GENERAL ANNOUNCEMENT::ANNOUNCEMENTS BY FIRST SPONSOR GROUP LIMITED, AN ASSOCIATE OF MILLENNIUM & COPTHORNE HOTELS PLC

Issuer & Securities

Issuer/ Manager
CITY DEVELOPMENTS LIMITED

Securities
CITY DEVELOPMENTS LIMITED - SG1R89002252 - C09

Stapled Security
No

Announcement Details

Announcement Title
General Announcement

Date &Time of Broadcast
25-Apr-2019 17:36:56

Status
New

Announcement Sub Title
Announcements by First Sponsor Group Limited, an associate of Millennium & Copthorne Hotels plc

Announcement Reference
SG190425OTHRA9PG

Submitted By (Co./ Ind. Name)
Enid Ling Peek Fong

Designation
Company Secretary

Description (Please provide a detailed description of the event in the box below)
First Sponsor Group Limited ("FSGL"), an associate of Millennium & Copthorne Hotels plc, has on 25 April 2019 released the following announcements:-

1. Incorporation of Subsidiaries and Associated Company;

2. Unaudited First Quarter Financial Statements for the period ended 31 March 2019 together with a press release and investor presentation slides;

3. Proposed Renounceable and Non-underwritten Rights Issue of Series 2 Perpetual Convertible Capital Securities with free detachable warrants exercisable into Shares - Notice of Books

Closure Date; and

4. Proposed Bonus Issue of warrants exercisable into Shares - Notice of Books Closure Date.

For details, please refer to the announcements released by FSGL on the SGX website www.sgx.com.

ASSET ACQUISITIONS AND DISPOSALS::INCORPORATION OF SUBSIDIARIES AND ASSOCIATED COMPANY

Issuer & Securities

Issuer/ Manager

FIRST SPONSOR GROUP LIMITED

Securities

FIRST SPONSOR GROUP LIMITED - KYG3488W1078 - ADN

Stapled Security

No

Announcement Details

Announcement Title

Asset Acquisitions and Disposals

Date &Time of Broadcast

25-Apr-2019 06:48:28

Status

New

Announcement Sub Title

INCORPORATION OF SUBSIDIARIES AND ASSOCIATED COMPANY

Announcement Reference

SG190425OTHR8JEM

Submitted By (Co./ Ind. Name)

Neo Teck Pheng

Designation

Group Chief Executive Officer and Executive Director

Description (Please provide a detailed description of the event in the box below)

Please see attached.

Attachments

FSGL - SGX Annc - Incorporation of Companies 250419.pdf

Total size =43K MB

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

INCORPORATION OF SUBSIDIARIES AND ASSOCIATED COMPANY

The Board of Directors of First Sponsor Group Limited (the "**Company**") wishes to announce the following:

(A) Newly Incorporated Subsidiaries

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

Name of company	: FS Dongguan No. 3 Ltd ("**FSDG 3**")
Date of incorporation	: 18 April 2019
Country of incorporation	: The British Virgin Islands
Issued share capital	: SGD 1.00
Principal activity	: Investment holding

2. FSDG 3 has in turn incorporated the following wholly-owned subsidiary:

Name of company	: FS Dongguan No. 3 Pte. Ltd.
Date of incorporation	: 23 April 2019
Country of incorporation	: Singapore
Issued share capital	: SGD 1.00
Principal activity	: Investment holding

(B) Newly Incorporated Associated Company

1. First Sponsor (Guangdong) Group Limited ("**FSGD**"), an indirect wholly-owned subsidiary of the Company, has incorporated the following 30% owned associated company:

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) ("**DG Aoshou 2**")
Date of incorporation	: 4 April 2019
Country of incorporation	: People's Republic of China
Registered share capital	: RMB 1,000,000
Principal activities	: Investment holding, property development, property investment and property management services

As at the date of this announcement, FSGD has not made any capital contribution to DG Aoshou 2.

BY ORDER OF THE BOARD

Neo Teck Pheng
Group Chief Executive Officer and Executive Director

25 April 2019

FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT::FIRST QUARTER RESULTS

Issuer & Securities

Issuer/ Manager
FIRST SPONSOR GROUP LIMITED

Securities
FIRST SPONSOR GROUP LIMITED - KYG3488W1078 - ADN

Stapled Security
No

Announcement Details

Announcement Title
Financial Statements and Related Announcement

Date &Time of Broadcast
25-Apr-2019 06:52:29

Status
New

Announcement Sub Title
First Quarter Results

Announcement Reference
SG190425OTHRZBUT

Submitted By (Co./ Ind. Name)
Neo Teck Pheng

Designation
Group Chief Executive Officer and Executive Director

Description (Please provide a detailed description of the event in the box below - Refer to the Online help for the format)
Please see attached.

Additional Details

For Financial Period Ended
31/03/2019

Attachments

FSGL_-_1Q2019_Results_Announcement.pdf

FSGL_-_1Q2019_Press_Release.pdf

FSGL_-_1Q2019_Investor_Presentation.pdf

Total size =4253K MB

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

UNAUDITED FIRST QUARTER FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2019

PART I – INFORMATION REQUIRED FOR ANNOUNCEMENT OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

1(a) An income statement and statement of comprehensive income, for the group, together with comparative statements for the corresponding period of the immediately preceding financial year.

	The Group Three months ended 31 March		
	2019 S$'000	**2018 S$'000**	**Incr / (Decr) %**
Revenue	45,340	47,804	(5.2)
Cost of sales	(12,978)	(17,148)	(24.3)
Gross profit	32,362	30,656	5.6
Administrative expenses	(9,393)	(6,048)	55.3
Selling expenses	(1,572)	(1,492)	5.4
Other income (net)	2,858	403	609.2
Other gains	3,063	-	n.m.
Results from operating activities	27,318	23,519	16.2
Finance income	3,713	3,895	(4.7)
Finance costs	(3,978)	(2,153)	84.8
Net finance (costs)/income	(265)	1,742	n.m.
Share of after-tax results of associates and joint ventures	5,020	(3,367)	n.m.
Profit before tax	32,073	21,894	46.5
Tax expense	(8,150)	(4,658)	75.0
Profit for the period	23,923	17,236	38.8
Attributable to:			
Equity holders of the Company	23,804	17,122	39.0
Non-controlling interests	119	114	4.4
Profit for the period	23,923	17,236	38.8
Earnings per share (cents)			
- **Basic**	3.43	2.64	29.9
- **Diluted**	2.99	2.64	13.3

n.m. not meaningful

Consolidated Statement of Comprehensive Income

	The Group Three months ended 31 March	
	2019 S$'000	2018 S$'000
Profit for the period	23,923	17,236
Other comprehensive income		
Items that are or may be reclassified subsequently to profit or loss:		
Share of translation differences on financial statements of foreign associates and joint ventures, net of tax	(18)	424
Translation differences on financial statements of foreign subsidiaries, net of tax	7,878	13,945
Translation differences on monetary items forming part of net investment in foreign subsidiaries, net of tax	385	720
Total other comprehensive income for the period, net of tax	8,245	15,089
Total comprehensive income for the period	32,168	32,325
Total comprehensive income attributable to:		
Equity holders of the Company	32,314	32,123
Non-controlling interests	(146)	202
Total comprehensive income for the period	32,168	32,325

Notes to the Group's Income Statement:

Profit before tax includes the following:

	The Group Three months ended 31 March	
	2019 S$'000	2018 S$'000
Other gains comprise:		
Gain on disposal of assets held-for-sale	3,063	-
Profit before tax includes the following (expenses)/income:		
Depreciation of property, plant and equipment	(1,267)	(2,257)
Depreciation of right-of-use ("ROU") assets	(892)	-
Exchange (loss)/gain (net)	(11,691)	10,402
Fair value gain/(loss) on derivative assets/ liabilities (net)	15,464	(9,285)
Fair value gain on other investments	336	-
Hotel pre-opening expenses	140	-

1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.

	The Group		The Company	
	As at 31 March 2019 S$'000	**As at 31 December 2018 S$'000**	**As at 31 March 2019 S$'000**	**As at 31 December 2018 S$'000**
Non-current assets				
Property, plant and equipment	258,874	170,435	284	306
Investment properties	201,194	259,135	-	-
Subsidiaries	-	-	774,562	720,981
Interests in associates and joint ventures	85,158	80,817	9,669	9,669
Derivative assets	32,099	19,385	32,099	19,385
Other investments	78,855	78,131	-	-
Deferred tax assets	32,963	33,387	-	-
Right-of-use assets	77,340	-	255	-
Trade and other receivables	768,410	660,948	811,778	779,204
	1,534,893	1,302,238	1,628,647	1,529,545
Current assets				
Development properties	366,020	356,890	-	-
Inventories	456	215	-	-
Trade and other receivables	354,117	505,887	456,958	389,902
Assets held-for-sale	87,992	51,610	-	-
Other investments	219,702	39,262	-	-
Cash and cash equivalents	106,502	125,711	22,714	18,139
	1,134,789	1,079,575	479,672	408,041
Total assets	2,669,682	2,381,813	2,108,319	1,937,586
Equity				
Share capital	82,048	81,405	82,048	81,405
Reserves	1,104,014	1,069,091	886,833	868,766
Equity attributable to owners of the Company	1,186,062	1,150,496	968,881	950,171
Perpetual convertible capital securities	156,068	161,285	156,068	161,285
Non-controlling interests	13,111	11,713	-	-
Total equity	1,355,241	1,323,494	1,124,949	1,111,456
Non-current liabilities				
Loans and borrowings	731,949	641,390	696,115	604,732
Derivative liabilities	2,631	5,564	2,631	5,564
Other payables	14,575	12,527	-	-
Lease liabilities	77,303	-	84	-
Deferred tax liabilities	8,651	8,638	-	-
	835,109	668,119	698,830	610,296

	The Group		The Company	
	As at 31 March 2019 S$'000	**As at 31 December 2018 S$'000**	**As at 31 March 2019 S$'000**	**As at 31 December 2018 S$'000**
Current liabilities				
Loans and borrowings	63,623	45,338	63,623	45,338
Current tax payable	40,921	36,994	966	30
Trade and other payables	209,037	138,381	219,592	170,466
Contract liabilities	161,196	161,279	-	-
Receipts in advance	2,038	8,208	-	-
Lease liabilities	2,189	-	176	-
Liabilities held-for-sale	145	-	-	-
Derivative liabilities	183	-	183	-
	479,332	390,200	284,540	215,834
Total liabilities	1,314,441	1,058,319	983,370	826,130
Total equity and liabilities	2,669,682	2,381,813	2,108,319	1,937,586

1(b)(ii) Aggregate amount of the Group's borrowings and debt securities.

The Group's net borrowings refer to aggregate borrowings from banks and financial institutions, after deducting cash and cash equivalents. Unamortised balance of transaction costs have not been deducted from the gross borrowings.

	The Group	
	As at 31 March 2019 S$'000	**As at 31 December 2018 S$'000**
Unsecured		
- repayable within one year	63,623	45,338
- repayable after one year	696,115	604,732
Total	759,738	650,070
Secured		
- repayable within one year	-	-
- repayable after one year	35,834	36,658
Total	35,834	36,658
Grand total	**795,572**	**686,728**
Gross borrowings	804,327	695,719
Less:		
(i) cash and cash equivalents	(106,502)	(125,711)
(ii) other investments (current) [Note 1]	(219,702)	(39,262)
Net borrowings	478,123	530,746

[Note 1] Other investments (current) relate to principal-guaranteed structured deposits placed with financial institutions.

Details of any collateral

The secured borrowing is secured by a mortgage on a subsidiary's investment property, assignment of its bank accounts, lease receivables and insurance proceeds (where applicable).

1(c) A statement of cash flows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Three months ended 31 March	
	2019	**2018**
	S$'000	**S$'000**
Cash flows from operating activities		
Profit for the period	23,923	17,236
Adjustments for:		
Depreciation of property, plant and equipment	1,267	2,257
Depreciation of ROU assets	892	-
Fair value loss/(gain) on:		
- Derivative assets/liabilities (net)	(15,464)	9,285
- Other investments	(336)	-
Finance costs	3,978	2,153
Finance income	(3,713)	(3,895)
Gain on disposal of assets held-for-sale	(3,063)	-
Share of after-tax results of associates and joint ventures	(5,020)	3,367
Tax expense	8,150	4,658
	10,614	35,061
Changes in:		
- Development properties	(11,814)	(9,545)
- Inventories	7	(129)
- Trade and other receivables	100,426	(191,676)
- Trade and other payables	(39,385)	(27,046)
- Contract liabilities	(1,531)	16,823
- Loans and borrowings	40,480	165,358
Cash generated from/(used in) operations	98,797	(11,154)
Interest received	22,233	11,353
Interest paid	(4,296)	(3,292)
Tax paid	(1,438)	(6,748)
Net cash from/(used in) operating activities	115,296	(9,841)
Cash flows from investing activities		
Acquisition of subsidiaries, net of cash acquired	(69,384)	-
Advances from associates	-	21,080
Interest received	1,181	3,385
Dividend received from a joint venture	164	-
Deposits received in respect of disposal of assets held-for-sale	2,397	-
Deposits placed for acquisition of subsidiaries	(30,105)	-
Payment for acquisition of other investments	(152)	-
Payment for additions to:		
- investment properties	(5,009)	(514)
- property, plant and equipment	(16,227)	(11)
Payment for investments in associates and joint ventures	-	(20,097)
Placement of other investments	(179,727)	(218,130)
Proceeds from disposal of assets held-for-sale	27,007	-
Repayment of loans by an associate	273	-
Net cash used in investing activities	(269,582)	(214,287)

	Three months ended 31 March	
	2019	2018
	S$'000	S$'000
Cash flows from financing activities		
Interest paid	(805)	(680)
Payment of transaction costs related to borrowings	(900)	(2,217)
Payment of lease liabilities	(1,524)	-
Proceeds from bank borrowings	151,720	12,001
Repayment of bank borrowings	(73,628)	(4,464)
Advances from associates	57,312	-
Net cash from financing activities	132,175	4,640
Net decrease in cash and cash equivalents	(22,111)	(219,488)
Cash and cash equivalents at beginning of the period	125,711	319,298
Effect of exchange rate changes on balances held in foreign currencies	2,902	5,464
Cash and cash equivalents at end of the period	106,502	105,274

