



FIRST SPONSOR GROUP LIMITED

(Company Registration No. 195714)
(Incorporated in the Cayman Islands on 24 September 2007)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of First Sponsor Group Limited (“Company”) will be held at M Hotel Singapore, Banquet Suite, Level 10, 81 Anson Road, Singapore 079908 on Thursday, 27 April 2023 at 3.00 p.m. (Singapore time) to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2022, the Directors’ Statement and the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a final tax-exempt (one-tier) dividend of 2.70 Singapore cents per share for the financial year ended 31 December 2022. **(Resolution 2)**
3. To approve the Directors’ fees of S\$413,000 for the financial year ending 31 December 2023 (payable quarterly in arrears) (2022: S\$371,000). **(Resolution 3)**
4. To re-elect the following Directors who are retiring pursuant to Article 86(1) of the Company’s Articles of Association, and who, being eligible, offer themselves for re-election:
 - (a) Mr Ho Han Leong Calvin (See Explanatory Note 1) **(Resolution 4)**
 - (b) Mr Neo Teck Pheng (See Explanatory Note 2) **(Resolution 5)**
 - (c) Mr Wee Guan Oei Desmond (See Explanatory Note 3) **(Resolution 6)**
5. To re-elect Ms Tan Yee Peng, a Director who is retiring pursuant to Article 85(6) of the Company’s Articles of Association, and who, being eligible, offer herself for re-election. (See Explanatory Note 4) **(Resolution 7)**
6. To re-appoint Ernst & Young LLP as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Directors to fix their remuneration. **(Resolution 8)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications the following as an ordinary resolution:

7. SHARE ISSUE MANDATE

That, authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares of the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation and adjustments as may be prescribed by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”)) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of the shares,and, in sub-paragraph (1) above and this sub-paragraph (2), “**subsidiary holdings**” has the meaning given to it in the Listing Manual of the SGX-ST;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Memorandum and Articles of Association for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

(See Explanatory Note 5)
(Resolution 9)

8. To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Goh Siew Geok
Company Secretary

5 April 2023
Singapore

Explanatory Notes:

1. **Resolution 4** – Mr Ho Han Leong Calvin will, upon re-election as Director of the Company, continue to serve as Non-Executive Chairman of the Board, member of the Audit and Risk Committee and member of the Remuneration Committee. Mr Ho Han Khoon Alvin, the alternate Director to Mr Ho Han Leong Calvin, will continue in office if Mr Ho Han Leong Calvin is re-elected.

Detailed information on Mr Ho Han Leong Calvin (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST) can be found under “Board of Directors”, “Corporate Governance” and “Additional Information on Directors Seeking Re-election” in the Company’s 2022 Annual Report.

2. **Resolution 5** - Mr Neo Teck Pheng will, upon re-election as Director of the Company, continue to serve as member of the Nominating Committee. He is the Group Chief Executive Officer and an executive Director.

Detailed information on Mr Neo Teck Pheng (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST) can be found under “Board of Directors”, “Corporate Governance” and “Additional Information on Directors Seeking Re-election” in the Company’s 2022 Annual Report.

3. **Resolution 6** - Mr Wee Guan Oei Desmond will, upon re-election as Director of the Company, continue to serve as Chairman of the Remuneration Committee. He is considered an independent Director.

Detailed information on Mr Wee Guan Oei Desmond (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST) can be found under "Board of Directors", "Corporate Governance" and "Additional Information on Directors Seeking Re-election" in the Company's 2022 Annual Report.

4. **Resolution 7** - Ms Tan Yee Peng will, upon re-election as Director of the Company, continue to serve as Chairperson of the Audit and Risk Committee. She is considered an independent Director.

Detailed information on Ms Tan Yee Peng (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST) can be found under "Board of Directors", "Corporate Governance" and "Additional Information on Directors Seeking Re-election" in the Company's 2022 Annual Report.

5. **Resolution 9** - is to empower the Directors to issue shares of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding in total 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), with a sub-limit of 20% for issues other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time that Resolution 9 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that Resolution 9 is passed; and (b) any subsequent bonus issue, consolidation or subdivision of shares. As at 5 April 2023, the Company had no treasury shares and no subsidiary holdings.

Notes:

1. The Annual General Meeting will be held, in a wholly physical format at M Hotel Singapore, Banquet Suite, Level 10, 81 Anson Road, Singapore 079908 on Thursday, 27 April 2023 at 3.00 p.m. (Singapore time) pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **There will be no option for members to participate virtually.** Printed copies of this Notice and the accompanying proxy form will be sent by post to members. These documents will also be published on the Company's website at the URL https://firstsponsorgroup.listedcompany.com/agm_egm.html and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>.

The Company may implement such COVID-19 safe management measures (including vaccination-differentiated safe management measures) at the Annual General Meeting as may be required or recommended under any regulations, directives, measures or guidelines that may be issued from time to time by any government or regulatory agency in light of the COVID-19 situation in Singapore. Members should check the Company's website at the URL https://firstsponsorgroup.listedcompany.com/agm_egm.html or the SGX website at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates.

