



FIRST SPONSOR GROUP LIMITED
(Incorporated in the Cayman Islands)
(Registration No. 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**”) wishes to announce the following transactions that occurred during the half year ended 30 June 2022:

A. Incorporation of subsidiaries

1. FS NL Zuidoost Property 11 B.V., an indirect wholly-owned subsidiary of the Company, incorporated the following wholly-owned subsidiaries:

Name of company	: Dreeftoren Parking B.V.
Date of incorporation	: 17 January 2022
Country of incorporation	: The Netherlands
Issued share capital	: EUR100.00
Principal activities	: Property investment and property development

Name of company	: Dreeftoren Social B.V.
Date of incorporation	: 17 January 2022
Country of incorporation	: The Netherlands
Issued share capital	: EUR100.00
Principal activities	: Property investment and property development

Name of company	: Dreeftoren Midrent B.V.
Date of incorporation	: 17 January 2022
Country of incorporation	: The Netherlands
Issued share capital	: EUR100.00
Principal activities	: Property investment and property development

Name of company	: Dreeftoren Free Market B.V.
Date of incorporation	: 17 January 2022
Country of incorporation	: The Netherlands
Issued share capital	: EUR100.00
Principal activities	: Property investment and property development

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

Name of company	: FS GZ No. 1 Ltd
Date of incorporation	: 22 March 2022
Country of incorporation	: The British Virgin Islands
Issued share capital	: SGD1.00
Principal activity	: Investment holding

3. FS Europe Trust, an indirect wholly-owned subsidiary of the Company, incorporated the following wholly-owned subsidiary:

Name of company	: FS Hospitality Pte. Ltd. (“ FSHPL ”)
Date of incorporation	: 14 March 2022
Country of incorporation	: Singapore
Issued share capital	: EUR1.00
Principal activity	: Investment holding

4. FSHPL incorporated the following wholly-owned subsidiary:

Name of company	: FS NL Hotels Group B.V. (“ FSNLHG ”)
Date of incorporation	: 7 April 2022
Country of incorporation	: The Netherlands
Issued share capital	: EUR1.00
Principal activity	: Investment holding

B. Acquisition of subsidiaries/Change of interests

1. On 22 April 2022, FSNLHG entered into a sale and purchase agreement (“**SPA**”) with FSMC NL Property Group B.V. (“**FSMC**”), an indirect 33%-owned associated company of the Company, pursuant to which (1) FSMC agreed to sell to FSNLHG, 3,879,895 shares (“**QBN Shares**”) in the capital of Queens Bilderberg (Nederland) B.V. (“**QBN**”), representing 95% of the issued share capital of QBN, for an aggregate consideration based on an agreed commercial value of EUR171,570,000, subject to certain net debt and working capital adjustments (“**QBN Purchase Price**”) and (2) FSMC agreed to assign to FSNLHG the rights and benefits to and in the shareholder loans owing by QBN to FSMC (“**Shareholder Debt**”) for a consideration equal to the amount of the Shareholder Debt (“**Shareholder Debt Purchase Price**”).

QBN and its subsidiaries (which are all wholly-owned by QBN and incorporated in the Netherlands) (collectively “**QBN Group**”) own a portfolio of 11 hotels in the Netherlands. The above-mentioned agreed commercial value of the QBN Shares was arrived at on a willing-buyer and willing-seller basis, taking into account, among other things, the current property market conditions in the Netherlands, an external valuation of the 11 hotels carried out by CBRE Valuation & Advisory Service B.V., and the EBITDA¹ of the hotels.

Based on the unaudited management accounts of QBN as at 2 May 2022, the net asset value attributable to the QBN Shares was EUR44,785,708.

The acquisition by FSNLHG of the QBN Shares was completed on 2 May 2022 (“**Closing Date**”). Pursuant to the SPA, the QBN Purchase Price was paid in the following manner:

- (a) On the Closing Date, the obligation of FSNLHG to pay the estimated QBN Purchase Price (“**Estimated QBN Purchase Price**”) of EUR89,811,614 (based on estimates as at the Closing Date of the net cash and working capital of the QBN Group) was waived by FSMC in consideration of the acknowledgement by FSNLHG that it owes FSMC an amount equivalent to the Estimated QBN Purchase Price on the terms and subject to the conditions of a vendor loan agreement entered into between FSNLHG and FSMC on the Closing Date; and
- (b) Following the finalisation of the closing statement which contains the actual net debt and actual working capital as at the Closing Date, an amount of EUR129,290 (representing the difference between the Estimated QBN Purchase Price and the final QBN Purchase Price) was paid by FSNLHG to FSMC on 9 June 2022.