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Share capital S$'000	Share premium S$'000	Statutory reserve S$'000	Capital reserve S$'000	Distributable reserve S$'000	Foreign currency translation reserve S$'000	Retained earnings S$'000	Total attributable to equity holders of the Company S$'000	Perpetual convertible capital securities S$'000	Non-controlling interests S$'000	Total equity S$'000
Group											
At 1 January 2019, as previously stated	81,405	9,821	36,607	245	655,029	12,854	354,535	1,150,496	161,285	11,713	1,323,494
Adjustment on initial recognition of IFRS 16	-	-	-	-	-	-	(1,965)	(1,965)	-	-	(1,965)
Adjusted balance at 1 January 2019	81,405	9,821	36,607	245	655,029	12,854	352,570	1,148,531	161,285	11,713	1,321,529
Total comprehensive income for the period											
Profit for the period	-	-	-	-	-	-	23,804	23,804	-	119	23,923
Other comprehensive income											
Share of translation differences on financial statements of foreign associates and joint ventures, net of tax	-	-	-	-	-	(18)	-	(18)	-	-	(18)
Translation differences on financial statements of foreign subsidiaries, net of tax	-	-	-	-	-	8,143	-	8,143	-	(265)	7,878
Translation differences on monetary items forming part of net investment in foreign subsidiaries, net of tax	-	-	-	-	-	385	-	385	-	-	385
Total other comprehensive income	-	-	-	-	-	8,510	-	8,510	-	(265)	8,245
Total comprehensive income for the period	-	-	-	-	-	8,510	23,804	32,314	-	(146)	32,168

	Share capital S$'000	Share premium S$'000	Statutory reserve S$'000	Capital reserve S$'000	Distributable reserve S$'000	Foreign currency translation reserve S$'000	Retained earnings S$'000	Total attributable to equity holders of the Company S$'000	Perpetual convertible capital securities S$'000	Non-controlling interests S$'000	Total equity S$'000
Transaction with owners, recognised directly in equity											
Contributions by and distributions to owners											
Issuance of new shares pursuant to conversion of perpetual convertible capital securities ("PCCS")	643	4,574	-	-	-	-	-	5,217	(5,217)	-	-
Total contributions by and distributions to owners	643	4,574	-	-	-	-	-	5,217	(5,217)	-	-
Changes in ownership interests in subsidiaries											
Acquisition of subsidiaries with non-controlling interests	-	-	-	-	-	-	-	-	-	1,544	1,544
Total changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	-	-	1,544	1,544
Total transactions with owners	643	4,574	-	-	-	-	-	5,217	(5,217)	1,544	1,544
At 31 March 2019	**82,048**	**14,395**	**36,607**	**245**	**655,029**	**21,364**	**376,374**	**1,186,062**	**156,068**	**13,111**	**1,355,241**

	Share capital S$'000	Share premium S$'000	Statutory reserve S$'000	Capital reserve S$'000	Distributable reserve S$'000	Fair value reserve S$'000	Foreign currency translation reserve S$'000	Retained earnings S$'000	Total attributable to equity holders of the Company S$'000	Non-controlling interests S$'000	Total equity S$'000
Group											
At 1 January 2018, as previously stated	73,640	9,609	33,447	225	662,764	(3,949)	36,950	267,468	1,080,154	6,727	1,086,881
Adjustment on initial recognition of IFRS 9	-	-	-	-	-	3,949	-	(3,949)	-	-	-
Adjusted balance at 1 January 2018	73,640	9,609	33,447	225	662,764	-	36,950	263,519	1,080,154	6,727	1,086,881
Total comprehensive income for the period											
Profit for the period	-	-	-	-	-	-	-	17,122	17,122	114	17,236
Other comprehensive income											
Share of translation differences on financial statements of foreign associates and joint ventures, net of tax	-	-	-	-	-	-	424	-	424	-	424
Translation differences on financial statements of foreign subsidiaries, net of tax	-	-	-	-	-	-	13,857	-	13,857	88	13,945
Translation differences on monetary items forming part of net investment in foreign subsidiaries, net of tax	-	-	-	-	-	-	720	-	720	-	720
Total other comprehensive income	-	-	-	-	-	-	15,001	-	15,001	88	15,089
Total comprehensive income for the period	-	-	-	-	-	-	15,001	17,122	32,123	202	32,325
At 31 March 2018	**73,640**	**9,609**	**33,447**	**225**	**662,764**	**-**	**51,951**	**280,641**	**1,112,277**	**6,929**	**1,119,206**

	Share capital S$'000	Share premium S$'000	Capital reserve S$'000	Distributable reserve S$'000	Retained earnings S$'000	Total attributable to equity holders of the Company S$'000	Perpetual convertible capital securities S$'000	Total equity S$'000
The Company								
At 1 January 2019, as previously stated	81,405	10,033	(5,988)	655,029	209,692	950,171	161,285	1,111,456
Adjustment on initial recognition of IFRS 16	-	-	-	-	(9)	(9)	-	(9)
Adjusted balance at 1 January 2019	81,405	10,033	(5,988)	655,029	209,683	950,162	-	1,111,447
Total comprehensive income for the period								
Profit for the period	-	-	-	-	13,502	13,502	-	13,502
Total comprehensive income for the period	-	-	-	-	13,502	13,502	-	13,502
Transaction with owners, recognised directly in equity								
Contribution by and distributions to owners								
Issuance of new shares pursuant to conversion of PCCS	643	4,574	-	-	-	5,217	(5,217)	-
Total contributions by and distributions to owners	643	4,574	-	-	-	5,217	(5,217)	-
Total transactions with owners of the Company	643	4,574	-	-	-	5,217	(5,217)	-
At 31 March 2019	**82,048**	**14,607**	**(5,988)**	**655,029**	**223,185**	**968,881**	**156,068**	**1,124,949**
At 1 January 2018	73,640	9,821	(5,988)	662,764	140,470	880,707	-	880,707
Total comprehensive income for the period								
Profit for the period	-	-	-	-	14,858	14,858	-	14,858
Total comprehensive income for the period	-	-	-	-	14,858	14,858	-	14,858
At 31 March 2018	**73,640**	**9,821**	**(5,988)**	**662,764**	**155,328**	**895,565**	**-**	**895,565**

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

	Number of Shares	Share Capital (S$'000)
Balance at 1 January 2019	649,015,668	81,405
Issuance of new shares pursuant to conversion of PCCS during the period	4,764,376	643
Balance at 31 March 2019	653,780,044	82,048

The total number of issued ordinary shares (excluding treasury shares) as at 31 March 2019 and 31 March 2018 was 653,780,044 and 589,814,949 respectively.

As at 31 March 2019, 142,469,674 PCCS (31 March 2018: Nil) were outstanding. Each PCCS shall entitle the PCCS holder to convert such PCCS into one new ordinary share of the Company, subject to adjustments under certain conditions.

The Company did not hold any treasury shares as at 31 March 2019 and 31 March 2018.

As at 31 March 2019, a subsidiary of the Company held 307,682 shares (31 March 2018: Nil), representing 0.05% of the Company's total number of issued ordinary shares.

1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

The total number of issued ordinary shares (excluding treasury shares) as at 31 March 2019 and 31 December 2018 was 653,780,044 and 649,015,668 respectively.

1(d)(iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

There were no sales, transfers, disposal, cancellation and/or use of treasury shares during the three months ended 31 March 2019.

1(d)(v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.

There were no sales, transfers, disposal, cancellation and/or use of subsidiary holdings during the three months ended 31 March 2019.

2. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice.

The figures have neither been audited nor reviewed by our auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

Not applicable.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

Except as disclosed in Note 5 below, the Group has applied the same accounting policies and methods of computation in the financial statements for the current reporting period as that of the audited financial statements for the financial year ended 31 December 2018.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

The Group adopted various new standards, amendments to standards and interpretations that are effective for the financial period beginning on 1 January 2019.

IFRS 16 *Leases*

In particular, the Group is required to adopt IFRS 16 *Leases* from 1 January 2019. The Group has assessed the impact that initial application of IFRS 16 will have on its consolidated financial statements.

IFRS 16 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use ("ROU") asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. Lessor accounting remains similar to the current standard i.e. lessors continue to classify leases as finance or operating leases.

For leases which the Group is a lessee, the Group is required to recognise new assets and liabilities for its portfolio of operating leases. The nature of expenses related to those leases has changed because the Group will recognise a depreciation charge for ROU assets and interest expense on lease liabilities.

Previously, the Group recognised operating lease expense on a straight-line basis over the term of the leases, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

The Group has recognised ROU assets of S$78,293,000 and lease liabilities of $80,258,000, with a corresponding decrease in retained earnings of $1,965,000 as at 1 January 2019.

6. **Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.**

	Three months ended 31 March	
	2019	**2018**
Earnings per share (cents)		
- basic	3.43	2.64
- diluted	2.99	2.64
Profit attributable to ordinary shareholders (S$'000)	22,266	17,122
Profit attributable to ordinary shareholders and PCCS holders (S$'000)	23,804	17,122
Weighted average number of ordinary shares in issue:		
- basic	649,487,766 [1]	648,795,981 [2]
- diluted	795,942,036 [1]	648,795,981 [2]

7. **Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the:—**

(a) current financial period reported on; and
(b) immediately preceding financial year.

	The Group		The Company	
	As at 31 March 2019	**As at 31 December 2018**	**As at 31 March 2019**	**As at 31 December 2018**
Net asset value per ordinary share (cents)	205.38	202.21	172.07	171.25
Number of issued ordinary shares (excluding treasury shares)	653,472,362 [1]	648,707,986 [1]	653,780,044	649,015,668

8. **A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:—**

(a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and

[1] Excludes 307,682 shares in the Company held by a subsidiary since August 2018 which are accounted for as treasury shares in the consolidated financial statements of the Group in accordance with IAS 32 *Financial Instruments: Presentation*.

[2] For comparative purposes, the number of ordinary shares as at and for the period ended 31 March 2018 was adjusted to include the effect of the issue of one bonus share for every ten (10) existing ordinary shares in April 2018.

Group performance

Revenue and cost of sales

The breakdown of our revenue (net of business tax/value added tax) for the period under review is as follows:

	Three months ended 31 March	
	2019	2018
	S$'000	S$'000
Revenue from sale of properties	8,782	13,930
Rental income from investment properties	3,050	3,619
Revenue from hotel operations	10,001	9,182
Revenue from property financing	23,507	21,073
Total	45,340	47,804

Revenue of the Group decreased by S$2.5 million or 5.2%, from S$47.8 million in 1Q 2018 to S$45.3 million in 1Q 2019. This decrease was due to the decrease in revenue from sale of properties by S$5.1 million and rental income from investment properties of S$0.6 million. The decrease was offset by the increase in revenue from property financing and hotel operations of S$2.4 million and S$0.8 million respectively.

Revenue from sale of properties decreased by S$5.1 million or 37.0% to S$8.8 million 1Q 2019 due mainly to the recognition of revenue from fewer units in the Millennium Waterfront project (1Q 2019: 1 residential unit, 10 commercial units and 180 car park lots; 1Q 2018: 62 residential units, 2 commercial units and 150 car park lots).

Rental income from investment properties decreased by S$0.6 million or 15.0% to S$3.0 million in 1Q 2019. The decrease was due mainly to the absence of a one-off service income of S$0.4 million charged in 1Q 2018 by the Group to its 50%-held joint venture which owns the leased Le Meridien Frankfurt Hotel.

Revenue from hotel operations increased marginally by S$0.8 million or 8.9% to reach S$10.0 million in 1Q 2019. The increase was due mainly to the full quarter's contribution from the Hilton Rotterdam Hotel leased by the Group since February 2018, partially offset by the absence of contribution from M Hotel Chengdu which ceased operations in July 2018.

Revenue from property financing increased by S$2.4 million or 11.6% to S$23.5 million in 1Q 2019. On the back of a record RMB2.8 billion PRC property financing loan book at the end of the last financial year, the higher average secured PRC loan portfolio for the current quarter contributed to an increase in interest income of S$9.6 million, a more than eight-fold growth over 1Q 2018. This has been partially offset by the absence of net penalty interest income from the successful enforcement action on the defaulted PRC loans under Case 2 which contributed S$7.7 million to property financing revenue in 1Q 2018.

Cost of sales mainly comprises land costs, development expenditure and cost adjustments (if any), borrowing costs, hotel-related depreciation charge, ROU depreciation charge and other related expenditure. Cost of sales decreased by S$3.3 million or 19.3%, from S$17.1 million in 1Q 2018 to S$13.8 million in 1Q 2019. The decrease in revenue recognised from the sale of properties had led to a decrease in related cost of sales of S$3.9 million. The decrease was partially offset by the lower cost of sales incurred in respect of the hotel operations of S$0.7 million.

The Group's gross profit increased marginally from S$30.7 million in 1Q 2018 to S$32.4 million in 1Q 2019. Overall gross profit margin increased from 64.1% in 1Q 2018 to 71.4% in 1Q 2019, due to increased contribution from the higher yielding property financing segment.

Administrative expenses

Administrative expenses mainly comprise staff costs, depreciation charge in relation to non-hotel assets, professional fees, and other expenses such as office, telecommunications and travelling expenses, stamp duties and other indirect PRC taxes.

Administrative expenses increased by S$3.4 million or 55.3%, from S$6.0 million in 1Q 2018 to S$9.4 million in 1Q 2019. The increase was due mainly to the higher staff costs and professional fees (including estimated acquisition costs of S$1.6 million in relation to the acquisition of the Westin Bellevue Dresden Hotel) incurred during the current period.

Other income (net)

In 1Q 2019, the Group recorded other income of S$2.9 million which comprised mainly net fair value gain on derivatives of S$15.5 million, partially offset by net foreign exchange loss of S$11.7 million and bank charges of S$0.5 million.

In 1Q 2018, the Group recorded other income of S$0.4 million which comprised mainly net foreign exchange gain of S$10.4 million, partially offset by net fair value loss on derivatives, hotel management fees and maintenance expenses of S$9.3 million, S$0.3 million and S$0.3 million respectively.

Other gains (net)

Other gains of S$3.1 million recorded in 1Q 2019 relates to the gain on disposal of certain commercial spaces of the Chengdu Cityspring project, which were classified as assets held-for-sale since 2Q 2018.

Net finance (costs)/income

Net finance costs for 1Q 2019 comprises S$0.9 million of amortisation of lease liabilities recorded under IFRS 16.

Share of after-tax results of associates and joint ventures

Share of after-tax results of associates and joint ventures increased by S$8.4 million from a loss of S$3.4 million in 1Q 2018 to a profit of S$5.0 million in 1Q 2019. The significant increase was attributable mainly to the Group's 30% share of the first time profit recognised from the handover of two residential blocks of the Star of East River project in Dongguan. The completion of the disposal of three hotels by the 31.4%-owned Queens Bilderberg (Nederland) B.V. in January 2019 further boosted the results in 1Q 2019.

Income tax expense

The Group recorded a tax expense of S$8.2 million on profit before tax of S$32.1 million in 1Q 2019, which included land appreciation tax of S$1.4 million and under provision in respect of prior year of S$0.5 million. After adjusting for the share of after-tax results of associates and joint ventures, the tax effect of non-deductible expenses and unrecognised deferred tax assets of S$6.4 million in aggregate, and the tax effect of non-taxable income and recognition of previously unrecognised tax benefits of S$6.4 million in aggregate, the effective tax rate of the Group would be approximately 24.4%.

(b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

Non-current assets

Property, plant and equipment increased by S$88.4 million or 51.9%, from S$170.4 million as at 31 December 2018 to S$258.9 million as at 31 March 2019. The increase was due mainly to the Group's acquisition of the 340-room Westin Bellevue Dresden Hotel (via a share deal) in end March 2019, and a bare-shell vacant former hotel in Milan in January 2019.

