



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 31 December 2022:

A. Incorporation of subsidiaries

1. First Sponsor (Guangdong) Group Limited (“**FSGD**”), an indirect wholly-owned subsidiary of the Company, incorporated the following wholly-owned subsidiaries:

Name of company : FS Dongguan No. 3 Investment Consultancy Co., Ltd. (“**FSDG3**”) (东莞市首铸三号投资咨询有限公司)

Date of incorporation : 18 August 2022
Country of incorporation : People’s Republic of China (“**PRC**”)
Registered capital : RMB10,080,000
Principal activities : Consultancy and management services

Name of company : FS Dongguan No. 10 Investment Consultancy Co., Ltd. (“**FSDG10**”) (东莞市首铸十号投资咨询有限公司)

Date of incorporation : 18 August 2022
Country of incorporation : PRC
Registered capital : RMB10,080,000
Principal activities : Consultancy and management services

As at the date of this announcement, FSGD has not made any capital contribution to FSDG3 and FSDG10.

2. FS NL Holdings B.V., an indirect wholly-owned subsidiary of the Company, incorporated the following wholly-owned subsidiary:

Name of company : FS NL Property 20 B.V.
Date of incorporation : 19 December 2022
Country of incorporation : The Netherlands
Issued share capital : EUR100
Principal activities : Property development and property investment

3. FS Pitt Street Hotel Pte. Ltd. (“**FSPSH**”), an indirect wholly-owned subsidiary of the Company, incorporated the following 70.5%-owned subsidiaries with Tai Tak Holdings Private Limited (“**TTHPL**”) and an unrelated third party:

Name of company : v5 Pitt Street Hotel Pty Ltd (“**Hotel PropCo Trustee**”)
 Date of incorporation : 22 December 2022
 Country of incorporation : Australia
 Issued share capital : AUD1,000
 Principal activities : Investment holding

Name of entity : v5 Pitt Street Hotel Trust (“**Hotel PropCo Trust**”)
 Date of establishment : 22 December 2022
 Country of establishment : Australia
 Issued units : AUD1,000
 Principal activities : Hotel ownership

Name of company : v5 Pitt Street Hotel OpCo Pty Ltd (“**Hotel OpCo**”)
 Date of incorporation : 22 December 2022
 Country of incorporation : Australia
 Issued share capital : AUD1,000
 Principal activities : Hotel operations

Hotel PropCo Trustee, Hotel PropCo Trust and Hotel OpCo are joint venture entities of FSPSH, TTHPL and the unrelated third party which own 70.5%, 9.5% and 20% respectively in each of such entities. As TTHPL is a wholly-owned subsidiary of Tai Tak Estates Sendirian Berhad (“**Tai Tak**”) which, as at 17 February 2023, has a deemed interest of approximately 45.69% in the issued shares of the Company, the participation by FSPSH in the joint ventures constitute interested person transactions, which aggregate amount at risk (taken together with that of other transactions entered with Tai Tak group in the financial year ended 31 December 2022) is less than 3% of the latest audited consolidated net tangible assets of the Group.

B. Incorporation of associated companies

1. FSGD incorporated the following 49%-owned associated company with an unrelated third party:

Name of company : FS Dongguan No. 12 Real Estate Development Co., Ltd. (“**FSDG12**”) (东莞市首铸十二号房地产开发有限公司)
 Date of incorporation : 19 September 2022
 Country of incorporation : PRC
 Registered capital : RMB1,000,000
 Principal activities : Property development and consultancy and management services

On 21 October 2022, FSGD and the unrelated third party contributed cash amounting to RMB490,000 and RMB510,000 respectively to the registered capital of FSDG12, in proportion to their then respective equity interest in FSDG12. Please refer to paragraph 3 of Section F titled “Changes in interests in associated companies” for further updates.

2. FSGD incorporated the following 49%-owned associated company with an unrelated third party:

Name of company	: FS Dongguan Xingcheng Real Estate Development Co., Ltd. (“ FSDGXC ”) (东莞市首铸星城房地产开发有限公司)
Date of incorporation	: 21 September 2022
Country of incorporation	: PRC
Registered capital	: RMB1,000,000
Principal activities	: Property development and property investment

On 21 September 2022, FSGD and the unrelated third party contributed cash amounting to RMB490,000 and RMB510,000 respectively to the registered capital of FSDGXC, in proportion to their then respective equity interest in FSDGXC. Please refer to paragraph 2 of Section F titled “Changes in interests in associated companies” for further updates.

C. Acquisition of a subsidiary

On 1 August 2022, Chengdu Zhong Ren No. 1 Management Consultancy Co., Ltd, an indirect wholly-owned subsidiary of the Company, entered into an agreement with an unrelated third party to acquire an equity interest of 70% in Chengdu Fuqing Commercial Operation Management Co., Ltd. (“**CFCOM**”) for a cash consideration of RMB700,000. The consideration was funded by internal cash resources of the Group and was arrived at on a willing buyer-willing seller basis, taking into account, among other things, the assets and liabilities of CFCOM. Following the acquisition, CFCOM became an indirect 70%-owned subsidiary of the Company.

Based on the unaudited management accounts of CFCOM as at 31 July 2022, the net asset value attributable to the 70% equity interest in CFCOM was RMB144,980.

