Information | <ul style="list-style-type: none"> We assume that any objective information, data or calculations set out in this valuation report will be accurate so far as is reasonably expected from a qualified and experienced valuer, reflecting due skill, care and diligence. |

2.9 Recommendations

Prior to relying on the report, the Reliant Party is to obtain the following information (where specified) or have regard to the following recommendations:

- | | |
|-------------------------------------|---|
| Expert Hydrologist's Report | <ul style="list-style-type: none"> Given the subject property is partially flood affected, a Reliant Party may wish to confirm the flood mapping information by obtaining an expert hydrologist's report. If further flooding data is obtained, we reserve the right to review and if necessary amend the valuation. |
| Heightened Market Volatility | <ul style="list-style-type: none"> We draw your attention to a combination of global inflationary pressures (leading to higher interest rates), together with the recent failures/stress within global banking systems. These events have significantly increased the likelihood of constrained credit markets, negative capital value movements and enhanced volatility in property markets, over the short-to-medium term. Experience has shown that consumer and investor behaviour can change quickly during periods of such heightened volatility. Lending or investment decisions should reflect this heightened level of volatility and the potential for deteriorating market conditions. |

- It is important to note that the conclusions set out in this report are valid as at the valuation date only. Where appropriate, we recommend that the valuation is closely monitored, as we continue to track how markets respond to evolving events.

2.10 Mortgage Recommendation

- | | |
|--------------------------------|--|
| Mortgage Recommendation | <ul style="list-style-type: none"> • Based on the information supplied, the subject property is suitable for First Mortgage Security only, having regard to all issues, assumptions, and recommendations contained within this valuation report in its entirety. • The lender should give careful consideration to the inherent risks of rising inflation and interest rates in their lending deliberations. Rising bond yields and the rising cost of debt (rates) have the potential to soften capitalisation rates and erode asset values. Refer SWOT analysis for more detail. |
|--------------------------------|--|

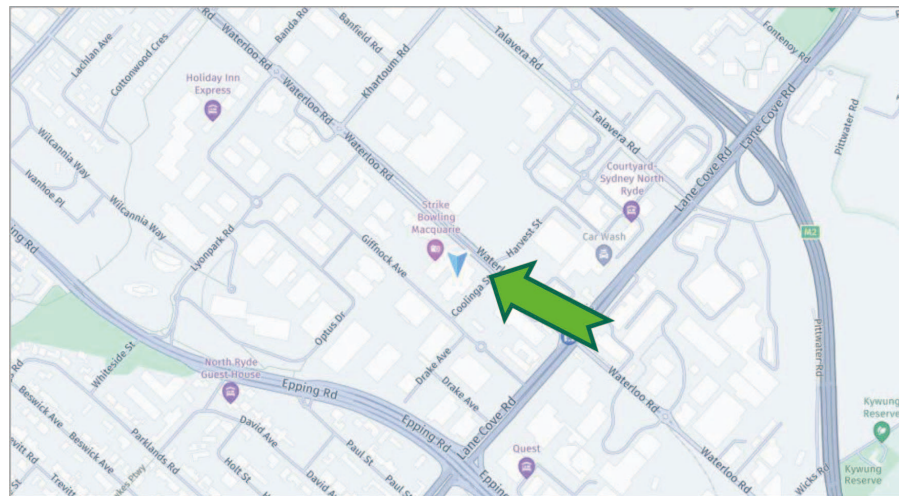
3 LOCATION

- | | |
|------------------|--|
| Locality | <ul style="list-style-type: none"> • The subject property is situated at the intersection of Waterloo Road, Coolinga Street and Giffnock Avenue, Macquarie Park. • Macquarie Park is a north-western suburb of Sydney which is approximately 12 kilometres north-west of the North Sydney CBD and 15 kilometres north-west of the Sydney CBD. |
| Surrounds | <ul style="list-style-type: none"> • Macquarie Park is widely regarded as the premier business park precinct in Australia and has been popular with electronics, computer, internet, publishing, medical research and pharmaceutical companies. It leverages off its proximity to Macquarie University. • Surrounding development in comprises modern office and campus style business parks, older style research or warehouse buildings, industrial unit estates, hotels and residential apartments. • Macquarie Regional Shopping Centre and Macquarie University are situated approximately 750 metres and 1 kilometre to the north-west. |

- Transport/Roads**
- Macquarie Park Metro Station is situated approximately 250 metres to the south of the subject at the intersection of Waterloo Road and Lane Cove Road.
 - Macquarie Park benefits from regular public buses servicing the area via Epping, Talavera, Waterloo and Lane Cove Roads which provide direct access to and from the Sydney and North Sydney CBDs, Chatswood, Eastwood, Epping, Macquarie Shopping Centre and Macquarie University.
 - The property benefits from easy access to Lane Cove Road, situated approximately 250 metres to the south-east, and Epping Road, approximately 600 metres to the south. Lane Cove Road provides a link to the Pacific Highway, which is a main arterial road running throughout Sydney's northern suburbs, while Epping Road provides easy access to the M2 Motorway and Sydney's western suburbs.

Local Map

Source: Nearmap.



4 TITLE DETAILS

4.1 Real Property Description (Freehold)

Lot/Plan	Title Reference	Area (sqm)	Registered Ownership
6/DP 1043041, 7/DP 1043041	Lot 6 of DP 1043041, Lot 7 of DP 1043041	15,189	ESR Investment Management 1 (Australia) Pty Limited
Total:		15,189	

Search Date: 12-February-2025

4.2 Land Identification

- Verification Source**
- The property has been identified by reference to the Registered Plan and on-site inspection. The building improvements appear to be erected within the title boundaries of the site and there do not appear to be any encroachments on or by the subject land. We note however, we are not experts in this field and that actual identification of title boundaries, encroachments and confirmation that improvements are contained within those boundaries would necessitate a check survey be undertaken by a qualified land surveyor.

4.3 Encumbrances & Registered Interests

- Dealings**
- Interests registered on Title (excluding liens) are summarised as follows:

6/1043041

- Reservations and conditions in the crown grant(s)
- The land above described is limited in stratum in the manner described in DP1043041
- DP861428 Right of footway appurtenant to the land above described
- DP1004697 Easement for electricity purposes 9 and 12 metre(s) wide appurtenant to the land above described

- | | | |
|---|-----------|---|
| 5 | AN151208 | Lease to Kidsxpress Limited of Suite 2.01, Level 2, 50 Waterloo Road, Macquarie Park.
Expires: 14/1/2023. Option of renewal: 5 years. |
| | AQ411886 | Variation of lease AN151208 |
| | AS0804799 | Variation of lease AN151208 expiry date now 31/12/2024. Option of renewal: relinquished. |
| 6 | AN151209 | Lease to Stax of Fitness Pty Ltd of Suite 2.02, Level 2, 50 Waterloo Road, Macquarie Park.
Expires: 31/8/2022. Option of renewal: 5 years. |
| 7 | AN719132 | Lease to Macquarie University of lower ground floor office, upper ground level warehouse 8 level 1 office 8 mezzanine shown hatched in plan with AN719132. Expires: 30/6/2023.
Option of renewal: 5 years. |
| | AS889041 | Variation of lease AN719132 expiry date now 31/12/2024. Option of renewal: is relinquished. |
| 8 | AP211358 | Lease to Katrina Zhao Dentistry Pty Ltd of 2.03, Level 2, 50 Waterloo Road, Macquarie Park.
Expires: 30/4/2024. Option of renewal: 5 years. |
| | AT430727 | Variation of lease AP211358 expiry date now 30/4/2029. Option of renewal: relinquished. |
| 9 | AS723500 | Mortgage to the Hongkong and Shanghai Banking Corporation Limited |

7/1043041

- 1 Reservations and conditions in the crown grant(s)
- 2 The land above described is limited in stratum in the manner described in DP1043041

- | | | |
|---|-----------|---|
| 3 | DP608629 | Easement for drainage affecting the part(s) shown so burdened in the title diagram |
| 4 | DP861428 | Right of footway affecting the part(s) shown so burdened in the title diagram |
| 5 | DP1004697 | Easement for electricity purposes 9 and 12 metre(s) wide affecting the part(s) shown so burdened in the Title diagram |
| 6 | AN246562 | Lease to Macquarie University of building known as 44 Waterloo Road, Macquarie Park.
Expires: 31/1/2023. Option of renewal: 5 years. |
| | AS889042 | Variation of lease AN246562 expiry date now 31/12/2024. Option of renewal: relinquished. |
| 7 | AS723500 | Mortgage to the Hongkong and Shanghai Banking Corporation Limited |
- DP861428 and DP1004697 make reference to a right of footway and easement for electricity purposes positioned to the northern corner of Lot 7 DP 1043041.
 - DP608629 makes reference to an easement for drainage positioned to the south-eastern elevation of Lot 7 DP 1043041.
 - While the easement for electricity purposes and easement for drainage can potentially impact upon the re-development of the site from a design perspective, we have had regard to these easements in our assessment of value, and do not consider their location or configuration to be onerous on value. We are not experts in this area, and should legal advice reveal this not to be the case, then we reserve the right to amend our valuation.
 - Full details are provided in the Certificate of Title (refer to Appendices).

4.4 Title Disclaimers

Caveats	<ul style="list-style-type: none">• As at the search date, there are no caveats recorded on Title.
Liens	We have disregarded the presence of any mortgage or other financial liens pertaining to the property.
Title/ Unregistered Interests	<p>Our valuation is on an unencumbered basis and therefore assumes the mortgage/s to be released on sale/transfer of title.</p> <p>We have assumed that there are no further easements, unregistered interests or encumbrances not disclosed by this brief title search which may affect market value. However, in the event that a future title search is undertaken which reveals additional easements or encumbrances, CBRE should be consulted to reassess any effect on the value stated herein.</p>

5 SITE DESCRIPTION**5.1 Land Area & Dimensions**

Land Area	<ul style="list-style-type: none">• 15,189 sqm (derived from Deposited Plan).
Street Frontage	<ul style="list-style-type: none">• Waterloo Road: 129.09 metres• Coolinga Street: 110.06 metres• Giffnock Avenue: 129.23 metres
Access	<ul style="list-style-type: none">• Current access is available from Waterloo Road, Coolinga Street and Giffnock Avenue.
Site Survey	We do not commission site surveys and a site survey has not been provided to us. We have assumed there are no encroachments by or on the property, and the Reliant Party should confirm this status by obtaining a current survey report and/or advice from a registered surveyor.

5.2 Shape & Topography

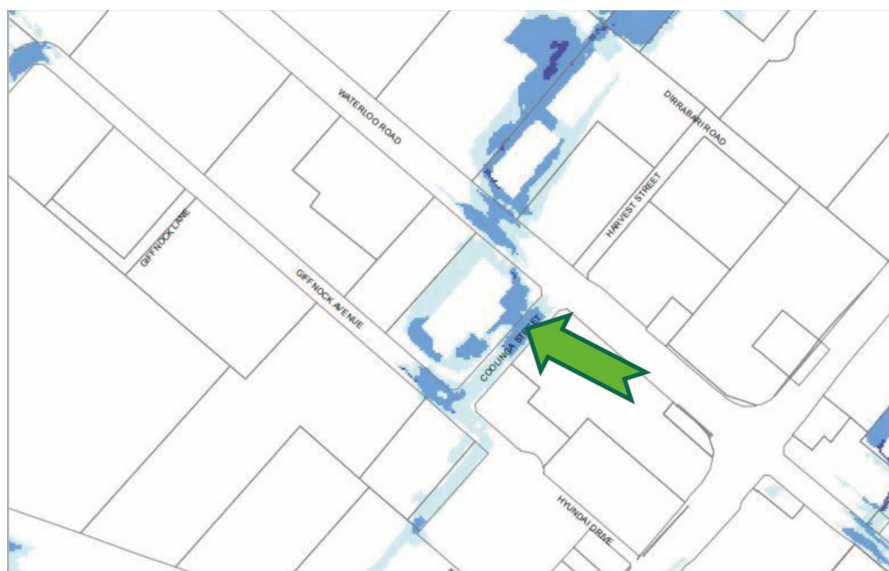
- Shape**
- Regular.
- Topography**
- The property slopes from south to north and from west to east.

5.3 Services & Amenities

- Typical Services**
- Electricity, water, gas, sewerage and telephone are connected or are available for connection to the property.

5.4 Flooding

- Investigations**
- We have reviewed Planning Scheme Maps, which indicate:
 - The property is partially located within a low and medium risk flood prone area and may be subject to occasional flooding.
 - The extent of flooding is illustrated in the map below.
 - We have assumed that the finished floor level of the property is above known flood levels and provides for a suitable on-going industrial use.



- Formal searches have not been undertaken.

Flooding Caution The quality, completeness and accuracy of flood mapping varies widely between localities and Councils. We have not verified, and make no representation as to the appropriateness, accuracy, reliability or currency of the flood mapping reviewed. The Reliant Party may wish to confirm the flood mapping information by obtaining an expert hydrologist's report. If further flooding data is obtained, we reserve the right to review and if necessary amend the valuation.

5.5 Site Contamination

Past Use

- The past use of the property is difficult to ascertain as the current improvements have been in place for in excess of 20 years, however we are of the opinion that the previous use of the property would have been for general industrial/commercial purposes.

We do not undertake historical site searches, and have therefore assumed former uses did not cause site contamination unless these have been identified in the following section.

Present Use

- The present use of the property is for general office/warehouse use.

Informal Contamination Comment (owner enquiry/site inspection)

- We have made enquiries of the owners as to whether any of the following existed on site:
 - Soil contamination, ground water contamination, underground storage tanks, drums and tanks, or other potentially contaminating or hazardous materials.

- To their knowledge none existed. During our limited site inspection, we did not observe any evidence to contradict this response.

Informal Contamination Comment (online search)

- We have undertaken an online search of the Environmental Protection Authority Register for Contaminated Land. The search revealed no listing of the subject property, nor any site in the immediate vicinity.

Formal Contamination Report Comment

- We have specifically requested a current contamination report (less than 12 months old) for the property in its entirety, and are advised a report has not been commissioned.

Surrounding Properties	<ul style="list-style-type: none">• Our visual inspection of the surrounding properties revealed no obvious signs of potentially contaminating uses. Our valuation assumes no contamination issues associated with adjoining properties.
We Are Not Contamination Experts	Unless otherwise stated, we have assumed that the site is free of subsoil asbestos or any elevated levels of contaminants. We have no allowance in our valuation for site remediation works. Our visual inspection is an inconclusive indicator of the actual condition of the site. We make no representation as to the actual environmental status of the subject property. If any testing is undertaken to assess the degree, if any, of contamination of the site and this is found to be positive, this valuation must not be relied upon before first consulting CBRE to reassess any effect on the valuation.
Site Conditions	We do not commission site investigations to determine the suitability of ground conditions and services, nor do we undertake environmental or geotechnical surveys. We have assumed that these aspects are satisfactory and also that the site is clear of underground mineral or other workings, methane gas or other noxious substances.

6 PLANNING

6.1 Current Planning Controls

Local Authority	<ul style="list-style-type: none">• Ryde City Council.
Local Plan	<ul style="list-style-type: none">• Ryde Local Environmental Plan 2014
Zoning	<ul style="list-style-type: none">• E2 Commercial Centre
Zoning Objectives (Item 1)	<ul style="list-style-type: none">• To strengthen the role of the commercial centre as the centre of business, retail, community and cultural activity.• To encourage investment in commercial development that generates employment opportunities and economic growth.• To encourage development that has a high level of accessibility and amenity, particularly for pedestrians.

	<ul style="list-style-type: none"> To enable residential development only if it is consistent with the Council's strategic planning for residential development in the area. To ensure that new development provides diverse and active street frontages to attract pedestrian traffic and to contribute to vibrant, diverse and functional streets and public spaces.
Permitted without consent (Item 2)	<ul style="list-style-type: none"> Home occupations
Permitted with consent (Item 3)	<ul style="list-style-type: none"> Amusement centres; Artisan food and drink industries; Backpackers' accommodation; Building identification signs; Business identification signs; Centre-based child care facilities; Commercial premises; Community facilities; Entertainment facilities; Function centres; Hotel or motel accommodation; Information and education facilities; Light industries; Local distribution premises; Medical centres; Mortuaries; Oyster aquaculture; Passenger transport facilities; Places of public worship; Recreation areas; Recreation facilities (indoor); Recreation facilities (outdoor); Registered clubs; Respite day care centres; Restricted premises; Serviced apartments; Tank-based aquaculture; Vehicle repair stations; Veterinary hospitals; Any other development not specified in item 2 or 4
Prohibited (Item 4)	<ul style="list-style-type: none"> Agriculture; Air transport facilities; Airstrips; Animal boarding or training establishments; Boat building and repair facilities; Boat launching ramps; Boat sheds; Camping grounds; Caravan parks; Cemeteries; Charter and tourism boating facilities; Correctional centres; Crematoria; Depots; Eco-tourist facilities; Electricity generating works; Environmental facilities; Exhibition homes; Exhibition villages; Extractive industries; Farm buildings; Forestry; Freight transport facilities; Heavy industrial storage establishments; Helipads; Highway service centres; Home-based child care; Home occupations (sex services); Industrial training facilities; Industries; Jetties; Marinas; Mooring pens; Moorings; Open cut mining; Port facilities; Recreation facilities (major); Residential accommodation; Resource recovery facilities; Rural industries; Service stations; Sewerage systems; Sex services premises; Signage; Tourist and visitor accommodation;

Transport depots; Truck depots; Vehicle body repair workshops; Waste disposal facilities; Water recreation structures; Water supply systems; Wholesale supplies

Development Controls	<ul style="list-style-type: none"> • FSR: 2:1 to the majority of the site, albeit we note the western portion of the allotment comprises an FSR of 1.5:1. • Height of building limit: 30 metres (southern portion of allotment) 37 metres (northern portion of allotment).
Existing/ Conforming Use:	<ul style="list-style-type: none"> • Based on our inspection of the subject property, we are of the opinion that the current office/warehouse site uses conform with the above noted planning controls.
Heritage	<ul style="list-style-type: none"> • Our online search of Council records did not identify any heritage issues.
Native Title	<ul style="list-style-type: none"> • The subject property is not expected to be subject to native title issues. Searches were not undertaken.
Planning Information	We assume information provided by the relevant responsible authority is current and accurate. We do not commission formal investigations to verify information provided to us.

6.2 Development Application/Approvals

None Known	<ul style="list-style-type: none"> • We have requested but have not been provided with any development applications and/or approvals relating to the subject property.
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7 IMPROVEMENTS

7.1 Aerial



7.2 Property Description

- Site Overview**
- A regular allotment configured over two adjoining titles known legally as Lots 6–7 in Deposited Plan 1043041. Situated at the intersection of Waterloo Road, Collinga Street and Giffnock Avenue, Macquarie Park, the property slopes from north to south and from west to east and is improved with 2 x older style although functional office/warehouse facilities of full height concrete panel construction. Ancillary ground improvements include multiple driveway access points provided to three street frontages, site landscaping and extensive concrete/bitumen sealed hardstand incorporating line-marked car parking provisions.

- The property is currently partly leased to 4 separate tenants generating a net passing income of approximately \$1,200,000 per annum and reflecting a WALE of 0.80 years by income. Given the short WALE, basic nature of improvements and high underlying land value, the highest and best use of the property is deemed to be a development site and, as such, we have conducted our assessment herein on that basis.
- We have provided a sample of photos overleaf from our site inspection of the land.



7.3 Asbestos

Likelihood of Asbestos	<ul style="list-style-type: none"> The principal improvements on the site are estimated to have been completed post 1990, and therefore the material presence of Asbestos Containing Materials is unlikely.
Informal Asbestos Comment	<ul style="list-style-type: none"> We have made enquiries of the owner as to whether any asbestos containing materials exist within the improvements which could be drawn to our attention. To their knowledge none existed. During our inspection of easily accessible portions of the building, we did not observe any evidence to contradict this response.
Formal Asbestos Report	<ul style="list-style-type: none"> We have requested a formal asbestos report, and are advised a current report has not been commissioned. We enquired (refer above) if any asbestos containing materials existed within the improvements which could be drawn to our attention. To their knowledge none existed. During our limited inspection, we did not observe any evidence to contradict this response.
We Are Not Hazardous Material Experts	<p>Unless otherwise noted, we have assumed that the improvements are free of asbestos and hazardous materials, or should these materials be present then they do not pose significant risk to human health, nor require immediate removal. We have made no allowances in our valuation for site remediation works.</p> <p>Our visual inspection is an inconclusive indicator of the actual condition/presence of asbestos/hazardous materials within the property. We make no representation as to the actual status of the subject property. If any testing is undertaken and the presence of any asbestos/hazardous materials on site is found to be positive, this valuation must not be relied upon before first consulting CBRE to reassess the valuation.</p>

7.4 Statutory Assessment

Statutory Assessment	<ul style="list-style-type: none"> As at 1 July 2024 (source: Valuer General): <table> <tr> <td>— Site Value:</td><td>\$42,000,000 (\$2,765 psm)</td></tr> </table> The above is used for calculating the statutory charges / verifying the budgeted statutory charges provided. 	— Site Value:	\$42,000,000 (\$2,765 psm)
— Site Value:	\$42,000,000 (\$2,765 psm)		

8 MARKET COMMENTARY

8.1 Economic Overview

Source: Reserve Bank of Australia

- Global**
- There have been favourable signs on goods price inflation abroad, however services price inflation has remained persistent and the same could occur in Australia. There also remains a high level of uncertainty around the outlook for the Chinese economy and the implications of the conflicts in Ukraine and the Middle East.
- Australia**
- At its December 2024 meeting, the Reserve Bank of Australia Board (RBA) decided to leave the cash rate target unchanged at 4.35 per cent and the interest rate paid on Exchange Settlement balances unchanged at 4.25 per cent.

Underlying inflation remains too high

- Inflation has fallen substantially since the peak in 2022, as higher interest rates have been working to bring aggregate demand and supply closer towards balance. Measures of underlying inflation are around 3½ per cent, which is still some way from the 2.5 per cent midpoint of the inflation target.
- The most recent forecasts published in the November Statement on Monetary Policy (SMP) do not see inflation returning sustainably to the midpoint of the target until 2026. The Board is gaining some confidence that inflationary pressures are declining in line with these recent forecasts, but risks remain.

The outlook remains uncertain (as at Q4 2024).

- While underlying inflation is still high, other recent data on economic activity have been mixed, but on balance softer than expected in November 2024.

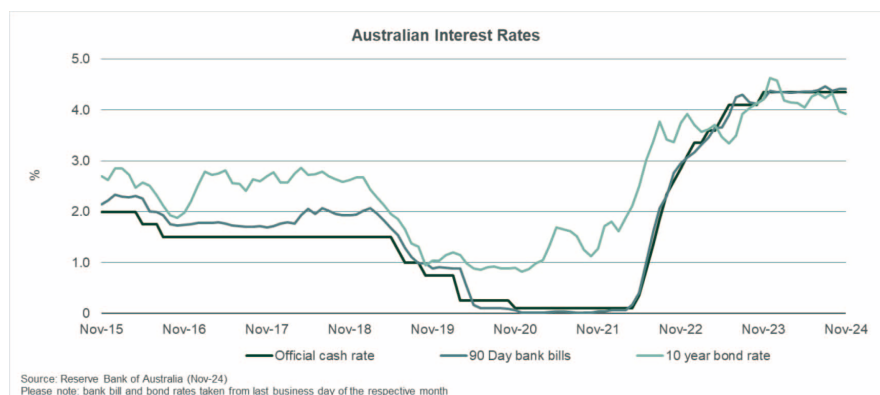
- Growth in output has been weak. National accounts for the September quarter show that the economy grew by only 0.8 per cent over the past year. Outside of the COVID-19 pandemic, this is the slowest pace of growth since the early 1990s. Past declines in real disposable income and the ongoing effect of restrictive financial conditions continued to weigh on household consumption spending, particularly on discretionary items.
- A range of indicators suggest that labour market conditions remain tight; while those conditions have been easing gradually, some indicators have recently stabilised. The unemployment rate was 4.1 per cent in October, up from 3.5 per cent in late 2022. That said, employment grew strongly over the three months to October, the participation rate remains close to record highs, vacancies are still relatively high and average hours worked have stabilised. At the same time, some cyclical labour market indicators, including youth unemployment and underemployment rates, have recently declined.
- Wage pressures have eased more than expected in the November SMP. The rate of wages growth as measured by the Wage Price Index was 3.5 per cent over the year to the September quarter, a step down from the previous quarter, but labour productivity growth remains weak.
- Taking account of recent data, the Board's assessment is that monetary policy remains restrictive and is working as anticipated. Some of the upside risks to inflation appear to have eased and while the level of aggregate demand still appears to be above the economy's supply capacity, that gap continues to close.
- The central projection is for growth in household consumption to increase as income growth rises. September quarter data suggest that both incomes and consumption had recovered a little slower than forecast, but more recent information has suggested a pick-up in consumption in October and November. There is a risk that any pick-up in consumption is slower than expected, resulting in continued subdued output growth and a sharper deterioration in the labour market. More broadly, there are uncertainties regarding the lags in the effect of monetary policy and how firms' pricing decisions and wages will

respond to the slow growth in the economy and weak productivity outcomes at a time of excess demand, and while conditions in the labour market remain tight.

- There remains a high level of uncertainty about the outlook abroad. Most central banks have eased monetary policy as they become more confident that inflation is moving sustainably back towards their respective targets. They note, however, that they are removing only some restrictiveness and remain alert to risks in both directions, namely weaker labour markets and stronger inflation. Geopolitical uncertainties remain pronounced.

Sustainably returning inflation to target is the priority.

- Sustainably returning inflation to target within a reasonable timeframe remains the Board's highest priority. This is consistent with the RBA's mandate for price stability and full employment. To date, longer term inflation expectations have been consistent with the inflation target, and it is important that this remains the case.
- While headline inflation has declined substantially and will remain lower for a time, underlying inflation is more indicative of inflation momentum, and it remains too high. The November SMP forecasts suggest that it will be some time yet before inflation is sustainably in the target range and approaching the midpoint. Recent data on inflation and economic conditions are still consistent with these forecasts, and the Board is gaining some confidence that inflation is moving sustainably towards target.
- The Board will continue to rely upon the data and the evolving assessment of risks to guide its decisions. In doing so, it will pay close attention to developments in the global economy and financial markets, trends in domestic demand, and the outlook for inflation and the labour market. The Board remains resolute in its determination to return inflation to target and will do what is necessary to achieve that outcome.



8.2 Sydney Industrial Market Commentary

Overview

Sydney rental growth ticks up and yields stabilise

- Gross take-up over the quarter has decreased significantly compared to 3Q24, totalling circa 123,000 sqm over 4Q24. The Manufacturing sector dominated total floorspace leased (50%).
- Average vacancy rate rises marginally and remains relatively low at 2.1% (as at 2H24).
- Around one-third of the CY2024 supply pipeline reached completion this quarter, bringing the total new supply for the year to c. 890,000 sqm.
- Rental growth increased over the quarter with super prime net face rents increasing by 2.2%. The y-o-y growth rate stands at 5.8% for average super prime grade assets across for Sydney market). Incentives across all asset grades continue to rise and currently average 16%.
- Average land values over the quarter for all lot sizes have remained relatively flat with ‘infill’ precincts demonstrating the strongest resilience on a y-o-y basis.
- A total of AUD 685 million of investment sales has been recorded in 4Q24, across 23 transactions (for sales \geq AUD 5 million).

- Super prime and prime midpoint yields remain stable over the quarter and stand at 5.5% and 5.6%, respectively.



Demand

Take-up volumes decrease significantly in 4Q24

- Gross take-up decreased significantly in 4Q24 compared to the previous quarter (c. 206,000 sqm in 3Q24), totalling c. 123,000 sqm. This 40% decline in floorspace take-up comes off the back of high take-up volume last quarter and a slowdown in pre-lease and existing deals.
- Notable lease transactions in 4Q24:
 - An existing warehouse leased by Parratech (Outer North West)
 - A pre-lease by Volvo (Outer South West)
 - An existing by Apex Steel (Outer South West).
- Pre-lease transactions made-up just under half of total floorspace leased over the quarter — this is in line with the share recorded in 3Q24. The share of pre-lease deals are expected to remain elevated over the next 12 months due to the amount of new supply expected to complete over 2025–2026, coupled with the fact lease terms are becoming more favourable for occupiers.
- The concentration of lease transactions over the quarter occurred within the Outer North West precinct, accounting for 57% of total take-up (by floorspace), followed by the Outer South West (24%). The Outer North West is expected to continue to dominate leasing volumes as 65% of Sydney's new supply is forecast for the precinct over the next three years.

- Total take-up activity for the CY2024 equates to 504,000 sqm (44% below the 10-year average). Despite demand normalising throughout the year, we expect to see greater leasing activity over the next 12–18 months as incentives have risen materially and occupiers are more likely to commit to new space requirements given a more favourable occupier market.

Manufacturing occupiers dominate the floorspace leased over the quarter

- The concentration of floorspace leased in 4Q24 shifted to occupiers within the Manufacturing sector (50%), followed by the Wholesale Trade Sector (34%).

FIGURE 1: Sydney gross take-up 2014–2024YTD, by precinct

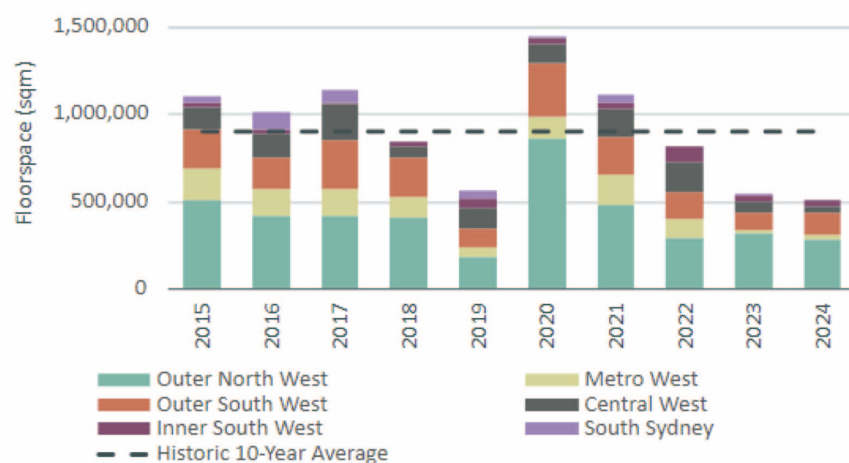
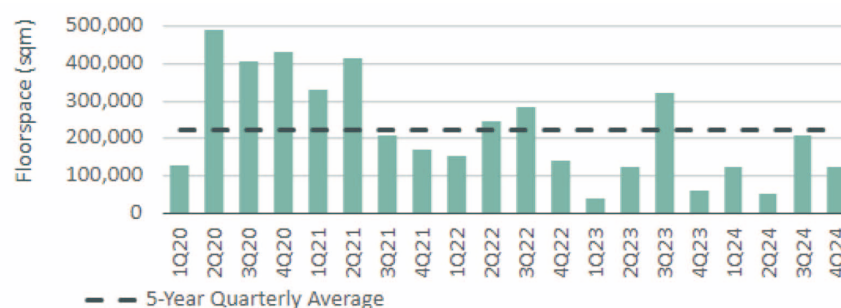


FIGURE 2: Sydney quarterly gross take-up, 4Q21–4Q24

To note: Reflects leasing transactions >5,000 sqm.
Source: CBRE Research Q4 2024

Supply

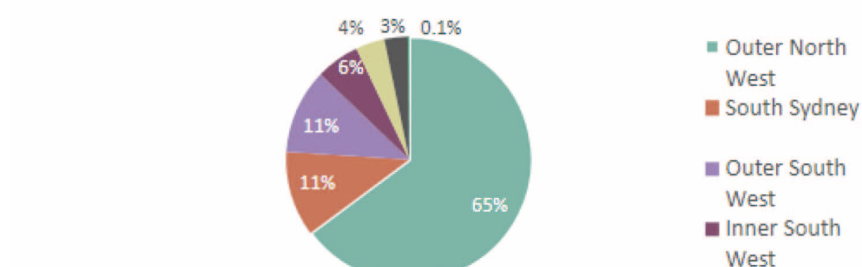
Almost 50% of the 2025 pipeline is pre-committed

- New floorspace added to the market over the quarter totalled c. 281,000 sqm, bringing the CY2024 total to c. 890,000 sqm.
- Project completions over the quarter were concentrated in the Outer North West, accounting for 83% of total new floorspace.
- The CY2025 supply pipeline is anticipated to total c. 930,000 sqm, which is similar to the level completed in CY2024, and is 38% above the 10-year average. Despite higher than average new space expected to complete in 2025, the pre-commitment rate for this pipeline is relatively strong and currently stands at close to 50%.
- All developments due to complete in 2025 are under construction.
- Major projects that reached practical completion in 4Q24 included:
 - Leppington Industrial Estate (33,000 sqm)
 - Warehouse 4C, Oakdale West at Kemps Creek (c. 31,000 sqm)
- Around 220,000 sqm of space is expected to be added to the market over 1Q25. Major projects expected to reach practical completion are:
 - Burley Road Industrial Complex, Horsley Park

- M7 Business hub, Eastern Creek
- Marsden Park industrial
- Given the ongoing challenges of elevated construction costs and high land values, a significant portion of the 2025 pipeline from the previous quarter has now been deferred to 2026 or beyond.