In particular, a provisional value of S$71.8 million (EUR47.0 million) was ascribed by the Group to the Westin Bellevue Dresden Hotel as part of the accounting of the acquisition of its 94.9% equity interest in the entities that own and operate the hotel. Under the relevant *Business Combination* accounting standard, the Group has up to 12 months to finalise the financial effects of its acquisition. The property in Milan was acquired at a cost of approximately S$16.3 million (EUR 10.7 million) including acquisition costs in January 2019. The Group intends to completely refurbish the property into a hostel to tap on the youth hospitality market.

Investment properties decreased by S$57.9 million or 22.4%, from S$259.1 million as at 31 December 2018 to S$201.2 million as at 31 March 2019. Other than the effect of a weaker Euro against S$, S$53.4 million of the decrease was due to the reclassification of the two Utrecht hotels located within the shopping mall of Hoog Catharijne to assets held-for-sale under current assets in the current quarter. In February 2019, the Borealis Hotel Group B.V. ("Borealis") transferred the hotel operations to a subsidiary of the Group and accordingly the previous lease agreement and pre-development agreements entered with Borealis for the two hotels were terminated. The development of the two hotels is expected to be completed within 2019. The Group will explore the sale of its shareholding in the two subsidiaries that own and operate the hotels respectively, to its 33%-owned associate, FSMC in due course. Accordingly, the assets and liabilities of the subsidiaries have been reclassified to assets-held-for sale and liabilities held-for-sale respectively at 31 March 2019.

Non-current trade and other receivables increased by S$107.5 million or 16.3%, from S$660.9 million as at 31 December 2018 to S$768.4 million as at 31 March 2019. The increase was due mainly to the disbursement of a 3-year property financing loan during the current quarter.

Current assets

Assets held-for-sale increased by S$36.4 million or 70.5% to S$88.0 million as at 31 March 2019. S$57.6 million of the balance at 31 March 2019 relates to the assets of the subsidiaries earmarked for disposal as mentioned above. The increase was partially offset by a S$21.3 million reduction in assets held-for-sale upon the recognition of gain on disposal of M Hotel Chengdu and certain bare shell commercial spaces of the Chengdu Cityspring project in the current quarter.

Trade and other receivables decreased by S$151.8 million or 30.0%, from S$505.9 million as at 31 December 2018 to S$354.1 million as at 31 March 2019. The decrease was due mainly to the repayment of loan from a PRC associate of S$120.7 million (RMB600.0 million) and net repayment of third party PRC property financing loans of S$77.3 million, partially offset by the deposit of S$30.2 million (RMB150.0 million) paid for the proposed acquisition of shares in Concord Focus Development Limited, a Hong Kong-incorporated company from three individuals. The target entity owns three land parcels situated at Chang'an in Dongguan, Guangdong province, the PRC via a wholly owned PRC incorporated subsidiary.

Other investments of S$219.7 million at 31 March 2019 relate to principal-guaranteed structured deposits placed with financial institutions.

Current liabilities

Trade and other payables increased by S$70.6 million or 51.1%, from S$138.4 million as at 31 December 2018 to S$209.0 million as at 31 March 2019. This was due mainly to additional advances from a PRC associate of S$57.3 million (RMB284.6 million). The increase was partially offset by the payment of construction costs for the Millennium Waterfront project during the year.

Loans and borrowings

Gross bank borrowings increased by S$108.6 million of 15.6%, from S$695.7 million as at 31 December 2018 to S$804.3 million as at 31 March 2019. This was due mainly to the drawdown of the Group's borrowings to fund the acquisition of the Westin Bellevue Dresden Hotel and the property in Milan, as well as to fund a S$ denominated property financing loan.

The Group maintained a net gearing ratio of 0.35 as at 31 March 2019.

Foreign currency risk management

The Group is exposed to volatility of the RMB due to its operations in the PRC. Therefore, any depreciation in the RMB against the S$ will adversely affect the Group's earnings, net assets, value of any dividends we pay to our shareholders in S$ or require us to use more RMB funds to service the same amount of any S$ debt. Fluctuations in RMB exchange rates are affected by, amongst others, changes in political and economic conditions and the PRC's foreign exchange regime and policy.

Since the Group's entry to the Dutch and German property markets in February 2015 and January 2018 respectively, the Group has hedged its currency exposure to Euro by financing all its Dutch and German acquisitions with a combination of Euro-denominated borrowings and/or financial derivatives involving cross currency swaps ("CCSs") and foreign currency swaps ("FCSs") whereby the end result is also to achieve a corresponding Euro liability. The Group takes an economic hedge rather than an accounting hedge approach with regard to the management of its Euro asset exposure.

In November 2018, the Group entered into the property financing market in Australia via a 50-50 owned joint venture with Tai Tak. The Group has also adopted the same approach as its European assets, which is to fully hedge its Australian dollar cost base.

As at 31 March 2019, the Group had 14 CCSs and one FCS outstanding with an aggregate notional amount of €477.5 million and A$10.0 million. These financial instruments are measured at fair value with changes in fair value recognised in the profit and loss account. The fair values of the instruments are mainly dependent on the forward foreign exchange rates, discount rates and yield curves of the notional amounts, as applicable. On the other hand, the changes in fair value of the instruments will be largely offset by the corresponding changes in fair values of the underlying Euro/A$-denominated assets when the respective instruments approach their maturity dates and Euro/A$-denominated borrowings are taken up to close out the instruments, thereby resulting in a minimal cumulative impact to the profit or loss. The cumulative positive impact to the retained earnings arising from the financial derivatives and underlying Euro-denominated assets as at 31 March 2019 amounted to approximately S$5.4 million.

As at 31 March 2019, the Group recorded a cumulative translation gain of S$21.4 million as part of reserves in its shareholders' equity. This mainly arose from the translation of the net assets and income and expenses of the Group's foreign operations in the PRC to S$ at the exchange rates prevailing at the end of each reporting period.

We do not currently have a formal hedging policy with respect to our RMB foreign exchange exposure and have not used any financial hedging instruments to actively manage our RMB foreign exchange risk. The cost of entering into such hedging instruments to manage the Group's exposure to RMB remains fairly expensive. We will continue to monitor our foreign exchange exposure vis-à-vis such costs and take appropriate actions when necessary. There is no assurance as to the effectiveness and success of any hedging action that we might or might not take.

Statement of cash flows of the Group

Net cash from operating activities of S$115.3 million in 1Q 2019 was due mainly to the repayment of loan from a PRC associate of S$120.4 million (RMB600.0 million) and net interest received of S$17.9 million, partially offset by tax paid of S$1.4 million and payment of construction costs for the Millennium Waterfront project.

Net cash used in investing activities of S$269.6 million in 1Q 2019 was due mainly to placement of structured deposits of S$179.7 million, payment for acquisition of subsidiaries of S$69.4 million (EUR46.3 million) relating to the Westin Bellevue Dresden Hotel (subject to completion adjustments), payment of deposit amounting to S$30.1 million (RMB150.0 million) for the proposed acquisition of an equity interest in the Chang'an mixed use site, and the acquisition of the vacant property in Milan amounting to S$16.2 million. This was partially offset by the collection of sale proceeds amounting to S$27.0 million from the disposal of M Hotel Chengdu and bare commercial space of the Chengdu Cityspring project.

Net cash from financing activities amounted to S$132.2 million in 1Q 2019 due mainly to the net drawdown of bank borrowings of S$78.1 million and advances from associates of S$57.3 million. This was partially offset by payment of lease liabilities, transaction costs of borrowings and interest of S$1.5 million, S$0.9 million and S$0.8 million respectively.

Note:

The figures stated in our statement of financial position have been translated based on the exchange rates at the end of each reporting period; and the figures in our income statement, statement of comprehensive income and statement of cash flows have been translated based on the average exchange rate for the relevant period and exchange rate at the date of the transaction, where applicable.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

No forecast or prospect statement for the current financial period has been previously disclosed to the shareholders.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

Industry Outlook

People's Republic of China ("PRC")

In March 2019, Premier Li Keqiang indicated in his government work report to the National People's Congress in Beijing that the 2019 GDP growth target has been revised down to a range of 6% to 6.5% after factoring a variety of economic uncertainties. Premier Li further added that the PRC government will continue to pursue a proactive fiscal policy and keep the RMB exchange rate relatively stable. The economic climate for the PRC will likely remain challenging given that the US – PRC trade conflict has still not been resolved, a high corporate debt leverage and financing bottlenecks for small and medium size enterprises.

A re-accelerating real estate sector could however help bring forward stabilisation in China's economy. The Business Times reported that project sales of nine major developers rose 20% in March from a year earlier after contracting in the first two months of 2019. The uplift in sales performance was attributed to easier financing from banks, looser restrictions on home buying and lower mortgage rates. It was also reported that developers appear to have received faster cash proceeds from banks in January and February, according to Bloomberg calculation based on official data.

The PRC government also unveiled the timeline for the development of the Guangdong-Hong Kong-Macao Greater Bay Area ("GBA") in February 2019. 11 cities in the Pearl River Delta area within a two-hour radius of Hong Kong comprising Hong Kong, Macau, Guangzhou, Shenzhen, Zhuhai, Dongguan, Huizhou, Zhongshan, Foshan, Zhaoqing and Jiangmen will boost collaboration by 2022 in areas including the central pillar of science and technology, intellectual property rights and even ecological conservation. The GBA region in Southern China is envisaged to be developed into a cluster of vibrant world-class cities with an economic system largely driven by innovation by 2035.

The Netherlands

For 2019, the Dutch economy is forecasted to have a growth of 1.5%, a downward revision on the previous estimate of 2.2% that was provided by the Dutch Central Planning Bureau ("CPB"). The CPB attributes the downward forecast to the growing uncertainties in the global economy, such as the US trade policy, Brexit and the state of the PRC economy. As a result of a slower growth rate in international trade, the CPB forecasted that the Dutch budget will contribute less than initially planned. Notwithstanding this, an ABN Amro report indicates that the Dutch economy is likely to continue to outperform the Eurozone average. The European Central Bank ("ECB") has recently confirmed the slowing growth momentum and reaffirmed that the ECB is committed to restoring inflation and stabilising the economy.

Prices of owner-occupied houses were on average 7.5% higher in February 2019 than during the same period last year. Reports by Bouwinvest, a property management company, and Savills suggest that the main drivers behind the price increases were the low interest rates, growing consumer confidence in the housing market, restrictive government policies, rising construction costs and most critically, an insufficient pipeline of new supply. Savills reports that approximately 100,000 new homes are needed every year in the Netherlands, but only 70,000 permits were issued in the last two years. In the same Savills report, it was indicated that despite the apparent mismatch of demand and supply, municipalities remain relatively restrictive when it comes to granting permits for new developments. In addition, strict requirements were set which limits the financial viability of development projects for developers – for example, Amsterdam has set a social housing quota for new residential developments and plans are also being formulated to limit the maximum price for new rental housing developments. In combination with rising land prices, fewer new developments are likely to get off the ground.

Company Outlook

Property Development

The Emerald of the Orient development project in Dongguan has done well, having sold all the 137 residential villas which were launched for sale since December 2018. The Group has an effective stake of 20.4% in the project which also has (i) 854 residential apartments to be launched for sale during the second half of 2019; and (ii) 31 residential villas and 222 residential apartments for lease for a period up to the expiry of 5 years after the housing title certificates have been obtained, after which they would be available for sale as per the land tender conditions.

Following the signing of a framework agreement in March 2019, the Group is targeting to acquire a 100% equity interest in a mixed use development site with a GFA of approximately 76,570 sqm in Chang'an, Dongguan. The site is situated close to the Chang'an city hall and will be easily accessible to intercity train services (under planning) and highways which connect to Shenzhen city within a 30-minute drive. The Group intends to designate a third party to be one of the purchasers, subject to the Group retaining a controlling stake. If the acquisition is successful, the Group will take the lead in the management of the development project and work towards the pre-sale launch of Phase 1 as soon as possible.

The Group's investment in Dongguan is timely as the PRC government also unveiled the timeline for the development of the Guangdong-Hong Kong-Macao Greater Bay Area ("GBA") in February 2019. 11 cities in the Pearl River Delta area which include Dongguan that has been targeted to boost collaboration by 2022. The GBA region is envisaged to be developed into a cluster of vibrant world-class cities with an economic system largely driven by innovation by 2035.

In Amsterdam, the Group's newly developed Oliphant office property with 21,136 sqm of net lettable area is currently 61% leased with a WALT of 12.0 years. The Group is in advanced discussions with various potential tenants to lease the bulk of the remaining spaces within FY2019. The Group is considering the sale of the Oliphant office property to its associated company, FSMC, to generate development profit while retaining a meaningful stake for future capital appreciation.

The development of two Utrecht hotels, namely a 142-room Crowne Plaza hotel and a 193-room Hampton by Hilton hotel, is expected to be completed within FY2019. These hotels, which will be managed by the Group, are strategically located adjacent to the approximately 85,700 sqm large scale shopping mall Hoog Catharijne which is situated next to the Utrecht Central Station. The Group will also explore the sale of the hotels to FSMC in due course, thereby generating further profit while still maintaining a meaningful stake for future capital gains and recurrent income.

Property Holding

The Group continues to strengthen its European property holding recurrent income base with the completion of the acquisition of a 94.9% equity stake in the 340-room Westin Bellevue Dresden Hotel, Germany, based on a commercial property value of approximately €49.5 million (S$75.7 million) including estimated acquisition costs. The Group aims to undertake a major capital expenditure program to upgrade the hotel during the course of this year. This acquisition has further expanded the recurrent income base of the Group's property holding business segment in Germany following the acquisition of a 50% equity interest in the Le Méridien Frankfurt last year.

Property Financing

The Group's property financing business recorded a strong performance during 1Q2019 with a gross profit of S$21.8 million, a 87% quarter on quarter increase over 1Q2018's S$11.6 million (excluding one-off penalty interest). The Group started off the year with a record RMB2.8 billion of PRC loan book and whilst RMB1.1 billion of the PRC loan book has been repaid in March and April 2019, the Group aims to maintain a healthy PRC loan book with a few potential deals in the pipeline.

Rights Issue and Bonus Issue

The Company will be undertaking (i) a 1-for-7 rights issue of 3.98% perpetual convertible capital securities ("Series-2 PCCS") with free detachable warrants ("Warrants") ("Rights Issue") and (ii) a 1-for-10 bonus issue of Warrants ("Bonus "Issue"). Each Series-2 PCCS shall be in the denomination of S$1.30 and shall be convertible to one ordinary share in the Company ("Share"), and each Warrant issued pursuant to the Rights Issue or the Bonus Issue shall carry the right to subscribe for one Share at the exercise price of S$1.30 per Share. The Company expects to raise up to approximately S$147.9 million in gross cash proceeds from the subscription of the Series-2 PCCS under the Rights Issue and intends to redeem all the outstanding Series-1 PCCS on a date falling after the completion of the Rights Issue and Bonus Issue. The exercise of the Warrants may raise gross proceeds of up to approximately S$251.4 million. The Rights Issue which is the second equity fund raising exercise of the Group after its IPO in July 2014 is expected to close in June 2019 and will further strengthen the Group's balance sheet so as to arm the Group with the necessary financial resources to capitalise on any expansion opportunity.

