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ESR CAYMAN LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1821)

ANNOUNCEMENT

- 1. POLL RESULTS OF THE ANNUAL GENERAL MEETING**
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1. POLL RESULTS

The board of directors (the “**Directors**” and the “**Board**”, respectively) of ESR Cayman Limited (the “**Company**”) hereby announces that all the proposed resolutions set out in the notice of the annual general meeting dated 29 April 2022 (the “**Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) at the annual general meeting of the Company held on 1 June 2022 (the “**AGM**”), by way of poll as required by The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The poll results taken at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)*	
		For	Against
1	To consider and approve the audited consolidated financial statements, together with the reports of the Directors and auditors of the Company for the year ended 31 December 2021	3,986,030,396 (99.87%)	4,999,675 (0.13%)
2(a)	To re-elect Mr. Charles Alexander Portes as a non-executive Director of the Company	3,685,834,110 (92.35%)	305,195,961 (7.65%)

Ordinary Resolutions		Number of Votes (%)*	
		For	Against
2(b)	To re-elect Mr. Brett Harold Krause as an independent non-executive Director of the Company	3,967,060,269 (99.40%)	23,969,802 (0.60%)
2(c)	To re-elect Ms. Serene Siew Noi Nah as an independent non-executive Director of the Company	3,990,561,382 (99.99%)	468,689 (0.01%)
2(d)	To authorise the Board of the Company to fix the remuneration of the Directors of the Company	3,978,577,162 (99.69%)	12,452,909 (0.31%)
3	To re-appoint Ernst & Young as the auditors of the Company and to authorise the Board to fix their remuneration	3,990,875,396 (100%)	154,675 (0.00%)
4	To grant a general mandate to the Board to allot, issue and deal with additional shares of the Company as set out in resolution no. 4 of the Notice	3,109,076,285 (77.90%)	881,953,786 (22.10%)
5	To grant a general mandate to the Board to repurchase shares of the Company as set out in resolution no. 5 of the Notice	3,987,923,012 (99.92%)	3,107,059 (0.08%)
6	To grant the extension of the general mandate to the Board to allot, issue and deal with such number of additional shares as may be repurchased by the Company as set out in resolution no. 6 of the Notice	2,806,902,537 (70.33%)	1,184,127,534 (29.67%)
7	To grant a scheme mandate to the Board to grant Awards under the Long Term Incentive Scheme which will be satisfied by the issue of new Shares by the Company as set out in resolution no. 7 of the Notice	3,641,076,398 (91.23%)	349,848,273 (8.77%)
Special Resolution		Number of Votes (%)*	
		For	Against
8	To approve the proposed change of company name to “ESR Group Limited” and to authorise any one or more of the Directors of the Company to do all such acts and things for the purpose of, or in connection with, the implementation of and giving effect to the proposed change of company name as set out in the resolution no. 8 of the Notice	3,991,030,063 (100.00%)	8 (0.00%)

As more than 50% of the votes cast were in favour of each of the above-mentioned resolution nos. 1-7 as ordinary resolutions and more than 75% of the votes cast were in favour of resolution no. 8 as special resolution, all the resolutions were duly passed at the AGM.

* *All percentages rounded to 2 decimal places*

As at the date of the AGM, the total number of issued shares of the Company entitling the Shareholders to attend and vote for or against the proposed resolutions at the AGM was 4,472,764,948 shares.

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

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

2. RETIREMENT AND APPOINTMENT OF DIRECTORS

Reference is made to the Company's circular dated 29 April 2022 (the "**AGM Circular**"). As disclosed in the AGM Circular, the Right Honourable Sir Hugo George William Swire, KCMG and Mr. Robin Tom Holdsworth as independent non-executive Directors, Mr. David Alasdair William Matheson as a non-executive Director (the "**Retired Directors**") have retired from the Board to pursue other opportunities and accordingly, they did not offer themselves for re-election at the AGM.

Reference is made to the Company's announcement dated 25 May 2022 in relation to the appointment of Ms. Wei-Lin Kwee ("**Ms. Kwee**") as an independent non-executive Director with effect from 25 May 2022. Pursuant to Article 112 of the Company's Articles of Association, Ms. Kwee held office until the AGM and, not having stood for re-election, retired at the AGM. The Board has appointed Ms. Kwee as an independent non-executive Director and a member of the remuneration committee of the Company (the "**Remuneration Committee**") with effect on 1 June 2022 after the AGM. In accordance with Article 112 of the Articles of Association, Ms. Kwee will hold office until the first following annual general meeting after such appointment and be subject to re-election at such meeting. Please refer to the Appendix to this announcement for Ms. Kwee's biographical details.

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

The Board would like to take this opportunity to extend its sincere thanks to the Retired Directors for their invaluable contributions during their directorship.

3. CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

Following their retirement, The Right Honourable Sir Hugo George William Swire, KCMG also ceased to be the chairman of the nomination committee of the Company (the “**Nomination Committee**”), and Mr. Robin Tom Holdsworth ceased to be a member of the audit committee of the Company (the “**Audit Committee**”).

The Board is pleased to announce that with effect from the conclusion of the AGM on 1 June 2022, Mr. Brett Harold Krause has been appointed as the chairman of the Nomination Committee. As a result of the above changes, with effect from 1 June 2022, (i) the Nomination Committee will be composed of Mr. Brett Harold Krause (chairman), Ms. Jingsheng Liu and Ms. Serene Siew Noi Nah; (ii) the Audit Committee will be composed of Mr. Simon James McDonald (chairman), Mr. Brett Harold Krause and Ms. Serene Siew Noi Nah; and (iii) the Remuneration Committee will be composed of Mr. Brett Harold Krause (chairman), Mr. Jeffrey David Perlman, Mr. Simon James McDonald and Ms. Wei-Lin Kwee.

Directors (including the Retired Directors) including Mr. Jinchu Shen, Mr. Stuart Gibson, Mr. Jeffrey David Perlman, Mr. Hwee Chiang Lim, Dr. Kwok Hung Justin Chiu, Mr. Rajeev Veeravalli Kannan, Mr. Brett Harold Krause, The Right Honourable Sir Hugo George William Swire, KCMG, Mr. Simon James McDonald, Ms. Jingsheng Liu, Mr. Robin Tom Holdsworth, Ms. Serene Siew Noi Nah and Ms. Wei-Lin Kwee attended the AGM.

By order of the Board
ESR Cayman Limited
Jinchu SHEN
Director

Hong Kong, 1 June 2022

Following the conclusion of the AGM, the Board of Directors of the Company comprises Mr. Jinchu Shen and Mr. Stuart Gibson as Executive Directors, Mr. Jeffrey David Perlman as the Chairman and Non-executive Director, Mr. Charles Alexander Portes, Mr. Wei Hu, Mr. Hwee Chiang Lim, Dr. Kwok Hung Justin Chiu and Mr. Rajeev Veeravalli Kannan as Non-executive Directors, Mr. Brett Harold Krause, Mr. Simon James McDonald, Ms. Jingsheng Liu, Ms. Serene Siew Noi Nah and Ms. Wei-Lin Kwee as Independent Non-executive Directors.

APPENDIX

The biographical details of Ms. Kwee are set out below:

Ms. Wei-Lin Kwee, aged 46, is the Head of Hotels of Pontiac Land Group, a privately held real estate development and investment company. She oversees Pontiac Land Group's hotel portfolio in Singapore, Maldives and Sydney and has been with the company since 2008. Ms. Kwee is the President of the Singapore Hotel Association which represents 85% of Singapore's room count and 40,000 employees in Singapore. She has been appointed as a member of the Singapore Government's Future Economy Council since April 2021 and serves as a member of its Lifestyle Committee. As a member of the Emerging Stronger Taskforce of Singapore from May 2020 to May 2021, Ms. Kwee co-led the Travel Alliance, a private public partnership that aimed to bring air travel back to Singapore after Covid border closures. Ms. Kwee has been a council member of the Singapore Chinese Chamber of Commerce and Industry since March 2022. She is also a member of the Workplace Safety and Health Council under the Singapore Ministry of Manpower. She is an International Advisory Board Member of the IE Business School, Spain. She was a 2013 Eisenhower Fellow and has been the Honorary Secretary for the Eisenhower Fellowships Singapore Society since March 2022.

Ms. Kwee graduated from Brown University with a Bachelor of Arts, Economics and International Relations in 1998 and obtained her Master of Business Administration from Stanford Graduate School of Business in 2008.

Ms. Kwee has entered into an appointment letter with the Company for a term of three years commencing on 25 May 2022 and her appointment can be terminated by either party giving to the other not less than one month's notice in writing. Ms. Kwee is subject to retirement by rotation in accordance with the Articles of Association of the Company and the Listing Rules. The director's fee of Ms. Kwee as an independent non-executive Director of the Company under her appointment letter is HK\$445,000 per annum. Ms Kwee has also been appointed as a member of the Remuneration Committee of the Company. Save as disclosed in this announcement, Ms. Kwee has confirmed that she (i) did not hold any directorship in any other listed public company in Hong Kong or overseas during the past three years, (ii) has not held any positions with any member of the Group, and (iii) does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. In addition, as of the date of this announcement, Ms. Kwee does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this announcement, there is no other information in relation to Ms. Kwee that is required to be disclosed pursuant to sub-paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to Ms. Kwee's appointment.