FIGURE 3: Sydney development supply pipeline 2014–2027F

To note: Reflects new projects >5,000 sqm.
Source: CBRE Research Q4 2024

FIGURE 4: Development supply 2025F–2027F floorspace share, by precinct

To note: Reflects new projects >5,000 sqm.
Source: CBRE Research Q4 2024

Leasing Market**Rental growth increases marginally over the quarter**

- Sydney's average super prime and prime rents rose by 2.2% and 1.0% (q-o-q), respectively. On a y-o-y basis, super prime rents increased by 5.8%, while prime and secondary rents grew by 5.1% and 3.3%, respectively.
- Super prime rents in the Metro West precinct saw the highest quarterly growth, up 14.0%, driven by sustained demand for in-fill locations. Incentives remained stable, though "early access" incentives offering rent-free periods were introduced to enhance deal appeal.
- Sydney's vacancy rate increased slightly to 2.1% (as of 2H24). New developments continue to be absorbed by tenants seeking scale and modern functionality. Positive rental growth is expected in select precincts, albeit at a slower rate, due to limited options for appropriately sized and fitted spaces. Average secondary face rents saw the lowest q-o-q growth at 0.9%, followed by prime rents at 1.0%, reflecting demand for super prime modern warehouses.
- Net effective rents decreased slightly across all asset grades in 4Q24, due to increased incentives. Incentives for super prime, prime and secondary grades rose by 1.4 percentage points, now averaging 15%, 16%, and 17%, respectively. This reflects pressure on landlords with older warehouses to compete with the influx of super prime developments. Some in-fill precincts also saw an increase in incentives as occupiers and landlords worked to close deals by year-end.
- We expect rental growth to remain positive throughout 2025, but at more normalized rates. Despite the forecast higher than average supply in 2025 and 2026, pre-committed developments are mitigating downward pressure on rental growth, with incentives becoming a key tool for landlords once existing leases expire. Incentives are expected to rise throughout 2025.

- Average outgoings for all asset grades in 4Q24 increased by 3.7% q-o-q and 20% y-o-y, driven largely by a 9.1% q-o-q rise in 3Q24. Similar trends are expected in the future but with smaller quarterly rises and a sharp increase in 3Q25 due to the increase in surcharge land tax and council rates at 1Q25, which make up two-thirds of outgoings. Tenants absorbing these increases face higher operational costs, which may limit their capacity to tolerate further rent hikes, potentially moderating face rent growth in the market.

FIGURE 5: Average Sydney Net Face Rent Growth y-o-y, by Asset Grade (2014–2024)

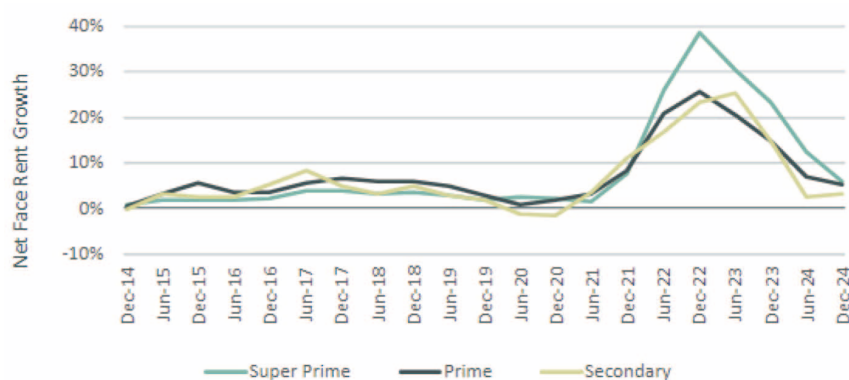
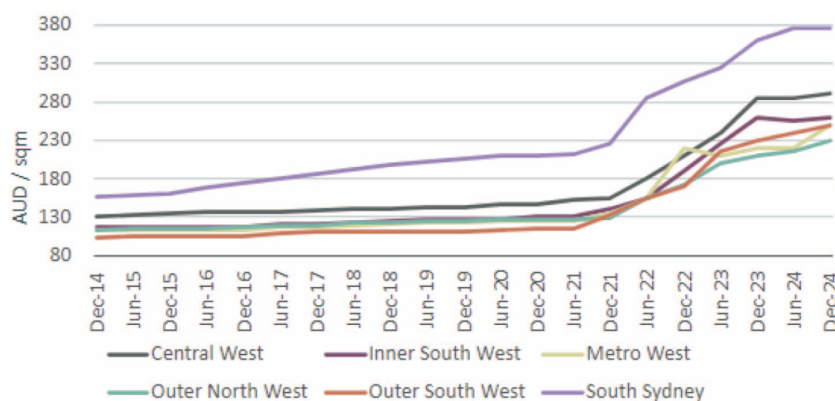


FIGURE 6: Average Super Prime Net Face Rents, by Precinct (2014–2024)



Land Values**Land values show resilience in 2024**

- Demand for all lot sizes of industrial zoned land in Sydney remained relatively flat over the quarter. Average land values for all lot sizes decreased or remained stagnant on a y-o-y basis, except for Metro West 0.25 ha lots and Outer North West 3-5 ha lots that grew by 11% and 4.2%, respectively. There were marginal declines in land values for 0.25 ha lots, 1.6 ha and 3-5 ha lot sizes of -1.1%, -1.7% and -1.2%, respectively.
- Uncertainty around interest rate trends and elevated capital costs have created a cautious environment for institutional investment in industrial land. The rising cost of borrowing has not only increased project financing expenses but also narrowed profit margins, making such investments less appealing in the short term. Furthermore, many investors have adopted a wait-and-see approach, anticipating potential shifts in monetary policy that could create more favourable conditions in 2025. Additionally, the rising pressure on construction costs has further contributed to the hesitation, as it impacts the overall feasibility of new projects.
- Average land values in Metro West and South Sydney were the most resilient in 2024. Metro West saw an 11% y-o-y increase for 0.25 ha lots, while 1.6 ha lots remained stable. South Sydney's values were flat, while other Sydney precincts recorded declines or no change. Growth in these 'infill' markets is driven by their strategic location and strong connectivity to key infrastructure, including major transport corridors and the CBD, with land values more than double those of Outer Western precincts. Metro West has recently benefited from these connectivity advantages due to ongoing infrastructure upgrades, resulting in significant growth in land values, outpacing all other precincts.

FIGURE 7: Average Land Values (0.25 ha lots), by precinct (4Q23 vs. 4Q24)

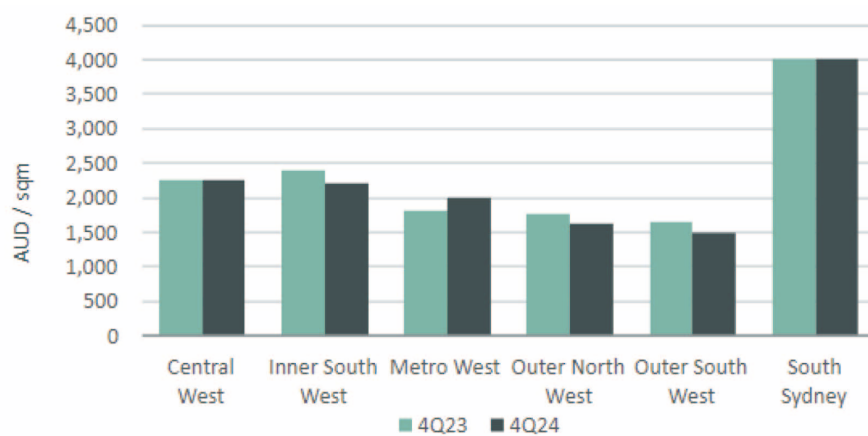
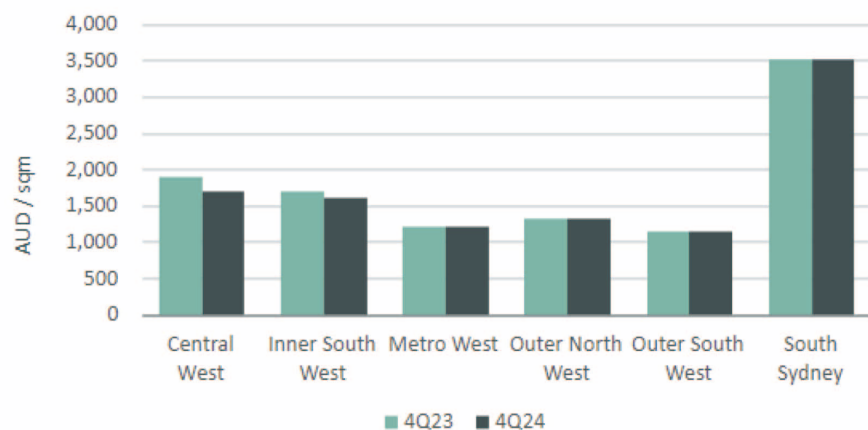


FIGURE 8: Average Land Values (1.6 ha lots), by precinct (4Q23 vs. 4Q24)



Investment Market

Investment sales increase in 4Q24

- A total of AUD 685 million of investment sales were recorded in 4Q24 across 23 transactions (for sales ≥ AUD 5 million). The largest investment transaction was Gateway Capital’s 2–34 Davidson Street, Chullora for AUD 115 million. Other notable transactions include 118–124 Bourke Road, Alexandria acquired by Goodman Group for AUD 76 million and Leda Holdings’ sale of 91 Kurrajong Avenue, Mount Druitt for AUD 50 million.
- Investment Sales over 2024 totalled c. AUD 2.1 billion across more than 100 transactions. Despite this year being 31% lower than the 10-year average of c. AUD 3.1 billion, we expect sales to increase over the next 12–18 months as interest rates are expected to decrease, making financing more accessible.
- Midpoint yields across all asset grades remained unchanged during the quarter, with super prime and prime grade assets continuing to yield 5.46% and 5.63%, respectively. This stability has been underpinned by limited transactional activity and recent deal evidence over 2H24, which has reinforced current yields.

FIGURE 9: Midpoint Yields 4Q20–4Q24, by Precinct

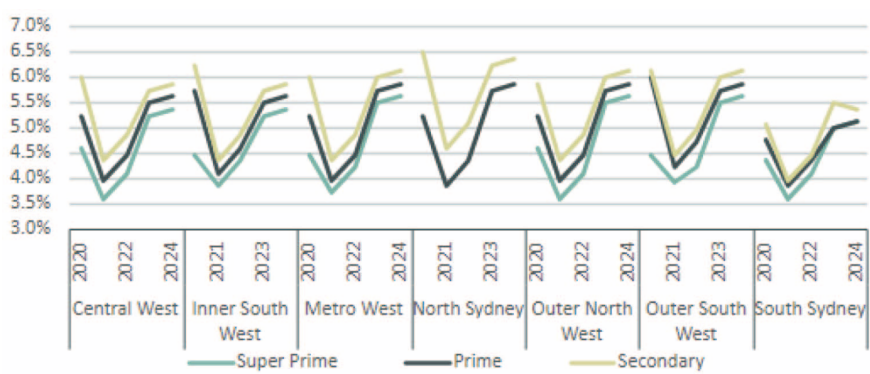
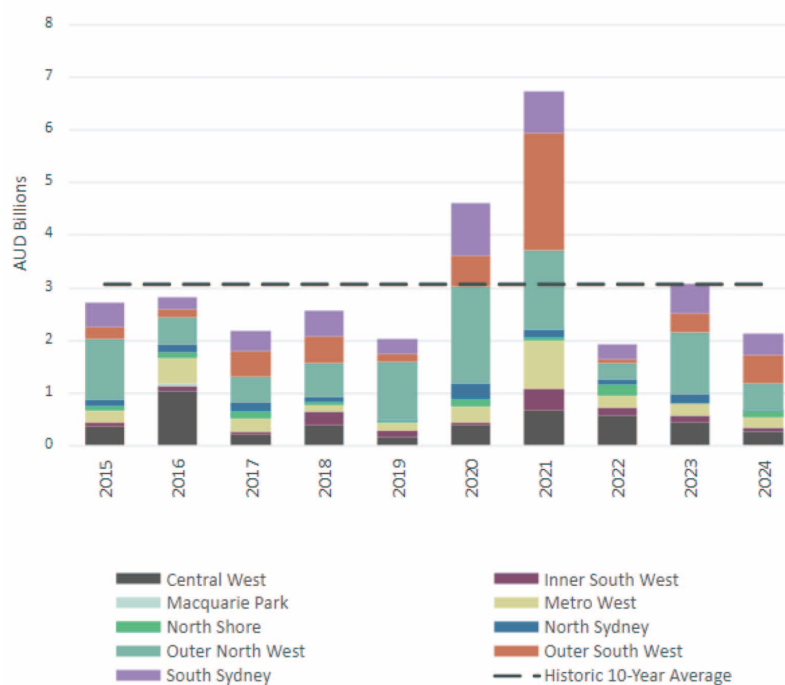


FIGURE 10: Sydney Industrial Investment Sales (greater than AUD 5 million)



To note: Does not include land/development sales.
Source: CBRE Research Q4 2024.

FIGURE 11: Average Sydney Net Face Rents, by Asset Grade (2014–2024)

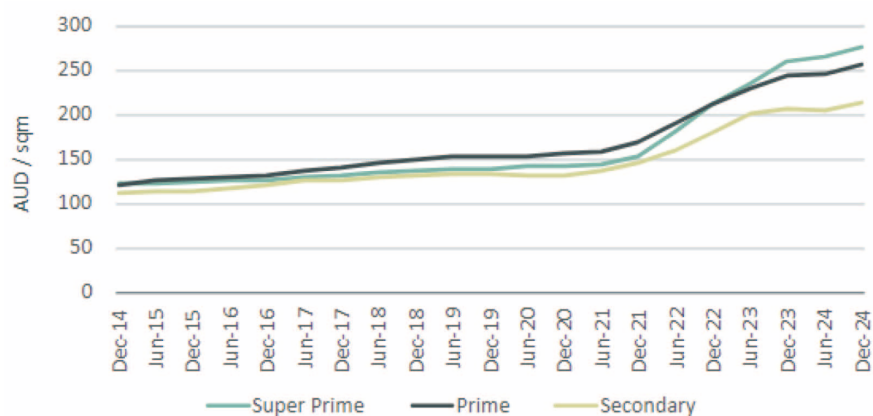


FIGURE 12: Average Sydney Historical Outgoings, 2014–2024 (excludes Strata and Hi-Tech)

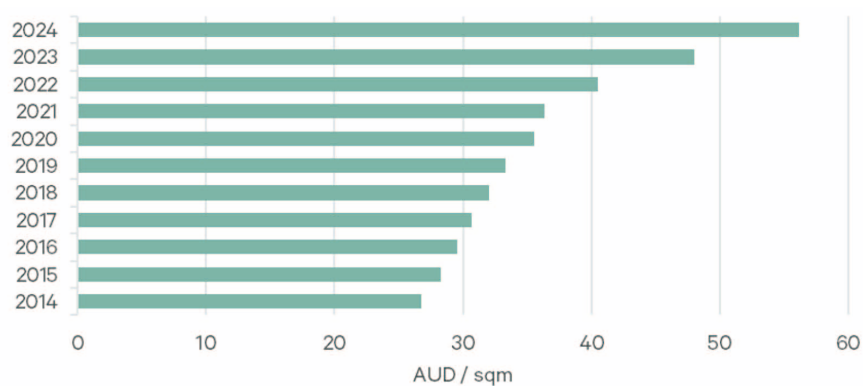


FIGURE 13: Average Sydney Super Prime Rents and Incentives (2014–2024)

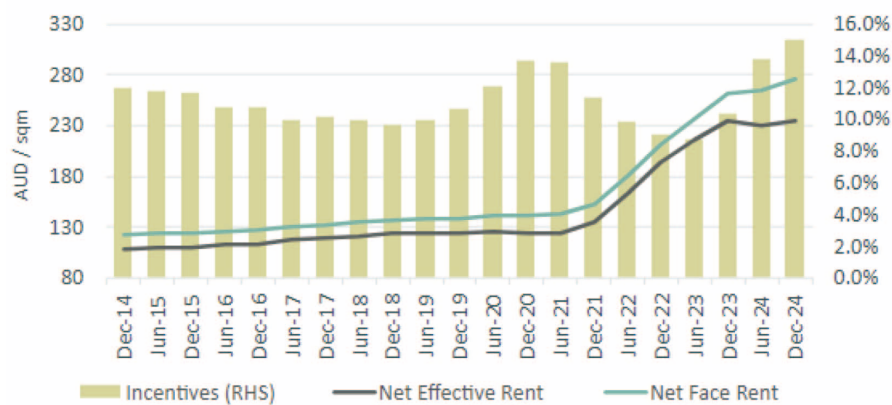


FIGURE 14: Midpoint Sydney Yields, by asset grade (2014–2024)

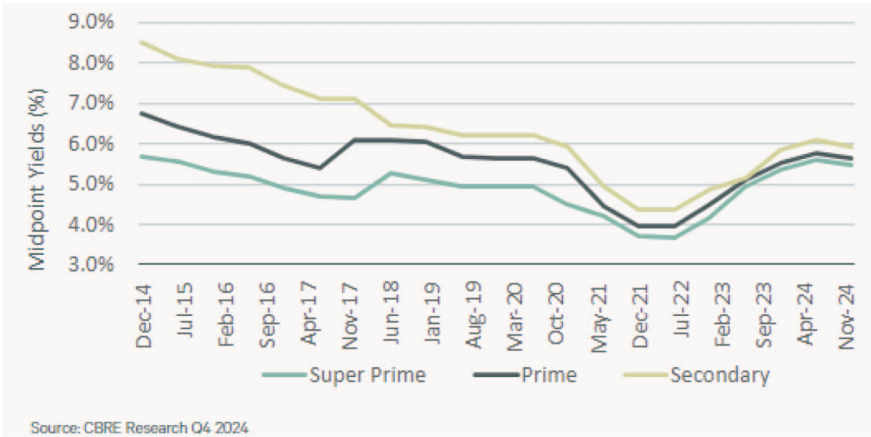


FIGURE 15: Average Land Values (0.25 ha lots), by Precinct (2014–2024)

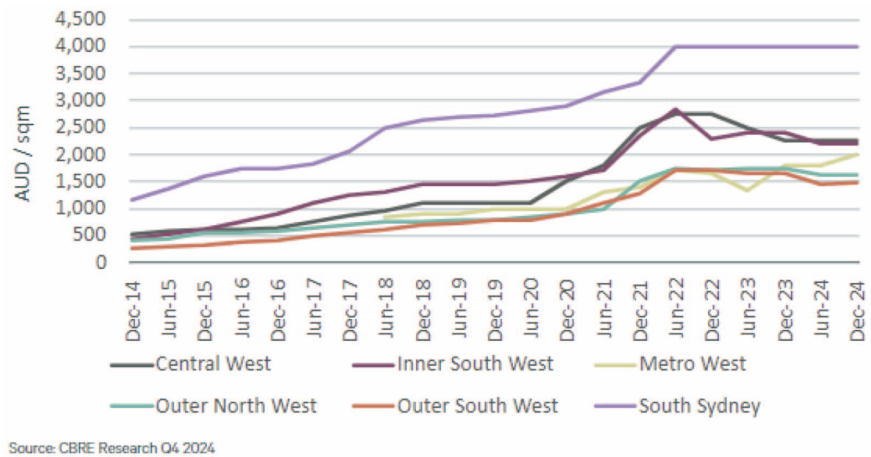
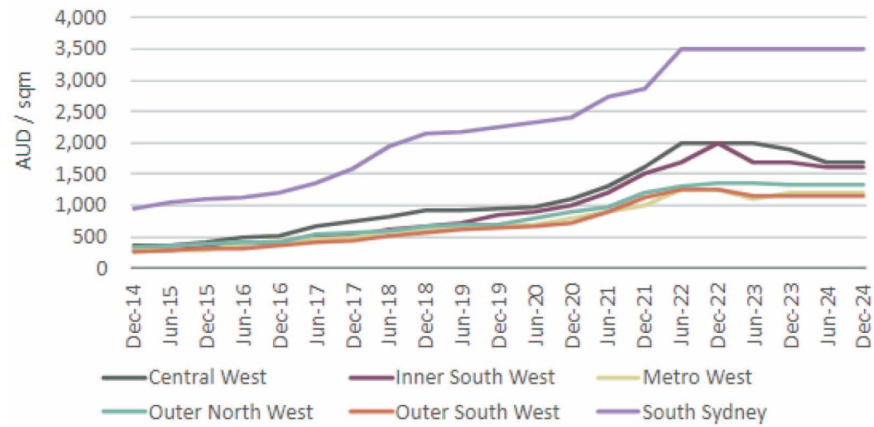
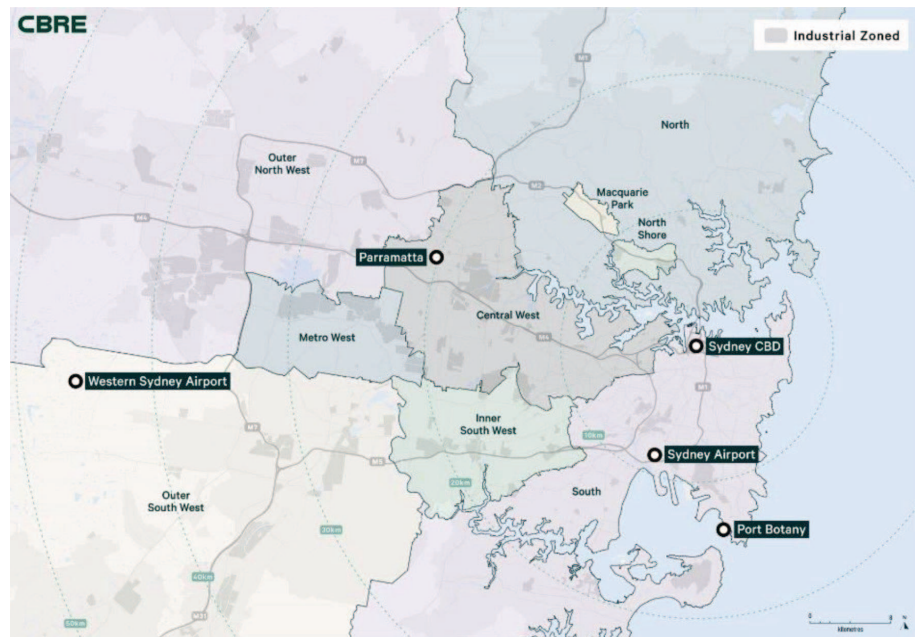


FIGURE 16: Average Land Values (1.6 ha lots), by Precinct (2014–2024)



Market Area Overview



Definitions

- **Super Prime:** Less than 6 years old, height clearance between 13.7m and 14.6m. Buildings showcasing design excellence with combination of ESFR sprinklers and docks/on-grade doors, as well as strong truck articulation for loading/unloading.
- **Prime:** Generally, between 6 and 15 years old, height clearance over 10m and up to 13.7m.
- **Secondary:** Buildings that are older style but still very functional, height clearance in the ranges of 8–11m, over 15 years old.

9 SALES EVIDENCE

9.1 Sales Evidence

- Overview**
- We have had regard to recent sales transactions of comparable properties within the immediate and surrounding areas. Transactions that we have considered as a guide to the investment parameters applicable to the subject are summarised below.

Property	Sale Date	Purchaser	Sale Price	Zoning	Land Area (sqm)	Potential GFA (sqm)	\$psm	
							Land Area	Potential GFA
14 Campbell Street Artarmon	Jan 22	Goodman	\$90,050,000	E4 General Industrial	14,006	21,009	\$6,429	\$4,286

Comments: Arranged over five contiguous titles, the property comprises an older style television production facility known as Studio 26. Situated at the southern intersection of Lanceley Place and Campbell Street, at Artarmon, the property is regular in nature, slopes from west to east and comprises various industrial warehouses, office components and car parking facilities. Zoned IN1 General Industrial under the Willoughby LEP 2012, the property benefits from a maximum potential FSR of 1.5:1 together with excellent access to Pacific Highway, the M2 Motorway and St Leonard's Train Station. The property was sold via an on-market expressions of interest campaign and was purchased by Goodman subject to a 12-month settlement period. Vendor was Australian Broadcasting Corporation.

Comparison: A similar sized allotment comprising superior configuration characteristics albeit inferior topography characteristics relative to the subject. Superior locational characteristics, inferior underlying land zoning. Overall, considered to reflect a higher rate/sqm on underlying land area and potential GFA than applicable to the subject given the superior property location.

Property	Sale Date	Purchaser	Sale Price	Zoning	\$psm			
					Land Area (sqm)	Potential GFA (sqm)	\$psm Land Area	Potential GFA
28-30 Burrows Road St Peters	May 22	Logos	\$36,000,000	E4 General Industrial	7,961	11,942	\$4,522	\$3,015

Comments: Comprises a regular shaped allotment arranged over two titles, with land area from 3,914m² to 8,094m², situated on the southern alignment of Burrows Road, approximately 120 meters east of its intersection with Campbell Road, St Peters. At the time of sale, the property comprised predominately bitumen sealed hardstand, improved with two older-style warehouses, zoned IN1 General Industrial under Sydney LEP 2012, permitting an FSR of 1.5:1. We understand the purchaser attained the site due to a pre-lease agreement with Qantas to develop a purpose built Qantas Training Facility on a long term lease comprising a total GLA of approximately 6,919sqm upon completion.

Comparison: A smaller allotment comprising broadly comparable configuration and topography characteristics to the subject. Superior locational characteristics, inferior underlying land zoning and access/exposure characteristics. Overall, considered to reflect a lower rate/sqm on underlying land area than applicable to the subject given the inferior underlying land zoning and access/exposure characteristics. Considered to reflect a higher rate/sqm on potential GFA given differing economies of scale and the superior property location.

269 Lane Cove Road Macquarie Park	Nov 22	NextDC Limited	\$95,000,000	E2 Commercial Centre	22,500	50,700	\$4,222	\$1,874
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Comments: Comprises a mostly regular allotment situated on the south-eastern alignment of Lane Cove Road, and also benefiting from a secondary frontage to Waterloo Road and immediate access to Macquarie Park Metro Station, within the well-sought north-western Sydney business park locality of Macquarie Park. The property slopes gradually from south to north and, at the time of sale, was improved with 2 x older style commercial buildings albeit was purchased for its underlying land value given the incoming purchasers intention to re-develop the site to accommodate a data centre. Zoned B3 Commercial Core under the Ryde LEP 2014 permitting a FSR ranging from 2:1 to 3:1 and height of building limit ranging from 9.5 metres to 44.5 metres.

Comparison: A larger allotment of inferior configuration situated within proximity of the subject. Comparable underlying land zoning and topography characteristics. Overall, considered to reflect a lower rate/sqm on underlying land area than applicable to the subject given differing economies of scale and the inferior configuration characteristics.

Property	Sale Date	Purchaser	Sale Price	Zoning	\$psm			
					Land Area (sqm)	Potential GFA (sqm)	\$psm Land Area	Potential GFA
9-13 O’Riordan Street Alexandria	Mar 23	Undisclosed	\$78,000,000	E3 Productivity Support	9,022	37,441	\$8,646	\$2,083

Comments: An irregular, mostly level allotment situated on the north-western alignment of O'Riordan Street, approximately 150 metres south of its intersection with Wyndham Street and Green Square Train Station, Alexandria. At the time of sale, the property was improved with a modern office/warehouse estate comprising three adjoining strata units of full height concrete panel construction providing a total lettable area of 7,530sqm leased to an ASX listed tenant on a 2-year term generating \$4,680,000 per annum. Zoned E3 Productivity Support under the Sydney LEP 2012 permitting a 33-metre height of building limit and 37,441sqm of potential GFA.

Comparison: A superior located allotment of a smaller scale and inferior configuration relative to the subject. Comparable topography characteristics, superior existing improvements and underlying zoning controls. Overall, considered to reflect a higher rate/sqm on underlying land area than applicable to the subject given the superior property location and the superior underlying zoning controls.

57-83 Church Street Parramatta	Mar 23	JQZ	\$110,000,000	MU1 Mixed Use	13,608	97,757	\$8,083	\$1,125
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Comments: The property comprises five allotments across three detached sites, each of which are broadly irregular in configuration and sold subject to vacant possession. As at the date of sale, 'Site 1' (83 Church Street) presented as a mostly cleared allotment with large hardstand and a single level office development with amenities building. 'Site 2' (63 Church Street) presented with an older style three (3) storey commercial development of concrete tilt-up construction as well as a two-storey car workshop and warehouse building. 'Site 3' (57 Church Street) presented with a small older style single level showroom and hardstand/car parking area. All properties were vacant at the time of sale.

'Site 1' and 'Site 2' are each zoned partially MU1 Mixed Use and E2 Commercial Centre, while 'Site 3' is zoned wholly RE1 Public Recreation under Parramatta Local Environmental Plan 2023. Key planning controls include a Height of Building Limit ranging between 36 metres to 118 metres and 7.2:1 FSR to 'Site 1'; as well as a Height of Building Limit ranging between 36 metres to 90 metres and FSR of 6.4:1 to 'Site 2'. There are no prescribed planning controls to 'Site 3'. The property sold with DA Approval, as summarised below:

- Site 1 carries approval for the demolition of existing improvements and construction of a 10-storey hotel containing 275 rooms and associated activities fronting Church Street, two residential towers (20 storey and 40 storey respectively) containing a total of 538 apartments over two storeys of a retail/commercial podium located at the rear of the site.

- Site 2 carries approval for the demolition of existing improvements and construction of 235 residential apartments across a 22-storey building and 1 storey commercial building which extends to 15,692sqm of commercial GFA and 536sqm of retail GFA.
- Site 3 carries approval for the demolition, consolidation of lots and carrying out of works to the site for the purposes of a park. Site 3 is to be dedicate as a public park.

In summary, the total proposed residential GFA is in the order of 58,656sqm and the total proposed retail/hotel/commercial GFA is in the order of 39,101sqm. This reflects a total approved GFA of 97,757sqm. We understand the site possesses approval for 773 residential apartments and that as at the date of sale, the project had 153 residential pre-sales in Building D of Site 1.

Transaction reflects a sale price of \$92,593 per unit.

Comparison: An amalgamated land holding of a smaller scale relative to the subject. Benefits from superior locational characteristics/underlying zoning controls and sold with a secured development consent and apartment pre-sales in place. Overall, considered to reflect a higher rate/sqm on underlying land area than applicable to the subject given the superior property location, underlying zoning controls and benefit of secure development consent/apartment pre-sales in place.

Property	Sale Date	Purchaser	Sale Price	Zoning	\$psm			
					Land Area (sqm)	Potential GFA (sqm)	\$psm Land Area	Potential GFA
888 Bourke Street Zetland	May 23	Greystar	\$79,200,000	MU1 Mixed Use	7,070	10,605	\$11,202	\$7,468

Comments: An irregular allotment situated at the southern intersection of O'Dea Avenue and Bourke Street, Zetland, approximately 600 metres north of Green Square Train Station. At the time of sale, the property was devoid of improvements with preliminary foundation work having commenced on a 182-apartment project and was purchased by build to rent developer Greystar. Vendor was Toplace.

Comparison: A superior located allotment of a smaller scale comprising inferior configuration characteristics albeit superior topography characteristics relative to the subject. Sold with the benefit of a secured development consent in place. Overall, considered to reflect a higher rate/sqm on underlying land area and potential GFA to the subject given differing economies of scale, the superior property location and the secured development consent in place.

Property	Sale Date	Purchaser	Sale Price	Zoning	Land Area	Potential	\$psm	Potential
					(sqm)	GFA (sqm)	Land Area	GFA
Kings Bay Village 129-153	Aug 23	Deicorp	\$260,000,000	MU1 Mixed Use	31,200	90,000*	\$8,333*	\$2,889*
Parramatta Road & 53-75			*Estimated			*Approx.	*Approx	*Approx
Queens Road Five Dock								

Comments: Comprises a generally level and regular allotment situated at the intersection of Queens Road, Harris Road and Parramatta Road, at Five Dock. The property is zoned MU1 Mixed Use under the Canada Bay Local Environmental Plan 2013 and, at the time of sale, was improved with older style albeit functional industrial facilities leased to various tenancies including car yards, a bottle recycling centre and a fire protection equipment supplier, amongst other businesses. The property was sold by the Dodaro and Drivas families and was purchased by Deicorp with a preliminary scheme in place for four residential towers together with a five-level podium incorporating offices and retail providing a total gross floor area of approximately 93,618sqm.

Comparison: A larger allotment comprising comparable configuration characteristics albeit superior topography characteristics relative to the subject. Superior locational characteristics and underlying zoning controls. Overall, considered to reflect a higher rate/sqm on underlying land area and potential GFA than applicable to the subject given the superior property location and the superior underlying zoning controls.

132 Wentworth Avenue	Sep 23	Ausgrid	\$61,000,000	E4 General Industrial	18,500	18,500	\$3,297	\$3,297
Banksmeadow								

Comments: An irregular allotment comprising predominately concrete sealed hardstand accommodation together with an older style office/warehouse facility of approximately 7,000sqm (~38% site coverage ratio). The property falls naturally from east to west albeit has been cut and filled to provide a mostly level building and hardstand platform, and is situated at the intersection of Wentworth Avenue, Corish Circle and Wight Street, Banksmeadow. The site is fully secured by perimeter fencing with access available via 2 x concrete crossover driveways positioned of Wight Street and was sold off market by Colliers International. Purchaser was Ausgrid. Vendor was Leda Holdings.