11. If a decision regarding dividend has been made:—

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

No.

(b) Corresponding Period of the Immediately Preceding Financial Year
Any dividend declared for the corresponding period of the immediately preceding financial year?

No dividend was declared for the corresponding period of the immediately preceding financial year.

(c) Date payable

Not applicable.

(d) Books closure date

Not applicable.

12. If no dividend has been declared (recommended), a statement to that effect and the reason(s) for the decision.

Not applicable.

13. If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Group does not have a shareholders' general mandate for IPTs.

14. Confirmation that the issuer has procured undertakings from all of its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1)

The Company confirms that it has procured undertakings from all of its directors and executive officers in the format set out in Appendix 7.7 under Rule 720 (1) of the Listing Manual.

BY ORDER OF THE BOARD

Neo Teck Pheng
Group Chief Executive Officer and Executive Director
25 April 2019

CONFIRMATION BY THE BOARD

The Directors of the Company hereby confirm, to the best of their knowledge, that nothing has come to the attention of the Board of Directors which may render the Group's unaudited financial results for the three months ended 31 March 2019 to be false or misleading in any material respect.

On behalf of the Board of Directors

Ho Han Leong Calvin Non-Executive Chairman	Neo Teck Pheng Group Chief Executive Officer and Executive Director

25 April 2019

First Sponsor Group Limited
Investor Presentation
25 April 2019

Backyard of Westin Bellevue Dresden Hotel, Germany

Contents

Section 1 Key Message

Key Message

1. The Group achieved a net profit of S$23.8 million in 1Q2019, a 39.0% quarter on quarter growth. This is the 17th quarterly growth out of 20 quarters of results reporting since the Group's IPO in July 2014.

2. The Emerald of the Orient development project in Dongguan has done well, having sold all the 137 residential villas which were launched for sale since December 2018. The Group has an effective stake of 20.4% in the project which also has (i) 854 residential apartments to be launched for sale during the second half of 2019; and (ii) 31 residential villas and 222 residential apartments for lease for a period up to the expiry of 5 years after the housing title certificates have been obtained, after which they would be available for sale as per the land tender conditions.

3. The Group has entered into a framework agreement in March 2019 for the potential acquisition of a 100% equity interest in a Hong Kong-incorporated company with a wholly-owned PRC subsidiary which owns three adjacent plots of mixed use development land in Chang'an, Dongguan. The Group intends to designate a third party to be one of the purchasers, subject to the Group retaining a controlling stake on completion of the acquisition. Up to approximately 76,570 sqm of GFA, comprising approximately 66,000 sqm (86%) of residential GFA and approximately 10,570 sqm (14%) of commercial GFA, can be developed on the site. If the acquisition is successful, the Group will take the lead in the management of the development project and work towards the pre-sale launch of Phase 1 as soon as possible.

SPONSOR

Key Message

4. The newly developed Oliphant Amsterdam office with 21,136 sqm of net lettable area is currently 61% leased with a WALT of 12.0 years. The Group is in advanced discussions with various potential tenants to lease the bulk of the remaining spaces within FY2019. The Group is considering the sale of the Oliphant office property to its associated company, FSMC, to generate development profit while retaining a meaningful stake for future capital appreciation and recurrent income.

5. The development of two Utrecht hotels, namely a 142-room Crowne Plaza hotel and a 193-room Hampton by Hilton hotel, is expected to be completed within FY2019. These hotels, which will be managed by the Group, are strategically located adjacent to the approximately 85,700 sqm large scale shopping mall Hoog Catharijne which is situated next to the Utrecht Central Station. The Group will also explore the sale of the hotels to FSMC in due course, thereby generating further profit while still maintaining a meaningful stake for future capital gain and recurrent income.

6. On 29 March 2019, the Group completed the acquisition of a 94.9% equity stake in the 340-room Westin Bellevue Dresden Hotel, Germany based on a commercial property value of approximately €49.5 million (S$75.7 million) including estimated acquisition cost. The Group aims to undertake a major capital expenditure program to upgrade the hotel during the course of this year. This acquisition has further expanded the recurrent income base of the Group's property holding business segment in Germany following the acquisition of a 50% equity interest in the Le Méridien Frankfurt last year.

Key Message

7. The Group started off the year with a record RMB2.8 billion of PRC loan book. Consequently, the property financing business achieved a strong showing for this quarter, recording a gross profit of S$21.8 million which is a 87% quarter on quarter increase over 1Q2018's S$11.6 million (excluding one-off penalty interest). While RMB1.1 billion of the PRC loan book has been repaid in March and April 2019, the Group aims to maintain a healthy PRC loan book with a few potential deals in the pipeline.

8. The Company will be undertaking (i) a 1-for-7 rights issue of 3.98% perpetual convertible capital securities ("Series-2 PCCS") with free detachable warrants ("Warrants") ("Rights Issue") and (ii) a 1-for-10 bonus issue of Warrants ("Bonus "Issue"). Each Series-2 PCCS shall be in the denomination of S$1.30 and shall be convertible to one ordinary share in the Company ("Share"), and each Warrant issued pursuant to the Rights Issue or the Bonus Issue shall carry the right to subscribe for one Share at the exercise price of S$1.30 per Share. The Company expects to raise up to approximately S$147.9 million in gross cash proceeds from the subscription of the Series-2 PCCS under the Rights Issue and intends to redeem all the outstanding Series-1 PCCS on a date falling after the completion of the Rights Issue and Bonus Issue. The exercise of the Warrants may raise gross proceeds of up to approximately S$251.4 million. The Rights Issue which is the second equity fund raising exercise of the Group after its IPO in July 2014 is expected to close in June 2019 and will further strengthen the Group's balance sheet so as to arm the Group with the necessary financial resources to capitalise on any expansion opportunity.

Section 2 Financial Highlights

2.1 Statement of Profit or Loss - Highlights

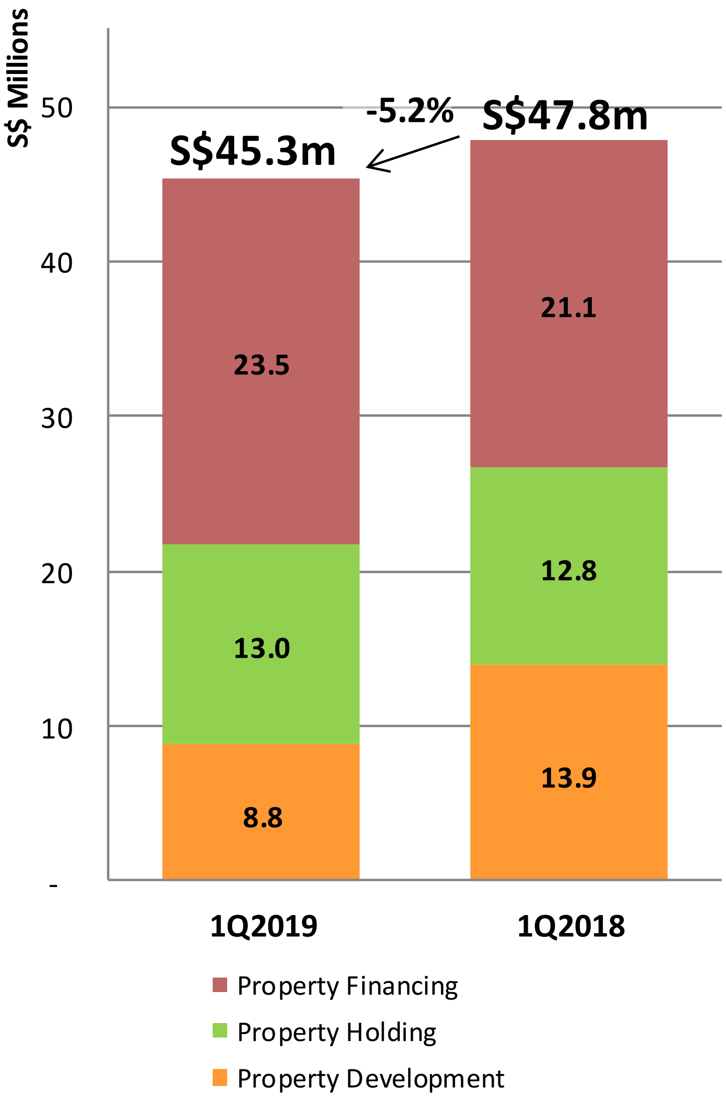
Statement of Profit or Loss - Highlights

In S$'000	1Q2019	1Q2018	Change %
Revenue	45,340	47,804	(5.2%)
Gross profit	32,362	30,656	5.6%
Profit before tax	32,073	21,894	46.5%
Attributable profit (1)	23,804	17,122	39.0%
Basic EPS (cents) (2)	3.43	2.64	29.9%
Diluted EPS (cents) (2)	2.99	2.64	13.3%
Interest cover (3)	13.6x	n.m (4)	n.a.

(1) "Attributable profit" refers to profit attributable to equity holders of the Company.
(2) The prior period comparatives have been restated for the effect of the bonus shares issued in April 2018.
(3) Interest cover = PBT (excluding accounting interest due to or from financial institutions) ÷ net accounting interest expense due to or from financial institutions.
(4) The Group has net interest income from financial institutions.

2.2 Statement of Profit or Loss – Revenue

Revenue



Property Development

The decrease in 1Q2019 was due mainly to revenue recognised from the sales of fewer residential units partially offset by higher sales of commercial units and car park lots of the Millennium Waterfront project in 1Q2019 (residential: 1 unit; commercial: 10 units; car park: 180 lots) as compared to 1Q2018 (residential: 62 units; commercial: 2 units; car park: 150 lots).

Property Holding

The increase in 1Q2019 was due largely to revenue contribution from the Hilton Rotterdam hotel which was leased by the Group since February 2018 and higher revenue contributions from the Crowne Plaza Chengdu Wenjiang and Holiday Inn Express Chengdu Wenjiang Hotspring hotels, as well as the hotspring operations. This was partially offset by absence of a one-off service income recorded in 1Q2018 and absence of contribution from M Hotel Chengdu which ceased operations in July 2018.

Property Financing

The increase in 1Q2019 was due to the increased interest income from a larger average loan portfolio partially offset by the recognition of a one off net penalty interest income of S$7.7m in 1Q2018.

2.3 Statement of Profit or Loss – Gross Profit

Gross Profit

Property Development

The decrease was consistent with the decline in revenue recognised in 1Q2019.

Property Holding

The increase was due mainly to the full quarter income contribution from the Hilton Rotterdam hotel which was leased by the Group since February 2018 and higher gross profit contributions from the Crowne Plaza Chengdu Wenjiang and Holiday Inn Express Chengdu Wenjiang Hotspring hotels. This was partially offset by absence of a one-off service income recorded in 1Q2018 and absence of contribution from M Hotel Chengdu which ceased operations in July 2018.

Property Financing

The increase in gross profit was due mainly to the increase in revenue contribution from the business segment.

2.4 European Property Portfolio Performance

In S$'000	1Q2019	1Q2018	Change %
Dutch office income	**6,073**	**5,558**	**9.3%** (3)
European hotel income	**3,126**	**3,743**	**(16.5%)**
- Operating hotels (1)	304	900	(66.2%)(4)
- Leased hotels (2)	2,822	2,843	(0.7%) (5)
Total	**9,199**	**9,301**	**(1.1%)**

(1) Includes the Bilderberg Portfolio and Hilton Rotterdam hotel.

(2) Includes the Le Méridien Frankfurt hotel and Arena Towers Amsterdam (Holiday Inn/Holiday Inn Express).

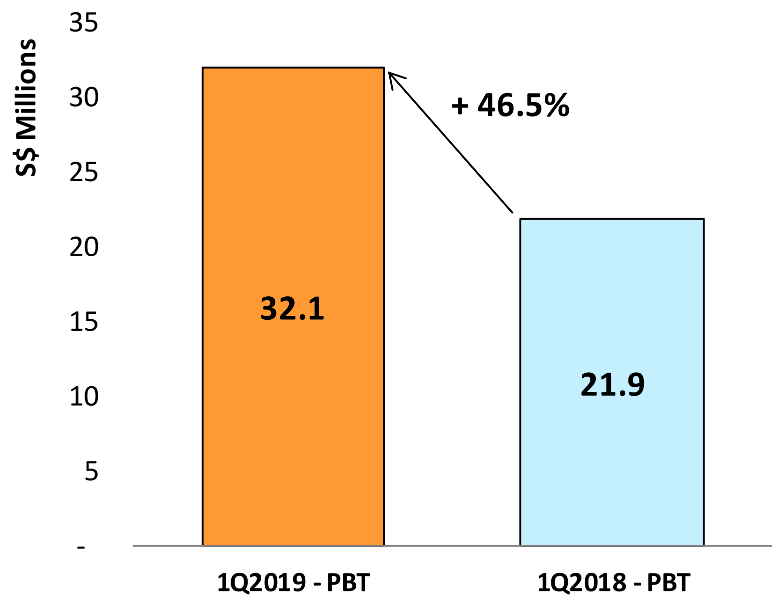
(3) Due mainly to income contribution from the Munthof Amsterdam which has completed its redevelopment in January 2019, and higher rent contribution arising from higher occupancy of the Mondriaan Tower Amsterdam. The development of Oliphant Amsterdam has been completed and is expected to contribute to the income of the Group's European property portfolio from 2H2019.

(4) Due mainly to the disposal of 5 hotels in the Bilderberg hotel portfolio and the softening of the Dutch hospitality market during the quarter, which was partly attributable to the increase in VAT rate from 6% to 9% for hotel rooms and F&B business since 1 January 2019.

(5) Due to the weakening of EUR against S$.

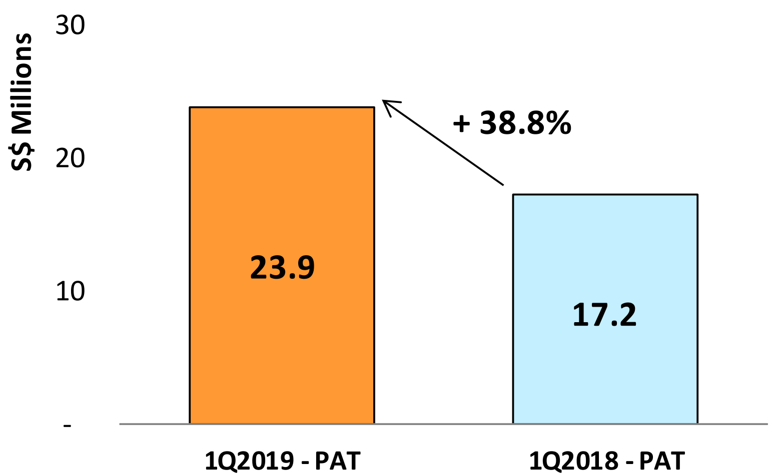
Excluding Dreeftoren Amsterdam and Oliphant Amsterdam, the Dutch office portfolio and European leased hotels (LFA: 125,688 sqm, occupancy of 90%) have a WALT of approximately 9.4 years.

