

FIRST SPONSOR GROUP LIMITED

(Incorporated in the Cayman Islands)
(Company Registration No.: AT-195714)

COMPLETION OF ACQUISITION

Unless otherwise expressly specified, capitalised terms used in this Announcement shall bear the same meanings as defined in the 14 November Announcement (as defined below).

1. COMPLETION OF THE ACQUISITION

The Board of Directors (the "**Board**") of First Sponsor Group Limited (the "**Company**") refers to the previous announcement made by the Company on 14 November 2015 (the "**14 November Announcement**") in relation to the Sale and Purchase Agreement between the Company, Cobb Netherlands B.V., Maleny Netherlands B.V. and a Dutch high net worth individual (collectively, the "**Purchasers**" and each a "**Purchaser**") and Delta Lloyd Levensverzekering N.V. (the "**Seller**"), in connection with the acquisition by the Purchasers from the Seller of all of the issued shares in the capital of Delta Lloyd Vastgoed Kantoren B.V. ("**Target**"), a private company with limited liability incorporated under the laws of the Netherlands, which holds the DL Portfolio.

The Board wishes to announce that completion under the Sale and Purchase Agreement has been effected on 30 November 2015 ("**Completion**") in accordance with the terms and conditions of the Sale and Purchase Agreement. Pursuant to the terms of the Sale and Purchase Agreement, the Company has, prior to Completion, assigned its position as Purchaser under the Sale and Purchase Agreement to FS NL Holdings B.V. ("**FSNL**"), an indirect wholly-owned subsidiary of the Company incorporated in the Netherlands. Upon Completion, the Target has been renamed as FSMC NL Property Group B.V. FSNL has acquired 6,006 ordinary shares representing 33% of the issued and paid-up capital of the Target (comprising 18,200 ordinary shares), and as a result, the Target is now a 33% indirectly-owned associated company of the Company.

2. POST-COMPLETION CAPITAL RESTRUCTURING OF THE DL PORTFOLIO

As mentioned in paragraph 7 of the 14 November Announcement, the Purchasers have sought the advice of legal and tax advisors in relation to the post-Completion capital restructuring of the DL Portfolio ("**Capital Restructuring**"), including the incorporation by the Target of a number of single purpose entities ("**SPVs**") to hold the various properties in the DL Portfolio. The Capital Restructuring is done to improve the legal structure of the holding of the DL Portfolio, and facilitate the financing of the commercial deal and the future exit of a part of the DL Portfolio.

The initial public offering of the Company's shares was sponsored by DBS Bank Ltd., who assumes no responsibility for the contents of this announcement.

2.1 Holding of the properties under the DL Portfolio

Following Completion, the Target will be incorporating the following SPVs for the aforesaid purpose, as shown in the following table. Each SPV will be incorporated in the Netherlands as a wholly-owned subsidiary company of the Target and therefore an associated company of the Company.

S/N	SPV	Share Capital	Corporate Purpose	Properties to be Held (Location)
1.	NL Mondriaan Property 8 B.V.	Issued and paid-up share capital of EUR1 (with unpaid share premium of EUR25,499,999)	Property investment	Mondriaan Tower, Amstelplein 6 and 8 (Amsterdam)
2.	NL Bilthoven Property 9 B.V.	Issued and paid-up share capital of EUR1 (with unpaid share premium of EUR5,609,999)	Property investment and property development	Berg & Bosch Professor Bronkhorstlaan 4, 4A, 6, 8, 10A - 10M, 12 - 20 and 26 (Bilthoven)
3.	NL Herengracht Property 3 B.V.	Issued and paid-up share capital of EUR1 (with unpaid share premium of EUR219,999)	Property investment	Herengracht 21 (The Hague)
4.	NL Boompjes Property 5 B.V.	Issued and paid-up share capital of EUR1 (with unpaid share premium of EUR1,249,999)	Property investment and development	Boompjes 55 and 57 (Rotterdam)
5.	NL Terminal Noord Property 7 B.V.	Issued and paid-up share capital of EUR1 (with unpaid share premium of EUR1,599,999)	Property investment and development	Terminal Noord Schedeldoekshaven 127, 129 and 131 (The Hague)
6.	NL Reguliersdwarsstraat Property 6 B.V.	Issued and paid-up share capital of EUR1 (with unpaid share premium of EUR2,989,999)	Property investment and development	Munthof, Reguliersdwarsstraat 50 - 64 (Amsterdam)
7.	NL D&P Property 10 B.V.	Issued and paid-up share capital of EUR1	Property trading	Marathon 4, 4A – 4M, 5, 5A - 5K, 6, 6A - 6M, 7, 7A - 7M and Colosseum (<i>unnumbered</i>) (Hilversum) Gemini Siriusdreef 22 (Hoofddorp) HS Building J.Westerdijkplein 1, 40 and 50 and Waldorpstraat 120 (The Hague) Ooyevaarsnest Rijksweg-West 2 (Arnhem) Le Carre Randstad 20 4 and 20 6 - 20 22 (Almere) Asserring 188 (Amstelveen) Mr B.M. Teldersstraat 15 (Arnhem) The Boxx Spicalaan 10 (Hoofddorp) Montaubanstraat 14, 16 and 18 (Zeist)

Note: The remainder of the DL Portfolio will be held by the Target (including Utrechtseweg 46 and 46a, located in Zeist and the 50% interest in VOF De Omval).

2.2 Loan financing

In connection with the Capital Restructuring, the Company has obtained an unsecured bridging loan facility of EUR 175.0 million (equivalent to approximately S\$ 262.2 million¹) from DBS Bank Ltd. Interest shall be payable on the bank loan on a floating rate basis.

It is intended that the funds be provided as loan(s) by the Company, and/or through a wholly-owned subsidiary of the Company, FS Euro Capital Limited, to the SPVs and/or the Target, in order to enable the SPVs to acquire and hold the relevant properties in the DL Portfolio in the manner as described in paragraph 2.1 above, as well as to provide working capital for the Target and the SPVs from time to time. Tax and legal advisers have been appointed by the Target to ensure that such loan financing will be extended on arm's length terms, having due regard to the applicable transfer pricing principles from a tax perspective.

2.3 Potential post-Completion capital reduction exercise by the Target

It is currently envisaged that, following the restructuring of the manner of holding the DL Portfolio via the SPVs, the Target may have excess funds which it can return to its shareholders (including the Company through FSNL) via a capital reduction exercise. There is no certainty that this will occur and in any event, the applicable requirements under the laws of the Netherlands, including but not limited to shareholders' and regulatory approvals (where applicable), will need to be satisfied. The amount which may be returned will also depend on the financial condition of the Target at the relevant point in time in the future. Based on the assessment of the Purchasers and its advisers, it is currently estimated that the Target may be in a position to return up to approximately EUR 64.3 million (equivalent to approximately S\$96.3 million) to the Company (through FSNL) following the restructuring of the holding of the relevant properties by the SPVs in the manner as described in paragraph 2.1 above. Also, as mentioned in paragraph 3.2(c) of the 14 November Announcement, the Target may also look to dispose of the various "non-core" properties in the future, following which the Target may then be in a position to repay part of the loan financing to the Group as described in paragraph 2.2 above.

BY ORDER OF THE BOARD

Neo Teck Pheng
Group Chief Executive Officer
1 December 2015

¹ The "**Illustrative Exchange Rate**" used in this Announcement is EUR 1 : S\$1.4983. The Illustrative Exchange Rate is solely for illustrative purposes and should not be construed as a representation that the relevant amounts have been or could be converted at this rate or at any other rate.