¹ EBITDA denotes earnings before interest, tax, depreciation and amortisation.

As at the Closing Date, the Shareholder Debt amounted to EUR72,510,439 and the Shareholder Debt Purchase Price was deemed paid by FSNLHG to FSMC on the Closing Date by way of the assumption by FSNLHG of FSMC's contractual position as debtor under certain loans owing by FSMC to FS Euro Pte. Ltd., a wholly-owned subsidiary of the Company, on the terms and subject to the conditions of a financial restructuring agreement entered into between, among others, FSNLHG, FSMC, QBN and FS Euro Pte. Ltd. on the Closing Date.

Following the acquisition by FSNLHG of the QBN Shares, the entities in the QBN Group became 95%-owned indirect subsidiaries of the Company. Further information on each entity of the QBN Group is set out below:

Name of company	: Queens Bilderberg (Nederland) B.V.
Date of incorporation	: 12 February 1905
Issued share capital	: EUR4,084,100
Principal activity	: Investment holding
Name of company	: RE De Bilderberg B.V.
Date of incorporation	: 9 September 2014
Issued share capital	: EUR1.00
Principal activity	: Hotel ownership
Name of company	: Uitbatingsmaatschappij Bilderberg B.V.
Date of incorporation	: 5 May 1978
Issued share capital	: EUR18,154
Principal activities	: Hotel operations and investment holding
Name of company	: Hotel De Bovenste Molen B.V.
Date of incorporation	: 31 March 1977
Issued share capital	: EUR18,154
Principal activities	: Hotel operations and hotel ownership
Name of company	: Bilderberg Wolfheze B.V.
Date of incorporation	: 9 March 1976
Issued share capital	: EUR18,154
Principal activity	: Dormant company
Name of company	: Bilderberg Heelsum B.V.
Date of incorporation	: 27 June 1972
Issued share capital	: EUR22,782
Principal activity	: Dormant company
Name of company	: Bilderberg Garderen B.V.
Date of incorporation	: 23 August 1979
Issued share capital	: EUR18,154
Principal activities	: Hotel operations and hotel ownership
Name of company	: Bilderberg Foresterie B.V.
Date of incorporation	: 8 March 1979
Issued share capital	: EUR18,154
Principal activity	: Dormant company

Name of company	: Bilderberg Amsterdam B.V.
Date of incorporation	: 10 December 1976
Issued share capital	: EUR18,154
Principal activity	: Hotel operations and investment holding
Name of company	: RE – Bilderberg Amsterdam B.V.
Date of incorporation	: 10 October 2013
Issued share capital	: EUR1.00
Principal activity	: Hotel ownership
Name of company	: Hotel “De Keizerskroon” B.V.
Date of incorporation	: 9 April 1973
Issued share capital	: EUR120,252
Principal activities	: Hotel operations and investment holding
Name of company	: RE Keizerskroon B.V.
Date of incorporation	: 9 September 2014
Issued share capital	: EUR1.00
Principal activity	: Hotel ownership
Name of company	: RE Europa B.V.
Date of incorporation	: 9 September 2014
Issued share capital	: EUR1.00
Principal activity	: Hotel ownership
Name of company	: Wubo Leasing B.V.
Date of incorporation	: 20 April 1977
Issued share capital	: EUR18,152
Principal activity	: Investment holding
Name of company	: Delta Bilderberg B.V.
Date of incorporation	: 6 October 1987
Issued share capital	: EUR40,840,220
Principal activity	: Hotel operations and investment holding
Name of company	: Parkhotel B.V.
Date of incorporation	: 17 December 1948
Issued share capital	: EUR22,690
Principal activities	: Hotel operations and investment holding
Name of company	: RE – Parkhotel B.V.
Date of incorporation	: 10 October 2013
Issued share capital	: EUR1.00
Principal activity	: Hotel ownership
Name of company	: De Klepperman Beheer B.V.
Date of incorporation	: 18 August 1981
Issued share capital	: EUR18,152
Principal activity	: Dormant company