Comparison: A slightly larger allotment comprising inferior configuration characteristics albeit comparable topography characteristics to the subject. Superior locational characteristics, inferior underlying zoning controls. Overall, considered to reflect a lower rate/sqm on underlying land area than applicable to the subject given the inferior configuration characteristics and inferior underlying zoning controls. Considered to reflect a higher rate/sqm on potential GFA given the superior property location.

					\$psm			
					Land Area	Potential	\$psm	Potential
Property	Sale Date	Purchaser	Sale Price	Zoning	(sqm)	GFA (sqm)	Land Area	GFA
27-31 Doody Street Alexandria	Nov 23	Mitsis Property/ GAW Capital Partners	\$70,000,000	E3 Productivity Support	12,150	18,225	\$5,761	\$3,841

Comments: Comprises a generally regular and level allotment situated on the southern alignment of Doody Street, between O’Riordan Street and Ralph Street, within the southern Sydney industrial locality of Alexandria. The property is improved with a four-level office positioned to the Doody Street frontage together with a free-standing warehouse comprising a combination of low, medium and high internal clearance situated to the rear. The improvements are approaching the end of their economic life and are considered of nominal value, extending to a total lettable area of approximately 4,468sqm (36.8% site coverage ratio). The remainder of the site comprises concrete sealed hardstand accommodation and general site landscaping, with access provided via a single dual width concrete cross-over driveway positioned off Doody Street.

The property was purchased off market by Mitsis Property/GAW Capital Partners who intend to re-develop the site to accommodate multi-level warehousing incorporating ground floor showroom, storage, and office accommodation.

Comparison: A smaller allotment comprising inferior configuration characteristics albeit comparable topography characteristics relative to the subject. Superior locational characteristics, comparable underlying zoning controls. Overall, considered to reflect a higher rate/sqm on underlying land area and potential GFA than applicable to the subject given the superior property location.

75 Mary Street St Peters	Dec 23	P75 Investments Pty Ltd	\$65,000,000	MU1 Mixed Use	15,250	32,788	\$4,262	\$1,982
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Comments: An irregular allotment situated at the intersection of Mary Street, Edith Street and Roberts Street, St Peters. The property slopes gradually from north to south and, at the time of sale, was improved with extensive older style albeit functional commercial/industrial improvements providing the benefit of holding income. The property was sold off-market by CBRE with a DA approval in place for 200 Build to Rent apartments and 15,000sqm of office, totalling 31,246sqm of approved GFA. 6-month settlement.

Comparison: A similar sized allotment of inferior configuration situated in a an inferior commercial/industrial locality. Inferior existing improvements and access/exposure characteristics, superior underlying zoning controls. Overall, considered to reflect a lower rate/sqm on underling land area and potential GFA than applicable to the subject given the inferior property location, configuration characteristics and existing improvements.

Property	Sale Date	Purchaser	Sale Price	Zoning	\$psm			
					Land Area (sqm)	Potential GFA (sqm)	\$psm Land Area	Potential GFA
43 Hotham Parade Artarmon	Apr 24	Suttons	\$40,000,000	E4 General Industrial	3,948	3,948	\$10,132	\$10,132

Comments: An irregular allotment of approximately 3,948sqm located on the northern alignment of Hotham Parade, approximately 200 metres west of its intersection with Pacific Highway, Artarmon. The property slopes gradually from south to north and from west to east and is improved with a substantial industrial facility historically operating as an automotive service centre. Ancillary ground improvements include 2 x concrete crossover driveways, basic site landscaping and a concrete sealed hardstand envelope positioned to the eastern corner of the site. The property is zoned E4 General Industrial under the Willoughby Local Environmental Plan 2012 permitting an FSR of 1:1 and was purchased off market by Suttons for owner occupation.

Comparison: A smaller allotment of inferior configuration situated in a superior commercial/industrial locality. Superior existing improvements, comparable topography characteristics. Inferior underlying zoning controls and access/exposure characteristics. Overall, considered to reflect a higher rate/sqm on underlying land area and potential GFA than applicable to the subject given differing economies of scale, the superior property location and the superior existing improvements.

20-26 Bourke Road Alexandria	Apr 24	City West Housing Pty Limited	\$24,500,000	E3 Productivity Support	3,307	13,724	\$7,409	\$1,785
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Comments: A regular allotment configured over four contiguous titles and situated on the southern alignment of Bourke Road, approximately 140 metres west of its intersection with Wyndham Street, Alexandria. The property is generally level in nature and features older style although functional improvements utilised for light industrial purposes and is zoned E3 Productivity Support under the Sydney Local Environmental Plan 2012 permitting a FSR of 4.15:1 and 45 height of building limit.

Comparison: A smaller allotment of comparable configuration situated in a superior commercial/industrial locality. Superior topography characteristics and underlying zoning controls, comparable topography characteristics. Inferior access/exposure characteristics. Overall, considered to reflect a higher rate/sqm on underlying land area than applicable to the subject given the superior property location, topography characteristics and underlying zoning controls. Considered to reflect a lower rate/sqm on potential GFA than applicable to the subject given the differing underlying zoning controls.

Property	Sale Date	Purchaser	Sale Price	Zoning	\$psm			
					Land Area (sqm)	Potential GFA (sqm)	\$psm Land Area	Potential GFA
26 Smith Street Chatswood	May 24	Kennards Self Storage	\$23,050,000	E4 General Industrial	5,644	11,288	\$4,084	\$2,042

Comments: An irregular, battle-axe shaped allotment situated on the southern alignment of Smith Street, approximately 100 metres west of its intersection with Eastern Valley Way, within the well-sought commercial/industrial precinct of Chatswood. The property is improved with a 5-storey commercial office building comprising a GLA of 5,269sm, 2.0-star NABERS Energy Rating, ceiling heights ranging from 4.5 metres to 7 metres and a loading dock which was previously utilised as a data centre/disaster recovery centre by Westpac. The property is zoned E4 General Industrial under the Willoughby Local Environmental Plan 2012 providing an uplifted FSR of 2:1 and was purchased by Kennards Self Storage who plan to re-purpose the building and owner occupy.

Comparison: A smaller allotment of inferior configuration situated in a well-sought northern Sydney commercial/industrial locality considered of reasonable comparison to the subject. Inferior access/exposure characteristics, comparable existing improvements, topography characteristics and underlying zoning controls. Overall, considered to reflect a lower rate/sqm on underlying land area and potential GFA to the subject given the inferior property configuration and the inferior access/exposure characteristics.

263 King Street Mascot	May 24	Goodman	\$72,000,000	E3 Productivity Support	12,500	37,500	\$5,760	\$1,920
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Comments: Comprises an irregular allotment situated on the northern alignment of King Street, approximately 100 metres east of its intersection with O’Riordan Street, within the well-sought southern Sydney commercial/industrial precinct of Mascot. The property is generally level in nature and, at the time of sale, was improved with an older style office and warehouse facility of approximately 6,431sqm (51.4% site coverage ratio) generating a net passing rent of \$1,065,600 per annum with a short WALE of 0.50 years. The property was purchased by Goodman for its underlying land value given their intention to re-develop the site to accommodate a modern industrial and logistics development in accordance with adjoining landholdings. Zoned E3 Productivity Support under the Bayside LEP 2021 permitting an FSR of 3:1 and 22 metre height of building limit.

Comparison: A similar sized allotment comprising inferior configuration characteristics albeit superior topography characteristics relative to the subject. Superior locational characteristics and underlying zoning controls. Inferior access/exposure characteristics and existing improvements. Overall, considered to reflect a higher rate/sqm on underlying land area than applicable to the subject given the superior property location, topography characteristics and underlying zoning controls. Considered to reflect a lower rate/sqm on potential GFA given the inferior configuration characteristics and differing underlying zoning controls.

Property	Sale Date	Purchaser	Sale Price	Zoning	\$psm			
					Land Area (sqm)	Potential GFA (sqm)	\$psm Land Area	Potential GFA
247 King Street Mascot	May 24	Goodman	\$75,000,000	E3 Productivity Support	13,684	41,052	\$5,481	\$1,827

Comments: Comprises a functional office/warehouse business park originally constructed circa 1980s and subsequently refurbished circa 2003. Situated on the northern alignment of King Street, approximately 200 metres east of its intersection with O’Riordan Street, at Mascot, the estate comprises two free-standing buildings providing a total GLA of approximately 10,536sqm currently configured to accommodate 11 separate tenancy areas ranging in size from 78sqm to 3,277sqm. Ancillary ground improvements include 3 x concrete sealed driveways, basic site landscaping, on-grade and roof-top car parking and reasonable concrete sealed hardstand accommodation.

As at the date of sale, we are advised that the property was generating a net passing income of \$1,927,500 per annum and had a short WALE of 0.30. The property was purchased by Goodman for its underlying land value given their intention to re-develop the site to accommodate a modern industrial and logistics development in accordance with adjoining landholdings.

Comparison: A similar sized allotment comprising comparable configuration characteristics albeit superior topography characteristics relative to the subject. Superior locational characteristics and underlying zoning controls. Inferior access/exposure characteristics and existing improvements. Overall, considered to reflect a higher rate/sqm on underlying land area than applicable to the subject given the superior property location, topography characteristics and underlying zoning controls. Considered to reflect a lower rate/sqm on potential GFA given differing underlying zoning controls.

Indicative Rates • The sales analysis indicates capital value rates ranging between \$3,297 psm to \$11,202 psm of underlying site area and \$1,125 psm to \$10,132 psm of potential GFA. Not all of the sales are considered to be directly comparable, however they do provide a range of evidence and set the parameters upon which we have based our assessment of value of the subject property.

9.2 Sales Evidence Comment

- Overview**
- These sales demonstrate investment activity during the last 36 months. Not all of the sales are considered to be directly comparable, however they do provide a range of evidence and set the parameters upon which we have based our assessment of value of the subject property.
- Rates Adopted**
- With regard to the subject allotment, we have particularly taken note of the following:
 - The location of the subject lot and access to major infrastructure;
 - The topography, size and shape of the allotment;
 - The underlying demand for development sites in the area;
 - Competing stock of commercial zoned land within Macquarie Park and surrounding localities; and
 - Prevailing market conditions.
 - Considering the characteristics of the subject allotment relative to the evidence above, we have adopted a direct comparison range as follows:
 - **\$5,100 psm to \$5,300 psm** of total site area.
 - **\$2,500 psm to \$2,700 psm** of potential GFA.
 - We note that whilst we have had regard to the transactions above, appropriate adjustments have also been made based on our experience and opinion in determining the drivers of market value that have been applied to the subject property.
 - Our opinion has been formed from our regular discussions with a variety of market participants, including but not limited to senior sales operatives, intending purchasers/developers, financiers and industry analysts in light of prevailing market sentiment.

9.3 Concluded Investment Parameters

Summary

- In considering the above evidence in comparison to the subject, we have been mindful of the above key comparability issues and the individual characteristics of each sale property in comparison to the subject.

Rates Adopted

- Based upon our analysis, we have adopted the following direct comparison ranges on a rate per square metre of the subject property:

Total Site Area

— Lower Direct Comparison Range: **\$5,100** per sqm;

— Upper Direct Comparison Range: **\$5,300** per sqm.

Potential GFA

— Lower Direct Comparison Range: **\$2,500** per sqm;

— Upper Direct Comparison Range: **\$2,700** per sqm.

- The reliant party should also keep in mind that we consider the current strength of both the development site and general industrial/commercial markets to be putting pressure on development feasibilities. Many recent sales of development sites may have been sold with development proposals that represent profit margins that are below long-term historical market expectations further adding to potential future value volatility. As experienced in past market cycles, land values can undergo rapid and significant price corrections. This inherent risk should be given careful consideration in any lending decisions.

10 VALUATION METHODOLOGY

10.1 Introduction

- Overview**
- In arriving at our opinion of value, we have employed industry recognised valuation methodologies. We have considered relevant general and economic factors and in particular have investigated recent sales transactions of comparable properties (as previously detailed).
- Valuation Approaches**
- Direct Comparison.
 - We have relied solely on the direct comparison approach to derive the 'As Is' value of the subject property in accordance with our instructions.

10.2 Direct Comparison — 'As Is' Vacant Land

- Overview**
- The market evidence detailed earlier has been compared with the subject property.
 - Sales have been analysed on a rate per square metre of land area basis and potential GFA basis.
 - Our direct comparison analysis for the subject property is summarised below.

DIRECT COMPARISON APPROACH

Total Site Area (sqm)		15,189
Potential GFA		30,378
Direct Comparison — Total Site Area		
Value Rate Range	\$5,100	\$77,463,900
	\$5,200	\$78,982,800
	\$5,300	\$80,501,700
Direct Comparison — Potential GFA		
Value Rate Range	\$2,500	\$75,945,000
	\$2,600	\$78,982,800
	\$2,700	\$82,020,600
Less		
Demolition allowance @ \$150 psm	<u>\$1,431,226</u>	
DIRECT COMPARISON — ASSESSED VALUE		\$77,500,000
Rate \$psm Total Site Area		\$5,102
Rate \$psm Potential GFA		\$2,551

11 ADDITIONAL REPORTING REQUIREMENTS**11.1 IFRS Requirements**

International Financial Reporting Standards	•	Total Outstanding Incentives:
	—	Nil.
	•	Selling Costs:
	—	Our valuation excludes any selling costs associated with disposing of the property.
	•	Income Support Arrangements:
	—	There are no income support arrangements associated with the subject property.

11.2 Future Value Prospects

Future Value Prospects	•	Refer to our SWOT Analysis and Risk Assessment for key issues which may affect the value of the subject property in the short to medium term.
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11.3 Net Realisation

Net Realisation	•	The current assessed market value less selling costs is summarised as follows:
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NET REALISATION

Assessed Market Value		\$77,500,000
Less Agent's Fees @ 1.00%	\$775,000	
Legal Fees @ 0.10%	\$77,500	
	<hr/>	
Total Disposal Costs @ 1.10%		\$852,500
Net Realisation Value		<u><u>\$76,647,500</u></u>

12 QUALIFICATIONS

The report must be read in accordance with and subject to the following qualifications:

Reliance

For the avoidance of doubt, nothing in this valuation report will constitute any legal recommendation or advice in relation to investment, or an offer or solicitation for the purpose of or for sale of any securities, financial instrument or products or other services. CBRE are not liable to any purchasers and/or investors in their own decisions in relation to any purchasing or investments from the services provided.

Market Movement

Values vary from time to time in response to changing market circumstances. The valuation is based on available information as at the date of valuation. No warranty can be given as to the maintenance of this value into the future. Therefore, it should be reviewed periodically.

Extent of Investigations

We are not engaged to carry out all possible investigations in relation to the property. Where in our report we identify certain limitations to our investigations, this is to enable the Reliant Party to instruct further investigations where considered appropriate or where we recommend as necessary prior to Reliance. CBRE is not liable for any loss occasioned by a decision not to conduct further investigations.

Assumptions

Assumptions are a necessary part of undertaking valuations. CBRE adopts assumptions for the purpose of providing valuation advice because some matters are not capable of accurate calculation or fall outside the scope of our expertise, or our instructions. Assumptions adopted by CBRE will be formulated on the basis that they could reasonably be expected from a professional and experienced valuer. The Reliant Party accepts that the valuation contains certain specific assumptions, and acknowledges and accepts the risk that if any of the assumptions adopted in the valuation are incorrect, then this may have an effect on the valuation.

Information Supplied By Others

This document contains information which is derived from other sources. Where this information is provided by experts and experienced professionals, we have relied upon the expertise of such experts and by necessity we have relied upon the information provided being accurate, whether prepared specifically for valuation purposes or not. Unless otherwise specifically instructed by you, we have not independently verified that information, nor adopted it as our own. Notwithstanding the above, we have reviewed the provided information to the extent that such a review would be reasonably expected from a professional and experienced valuer having regard to normal industry practice undertaking a similar valuation/consultancy service. The Reliant Party acknowledges that the valuer is not a specialist in the areas from which the expert information is derived and accepts the risk that if any of the information/advice provided by others and referred to in the valuation is incorrect, then this may have an effect on the valuation.

Future Matters

To the extent that the valuation includes any statement as to a future matter, that statement is provided as an estimate and/or opinion based on the information known to CBRE at the date of this document. CBRE does not warrant that such statements are accurate or correct.

Industry Practice

Subject to the assumptions and qualifications detailed within, this valuation report is issued in accordance with the Australian Property Institute Valuation and Property Standards (ISBN 0-9975414-0-1) and International Valuation Standards (ISBN 978-0-9931513-3-3-0). Where these are at variance, the assumptions and qualifications included within this valuation report will prevail generally, and the International Valuations Standards will prevail over the Australian Property Institute Valuation and Property Standards.

A. VALUATION TERMINOLOGY & DEFINITIONS

Terminology	Definition
Net Income Estimate, Fully Leased	The total current net income plus the estimated income from vacant tenancies. The total current net income is the sum of the current base rent, outgoing recoveries and sundry income, less total outgoing expenses (including non-recoverable expenses).
Net Passing Income	The sum of the current base rent, outgoing recoveries and sundry income, less total outgoing expenses (including non-recoverable expenses), i.e. the current net income.
Outstanding Tenant Incentives	The total cost of all outstanding tenant incentives including unexpired rent-free periods, outstanding fitout or cash contributions and rental discounts.
Initial Yield	The net passing income (as defined above) as a percentage of the assessed value less the value of any excess land.
Reversionary Yield	The gross market income plus sundry income less total outgoing (including non-recoverable expenses), as a percentage of assessed value less the value of any excess land.
Adopted Capitalisation Rate (or Equivalent Yield)	The capitalisation rate applied to the net income estimate fully leased (as defined above). The term equivalent yield (as utilised within our analysis of comparable sales) essentially reflects a derived capitalisation rate based on the analysed purchase price.
Terminal Yield	The capitalisation rate applied to the net passing income forecast during Year 11 of our Discounted Cash Flow (DCF) analysis. From this capitalised amount capital adjustments are made to arrive at a selling price for the property at the end of Year 10 of the DCF.
Target Internal Rate of Return (IRR)	The discount rate applied to the annual net cash flows of the property and the hypothetical sale of the property at the end of Year 10 to arrive at the adopted value (excluding any balance land) using the Discounted Cash Flow approach.

Ten Year IRR (Indicated)

The Internal Rate of Return which the property would achieve over a 10 year period given the forecast net cash flow and assessed value. This analysis excludes the value of any balance land.

Weighted Average Lease Expiry (WALE)

The weighted average lease term remaining to expire. It is weighted by rental income and area (including vacant areas).

CBRE VALUATION & ADVISORY SERVICES**OFFICES**

Adelaide
Brisbane
Canberra
Gold Coast
Melbourne

Parramatta
Perth
Sunshine Coast
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The following is the text of a letter and valuation report prepared for the purpose of incorporation in this Scheme Document received from Cushman & Wakefield Limited, an independent property valuer, in connection with its opinion of market values of the Property held by the Group in Australia as at 28 February 2025.



27/F, One Island East
Taikoo Place
18 Westlands Road
Quarry Bay
Hong Kong

The Board of Directors
ESR Group Limited
c/o Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

22 May 2025

Dear Sirs,

Instructions, Purpose & Valuation Date

In accordance with the instruction of ESR Group Limited (the “**Company**”) for Cushman & Wakefield (Valuations) Pty Ltd (“**C&W AU**”) to value the Property (as more particularly described in the attached valuation report, individually the “**Property**” or collectively the “**Properties**”) held by the Company and/or its subsidiaries (together referred to as the “**Group**”) in Australia, we confirm that we have carried out inspections, made relevant enquiries and obtained such further information as we considered necessary for the purpose of providing you with our opinion of the value of the Property as at 28 February 2025 (the “**Valuation Date**”).

Valuation Basis

Our valuation of the Property represents its market value which in accordance with the definition of the International Valuation Standards Committee (“**IVSC**”) and endorsed by the Australian Property Institute (“**API**”) and embodied within the current Corporations Law, is as follows; “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.”

In valuing the Property, we have complied with the requirements set out in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), Rule 11 of the Code on Takeovers and Mergers issued by the Securities and Futures Commission and the IVSC with reference to the API Code of Professional Conduct.

Our valuation of the Property, being Proposed Lot B of PS914139W being Part, 92 Enterprise Road, Pakenham, Victoria, Australia is on an entirety (100%) freehold interest basis.

Valuation Assumptions

Our valuation of the Property excludes an estimated price inflated or deflated by special terms or circumstances such as atypical financing, sale and leaseback arrangement, special considerations or concessions granted by anyone associated with the sale, or any element of value available only to a specific owner or purchaser.

In the course of our valuation of the Property, we have relied on the information and advice given by the Group and affiliates regarding the titles to the Property and the interests of the Group in the Property. Unless otherwise stated, in valuing the Property, we have prepared our valuation on the basis that the owner has an enforceable title to the Property and have free and uninterrupted rights to use, occupy or assign the Property for the whole of the respective unexpired land use term as granted and that any premium payable has already been fully paid.

There are no known deleterious environmental issue impacting the Property and the site is not near any sites listed on the Priority Sites Register Issued by the Environmental Protection Authority (“**EPA**”). There are no litigation disputes known for the Property; nor any plan to change the use of the Property. The site is identified for industrial use under the Cardinia Planning Scheme.

There is no known plan to develop the site with built form and so a feasibility study has not been undertaken. There is remaining site servicing cost relevant for the Property, which we have considered and adjusted for within our assessment.

There are no compulsory acquisition or resumption overlays applicable for the Property nor are there any burdensome covenants.

The status of titles and grant of major certificates, approvals and licences, in accordance with the information provided by the Company are set out in the notes of the valuation report. The valuation is provided on the basis that all consents approvals, and licences from relevant government authorities for the developments have been obtained without onerous conditions or delays. The Property is a proposed (“**Proposed**”) allotment, meaning that it forms part of a parent allotment and is pending subdivision. Legal advice has not been received.

No allowance has been made in our valuation for any charges, pledges or amounts owing on the Property nor any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is valued on the basis that the Property is free from encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

Valuation Methods

In forming our opinion of the market value of Proposed Lot B of PS914139W being Part, 92 Enterprise Road, Pakenham, Victoria, Australia we have utilised the direct comparison approach which involves identifying properties within the surrounding area which have transacted within similar market conditions and compares the attributes of the evidence to the subject Property with reference, but not limited to a number of factors including the location, size and orientation of the land holding, zoning, topography and level of demand at the time of the sale.

The property is vacant land zoned industrial for industrial use. According to the information provided by the Company, there is no plan to develop this property (which is vacant land).

Source of Information

In the course of our valuation, we have relied to a very considerable extent on the information given by the Group and have accepted advice on such matters as planning approvals or statutory notices, easements, tenure, identification of the land and building, particulars of occupancy, tenancy details, completion date, site and floor areas, number of parking spaces, interest attributable to the Group and all other relevant matters.

Dimensions, measurements and areas included in the valuation report are based on the information provided to us and are therefore only approximations. We have had no reason to doubt the truth and accuracy of the information provided to us by the Group which is material to the valuation. We were also advised by the Group that no material facts have been omitted from the information provided to us. We consider that we have been provided with sufficient information to reach an informed view and we have no reason to suspect that any material information has been withheld.

Our valuation is for Proposed Lot B of PS914139W being part 92 Enterprise Road, Pakenham, Victoria, Australia. Our valuation is conditional upon the final subdivision land area being 114,934m² consistent with the Proposed masterplan.

Title Investigation

We have caused searches to be made at the Land Registry/Land Register relating to the Property in Volume 9622 Folio 089. In the course of our valuation, we have relied to a considerable extent on the information given by the Company in respect of the title to the Property.

The Proposed Plan of Subdivision has been referenced to derive the physical characteristics of the Property including boundaries and site area.

Site Inspection

Our valuer, Josh Phegan (State Director, CPV, AAPI, MRICS, 13 years of experience in property valuation) of our Melbourne Office inspected the Property on 28 February 2025. No structural survey has been made, but in the course of our inspection, we did not note any serious defects (noting that the Property is land only). We are, however, not able to report that the Property is free of infestation or any other defects. No tests were carried out to any of the services.

Unless otherwise stated, we have not carried out on-site measurements to verify the site and floor areas of the Property and we have assumed that the areas shown on the copies of the documents handed to us are correct.

Currency and Exchange Rate

Unless otherwise stated, all monetary amounts stated in our valuation are in Australian Dollars (“AUD”).

Tax Liability

With regards to any tax liability applicable to the subject property, we are not experts in this field and would recommend suitably qualified advice be sourced to determine any potential tax liabilities.

As advised by ESR Investment Management 1 (Australia) Pty Limited, if the Property is disposed of at valuation, a capital gains tax on gross realisation will be assessed against the previous purchase price of the Property and may be payable at the current corporate tax rate of 30% on the value uplift to the property owner.

As advised by ESR Investment Management 1 (Australia) Pty Limited, it is likely that such tax liability will be crystallised upon the dispose of or transfer the relevant property interests. As we are not experts in this regard, we cannot confirm the tax implications for the disposing party, according to our established practice, in the course of our valuation, we have neither verified nor taken into account such potential tax liability.

Other Disclosure

We hereby confirm that C&W and the valuers conducting the valuation have no pecuniary or other interests that could conflict with the proper valuation of the Property or could reasonably be regarded as being capable of affecting our ability to give an unbiased opinion. We confirm that we are an independent qualified valuer, as referred to Rule 5.08 of the Listing Rules.

We attach herewith the Valuation Report for your attention.

Yours faithfully,
For and on behalf of
Cushman & Wakefield (Valuations) Pty Ltd
Josh Phegan
CPV, AAPI, MRICS,
State Director
Valuation & Advisory Services

Notes: Mr. Phegan is a Member of the Royal Institution of Chartered Surveyors (MRICS), a Certified Practising Valuer (CPV) and Associate of the Australian Property Institute. Mr Phegan has over 13 years of experience in the professional property valuation and advisory services in Australia. Mr. Phegan has sufficient current national knowledge of the market, and the skills and understanding to undertake the valuations competently.

Property held by the Group for development in Australia

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 28 February 2025
Proposed Lot B of PS914139W being Part, 92 Enterprise Road, Pakenham	The Property is a Proposed lot which currently forms part of a 27.5-hectare parent title (Lot 1 on TP 99673B). The property has a total site area of 114,934 square metres, exclusive of open space, retention basin, shared pathway easement and road reserve. At the Valuation Date the land was benched with some earthworks still underway.	As at the Valuation Date, the Property was vacant land.	AUD39,400,000 exclusive of GST (Thirty Nine Million, Four Hundred Thousand Dollars exclusive of GST) (100% interest attributable to the Group: AUD39,400,000 exclusive of GST)

Notes:

- (1) According to Certificate of Parent Title Volume 09622 Folio 089, being Lot 1 on Title Plan 099673B, the current owner of the Property is ESR Investment Management 1 (Australia) Pty Ltd (100% owned subsidiary of the Company).
- (2) Easements and encumbrances include:
 - (i) Mortgage (AY279127L): registered 6 August 2024 in favour of ESR PTCO Pty Ltd.
 - (ii) Agreement (AX422024L): Agreement as to Section 173 Planning and Environment Act 1987 registered 6 November 2023 between Cardinia Shire Council and ESR Investment Management 1 (Australia) Pty Ltd.
 - (iii) Transfer (AW774665M): Transfer registered 28 April 2023 between Durasteel Structures Pty Ltd as Transferor and ESR Investment Management 1 (Australia) Pty Ltd.

- (3) In valuing the subject property, we have adopted Market Comparison Method by identifying relevant sales comparables in nearby market. Comparable properties are selected based on the following criteria: (i) the transaction cases or asking-price cases took place within 36 months from the Valuation Date; (ii) comparable properties are located in the Melbourne District; (iii) the nature of the comparable properties is similar to the Property (industrial land). We have examined the current market and the sales comparables identified by us are considered exhaustive based on the above criteria. The details are listed as follows:

The comparable evidence referenced is summarised overleaf. These sales are exclusive of GST.

PROPERTY	SALE DATE	SALE	SITE AREA		ZONING
			(/M ²)	SITE AREA	
Proposed Lot A, 1185 Koo Wee Rup Road, Pakenham	Aug-24	\$5,139,750	7,093.00	\$750.00	IN1Z
2 Innovation Drive, Mickleham	May-24	\$22,850,000	45,700.00	\$500.00	CDZ
282 Hammond Road, Dandenong South	May-24	\$50,000,000	67,697.00	\$735.65	IND2Z
635 Hall Road, Cranbourne West	Dec-23	\$228,150,000	674,700.00	\$338.15	UGZ1
115 South Gippsland Highway, Dandenong	Dec-22	\$37,600,000	59,202	\$636.97	C2Z

For those characteristics inferior to the Property, upward adjustment has been made, while superior to the Property, downward adjustment has been made. For those similar to the Property, no adjustment is needed.

The following is the text of a letter with the summary of values and valuation summary report received from CBRE South Asia Private Limited, an independent valuer, prepared for the purpose of incorporation in this document, in connection with their valuation as of 28 February 2025 of the subject property interests held by the Group.



CBRE South Asia Private Limited
6th & 7th Floor, DLF Square
M Block, Jacaranda Marg
DLF City Phase II, Gurgaon,
India – 122002
T +91 124 4659700
F +91 124 2561519

www.cbre.co.in

22 May 2025

**ESR India Investor Pte Ltd, and,
Board of Directors of ESR Group Limited,
c/o Walkers Corporate Limited**
190 Elgin Avenue, George Town
Grand Cayman KY1-9008, Cayman Islands

Dear Sirs,

In accordance with instructions from ESR India Investor Pte Ltd (the “**Company**”), ESR Group limited has 100% ownership in the entity to value the subject property interests held by ESR India Investor Pte Ltd and its subsidiaries (collectively referred to as “**the Group**”), for the purpose of incorporation into a public document to be jointly issued by ESR Group Limited and MEGA BidCo under the Codes on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong. We confirm that we have carried out inspections, made relevant enquiries, and obtained such further information as we consider necessary for the purpose of providing you with our opinion on the market values of property interests as of February 28, 2025 (the “**Valuation Date**”).

Valuation Basis, Assumptions and Methodology

Our valuation is prepared in accordance with the HKIS Valuation Standards (2024 Edition) published by the Hong Kong Institute of Surveyors (“**the HKIS**”), the RICS Valuation — Global Standards effective from 31st January 2025 published by the Royal Institution of Chartered Surveyors (“**RICS**”) and International Valuation Standards (“**IVS**”) published by the International Valuation Standards Council.

Our valuation is made on the basis of Market Value which is defined as” the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm’s length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.”

We have also complied with all the requirements contained in the Companies Ordinance, Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Rule 11 of the Code on Takeovers and Mergers issued by the Hong Kong Securities and Futures commission.

Our valuation has been made on the assumption that the owner sells the property on the open market without the benefit or burden of a deferred term contract, leaseback, joint venture, or any similar arrangement, which would serve to affect the values of the property interests.

No allowance has been made in our valuation for any charges, mortgages, or amounts owing on the property or for any expenses or taxation which may be incurred in effecting sale. Unless otherwise stated, the properties are assumed to be free from encumbrances, restrictions, and outgoings of an onerous nature that could affect their values.

We have valued the properties in Group I, which are held by the Group for Investment by the Direct Capitalisation Approach. This approach involves capitalizing a ‘normalized’ single — year net income estimated by an appropriate market-based yield.

We have valued the properties in Group II, which are held by the Group for Development by the Direct Capitalisation Approach and Discounted Cash Flow Approach, the Residual Approach and the Direct Comparison Approach, depending on the properties’ characteristics. For the Discounted Cash Flow Approach, we have analysed the long-term return that is likely to be derived from a property with a combination of both income and capital growth over an assumed investment horizon. In undertaking this analysis, a wide range of assumptions are made, including a target or pre-selected internal rate of return, net property income, income growth, potential capital expenditure, costs associated with the initial purchase of the property and its disposal at the end of the investment period. The Direct Comparison Approach assumes that each property can be

sold in their existing state and the comparison is based on prices realized on actual transactions and/or asking prices of comparable properties. Comparable properties with similar sizes, characteristics and locations are analysed, and carefully weighed against all respective advantages and disadvantages of each property in order to arrive at a fair comparison of value.

After consulting with the senior management of the Group, we have taken into account several factors in determining the appropriate valuation approach. These factors include: (i) the historical valuation approach that the Group has traditionally employed to value the property; (ii) the historical valuation approach that the Group has typically utilized for assessing the value of other property owned by the Group; and (iii) the intended future use of the property by the potential purchaser.

Considering the aforementioned factors, we have concluded that the properties can be classified as an income-producing assets. As a result, the most suitable approach for valuing the properties in Group I, as determined by us, is the Direct Capitalisation Approach. For properties in Group II, we have determined that, depending on the properties' characteristics and respective stages of development, the Direct Capitalisation Approach, the Discounted Cash Flow Approach, the Direct Comparison Approach and the Residual Approach are the most suitable valuation approaches.

We are acting as independent valuer as defined in the IVS published by the International Valuation Standards Council. Where a value is stated as a percentage ownership to the Group, this has been assessed based on the full property value assuming 100% interest is sold, then multiplying by the owner's interest. It is for illustration purposes only and we have not considered whether a premium or discount would be applicable if the owners interest (where less than 100%) was sold in isolation.