2.5 Statement of Profit or Loss – 1Q2019 vs 1Q2018



The increase in profit before tax was due mainly to:

- Higher share of after-tax profit from associates and joint ventures including first time profit recognition from the Star of East River project [S$8.4m increase]
- Higher gross profit contribution from the property financing and property holding business segments. [S$3.0m increase]
- Higher fair value gain (net) on cross-currency swaps net of foreign exchange loss [S$2.7m increase]



The increase was partially offset by:

- Lower gross profit contribution from the property development business segment [S$1.3m decrease]
- Higher administrative expenses for the quarter [S$3.4m increase]

The adjusted effective tax rate was 24.4% for 1Q2019.

2.7 Statement of Financial Position – Highlights

Statement of Financial Position - Highlights			
In S$'000	31-Mar-19	31-Dec-18	Change %
Total assets	2,669,682	2,381,813	12.1%
Cash and structured deposits (1)	326,204	164,973	97.7%
Contract liabilities	161,196	161,279	(0.1%)
Total debt (2)	795,572	686,728	15.8%
Net asset value (NAV)(3)	1,342,130	1,311,781	2.3%
NAV per share (cents)	205.38	202.21	1.6%
Adjusted NAV per share (cents)(4)	168.62	164.81	2.3%
Gearing ratio (5)	0.35x	0.40x	n.a.

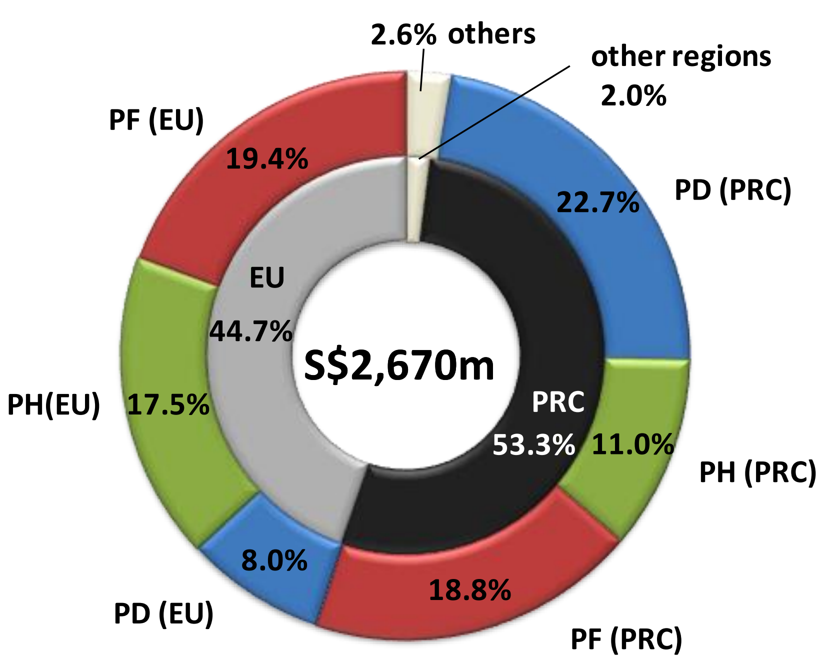
(1) Relates to principal-guaranteed structured deposits placed with financial institutions classified as other investments (current).
(2) Comprises gross borrowings of S$804.3m and S$695.7m net of unamortised upfront fee of S$8.7m and S$9.0m for 31 March 2019 and 31 December 2018 respectively.
(3) NAV includes perpetual convertible capital securities (“Series-1 PCCS”) of S$156.1m (Dec 2018: S$161.3m) and translation reserve of S$21.4m (Dec 2018: S$12.9m), and excludes non-controlling interests.
(4) Represents NAV per share adjusted for the full conversion of Series-1 PCCS to ordinary shares.
(5) Computed as net debt ÷ total equity including non-controlling interests.
Net debt = gross borrowings – cash and structured deposits.

2.8 Statement of Financial Position - Total Assets

Total Assets – by business and geographic segments

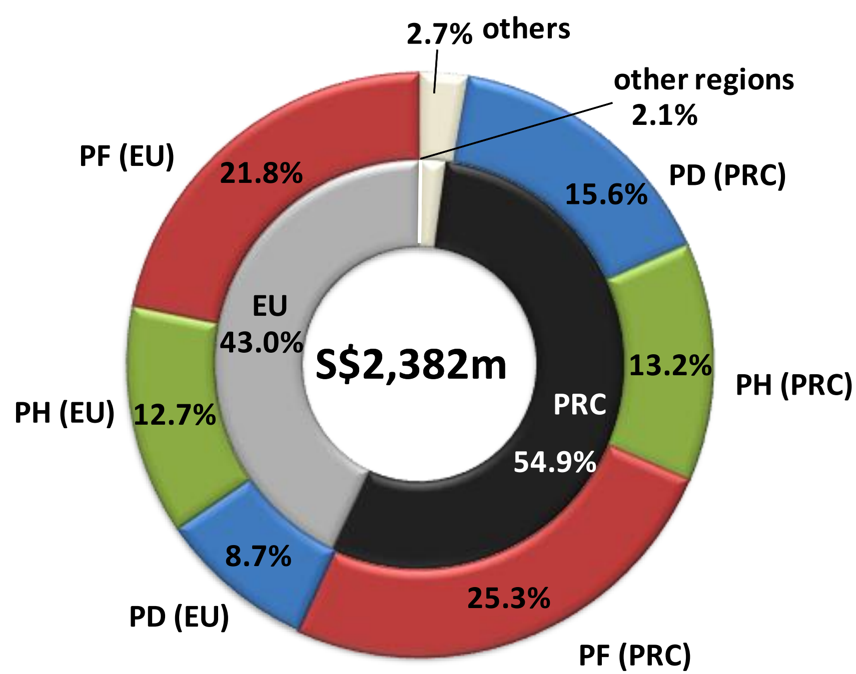
As at 31 March 2019

Total assets: S$2,670m



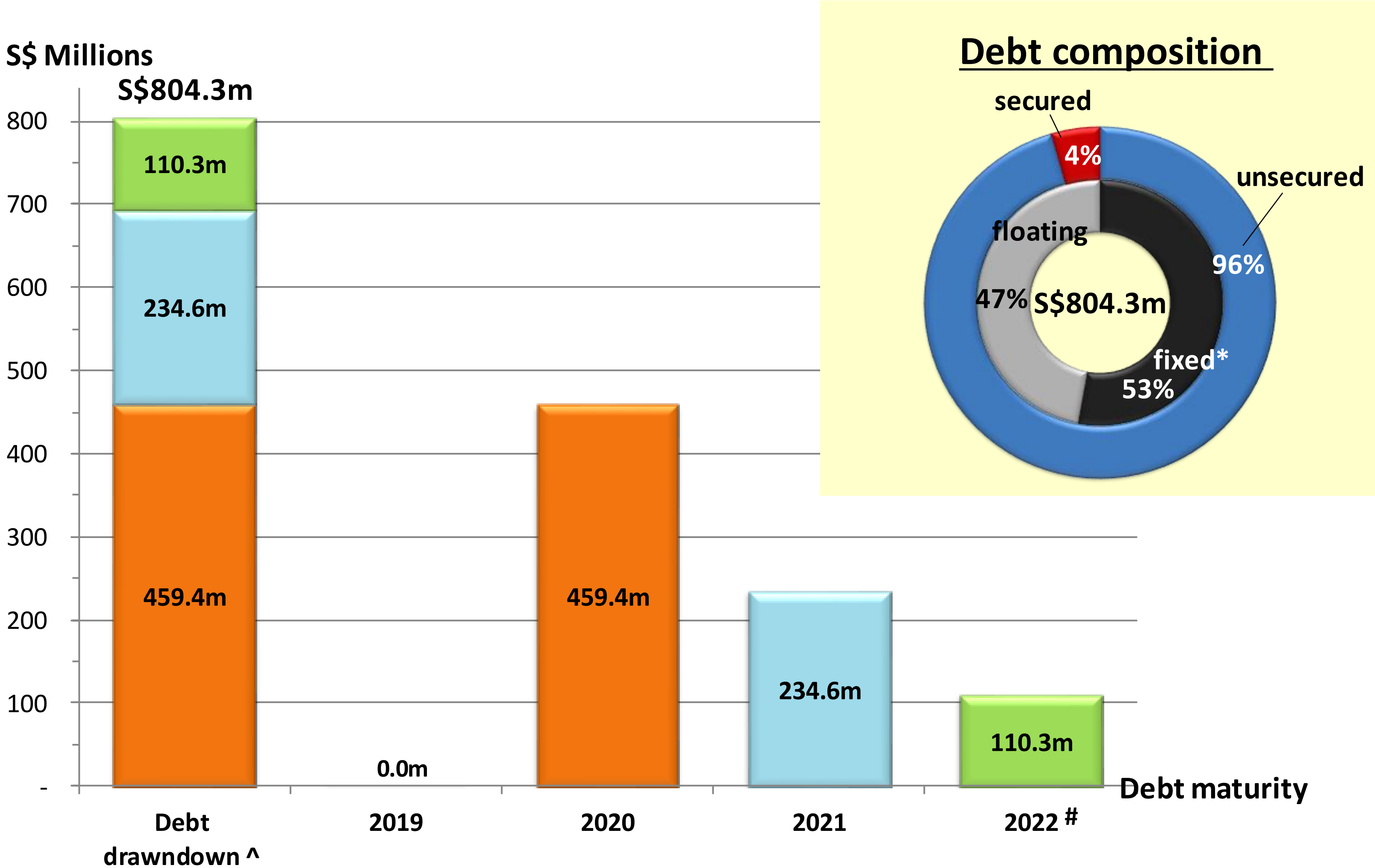
As at 31 December 2018

Total assets: S$2,382m



EU = The Netherlands + Germany
PRC = The People's Republic of China
PD = Property Development
PH = Property Holding
PF = Property Financing

2.9 Debt Maturity and Composition as at 31 March 2019



*Done via cross currency swaps.

^Available remaining headroom of S$249.9m comprises mainly committed credit facilities.

#During the quarter, Group successfully extended a committed unsecured credit facility and concurrently increased the facility by another S$25.0m.

Section 3

Key Business Review 1Q2019 – Property Development

3.1 Property Development – Millennium Waterfront Project, Chengdu

Plot A
- 2,000 residential units, 118 commercial units and 1,722 car park lots
- 80.1% of commercial sold[3]
- 94 commercial units handed over as at 31 March 2019

Plot B
- 2,250 residential units, 96 commercial units, 1,905 car park lots and a three-storey commercial building
- 94.8% of commercial sold[3]
- 89 commercial units and a three-storey commercial building handed over as at 31 March 2019

Plot C
- 1,778 residential units, 91 commercial units and 1,508 car park lots
- 80.4% of commercial sold[3]
- 70 commercial units handed over as at 31 March 2019

Plot D
- 1,274 residential units, 66 commercial units, 1,295 car park lots and two commercial blocks
- 95.3% of commercial sold[3]
- 409 residential and 9 commercial units handed over as at 31 March 2019

Plot G
- Commenced operations of Crowne Plaza Chengdu Wenjiang and Holiday Inn Express Chengdu Wenjiang Hotspring hotels on 28 December 2016 and ancillary hotspring facility on 27 October 2017

Plots E&F
- Expected to comprise elderly care living quarters, a hospital and ancillary commercial facilities
- Commenced construction in 3Q2018 with primary focus initially on Plot F

Notes:
1. This diagram is not drawn to scale.
2. Based on artist's impression which may not be fully representative of the actual development.
3. As at 31 March 2019 and includes sales under option agreements or sale and purchase agreements, as the case may be.

3.2 Property Development – Star of East River Project, Dongguan

Residential Blocks

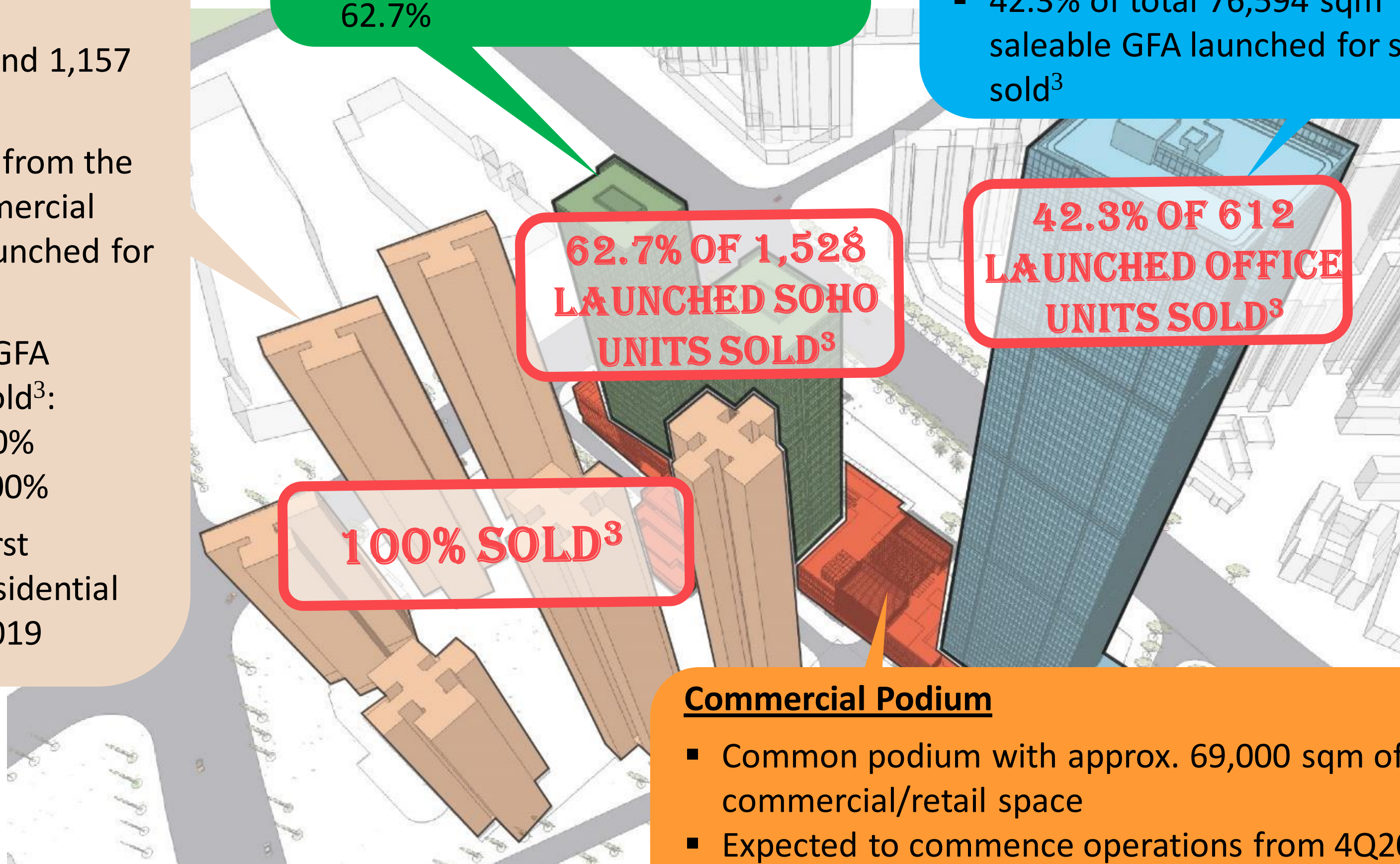
- Six blocks of 1,221 residential units, 1,961 sqm of commercial space and 1,157 car park lots
- All residential units from the six blocks and commercial space have been launched for sale
- % of total saleable GFA launched for sale sold[3]:
  - Residential : 100%
  - Commercial : 100%
- Commenced the first handover of two residential blocks in January 2019

SOHO Blocks

- Two blocks of 2,328 SOHO units
- % of total 49,364 sqm saleable GFA launched for sale sold[3]: 62.7%

Office Block

- 250m high office tower block with approx. 107,000 sqm of office space
- 42.3% of total 76,594 sqm saleable GFA launched for sale sold[3]



Commercial Podium

- Common podium with approx. 69,000 sqm of commercial/retail space
- Expected to commence operations from 4Q2019
- 51.7% of total 31,000 sqm lettable floor area is pre-leased as at 31 March 2019

Notes:

1. This diagram is not drawn to scale.
2. Based on artist's impression which may not be fully representative of the actual development.
3. As at 31 March 2019 and includes sales under option agreements or sale and purchase agreements, as the case may be.