Further information relating to CFCOM is set out below:

Name of company	: Chengdu Fuqing Commercial Operation Management Co., Ltd. (成都福庆商业经营管理有限责任公司)
Date of incorporation	: 18 December 2019
Country of incorporation	: PRC
Registered capital	: RMB2,000,000
Contributed capital	: RMB1,000,000
Principal activities	: Consultancy and management services

D. Acquisition of associated companies

1. On 26 July 2022, FS Dongguan No. 9 Investment Consultancy Co., Ltd. (东莞市首铸九号投资咨询有限公司) (“**FSDG9**”), an indirect wholly-owned subsidiary of the Company, acquired a 49% equity interest in Dongguan Jiuyuan Cuilongwan Real Estate Co., Ltd. (“**DGJY**”), a joint venture company which owns and is undertaking the development of Dalingshan Cuilong Bay project in the PRC, in consideration for the cash contribution by FSDG9 of RMB4,900,000 to the registered capital of DGJY. As at the date of this announcement, FSDG9 has not made any capital contribution to DGJY.

Further information relating to DGJY is set out below:

Name of company	: Dongguan Jiuyuan Cuilongwan Real Estate Co., Ltd. (东莞市玖远翠珑湾置业有限公司)
Date of incorporation	: 29 June 2022
Country of incorporation	: PRC
Registered capital	: RMB10,000,000
Principal activities	: Property development and investment holding

Please refer to paragraph 1 of Section F titled “Changes in interests in associated companies” for further updates.

2. On 6 September 2022, 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) (“**DG Aoshou 2**”), an indirect 67.5%-owned subsidiary of the Company, acquired a 40% equity interest in Dongguan Hongyue Industrial Investment Co., Ltd. (“**DGHY**”), a joint venture company which owns and is undertaking the development of Wanjiang Luwan Garden project in the PRC, in consideration for the cash contribution by DG Aoshou 2 of RMB618,400,000 to the registered capital of DGHY. On 20 December 2022, DG Aoshou 2 contributed cash amounting to RMB618,400,000 to the registered capital of DGHY out of which RMB281,200,000 was by way of capitalisation of cash advances made to DGHY and RMB337,200,000 was by way of cash injection.

Further information relating to DGHY is set out below:

Name of company	: Dongguan Hongyue Industrial Investment Co., Ltd. (东莞市泓樾实业投资有限公司)
Date of incorporation	: 30 June 2022
Country of incorporation	: PRC
Registered capital	: RMB1,546,000,000
Principal activities	: Property development and investment holding

E. Changes in interests in subsidiaries

1. On 9 August 2022, FSGD’s equity interest in FSDG9 decreased from 100% to 95% as a result of cash contributions by an unrelated third party to the registered capital and the capital reserves of FSDG9 amounting to RMB530,526 and RMB244,618 respectively.
2. On 9 August 2022, FSGD’s equity interest in DG Aoshou 2 decreased from 100% to 67.5% as a result of cash contributions by an unrelated third party to the registered capital of DG Aoshou 2 amounting to RMB1,600,000.

F. Changes in interests in associated companies

1. On 9 August 2022, as a result of the decrease of FSGD’s equity interest in FSDG9 from 100% to 95% as stated in paragraph 1 of Section E titled “Changes in interests in subsidiaries”, DGJY became an indirect 46.55%-owned associated company of the Company.
2. On 24 October 2022, FSGD increased its equity interest in FSDGXC from 49% to 50% via an additional cash contribution of RMB25,010,000 to the registered capital of FSDGXC and as a result of a cash contribution of RMB24,990,000 by a new unrelated third party to the registered capital of FSDGXC.
3. On 25 October 2022, FSGD increased its equity interest in FSDG12 from 49% to 99.49% in consideration for the cash contribution by FSGD of RMB99,000,000 to the registered capital of FSDG12. As at the date of this announcement, other than the cash contribution of RMB490,000 referred to in paragraph 1 of Section B titled “Incorporation of associated companies”, FSGD has not made any further capital contribution to the registered capital of FSDG12.

On 22 November 2022, FSGD further increased its equity interest in FSDG12 from 99.49% to 100% via the acquisition of the remaining equity interest of 0.51% from the unrelated third party for a cash consideration of RMB510,000. The cash consideration was funded by internal cash resources of the Group and was arrived at on a willing buyer-willing seller basis, taking into account, among other things, the assets and liabilities of FSDG12. Following the acquisition, FSDG12 became an indirect wholly-owned subsidiary of the Company.

Based on the unaudited management accounts of FSDG12 as at 22 November 2022, the net asset value of FSDG12 was RMB750,736.

G. Cessation of a subsidiary

On 26 July 2022, FS Pitt Street Pte. Ltd. (“**FSPS**”), an indirect wholly-owned subsidiary of the Company, issued 1 ordinary share to Tai Tak Industries Pte. Ltd. (“**TTI**”), a wholly-owned subsidiary of Tai Tak, for a subscription price of approximately AUD3,492. The subscription price was arrived at on a willing buyer-willing seller basis, taking into account, among other things, the assets and liabilities of FSPS. Based on the unaudited management accounts of FSPS as at 26 July 2022, the net asset value of FSPS was approximately AUD3,492.

Following the issuance of the ordinary share, the Company’s shareholding interest in FSPS decreased from 100% to 50%. FSPS has therefore ceased to be a subsidiary of the Company and is now a 50%-owned associated company of the Company. The issue of the ordinary share to TTI constitutes an interested person transaction, which aggregate amount at risk (taken together with that of other transactions entered with Tai Tak group in the financial year ended 31 December 2022) is less than 3% of the latest audited consolidated net tangible assets of the Group.

H. Dissolution of a subsidiary

On 18 November 2022, 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), an indirect 90%-owned subsidiary of the Company incorporated in the PRC, was dissolved following its merger with Dongguan East Sun Limited (东莞市东日有限公司), an indirect 90%-owned 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 financial year ended 31 December 2022.

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

17 February 2023