Source of Information

We have relied on information provided by the Group, in particular, but not limited to planning approvals, statutory notices, easements, site areas, floor areas, tenancy schedules, particulars of occupancy, historical and forecast operating performance, outstanding construction costs and other relevant information. No on-site measurement has been taken. Dimensions, measurements and areas included in the valuation certificates are only approximations based on construction documents such as inspection certificates, architectural plan, construction confirmation application, survey plan, completion drawing, and/or engineering reports, etc., provided by the Group. We have taken every reasonable care both during inspecting the information provided to us and in making relevant enquiries. We have no reason to doubt the truth

and accuracy of the information provided to us by the Group, which is material to the valuation. We were also advised by the Group that no material facts have been omitted from the information provided to us.

We have relied on the advice given by the Company's legal advisers, based on their legal opinion regarding the titles of the property interests. Please note that CBRE does not have expertise or the preview to verify the veracity or quantify encumbrances, disputes or claims. The details of the title reports shared with CBRE are highlighted below:

Property Location	Legal advisor	Date of the report
DUDC Delhi	Trilegal	4th April 2025
Jalisana	Wadia Ghandy & Co (Ahmedabad)	22nd April 2025
Jhajjhar	Desai & Diwanji	27th March 2025
Rabale	Desai & Diwanji	27th March 2025
Nagpur	Desai & Diwanji	27th March 2025
Rajpura	Desai & Diwanji	27th March 2025

We have had no reason to doubt the truth and accuracy of the information provided to us by the Group. We have also sought confirmation from the Group that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to arrive an informed view, and we have no reason to suspect that any material information has been withheld.

For the purpose of compliance with Rule 11.3 of the Takeovers Code and as advised by the Group, the potential tax liabilities which would arise on the direct disposal of the subject property held by the Group have been outlined below. It must be noted that CBRE is not a tax expert, nor have we analysed the investment structure under which each asset is held, which would affect tax liabilities. We have outlined the below as per advice from the Group and recommend it is verified by a relevant tax professional:

- The total asset sale consideration should be apportioned between Land and Building (including Plant & Machinery). The applicable tax rates on each component are as follows:

1. Land — Since the land has been held by the entity for more than 24 months, it qualifies as a long-term capital asset. The applicable tax rate is 12.5% under long-term capital gains.
 2. Building including Plant & Machinery — As these are depreciable assets, the gains will be treated as short-term capital gains. The applicable tax rate is 25.16%, which is the standard corporate tax rate for Companies.
- GST Applicability:
 1. Goods and Services Tax (GST) at 18% will apply if the asset is sold before an Occupancy Certificate (OC), this has to be discussed furthermore.
 - Post-sale, upon repatriation of funds from the SPV to Singapore, the following tax rates would apply:
 1. Interest on Debentures — 15% income tax will be applicable on interest payments and any capital gains from the transfer of debentures will be exempt, benefiting from the India–Singapore tax treaty.
 2. Long-Term Capital Gains on Equity — 12.5% tax will apply to long-term capital gains onequity investments, under the provisions of the India-Singapore tax treaty.

In respect of the subject property held by the Group for investment, relevant tax liabilities being applicable would only occur upon disposal of such properties. In respect of the completed properties held for sale, relevant tax liabilities would be applicable upon sale. Further, based on information given by the Group, it is understood that the Group has no plans for disposal of such properties.

Property Inspection

We have inspected the exterior of the properties and, where possible, the interior of the properties. In the course of our inspection, we did not notice any serious defects. However, we have not carried out any structural survey, nor any tests were made on the building services, nor any investigation to determine the presence of any deleterious or hazardous material in the properties. Therefore, we are not able to report whether the properties are free of rot, infestation, deleterious materials or any other structural defects.

We have not carried out site measurements to verify the correctness of the areas of the properties. We have assumed that the areas shown on the documents and site plans provided to us are correct. During our inspection, we have not carried out investigations on the site to determine the suitability of the ground conditions and the services for any future development. Our valuation is on the basis that these aspects are satisfactory.

Inspection of the properties were carried out in the period between 28th March 2025 and 1st April 2025 by our technical staff, including Mr. Katyayan Vashishth, Mr. Adil Khan, Mr. Maaz Shaikhmag, Mr. Rahul Mangla, and Mr. Pratik Karnik. They are Real Estate Appraisers and/or have more than 1 to 4 years' experience in the valuation of properties in India and possess academic background in subjects relating to real estate valuation.

The valuation work for the India Properties has been carried out by Karan Mehta, Head of North & East India of CBRE South Asia. Karan Mehta is a RICS registered valuer with over 13 years of experience in the valuation of properties in India and has the knowledge, skills and understanding to undertake the valuation of the India Properties competently, and to provide an objective and unbiased valuation, having no material connection or involvement with the valuation target or with the Company.

Currency

Unless otherwise stated, all monetary amounts are stated in Indian Rupees ("INR"), the official currency of India.

We enclose herewith our summary of values and valuation summary report.

Yours faithfully,

For and on behalf of

CBRE South Asia Private Limited

Karan Mehta MRICS

Senior Associate Director, Head – North &
East India, Valuation & Advisory Services

Note: Mr. Karan Mehta, Senior Associate Director, Head – North & East India, Valuation & Advisory Services, CBRE is a member of Royal Institute of Chartered Surveyors (RICS) and is qualified to undertake real estate valuations in India.

SUMMARY OF VALUES

No. Property	Market value in existing state as at 28 February 2025	Interests attributable to the Group	Market value attributable to the Group as at 28 February 2025
Group 1 — Properties held by the Group for Investment			
1. ESR Jhajjar — a warehouse development viz. ESR Jhajjar, located at Village Gijarodh, Rewari-Jhajjar Road, Tehsil & District Jhajjar, Haryana	INR1,466,000,000	51%	INR748,000,000
2. ESR Nagpur — operational warehouse development situated on land bearing Survey Nos. 471/1, 471/2, 472, 473, 474, 475 and 476 of Mouza Khumari and Survey Nos. 41, 42/1, 42/2, 43, 44, 46 and 47 of mouza Kokarda at Taluka Kalmeshwar, Nagpur, Maharashtra — 441502	INR2,209,000,000	51%	INR1,127,000,000
Sub Total	<u>INR3,675,000,000</u>		<u>INR1,875,000,000</u>

No. Property	Market value in existing state as at 28 February 2025	Interests attributable to the Group	Market value attributable to the Group as at 28 February 2025
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Group 2 — Properties held by the Group for Development

1. Anant Raj — ESR Delhi Urban Distribution Centre — under-construction warehouse development viz. ESR DUDC, located at Khera Kalan Road, Village Nangli Puna, Delhi	INR1,813,000,000	100%	INR1,813,000,000
2. ESR Rabale — under-construction data centre development situated on a land bearing plot no. R – 978 located at Sector 8, Rabale MIDC, TTC Industrial Area, Navi Mumbai, Thane — 400701	INR2,167,000,000	100%	INR2,167,000,000
3. ESR Jalisana — under-construction warehousing development situated on land bearing survey no. 449, 450, 451, 452, 461, 462 and 463 of village Jalisana, Taluka Mandal, Ahmedabad, Gujarat — 382130	INR1,420,000,000	100%	INR1,420,000,000

No. Property	Market value in existing state as at 28 February 2025	Interests attributable to the Group	Market value attributable to the Group as at 28 February 2025
4. ESR Rajpura — under-construction warehouse development viz. ESR Rajpura, located at Vividha Industrial Estate, Rajpura, Distt, Patiala, Punjab	INR1,015,000,000	100%	INR1,015,000,000
Sub Total	INR6,415,000,000		INR6,415,000,000
Grand total:	INR10,090,000,000		INR8,290,000,000

Group 1 — Properties held by the Group for Investment

VALUATION SUMMARY REPORT

Property	Description and tenure	Details of occupancy	Market Value as at 28 February 2025
1. ESR Jhajjar — a warehouse development viz. ESR Jhajjar, located at Village Gijarodh, Rewari-Jhajjar Road, Tehsil & District Jhajjar, Haryana	The property comprises four warehouse buildings, with a total leasable area of 446,804 sq. ft., occupying an approximate total site area of 20.64 acres. It has been operational since 2021. The property is held freehold.	At the date of valuation, the property, i.e., all four warehouse buildings, were tenanted by Reliance. The valuation is prepared based on current contracted rents of 21.09 INR per sq. ft. per month.	INR1,466,000,000 (51% interest attributable to the Group: INR748,000,000)

Notes:

- ESR Jhajjar Warehousing & Industrial Park Private Limited is the registered owner of the property (land and building) and ESR Group limited has 51% ownership in the entity.
- The registered address of the property is Village Gijarodh, Rewari-Jhajjar Road, Tehsil & District Jhajjar, Haryana.
- The property is situated within an area zoned “Agricultural” according to the zoning designated by city planning law. However, based on the review of the sanctioned plan dated 29 October 2018 and the OC certificate dated 29 April 2021, as provided by the Group, it is understood that the subject property is being used for warehousing purposes.
- The key assumptions of the valuation are as below:

Capitalisation Rate	7.5%
Vacancy Allowance	2.5% of Revenue
- ESR — Jhajjar is an operational warehousing development.
- Valuation Methodology includes the Direct Capitalization Approach.

VALUATION SUMMARY REPORT

Property	Description and tenure	Details of occupancy	Market Value as at 28 February 2025
2. ESR Nagpur — a warehouse development, viz. ESR Nagpur, located at Survey Nos. 471/1, 471/2, 472, 473, 474, 475 and 476 of Mouza Khumari and Survey Nos. 41, 42/1, 42/2, 43, 44, 46 and 47 of mouza Kokarda at Taluka Kalmeshwar, Nagpur, Maharashtra	The property comprises three warehouse buildings, with a total leasable area of 797,959 sq. ft., occupying an approximate total site area of 54.78 acres. It has been operational since 2021. The property is held freehold.	At the date of valuation, two blocks admeasuring 641,515 sq. ft. have been leased to Reliance. Building 2, measuring 156,444 sq. ft., is vacant. The valuation is prepared based on the current contracted rent of INR 19.95 per sq. ft. per month and INR17.50 per sq. ft. per month for building 1 and building 3, respectively. For unleased building 2, the valuation is prepared based on the prevailing market rent of INR20 per sq. ft. per month.	INR2,209,000,000 (51% interest attributable to the Group: INR1,127,000,000)

Notes:

- ESR Nagpur Warehousing & Industrial Park Private Limited is the registered owner of the property (land and building) and ESR Group limited has 51% ownership in the entity.
- The registered address of the property is Survey Nos. 471/1, 471/2, 472, 473, 474, 475 and 476 of Mouza Khumari and Survey Nos. 41, 42/1, 42/2, 43, 44, 46 and 47 of mouza Kokarda at Taluka Kalmeshwar, Nagpur, Maharashtra.
- The property is situated within an area zoned “Industrial” according to the zoning designated by city planning law.
- The key assumptions of the valuation are considered as below:

Capitalisation Rate	7.5%
Vacancy Allowance	2.5% of Revenue
- ESR — Nagpur is an operational warehousing development.
- Valuation Methodology includes the Direct Capitalization Approach.

Properties held by the Group for Development

VALUATION SUMMARY REPORT

Property	Description and tenure	Details of occupancy	Market Value as at 28 February 2025
1. Anant Raj — ESR Delhi Urban Distribution Centre — a warehouse development viz. ESR DUDC, located at Khera Kalan Road, Village Nangli Puna, Delhi	The property is under construction and will comprise two warehouse buildings with a total leasable area of 288,861 sq. ft., occupying an approximate total site area of 8.17 acres. The property is due for completion in late 2025.	At the date of valuation, the property was under construction without tenant pre-commitment. The valuation is prepared based on prevailing market rent of INR46 per sq. ft. per month.	INR1,813,000,000 (100% interest attributable to the Group: INR1,813,000,000)
The property is held freehold.			

Notes:

- The registered owner of the property (land and building) is Colossal Warehouse & Logistics Private Limited and ESR Group limited has 100% ownership in the entity.
- The registered address of the property is ESR Delhi Urban Distribution Centre, Khera Kalan Road, Village Nangli Puna, Delhi.
- The property is situated within an area zoned “Residential” according to the zoning designated by city planning law. However, based on the review of the sanctioned plan dated 7 January 2021 and consent to establish dated 13 January 2023, as provided by the Client, it is understood that the subject property is being used for warehousing purposes.
- The key assumptions of the valuation are as below:

Capitalisation Rate	7.50%
Vacancy Allowance	5% of Revenue
Developer Margin (Net Realisable)	30%
Prevailing Market Value for Land	INR110.4 Million per Acre

5. ESR — Delhi Urban Distribution Centre is an under-construction warehousing development. We understand that the subject property is proposed to comprise of 2 warehouse blocks. The construction is in advanced stage for the development.
- Value after the development has been completed: INR2,130,000,000
 - Estimated total cost and anticipated dates of completion: INR317,000,000 and Q4 2025
 - Planning/Regulatory approvals/consent for completion:
 - o Approved Building Plans dated 6th December 2022 by Delhi Development Authority
 - o Consent to Establish dated 26th December 2024 by DPCC (Delhi Pollution Control Committee)
6. Valuation Methodology includes the Direct Comparison Approach and the Residual Approach.
7. The valuation is derived from an equally weighted combination of both approaches.

VALUATION SUMMARY REPORT

Property	Description and tenure	Details of occupancy	Market Value as at 28 February 2025
2. ESR Rabale — under-construction data centre development situated on a land bearing plot no. R — 978 located at Sector 8, Rabale MIDC, TTC Industrial Area, Navi Mumbai, Thane — 400701	<p>The subject property is an under-construction Built to Suit Core-Shell Data Centre development with a total leasable area of 594,291 ft. occupying an approximate total site area of 3.25 acres.</p> <p>It is due for completion in mid-2027.</p> <p>The property is held leasehold for a period of 95 years and has a remaining lease period of approx. 92 years.</p>	<p>At the date of valuation, the property was under construction, and Sify Infinity Spaces Limited had pre-committed to both blocks.</p> <p>The valuation is prepared based on market rents of INR110 per sq. ft. per month.</p>	<p>INR2,167,000,000</p> <p>(100% interest attributable to the Group: INR2,167,000,000)</p>

Notes:

- Gargantun Industrial Space Solution Private Limited is the registered owner of the property (land and building) and ESR Group limited has 100% ownership in the entity.
- The registered address of the property is ESR Data Centre, Sector 8, MIDC Industrial Area, Rabale, Navi Mumbai, Maharashtra.
- The property is situated within an area zoned “Industrial” according to the zoning designated by city planning law.
- The key assumptions of the valuation are considered as below:

Capitalisation Rate	7.50%
Discount Rate	13.00%
Developer Margin (Net realisable)	30%

- ESR Rabale is an under-construction Built to Suit Core Shell Data Centre development. The subject development is envisaged to comprise of a substation with 2 data centre buildings with elevation of G+1 and G+8 and 6 DG stacks with an elevation of G+5. Both buildings are under construction.

- Value after the development has been completed: INR8,193,000,000
- Estimated total cost and anticipated dates of completion: INR6,026,000,000 and Q2, 2027

- Planning/Regulatory approvals/consent for completion:
 - o Development Acknowledgement dated 7th Feb 2022 by Ministry of Commerce & Industry
 - o Approved Layout Plan dated 10th Feb 2025 by Maharashtra Industrial Development Corporation
 - o Consent to Establish dated 24th Feb 2022 by Maharashtra Pollution Control Board
- 6. Valuation Methodology includes the Discounted Cashflow Approach and the Residual Approach.
- 7. The valuation is derived from an equally weighted combination of both approaches.

VALUATION SUMMARY REPORT

Property	Description and tenure	Details of occupancy	Market Value as at 28 February 2025
3. ESR Jalisana — under-construction warehousing development situated on land bearing survey no. 449, 450, 451, 452, 461, 462 and 463 of village Jalisana, Taluka Mandal, Ahmedabad, Gujarat — 382130	The property is under construction and will comprise five warehouse buildings with a total leasable area of 953,024 sq ft. occupying an approximate total site area of 34.97 acres.	At the date of valuation, only building 1 was leased to Yazaki and building 2 is in the advanced stage of construction but not yet leased. All the other buildings are currently on land stage	INR1,420,000,000 (100% interest attributable to the Group: INR1,420,000,000)
	The property is held freehold.	The valuation is prepared based on current contracted rents of INR16.09 per sq. ft. per month for leased block and prevailing market rent of INR18 per sq. ft. per month for under-construction/planned blocks.	

Notes:

1. The registered owner of the property (land and building) is Leviathan Logisolutions Private Limited and ESR Group limited has 100% ownership in the entity.
2. The registered address of the property is Survey no. 449, 450, 451, 452, 461, 462 and 463 of village Jalisana, Taluka Mandal, Ahmedabad, Gujarat — 382130.
3. The property is situated within an area zoned “Industrial” according to the zoning designated by city planning law.
4. The key assumptions of the valuation are as below:

Capitalisation Rate	7.50%
Vacancy Allowance — Leased blocks	2.5% of the revenue
Vacancy Allowance — U/C/Planned blocks	5% of the revenue
Developer Margin (Net realisable)	30%
Prevailing Market Value for Land	INR15.24 Million per Acre

5. ESR Jalisana is an under-construction Warehousing development. Block A is already completed, while Blocks C, D, and E are planned for future development with no current construction activity, and Block B is in advanced stages of construction. Block A is currently leased, whereas Block B remains vacant.
 - Value after the development has been completed: INR2,413,000,000
 - Estimated total cost and anticipated dates of completion: INR993,000,000 and Q2, 2027 (complete development)
 - Planning/Regulatory approvals/consent for completion:
 - o Approved Layout Plan dated 5th February 2022 by Town Planning, Ahmedabad
 - o Consent to Establish dated 30th November 2024 by Gujarat Pollution Control Board
 - o Occupancy Certificate dated 2nd July 2021 by Jalisana Gram Panchayat
6. Valuation Methodology includes:
Method 1: Completed Block — Direct Capitalisation Approach and Under Construction/ Proposed Blocks — Direct Comparison Approach
Method 2: Completed Block — Direct Capitalisation Approach and Under Construction/ Proposed Blocks — Residual Approach
7. The valuation is derived from an equally weighted combination of both approaches.

VALUATION SUMMARY REPORT

Property	Description and tenure	Details of occupancy	Market Value as at 28 February 2025
4. ESR Rajpura — A warehouse development viz. ESR Rajpura, located at Vividha Industrial Estate, Rajpura, Distt, Patiala, Punjab	The property comprises three warehouse buildings, with a total leasable area of 564,799 sq. ft., occupying an approximate total site area of 22.50 acres. The property is due for completion in late 2025 (Building 3). The other two building blocks are currently at land stage.	At the date of valuation, the property was not leased. The valuation is prepared based on prevailing market rents of 20.50 INR per sq. ft. per month.	INR1,015,000,000 (100% interest attributable to the Group: INR1,015,000,000)

The property is held freehold.

Notes:

- The registered owner of the property (land and building) is Colossal Warehouse & Logistics Private Limited and ESR Group limited has 100% ownership in the entity.
- The registered address of the property is Plot No. 4 & 5, Vividha Industrial Estate, Village Chamaru, Tehsil Rajpura, District Patiala, Punjab.
- The property is situated within an area zoned “Industrial” according to the zoning designated by city planning law.
- The key assumptions of the valuation are as below:

Capitalisation Rate	7.50%
Vacancy Allowance	5% of Revenue
Developer Margin (Net Realisable)	30%
Prevailing Market Value for Land	INR27.4 Million per Acre

- ESR–Rajpura is an under-construction warehousing development. We understand that the subject property is proposed to comprise three warehouse blocks, two of which are on land. Construction for Block 3 is in the advanced stage of development.

- Value after the development has been completed: INR1,630,000,000
- Estimated total cost and anticipated dates of completion: INR615,000,000 and Q2, 2027 (complete development)

- Planning/Regulatory approvals/consent for completion:
 - o Building Plan Approval dated 11th October 2022 by Punjab Bureau of Investment promotion
 - o Consent to Establish dated 17th November 2023 by Punjab Pollution Control Board
- 6. Valuation Methodology includes the Direct Comparison Approach and the Residual Approach.
- 7. The valuation is derived from an equally weighted combination of both approaches.

I. FINANCIAL INFORMATION OF EQUITYCO, MIDCO, HOLDCO AND OFFEROR

EquityCo is an unlisted investment holding company. EquityCo was newly incorporated in the Cayman Islands with limited liability on 3 September 2024 for the sole purpose of implementing the Proposal. As at the Latest Practicable Date, EquityCo had an issued share capital comprising 2,928,302,035 EquityCo Shares which are held by the Consortium Members.

MidCo was newly incorporated in the Cayman Islands with limited liability on 12 September 2024 for the sole purpose of implementing the Proposal. As at the Latest Practicable Date, MidCo was directly wholly-owned by EquityCo.

HoldCo was newly incorporated in the Cayman Islands with limited liability on 12 September 2024 for the sole purpose of implementing the Proposal. As at the Latest Practicable Date, HoldCo was directly wholly-owned by MidCo and indirectly wholly-owned by EquityCo.

The Offeror is a company newly incorporated in the Cayman Islands with limited liability on 12 September 2024 and an investment holding company set up solely for the purposes of implementing the Proposal. As at the Latest Practicable Date, the Offeror was directly wholly-owned by HoldCo and indirectly wholly-owned by EquityCo.

As at the Latest Practicable Date, the Offeror, HoldCo, MidCo and EquityCo did not have any assets or liabilities other than the Offer Facility and related costs, expenses incurred in connection with implementing the Proposal, and equity commitments from the Consortium Members.

Section 59 of the Companies Act requires Cayman companies to maintain proper books of account necessary to give a true and fair view of the state of such company's affairs and to explain its transactions. The Offeror, HoldCo, MidCo and EquityCo are newly incorporated for the purpose of the Proposal and have not conducted any transactions or business or financial activities to date other than acting as a holding company of the Company pursuant to and after completion of the Proposal. As at the Latest Practicable Date, the Offeror, HoldCo, MidCo and EquityCo (a) had not received or expended money; (b) had not sold or purchased goods; and (c) did not have any assets or liabilities, other than the Offer Facility and related costs which in the case of the Offer Facility will only be reflected in the books of account of EquityCo and its subsidiaries after drawdown, expenses incurred in connection with implementing the Proposal, and equity commitments to EquityCo from the Consortium Members. In the circumstances, the books of account of EquityCo

and its subsidiaries are yet to reflect any significant item. On the basis of the foregoing, the Offeror has applied to the Executive for a waiver waiving the requirement under paragraph 12(a) of Schedule I of the Takeovers Code pursuant to which the Offeror is required to disclose the financial information of the EquityCo Group for the last three financial years for which the information has been published or since each member of the EquityCo Group was incorporated and the waiver has been granted.

II. INDEBTEDNESS STATEMENT OF EQUITYCO

As at the Latest Practicable Date, being the latest practicable date for the purpose of ascertaining the indebtedness of EquityCo (as the ultimate holding company of the Offeror) prior to the printing of the Scheme Document, EquityCo had no material indebtedness. Immediately after drawdown of the Offer Facility and assuming the Offer Facility is fully drawn, it will have total debts of US\$1,500,000,000 under the Offeror Facility.

Save as aforesaid, as at the Latest Practicable Date, the Offeror, HoldCo, MidCo and EquityCo did not have bank overdrafts or loans, or other similar indebtedness, mortgages, charges or guarantees or other material contingent liabilities, other than the facilities entered into for the purposes of the Proposal and any security and guarantees granted in relation to such facilities.

1. RESPONSIBILITY STATEMENTS

As at the Latest Practicable Date, the board of directors of the Company comprises Mr. Jinchu Shen and Mr. Stuart Gibson as executive Directors, Mr. Jeffrey Perlman, Mr. Charles Alexander Portes, Mr. Rajeev Veeravalli Kannan and Ms. Joanne Sarah McNamara as non-executive Directors, Mr. Brett Harold Krause as the Chairman and independent non-executive Director, and Mr. Simon James McDonald, and Ms. Serene Siew Noi Nah as independent non-executive Directors. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Scheme Document (other than that relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Scheme Document by the Directors (other than those expressed by the directors of Offeror and the respective directors of the Consortium Members in their capacities as such) have been arrived at after due and careful consideration and there are no other facts not contained in this Scheme Document, the omission of which would make any statements in this Scheme Document misleading.

As at the Latest Practicable Date, the board of directors of the Offeror comprises Mr. David Matheson, Mr. Thomas Tolley, Mr. Jeffrey Perlman, Ms. Chloe Zhang, Mr. Jacob Liebschutz, Mr. Stuart Gibson, Mr. Jinchu Shen and Mr. Julian Salisbury, who jointly and severally accept full responsibility for the accuracy of the information contained in this Scheme Document other than information relating to the Company and the Consortium Members and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Scheme Document by the directors of the Offeror have been arrived at after due and careful consideration and there are no other facts not contained in this Scheme Document, the omission of which would make any statement in this Scheme Document misleading.

As at the Latest Practicable Date, the directors of Starwood are Jason Sneah, David Matheson and Rachel Williams, and the managing director of SCGG II GP, L.L.C., acting in its capacity as the general partner of Starwood Capital Group Global II, L.P., acting in its capacity as the sole member of Starwood Electron Co- Invest GP, L.L.C., is Nick Antonopoulos (together with Jason Sneah, David Matheson and Rachel Williams, collectively, the “**Starwood Entities Responsible Persons**”). The Starwood Entities Responsible Persons jointly and severally accept full responsibility for the accuracy of the information contained in this Scheme Document relating to the Starwood Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Scheme Document by the Starwood Entities Responsible Persons have been arrived at after due and careful consideration and there are no other facts not contained in this Scheme Document, the omission of which would make any statement in this Scheme Document misleading.

As at the Latest Practicable Date, the managing members of SSW CEI GP, LLC, the (i) general partner of SSW CEI (CN), L.P. and (ii) sole member of SSW (ESR) SPV GP, LLC, the general partner of SSW (ESR) SPV, L.P., are Eric Schwartz, Joshua Steiner and Antonio Weiss (the “**SSW Responsible Persons**”), who jointly and severally accept full responsibility for the accuracy of the information contained in this Scheme Document relating to the SSW Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Scheme Document by the SSW Responsible Persons have been arrived at after due and careful consideration and there are no other facts not contained in this Scheme Document, the omission of which would make any statement in this Scheme Document misleading.

As at the Latest Practicable Date, the board of managers of Sixth Street Entity are Mr. Julian Salisbury, Mr. Toni Elias and Mr. Giulio Passanisi, who jointly and severally accept full responsibility for the accuracy of the information contained in this Scheme Document relating to Sixth Street Entity and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Scheme Document by the board of managers of Sixth Street Entity have been arrived at after due and careful consideration and there are no other facts not contained in this Scheme Document, the omission of which would make any statement in this Scheme Document misleading.

As at the Latest Practicable Date, the directors of each of the WP Entities are Ms. Tara O’Neill, Mr. David Sreter and Mr. Steven Glenn, who jointly and severally accept full responsibility for the accuracy of the information contained in this Scheme Document relating to the WP Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Scheme Document by the directors of the WP Entities have been arrived at after due and careful consideration and there are no other facts not contained in this Scheme Document, the omission of which would make any statement in this Scheme Document misleading.

As at the Latest Practicable Date, the sole director of Laurels is Mr. Jinchu Shen, who accepts full responsibility for the accuracy of the information contained in this Scheme Document relating to Laurels and Mr. Jinchu Shen and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this Scheme Document by the sole director of Laurels (other than those expressed by him in his capacity as a Director) have been arrived at after due and careful consideration and there are no other facts not contained in this Scheme Document, the omission of which would make any statement in this Scheme Document misleading.

As at the Latest Practicable Date, the directors of Redwood II are Mr. Stuart Gibson, and Mr. Charles Alexander Portes, who jointly and severally accept full responsibility for the accuracy of the information contained in this Scheme Document relating to Redwood II, Redwood, Mr. Stuart Gibson and Mr. Charles Alexander Portes and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Scheme Document by the directors of the Redwood II, Mr. Stuart Gibson and Mr. Charles Alexander Portes (other than those expressed by Mr. Stuart Gibson and Mr. Charles Alexander Portes in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this Scheme Document, the omission of which would make any statement in this Scheme Document misleading.

As at the Latest Practicable Date, the directors of Qatar Holding are Mr. Mohammed Saif Al-Sowaidi, Mr. Mohammed Yaser Al-Mosallam, Mr. Khaled Sultan Al-Rabban and Mr. Ahmad Mohammed Al-Khanji, who jointly and severally accept full responsibility for the accuracy of the information contained in this Scheme Document relating to Qatar Holding and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Scheme Document by the directors of Qatar Holding have been arrived at after due and careful consideration and there are no other facts not contained in this Scheme Document, the omission of which would make any statement in this Scheme Document misleading.

2. SHARE CAPITAL OF THE COMPANY

As at the Latest Practicable Date:

- (i) the authorized share capital of the Company was US\$8,000,000 divided into 8,000,000,000 Shares;
- (ii) the Company has 4,246,687,856 Shares in issue, 7,799,856 outstanding Tier 1 Options, 8,317,641 outstanding KM Options, 16,652,400 outstanding Post-IPO Share Options and 13,441,140 outstanding Awards in issue. Please refer to the section headed “3. Terms of the Proposal” in Part VII Explanatory Memorandum of this Scheme Document for further details;
- (iii) since 31 December 2024, being the date to which the latest published audited consolidated financial statements of the Company were made up, and up to the Latest Practicable Date, the Company had issued 1,259,507 Shares;

- (iv) all of the issued Shares ranked *pari passu* in all respects with each other, including all rights as to dividends, voting and capital; and
- (v) save for the Tier 1 Options, KM Options, Post-IPO Share Options and the Awards, the Company does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares or other types of equity interest, and has not entered into any agreement for the issue of such options, derivatives, warrants or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) convertible into Shares.

3. INFORMATION REGARDING THE EQUITYCO SHARES

As at the Latest Practicable Date:

- (A) the authorized share capital of EquityCo was US\$8,000,000 divided into 8,000,000,000 EquityCo Shares;
- (B) the issued share capital of EquityCo comprised 2,928,302,035 EquityCo Shares;
- (C) there were no options, derivatives, warrants or other securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by EquityCo that carry a right to subscribe for or which are convertible into EquityCo Shares;
- (D) since 31 December 2024, being the end of the last financial year of the Offeror, no new EquityCo Shares had been issued by EquityCo;
- (E) there was no re-organisation of capital by EquityCo during the two financial years ended 31 December 2022 and 2023, being the 2 financial years preceding the date of the 3.7 Announcement; and
- (F) no EquityCo Share had been bought back by EquityCo since 31 December 2024, being the end of the last financial year of EquityCo.

4. MARKET PRICES**(1) In respect of the Company**

- (a) The table below shows the closing market prices of the Shares as quoted on the Stock Exchange (i) on the Latest Practicable Date; (ii) on the Last Trading Day; and (iii) at the end of each month during the Relevant Period:

	Closing price for each Share <i>HK\$</i>
30 November 2023	10.04
29 December 2023	10.80
31 January 2024	9.98
29 February 2024	10.46
28 March 2024	8.37
30 April 2024	8.64
10 May 2024 (being the last trading day immediately preceding the date of the 3.7 Announcement)	10.00
31 May 2024	11.00
28 June 2024	10.26
31 July 2024	11.84
30 August 2024	12.10
30 September 2024	12.40
31 October 2024	10.56
28 November 2024 (Last Trading Day)	11.44
31 December 2024	11.94
28 January 2025	11.98
28 February 2025	12.16
31 March 2025	12.24
30 April 2025	12.36
19 May 2025 (Latest Practicable Date)	12.80

- (b) During the Relevant Period, the highest closing price of the Shares was HK\$13.00 per Share as quoted on the Stock Exchange on 16 May 2024 and the lowest closing price of the Shares was HK\$7.45 as quoted on the Stock Exchange on 22 March 2024.

(2) In respect of the Offeror and EquityCo

Save for:

- A. the issuance of one unpaid share of the Offeror to Conyers Corporate Services (Cayman) Limited on 12 September 2024 and the subsequent transfer of such share to HoldCo on 12 September 2024;
- B. the issuance of one unpaid EquityCo Share to Conyers Corporate Services (Cayman) Limited on 3 September 2024 and the subsequent transfer of such share to SOF-12 Sequoia Investco Ltd on 3 September 2024; and
- C. the issuance of 2,928,302,034 unpaid EquityCo Share in aggregate to the Consortium Members on 4 December 2024,

there has been no other transaction in relation to the shares of the Offeror or EquityCo Shares which have taken place during the Relevant Period.