Name of company	: Hotel De Klepperman B.V.
Date of incorporation	: 3 March 1983
Issued share capital	: EUR27,230
Principal activity	: Dormant company
Name of company	: Bilderberg Barneveld B.V.
Date of incorporation	: 2 November 1992
Issued share capital	: EUR18,154
Principal activities	: Hotel operations and hotel ownership
Name of company	: Bilderberg Zwolle B.V.
Date of incorporation	: 18 August 1981
Issued share capital	: EUR18,152
Principal activities	: Hotel operations and hotel ownership
Name of company	: Bilderberg Tegelen B.V.
Date of incorporation	: 17 November 1992
Issued share capital	: EUR18,152
Principal activities	: Hotel operations and investment holding
Name of company	: Chateau Holtmuhle Beheer B.V.
Date of incorporation	: 19 June 2008
Issued share capital	: EUR18,000
Principal activity	: Hotel ownership
Name of company	: Dolce Vaalsbroek B.V.
Date of incorporation	: 21 December 1998
Issued share capital	: EUR986,064
Principal activity	: Hotel ownership
Name of company	: Hotel Vaalsbroek B.V.
Date of incorporation	: 3 December 1957
Issued share capital	: EUR113,445
Principal activities	: Hotel operations, hotel ownership and investment holding
Name of company	: Bilderberg Rijssen B.V.
Date of incorporation	: 31 March 1977
Issued share capital	: EUR18,152
Principal activity	: Dormant company
Name of company	: De Nachtegaal van Lisse Beheer B.V.
Date of incorporation	: 29 October 1975
Issued share capital	: EUR68,068
Principal activity	: Dormant company
Name of company	: Exploitatiemaatschappij De Nachtegaal van Lisse B.V.
Date of incorporation	: 29 October 1975
Issued share capital	: EUR18,152
Principal activity	: Dormant company

Name of company : Kastelenij B.V.
Date of incorporation : 10 December 1976
Issued share capital : EUR18,152
Principal activity : Dormant company

Name of company : Rijnhotel B.V.
Date of incorporation : 16 December 1958
Issued share capital : EUR186,050
Principal activity : Dormant company

Name of company : Van de Velde Beheer B.V
Date of incorporation : 26 November 1964
Issued share capital : EUR340,336
Principal activity : Dormant company

2. On 28 April 2022, First Sponsor (Guangdong) Group Limited (“**FSGD**”), an indirect wholly-owned subsidiary of the Company, acquired the remaining 70% equity interest in Dongguan Aoshou No. 2 Real Estate Development and Management Co., Ltd (“**DG Aoshou 2**”), a 30%-owned indirect associated company of the Company, for a cash consideration of RMB2,069.

The consideration was arrived at on a willing buyer-willing seller basis, taking into account, among other things, the assets and liabilities of DG Aoshou 2. Such consideration was paid in cash on 29 April 2022.

Based on the unaudited management accounts of DG Aoshou 2 as at 28 April 2022, the net asset value attributable to the 70% equity interest in DG Aoshou 2 was RMB2,069.

Further information relating to DG Aoshou 2 is set out below:

Name of company : Dongguan Aoshou No. 2 Real Estate Development and Management Co., Ltd.
(东莞市奥首二号房地产开发经营有限公司)
Date of incorporation : 4 April 2019
Country of incorporation : People's Republic of China
Registered capital : RMB1,000,000
Contributed capital : RMB5,000
Principal activities : Investment holding, property development, property investment and property management services

C. Cessation of subsidiary

On 25 April 2022, FSGD, an indirect wholly-owned subsidiary of the Company, disposed its entire 90% equity interest in 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) (“**East Sun No. 3**”) to an unrelated third party for a cash consideration of approximately RMB113.2 million. The consideration was arrived at on a willing buyer-willing seller basis, taking into account, among other things, the assets and liabilities of East Sun No. 3. Such consideration was paid in cash on 24 April 2022.

Based on the unaudited management accounts of East Sun No. 3 as at 25 April 2022, the net asset value attributable to the 90% stake in East Sun No. 3 was approximately RMB41.4 million.

Following the disposal, East Sun No. 3 ceased to be a subsidiary of the Company.

None of the above transactions has 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

29 July 2022