3.3 Property Development – Emerald of the Orient, Dongguan

High-rise Residential Blocks

- Six blocks of 1,076 residential units, including 222 units to be kept for a minimum holding period of 5 years as per land tender conditions, and approx. 2,300 car park lots
- Expected to be launched for sale in phases from mid 2019

Residential Villa Cluster

- 168 residential villas, including 31 villas to be kept for a minimum holding period of 5 years as per land tender conditions
- 100% of the 137 villas launched sold

Others:

- Approx. 89,500 sqm to be built for the municipal comprising office, residential, kindergarten and other general amenities as per the land tender conditions

1. This diagram is not drawn to scale.
2. Based on artist's impression which may not be fully representative of the actual development.
3. Includes sales under option agreements or sale and purchase agreements, as the case may be.
   % sold excludes units to be kept for minimum holding period of 5 years after the housing title certificates have been obtained.

3.4 Property Development – New Development Project in Chang’an, Dongguan

- Riding on the prospective development of the Guangdong-Hong Kong-Macao Greater Bay Area which comprises 11 cities including Dongguan and Shenzhen, the Group has entered into a framework agreement in March 2019 for the potential acquisition of a 100% equity interest in a Hong Kong-incorporated company with a wholly-owned PRC subsidiary which own three adjacent plots of mixed use development land in Chang’an, Dongguan.

- Up to approximately 76,570 sqm of GFA, comprising approximately 66,000 sqm (86%) of residential GFA and approximately 10,570 sqm (14%) of commercial GFA, can be developed on the site. If the acquisition is successful, the Group will take the lead in the management of the development project and work towards the pre-sale launch of Phase 1 as soon as possible.

- The site is situated close to the Chang’an city hall and will be easily accessible to intercity train services (under planning) and highways which connect to Shenzhen city within a 30-minute drive.

3.6 Property Development – Oliphant, Amsterdam Southeast

- The newly developed Oliphant Amsterdam office with 21,136 sqm of net lettable area is currently 61% leased with a WALT of 12.0 years. The Group is in advanced discussions with various potential tenants to lease the bulk of the remaining spaces within FY2019.

- The Group is considering the sale of the Oliphant office property to its associated company, FSMC, to generate development profit while retaining a meaningful stake for future capital appreciation and recurrent income.

3.7 Property Development – Utrecht Hotels

- The development of two Utrecht hotels, namely a 142-room Crowne Plaza hotel and a 193-room Hampton by Hilton hotel, is expected to be completed within FY2019.

- These hotels, which will be managed by the Group, are strategically located adjacent to the approximately 85,700 sqm large scale shopping mall Hoog Catharijne which is situated next to the Utrecht Central Station.

- The Group will also explore the sale of the hotels to FSMC in due course, thereby generating further profit while still maintaining a meaningful stake for future capital gain and recurrent income.

Section 4 Key Business Review 1Q2019 – Property Holding

4.1 Property Holding – Wenjiang Hotels and Hilton Rotterdam Hotel

Crowne Plaza Chengdu Wenjiang and Holiday Inn Express Chengdu Wenjiang Hotspring Hotels

- The Wenjiang hotels continue to display strong growth in both occupancy and room rates with quarter on quarter increase of 12% in RevPar and 84% in GOP.

Hilton Rotterdam

- The Hilton Rotterdam hotel registered a 16% quarter on quarter decrease in GOP resulting from an overall softening of the Dutch hospitality market during the quarter, which was partly attributable to the increase in VAT rate from 6% to 9% for hotel rooms and F&B business since 1 January 2019.

4.2 Property Holding – Bilderberg Hotel Portfolio in The Netherlands

Bilderberg Hotel Portfolio [1]	1Q2019	1Q2018 (restated)	Change
Occupancy	56.2%	58.2%	(2.0%)
ADR	€ 96	€ 99	(3.1%)
RevPar	€ 54	€ 57	(6.5%)
TrevPar	€ 105	€ 111	(5.4%)

(1) The trading results of Bilderberg Hotel Portfolio which comprises 11 owned hotels and one leased hotel. The prior period comparatives have been restated to conform with such presentation.

- The Bilderberg Hotel Portfolio traded downwards arising from an overall softening of the Dutch hospitality market during the quarter, which was partly attributable to the increase in VAT rate from 6% to 9% for hotel rooms and F&B business since 1 January 2019.

Section 5 Key Business Review 1Q2019 – Property Financing

5.1 Property Financing - Overview of Financial Performance

In S$'000	1Q2019	1Q2018	Change %
Secured PRC PF loans to third parties			
- interest	11,212	1,210	826.6%
- penalty interest	-	7,673	n.m.
Unsecured PF loans to the Group's members			
- European associates and JV [(1)]	8,338	7,974	4.6%
- Star of East River Project Co [(2)]	3,102	3,760	(17.5%)
- Dongguan East Sun Limited [(3)]	-	383	n.m.
Others	855	73	n.m.
Total Revenue from PF	**23,507**	**21,073**	**11.6%**
Share of interest income from secured Australian PF loan by Group's members to 3rd parties [(1),(4)]	298	-	n.m.

(1) Relates to non-PRC property financing business
(2) Repaid in March 2019
(3) Repaid in October 2018
(4) Income recognised through share of joint venture's profit

5.2 Property Financing - PRC PF Loan Book

	Average PRC PF loan book [1] for the quarter ended	PRC PF loan book [1] as at
31 March 2019	RMB2,803.3m (S$562.6m)	RMB2,390.0m [2] (S$480.6m)
31 December 2018	RMB1,943.2m (S$396.2m)	RMB2,790.0m (S$556.0m)

(1) Includes the defaulted loan cases.
(2) Includes a RMB500 million loan which was repaid on 2 April 2019.

- While RMB1.1 billion of the PRC loan book has been repaid in March and April 2019, the Group aims to maintain a healthy PRC loan book with a few potential deals in the pipeline.

Thank You

Disclaimer

This document may contain forward-looking statements that involve assumptions, risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, availability of real estate properties, competition from other developments or companies, shifts in customer demands, customers and partners, expected levels of occupancy rate, property rental income, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the current view of management on future events.

Press Release

FIRST SPONSOR ACHIEVED NET PROFIT OF S$23.8 MILLION IN 1Q2019, A 39.0% QUARTER ON QUARTER GROWTH

STRENGTHENING OF THE GROUP'S EUROPEAN RECURRENT INCOME BASE AND EXPANSION OF THE GROUP'S FOOTPRINT IN DONGGUAN

RIGHTS ISSUE TO ARM THE GROUP WITH FINANCIAL RESOURCES TO CAPITALISE ON EXPANSION OPPORTUNITIES

Singapore, 25 April 2019 – Singapore Exchange ("**SGX**") mainboard-listed First Sponsor Group Limited ("**First Sponsor**" or the "**Company**", and together with its subsidiaries, associated companies and joint ventures, the "**Group**"), a mixed property developer in the Netherlands and the People's Republic of China (the "**PRC**"), an owner of commercial properties (including hotels) and a provider of property financing services mainly in the Netherlands, Germany, and the PRC, today announced the Group's unaudited financial results for the first quarter ended 31 March 2019 ("**1Q2019**").

Financial Highlights

In S$'000	1Q2019	1Q2018	Change %
Revenue	45,340	47,804	(5.2%)
Profit attributable to equity holders of the Company	23,804	17,122	39.0%

- The completion of the acquisition of a 94.9% equity stake in the 340-room Westin Bellevue Dresden Hotel and the office development of Oliphant Amsterdam as well as the expected completion of the development of the 142-room Crowne Plaza and 193-room Hampton by Hilton in Utrecht within FY2019, will strengthen the Group's European recurrent income base. The Group is also considering the sale of Oliphant Amsterdam and the Utrecht hotels to FSMC to partially realise capital gains.

- The Group has stepped up its business presence in Dongguan, leveraging on the potential of the Greater Bay Area, with the entry into a framework agreement in March 2019 to acquire a mixed use development site with a GFA of approximately 76,570 sqm in Chang'an, Dongguan which the Group intends to retain a controlling stake on completion of the acquisition.

- To further strengthen the Group's balance sheet so as to arm the Group with financial resources to capitalise on any expansion opportunity, the Company will be undertaking (i) a 1-for-7 rights issue of 3.98% perpetual convertible capital securities with free detachable warrants and (ii) a 1-for-10 bonus issue of warrants. The Company expects to raise up to approximately S$399.3 million in gross cash proceeds from the subscription of the capital securities under the rights issue (up to S$147.9 million) and the exercise of the warrants (up to S$251.4 million).

Mr Neo Teck Pheng, Group Chief Executive Officer, said

"Despite a slight fall in revenue, the Group recorded a profit growth in excess of 39%. The good results can be partly attributed to the strong showing of the property financing business segment which recorded a gross profit of S$21.8 million, a 87% quarter on quarter increase over 1Q2018's S$11.6 million (excluding one-off penalty interest).

On 29 March 2019, the Group completed the acquisition of a 94.9% equity stake in the 340-room Westin Bellevue Dresden Hotel, Germany, based on a commercial property value of approximately €49.5 million (S$75.7 million) including estimated acquisition costs. The acquisition has further expanded the recurrent income base of the Group's property holding business segment in Germany after the acquisition of the 50% equity interest in the Le Méridien Frankfurt last year.

In the Netherlands, the newly developed Oliphant Amsterdam office property with 21,136 sqm of net lettable area is currently 61% leased with a WALT of 12.0 years. The Group is in advanced discussions with various potential tenants to lease the bulk of the remaining spaces within FY2019. The development of the 142-room Crowne Plaza and 193-room Hampton by Hilton hotels in Utrecht is expected to be completed within FY2019. These hotels, which will be managed by the Group, are strategically located adjacent to the approximately 85,700 sqm large scale shopping mall Hoog Catharijne which is situated next to the Utrecht Central Station. The income contribution from these properties will go towards strengthening the European recurrent income base of the Group. The Group is also considering the sale of Oliphant Amsterdam and the Utrecht hotels to its associated company, FSMC, to partially realise capital gains.

On the Dongguan property development front, the Emerald of the Orient development project performed well with all the 137 residential villas available for sale being fully sold within 4 months after sales launch. The Group has entered into a framework agreement in March 2019 for the potential acquisition of a mixed use development site with a GFA of approximately 76,570 sqm in Chang'an, Dongguan. If the acquisition is successful, the Group will work towards the pre-sale launch of Phase 1 as soon as possible.

The Company will be undertaking (i) a 1-for-7 rights issue of 3.98% perpetual convertible capital securities with free detachable warrants and (ii) a 1-for-10 bonus issue of warrants. Each capital security shall be in the denomination of S$1.30 and shall be convertible into one ordinary share in the Company, and each warrant issued pursuant to the rights issue or the bonus issue shall be exercisable for one share at the exercise price of S$1.30. The Company expects to raise up to approximately S$147.9 million in gross cash proceeds from the subscription of the capital securities under the rights issue and intends to redeem all the outstanding Series-1 PCCS on a date falling after the completion of the rights issue and bonus issue. The exercise of the warrants may raise gross proceeds of up to approximately S$251.4 million. The rights issue is expected to close in June 2019 and will further strengthen the Group's balance sheet so as to arm the Group with the necessary financial resources to capitalise on any expansion opportunity."

- End -

Please refer to the Group's unaudited financial results announcement for 1Q2019 and the investor presentation slides dated 25 April 2019 for a detailed review of the Group's performance and prospects. For media enquiries, please contact:

Mr Zhang Jiarong
Senior Vice President – Financial Planning & Analysis
First Sponsor Group Limited
Email: ir@1st-sponsor.com.sg
Tel: (65) 6436 4920 Fax: (65) 6438 3170

About First Sponsor Group Limited

First Sponsor Group Limited ("**First Sponsor**", and together with its subsidiaries, associated companies and joint ventures, the "**Group**"), a mixed property developer in the Netherlands and the People's Republic of China (the "**PRC**"), an owner of commercial properties (including hotels) and a provider of property financing services mainly in the Netherlands, Germany, and the PRC, was listed on the Mainboard of the Singapore Exchange Securities Trading Limited on 22 July 2014. The Group is supported by both its established key controlling shareholders, the Hong Leong group of companies, through its shareholding interests in Millennium & Copthorne Hotels plc, and Tai Tak Estates Sendirian Berhad, a private company with a long operating history, which was incorporated in Singapore in 1954.

Please visit www.1st-sponsor.com.sg for the Group's SGX announcements, financial statements, investor presentations and press releases.

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Issuer & Securities

Issuer/ Manager
FIRST SPONSOR GROUP LIMITED

Security
FIRST SPONSOR GROUP LIMITED - KYG3488W1078 - ADN

Announcement Details

Announcement Title
Outcome of Regulatory Review

Date &Time of Broadcast
25-Apr-2019 06:57:22

Status
Replacement

Corporate Action Reference
SG190325RHDIJE7Q

Submitted By (Co./ Ind. Name)
Neo Teck Pheng

Designation
Group Chief Executive Officer and Executive Director

Event Status
Pending Record Date Announcement

Underwritten
No

Shareholders' Approval Required?
Yes

Shareholders' Approval Obtained
Yes

Financial Year End
31/12/2019

Foreign Shareholder Eligibility
No

Attachment for Intent

FSGL_-_Rights_and_Bonus_Issue_-_Launch_Announcement_New_Structure.pdf

Event Narrative

Narrative Type	Narrative Text
Additional Text	(1) PROPOSED RENOUNCEABLE AND NON-UNDERWRITTEN RIGHTS ISSUE OF SERIES 2 PERPETUAL CONVERTIBLE CAPITAL SECURITIES WITH FREE DETACHABLE WARRANTS EXERCISABLE INTO SHARES ; AND (2) PROPOSED BONUS ISSUE OF WARRANTS EXERCISABLE INTO SHARES
Additional Text	NOTES: (1) Please see attached for more information. (2) "Shareholders' Approval required" refers to the reliance on the General Share Issue Mandate to be obtained at the AGM of the Company to be convened on 24 April 2019. The Company will not be seeking specific approval from Shareholders for the Proposed Exercises.

