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This announcement is not an offer for sale of securities into the United States or elsewhere. The Convertible Securities (as defined below) are not being registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold in the United States unless registered under the Securities Act or pursuant to an exemption from registration under the Securities Act. There will be no public offering of securities in the United States.



## **FIRST SPONSOR GROUP LIMITED**

**(Incorporated in the Cayman Islands)**

**(Registration No. AT-195714)**

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### **PROPOSED RENOUNCEABLE AND NON-UNDERWRITTEN RIGHTS ISSUE OF PERPETUAL CONVERTIBLE CAPITAL SECURITIES**

#### **- NOTICE OF BOOKS CLOSURE DATE**

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The board of directors (the "**Board**") of First Sponsor Group Limited (the "**Company**") refers to the Company's announcements on 8 February 2018, 21 February 2018 and 15 March 2018 (together, the "**Announcements**") in relation to the proposed renounceable and non-underwritten rights issue of up to S\$162,199,110.70 in aggregate principal amount of 3.98 per cent. perpetual convertible capital securities (the "**Convertible Securities**") in the denomination of S\$1.10 for each Convertible Security to Entitled Shareholders (the "**Rights Issue**").

Unless otherwise defined herein or the context otherwise requires, all capitalised terms used in this announcement shall bear the same meanings ascribed to them in the Announcements.

#### **Notice of Books Closure**

NOTICE IS HEREBY GIVEN THAT the Register of Members and the Register of Transfers of the Company will be closed at 5.00 p.m. (Singapore time) on 23 March 2018 (the "**Books Closure Date**"), for the purpose of determining the provisional allotments of Convertible Securities of Entitled Shareholders under the Rights Issue.

The Shares will trade on a "cum-rights" basis on the SGX-ST up to 5.00 p.m. (Singapore time) on 20 March 2018. The Shares will trade on an "ex-rights" basis from 9.00 a.m. (Singapore time) on 21 March 2018 and any person who purchases Shares on and from 21 March 2018 will not be entitled to any provisional allotment of the Convertible Securities under the Rights Issue.

#### **Eligibility to Participate in the Rights Issue**

Entitled Shareholders are at liberty to accept (in full or in part) or decline their provisional allotment of the Convertible Securities, and are eligible to apply for additional Convertible Securities in excess of their provisional allotments under the Rights Issue. Entitled Shareholders are also at liberty to renounce or, in the case of Entitled Depositors only, trade on the SGX-ST (during the provisional allotment trading period prescribed by the SGX-ST) their provisional allotment of Convertible Securities.

Entitled Depositors whose securities accounts with The Central Depository (Pte) Limited ("**CDP**") are credited with Shares as at 5.00 p.m. (Singapore time) on the Books Closure Date will be provisionally allotted Convertible Securities under the Rights Issue on the basis of the number of Shares standing to the credit of their securities accounts with CDP as at 5.00 p.m. (Singapore time) on the Books Closure Date.

Entitled Scripholders will have to submit duly completed and stamped transfers (in respect of Shares not registered in the name of CDP), together with all relevant documents of title, so as to be received by the Company's share registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), by 5:00 pm on the Books Closure Date, in order to be registered to determine the Entitled Scripholder's provisional allotments of Convertible Securities under the Rights Issue.

The Convertible Securities will initially be represented by a global certificate registered in the name of, and deposited with, CDP and, except in the limited circumstances described in the provisions of the global certificate, owners of interests in Convertible Securities represented by the global certificate will not be entitled to receive definitive security certificates in respect of their individual holdings of Convertible Securities.

**Accordingly, Entitled Scripholders and their renounees who wish to accept their provisional allotments of Convertible Securities and (if applicable) apply for excess Convertible Securities, and who wish to trade the Convertible Securities issued to them on the SGX-ST under the book-entry (scripless) settlement system, must open Securities Accounts if they have not already done so, and provide their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) in the forms comprised in their PALs. Entitled Scripholders or their renounees who fail to provide their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) in the forms comprised in their PALs or who have given incorrect or invalid Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or whose Securities Account numbers provided are not otherwise accepted by CDP for the credit of the Convertible Securities that may be allotted to them or whose particulars as provided in the forms comprised in the PALs differ from those particulars given to CDP for the opening of their Securities Accounts or whose particulars as provided in the forms comprised in the PALs differ from those particulars currently maintained with CDP are liable to have their acceptances of their provisional allotments of Convertible Securities and (if applicable) applications for excess Convertible Securities rejected.**

**Foreign Shareholders will not be allowed to participate in the Rights Issue. Accordingly, no provisional allotment of Convertible Securities will be made to Foreign Shareholders and no purported acceptance or application for Convertible Securities by Foreign Shareholders will be valid.**

The addresses of CDP and the share registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) are as follows:

**(i) CDP**

**The Central Depository (Pte) Limited**  
9 North Buona Vista Drive  
#01-19/20 The Metropolis  
Singapore 138588

**(ii) Share Registrar**

**Tricor Barbinder Share Registration Services**  
**(a division of Tricor Singapore Pte. Ltd.)**  
80 Robinson Road  
#11-02  
Singapore 068898

### **Approval In-Principle**

Approval in-principle has been obtained from the SGX-ST for the dealing in, listing of and quotation for (a) the Convertible Securities, (b) the Conversion Shares, and (c) such other Conversion Shares which may be issued pursuant to any adjustments as set out in the Terms and Conditions on the Official List of the SGX-ST, subject to certain conditions which have been disclosed in the Company's announcement dated 21 February 2018.

The approval in-principle granted by the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Company and/or its subsidiaries.

BY ORDER OF THE BOARD

Neo Teck Pheng  
Group Chief Executive Officer and Executive Director  
15 March 2018

## **Important Notice**

This announcement is for information only and does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, any provisional allotments of Convertible Securities or Convertible Securities or to take up any provisional allotments of Convertible Securities in any jurisdiction in which such an offer or solicitation is unlawful. No person should acquire any provisional allotments of Convertible Securities or Convertible Securities except on the basis of the information contained in the Offer Information Statement. The information contained in this announcement is not for release, publication or distribution to persons in the United States and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations. The issue, exercise or sale of provisional allotments of Convertible Securities and the acquisition or purchase of the Convertible Securities is subject to specific legal or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

The distribution of this announcement, the Offer Information Statement, the provisional allotment letters and/or the application forms for Convertible Securities and excess Convertible Securities into jurisdictions other than Singapore may be restricted by law. Persons into whose possession this announcement and such other documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement.

The value of the Convertible Securities and the income derived from them may fall as well as rise. The Convertible Securities are not obligations of, deposits in, or guaranteed by, the Company or any of its affiliates. An investment in the Convertible Securities is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request that the Company redeem or purchase the Convertible Securities while the Convertible Securities are listed. It is intended that holders of the Convertible Securities may only deal in the Convertible Securities through trading on the SGX-ST.

Listing of the Convertible Securities on the SGX-ST does not guarantee a liquid market for the Convertible Securities.

**This announcement is not an offer for sale of securities into the United States or elsewhere. The provisional allotments of Convertible Securities and Convertible Securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The Company does not intend to register any portion of any offering in the United States or to conduct a public offering of securities in the United States.**