



FIRST SPONSOR GROUP LIMITED
(Incorporated in the Cayman Islands)
(Registration No. AT-195714)

ANNOUNCEMENT PURSUANT TO RULE 706A OF THE SGX-ST LISTING MANUAL

Pursuant to Rule 706A of the SGX-ST Listing Manual, First Sponsor Group Limited (“**Company**”, and collectively with its subsidiaries, “**Group**”) wishes to announce the following transactions that occurred during the half year ended 30 June 2021:

A. Incorporation of subsidiaries

1. Wenjiang (BVI) Limited, a direct wholly-owned subsidiary of the Company, has incorporated the following wholly-owned subsidiary:

Name of company	: FS Dongguan No. 3.1 Ltd
Date of incorporation	: 15 January 2021
Country of incorporation	: The British Virgin Islands
Issued share capital	: SGD 1.00
Principal activity	: Investment holding

2. The Company has incorporated the following wholly-owned subsidiary:

Name of company	: FS GBA Pte. Ltd. (“ FSGBASG ”)
Date of incorporation	: 10 March 2021
Country of incorporation	: Singapore
Issued share capital	: SGD 1.00
Principal activity	: Investment holding

3. FSGBASG has incorporated the following wholly-owned subsidiary:

Name of company	: FS GBA Holding Limited (“ FSGBABVI ”)
Date of incorporation	: 11 March 2021
Country of incorporation	: The British Virgin Islands
Issued share capital	: SGD 1.00
Principal activity	: Investment holding

4. FSGBABVI has incorporated the following wholly-owned subsidiary:

Name of company	: FS GBA JV Limited (“ FSGBAJV ”)
Date of incorporation	: 11 March 2021
Country of incorporation	: The British Virgin Islands
Issued share capital	: SGD 1,000.00
Principal activity	: Investment holding

Please refer to Section B below on the subsequent disposal by FSGBABVI of 50.1% of the ordinary shares in FSGBAJV to a third party.

5. FS GBA Development Limited (formerly known as First Kaiser Company Limited) (“**FSGBAHK**”), a wholly-owned subsidiary of FSGBAJV, has incorporated the following wholly-owned subsidiary:

Name of company	: FS GBA Dongguan Development Limited (“ FSGBADG ”) (首粤 (东莞) 投资发展有限公司)
Date of incorporation	: 21 April 2021
Country of incorporation	: People’s Republic of China (“ PRC ”)
Registered capital	: RMB 815,000,000
Contributed capital	: RMB 650,590,000
Principal activity	: Investment holding, property development, property investment and property management services

B. Cessation and change of interests

1. On 21 April 2021, FSGBABVI disposed 50.1% of the ordinary shares in FSGBAJV to a third party for a cash consideration of SGD 501. The consideration was arrived at on a willing buyer-willing seller basis, taking into account, among other things, the assets and liabilities of FSGBAJV. Based on the unaudited management accounts of FSGBAJV as at 21 April 2021, the net liability value of FSGBAJV was SGD 2,733.

Following the disposal, FSGBAJV, FSGBAHK and FSGBADG ceased to be subsidiaries of the Group. As FSGBABVI holds 49.9% of the ordinary shares in FSGBAJV and FSGBABVI is an indirect wholly-owned subsidiary of the Company, FSGBAJV has become an associated company of the Group.

2. On 30 April 2021, FS Dongguan No. 6 Ltd (“**DG6BVI**”), a direct wholly-owned subsidiary of the Company, issued 1 ordinary share to Regent Land Investment Holdings Limited (“**Regent**”) for a cash consideration of RMB 71.9 million and issued 18 ordinary shares to the Company for a cash consideration of RMB 1,366.1 million. The consideration was arrived at on a willing buyer-willing seller basis, taking into account, among other things, the assets and liabilities of DG6BVI. Based on the unaudited management accounts of DG6BVI as at 30 April 2021, the net liability value of DG6BVI before the abovementioned share issuance was RMB 0.2 million. Regent is wholly-owned by Mr Shu Zhen, the Chief Executive Officer of the Group’s Guangdong operations.

Following the issuance of ordinary shares, the Group’s shareholding interest in DG6BVI has decreased from 100% to 95%.

3. On 31 March 2021, the shareholders’ agreement dated 7 April 2017 (as amended and supplemented by an agreement dated 12 March 2019 and an agreement dated 21 April 2020) (“**SHA**”) entered into between First Sponsor (Guangdong) Group Limited (“**FSGD**”), an indirect wholly-owned subsidiary of the Company, which holds a 90% equity interest in, and a third party which holds the remaining 10% equity interest in, each of the following companies (collectively “**East Sun Entities**”) was terminated:

Name of company	: Dongguan East Sun Limited (东莞市东日有限公司) (“ East Sun ”)
Date of incorporation	: 21 June 1986
Country of incorporation	: PRC
Registered and contributed capital	: RMB 184,841
Principal activity	: Property investment and investment holding