Dates

Record Date and Time
06/05/2019 17:00:00

Ex Date
03/05/2019

Attachment for Record Date

FSGL_-_Rights_and_Bonus_Issue_-_Notice_of_BCD.pdf

Rights Details

Security Not Found?
No

Renounceable
Yes

Rights Security Distribution Ratio- Underlying
7

Rights Security Distribution Ratio- Rights Security
1

Option Exercise

Issue Price (Per Rights)

SGD 1.3

Renounceable Conditions

Allow Over Subscription

Yes

Attachments

- FSGL - Rights and Bonus Issue - Launch Announcement New Structure.pdf
- FSGL - Rights Issue - Receipt of AIP Announcement.PDF
- FSGL - Rights and Bonus Issue - Notice of BCD.pdf

Total size =788K MB

Related Announcements

Related Announcements

03/04/2019 18:00:19
25/03/2019 23:42:03

FIRST SPONSOR GROUP LIMITED

(Incorporated in the Cayman Islands)
(Registration No. AT-195714)

(1) THE PROPOSED RENOUNCEABLE AND NON-UNDERWRITTEN RIGHTS ISSUE OF SERIES 2 PERPETUAL CONVERTIBLE CAPITAL SECURITIES WITH FREE DETACHABLE WARRANTS EXERCISABLE INTO SHARES; AND

(2) THE PROPOSED BONUS ISSUE OF WARRANTS EXERCISABLE INTO SHARES

NOTICE OF BOOKS CLOSURE DATE

1. INTRODUCTION

The board of directors (the "**Directors**") of First Sponsor Group Limited (the "**Company**") refers to the Company's announcements on 25 March 2019 (the "**March Announcement**") and 3 April 2019 (the "**AIP Announcement**" and, together with the March Announcement, the "**Announcements**") in relation to the proposed:

(a) renounceable and non-underwritten rights issue (the "**Rights Issue**") of up to S$147,874,946.70 in aggregate principal amount of 3.98 per cent. subordinated perpetual convertible capital securities (the "**Series 2 Convertible Securities**") in the denomination of S$1.30 for each Series 2 Convertible Security, with up to 113,749,959 free detachable warrants (the "**Warrants**"), each carrying the right to subscribe for one (1) new Share (collectively, the "**Warrant Exercise Shares**") on the basis of:

  (i) one (1) Series 2 Convertible Security for every seven (7) existing Shares held by the Rights Issue Entitled Shareholders as at the Rights Issue Books Closure Date, fractional entitlements to be disregarded; and

  (ii) one (1) Warrant for every one (1) Series 2 Convertible Security validly subscribed for; and

(b) bonus issue (the "**Bonus Issue**") of up to 79,624,971 Warrants on the basis of one (1) Warrant for every ten (10) existing Shares held by the Bonus Issue Entitled Shareholders as at the Bonus Issue Books Closure Date, fractional entitlements to be disregarded,

(collectively, the "**Proposed Exercises**").

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.

As stated in the March Announcement, the Proposed Exercises are intended to be undertaken pursuant to the General Share Issue Mandate put before the Shareholders for approval at the 2019 AGM. Further to the Announcements, the Company had, on 24 April 2019, obtained Shareholders' approval for the General Share Issue Mandate. Please refer to the Company's announcement dated 24 April 2019 for further details.

2. NOTICE OF BOOKS CLOSURE

Rights Issue Books Closure Date

NOTICE IS HEREBY GIVEN THAT the Register of Members and the Share Transfer Books of the Company will be closed at 5.00 p.m. (Singapore time) on 6 May 2019 (the "**Rights Issue Books Closure Date**"), for the purpose of determining the provisional allotments of Rights Issue Entitled Shareholders to the Series 2 Convertible Securities with Warrants under the Rights Issue.

Bonus Issue Books Closure Date

NOTICE IS HEREBY GIVEN THAT the Register of Members and the Share Transfer Books of the Company will be closed at 5.00 p.m. (Singapore time) on 6 May 2019 (the "**Bonus Issue Books Closure Date**"), for the purpose of determining the entitlements of the Bonus Issue Entitled Shareholders under the Bonus Issue.

Accordingly, the Shares will trade "cum-rights" to the Rights Issue and the Bonus Issue up to 5.00 p.m. (Singapore time) on 2 May 2019 and "ex-rights" to the Rights Issue and the Bonus Issue from 9.00 a.m. (Singapore time) on 3 May 2019. Any person who purchases Shares on and from 3 May 2019 will not be entitled to any provisional allotment of the Series 2 Convertible Securities with Warrants under the Rights Issue or be entitled to participate in the Bonus Issue in respect of such Shares.

3. ELIGIBILITY TO PARTICIPATE IN THE RIGHTS ISSUE AND THE BONUS ISSUE

Eligibility to Participate in the Rights Issue

Rights Issue Entitled Shareholders are entitled to participate in the Rights Issue and to receive the Offer Information Statement, and other accompanying documents (including the Product Highlights Sheet) at their respective Singapore addresses.

Rights Issue Entitled Shareholders will be provisionally allotted the Series 2 Convertible Securities with Warrants under the Rights Issue on the basis of their shareholdings as at the Rights Issue Books Closure Date. They are at liberty to accept (in full or in part) or decline their provisional allotments of Series 2 Convertible Securities with Warrants, and are eligible to apply for additional Series 2 Convertible Securities with Warrants in excess of their provisional allotments under the Rights Issue. Further, in the case of the "nil-paid" rights (evidenced by the provisional allotments of the Series 2 Convertible Securities with Warrants) (the "**Rights**"), Rights Issue Entitled Shareholders are at liberty to renounce or, in the case of Rights Issue Entitled Depositors only, trade on the SGX-ST (during the Rights trading period prescribed by the SGX-ST) their Rights.

Rights Issue 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 Rights Issue Books Closure Date will be provisionally allotted the Series 2 Convertible Securities with Warrants 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 Rights Issue Books Closure Date.

Rights Issue 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 p.m. on the Rights Issue Books Closure Date, in order to be registered to determine the Rights Issue Entitled Scripholder's provisional allotments of the Series 2 Convertible Securities with Warrants under the Rights Issue.

The Series 2 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 the Series 2 Convertible Securities represented by such global certificate will not be entitled to receive definitive security certificates in respect of their individual holdings of the Series 2 Convertible Securities.

Accordingly, Rights Issue Entitled Scripholders and their renouncees who wish to accept their provisional allotments of Series 2 Convertible Securities with Warrants and (if applicable) apply for excess Series 2 Convertible Securities with Warrants, and who wish to trade the Series 2 Convertible Securities and the Warrants 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. Rights Issue Entitled Scripholders or their renouncees 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 Series 2 Convertible Securities and the Warrants 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 Series 2 Convertible Securities with Warrants and (if applicable) applications for excess Series 2 Convertible Securities with Warrants rejected. Unless otherwise determined in the sole discretion of the Company, all dealings in and transactions of the Rights through the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs which are issued to Rights Issue Entitled Scripholders will not be valid for delivery pursuant to trades done on the SGX-ST.

Rights Issue Entitled Scripholders must open Securities Accounts and deposit their share certificates with CDP prior to the Rights Issue Books Closure Date so that their Securities Accounts may be credited by CDP with the Rights. Rights Issue Entitled Scripholders should note that their Securities Accounts will only be credited with the Shares on the 12th Market Day from the date of lodgement of the share certificates with CDP or such later date as CDP may determine.

Foreign Shareholders will not be allowed to participate in the Rights Issue. Accordingly, no provisional allotments of the Series 2 Convertible Securities with Warrants will be made to Foreign Shareholders and no purported acceptance of provisional allotments of Series 2 Convertible Securities with Warrants or application for Series 2 Convertible Securities with Warrants 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

Eligibility to Participate in the Bonus Issue

Bonus Issue Entitled Shareholders are entitled to participate in the Bonus Issue and to receive the Offer Information Statement, and other accompanying documents (including the Product Highlights Sheet) at their respective Singapore addresses.

Bonus Issue Entitled Depositors whose securities accounts with CDP are credited with Shares as at 5.00 p.m. (Singapore time) on the Bonus Issue Books Closure Date will be allotted and issued the Warrants under the Bonus 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 Bonus Issue Books Closure Date.

Bonus Issue 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 p.m. on the Bonus Issue Books Closure Date, in order to be registered to determine the Bonus Issue Entitled Scripholder's allotment of Warrants under the Bonus Issue.

Foreign Shareholders will not be allowed to participate in the Bonus Issue. No allotment and issuance of the Warrants will be made to Foreign Shareholders under the Bonus Issue.

4. APPROVAL IN-PRINCIPLE

Approval in-principle has been obtained from the SGX-ST for the dealing in, listing of and quotation for: (1) up to 113,749,959 Series 2 Convertible Securities; (2) up to 113,749,959 Conversion Shares; (3) up to 193,374,930 Warrants to be issued pursuant to the Rights Issue and the Bonus Issue; and (4) up to 193,374,930 Warrant Exercise Shares on the Official List of the SGX-ST.

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 Bonus Issue, the Company and/or its subsidiaries.

In the event that there are adjustments to the Conversion Price and/or number of Warrants (as the case may be) which would require additional Conversion Shares, Warrants and/or Warrant Exercise Shares (as the case may be) (collectively, "**Adjustment Securities**") to be issued, the Company will seek the approval of the SGX-ST for the dealing in, listing of and quotation for such Adjustment Securities on the Official List of the SGX-ST at the relevant time.

5. IMPORTANT NOTICE FOR HOLDERS OF SERIES 1 CONVERTIBLE SECURITIES

SUBJECT TO THE REQUIREMENTS IN RESPECT OF THE ELIGIBILITY TO PARTICIPATE IN THE PROPOSED EXERCISES (DETAILS OF WHICH ARE SET OUT IN SECTION 6 OF THE MARCH ANNOUNCEMENT AND THE SECTION "ELIGIBILITY TO PARTICIPATE IN THE RIGHTS ISSUE AND THE BONUS ISSUE" ABOVE AND WHICH WILL BE SET OUT IN THE OFFER INFORMATION STATEMENT):

(A) SHAREHOLDERS WHO HOLD SERIES 1 CONVERTIBLE SECURITIES AND WHO WISH TO MAXIMISE THEIR ENTITLEMENTS UNDER THE PROPOSED EXERCISES; AND

(B) HOLDERS OF SERIES 1 CONVERTIBLE SECURITIES WHO ARE NOT SHAREHOLDERS BUT WHO WISH TO PARTICIPATE IN THE PROPOSED EXERCISES,

SHOULD ENSURE THAT THEY DELIVER TO THE CONVERSION AGENT THEIR DULY COMPLETED CONVERSION NOTICE IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE SERIES 1 CONVERTIBLE SECURITIES BEFORE 3.00 P.M. ON 3 MAY 2019.

AS ANNOUNCED BY THE COMPANY ON 14 FEBRUARY 2019, THE BOOKS CLOSURE DATE FOR THE PURPOSE OF DETERMINING SHAREHOLDERS' ENTITLEMENTS TO THE FINAL DIVIDEND WILL BE AT 5.00 P.M. ON 6 MAY 2019. HENCE:

(A) SHAREHOLDERS WHO HOLD SERIES 1 CONVERTIBLE SECURITIES AND WHO WISH TO MAXIMISE THEIR ENTITLEMENTS TO THE FINAL DIVIDEND; AND

(B) HOLDERS OF SERIES 1 CONVERTIBLE SECURITIES WHO ARE NOT SHAREHOLDERS BUT WHO WISH TO BE ENTITLED TO THE FINAL DIVIDEND,

SHOULD ENSURE THAT THEY DELIVER TO THE CONVERSION AGENT THEIR DULY COMPLETED CONVERSION NOTICE IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE SERIES 1 CONVERTIBLE SECURITIES BEFORE 3.00 P.M. ON 3 MAY 2019.

THE FINAL DIVIDEND WILL BE PAID ON OR ABOUT 16 MAY 2019.

DUE TO THE LOW PROPORTION OF SERIES 1 CONVERTIBLE SECURITIES REMAINING OUTSTANDING, HOLDERS OF SERIES 1 CONVERTIBLE SECURITIES SHOULD NOTE THAT THE COMPANY CURRENTLY INTENDS TO REDEEM ALL, AND NOT SOME ONLY, OF THE OUTSTANDING SERIES 1 CONVERTIBLE SECURITIES ON A DATE FALLING AFTER THE COMPLETION OF THE PROPOSED EXERCISES. PLEASE REFER TO THE SECTION TITLED "REDEMPTION OF THE SERIES 1 CONVERTIBLE SECURITIES AFTER THE PROPOSED EXERCISES" IN THE MARCH ANNOUNCEMENT FOR FURTHER INFORMATION.

HOLDERS OF SERIES 1 CONVERTIBLE SECURITIES SHOULD ALSO NOTE THAT THERE IS NO ASSURANCE THAT THE PROPOSED EXERCISES WILL PROCEED AND/OR BE COMPLETED. THE PROPOSED EXERCISES ARE SUBJECT TO, AMONGST OTHERS, THE FOLLOWING:

(A) AIP NOT HAVING BEEN WITHDRAWN; AND

(B) THE LODGEMENT OF THE OFFER INFORMATION STATEMENT, TOGETHER WITH ALL OTHER ACCOMPANYING DOCUMENTS, WITH THE MAS.

THE DELIVERY OF CONVERSION NOTICES MAY NOT BE REVOKED EVEN IF THE PROPOSED EXERCISES DO NOT PROCEED OR COMPLETE.

BY ORDER OF THE BOARD

Neo Teck Pheng
Group Chief Executive Officer and Executive Director
25 April 2019

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 Series 2 Convertible Securities, Conversion Shares, Warrants and/or Warrant Exercise Shares (collectively, the "**Securities**") in any jurisdiction in which such an offer or solicitation is unlawful. No person should acquire any 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 Rights and/or the Securities and the acquisition or purchase of the 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 Announcements, the Offer Information Statement, the Product Highlights Sheet, the provisional allotment letters and/or the application forms for the Series 2 Convertible Securities with Warrants and excess Series 2 Convertible Securities with Warrants 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.

All statements contained in this announcement, press releases and oral statements that may be made by the Company or its Directors, officers or employees acting on its behalf, that are not statements of historical fact, constitute "forward-looking statements". Some of these statements can be identified by words that have a bias towards the future or, are forward-looking such as, without limitation, "anticipate", "aim", "believe", "could", "estimate", "expect", "forecast", "if", "intend", "may", "plan", "possible", "predict", "probable", "project", "seek", "should", "will" and "would" or other similar words. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding the Group's future financial position, operating results, business strategies, plans and future prospects are forward-looking statements. These forward-looking statements, including but not limited to, statements as to the Group's revenue and profitability, prospects, future plans and other matters discussed in this announcement regarding matters that are not historical facts, are merely predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Group's actual future results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements.