5. DISCLOSURE OF INTERESTS, DEALINGS AND OTHER ARRANGEMENTS**(i) Disclosure of interests****(a) *Interests of the Directors and chief executives in Shares and underlying Shares***

As at the Latest Practicable Date, the interests of the Directors or chief executive of the Company in the Shares and underlying Shares, which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which were required, pursuant to section 352 of the SFO, to be recorded in the register maintained by the Company referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code or were required to be disclosed pursuant to the requirement of the Takeovers Code were as follows:

Name of Director or chief executive	Nature of interest	Number of Shares held	Approximate percentage of interest in the Company
Mr. Shen	Interest of controlled corporations ⁽¹⁾	319,658,645 ⁽²⁾	7.53%
	Beneficial owner	1,707,440 ⁽³⁾	0.04%
Mr. Gibson	Other ⁽⁵⁾	448,933,103	10.57%
	Beneficial owner	1,707,440 ⁽⁴⁾	0.04%
	Interest in controlled corporations ⁽⁶⁾	850,000	0.02%
Mr. Portes	Other ⁽⁵⁾	448,933,103	10.57%
	Interest in controlled corporations ⁽⁶⁾	850,000	0.02%
Mr. Lim (retired from the Board on 20 January 2025)	Interest in controlled corporations ⁽⁷⁾	227,859,487	5.37%
	Beneficial owner	4,402,959	0.10%
Mr. Brett Harold Krause	Beneficial owner	145,000	0.003%

Notes:

- (1) Laurels directly holds 311,858,789 Shares and is wholly owned by The Shen Trust. In respect of The Shen Trust, the settlor is Rosy Fortune Limited (the sole shareholder of which is Mr. Shen). Mr. Shen has a deemed interest under the SFO in the Shares held by The Shen Trust solely in his capacity as the sole shareholder of the settlor of The Shen Trust.
- (2) This includes Laurels' interest in 7,799,856 Shares underlying the 7,799,856 Tier 1 Options.
- (3) Mr. Shen is also interested in 331,427 Shares, 192,000 Shares underlying the 192,000 Post-IPO Share Options (which are physically settled unlisted derivatives), and 1,184,013 existing Awards which as determined by the Board on 4 December 2024 will vest up to 100% into 1,184,013 underlying Shares if the Scheme is approved by the Scheme Shareholders at the Court Meeting.
- (4) Mr. Gibson is also interested in 331,427 Shares, 192,000 Shares underlying the 192,000 Post-IPO Share Options (which are unlisted derivatives which are not physically or cash settled) and 1,184,013 existing Awards which as determined by the Board on 4 December 2024 will vest up to 100% into 1,184,013 underlying Shares if the Scheme is approved by the Scheme Shareholders at the Court Meeting.
- (5) The transfer of shares from Redwood Investment Company, Ltd. to Starwood was completed on 5 April 2024. In connection therewith Redwood Investment Company, Ltd. or its affiliate will have right to receive certain interests in Starwood or its affiliate, and Starwood or its affiliate is under an obligation to pay Redwood Investment Company, Ltd. or its affiliate cash consideration if certain conditions are met.
- (6) Mr. Gibson and Mr. Portes are both interested in the 850,000 Shares (representing 0.02% of the total issued Shares) which are held by Redwood.
- (7) JL Investment Group Limited, JL Investment Group II Limited and JL Electron (BVI) Limited each directly holds 101,984,984 Shares, 90,984,985 Shares and 34,889,518 Shares respectively, and all three companies are wholly-controlled by Mr. Lim (previously a non-executive Director who has retired from the Board on 20 January 2025).

Save as disclosed above, so far as the Directors are aware, none of the Directors or chief executive of the Company had any interest in the Shares and underlying Shares (within the meaning of Part XV of the SFO) (i) which will be required, pursuant to Section 352 of the SFO, to be recorded in the register kept by the Company, or (ii) which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code or the Takeovers Code as at the Latest Practicable Date.

(b) Interests of the Offeror and Offeror Concert Parties in the Shares

Save for disclosed below, as at the Latest Practicable Date, none of the Offeror, its directors and any Offeror Concert Parties (i) had any interest in the Shares; or (ii) owned, controlled or directed any Shares or any options, warrants, derivatives or securities convertible into Shares:

Shareholders	Nature of interest	Number of Shares	Approximate percentage of the issued share capital
The Starwood Entities	Interest of controlled corporations and beneficial owner ⁽¹⁾	448,933,103	10.57%
The SSW Entities	Interest of controlled corporations and beneficial owner ⁽²⁾	213,174,600	5.02%
The WP Entities	Interest of controlled corporations and beneficial owner ⁽³⁾	591,440,160	13.93%
Mr. Shen and Laurels	Interest of controlled corporations and beneficial owner ⁽⁴⁾	312,190,216	7.35%
Redwood	Interest of controlled corporations and beneficial owner ⁽⁵⁾	850,000	0.02%
Mr. Gibson	Beneficial owner ⁽⁵⁾	331,427	0.008%
Qatar Holding	Beneficial owner	127,257,914	3.00%

Notes:

- (1) The Shares in which the Starwood Entities are interested are directly held by Starwood. Starwood is a subsidiary of S Asia Hold Co 1 Private Limited. S Asia Hold Co 1 Private Limited is a wholly-owned subsidiary of SOF-12 International SCSp, which is wholly-controlled by its general partner, SOF-12 International Management Sarl, a wholly-owned subsidiary of Starwood XII Management, LP. SOF-12 International Master Fund SCSp owns 67.31% interests in SOF-12 International SCSp. SOF-12 International Master Fund SCSp is wholly-controlled by its general partner, SOF-12 Master Fund Management Sàrl, a wholly-owned subsidiary of Starwood XII Management, LP. SOF-XII International Blocker LP owns 97.12%

interests in SOF-12 International Master Fund SCSp. SOF-XII International Blocker LP is wholly-controlled by its general partner, SOF-XII Investors GP, LLC, a wholly-owned subsidiary of Starwood XII Management GP, LLC. Starwood XII Management, LP is wholly-controlled by its general partner Starwood XII Management GP, LLC, which is a wholly-owned subsidiary of Starwood Capital Group Global II, L.P., which is wholly-controlled by its general partner, SCGG II GP, LLC. SCGG II GP, LLC owns 96.74% interests in Starwood XII Management, LP. Starwood Capital Group Holdings L.P. owns 60% interests in Starwood Capital Group Global II, L.P.. SCGG II GP, LLC is wholly-owned by Starwood Capital Group Holdings GP L.L.C.. Starwood Capital Group Holdings L.P. is wholly-controlled by its general partner, Starwood Capital Group Holdings GP L.L.C., a wholly-owned subsidiary of BSS SCG GP Holdings L.L.C., where Mr. Barry Stuart Sternlicht holds 100% interests. Accordingly, Mr. Barry Stuart Sternlicht is deemed to be interested in the underlying Shares held by Starwood.

- (2) The Shares in which the SSW Entities are interested are directly held by SSW CEI (CN), L.P.. The general partner of SSW CEI (CN), L.P. is SSW CEI GP, LLC. Accordingly, SSW CEI GP, LLC is deemed to be interested in the underlying Shares held by SSW CEI (CN), L.P..
- (3) The Shares in which the WP Entities are interested are directly held by Alexandrite Gem Holdings Limited (“AGHL”) and Athena Logistics Holding Ltd. (“ALHL”) which hold 503,733,253 Shares and 87,706,907 Shares respectively. AGHL and ALHL are wholly-owned subsidiary of Alexandrite Gem TopCo Ltd (“AGTL”) and Athena Logistics TopCo Ltd (“ALTL”) respectively. Both AGTL and ALTL are wholly-owned subsidiaries of Alexandrite Athena GroupCo Ltd (“AAGL”). AAGL is directly owned as to 41.46% and 35.19% by Warburg Pincus China, L.P. (“WP China”) and Warburg Pincus Private Equity XII, L.P. (“WP XII”) respectively, which are funds managed and advised by Warburg Pincus LLC. Warburg Pincus China GP, L.P. (“WP China GP”) is the general partner of WP China and Warburg Pincus XII, L.P. (“WP XII GP”) is the general partner of WP XII. WP Global LLC is the general partner of both WP China GP and WP XII GP. The managing member of WP Global LLC is Warburg Pincus Partners II, L.P. (“WPP II”). The general partner of WPP II is Warburg Pincus Partners GP LLC (“WPP GP”), the managing member of which is Warburg Pincus & Co.. Accordingly, each of AGTL, ALTL, AAGL, WP China, WP XII, WP China GP, WP XII GP, WP Global LLC, WPP II, WPP GP and Warburg Pincus & Co. are deemed to be interested in the underlying Shares held by AGHL and ALHL.
- (4) Mr. Shen is interested in 312,190,216 Shares (representing 7.35% of the total issued Shares), of which 331,427 Shares (representing 0.008% of the total issued share capital of the Company) he is personally interested in, and 311,858,789 Shares (representing 7.34% of the total issued Shares) he is interested in through Laurels, a company wholly-owned by The Shen Trust, whose trustee is Tricor Equity Trustee Limited, and the settlor of which is Rosy Fortune Limited, which is wholly-owned by Mr. Shen. Laurels is also interested in 7,799,856 Tier 1 Options, while Mr. Shen is interested in 192,000 Post-IPO Share Options and 1,184,013 Awards which as determined by the Board on 4 December 2024 will vest up to 100% into 1,184,013 underlying Shares if the Scheme is approved by the Scheme Shareholders at the Court Meeting.
- (5) Mr. Gibson and Mr. Portes are both interested in the 850,000 Shares (representing 0.02% of the total issued Shares) which are held by Redwood. In addition, Mr. Gibson is interested in 331,427 Shares (representing 0.008% of the total issued Shares), as well as 192,000 Post-IPO Share Options and 1,184,013 Awards which as determined by the Board on 4 December 2024 will vest up to 100% into 1,184,013 underlying Shares if the Scheme is approved by the Scheme Shareholders at the Court Meeting.

(c) Interests of the Offeror, Offeror Concert Parties, the Directors and the Company in the shares of the Offeror and EquityCo

As at the Latest Practicable Date, the entire issued share capital of the Offeror, comprising one share, was beneficially held as to 100% by HoldCo, which is in turn indirectly wholly-owned by EquityCo, all of which are Offeror Concert Parties.

As at the Latest Practicable Date, save as disclosed below, none of the Offeror Concert Parties, any directors of the Offeror, the Company or any of the Directors owned, controlled or directed any shares or any convertible securities, warrants, options or derivatives in respect of shares of EquityCo:

Shareholders	Nature of interest	Number of EquityCo Shares	Approximate percentage of the issued EquityCo Shares
The Starwood Entities	Beneficial owner	808,933,103	27.62%
The SSW Entities	Beneficial owner	354,174,600	12.09%
Sixth Street Entity	Beneficial owner	355,000,000	12.12%
The WP Entities	Beneficial owner	903,440,160	30.85%
Laurels	Beneficial owner	258,314,831	8.82%
Redwood	Beneficial owner	850,000	0.03%
Mr. Gibson (or an affiliate)	Beneficial owner	331,427	0.01%
Qatar Holding	Beneficial owner	247,257,914	8.44%

As at the Latest Practicable Date, save for the Rollover Consortium Members, none of the persons who have irrevocably committed themselves to accept the Proposal, namely the IU Shareholders, owned or controlled any EquityCo Shares or any convertible securities, warrants, options or derivatives in respect of any EquityCo Shares.

As at the Latest Practicable Date, none of the Offeror or Offeror Concert Parties had borrowed or lent any EquityCo Shares or any convertible securities, warrants, options or derivatives in respect of any EquityCo Shares, save for any borrowed EquityCo Shares which have been either on-lent or sold.

(d) Other information

As at the Latest Practicable Date, the IU Shareholders (comprising OMERS, Mr. Lim, Straits, APG, SMBC and Mr. Marsh), each of which had entered into the Irrevocable Undertakings to vote in favour of the Offeror (being an arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code) were interested in an aggregate of 1,339,367,713 Shares (representing approximately 31.54% of the total issued Shares as at the Latest Practicable Date). As at the Latest Practicable Date, save for the Rollover Consortium Members and the IU Shareholders under the Subscription and Rollover Arrangement and the Irrevocable Undertakings respectively, no other person had irrevocably committed themselves to accept or reject, or vote in favour or against, the Proposal. As at the Latest Practicable Date, save as disclosed above, the IU Shareholders did not own, control or control any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company and EquityCo.

As at the Latest Practicable Date, except for the borrowing and lending of relevant members of the Morgan Stanley group, the Deutsche Bank group, the Goldman Sachs group or the UBS group acting in the capacity of exempt principal traders or exempt fund managers, none of the Offeror or Offeror Concert Parties had borrowed or lent any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares, save for any borrowed Shares which have been either on-lent or sold.

As at the Latest Practicable Date: (i) Mr. Lim has provided an Irrevocable Undertaking pursuant to which he has undertaken to exercise (or procure the exercise of) all voting rights attached to the IU Scheme Shares held or owned by him at the Court Meeting and the EGM in favour of the Scheme and any resolutions which will facilitate or assist the implementation of the Proposal and the Scheme; and (ii) Mr. Shen, Mr. Gibson, and Mr. Portes, each being an Offeror Concert Party, had indicated that, if the Scheme is approved at the Court Meeting, they will vote in favour of the resolution(s) to be proposed at the EGM in respect of their own beneficial shareholdings in the Company.

As at the Latest Practicable Date, the Rollover Consortium Members had indicated that if the Scheme is approved at the Court Meeting, those Shares held by it will be voted in favor of the resolutions to be proposed at the EGM.

As at the Latest Practicable Date, Mr. Brett Harold Krause had indicated that he will vote in favour of the Scheme in respect of his own beneficial shareholdings in the Company.

Save as disclosed above, no other Directors hold beneficial shareholdings in the Company.

Save as disclosed in the section headed “5. Disclosure of Interests, Dealings and other Arrangements — (i) Disclosure of interests — (a) Interests of the Directors and chief executives in Shares and underlying Shares” above in this Appendix IV, none of the Directors are interested in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

As at the Latest Practicable Date, (i) no subsidiary of the Company, (ii) no pension fund of the Company or of a subsidiary of the Company, and (iii) no person who is presumed to be acting in concert with the Company by virtue of class (5) of the definition of “acting in concert” under the Takeovers Code or who is an associate of the Company by virtue of class (2) of the definition of “associate” under the Takeovers Code (but excluding exempt principal traders and exempt fund managers) owned or controlled (as the case may be) any Shares or any shares of the Offeror or of EquityCo or any convertible securities, warrants, options or derivatives in respect of the Shares or shares of the Offeror or EquityCo.

As at the Latest Practicable Date, no Shares, no shares of the Offeror or of EquityCo, and no convertible securities, warrants, options or derivatives in respect of the Shares or the shares of the Offeror or of EquityCo, was managed on a discretionary basis by any fund managers (other than exempt fund managers) connected with the Company.⁸

As at the Latest Practicable Date, neither the Company nor any Director had borrowed or lent (as the case may be) any Shares or any shares of the Offeror or of EquityCo, or any convertible securities, warrants, options or derivatives in respect of the Shares or the shares of the Offeror or of EquityCo.

As at the Latest Practicable Date, save for the Proposal, the Exclusivity and Standstill Arrangements, the Subscription and Rollover Arrangement, the Shareholder Arrangements, the Irrevocable Undertakings, there was no arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code between any person and the Company or any person who is presumed to be acting in concert with the Company by virtue of classes (1), (2), (3) and (5) of the definition of acting in concert or who is an associate of the Company by virtue of classes (2), (3) and (4) of the definition of “associate” under the Takeovers Code.

As at the Latest Practicable Date, save for the Exclusivity and Standstill Arrangements, the Subscription and Rollover Arrangement, the Shareholder Arrangements, the Irrevocable Undertakings, no material contract had been entered into by the Offeror in which any Director has a material personal interest.

As at the Latest Practicable Date, save for the Cancellation Consideration, the Option Offer Price, the Award Proposal Price, the Offeror or the Offeror Concert Parties have not paid and will not pay any other consideration, compensation or benefit in whatever form to the Scheme Shareholders or any person acting in concert with them in connection with the cancellation of the Scheme Shares, the Options or the Awards (as applicable).

(ii) Dealings in the Company’s, the Offeror’s or EquityCo’s securities

During the Relevant Period:

- (a) none of the Offeror, the Consortium, the Offeror Concert Parties, the Company or the Directors had dealt for value in any shares of the Offeror or of EquityCo or any convertible securities, warrants, options or derivatives in respect of shares of the Offeror or of EquityCo, save for the below:
 - (i) the issuance of one unpaid share of the Offeror to Conyers Corporate Services (Cayman) Limited on 12 September 2024 and the subsequent transfer of such share to HoldCo on 12 September 2024;
 - (ii) the issuance of one unpaid EquityCo Share to Conyers Corporate Services (Cayman) Limited on 3 September 2024 and the subsequent transfer of such share to SOF-12 Sequoia Investco Ltd on 3 September 2024; and
 - (iii) the issuance of 2,928,302,034 unpaid EquityCo Share in aggregate to the Consortium Members on 4 December 2024; and

- (b) save as disclosed below and save for any dealings in the Shares by relevant members of the Morgan Stanley group, Deutsche Bank group, Goldman Sachs group or UBS group which are conducted on a non-discretionary basis for and on behalf of its clients, none of the Offeror, the Consortium and the Offeror Concert Parties or the Directors had any dealings for value in any Shares or any convertible securities, warrants, options or derivatives in respect of the Shares:
- (i) on 20 March 2024, Starwood entered into an investment agreement with Mr. Gibson, Mr. Portes and their controlled entity Redwood Investment Company, Ltd, pursuant to which Starwood agreed to acquire all of the 448,933,103 Shares (representing approximately 10.57% of the total issued Shares as at the Latest Practicable Date) in which Redwood was interested at HK\$7.76 per Share (being the closing price per Share on 19 March 2024), in exchange for all of the outstanding sums under an existing margin loan facility of RWI (as borrower) being fully repaid and all of RWI's financing obligations under such existing margin loan facility being fully extinguished. The sale and purchase of such 448,933,103 Shares completed on 5 April 2024, and Starwood became (and as at the Latest Practicable Date, remained) interested in the 448,933,103 Shares (representing approximately 10.57% of the total issued Shares); and
- (ii) the table below shows the dealings for value by members of the Goldman Sachs group who are presumed to be acting in concert with the Offeror during the Relevant Period:

Date of transaction	Buy or sell	Number of Shares involved	Price for each Share (HK\$)
26 January 2024	Buy	200	10.20
2 February 2024	Buy	5,600	9.88
4 June 2024	Sell	5,800	11.71

During the period commencing on the date of the 3.7 Announcement and ending on the Latest Practicable Date (both dates inclusive):

- (a) no subsidiary of the Company, no pension fund of the Company or of a subsidiary of the Company, no person who is presumed to be acting in concert with the Company by virtue of class (5) of the definition of “acting in concert” under the Takeovers Code or who is an associate of the Company by virtue of class (2) of the definition of

“associate” under the Takeovers Code (but excluding exempt principal traders and exempt fund managers) had dealt for value in any the Shares or any shares of the Offeror or of EquityCo or any convertible securities, warrants, options or derivatives in respect of the Shares or the shares of the Offeror or EquityCo; and

- (b) save for the Proposal, the Exclusivity and Standstill Arrangements, the Subscription and Rollover Arrangement, the Shareholder Arrangements, the Irrevocable Undertakings, there is no arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code between any person and the Company or any person who is presumed to be acting in concert with the Company by virtue of classes (1), (2), (3) and (5) of the definition of “acting in concert” under the Takeovers Code or who is an associate of the Company by virtue of classes (2), (3) or (4) of the definition of “associate” under the Takeovers Code;
- (c) no person having any arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code with the Company or with any person who is presumed to be acting in concert with the Company by virtue of classes (1), (2), (3) and (5) of the definition of “acting in concert” under the Takeovers Code or who is an associate of the Company by virtue of classes (2), (3) or (4) of the definition of “associate” under the Takeovers Code had dealt for value in any Shares or any shares of the Offeror or of EquityCo or any convertible securities, warrants, options or derivatives in respect of the Shares or the shares of the Offeror or EquityCo; and
- (d) no Shares, no shares of the Offeror and of EquityCo, and no convertible securities, warrants, options or derivatives in respect of the Shares or the shares of the Offeror or of EquityCo, was managed on a discretionary basis by any fund managers (other than exempt fund managers) connected with the Company.

(iii) Other arrangements in relation to the Proposal

As at the Latest Practicable Date:

- (a) the emoluments of the directors of the Offeror, HoldCo, MidCo or EquityCo would not be affected by or amended as a result of the Proposal;
- (b) other than the Proposal, the Exclusivity and Standstill Arrangements, the Subscription and Rollover Arrangement, the Shareholder Arrangements, the Irrevocable Undertakings and the proposed EIS (the adoption of which is subject to the Scheme becoming

effective), there was no arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code that existed between any person and the Offeror or any of the Offeror Concert Parties;

- (c) other than pursuant to the Offer Facility Security Agreement, the Offeror had no intention to transfer, charge or pledge any securities in the Company received pursuant to the Scheme to any other person, and had no agreement, arrangement or understanding with any third party to do so;
- (d) save for the Implementation Agreement, the Subscription and Rollover Arrangement, the Irrevocable Undertakings, there was no agreement or arrangement to which the Offeror or an Offeror Concert Party was a party which related to the circumstances in which it may or may not invoke or seek to invoke a condition to the Proposal;
- (e) no benefit was or would be given to any Director as compensation for loss of office or otherwise in connection with the Proposal;
- (f) save for the Proposal, the Exclusivity and Standstill Arrangements, the Subscription and Rollover Arrangement, the Shareholder Arrangements, the Shen Options, the Irrevocable Undertakings and the proposed EIS (the adoption of which is subject to the Scheme becoming effective), there was no agreement, arrangement or understanding (including any compensation arrangement) existing between the Offeror or any of the Offeror Concert Parties on one hand and any of the directors, recent directors, shareholders or recent shareholders of the Company on the other hand, having any connection with or was dependent upon the Proposal;
- (g) save for the Shen Options and the proposed EIS (the adoption of which is subject to the Scheme becoming effective), there was no agreement or arrangement between any Director and any other person which was conditional on or dependent upon the outcome of the Proposal or otherwise connected with the Proposal;
- (h) save for the proposed EIS (the adoption of which is subject to the Scheme becoming effective), there was no special deal (under Rule 25 of the Takeovers Code), or save for the Subscription and Rollover Arrangement and the Shareholder Arrangements, no understanding, arrangement or agreement between (1) any Shareholder (on the one hand); and (2) the Offeror or any Offeror Concert Parties (on the other hand); and

- (i) save for the Implementation Agreement, there was no understanding, arrangement or agreement or special deal (under Rule 25 of the Takeovers Code) between (1) any Shareholder (on one hand); and (2) the Company or any of its subsidiaries or associated companies (on the other hand).

6. MATERIAL LITIGATION

(1) In respect of the Offeror

As at the Latest Practicable Date, neither the Offeror, HoldCo, MidCo nor EquityCo was engaged in any material litigation and no material litigation or claim of material importance was known to the directors to be pending or threatened by or against the Offeror, HoldCo, MidCo or EquityCo.

(2) In respect of the Company

As at the Latest Practicable Date, no member of the Group was engaged in any material litigation and no litigation or claim of material importance was known to the Directors to be pending or threatened by or against any member of the Group.

7. MATERIAL CONTRACTS

(1) In respect of the Offeror

Save as disclosed below, no contracts (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Offeror or any of its subsidiaries) had been entered by the Offeror, HoldCo, MidCo and/or EquityCo within two years before the date of the 3.7 Announcement up to and including the Latest Practicable Date that were or might be material:

- (a) the Offer Facility Agreement;
- (b) the Offer Facility Security Agreement; and
- (c) the agreement in respect of the Subscription and Rollover Arrangement.

(2) In respect of the Company

Save as disclosed below, no contracts (not being contracts entered in the ordinary course of the business carried on or intended to be carried on by the Group) had been entered into by members of the Group within two years before the date of the 3.7 Announcement up to and including the Latest Practicable Date that were or might be material:

- (a) the share sale and purchase agreement dated 3 July 2022 entered into between Gamma Offshore Holdings (BVI) Limited and Gamma Offshore Holdings I (BVI) Limited, each a wholly-owned subsidiary of the Company, as sellers and EG Phoenix IX Limited as buyer, pursuant to which EG Phoenix IX Limited agreed to acquire 100% of the issued shares in each of Sword Overseas Holdings (BVI) Limited, Pluto Offshore Holdings (BVI) Limited, Impulse Offshore Holdings (BVI) Limited, RCLF Changsha 2 Pte. Ltd., Global Offshore Holdings (BVI) Limited, Zeta Offshore Holdings (BVI) Limited, e-Shang GZ (BVI) Limited and Vanlog Holdings A, Limited (BVI) for a total consideration of approximately RMB1.81 billion. For details of this agreement, please refer to the announcement of the Company dated 3 July 2022;
- (b) the share sale and purchase agreement dated 3 July 2022 entered into between Delte Offshore Holdings (BVI) Limited, a wholly owned subsidiary of the Company, and Ambition Mind Holdings Limited (an independent third party) as sellers and EG Phoenix IX Limited as buyer, pursuant to which EG Phoenix IX Limited agreed to acquire 100% of the issued shares in ABM Capital Limited for a total consideration of approximately RMB388 million. For details of this agreement, please refer to the announcement of the Company dated 3 July 2022;
- (c) the agreement and conditions of sale dated 18 August 2022 entered into between Sunrise Victory Limited, a wholly-owned subsidiary of the Company, and the government of Hong Kong, pursuant to which Sunrise Victory Limited shall acquire a piece of land located at the junction of Mei Ching Road and Container Port Road South, Kwai Chung, New Territories registered in the Land Registry as Kwai Chung Town Lot No. 531 for a total consideration of approximately HK\$5,257 million. For details of this agreement, please refer to the announcement of the Company dated 21 July 2022;
- (d) the share subscription and shareholders' agreement dated 15 August 2022 entered into between Victory Door Limited, a wholly-owned subsidiary of the Company, and Brave Vision Ventures Limited and Sheen Peak Investment Limited, pursuant to which Victory Lane Development Limited, a joint venture company, is to be established with Victory Door Limited subscribing for 51% shares in the Victory Lane Development Limited at

the consideration of US\$509 (equivalent to approximately HK\$3,996) and the total amount of funding advanced by the shareholders of Victory Lane Development Limited shall be no more than HK\$14,000,000,000 and with reference to the proportion of each shareholder's respective interest. For details of this agreement, please refer to the announcement of the Company dated 15 August 2022;

- (e) the shareholders' agreement dated 4 August 2023 between ESR Investor 3 (Cayman), Ltd., RW HO B Pte. Ltd, ESR Singapore Ptd. Ltd, (each a wholly owned subsidiary of the Company), and Reco Oleander Private Limited, pursuant to which RW HO B Pte. Ltd will become the holding vehicle for the development of a new distribution centre in Japan. The Group's maximum capital commitment RW HO B Pte. Ltd was JPY13.8 billion. For details of this agreement, please refer to the announcement of the Company dated 6 August 2023;
- (f) the sale and purchase agreement dated 4 August 2023 between RW Higashi Pte. Ltd, a 70% owned subsidiary of the Company and RW HO B Pte. Ltd, pursuant to which RW Higashi Pte. Ltd agreed to sell the shares in RW Higashi SPE 1 Pte. Ltd and HGS Japan Pte. Ltd for an aggregate consideration of JYP12.9 billion, and assign outstanding shareholder loans (owed by RW Higashi SPE 1 Pte. Ltd and HGS Japan Pte. Ltd to RW Higashi Pte. Ltd) to RW HO B Pte. Ltd for an aggregate consideration of JPY5.3 billion. For details of this agreement, please refer to the announcement of the Company dated 6 August 2023;
- (g) the equity transfer agreement dated 27 November 2023 between Xuzhou Yizhirong Logistics Co., Ltd., Lilac Offshore Holdings (HK) Limited (a subsidiary of the Company), and Xuzhou GCL Cloud Warehouse Logistics Technology Development Co., Ltd., pursuant to which Xuzhou Yizhirong Logistics Co., Ltd. acquires the entire equity interest in Xuzhou GCL Cloud Warehouse Logistics Technology Development Co., Ltd for an initial consideration of RMB94.0 million. For details of this agreement, please refer to the announcement of the company dated 27 November 2023;
- (h) the equity transfer agreement dated 27 November 2023 between Langfang Yirong Logistics Co., Ltd., e-Shang Brilliant HK Limited, and Langfang Weidu International Logistics Co., Ltd., pursuant to which Langfang Yirong Logistics Co., Ltd. acquires the entire equity interest in Langfang Weidu International Logistics Co., Ltd for an initial consideration of RMB566 million. Langfang Yirong Logistics Co., Ltd., e-Shang Brilliant HK Limited, and Langfang Weidu International Logistics Co., Ltd. subsequently entered into a termination agreement on 29 August 2024 to terminate the

above equity transfer agreement with effect from 29 August 2024. For details of this agreement and the subsequent termination agreement, please refer to the announcements of the company dated 27 November 2023 and 29 August 2024;

- (i) the equity transfer agreement dated 27 November 2023 between Haining Yirong Information Consulting Co., Ltd., Endeavor Offshore Holdings (HK) Limited, and Haining Haiyi Intelligent Equipment Co., Ltd., pursuant to which Haining Yirong Information Consulting Co., Ltd. acquires the entire equity interest in Haining Haiyi Intelligent Equipment Co., Ltd. for an initial consideration of RMB255.3 million. On 29 August 2024, Haining Yirong Information Consulting Co., Ltd., Endeavor Offshore Holdings (HK) Limited, and Haining Haiyi Intelligent Equipment Co., Ltd. entered into a supplemental agreement to amend the above equity transfer agreement to, amongst others, adjust the final consideration by an additional RMB60,975,188. For details of these agreements, please refer to the announcements of the company dated 27 November 2023 and 29 August 2024;
- (j) the equity transfer agreement dated 27 November 2023 between Suzhou Wujiang District Yirong Logistics Co., Ltd., Alpha Offshore Holdings (HK) Limited, and Suzhou Yishang Quansheng Warehousing Services Co., Ltd., pursuant to which Suzhou Wujiang District Yirong Logistics Co., Ltd. acquires the entire equity interest in Suzhou Yishang Quansheng Warehousing Services Co., Ltd. for an initial consideration of RMB213.9 million. For details of this agreement, please refer to the announcement of the company dated 27 November 2023;
- (k) the equity transfer agreement dated 27 November 2023 between Dongguan Yirong Enterprise Management Consulting Co., Ltd., Horizon HK Offshore Limited, and Dongguan Hongshang Warehousing Services Co., Ltd., pursuant to which Haining Dongguan Yirong Enterprise Management Consulting Co., Ltd. acquires the entire equity interest in Dongguan Hongshang Warehousing Services Co., Ltd. for an initial consideration of RMB908.9 million. For details of this agreement, please refer to the announcement of the company dated 27 November 2023;
- (l) the share purchase agreement dated 8 March 2024 between MPSK Pte. Ltd, Sumitomo Mitsui Finance and Leasing Co. and ARA Asset Management Limited, a subsidiary of the Company, pursuant to which MPSK Pte. Ltd agreed to purchase and ARA Asset Management Limited agreed to sell all the shares in Aravest Pte. Ltd for a consideration of US\$267,420,653 subject to adjustments. For details of this agreement, please refer to the announcement of the Company dated 11 March 2024; and

- (m) the share purchase agreement dated 8 March 2024 between Claymore Encore Holdings, LLC and ARA US (Holdings) Pte. Ltd, a subsidiary of the Company, pursuant to which Claymore Encore Holdings, LLC agreed to purchase and ARA US (Holdings) Pte. Ltd agreed to sell the shares in ARA US Investments Inc, a subsidiary of the Company for the consideration of US\$2,579,347 subject to adjustments. For details of this agreement, please refer to the announcement of the Company dated 11 March 2024.

8. SERVICE CONTRACTS

As at the Latest Practicable Date, save as disclosed below, none of the Directors had any service contract with the Company or any of its subsidiaries or associated companies in force which (a) (including both continuous and fixed term contracts) had been entered into or amended within 6 months preceding the date of the 3.7 Announcement; or (b) was a continuous contract with a notice period of 12 months or more; or (c) was a fixed term contract that has more than 12 months to run irrespective of the notice period.

Name	Expiry date	Fixed remuneration payable under the contract	Variable remuneration payable under the contract
Mr. Charles Alexander Portes	31 December 2026	—	—
Mr. Rajeev Veeravalli Kannan	19 January 2027	HK\$150,000 per annum	—
Ms. Joanne Sarah McNamara	31 December 2026	—	—
Ms. Serene Nah Siew Noi	18 April 2028	HK\$575,000 per annum	—

9. CONSENTS AND QUALIFICATIONS OF EXPERTS

The following are the qualifications of the experts who have been named in this Scheme Document or have given opinion or advice which is contained in this Scheme Document:

Name	Qualification
Morgan Stanley	a corporation licensed under the SFO to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities, and the sole structuring adviser and one of the co-lead financial advisers to the Offeror in connection with the Proposal
Deutsche Bank	a registered institution under the SFO to carry out type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance), and type 9 (asset management) regulated activities under the SFO, and one of the co-lead financial advisers to the Offeror in connection with the Proposal
Goldman Sachs	a company incorporated in Delaware with limited liability and licensed under the SFO to carry out type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities, and one of the joint financial advisers to the Offeror in connection with the Proposal
UBS	a registered institution under the SFO to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) regulated activities under the SFO, and one of the joint financial advisers to the Offeror in connection with the Proposal

Name	Qualification
Citi	a company incorporated in Hong Kong with limited liability and licensed under the SFO to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) regulated activities, being the exclusive financial adviser to the Company in connection with the Proposal
Independent Financial Adviser	a corporation licensed to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO, being the independent financial adviser appointed by the Company, with the approval of the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code, to advise the Independent Board Committee in connection with the Proposal, the Scheme, the Option Offers and the Award Proposal
Colliers Appraisal and Advisory Services Co., Ltd.	an independent property valuer
Cushman & Wakefield Limited	an independent property valuer
CBRE Valuations Pty Limited	an independent property valuer
Cushman & Wakefield (Valuations) Pty Ltd	an independent property valuer
CBRE South Asia Private Limited	an independent property valuer

As at the Latest Practicable Date, the above experts had given and had not withdrawn its written consent to the issue of this Scheme Document with the inclusion herein of its letters and opinions (as the case may be) and/or references to its name, opinions, reports and/or letters (as the case may be) in the form and context in which they respectively appear.