Name of company	: Dongguan East Sun No. 1 Property Management Co., Ltd. (东莞市东日一号物业管理发展有限公司)
Date of incorporation	: 12 March 2019
Country of incorporation	: PRC
Registered and contributed capital	: RMB 2,529,433
Principal activity	: Property investment and property management
Name of company	: Dongguan East Sun No. 2 Property Management Co., Ltd. (东莞市东日二号物业管理发展有限公司)
Date of incorporation	: 21 April 2020
Country of incorporation	: PRC
Registered and contributed capital	: RMB 454,315
Principal activity	: Property investment and property management
Name of company	: Dongguan East Sun No. 3 Property Management Co., Ltd. (东莞市东日三号物业管理发展有限公司)
Date of incorporation	: 21 April 2020
Country of incorporation	: PRC
Registered and contributed capital	: RMB 5,251,529
Principal activity	: Property investment and property management
Name of company	: Dongguan East Sun No. 4 Property Management Co., Ltd. (东莞市东日四号物业管理发展有限公司)
Date of incorporation	: 15 April 2020
Country of incorporation	: PRC
Registered and contributed capital	: RMB 12,977,549
Principal activity	: Property investment and property management
Name of company	: Dongguan East Sun No. 5 Property Management Co., Ltd. (东莞市东日五号物业管理发展有限公司)
Date of incorporation	: 15 April 2020
Country of incorporation	: PRC
Registered and contributed capital	: RMB 167,699
Principal activity	: Property investment and property management
Name of company	: Dongguan East Sun No. 6 Property Management Co., Ltd. (东莞市东日六号物业管理发展有限公司)
Date of incorporation	: 21 April 2020
Country of incorporation	: PRC
Registered and contributed capital	: RMB 463,484
Principal activity	: Property investment and property management

Upon the termination of the SHA, FSGD has obtained control over more than half of the voting power of each of the East Sun Entities as well as control over the board composition of each of the East Sun Entities. The East Sun Entities have therefore become 90%-owned subsidiaries of the Group.

In addition, the following companies which are wholly-owned subsidiaries of East Sun have become subsidiaries of the Group:

Name of company	: Dongguan Wan Li Group Limited (东莞市万里集团有限公司) (“Wan Li”)
Date of incorporation	: 26 December 1997
Country of incorporation	: PRC
Registered and contributed capital	: RMB 23,570,202
Principal activity	: Property investment and investment holding
Name of company	: Dongguan Wan Li No. 1 Property Management Co., Ltd. (东莞市万里一号物业管理发展有限公司) (“Wan Li No. 1”)
Date of incorporation	: 17 March 2020
Country of incorporation	: PRC
Registered and contributed capital	: RMB 6,429,798
Principal activity	: Property investment and property management

4. On 30 June 2021, East Sun’s equity interest in Wan Li decreased from 100% to 49% as a result of capital contributions made by a third party of an aggregate amount of RMB190,106,687, out of which RMB24,532,252 was made towards the registered capital of Wan Li and RMB165,574,435 was made towards the capital reserves of Wan Li. Wan Li has therefore ceased to be a subsidiary of the Group and is now an associated company of the Group.
5. On 28 June 2021, a supplemental agreement to amend a shareholders’ agreement dated 17 January 2020 was entered into between East Sun and a third party pursuant to which East Sun shall no longer have control over more than half of the voting power in Wan Li No. 1 as well as control over the board composition of Wan Li No. 1. Wan Li No. 1 has therefore ceased to be a subsidiary of the Group.

C. Acquisition of subsidiaries

The Company refers to its announcements dated 10 February 2021 and 14 May 2021 titled “Proposed Acquisitions of Double Wealthy Company Limited and Guangzhou Kaixiang Property Management Co., Ltd.” and “Completion of Acquisitions of Double Wealthy Company Limited and Guangzhou Kaixiang Property Management Co., Ltd.” (collectively, “**Acquisition Announcements**”) respectively. Unless otherwise expressly specified, capitalised terms used in this Section C shall bear the same meanings as defined in the Acquisition Announcements.

As stated in the Acquisition Announcements, on 14 May 2021, DG6BVI completed the acquisition of the entire issued share capital of Double Wealthy Company Limited (厚富有限公司) (“**Target I**”). Upon such completion, Target I and Project Company have become subsidiaries of the Group.

Further to the Acquisition Announcements, the Company wishes to update that, on 21 May 2021, the acquisition of 95% of the registered capital of Guangzhou Kaixiang Property Management Co., Ltd. (广州市凯翔物业管理有限公司) (“**Target II**”) by FSGD was completed. Upon such completion, Target II has become a 95%-owned subsidiary of the Group.

Please refer to the Acquisition Announcements for further information.

None of the above transactions is expected to have a material impact on the consolidated earnings per share or the consolidated net tangible assets per share of the Company for the current financial year.

BY ORDER OF THE BOARD
Neo Teck Pheng
Group Chief Executive Officer and Executive Director

30 July 2021