

*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*

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 114,934m<sup>2</sup>, 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**

<b>Property</b>	<b>Description and tenure</b>	<b>Particulars of occupancy</b>	<b>Market value in existing state as at 28 February 2025</b>
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 PRICE	SITE AREA (/M <sup>2</sup> )	SITE AREA ANALYSIS (\$/M <sup>2</sup> )	ZONING
<b>Proposed Lot A, 1185 Koo Wee Rup Road, Pakenham</b>					
	Aug-24	\$5,139,750	7,093.00	\$750.00	IN1Z
<b>2 Innovation Drive, Mickleham</b>					
	May-24	\$22,850,000	45,700.00	\$500.00	CDZ
<b>282 Hammond Road, Dandenong South</b>					
	May-24	\$50,000,000	67,697.00	\$735.65	IND2Z
<b>635 Hall Road, Cranbourne West</b>					
	Dec-23	\$228,150,000	674,700.00	\$338.15	UGZ1
<b>115 South Gippsland Highway, Dandenong</b>					
	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.