10. MISCELLANEOUS

- (i) Principal members of the Offeror Concert Parties include the Offeror, the Starwood Entities, the SSW Entities, Sixth Street Entity, the WP Entities, the Founders and Qatar Holding.
- (ii) The registered office and principal office of the Offeror is situated at the offices of MUFG Alternative Fund Services (Cayman) Limited, P.O. Box 852, Maiden Place, 227 Elgin Avenue, George Town, KY1-1103, Cayman Islands. The Offeror does not have a principal office in Hong Kong, and solely for the purpose of receiving any correspondence in relation to the Proposal, its correspondence address is at 9/F, AIA Central, 1 Connaught Road, Central, Hong Kong.
- (iii) As at the Latest Practicable Date, the directors of the Offeror, HoldCo, MidCo and EquityCo are Mr. David Matheson, Mr. Thomas Tolley, Mr. Jeffrey Perlman, Ms. Chloe Zhang, Mr. Jacob Liebschutz, Mr. Stuart Gibson, Mr. Jinchu Shen and Mr. Julian Salisbury. The Offeror is indirectly wholly-owned by EquityCo.
- (iv) The registered office of Starwood is situated at Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman KY-1104, Cayman Islands. As at the Latest Practicable Date, the directors of Starwood are Jason Sneah, David Matheson and Rachel Williams.
- (v) The registered office of Starwood Electron Co-Invest L.P. is situated at CO Services Cayman Limited, P.O. Box 10008, Willow House, Cricket Square, Grand Cayman, KY1-1001, Cayman Islands. As at the Latest Practicable Date, Starwood Electron Co-Invest L.P., a co-invest vehicle for Alpha Wave, is managed and/or advised by Starwood Electron Co-Invest GP, L.L.C., an affiliate of Starwood. As at the Latest Practicable Date, the managing director of SCGG II GP, L.L.C., acting in its capacity as the general partner of Starwood Capital Group Global II, L.P., acting in its capacity as the sole member of Starwood Electron Co-Invest GP, L.L.C., is Nick Antonopoulos.

- (vi) The registered office of SSW CEI (CN), L.P. is situated at C/o 152928 Canada Inc., 199 Bay Street, Commerce Court West, Suite 5300, Toronto, Ontario, Canada, M5L 1B9, and its general partner is SSW CEI GP, LLC. As at the Latest Practicable Date, the managing members of SSW CEI GP, LLC are Eric Schwartz, Joshua Steiner and Antonio Weiss.
- (vii) The registered office of SSW (ESR) SPV, L.P. is situated at 152928 Canada Inc., 199 Bay Street, Commerce Court West, Suite 5300, Toronto, Ontario, M5L1B9, Canada, and its general partner is SSW (ESR) SPV GP, LLC. As at the Latest Practicable Date, the sole member of SSW (ESR) SPV GP, LLC is SSW CEI GP, LLC (and the managing members of SSW CEI GP, LLC are Eric Schwartz, Joshua Steiner and Antonio Weiss).
- (viii) The registered office of Sixth Street Entity is situated at 2100 McKinney Avenue, Suite 1500 Dallas, Texas 75201, United States of America. As at the Latest Practicable Date, the managers of Sixth Street Entity are Mr. Julian Salisbury, Mr. Toni Elias and Mr. Giulio Passanisi.
- (ix) The registered office of Alexandrite Athena GroupCo Ltd is situated at c/o Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands. As at the Latest Practicable Date, the directors of Alexandrite Athena GroupCo Ltd are Ms. Tara O'Neill, Mr. David Sreter and Mr. Steven Glenn.
- (x) The registered office of each of WP Andesine Holding Ltd, WP Ekanite Gem Ltd and WP Nepheline Ltd are situated at c/o Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands. As at the Latest Practicable Date, the directors of WP Andesine Holding Ltd, WP Ekanite Gem Ltd and WP Nepheline Ltd are Ms. Tara O'Neill, Mr. David Sreter and Mr. Steven Glenn.
- (xi) The correspondence address of Mr. Shen is 99 Cairnhill Circle, Singapore 229808.
- (xii) The correspondence address of Mr. Gibson is 21B King Albert Park Singapore 598303.
- (xiii) The correspondence address of Mr. Portes is 17 Cove Drive #04-24 Marina Collection Singapore 098329.

- (xiv) The registered office of Qatar Holding is situated at Ooredoo Tower (Building 14), Al Dafna Street (Street 801), Al Dafna (Zone 61), Doha, Qatar. As at the Latest Practicable Date, the directors of Qatar Holding are Mr. Mohammed Saif Al-Sowaidi, Mr. Mohammed Yaser Al-Mosallam, Mr. Khaled Sultan Al-Rabban and Mr. Ahmad Mohammed Al-Khanji.
- (xv) Morgan Stanley is the co-lead financial adviser and sole structuring adviser to the Offeror in relation to the Proposal, and its main business address is at 30–32, 35–42 & 45–47 Floor and Part of Floor 3, 8–9, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong.
- (xvi) Deutsche Bank is the co-lead financial adviser to the Offeror in relation to the Proposal, and its registered address is at 60/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong.
- (xvii) Goldman Sachs and UBS are the joint financial advisers to the Offeror to the Proposal, and their respective registered addresses are at 68th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong and 52/F, IFC 2, 8 Finance Street, Central, Hong Kong.
- (xviii) Citi is the exclusive financial adviser to the Company in relation to the Proposal, and its registered address is at 50/F, Champion Tower, Three Garden Road, Central, Hong Kong.
- (xix) The registered office of the Company is situated at the offices of Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands.
- (xx) The principal place of business of Company in Hong Kong is situated at Suites 2905–06, Two Exchange Square, 8 Connaught Place, Central, Hong Kong.
- (xxi) The Board comprises Mr. Jinchu Shen and Mr. Stuart Gibson as executive Directors, Mr. Jeffrey Perlman, Mr. Charles Alexander Portes, Mr. Rajeev Veeravalli Kannan and Ms. Joanne Sarah McNamara as non-executive Directors, and Mr. Brett Harold Krause, Mr. Simon James McDonald, and Ms. Serene Siew Noi Nah as independent non-executive Directors.
- (xxii) The company secretary of Company is Mr Richard Kin-sing Lee. He is also the Group Legal Counsel of the Company and an employee of the Company.

(xxiii) The principal share registrar and transfer office of the Company in Cayman Islands is Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands.

(xxiv) The branch share registrar and transfer office of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

(xxv) The principal place of business of the Independent Financial Adviser is Suite 4001, 40th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong.

In case of inconsistency, the English language text of this Scheme Document and the accompanying forms of proxy, Election Form and Form of Acceptance shall prevail over the Chinese language text.

11. DOCUMENTS ON DISPLAY

Copies of the following documents will be available for inspection or on display (as applicable) at the principal place of business of the Company in Hong Kong at Suites 2905–06, Two Exchange Square, 8 Connaught Place, Central, Hong Kong from 9:00 am to 5:00 pm (except Saturdays, Sundays and public holidays), on the website of the Company at www.esr.com, the website of the SFC at www.sfc.hk and on ConsortiumProposalAnnouncements.com during the period from the date of this Scheme Document until (a) the Effective Date; and (b) the date on which the Scheme lapses or is withdrawn, whichever is earlier:

- (i) the memorandum and articles of association of the Company;
- (ii) the memorandum and articles of association of the Offeror;
- (iii) the memorandum and articles of association of EquityCo;
- (iv) the 2022 Annual Report, the 2023 Annual Report and the 2024 Annual Report;
- (v) the letter from the Board, the text of which is set out in Part IV of this Scheme Document;
- (vi) the letter from the Independent Board Committee, the text of which is set out in Part V of this Scheme Document;

- (vii) the letter from the Independent Financial Adviser, the text of which is set out in Part VI of this Scheme Document;
- (viii) the property valuation reports as set out in Appendix II to this Scheme Document;
- (ix) the letter from Morgan Stanley setting out the Estimate of Value of EquityCo Shares, the text of which is set out in Appendix V to this Scheme Document;
- (x) the material contracts referred to in the section headed. “7. Material Contracts” in this Appendix;
- (xi) the service contracts referred to in the section headed “8. Service Contracts” in this Appendix;
- (xii) the written consents issued by the expert referred to in the section headed “9. Consents and Qualifications of Experts” in this Appendix;
- (xiii) the Implementation Agreement;
- (xiv) the Irrevocable Undertakings;
- (xv) the Letters of Support;
- (xvi) the agreement in relation to the Subscription and Rollover Arrangement;
- (xvii) the proposed terms of the EIS; and
- (xviii) this Scheme Document.

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

Morgan Stanley

**(1) PROPOSAL TO PRIVATISE ESR GROUP LIMITED BY
MEGA BIDCO BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 86 OF THE COMPANIES ACT
AND**

**(2) PROPOSED WITHDRAWAL OF LISTING OF ESR GROUP LIMITED
ESTIMATE OF VALUE OF EQUITYCO SHARES**

Dear Sir/Madam,

We refer to the document of 22 May 2025 jointly issued by MEGA BidCo and ESR Group Limited (the **“Scheme Document”**) of which this letter forms part. Capitalised terms used in this letter will, unless otherwise stated, have the same meaning as defined in the Scheme Document.

Pursuant to the requirements of the Takeovers Code, you have requested us to provide you with an estimate of the value of the EquityCo Shares (the **“Estimate of Value”**). Under the Proposal, Scheme Shares will be cancelled in exchange for either:

- (a) **the Cash Alternative:** Cancellation Price of HK\$13.00 for every Scheme Share held; or
- (b) **the Share Alternative:** one EquityCo Share for every Scheme Share held.

The Scheme Shareholders may elect the Cash Alternative or the Share Alternative or a combination of both the Cash Alternative and the Share Alternative in a proportion of their choosing as the form of Cancellation Consideration in respect of their entire holdings of Scheme Shares held as at the Scheme Record Date. Scheme Shareholders who do not make any election or whose elections are invalid will receive the Cash Alternative.

PURPOSE

The Estimate of Value has been provided to the Offeror solely for the purposes of Paragraph 30 of Schedule I to the Takeovers Code, and shall not be used or relied upon for any other purpose whatsoever, and is not made on behalf of, and shall not confer rights or remedies upon, any third party. It is to be emphasized that the Estimate of Value contained herein is an estimated value of

each EquityCo Share based on certain assumptions and therefore does not necessarily reflect the actual value of the EquityCo Shares. This letter is not addressed to any third party and the contents of this letter may not be used or relied upon by any third party (except for the Independent Financial Adviser and/or the Independent Board Committee for the sole purpose of evaluating and advising the Disinterested Shareholders in respect of the Scheme) for any purpose whatsoever; and Morgan Stanley expressly disclaims any duty or liability to any third party with respect to the contents of this letter. Except for its inclusion in the Scheme Document, this letter may not be quoted or referred to, in whole or in part, nor may any other public reference to Morgan Stanley be made, without our prior written consent.

This letter sets out an Estimate of Value of each EquityCo Share assuming all of the Conditions to the Proposal have been satisfied or waived (as applicable) and such EquityCo Share is in issue as at the date of this letter.

The valuation of non-publicly traded securities is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. Consequently, the views expressed in this letter are not necessarily indicative of: (i) the price at which the EquityCo Shares might trade in any public market as at the Latest Practicable Date or at any future date; or (ii) the amount which might be realised upon a sale of an EquityCo Share to a third party. The Estimate of Value may differ substantially from estimates available from other sources. In addition, our view would be expected to fluctuate with changes in prevailing economic, market and other conditions, the financial conditions and prospects of EquityCo and other factors which generally influence the valuation of companies and securities. As a result, there can be no assurance that the actual price of an EquityCo Share will not be higher or lower than the Estimate of Value.

Additionally, the Estimate of Value is based on the announced value of HK\$13.00 per Scheme Share under the Cash Alternative on which Morgan Stanley expresses no opinion and gives no representation. In providing the Estimate of Value, Morgan Stanley expresses no opinion and makes no recommendation to any person as to whether they should vote in favour of any resolutions relating to the Proposal or whether they should make any election to choose the Cash Alternative, the Share Alternative or a combination of both the Cash Alternative and the Share Alternative. Furthermore, Morgan Stanley expresses no opinion as to the fairness of the Cancellation Price, the Option Offer Price and/or the Award Proposal Price, nor the number and nature of EquityCo Shares comprised in the Share Alternative as referenced in the Proposal, nor does Morgan Stanley express any opinion as to the underlying decision by the Offeror to engage in the Proposal. Shareholders are urged to carefully review the terms and conditions attached to the issuance and receipt of EquityCo Shares (including the rights of the EquityCo Shareholders) and the risk factors of holding EquityCo Shares as set out in the Scheme Document, together with the memorandum and articles of association of EquityCo. Morgan Stanley expresses no opinion and

expressly disclaims any duty or liability with respect to the terms and conditions of EquityCo Shares, and the impact (if any) to the value of EquityCo Shares arising from the shareholder rights attached to such shares.

ASSUMPTIONS

For the purposes of our analysis, we have made the following assumptions:

- (i) There exists a willing buyer and seller, neither being under any compulsion to buy or sell, dealing on an arm's length basis, each having knowledge of all relevant facts;
- (ii) As at the date of this letter, all of the Conditions to the Proposal have been satisfied or waived (as applicable) and the Company is a wholly-owned subsidiary of EquityCo;
- (iii) The EquityCo Shares that may be issued in connection with the Proposal, together with the 2,928,302,035 EquityCo Shares held by the Consortium Members as of the Latest Practicable Date, comprise the entire issued share capital of EquityCo and no person has any right to acquire or subscribe for any share or loan capital of EquityCo as of the Latest Practicable Date. Such shares have been issued pursuant to the terms of the Proposal free from all encumbrances, credited as fully-paid up and will rank *pari passu* among themselves and with all EquityCo Shares already in issue;
- (iv) EquityCo was established for the sole purpose of the Proposal and as such, we have assumed that immediately following the satisfaction or waiver of all of the Conditions to the Proposal (as applicable), EquityCo's turnover, profits, assets and liabilities (on a consolidated basis), nature of business, business prospects and operations will be in all material respects the same as the Company, save for the Offer Facility and related costs, any costs and expenses incurred in connection with the Proposal and any cash balance that may remain in the Offeror that was not required to finance the amount payable in cash to Scheme Shareholders, Option-holders and Award-holders under the Proposal;
- (v) There is no change to the issued share capital of the Company from the Latest Practicable Date up to and including the Effective Date. There are no dilutive equity instruments and assuming the cancellation of the Options and Awards, no person other than the Offeror has any right to acquire or option to subscribe for any share or loan capital of the Company and no share capital of the Company is disposed of nor any right granted over or in respect of it at any future date;

- (vi) No dividend or other distribution (whether in cash or in kind) shall be declared, made or paid by the Company to the Shareholders between the Announcement Date and the Effective Date, and any further dividend or distribution shall be subject to the approval of the Offeror;
- (vii) EquityCo and the Company exist on a continuing basis and the valuation is assumed on this basis and not assuming any sale of shares of EquityCo or the Company at any future date;
- (viii) EquityCo Shares are unlisted and are valued on this basis. Whilst it is not possible to give a precise measure of the discount to reflect, among other things, the lack of marketability and certain rights of the shareholders of EquityCo and no methodological analysis can be undertaken for the purpose of estimating such a discount, for the purpose of calculating our range of Estimate of Value, we have assumed a discount range of 0–30% to an equivalent listed security to reflect, among other things, the lack of marketability and such shareholders' rights. We believe such range of discounts is an appropriate assumption to use for this purpose as it is consistent with the approach taken in recent market privatisation precedents in Hong Kong which involves unlisted offeror shares being offered as an alternative transaction consideration and which adopts an illiquidity discount methodology to assess the value of the unlisted offeror shares. In evaluating the level of discount applied, we have identified the following exhaustive list of general offer/privatisation cases since 2013 which involved valuation of unlisted shares, and noted that a discount of 30% for lack of marketability and shareholders' rights was applied to derive the low-end value of the unlisted shares under the share alternative in each of the respective cases:

Date of scheme/composite document	Company (stock code)	Discount applied
31 March 2025	Vesync Co., Ltd (2148)	30%
23 December 2024	Shanghai Henlius Biotech, Inc. (2696)	30%
2 July 2024	L'Occitane International S.A. (973)	30%
22 September 2023	Trigiant Group Limited (1300)	30%
4 May 2022	Suchuang Gas Corporation Limited (1430)	30%

Date of scheme/composite document	Company (stock code)	Discount applied
10 November 2021	Lee Hing Development Limited (68)	30%
3 August 2021	Clear Media Limited (100)	30%
27 January 2021	Huifu Payment Limited (1806)	30%
20 June 2019	China Power Clean Energy Development Company Limited (735)	30%
5 September 2016	Nirvana Asia Ltd (1438)	30%
23 July 2013	Yashili International Holdings Ltd (1230)	30%

- (ix) We have relied on and assumed, without independent verification, the accuracy and completeness of the information reviewed by us (including but not limited to the Company's financial report for the year ended 31 December 2024, which specify the amount of cash, assets, indebtedness and liabilities that are expected to remain in EquityCo immediately following the implementation of the Proposal) for the purposes of the Estimate of Value; and we have not assumed and do not assume any responsibility or liability in relation thereto. We have not made any independent valuation or appraisal of the assets and liabilities of the Company, nor have we sought or been provided with any such valuation or appraisal. The Estimate of Value is necessarily based on financial, economic, market, regulatory and other conditions in effect, and the information made available to us, as at the date of this letter. It should be understood that subsequent developments may affect the Estimate of Value contained in this letter;
- (x) The taxation of individual shareholders will vary and we have not taken account of the effects of any taxation exemptions, allowances or reliefs available for the purposes of income, capital gains, inheritance or any other applicable tax, duty or levy, notwithstanding these may be significant in the case of some shareholders;
- (xi) No account has been taken of any potential transaction costs that a Shareholder, Option-holder or Award-holder may incur in regard to making an election under the Proposal, or in any attempted or actual sale of EquityCo Shares; and

- (xii) The Group will continue to operate in the ordinary course as a going concern and are not subject to any material adverse event; the assets and liabilities of the Company (on a consolidated basis) are fairly reflected in the Company's annual results comprising its audited consolidated accounts for the financial year ended 31 December 2024 which were published on 29 April 2025 (the "**Last Accounts**"); Neither the Company nor any of its subsidiaries disposes of any asset for less than its fair value (as reflected in the Last Accounts) nor suffers or incurs any liability, other than in the ordinary course of business.

METHODOLOGY

In our Estimate of Value, we derive ranges of value for EquityCo Shares which reflect the estimated value of such shares hypothetically assuming for the purpose of calculating the top end of the range that they are listed and freely tradable, and for the purpose of calculating the bottom end of the range we have assumed a discount of 30% to reflect, among other things, the lack of marketability and certain shareholders' rights.

The estimated value of the EquityCo Shares is based on (a) the value of the Shares (including the Options and Awards), (b) the Offer Facility and (c) any cash balance that may remain in the Offeror rounded to the nearest Hong Kong dollar, prior to any transaction expenses incurred by the Offeror. As such, at the top end of our range, the total value of the EquityCo Shares is calculated as:

$$(a) - (b) + (c)$$

Where (a), (b) and (c) are defined as follows:

"(a)" = the estimated value of all of the outstanding Shares (including the Options and Awards, assuming a "see-through" value), which represents the value of the Shares that the Offeror will own;

"(b)" = the external debt financing to be incurred by the Offeror for the implementation of the Proposal in the form of the Offer Facility;

"(c)" = any cash that may remain in the Offeror immediately following the implementation of the Proposal.

Following the implementation of the Proposal, the Offeror will not own any other assets or any other liabilities except for the Shares, the Offer Facility and the cash that may remain in the Offeror immediately following the implementation of the Proposal. As a result, the estimated value of the EquityCo Shares is equal to “(a) – (b) + (c)”.

Value for “(a)” at the top end of the range is HK\$55,488,689,049, equivalent to the total value of Shares, vested Options and outstanding Awards (in each case equivalent to the “see-through” value) as set out as below:

	Number of Shares/Vested Options/ Outstanding Awards	Value per Share/Vested Option/ Outstanding Award	Total Value
(i)	4,246,687,856 Shares issued and outstanding	HK\$13.00	HK\$55,206,942,128
(ii)	7,799,856 Tier 1 Options with exercise price of HK\$3.59	HK\$9.41	HK\$73,412,245
(iii)	4,532,315 KM Options with exercise price of HK\$7.37	HK\$5.63	HK\$25,530,077
(iv)	873,103 KM Options with exercise price of HK\$8.93	HK\$4.07	HK\$3,550,613
(v)	948,494 KM Options with exercise price of HK\$10.65	HK\$2.35	HK\$2,228,107
(vi)	1,963,729 KM Options with exercise price of HK\$11.83	HK\$1.17	HK\$2,289,394
(vii)	384,000 Post-IPO Share Options with exercise price of HK\$22.78	HK\$0.0001	HK\$38
(viii)	10,118,400 Post-IPO Share Options with exercise price of HK\$24.50	HK\$0.0001	HK\$1,012
(ix)	6,150,000 Post-IPO Share Options with exercise price of HK\$27.30	HK\$0.0001	HK\$615
(x)	13,441,140 Awards subject to the Award Proposal	HK\$13.00	HK\$174,734,820
	Total		<u>HK\$55,488,689,049</u>

Value for “(b)” is HK\$10,275,289,415 based on the Offeror’s financing structure for implementing the Proposal.

Value for “(c)” is nil based on the scale-back mechanism pursuant to the Subscription and Rollover Arrangement.

As stated above, we have derived the lower end of the range for the estimate of value for each EquityCo Share, by assuming a 30% discount to the value calculated above to reflect the lack of marketability and shareholders’ rights, of an unlisted share.

The valuation of non-publicly traded securities is inherently imprecise and is subject to certain uncertainties and contingencies, including, but not limited to, the above qualitative factors, the effects of which are difficult to predict. Consequently, the view expressed in this letter is not necessarily indicative of: (i) the price at which the EquityCo Shares might trade as at the date hereof or at any future date; (ii) the amount which might be realised upon a sale of an EquityCo Share to a third party; or (iii) the amount that might be realized by a holder of an EquityCo Share on liquidation of the Offeror. Our Estimate of Value may differ substantially from estimates available from other sources. In addition, our view would be expected to fluctuate with changes in prevailing market conditions, the financial conditions and prospects of the Offeror and other factors which generally influence the valuation of companies and securities. As a result, there can be no assurance that the actual price of an EquityCo Share will not be higher or lower than the Estimate of Value.

Assuming (i) the Rollover Consortium Members and Rollover IU Shareholders elect the Share Alternative for the cancellation of all of the Scheme Shares held or owned by them (but for OMERS, only in respect of 319,313,360 IU Scheme Shares held or owned by it and for Mr. Marsh, only in respect of 25,324,310 IU Scheme Shares out of the 32,074,310 IU Scheme Shares held or owned by him or his affiliates), (ii) all other Scheme Shareholders elect the Cash Alternative, (iii) all Option-holders receive the Option Offer Price, and (iv) all Award-holders receive the Award Proposal Price

(i)	the estimated value of all of the outstanding Shares (including the Options and Awards), assuming a “see-through” value	HK\$55,488,689,049
(ii)	the external debt financing*	HK\$10,275,289,415
(iii)	any cash that may remain in the Offeror immediately following the implementation of the Proposal**	nil

Assuming (i) the Rollover Consortium Members and Rollover IU Shareholders elect the Share Alternative for the cancellation of all of the Scheme Shares held or owned by them (but for OMERS, only in respect of 319,313,360 IU Scheme Shares held or owned by it and for Mr. Marsh, only in respect of 25,324,310 IU Scheme Shares out of the 32,074,310 IU Scheme Shares held or owned by him or his affiliates), (ii) all other Scheme Shareholders elect the Cash Alternative, (iii) all Option-holders receive the Option Offer Price, and (iv) all Award-holders receive the Award Proposal Price

Total value of the EquityCo Shares	HK\$45,213,399,634
Number of EquityCo Shares in issue immediately following the Proposal	3,477,953,818
Top end value per EquityCo Share	HK\$13.00
Bottom end value per EquityCo Share (Assuming a 30% discount for non-marketability of the EquityCo Shares)	HK\$9.10

Notes:

* The external debt financing to be incurred by the Offeror for the implementation of the Proposal is calculated as the value of the Shares (including the Options and Awards, assuming a see-through value) of HK\$55,488,689,049, minus HK\$13.00 per Scheme Share for 2,189,953,818 Scheme Shares that elect the Share Alternative comprising (a) 1,640,302,035 Scheme Shares held by the Rollover Consortium Members and (b) 549,651,783 Scheme Shares held by the Rollover IU Shareholders, minus US\$2,146,666,667 New Money Subscription Consideration (equivalent to HK\$16,744,000,000 based on an exchange rate of HK\$7.80 to US\$1.00)

** According to the scale-back mechanism pursuant to the Subscription and Rollover Arrangement

In determining the Estimate of Value, we have not taken into account, among other things, any financial projections of the Company.

No account has been taken of any potential transaction costs that a Shareholder, Option-holder or Award-holder may incur in regard to making an election under the Proposal, or in any attempted or actual sale of EquityCo Shares.

No account has been taken of any potential transaction costs that a holder of EquityCo Shares may incur, or any potential costs that might be associated with a sale of the Offeror to a third party or a liquidation of the Offeror, which might be expected to reduce any return to a holder of an EquityCo Share upon the occurrence of such an event.

We have produced the Estimate of Value using these methodologies and taken into account the information, factors, assumptions and limitations set out above.

ESTIMATE OF VALUE

On the basis of the above assumptions and methodology adopted by us and subject to the foregoing, the Estimate of Value as defined in this letter is within a range of HK\$9.10 to HK\$13.00 for each EquityCo Share. This Estimate of Value does not represent a formal opinion by Morgan Stanley of the value of an EquityCo Share or a Share, and is subject to the assumptions set out above.

GENERAL

Morgan Stanley is acting as the financial adviser to the Offeror in relation to the Proposal and no one else in connection with the Proposal. Morgan Stanley will not be responsible to anyone other than the Offeror for providing advice in relation to the Proposal, the contents of the Scheme Document or any other matters referred to in the Scheme Document. Shareholders are urged to read carefully all the information contained in the Scheme Document. The value of an EquityCo Share may be impacted by the factors described in this letter. Further, in providing the Estimate of Value, Morgan Stanley expresses no opinion or recommendation to any person as to whether they should accept the Proposal or whether they should make any election to choose the Cash Alternative or the Share Alternative or a combination of both. Shareholders are recommended to seek their own independent financial advice. Further, Morgan Stanley expresses no opinion as to the fairness of the Cancellation Price, the Option Offer Price and/or the Award Proposal Price and the number and nature of EquityCo Shares comprised in the Share Alternative as referenced in the Proposal.

Yours faithfully
For and on behalf of
Morgan Stanley Asia Limited
Richard Wong
Managing Director

**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO. FSD 72 OF 2025 (DDJ)

**IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT
(2025 REVISION)
AND IN THE MATTER OF ORDER 102 OF
THE GRAND COURT RULES 2023 (AS REVISED)
AND IN THE MATTER OF
ESR GROUP LIMITED**

SCHEME OF ARRANGEMENT

Between

ESR GROUP LIMITED

and

THE SCHEME SHAREHOLDERS (as hereinafter defined)

(A) In this scheme of arrangement, unless inconsistent with the subject or context, the following expressions shall bear the following meanings:

“acting in concert”	has the meaning ascribed to it under the Takeovers Code and “concert party” or “concert parties” shall be construed accordingly
“Beneficial Owner(s)”	beneficial owner(s) of the Shares registered in the name of a Registered Owner(s)
“Board”	the board of Directors of the Company from time to time
“Business Day(s)”	a day on which the Stock Exchange is open for the transaction of business
“Cancellation Consideration”	the Cash Alternative or the Share Alternative or a combination of both
“Cancellation Price”	the cancellation price of HK\$13.00 per Scheme Share

“Cash Alternative”	the cash consideration alternative under the Proposal, being the Cancellation Price of HK\$13.00 for every Scheme Share
“Citi”	Citigroup Global Markets Asia Limited, a company incorporated in Hong Kong with limited liability and licensed under the SFO to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) regulated activities, being the exclusive financial adviser to the Company in connection with the Proposal
“Companies Act”	the Companies Act (2025 Revision) of the Cayman Islands, as consolidated and revised from time to time
“Company”	ESR Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 1821)
“Condition(s)”	the condition(s) of the Proposal, details of which are set out in the section headed “5. <i>Conditions to the Proposal and the Scheme</i> ” in “Part VII — Explanatory Memorandum” of the Scheme Document
“Conditions Long Stop Date”	4 December 2025 or such later date as may be mutually agreed in writing between the Offeror and the Company or, to the extent applicable, as the Grand Court may direct and, in all cases, as permitted by the Executive
“Consortium”	the consortium formed by the Starwood Entities, the SSW Entities, Sixth Street Entity, the WP Entities, Qatar Holding and the Founders and their respective controlled entities (each as defined in the Appendix)

“Consortium Members”	members of the Consortium
“Court Meeting”	a meeting of the Scheme Shareholders convened at the direction of the Grand Court to be held at 10:00 am on Friday, 13 June 2025 at Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong at which the Scheme (with or without modification) will be voted upon, notice of which is set out in Appendix VII to the Scheme Document, or any adjournment thereof
“Court Order”	the order of the Grand Court sanctioning the Scheme as required by the Companies Act
“Deutsche Bank”	Deutsche Bank AG, Hong Kong Branch, a registered institution under the SFO to carry out type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance), and type 9 (asset management) regulated activities under the SFO, being one of the co-lead financial advisers to the Offeror in connection with the Proposal
“Director(s)”	the director(s) of the Company
“Disinterested Shareholder(s)”	the Shareholder(s) other than the Offeror and the Offeror Concert Parties, but including any member of the Morgan Stanley group, the Deutsche Bank group, the Goldman Sachs group or the UBS group acting in the capacity of an exempt principal trader or exempt fund manager for the purpose of the Takeovers Code. For the avoidance of doubt, Disinterested Shareholders include the Trustee, provided that the Trustee shall not exercise the voting rights attached to the Shares held by it

“Effective Date”	the date on which the Scheme becomes effective in accordance with the Companies Act, being the date on which a copy of the Court Order is delivered to the Registrar of Companies for registration pursuant to Section 86(3) of the Companies Act
“EGM”	an extraordinary general meeting of the Company to be held at 10:30 am (or immediately after the later of the conclusion or adjournment of the Court Meeting) on Friday, 13 June 2025 at Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong, notice of which is set out in Appendix VIII to the Scheme Document, or any adjournment thereof
“Election Form”	the blue form of election to be completed by the Scheme Shareholders for election of the Cash Alternative or the Share Alternative or a combination of the two, which is despatched to the Shareholders together with the Scheme Document
“EquityCo”	MEGA EquityCo, an exempted company incorporated in the Cayman Islands with limited liability
“EquityCo Share(s)”	ordinary share(s) of US\$0.001 each in the share capital of EquityCo
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate for the time being of the Executive Director
“Explanatory Memorandum”	the explanatory memorandum set out in Part VII of the Scheme Document

“Goldman Sachs”	Goldman Sachs (Asia) L.L.C., a company incorporated in Delaware with limited liability and licensed under the SFO to carry out type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities, being one of the joint financial advisers to the Offeror in connection with the Proposal
“Grand Court”	the Grand Court of the Cayman Islands
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HoldCo”	MEGA FinCo, an exempted company incorporated in the Cayman Islands with limited liability, which is directly wholly-owned by MidCo
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Company formed for the purpose of advising (among other things) the Disinterested Shareholders in respect of the Proposal
“Independent Financial Adviser”	Anglo Chinese Corporate Finance, Limited, a corporation licensed to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO, being the independent financial adviser appointed by the Company, with the approval of the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code, to advise the Independent Board Committee in connection with (among other things) the Proposal and the Scheme

“Latest Practicable Date”	19 May 2025, being the latest practicable date for ascertaining certain information contained in the Scheme Document
“Long Term Incentive Scheme”	the long term incentive scheme adopted by the Company on 2 June 2021 as amended on 7 June 2023
“MidCo”	MEGA Intermediate HoldCo, an exempted company incorporated in the Cayman Islands with limited liability, which is directly wholly-owned by EquityCo
“Morgan Stanley”	Morgan Stanley Asia Limited, a company incorporated in Hong Kong with limited liability and licensed under the SFO to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities, being the sole structuring adviser and one of the co-lead financial advisers to the Offeror in connection with the Proposal
“Offeror”	MEGA BidCo, an exempted company incorporated in the Cayman Islands with limited liability, which is indirectly wholly-owned by EquityCo
“Offeror Concert Party(ies)”	parties acting in concert or presumed to be acting in concert with the Offeror or a Consortium Member under the definition of “acting in concert” under the Takeovers Code (except in the capacity of an exempt principal trader or exempt fund manager for the purpose of the Takeovers Code), which includes each Consortium Member
“PRC”	the People’s Republic of China, which, for the purpose of the Scheme Document only, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

“Proposal”	the proposed privatisation of the Company by the Offeror by way of (among other things) the Scheme and the withdrawal of the listing of the Shares from the Stock Exchange, in each case, on the terms and subject to the Conditions set out in the Scheme Document
“Registered Owner(s)”	holder(s) of Shares (including without limitation a nominee, trustee, depositary or any other authorised custodian or third party) whose name is entered in the register of members of the Company as a holder of Shares
“Scheme”	the scheme of arrangement under Section 86 of the Companies Act, for the implementation of the Proposal, involving the cancellation of all the Scheme Shares, with or subject to any modification, addition or condition approved or imposed by the Grand Court or agreed by the Company and the Offeror, and the simultaneous maintenance of the issued share capital of the Company at the amount immediately prior to the cancellation of the Scheme Shares
“Scheme Document”	the composite scheme document dated 22 May 2025 despatched by the Company to the Shareholders containing, among other things, further details of the Proposal, a letter from the Board, a letter of advice from the Independent Financial Adviser to the Independent Board Committee, the recommendations of the Independent Board Committee and notices to convene the Court Meeting and the EGM
“Scheme Record Date”	23 June 2025, or such other date as shall have been announced to the Shareholders, being the record date for determining entitlements of the Scheme Shareholders under the Scheme
“Scheme Share(s)”	Share(s) in issue on the Scheme Record Date held by the Shareholders

“Scheme Shareholder(s)”	the registered holder(s) of Scheme Shares as at the Scheme Record Date
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of par value of US\$0.001 each in the share capital of the Company
“Share Alternative”	the share alternative under the Proposal, being one EquityCo Share for every Scheme Share held
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Trustee”	Computershare Hong Kong Trustees Limited, the trustee appointed by the Company in respect of the Long Term Incentive Scheme
“UBS”	UBS AG (acting through its Hong Kong Branch), a registered institution under the SFO to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) regulated activities under the SFO, being one of the joint financial advisers to the Offeror in connection with the Proposal. UBS AG is incorporated in Switzerland with limited liability
“U.S.” or “United States”	United States of America
“US\$”	US dollar(s), the lawful currency of the U.S.
“%”	per cent

- (B) The Company was incorporated as an exempted company limited by shares on 9 January 2019 in the Cayman Islands.
- (C) As at the Latest Practicable Date, the authorised share capital of the Company was US\$8,000,000 divided into 8,000,000,000 Shares of US\$0.001 each, and the Company had 4,246,687,856 Shares in issue. Since 1 November 2019, the Shares have been listed and traded on the Main Board of the Stock Exchange.
- (D) The Offeror has proposed the privatisation of the Company by way of the Scheme.
- (E) The primary purpose of this Scheme is for the Offeror, an indirect wholly-owned subsidiary of EquityCo, to hold the entire issued share capital of the Company upon the completion of the Scheme, and for the Shares to be delisted from the Stock Exchange. This is proposed to be achieved by the steps as set out in this Scheme below.
- (F) As at the Latest Practicable Date, the Offeror does not legally and beneficially own, control or have direction over any Shares, and the Offeror Concert Parties (including the Consortium Members) are directly or indirectly interested in an aggregate of 1,694,177,420 Shares, representing approximately 39.89% of the total number of issued Shares as at the Latest Practicable Date. Save for these 1,694,177,420 Shares referred to above, the Offeror and the Offeror Concert Parties were not interested in Shares as at the Latest Practicable Date. As at the Latest Practicable Date, details of the shareholding structure of the Company were as set out in the Appendix hereto.
- (G) The Shares held by the Offeror Concert Parties will form part of the Scheme Shares. Nevertheless, in accordance with the Takeovers Code, votes of these Shares will not be counted for the purpose of satisfying the additional requirements under Rule 2.10 of the Takeovers Code. The Offeror Concert Parties will, and have provided an undertaking to the Grand Court that they will, abstain from voting on the Scheme at the Court Meeting.
- (H) The Offeror has agreed to appear by Conyers Dill & Pearman at the hearing of the petition to sanction the Scheme. The Offeror has provided an undertaking to the Grand Court to be bound by the Scheme and to execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable for the purpose of giving effect to the Scheme.