2. Arrangements relating to attendance at the Annual General Meeting, submission of questions to the Chairman of the Meeting in advance of, or at, the Annual General Meeting, and addressing of substantial and relevant questions in advance of, or at, the Annual General Meeting, and voting at the Annual General Meeting, are set out in the accompanying Company's announcement dated 5 April 2023. This announcement may be accessed at the Company's website at the URL https://firstsponsorgroup.listedcompany.com/agm_egm.html and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>.
3. All the resolutions proposed at the Annual General Meeting will be voted on by way of poll.
4. Under the Articles of Association of the Company ("**Articles**"), unless The Central Depository (Pte) Limited ("**CDP**") specifies otherwise in a written notice to the Company, CDP is deemed to have appointed as CDP's proxies to vote on behalf of CDP at the Annual General Meeting each of the persons (who are individuals) holding shares in the capital of the Company through CDP and whose shares are entered in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) ("**Depositors**"), whose names are shown in the records of CDP as at a time not earlier than seventy-two (72) hours prior to the time of the Annual General Meeting supplied by CDP to the Company, and such appointment of proxies shall not require an instrument of proxy or the lodgement of any instrument of proxy.

A Depositor who is not a relevant intermediary may appoint not more than two persons (who shall be natural persons) to attend and vote in his/her place as proxy or proxies of CDP in respect of his/her shareholding, and a Depositor who is a relevant intermediary may appoint more than two persons (who shall be natural persons) to attend and vote in its place as proxy or proxies of CDP in respect of its shareholding, by completing and submitting the Depositor Proxy Form. "**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

The submission of a Depositor Proxy Form shall not preclude a Depositor appointed as a proxy by virtue of the Articles from attending and voting at the Annual General Meeting but in the event of attendance by such Depositor, the Depositor Proxy Form submitted bearing his/her name as the Nominating Depositor (as defined in the Articles) shall be deemed to be revoked. The Company will reject a Depositor Proxy Form if the Nominating Depositor's name is not shown in the records of CDP as at a time not earlier than seventy-two (72) hours prior to the time of the Annual General Meeting supplied by CDP to the Company.

Where a Depositor is a corporation and wishes to be represented at the Annual General Meeting, it must appoint a person or persons (who shall be natural persons) to attend and vote as proxy or proxies of CDP at the Annual General Meeting in respect of its shareholding, by completing and submitting the Depositor Proxy Form.

5. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

Supplementary Retirement Scheme (“SRS”) investors who wish to request their SRS operators to appoint the Chairman of the Meeting as their proxy in respect of the shares held by such SRS operators on their behalf should approach their respective SRS operators to submit their voting instructions by **5.00 p.m. on 17 April 2023**.

6. A proxy need not be a member of the Company. Delivery of the Member Proxy Form shall not preclude a member from attending and voting in person at the Annual General Meeting and in such event, the Member Proxy Form shall be deemed to be revoked.
7. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
- (a) if submitted by post, be lodged at the office of the Company's Share Registrar and Share Transfer Agent, Tricor Barbinder Share Registration Services (a business division of Tricor Singapore Pte. Ltd.), at 80 Robinson Road, #02-00 Singapore 068898; or
 - (b) if submitted electronically, be submitted via e-mail to the Company's Share Registrar and Share Transfer Agent at sg.is.proxy@sg.tricorglobal.com,

in each case, not less than 72 hours before the time appointed for holding the Annual General Meeting.

A member who wishes to submit an instrument of proxy can either use the printed copy of the proxy form which is sent to him/her/it by post or download a copy of the proxy form from the Company's website or the SGX-ST website, and complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and submitting it by e-mail to the e-mail address provided above.

8. The 2022 Annual Report has been published and may be accessed at the Company's website at the URL <https://firstsponsorgroup.listedcompany.com/ar.html> and at the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>. Members may request for a printed copy of the 2022 Annual Report by completing and submitting the Request Form accompanying the printed copies of this Notice and the proxy form sent by post to members, by 19 April 2023.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company, or as the case may be, a Depositor (a) consents to the collection, use and disclosure of the member's, or as the case may be, the Depositor's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, “Purposes”), (b) warrants that where the member, or as the case may be, the Depositor discloses the personal data of the member's, or as the case may be, the Depositor's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member, or as the case may be, the Depositor has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees to provide the Company with written evidence of such prior consent upon reasonable request.

RECORD DATE AND PAYMENT DATE FOR FINAL DIVIDEND

NOTICE IS ALSO HEREBY GIVEN that, subject to the approval of shareholders for the final dividend being obtained at the Annual General Meeting, the Register of Members and Share Transfer Books of the Company will be closed on 4 May 2023 at 5.00 p.m. to determine shareholders' entitlements to the proposed dividend.

Duly completed registrable transfers of shares of the Company received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (a business division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road, #02-00 Singapore 068898, up to 5.00 p.m. on 4 May 2023 will be registered to determine shareholders' entitlements to the proposed dividend. Subject as aforesaid, shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares of the Company as at 5.00 p.m. on 4 May 2023 will be entitled to the proposed dividend.

The proposed dividend, if approved by the shareholders at the Annual General Meeting, will be paid on 19 May 2023.