THE SCHEME**PART I****CANCELLATION OF THE SCHEME SHARES**

1. On the Effective Date:
 - (a) all Scheme Shares will be cancelled;
 - (b) simultaneously with the cancellation of the Scheme Shares, the issued share capital of the Company shall be maintained by the issuance to the Offeror, credited as fully paid, of an aggregate number of Shares which is equal to the number of Scheme Shares cancelled; and
 - (c) the Company shall apply the reserve created in its books of account as a result of the cancellation of the Scheme Shares in paying up in full at par the new Shares issued to the Offeror.

PART II**CONSIDERATION FOR CANCELLATION OF THE SCHEME SHARES**

2. In consideration of the cancellation and extinguishment of the Scheme Shares, the Offeror shall pay or cause to be paid the Cancellation Consideration to each Scheme Shareholder. Scheme Shareholders are entitled to, at their election, the Cash Alternative or the Share Alternative or a combination of both as the form of Cancellation Consideration in respect of their entire holdings of the Scheme Shares held as at the Scheme Record Date. Scheme Shareholders who do not make any election or whose elections are invalid will receive the Cash Alternative.

PART III
ELECTION FORM

3. (a) The election of the Cash Alternative or the Share Alternative or a combination of both referred to in Part II above may be made by the Scheme Shareholders (for themselves and/or on behalf of each relevant Beneficial Owner, while HKSCC Nominees may make different elections in respect of the Scheme Shares held on behalf of different Beneficial Owners) in respect of their entire holdings of Scheme Shares, and such election shall be made by properly completing and signing the Election Form in accordance with the instructions appearing thereon (and, in the case of joint holders, signed by all the joint holders to which it relates, and in the case of a holder or a joint holder which is a body corporate, signed on its behalf by one of its directors or a duly authorised signatory), which shall be lodged so as to be received by the branch share registrar of the Company in Hong Kong, being Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 pm on Wednesday, 25 June 2025 or such later time and/or date as shall have been announced to the Shareholders. No such election shall be valid unless the Election Form is properly completed in all respects.
- (b) Once lodged with Computershare Hong Kong Investor Services Limited, an Election Form shall be irrevocable and incapable of being withdrawn or amended unless the Offeror expressly consents in writing to such withdrawal or revocation.
- (c) The Offeror shall have the right to reject any or all of the Election Forms that it determines to be improperly completed, invalid for any reason or in improper form (and in that case the relevant Scheme Shareholder shall be entitled to receive the Cash Alternative). In addition, the Offeror shall also have the right to treat any Election Form that has not been completed in accordance with the instructions thereon, or has otherwise been completed incorrectly, as being valid, provided that the Offeror in its absolute discretion considers the omissions or errors to be immaterial. The Offeror shall not be obliged to give notice to any Scheme Shareholders of any such omissions or errors and shall not incur any liability for failure to give any such notice.
- (d) No fractions of a cent will be payable and the amount of cash consideration payable to the Scheme Shareholders who have elected the Cash Alternative will be rounded up to the nearest cent. Fractions of EquityCo Shares to be issued to the Scheme Shareholders (and if applicable, Beneficial Owners) who have elected the Share Alternative will be rounded down to the nearest whole number.

**PART IV
GENERAL**

4. (a) As soon as possible but in any event within seven (7) Business Days after the Effective Date, the Offeror shall (i) post or cause to be posted cheques representing the sums payable to the Scheme Shareholders who have validly elected the Cash Alternative and the Scheme Shareholders whose elections for the Share Alternative were invalid; and (ii) procure that EquityCo allot and issue new EquityCo Shares and issue electronic share certificates to the Scheme Shareholders who have validly elected the Share Alternative pursuant to paragraph 2 of this Scheme. If there is a “black” rainstorm warning or a tropical cyclone warning signal No. 8 or above or extreme conditions announced by the government of Hong Kong:
- (i) in force in Hong Kong at 12:00 noon but no longer in force after 12:00 noon on the latest date for despatching cheques for the cash entitlement in respect of the Cash Alternative by ordinary post, such date will remain on the same Business Day; or
 - (ii) in force in Hong Kong at 12:00 noon and/or thereafter on the latest date for despatching cheques for the cash entitlement in respect of the Cash Alternative by ordinary post, such date will be rescheduled to the following Business Day which will not have any of such warnings or conditions in force in Hong Kong at 12:00 noon and/or thereafter or such other day as the Executive may approve in accordance with the Takeovers Code.
- (b) Unless otherwise indicated in writing to the Hong Kong branch share registrar of the Company, being Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, (a) all cheques to be despatched to Scheme Shareholders shall be sent by ordinary post in postage pre-paid envelopes addressed to Scheme Shareholders at their respective registered addresses as appearing in the register of members of the Company as at the Scheme Record Date or, in the case of joint holders, at the address appearing in the register of members of the Company as at the Scheme Record Date of the joint holder whose name then stands first in the register of members of the Company in respect of the relevant joint holding, and (b) electronic share certificates of EquityCo Shares will be sent by emailing the same to the persons entitled thereto at the email address provided in the Election Forms.

- (c) All cheques shall be made payable to the order of the person or persons to whom, in accordance with the provisions of paragraph 4(b) of this Scheme, the envelope containing the same is addressed and the encashment of any such cheque shall be a good discharge to the Offeror for the moneys represented thereby.
- (d) All cheques and certificates for the EquityCo Shares shall be posted or emailed (as applicable) at the risk of the addressees and none of EquityCo, the Offeror, the Company, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS, Citi, the Independent Financial Adviser, the Share Registrar or any of them and their respective nominees, directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal shall be responsible or liable for any loss or delay in despatch or receipt (for example, due to incorrect filtering of the email containing the electronic share certificate as a spam message by the recipient's email provider).
- (e) On or after the day being six (6) calendar months after the posting of the cheques pursuant to paragraph 4(b) of this Scheme, the Offeror (or its nominee) shall have the right to cancel or countermand payment of any such cheque which has not been cashed or has been returned uncashed, and shall place all monies represented thereby in a deposit account in the name of the Offeror (or its nominee) with a licensed bank in Hong Kong selected by the Offeror (or its nominee). The Offeror (or its nominee) shall hold such monies for those entitled under the terms of this Scheme until the expiry of six (6) years from the Effective Date and shall, prior to such date, make payments therefrom of the sums payable pursuant to paragraph 2 of this Scheme to persons who satisfy the Offeror (or its nominee) that they are respectively entitled thereto, provided that the cheques referred to in the foregoing sentence of which they are payees have not been cashed. Any payments made by the Offeror (or its nominee) shall not include any interest accrued on the sums to which the respective persons are entitled pursuant to this Scheme. The Offeror (or its nominee) shall exercise its absolute discretion in determining whether or not it is satisfied that any person is so entitled, and a certificate of the Offeror (or its nominee) to the effect that any particular person is so entitled or not so entitled, as the case may be, shall be conclusive and binding upon all persons claiming an interest in the relevant monies.
- (f) On the expiry of six (6) years from the Effective Date, the Offeror (and, if applicable, its nominee) shall be released from any further obligation to make any payments under this Scheme and the Offeror (and, if applicable, its nominee) shall be absolutely entitled to the balance (if any) of the sums then standing to the credit of the deposit account referred to in paragraph 4 of this Scheme, including accrued interest subject to any deduction required by law and expenses incurred.

- (g) The preceding sub-paragraphs of this paragraph 4 shall take effect subject to any prohibition or condition imposed by law.
 - (h) Upon cancellation of the Scheme Shares, the register of members of the Company shall be updated to reflect such cancellation.
- 5. As from and including the Effective Date:
 - (a) all certificates for the Scheme Shares shall cease to have effect as documents or evidence of title for such Scheme Shares and every holder thereof shall be bound, at the request of the Company, to deliver up such certificates to the Company or to any person appointed by the Company to receive the same for cancellation;
 - (b) all instruments of transfer validly subsisting as at the Scheme Record Date in respect of the transfer of any number of the Scheme Shares shall cease to be valid for all purposes as instruments of transfer; and
 - (c) all mandates or other instructions to the Company in force as at the Scheme Record Date in relation to any of the Scheme Shares shall cease to be valid as effective mandates or instructions.
- 6. Subject to the Conditions having been fulfilled or waived (as applicable), this Scheme shall become effective as soon as a copy of the order of the Grand Court sanctioning this Scheme under Section 86 of the Companies Act has been delivered to the Registrar of Companies in the Cayman Islands for registration pursuant to Section 86(3) of the Companies Act.
- 7. Unless this Scheme shall have become effective on or before the Conditions Long Stop Date, this Scheme shall lapse.
- 8. The Offeror and the Company may jointly consent for and on behalf of all parties concerned to any modification of or addition to this Scheme or to any condition which the Grand Court may see fit to approve or impose.
- 9. All costs, charges and expenses shall be borne and paid in the manner described in the Scheme Document.
- 10. The Scheme shall be governed by the laws of the Cayman Islands.

22 May 2025

Appendix

	As at the Latest Practicable Date		Immediately upon completion of the Proposal	
	Number of	Approximate %	Number of	Approximate %
	Shares held	of the total issued Shares	Shares held	of the total issued Shares
Offeror	—	—	4,246,687,856	100%
Offeror Concert Parties				
— The Starwood Entities ⁽¹⁾	448,933,103	10.57%	—	—
— The SSW Entities ⁽²⁾	213,174,600	5.02%	—	—
— Sixth Street Entity	—	—	—	—
— The WP Entities ⁽³⁾	591,440,160	13.93%	—	—
— Mr. Shen and Laurels ⁽⁴⁾	312,190,216	7.35%	—	—
— Redwood ⁽⁵⁾	850,000	0.02%	—	—
— Mr. Gibson ⁽⁵⁾	331,427	0.008%	—	—
— Qatar Holding	127,257,914	3.00%	—	—
Sub-total: Offeror and the Offeror Concert Parties⁽⁶⁾⁽⁷⁾	<u>1,694,177,420</u>	<u>39.89%</u>	<u>4,246,687,856</u>	<u>100%</u>
Disinterested Shareholders				
IU Shareholders				
— OMERS	456,161,943	10.74%	—	—
— Mr. Lim ⁽⁸⁾	232,262,446	5.47%	—	—
— Straits	212,797,004	5.01%	—	—
— APG	211,057,897	4.97%	—	—
— SMBC	205,014,113	4.83%	—	—
– Mr. Marsh	32,074,310	0.76%	—	—
Sub-total: IU Shareholders	<u>1,349,367,713</u>	<u>31.77%</u>	<u>—</u>	<u>—</u>
— Trustee ⁽⁹⁾	352,613	0.008%	—	—
— Mr. Brett Harold Krause ⁽¹⁰⁾	145,000	0.003%	—	—
— Other Disinterested Shareholders ⁽¹¹⁾	<u>1,202,645,110</u>	<u>28.32%</u>	<u>—</u>	<u>—</u>
Sub-total: Disinterested Shareholders	<u>2,552,510,436</u>	<u>60.11%</u>	<u>—</u>	<u>—</u>
Total	<u><u>4,246,687,856</u></u>	<u><u>100%</u></u>	<u><u>4,246,687,856⁽¹²⁾</u></u>	<u><u>100%</u></u>

Notes:

- 1 *The Shares in which the Starwood Entities are interested are directly held by Starwood. Starwood is a subsidiary of S Asia Hold Co 1 Private Limited. S Asia Hold Co 1 Private Limited is a wholly-owned subsidiary of SOF-12 International SCSp, which is wholly-controlled by its general partner, SOF-12 International Management Sarl, a wholly-owned subsidiary of Starwood XII Management, LP. SOF-12 International Master Fund SCSp owns 67.31% interests in SOF-12 International SCSp. SOF-12 International Master Fund SCSp is wholly-controlled by its general partner, SOF-12 Master Fund Management Sàrl, a wholly-owned subsidiary of Starwood XII Management, LP. SOF-XII International Blocker LP owns 97.12% interests in SOF-12 International Master Fund SCSp. SOF-XII International Blocker LP is wholly-controlled by its general partner, SOF-XII Investors GP, LLC, a wholly-owned subsidiary of Starwood XII Management GP, LLC. Starwood XII Management, LP is wholly-controlled by its general partner Starwood XII Management GP, LLC, which is a wholly-owned subsidiary of Starwood Capital Group Global II, L.P., which is wholly-controlled by its general partner, SCGG II GP, LLC. SCGG II GP, LLC owns 96.74% interests in Starwood XII Management, LP. Starwood Capital Group Holdings L.P. owns 60% interests in Starwood Capital Group Global II, L.P.. SCGG II GP, LLC is wholly-owned by Starwood Capital Group Holdings GP L.L.C.. Starwood Capital Group Holdings L.P. is wholly-controlled by its general partner, Starwood Capital Group Holdings GP L.L.C., a wholly-owned subsidiary of BSS SCG GP Holdings L.L.C., where Mr. Barry Stuart Sternlicht holds 100% interests. Accordingly, Mr. Barry Stuart Sternlicht is deemed to be interested in the underlying Shares held by Starwood.*
- 2 *The Shares in which the SSW Entities are interested are directly held by SSW CEI (CN), L.P.. The general partner of SSW CEI (CN), L.P. is SSW CEI GP, LLC. Accordingly, SSW CEI GP, LLC is deemed to be interested in the underlying Shares held by SSW CEI (CN), L.P..*
- 3 *The Shares in which the WP Entities are interested are directly held by Alexandrite Gem Holdings Limited (“AGHL”) and Athena Logistics Holding Ltd. (“ALHL”) which hold 503,733,253 Shares and 87,706,907 Shares respectively. AGHL and ALHL are wholly-owned subsidiary of Alexandrite Gem TopCo Ltd (“AGTL”) and Athena Logistics TopCo Ltd (“ALTL”) respectively. Both AGTL and ALTL are wholly-owned subsidiaries of Alexandrite Athena GroupCo Ltd (“AAGL”). AAGL is directly owned as to 41.46% and 35.19% by Warburg Pincus China, L.P. (“WP China”) and Warburg Pincus Private Equity XII, L.P. (“WP XII”) respectively, which are funds managed and advised by Warburg Pincus LLC. Warburg Pincus China GP, L.P. (“WP China GP”) is the general partner of WP China and Warburg Pincus XII, L.P. (“WP XII GP”) is the general partner of WP XII. WP Global LLC is the general partner of both WP China GP and WP XII GP. The managing member of WP Global LLC is Warburg Pincus Partners II, L.P. (“WPP II”). The general partner of WPP II is Warburg Pincus Partners GP LLC (“WPP GP”), the managing member of which is Warburg Pincus & Co.. Accordingly, each of AGTL, ALTL, AAGL, WP China, WP XII, WP China GP, WP XII GP, WP Global LLC, WPP II, WPP GP and Warburg Pincus & Co. are deemed to be interested in the underlying Shares held by AGHL and ALHL.*
- 4 *Mr. Shen is interested in 312,190,216 Shares (representing 7.35% of the total issued Shares), of which 331,427 Shares (representing 0.008% of the total issued share capital of the Company) he is personally interested in, and 311,858,789 Shares (representing 7.34% of the total issued Shares) he is interested in through Laurels, a company wholly-owned by The Shen Trust, whose trustee is Tricor Equity Trustee Limited, and the settlor of which is Rosy Fortune Limited, which is wholly-owned by Mr. Shen. Laurels is also interested in 7,799,856 Tier 1 Options, while Mr. Shen is interested in 192,000 Post-IPO Share Options and 1,184,013 Awards which as determined by the Board on 4 December 2024 will vest up to 100% into 1,184,013 underlying Shares if the Scheme is approved by the Scheme Shareholders at the Court Meeting.*

- 5 *Mr. Gibson and Mr. Portes are both interested in the 850,000 Shares (representing 0.02% of the total issued Shares) which are held by Redwood. In addition, Mr. Gibson is interested in 331,427 Shares (representing 0.008% of the total issued Shares), as well as 192,000 Post-IPO Share Options and 1,184,013 Awards which as determined by the Board on 4 December 2024 will vest up to 100% into 1,184,013 underlying Shares if the Scheme is approved by the Scheme Shareholders at the Court Meeting.*
- 6 *Morgan Stanley and Deutsche Bank are the co-lead financial advisers, and Goldman Sachs and UBS are joint financial advisers, to the Offeror in connection with the Proposal. Accordingly, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS and the relevant members of the Morgan Stanley group, the Deutsche Bank group, the Goldman Sachs group and the UBS group which respectively hold Shares on their own account or on a discretionary managed basis are presumed to be acting in concert with the Offeror in relation to the Company in accordance with class 5 of the definition of “acting in concert” under the Takeovers Code (except in respect of Shares held by exempt principal traders or exempt fund managers). Exempt principal traders which are connected for the sole reason that they are under the same control as Morgan Stanley, Deutsche Bank, Goldman Sachs or UBS are not presumed to be acting in concert with the Offeror. However, Shares held by members of the Morgan Stanley group, the Deutsche Bank group, the Goldman Sachs group or the UBS group acting in the capacity of exempt principal traders will not be voted at the Court Meeting and the EGM unless the Executive allows such Shares to be so voted. Shares held by such exempt principal traders may, subject to consent of the Executive, be allowed to be voted at the Court Meeting and the EGM if (i) the relevant connected exempt principal trader holds the Shares as a simple custodian for and on behalf of non-discretionary clients, and (ii) there are contractual arrangements in place between the relevant connected exempt principal trader and its clients that strictly prohibit the relevant connected exempt principal trader from exercising any voting discretion over the relevant Shares, and all voting instructions shall originate from the client only (if no instructions are given, then no votes shall be cast for the relevant Shares held by the relevant connected exempt principal trader).*
- 7 *The table under the section headed “Shareholding Structure of the Company” in the Announcement (as defined in the Scheme Document) had included 653 Shares held by Goldman Sachs Asset Management Fund Services Limited as Shares held by Offeror Concert Parties. Since the Announcement Date (as defined in the Scheme Document), such 653 Shares have been removed from the category of Shares held by Offeror Concert Parties in the Scheme Document on the basis that such 653 Shares are held by a fund of which the investment manager is Goldman Sachs Asset Management International, an exempt fund manager not acting in concert or presumed to be acting in concert with the Offeror or a Consortium Member under the definition of “acting in concert” under the Takeovers Code (whereas Goldman Sachs Asset Management Fund Services Limited is only acting as the fund’s management company overseeing its day-to-day operations).*
- 8 *JL Investment Group Limited, JL Investment Group II Limited and JL Electron (BVI) Limited each directly holds 101,984,984 Shares, 90,984,985 Shares and 34,889,518 Shares respectively, and all three companies are wholly-controlled by Mr. Lim, previously a non-executive Director who has retired from the Board on 20 January 2025. The Executive has granted a ruling for the rebuttal for the class (6) presumption of acting in concert between the Founders and Mr. Lim.*
- 9 *As at the Latest Practicable Date, the Trustee holds on trust an aggregate of 352,613 Shares for the purpose of future satisfaction of the Awards. For the avoidance of doubt, the Trustee is not acting in concert with the Offeror and therefore the Shares held by the Trustee will count towards the number of Shares held by Disinterested Shareholders, which may be taken into account for the purposes of calculating the denominator for the 10% disapproval threshold when approving the Scheme. However, under Rule 17.05A of the Listing Rules, a trustee holding unvested shares of a share scheme shall abstain from voting on matters that require shareholders’ approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner’s direction and such a direction is given. Accordingly, the Trustee shall not exercise the voting rights attached to the Shares held by it. Such 352,613 Shares held by the Trustee will not be voted at the Court Meeting or the EGM notwithstanding that such Shares form part of the Scheme Shares.*

- 10 *Mr. Brett Harold Krause is an independent non-executive Director and holds 145,000 Shares. Mr. Brett Harold Krause is not acting in concert with the Offeror or any of the Consortium Members.*
- 11 *As at the Latest Practicable Date, save for the Founders, Mr. Lim (previously a non-executive Director who has retired from the Board on 20 January 2025) and Mr. Brett Harold Krause, none of the other Directors holds Shares.*
- 12 *On the assumption that (i) no outstanding Options and/or Awards are exercised on or before the Scheme Record Date, (ii) there is no change in shareholding of the Company before the Effective Date, the issued share capital of the Company will be maintained at the amount immediately prior to the cancellation of the Scheme Shares by the issue at par to the Offeror, credited as fully paid, of the same number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished. The reserve created in the books of account of the Company as a result of the cancellation and extinguishment of the Scheme Shares will be applied in paying up in full at par the new Shares so issued to the Offeror.*
- 13 *The aggregate of the percentage figures in the table above may not add up to the relevant sub-total or total percentage figures shown due to rounding of the percentage figures.*
- 14 *In this Appendix, capitalised terms shall bear the same meanings as defined in the underlying scheme of arrangement of this Appendix and the following expressions shall bear the following meanings:–*

<i>“APG”</i>	<i>Stichting Depositary APG Strategic Real Estate Pool as depositary of APG Strategic Real Estate Pool, a private foundation incorporated in the Netherlands</i>
<i>“Award(s)”</i>	<i>the award(s) of performance share unit(s) and restricted share unit(s) granted under the Long Term Incentive Scheme</i>
<i>“Founders”</i>	<i>Mr. Shen, Mr. Gibson and Mr. Portes</i>
<i>“IU Shareholders”</i>	<i>OMERS, Mr. Lim, Straits, APG, SMBC, and Mr. Marsh</i>
<i>“KM ESOP”</i>	<i>the pre-IPO employee stock incentive scheme adopted by the Company on 24 November 2017 as amended on 4 December 2024</i>
<i>“KM Options”</i>	<i>the options granted under the KM ESOP</i>
<i>“Laurels”</i>	<i>Laurels Capital Investments Limited, a business company incorporated with limited liability under the laws of the British Virgin Islands, which is owned by The Shen Trust, whose sole beneficiary is an associate of Mr. Shen</i>
<i>“Long Term Incentive Scheme”</i>	<i>the long term incentive scheme adopted by the Company on 2 June 2021 as amended on 7 June 2023</i>
<i>“Mr. Gibson”</i>	<i>Mr. Stuart Gibson, an executive Director, a Co-CEO and one of the Founders</i>
<i>“Mr. Lim”</i>	<i>Mr. Hwee Chiang Lim, previously a non-executive Director who has retired from the Board on 20 January 2025</i>
<i>“Mr. Portes”</i>	<i>Mr. Charles Alexander Portes, a non-executive Director and one of the Founders</i>
<i>“Mr. Shen”</i>	<i>Mr. Jinchu Shen, an executive Director, Co-CEO and one of the Founders</i>

“OMERS”	<i>OMERS Administration Corporation, a non-share capital corporation continued under the Ontario Municipal Employees Retirement System Act 2006 and a substantial shareholder of the Company as at the Latest Practicable Date</i>
“Option(s)”	<i>outstanding Tier 1 Options, KM Options, and/or the Post-IPO Share Options</i>
“Post-IPO Share Option(s)”	<i>the option(s) granted under the Post-IPO Share Option Scheme</i>
“Post-IPO Share Option Scheme”	<i>the share option scheme adopted by the Company on 12 October 2019, as amended on 7 June 2023 and further amended on 4 December 2024</i>
“Qatar Holding”	<i>Qatar Holding LLC, a company incorporated in the Qatar Financial Centre, and a Shareholder. It is wholly-owned by QIA</i>
“QIA”	<i>Qatar Investment Authority, the sovereign wealth fund of the State of Qatar</i>
“Redwood”	<i>Redwood Consulting (Cayman) Ltd., an exempted company incorporated with limited liability under the laws of the Cayman Islands, and which is owned as to 50.0% by each of Mr. Gibson and Mr. Portes</i>
“SMBC”	<i>Sumitomo Mitsui Banking Corporation, a company incorporated in Japan with limited liability</i>
“Sixth Street Entity”	<i>Sherbourne Holdings, LLC, a limited liability company directly or indirectly controlled by funds managed or advised by affiliates of Sixth Street Partners, LLC (“Sixth Street”) established in the state of Delaware, having its address at 2100 McKinney Avenue, Suite 1500 Dallas, Texas 75201 United States of America</i>
“SSW Entities”	<i>(i) SSW CEI (CN), L.P., a limited partnership established under the laws of Ontario, whose general partner is SSW CEI GP, LLC, and a substantial shareholder of the Company; and (ii) SSW (ESR) SPV, L.P., a limited partnership established under the laws of Ontario, whose general partner is SSW (ESR) SPV GP, LLC, and an affiliate of SSW CEI (CN), L.P.</i>
“Starwood”	<i>SOF-12 Sequoia Investco Ltd, a company incorporated with limited liability in the Cayman Islands and a substantial shareholder of the Company as at the Latest Practicable Date</i>
“Starwood Entities”	<i>Starwood and Starwood Electron Co-Invest L.P., a co-invest vehicle managed and/or advised by an affiliate of Starwood</i>
“Straits”	<i>The Straits Trading Company Limited, a company incorporated under the laws of Singapore, which has certain affiliates which are collectively interested in approximately 5.01% of the total issued Shares as at the Latest Practicable Date</i>
“Tier 1 ESOP”	<i>the pre-IPO employee stock incentive scheme adopted by the Company on 3 November 2015</i>
“Tier 1 Option(s)”	<i>the option(s) granted under the Tier 1 ESOP</i>
“WP Entities”	<i>WP Rollover Entities and WP Other Entities</i>

“WP Other Entities”

(i) WP Andesine Holding Ltd, (ii) WP Ekanite Gem Ltd and (iii) WP Nepheline Ltd. Each of the foregoing entities is an exempted company incorporated in the Cayman Islands with limited liability which is ultimately controlled by Warburg Pincus (Bermuda) Private Equity GP Ltd.

“WP Rollover Entities”

Alexandrite Athena GroupCo Ltd and/or its subsidiaries, each being a company incorporated in the Cayman Islands or the British Virgin Islands with limited liability. Alexandrite Athena GroupCo Ltd and its subsidiaries, Alexandrite Gem TopCo Ltd and Alexandrite Gem Holdings Limited, are substantial shareholders of the Company. For the shareholding details of Alexandrite Athena GroupCo Ltd, please refer to Note 3 to this Appendix

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD OF 72 OF 2025 (DDJ)

**IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT
(2025 REVISION)**

**AND IN THE MATTER OF ORDER 102 OF THE GRAND
COURT RULES 2023 (AS REVISED)**

**AND IN THE MATTER OF ESR GROUP LIMITED
(THE “COMPANY”)**

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 28 April 2025 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed a meeting of the Scheme Shareholders (as defined in the Scheme, as further defined below) (the “**Court Meeting**”) to be convened for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the “**Scheme**”) proposed to be made between the Company and the Scheme Shareholders and that the Court Meeting will be held at 10:00 am (Hong Kong time) on Friday, 13 June 2025 at Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong at which all Scheme Shareholders are invited to attend.

A copy of the Scheme and a copy of the explanatory memorandum (the “**Explanatory Memorandum**”) explaining the effect of the Scheme are incorporated in the composite scheme document of which this notice forms part (the “**Scheme Document**”), which has been despatched to the Scheme Shareholders. A copy of the Scheme Document can also be obtained by any person entitled to attend the Court Meeting during usual business hours on any day prior to the day appointed for the said meeting (other than a Saturday, a Sunday or a public holiday in Hong Kong) (a) from the Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. Unless the context requires otherwise, capitalised terms used in this notice shall have the same meanings as those defined in the Scheme Document.

Any Scheme Shareholders entitled to attend and vote at the Court Meeting may attend and vote in person at the Court Meeting or he/she/it may appoint another person, whether a member of the Company or not, as his/her/its proxy to attend and vote in his/her/its stead. A Scheme Shareholder who is the holder of two or more Scheme Shares may appoint more than one proxy to represent him/her/it. If more than one proxy is appointed, the number of Scheme Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy. A pink form of proxy for use at the Court Meeting is enclosed with the Scheme Document.

In the case of joint registered holders of a Scheme Share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the Scheme Share.

The Company wishes to advise all of the Scheme Shareholders that the only ways to vote for the proposed resolution in the Court Meeting are (i) to attend the physical Court Meeting at Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong or (ii) to appoint any person or the chairman of the Court Meeting as a proxy to attend and vote on the resolution in the Court Meeting by completing and lodging the relevant proxy form(s) in accordance with the instructions contained therein. Scheme Shareholders are reminded to mark their voting decision (for or against, as the case may be) on the relevant proxy form(s).

It is requested that the pink form of proxy, together with the power of attorney (if any) or other authority (if any) under which they are signed or a certified copy thereof be lodged at the Share Registrar as stated above no later than 48 hours before the time appointed for holding the Court Meeting (being no later than 10:00 am on Wednesday, 11 June 2025) or any adjournment thereof. Alternatively the pink form of proxy may be handed to the chairman of the Court Meeting at the Court Meeting, who shall have absolute discretion as to whether or not to accept it.

Completion and return of the form of proxy will not preclude a Scheme Shareholder from attending and voting in person at the Court Meeting or any adjournment thereof. In the event that a Scheme Shareholder attends and votes at the Court Meeting or any adjournment thereof after having lodged his/her form of proxy, his/her form of proxy shall be revoked by operation of law.

For the purpose of determining the entitlements of Scheme Shareholders to attend and vote at the Court Meeting, the register of members of the Company will be closed from Monday, 9 June 2025 to Friday, 13 June 2025 (both days inclusive), and during such period, no transfer of Shares will be effected. In order to qualify to vote at the Court Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar as stated above before 4:30 pm (Hong Kong time) on Friday, 6 June 2025.

By the same order, the Court has appointed any of the independent non-executive directors of the Company, as agreed between them or failing whom, any other person who is an officer of the Company at the time of the Court Meeting and who is not an Offeror Concert Party to act as chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the result thereof to the Court.

The Scheme will be subject to the subsequent sanction of the Court as set out in the Explanatory Memorandum contained in the Scheme Document.

By Order of the Court
ESR Group Limited

Dated 22 May 2025

Registered office:
c/o Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

Principal Place of Business in Hong Kong
Suites 2905-06
Two Exchange Square
8 Connaught Place, Central
Hong Kong

As at the date of this notice, the board of directors of the Company comprises Mr. Jinchu Shen and Mr. Stuart Gibson as executive Directors, Mr. Jeffrey Perlman, Mr. Charles Alexander Portes, Mr. Rajeev Veeravalli Kannan and Ms. Joanne Sarah McNamara as non-executive Directors, Mr. Brett Harold Krause as the Chairman and independent non-executive Director, and Mr. Simon James McDonald, and Ms. Serene Siew Noi Nah as independent non-executive Directors.

Notes:

- (i) Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.
- (ii) All resolutions at the Court Meeting will be taken by way of poll as required under the Listing Rules and the Takeovers Code.
- (iii) If a tropical cyclone warning signal No.8 or above is or is expected to be hoisted or a black rainstorm warning signal or “extreme conditions” as announced by the government of Hong Kong is or is expected to be in force at any time after 8:00 am on the date of the Court Meeting, the Court Meeting may be adjourned. The Company may post an announcement on the respective websites of the Stock Exchange and the Company to notify Scheme Shareholders of the date, time and venue of the reconvened meeting.

**ESR GROUP LIMITED**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1821)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of ESR Group Limited (the “**Company**”) will be held at 10:30 am on Friday, 13 June 2025 at Pheasant & Jasmine Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong (or immediately after the later of the conclusion or adjournment of the Court Meeting (as defined in the Scheme Document, as further defined below) convened at the direction of the Grand Court of the Cayman Islands for the same day and place) for the purpose of considering and, if thought fit, passing, with or without amendment the following resolutions:

SPECIAL RESOLUTION**“THAT:**

- (A) for the purpose of giving effect to the scheme of arrangement dated 22 May 2025 (the “**Scheme**”) between the Company and Scheme Shareholders in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date, (i) any reduction of the issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares; and (ii) contemporaneously therewith applying the reserve created by the cancellation of the Scheme Shares to maintain the issued share capital of the Company at the amount immediately prior to the cancellation and extinguishment of the Scheme Shares by the allotment and issue to the Offeror of such number of new Shares (credited as fully paid at par) as is equal to the number of the Scheme Shares cancelled, be and is hereby approved; and

- (B) any one of the directors of the Company is authorized to do all acts and things considered by him or her to be necessary or desirable in connection with the implementation of the Scheme and to apply to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange upon the Scheme becoming effective.”

ORDINARY RESOLUTION

- (C) “**THAT:** subject to the Scheme becoming effective, the new employee incentive scheme (which excludes the Shen Options) to be adopted by EquityCo (as defined in the Scheme) following the Scheme becoming effective on the terms set out in the Scheme Document, a copy of which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, and the transactions contemplated under it, be and is hereby approved.”

By order of the board
ESR Group Limited
Brett Harold Krause
Chairman

Hong Kong, 22 May 2025

As at the date of this notice, the board of directors of the Company comprises Mr. Jinchu Shen and Mr. Stuart Gibson as executive Directors, Mr. Jeffrey Perlman, Mr. Charles Alexander Portes, Mr. Rajeev Veeravalli Kannan and Ms. Joanne Sarah McNamara as non-executive Directors, Mr. Brett Harold Krause as the Chairman and independent non-executive Director, and Mr. Simon James McDonald, and Ms. Serene Siew Noi Nah as independent non-executive Directors.

Notes:

- (i) Capitalised terms used in this notice shall have the same meanings as defined in the scheme document of the Company dated 22 May 2025 (the “**Scheme Document**”), unless the context requires otherwise.
- (ii) Any Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
- (iii) All resolutions at the EGM will be taken by way of poll as required under the Listing Rules and the Takeovers Code and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules and the Takeovers Code.
- (iv) A white form of proxy for use at the EGM is enclosed with the Scheme Document.

- (v) In order to be valid, the white form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or other authority, must be deposited with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the EGM (being no later than 10:30 am on Wednesday, 11 June 2025) or any adjournment thereof.
- (vi) For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 9 June 2025 to Friday, 13 June 2025, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the right to attend and vote at the EGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 pm on 6 June 2025.
- (vii) Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM (and any adjournment thereof) if you so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (viii) In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto, but if more than one of such joint registered holders be present at the EGM, the vote of the senior holder who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (ix) If a tropical cyclone warning signal No.8 or above is or is expected to be hoisted or a black rainstorm warning signal or "extreme conditions" as announced by the government of Hong Kong is or is expected to be in force at any time after 8:00 am on the date of the EGM, the EGM may be adjourned. The Company may post an announcement on the respective websites of the Stock Exchange and the Company to notify members of the date, time and venue of the reconvened meeting.
- (x) References to time and dates in this notice are to Hong Kong time and dates.

The following is a form of the Option Offer Letter being sent to each Option-holder in connection with the Option Offers.

22 May 2025

To the Option-holders

Dear Sir/Madam,

**OPTION OFFERS IN RELATION TO THE PROPOSAL TO PRIVATISE ESR
GROUP LIMITED BY MEGA BIDCO BY WAY OF A SCHEME OF
ARRANGEMENT UNDER SECTION 86 OF THE COMPANIES ACT**

A scheme document dated the same date as this letter issued jointly by the Offeror and the Company (the “**Scheme Document**”) and a form of acceptance of the Option Offers (the “**Form of Acceptance**”) are provided to you together with this letter. Capitalised terms used but not defined in this letter shall have the same meaning as those defined in the Scheme Document. This letter should be read in conjunction with the Scheme Document.

The Offeror and the Company jointly issued the Announcement dated 4 December 2024 which stated, among others, that on the same date, the Offeror requested the Board to put forward the Proposal to the holders of Scheme Shares for the privatisation of the Company by way of a scheme of arrangement under section 86 of the Companies Act, subject to the Pre-Conditions (which were all satisfied on 15 May 2025) and the Conditions being satisfied or waived, as applicable. As stated in the Announcement, as part of the Proposal, the Offeror would make (or procure to be made on its behalf) the Option Offers to the Option-holders in accordance with Rule 13 of the Takeovers Code to cancel every outstanding Option that has not otherwise lapsed, been cancelled or exercised, conditional upon the Scheme becoming effective.

Warning: Option-holders should be aware that unless the Offeror otherwise elects, the implementation of the Proposal, the Scheme and the Option Offers are subject to the Conditions being fulfilled or waived (as applicable). Accordingly, the Proposal and the Option Offers may or may not be implemented and the Scheme may or may not become effective. Option-holders are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

This letter explains the terms of the Option Offers and the actions you may take in relation to any outstanding Option(s) held by you. You are advised to refer to the Scheme Document when considering them.

Your attention is also drawn to the terms and conditions of the documentation under which each of your Options was granted (including the terms of the Tier 1 ESOP, the KM ESOP and the Post-IPO Share Option Scheme (as applicable)).

TERMS OF THE OPTION OFFERS

We are making the Option Offers, which are conditional upon the Scheme becoming effective, for the Option(s) that you hold as at the Option Record Date, in respect of which the underlying Shares are not registered in your name or transferred to you (as the case may be) as at the Scheme Record Date.

Under the Option Offers, we offer you the “see-through” Option Offer Price (being the Cancellation Price minus the relevant exercise price of the outstanding Option) for the cancellation of every Option as set out in the table below. Where the exercise price of the relevant Option exceeds the Cancellation Price, the “see-through” Option Offer Price is zero and a cash offer of a nominal amount of HK\$0.0001 per Option is made by the Offeror for the cancellation of each outstanding Option held.

Exercise price per Option	“See-through” Option Offer Price (HK\$)
Tier 1 Options	
US\$0.46 (approximately HK\$3.5880)	9.4120
KM Options	
US\$0.9445 (approximately HK\$7.3671)	5.6329
US\$1.1453 (approximately HK\$8.9333)	4.0667
US\$1.3655 (approximately HK\$10.6509)	2.3491
US\$1.5172 (approximately HK\$11.8342)	1.1658
Post-IPO Share Options	
HK\$22.78	0.0001
HK\$24.50	0.0001
HK\$27.30	0.0001

In accordance with the terms of the KM ESOP as amended on 4 December 2024, any KM Option which has not been exercised by the Scheme Record Date and which has not been cancelled pursuant to the Proposal as its holder has not accepted the Option Offers will automatically lapse on the Effective Date. In accordance with the terms of the Post-IPO Share Option Scheme as amended on 4 December 2024, the lapse date of the Post-IPO Share Options shall be the Effective Date. You may accept the Option Offers by lodging a completed Form of Acceptance in respect of the Option Offers by the prescribed deadline and, if the Option Offers become unconditional, you will be entitled to the “see-through” Option Offer Price with respect to the Shares underlying your Option(s).

In consideration for our agreement to pay you the Option Offer Price set out above (as applicable to your holdings of Options), all rights and obligations under your Options will be immediately cancelled by the Offeror and the Company upon your acceptance.

Conditions to the Option Offers

The Option Offers are conditional upon the Scheme becoming effective. The Option Offers will become unconditional immediately upon the Scheme becoming effective and prior to the listing of the Shares being withdrawn from the Stock Exchange.

The Conditions are set out in the section headed “5. Conditions to the Proposal and the Scheme” in Part VII of the Scheme Document. You are further advised to refer to the sections headed “20. Registration and Payment”, “21. Overseas Scheme Shareholders, Option-holders and Award-holders” and “22. Taxation” in Part VII of the Scheme Document.

Payment under the Option Offers

Conditional upon the Scheme becoming effective, any cash entitlements under the Option Offers will be paid net of any applicable taxes and shall be made as soon as possible and in any event within seven (7) Business Days after the Effective Date. Your cash entitlements under the Option Offers will continue to be subject to the conditions to entitlement under the existing terms of your Options up until the Option Record Date, including (if applicable) the requirement to remain in employment or service of the Group and other terms of its grant or the terms of the Tier 1 ESOP, the KM ESOP and the Post-IPO Share Option Scheme.

Payments of Option Offer Price may be liable to taxation in the PRC and/or other jurisdictions and the Offeror (on behalf of the Company) will withhold the relevant amount from the payments for the purpose of making the tax payment on behalf of the relevant Option-holders.

It is emphasised that none of the Offeror, the Offeror Concert Parties, the Company, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS, Citi, the Independent Financial Adviser and their agents or any of their respective directors, officers or associates or any other person involved in the Scheme or the Option Offers accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Scheme or the Option Offers.

All payments in respect of the Option Offer Price will be made by the Offeror to the Company as the agent of the Option-holders by cheque(s), or at the election of the Offeror, by bank transfer, in Hong Kong dollars. The Company will then make payments in respect of the Option Offer Price to the respective Option-holders either by way of (i) electronic bank transfer into bank accounts as customarily used by the Option-holders to receive other compensation from the Group (or as otherwise notified by such Option-holders to the Group) or (ii) by cheques which will be sent by ordinary post in postage pre-paid envelopes addressed to the persons entitled thereto at their respective registered addresses with the Group. Payment will be made in Hong Kong dollars.

COURSES OF ACTION AVAILABLE TO OPTION-HOLDERS

In summary, the choices available to you in respect of your Option(s) are set out below.

(A) Accept the Option Offer(s)

To the extent any of your Option(s) is not exercised on or prior to the Latest Options Exercise Time, if you are a holder of the Option(s) as at the Option Record Date (i.e. your Option(s) will not lapse prior to the Option Record Date under the terms of its grant or the terms of the Tier 1 ESOP, the KM ESOP or the Post-IPO Share Option Scheme (as applicable)), you may choose to accept the Option Offer(s) in accordance with the terms (including all declarations and undertakings), as set out in this letter, the enclosed Form of Acceptance and the Scheme Document and elect by signing and returning the completed Form of Acceptance in accordance with the instructions set out below by not later than 4:30 pm (Hong Kong time) on Monday, 30 June 2025 (or such later time and/or date as may be notified to you by way of joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange).

You are not required to accept the Option Offer(s) in respect of all the Options held by you as at the Option Record Date, but you may only choose to either accept or reject the Option Offer(s) in respect of all Options with the same Option exercise price. In order to choose to accept the Option Offer(s) on the terms (including all declarations and undertakings) as set out in this letter, the enclosed Form of Acceptance and the Scheme Document in respect of all Options with a particular Option exercise price, please tick the relevant “Accept” box which correspond to

Options with such Options exercise price on the Form of Acceptance and signing, completing and returning it in accordance with the instructions set out below by not later than 4:30 pm on Monday, 30 June 2025 (or such later time and/or date as may be notified to you by way of joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange). Such acceptance of the Option Offer(s) will be in respect of all Options held by you as at the Option Record Date at such Option exercise price, and you will receive the relevant Option Offer Price for all such Options if the Scheme becomes effective.

(B) Reject the Option Offer(s)

You may choose to reject the Option Offer(s) in respect of all Options with a particular Option exercise price and tick the “Reject” box which correspond to Options with such Options exercise price on the enclosed Form of Acceptance and sign, complete and return it in accordance with the instructions set out below. Such rejection of the Option Offer(s) will be in respect of all Options held by you as at the Option Record Date at such Options exercise price, and you will not be entitled to receive the relevant Option Offer Price in respect of any of your Options with such Options exercise price if the Scheme becomes effective. If you reject the Option Offer(s) and do not exercise all of your outstanding vested Option(s) (to the extent not already exercised) on or before the Latest Options Exercise Time, and the Scheme becomes effective, your Options will lapse automatically on the Effective Date and you will receive neither the Option Offer Price nor the Cancellation Price.

Following receipt of this letter, if you (i) choose to do nothing (including not returning a Form of Acceptance), (ii) fail to complete, sign and return a Form of Acceptance in accordance with the instructions set out therein, or (iii) fail to return a duly completed and signed Form of Acceptance by 4:30 pm on Monday, 30 June 2025 or such other later time and/or date as may be notified to you by way of joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange, and the Scheme becomes effective, you will be deemed to have not accepted the Option Offer(s) in respect of all Options held by you as at the Option Record Date, your outstanding Options not exercised by the Scheme Record Date will lapse automatically on the Effective Date, and you will receive neither the Option Offer Price nor the Cancellation Consideration.

(C) Become a Scheme Shareholder

You may choose to, in accordance with the terms of the grant of the Option(s) under the Tier 1 ESOP, the KM ESOP or the Post-IPO Share Option Scheme (as applicable), exercise all of your outstanding vested Option(s) (to the extent not already exercised) to its full extent or to the extent specified in your notice of exercise of Options at any time up to the Latest Options Exercise Time. Option-holders who exercise their Option(s) at or before 4:30 pm on Friday, 6 June 2025 will be

entitled, subject to the Takeovers Code and the terms of the Scheme and the Proposal, to attend and vote at the Court Meeting and the EGM. Any Share issued as a result of the exercise of such Option(s) as mentioned above, conditional on the passing of the resolutions to be proposed at the Court Meeting and the EGM to approve the Scheme, will form part of the Scheme Shares and will be subject to and eligible to participate in the Scheme, including being cancelled if the Scheme becomes effective. You will then be entitled to receive the Cash Alternative or the Share Alternative or a combination of both in a proportion of your choosing as the form of Cancellation Consideration for Scheme Shares that you hold as at the Scheme Record Date. Please refer to the Scheme Document for details of the Scheme and the Proposal in this regard.

For further details, please refer to the remaining sections of this letter, the Scheme Document, the Form of Acceptance and the terms of the Tier 1 ESOP, the KM ESOP or the Post-IPO Share Option Scheme (as applicable).

ACTIONS TO BE TAKEN FOR ACCEPTING THE OPTION OFFERS

In order to accept the Option Offers, you must complete and return the duly completed and executed Form of Acceptance together with relevant certificate(s) (if any) or any other document(s) evidencing the grant of the Option(s) to you or other document(s) of title or entitlement (and/or any satisfactory indemnity or indemnities required in respect thereof) to the Offeror, care of ESR Group Limited by email at hr_ltis@esr.com for the attention of the Human Resources Department of the Company and marked “ESR Group Limited — Option Offers” by no later than 4:30 pm (Hong Kong time) on Monday, 30 June 2025 (or such later time and/or date as may be notified to you by way of joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange). If you do not complete and return a Form of Acceptance in accordance with the above prior to the deadline, subject to and conditional upon the Scheme becoming effective, your Option(s) will lapse.

Before returning the Form of Acceptance, please ensure that you have duly executed the Form of Acceptance and that your signature has been witnessed.

No acknowledgement of receipt of any Form of Acceptance, the relevant certificate(s) (if any) or any other document(s) evidencing the grant of the Option(s) or other document(s) of title or entitlement (and/or any satisfactory indemnity of indemnities required in respect thereof) will be given.

OUTSTANDING OPTIONS HELD

Information on the outstanding Option(s) held by you can be obtained by contacting the Human Resources Department of the Company.

LAPSED OPTIONS

Please note that nothing in this letter or the Scheme Document serves to extend the life of an Option which lapses, will lapse, or has already lapsed, under the terms of its grant or the terms of the Tier 1 ESOP, the KM ESOP or the Post-IPO Share Option Scheme (as applicable). As such, you may exercise the Options (to the extent such Option is vested but not already exercised) prior to the Latest Options Exercise Time in accordance with the terms of its grant or the terms of the Tier 1 ESOP, the KM ESOP or the Post-IPO Share Option Scheme (as applicable), but you cannot accept an Option Offer in respect of an Option which will have lapsed in accordance with its terms on or before the Option Record Date.

Any Options granted under the KM ESOP or the Post-IPO Share Option Scheme that are not exercised or (if applicable) cancelled pursuant to the Proposal as its holder has not accepted the Option Offers will automatically lapse upon the Scheme becoming effective.

RECOMMENDATION OF THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISER

Your attention is drawn to the letter from the Independent Board Committee set out in Part V of the Scheme Document and the letter from the Independent Financial Adviser set out in Part VI of the Scheme Document, which contain the recommendation of the Independent Board Committee and of the Independent Financial Adviser, respectively, in relation to the Proposal, the Scheme and the Option Offers.

PROFESSIONAL ADVICE

The information provided in this letter is intended to give you factual details on which to base your decision as to the action you wish to take in respect of the Option Offers.

If you are in doubt as to any aspect of this letter, the Scheme Document, the Form of Acceptance or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

DECLARATION

By signing and returning the completed Form of Acceptance, you thereby, amongst other things as set out further in the Form of Acceptance:

- (a) warrant and confirm that each Option in respect of which you accept the Option Offer is valid and subsisting, free from all liens, charges, mortgages and third party interests of any nature whatsoever and you acknowledge that any option certificate or documents in respect of such Option shall become void once that Option has been cancelled as a result of your acceptance of the Option Offer pursuant to the Form of Acceptance;
- (b) acknowledge and agree that you cease to have any rights and obligations, and waive all rights and claims against any party (including the Offeror and the Company), in respect of all of the Option(s) held by you for which you accept the Option Offer(s), and that all rights and obligations under all such Option(s) will be cancelled;
- (c) confirm that the decisions which you have made on the Form of Acceptance cannot be withdrawn or altered;
- (d) authorise the Offeror, the Company, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS and/or such person or persons as any of them may direct to do all acts and things and to complete, amend and execute any document on your behalf as may be necessary or desirable to give effect to or in connection with the acceptance you have made on the Form of Acceptance, and you hereby undertake to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to effect the Option Offer(s) with respect to your Option(s);
- (e) undertake to confirm and ratify any action properly or lawfully taken on your behalf by any person authorised or appointed by or pursuant to this letter and the Form of Acceptance; and
- (f) confirm that you have read, understood and agreed to the terms and conditions of the Option Offers (including, without limitation, those set out in the Scheme Document, this letter and the Form of Acceptance), and that you have received the Scheme Document and this letter.

GENERAL

- (a) All communications, notices, Forms of Acceptance, cheques, certificates and other documents of any nature to be delivered by or sent to or from the Option-holders will be delivered by or sent to or from them, or their designated agents, at their risk, and none of the Offeror, the Offeror Concert Parties, the Company, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS, Citi, the Independent Financial Adviser and their respective ultimate beneficial owners, directors, officers, agents and associates and any other person involved in the Proposal or the Option Offers accepts any liability for any loss or any other liabilities whatsoever which may arise as a result.
- (b) The provisions set out in the Form of Acceptance form part of the terms of the Option Offers.
- (c) The Option Offers and all acceptances will be governed by and construed in accordance with the laws of Hong Kong.
- (d) Due execution of the Form of Acceptance in respect of the Option Offers will constitute an authority to the Offeror, the Offeror Concert Parties, the Company, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS, Citi or such person(s) as any of them may direct to complete and execute, the Form of Acceptance and any document on behalf of the accepting Option-holder and to do any other act that may be necessary or expedient for the purpose of cancelling, or vesting in the Offeror or such person(s) as the Offeror shall direct, all rights of the Option-holders in respect of the Option(s) which are the subject of such acceptance.
- (e) The delivery of the Form of Acceptance, duly signed, may, if the Offeror determines it appropriate, be as effective as if it were duly completed, executed and received notwithstanding that it is not completed, executed or received strictly in accordance with the instructions set out in the Form of Acceptance and this letter, including the date specified for receipt or the absence of any witness attesting to the execution of any Form of Acceptance.
- (f) By completing the Form of Acceptance in respect of a particular Option, you irrevocably and at your own risk elect to authorise the Offeror, the Offeror Concert Parties, the Company, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS, Citi and/or their respective agent(s) to send to you, or procure the sending to you of, the payment to which you are entitled.

- (g) Any acceptance of the Option Offers and the receipt of the Option Offer Price may trigger taxes subject to withholding obligations of the Offeror and/or the Company. The Option Offer Price will be paid to you net of such applicable taxes, if any. All Option-holders are recommended to consult their professional advisers if in any doubt as to the taxation implications of the Option Offers.

RESPONSIBILITY STATEMENTS

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this letter (other than information relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter by the Directors (other than those expressed by the directors of the Offeror and the respective directors of the Consortium Members in their capacities as such) have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The board of directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this letter other than information relating to the Company and the Consortium Members and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter by the directors of the Offeror have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The Starwood Entities Responsible Persons jointly and severally accept full responsibility for the accuracy of the information contained in this letter relating to the Starwood Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter by the Starwood Entities Responsible Persons have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The SSW Responsible Persons jointly and severally accept full responsibility for the accuracy of the information contained in this letter relating to the SSW Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter by the SSW Responsible Persons have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The board of managers of Sixth Street Entity jointly and severally accept full responsibility for the accuracy of the information contained in this letter relating to Sixth Street Entity and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions

expressed in this letter by the board of managers of Sixth Street Entity have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The directors of each of the WP Entities jointly and severally accept full responsibility for the accuracy of the information contained in this letter relating to the WP Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter by the directors of the WP Entities have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The sole director of Laurels accepts full responsibility for the accuracy of the information contained in this letter relating to Laurels and Mr. Jinchu Shen and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this letter by the sole director of Laurels (other than those expressed by him in his capacity as a Director) have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The directors of Redwood II jointly and severally accept full responsibility for the accuracy of the information contained in this letter relating to Redwood II, Redwood, Mr. Stuart Gibson and Mr. Charles Alexander Portes and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter by the directors of the Redwood II, Mr. Stuart Gibson and Mr. Charles Alexander Portes (other than those expressed by Mr. Stuart Gibson and Mr. Charles Alexander Portes in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The directors of Qatar Holding jointly and severally accept full responsibility for the accuracy of the information contained in this letter relating to Qatar Holding and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter by the directors of Qatar Holding have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

Yours faithfully,
By order of the board of directors
MEGA BidCo

The following is a form of the Award Proposal Letter being sent to each Award-holder in connection with the Award Proposal.

22 May 2025

To the Award-holders

Dear Sir/Madam,

**AWARD PROPOSAL IN RELATION TO THE PROPOSAL TO PRIVATISE ESR
GROUP LIMITED BY MEGA BIDCO BY WAY OF A SCHEME OF
ARRANGEMENT UNDER SECTION 86 OF THE COMPANIES ACT**

A scheme document dated the same date as this letter issued jointly by the Offeror and the Company (the “**Scheme Document**”) is provided to you together with this letter. Capitalised terms used but not defined in this letter shall have the same meaning as those defined in the Scheme Document. This letter should be read in conjunction with the Scheme Document.

The Offeror and the Company jointly issued the Announcement dated 4 December 2024 which stated, among others, that on the same date, the Offeror requested the Board to put forward the Proposal to the holders of Scheme Shares for the privatisation of the Company by way of a scheme of arrangement under section 86 of the Companies Act, subject to the Pre-Conditions (which were all satisfied on 15 May 2025) and the Conditions being satisfied or waived, as applicable. As stated in the Announcement, the Award Proposal would be made to holders of the outstanding Awards in respect of their outstanding Awards (which have not otherwise lapsed or been cancelled or exercised under the rules of the Long Term Incentive Scheme) in accordance with Rule 13 of the Takeovers Code to cancel every outstanding Award on the Effective Date, subject to the Scheme becoming effective.

Warning: Award-holders should be aware that unless the Offeror otherwise elects, the implementation of the Proposal, the Scheme and the Award Proposal are subject to the Conditions being fulfilled or waived (as applicable). Accordingly, the Proposal and the Award Proposal may or may not be implemented and the Scheme may or may not become effective. Award-holders are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

This letter explains the terms of the Award Proposal and the actions you need to take in relation to any outstanding Award held by you. You are advised to refer to the Scheme Document when considering them.

Your attention is also drawn to the Long Term Incentive Scheme, including the relevant vesting and other conditions as set out in the rules of the Long Term Incentive Scheme.

TERMS OF THE AWARD PROPOSAL

Under the rules of the Long Term Incentive Scheme, if a general offer (including a scheme of arrangement) is made to all Shareholders (or all such Shareholders other than the Offeror and/or the Offeror Concert Parties), the Company shall use its best endeavours to procure that such offer is extended to all Award-holders, and if the offer is approved or becomes or is declared unconditional, the Awards will vest in whole or in part on a date specified by the Board and all Awards which have not vested shall lapse immediately. The Company has absolute discretion to settle any vested Awards by allotting and issuing new Shares to the relevant Award-holders, directing and procuring the Trustee to transfer existing Shares to the relevant Award-holders, or make a cash payment in an amount equal to the number of Shares underlying the Awards which have vested multiplied by the closing price of a Share as quoted on the Stock Exchange on the vesting date (or the last trading day preceding the vesting date if the vesting date is not a trading day) to the relevant Award-holders.

As stated in the Announcement, all of the outstanding Awards that vest after the Announcement Date but before the Effective Date in accordance with their original vesting schedules will be cash settled. The Board has determined that if the Scheme is approved by the Scheme Shareholders at the Court Meeting, all of the then still outstanding unvested Awards will vest (and with respect to performance share units which had a variable performance factor, these will vest up to 100%) on the Effective Date.

Under the Award Proposal, the Company will pay to each Award-holder the “see-through” Award Proposal Price (being the Cancellation Price as there is no exercise price for the Awards) for the cancellation of every outstanding Award, subject to the Scheme becoming effective.

Award Proposal Price. HK\$13.00

No action will be required to be taken by any Award-holder in order for him/her to receive the Award Proposal Price under the Award Proposal, subject to the Scheme becoming effective.

In consideration for our agreement to pay you the Award Proposal Price set out above, all rights and obligations under your Awards will be immediately cancelled by the Offeror and the Company on the Effective Date (or such later time and/or date as may be notified to you by way of joint announcement(s) by the Offeror and the Company on the website of the Stock Exchange).

Conditions to the Award Proposal

The Award Proposal is conditional upon the Scheme becoming effective. The Award Proposal will become unconditional immediately upon the Scheme becoming effective and prior to the listing of the Shares being withdrawn from the Stock Exchange.

The Conditions are set out in the section headed “5. Conditions to the Proposal and the Scheme” in Part VII of the Scheme Document. You are further advised to refer to the sections headed “20. Registration and Payment”, “21. Overseas Scheme Shareholders, Option-holders and Award-holders” and “22. Taxation” in Part VII of the Scheme Document.

Payment under the Award Proposal

Conditional upon the Scheme becoming effective, the Award Proposal Price will be paid net of any applicable taxes and shall be made as soon as possible and in any event within seven (7) Business Days after the Effective Date.

Payments of Award Proposal Price may be liable to taxation in the PRC and/or other jurisdictions and the Offeror and/or the Company will withhold the relevant amount from the payments for the purpose of making the tax payment on behalf of the relevant Award-holders.

It is emphasised that none of the Offeror, the Offeror Concert Parties, the Company, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS, Citi, the Independent Financial Adviser and their agents or any of their respective directors, officers or associates or any other person involved in the Scheme or the Award Proposal accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Scheme or the Award Proposal.

All payments in respect of the Award Proposal Price will be made by the Company either by way of (i) electronic bank transfer into bank accounts as customarily used by the Award-holders to receive other compensation from the Group (or as otherwise notified by such Award-holders to the Group) or (ii) by cheques which will be sent by ordinary post in postage pre-paid envelopes addressed to the persons entitled thereto at their respective registered addresses with the Group. Payment will be made in Hong Kong dollars.

ACTION TO BE TAKEN BY THE AWARD-HOLDERS

No action will be required to be taken by any Award-holder in order for him/her to receive the Award Proposal Price in respect of the Award Proposal, subject to the Scheme becoming effective.

OUTSTANDING AWARDS HELD

Information on the outstanding Award(s) held by you can be obtained by contacting the Human Resources Department of the Company.

LAPSED AWARDS

Please note that nothing in this letter or the Scheme Document serves to extend the life of an Award which lapses, will lapse, or has already lapsed, under the terms of the Long Term Incentive Scheme. You will not receive the Award Proposal Price in respect of an Award which has lapsed or will have lapsed by the Scheme Record Date.

RECOMMENDATION OF THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISER

Your attention is drawn to the letter from the Independent Board Committee set out in Part V of the Scheme Document and the letter from the Independent Financial Adviser set out in Part VI of the Scheme Document, which contain the recommendation of the Independent Board Committee and of the Independent Financial Adviser, respectively, in relation to the Proposal, the Scheme and the Award Proposal.

PROFESSIONAL ADVICE

The information provided in this letter is intended to give you factual details in respect of the Award Proposal.

If you are in any doubt as to any aspect of this letter or the Scheme Document, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

GENERAL

- (a) All communications, notices, cheques, certificates and other documents of any nature to be delivered by or sent to or from you will be delivered by or sent to or from you, or you designated agents, at your risk, and none of the Offeror, the Offeror Concert Parties, the Company, Citi, Morgan Stanley, Deutsche Bank, Goldman Sachs, UBS, the Independent Financial Adviser and their respective ultimate beneficial owners, directors, officers, agents and associates and any other person involved in the Proposal or the Award Proposal accepts any liability for any loss or any other liabilities whatsoever which may arise as a result.
- (b) The Award Proposal will be governed by and construed in accordance with the laws of Hong Kong.
- (c) Receipt of the Award Proposal Price may trigger taxes subject to withholding obligations of the Offeror and/or the Company. The Award Proposal Price will be paid to you net of such applicable taxes, if any. All Award-holders are recommended to consult their professional advisers if in any doubt as to the taxation implications of the Award Proposal.

RESPONSIBILITY STATEMENTS

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this letter (other than information relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter by the Directors (other than those expressed by the directors of the Offeror and the respective directors of the Consortium Members in their capacities as such) have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The board of directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this letter other than information relating to the Company and the Consortium Members and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter by the directors of the Offeror have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The Starwood Entities Responsible Persons jointly and severally accept full responsibility for the accuracy of the information contained in this letter relating to the Starwood Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions

expressed in this letter by the Starwood Entities Responsible Persons have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The SSW Responsible Persons jointly and severally accept full responsibility for the accuracy of the information contained in this letter relating to the SSW Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter by the SSW Responsible Persons have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The board of managers of Sixth Street Entity jointly and severally accept full responsibility for the accuracy of the information contained in this letter relating to Sixth Street Entity and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter by the board of managers of Sixth Street Entity have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The directors of each of the WP Entities jointly and severally accept full responsibility for the accuracy of the information contained in this letter relating to the WP Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter by the directors of the WP Entities have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The sole director of Laurels accepts full responsibility for the accuracy of the information contained in this letter relating to Laurels and Mr. Jinchu Shen and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this letter by the sole director of Laurels (other than those expressed by him in his capacity as a Director) have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The directors of Redwood II jointly and severally accept full responsibility for the accuracy of the information contained in this letter relating to Redwood II, Redwood, Mr. Stuart Gibson and Mr. Charles Alexander Portes and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter by the directors of the Redwood II, Mr. Stuart Gibson and Mr. Charles Alexander Portes (other than those expressed by Mr. Stuart Gibson and Mr. Charles Alexander Portes in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The directors of Qatar Holding jointly and severally accept full responsibility for the accuracy of the information contained in this letter relating to Qatar Holding and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this letter by the directors of Qatar Holding have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.

Yours faithfully,

By order of the board of directors

MEGA BidCo