Given the risks (both known and unknown), uncertainties and other factors that may cause the Group’s actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward-looking statements in this announcement, undue reliance must not be placed on these statements. The Group's actual future results, performance or achievements may differ materially from those anticipated in these forward-looking statements. Neither the Company nor any other person represents or warrants that the Group's actual future results, performance or achievements will be as discussed in those statements. Further, the Company disclaims any responsibility to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events or circumstances for any reason, even if new information becomes available or other events occur in the future.

The value of the Securities and the income derived from them may fall as well as rise. The Securities are not obligations of, deposits in, or guaranteed by, the Company or any of its affiliates. An investment in the 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 Securities while the Securities are listed. It is intended that holders of the Securities may only deal in the Securities through trading on the SGX-ST.

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

This announcement is not an offer for sale of securities into the United States or elsewhere. The Rights and the Securities are not being registered under 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. 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.

The Conversion Shares and the Warrant Exercise Shares to be allotted and issued pursuant to the exercise of the Warrants (including the new Warrants that may be issued pursuant to any adjustments as set out in the Terms and Conditions of the Warrants) may not be offered to the public in the Cayman Islands unless the Conversion Shares or the Warrant Exercise Shares to be allotted and issued pursuant to the exercise of the Warrants (including the new Warrants that may be issued pursuant to any adjustments as set out in the Terms and Conditions of the Warrants), as the case may be, are listed on the Cayman Islands Stock Exchange.

REPL::BONUS ISSUE/ CAPITALISATION ISSUE::MANDATORY

Issuer & Securities

Issuer/ Manager

FIRST SPONSOR GROUP LIMITED

Security

FIRST SPONSOR GROUP LIMITED - KYG3488W1078 - ADN

Announcement Details

Announcement Title

Bonus Issue/ Capitalisation Issue

Date &Time of Broadcast

25-Apr-2019 07:09:23

Status

Replacement

Corporate Action Reference

SG190214BONUB7KQ

Submitted By (Co./ Ind. Name)

Neo Teck Pheng

Designation

Group Chief Executive Officer and Executive Director

Financial Year End

31/12/2019

Foreign Shareholder Eligibility

No

Event Narrative

Narrative Type	Narrative Text
Additional Text	(1) PROPOSED RENOUNCEABLE AND NON-UNDERWRITTEN RIGHTS ISSUE OF SERIES 2 PERPETUAL CONVERTIBLE CAPITAL SECURITIES WITH FREE DETACHABLE WARRANTS EXERCISABLE INTO SHARES ; AND (2) PROPOSED BONUS ISSUE OF WARRANTS EXERCISABLE INTO SHARES
Additional Text	Please see attached Notice of Books Closure Date announcement for more details.

Event Dates

Record Date and Time

06/05/2019 17:00:00

Ex Date

03/05/2019

Disbursement Details

New Security Details

Security Not Found?

No

Fractional Disposition Method

Round down fraction to last full unit

Security Credit Date

03/06/2019

Distribution Ratio (Additional: Old)

1:10

Attachments

FSGL - Rights and Bonus Issue - Launch Announcement New Structure.pdf

FSGL - Rights Issue - Receipt of AIP Announcement.PDF

FSGL - Rights and Bonus Issue - Notice of BCD.pdf

Total size =788K MB

Related Announcements

Related Announcements

03/04/2019 18:03:36
25/03/2019 23:46:40
14/02/2019 07:25:59

Not for publication or distribution in the United States, Canada, Japan or Australia.

This announcement is not an offer for sale of securities into the United States or elsewhere. The securities 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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(1) THE PROPOSED RENOUNCEABLE AND NON-UNDERWRITTEN RIGHTS ISSUE OF SERIES 2 PERPETUAL CONVERTIBLE CAPITAL SECURITIES WITH FREE DETACHABLE WARRANTS EXERCISABLE INTO SHARES; AND

(2) THE PROPOSED BONUS ISSUE OF WARRANTS EXERCISABLE INTO SHARES

NOTICE OF BOOKS CLOSURE DATE

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1. INTRODUCTION

The board of directors (the "**Directors**") of First Sponsor Group Limited (the "**Company**") refers to the Company's announcements on 25 March 2019 (the "**March Announcement**") and 3 April 2019 (the "**AIP Announcement**" and, together with the March Announcement, the "**Announcements**") in relation to the proposed:

(a) renounceable and non-underwritten rights issue (the "**Rights Issue**") of up to S$147,874,946.70 in aggregate principal amount of 3.98 per cent. subordinated perpetual convertible capital securities (the "**Series 2 Convertible Securities**") in the denomination of S$1.30 for each Series 2 Convertible Security, with up to 113,749,959 free detachable warrants (the "**Warrants**"), each carrying the right to subscribe for one (1) new Share (collectively, the "**Warrant Exercise Shares**") on the basis of:

(i) one (1) Series 2 Convertible Security for every seven (7) existing Shares held by the Rights Issue Entitled Shareholders as at the Rights Issue Books Closure Date, fractional entitlements to be disregarded; and

(ii) one (1) Warrant for every one (1) Series 2 Convertible Security validly subscribed for; and

(b) bonus issue (the "**Bonus Issue**") of up to 79,624,971 Warrants on the basis of one (1) Warrant for every ten (10) existing Shares held by the Bonus Issue Entitled Shareholders as at the Bonus Issue Books Closure Date, fractional entitlements to be disregarded,

(collectively, the "**Proposed Exercises**").

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.

As stated in the March Announcement, the Proposed Exercises are intended to be undertaken pursuant to the General Share Issue Mandate put before the Shareholders for approval at the 2019 AGM. Further to the Announcements, the Company had, on 24 April 2019, obtained Shareholders' approval for the General Share Issue Mandate. Please refer to the Company's announcement dated 24 April 2019 for further details.

2. NOTICE OF BOOKS CLOSURE

Rights Issue Books Closure Date

NOTICE IS HEREBY GIVEN THAT the Register of Members and the Share Transfer Books of the Company will be closed at 5.00 p.m. (Singapore time) on 6 May 2019 (the "**Rights Issue Books Closure Date**"), for the purpose of determining the provisional allotments of Rights Issue Entitled Shareholders to the Series 2 Convertible Securities with Warrants under the Rights Issue.

Bonus Issue Books Closure Date

NOTICE IS HEREBY GIVEN THAT the Register of Members and the Share Transfer Books of the Company will be closed at 5.00 p.m. (Singapore time) on 6 May 2019 (the "**Bonus Issue Books Closure Date**"), for the purpose of determining the entitlements of the Bonus Issue Entitled Shareholders under the Bonus Issue.

Accordingly, the Shares will trade "cum-rights" to the Rights Issue and the Bonus Issue up to 5.00 p.m. (Singapore time) on 2 May 2019 and "ex-rights" to the Rights Issue and the Bonus Issue from 9.00 a.m. (Singapore time) on 3 May 2019. Any person who purchases Shares on and from 3 May 2019 will not be entitled to any provisional allotment of the Series 2 Convertible Securities with Warrants under the Rights Issue or be entitled to participate in the Bonus Issue in respect of such Shares.

3. ELIGIBILITY TO PARTICIPATE IN THE RIGHTS ISSUE AND THE BONUS ISSUE

Eligibility to Participate in the Rights Issue

Rights Issue Entitled Shareholders are entitled to participate in the Rights Issue and to receive the Offer Information Statement, and other accompanying documents (including the Product Highlights Sheet) at their respective Singapore addresses.

Rights Issue Entitled Shareholders will be provisionally allotted the Series 2 Convertible Securities with Warrants under the Rights Issue on the basis of their shareholdings as at the Rights Issue Books Closure Date. They are at liberty to accept (in full or in part) or decline their provisional allotments of Series 2 Convertible Securities with Warrants, and are eligible to apply for additional Series 2 Convertible Securities with Warrants in excess of their provisional allotments under the Rights Issue. Further, in the case of the "nil-paid" rights (evidenced by the provisional allotments of the Series 2 Convertible Securities with Warrants) (the "**Rights**"), Rights Issue Entitled Shareholders are at liberty to renounce or, in the case of Rights Issue Entitled Depositors only, trade on the SGX-ST (during the Rights trading period prescribed by the SGX-ST) their Rights.

Rights Issue 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 Rights Issue Books Closure Date will be provisionally allotted the Series 2 Convertible Securities with Warrants 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 Rights Issue Books Closure Date.

Rights Issue 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 p.m. on the Rights Issue Books Closure Date, in order to be registered to determine the Rights Issue Entitled Scripholder's provisional allotments of the Series 2 Convertible Securities with Warrants under the Rights Issue.

The Series 2 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 the Series 2 Convertible Securities represented by such global certificate will not be entitled to receive definitive security certificates in respect of their individual holdings of the Series 2 Convertible Securities.

Accordingly, Rights Issue Entitled Scripholders and their renouncees who wish to accept their provisional allotments of Series 2 Convertible Securities with Warrants and (if applicable) apply for excess Series 2 Convertible Securities with Warrants, and who wish to trade the Series 2 Convertible Securities and the Warrants 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. Rights Issue Entitled Scripholders or their renouncees 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 Series 2 Convertible Securities and the Warrants 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 Series 2 Convertible Securities with Warrants and (if applicable) applications for excess Series 2 Convertible Securities with Warrants rejected. Unless otherwise determined in the sole discretion of the Company, all dealings in and transactions of the Rights through the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs which are issued to Rights Issue Entitled Scripholders will not be valid for delivery pursuant to trades done on the SGX-ST.

Rights Issue Entitled Scripholders must open Securities Accounts and deposit their share certificates with CDP prior to the Rights Issue Books Closure Date so that their Securities Accounts may be credited by CDP with the Rights. Rights Issue Entitled Scripholders should note that their Securities Accounts will only be credited with the Shares on the 12th Market Day from the date of lodgement of the share certificates with CDP or such later date as CDP may determine.

Foreign Shareholders will not be allowed to participate in the Rights Issue. Accordingly, no provisional allotments of the Series 2 Convertible Securities with Warrants will be made to Foreign Shareholders and no purported acceptance of provisional allotments of Series 2 Convertible Securities with Warrants or application for Series 2 Convertible Securities with Warrants 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

Eligibility to Participate in the Bonus Issue

Bonus Issue Entitled Shareholders are entitled to participate in the Bonus Issue and to receive the Offer Information Statement, and other accompanying documents (including the Product Highlights Sheet) at their respective Singapore addresses.

Bonus Issue Entitled Depositors whose securities accounts with CDP are credited with Shares as at 5.00 p.m. (Singapore time) on the Bonus Issue Books Closure Date will be allotted and issued the Warrants under the Bonus 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 Bonus Issue Books Closure Date.

Bonus Issue 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 p.m. on the Bonus Issue Books Closure Date, in order to be registered to determine the Bonus Issue Entitled Scripholder's allotment of Warrants under the Bonus Issue.

Foreign Shareholders will not be allowed to participate in the Bonus Issue. No allotment and issuance of the Warrants will be made to Foreign Shareholders under the Bonus Issue.

4. APPROVAL IN-PRINCIPLE

Approval in-principle has been obtained from the SGX-ST for the dealing in, listing of and quotation for: (1) up to 113,749,959 Series 2 Convertible Securities; (2) up to 113,749,959 Conversion Shares; (3) up to 193,374,930 Warrants to be issued pursuant to the Rights Issue and the Bonus Issue; and (4) up to 193,374,930 Warrant Exercise Shares on the Official List of the SGX-ST.

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 Bonus Issue, the Company and/or its subsidiaries.

In the event that there are adjustments to the Conversion Price and/or number of Warrants (as the case may be) which would require additional Conversion Shares, Warrants and/or Warrant Exercise Shares (as the case may be) (collectively, "**Adjustment Securities**") to be issued, the Company will seek the approval of the SGX-ST for the dealing in, listing of and quotation for such Adjustment Securities on the Official List of the SGX-ST at the relevant time.

5. IMPORTANT NOTICE FOR HOLDERS OF SERIES 1 CONVERTIBLE SECURITIES

SUBJECT TO THE REQUIREMENTS IN RESPECT OF THE ELIGIBILITY TO PARTICIPATE IN THE PROPOSED EXERCISES (DETAILS OF WHICH ARE SET OUT IN SECTION 6 OF THE MARCH ANNOUNCEMENT AND THE SECTION "ELIGIBILITY TO PARTICIPATE IN THE RIGHTS ISSUE AND THE BONUS ISSUE" ABOVE AND WHICH WILL BE SET OUT IN THE OFFER INFORMATION STATEMENT):

(A) SHAREHOLDERS WHO HOLD SERIES 1 CONVERTIBLE SECURITIES AND WHO WISH TO MAXIMISE THEIR ENTITLEMENTS UNDER THE PROPOSED EXERCISES; AND

(B) HOLDERS OF SERIES 1 CONVERTIBLE SECURITIES WHO ARE NOT SHAREHOLDERS BUT WHO WISH TO PARTICIPATE IN THE PROPOSED EXERCISES,

SHOULD ENSURE THAT THEY DELIVER TO THE CONVERSION AGENT THEIR DULY COMPLETED CONVERSION NOTICE IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE SERIES 1 CONVERTIBLE SECURITIES BEFORE 3.00 P.M. ON 3 MAY 2019.

AS ANNOUNCED BY THE COMPANY ON 14 FEBRUARY 2019, THE BOOKS CLOSURE DATE FOR THE PURPOSE OF DETERMINING SHAREHOLDERS' ENTITLEMENTS TO THE FINAL DIVIDEND WILL BE AT 5.00 P.M. ON 6 MAY 2019. HENCE:

(A) SHAREHOLDERS WHO HOLD SERIES 1 CONVERTIBLE SECURITIES AND WHO WISH TO MAXIMISE THEIR ENTITLEMENTS TO THE FINAL DIVIDEND; AND

(B) HOLDERS OF SERIES 1 CONVERTIBLE SECURITIES WHO ARE NOT SHAREHOLDERS BUT WHO WISH TO BE ENTITLED TO THE FINAL DIVIDEND,

SHOULD ENSURE THAT THEY DELIVER TO THE CONVERSION AGENT THEIR DULY COMPLETED CONVERSION NOTICE IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE SERIES 1 CONVERTIBLE SECURITIES BEFORE 3.00 P.M. ON 3 MAY 2019.

THE FINAL DIVIDEND WILL BE PAID ON OR ABOUT 16 MAY 2019.

DUE TO THE LOW PROPORTION OF SERIES 1 CONVERTIBLE SECURITIES REMAINING OUTSTANDING, HOLDERS OF SERIES 1 CONVERTIBLE SECURITIES SHOULD NOTE THAT THE COMPANY CURRENTLY INTENDS TO REDEEM ALL, AND NOT SOME ONLY, OF THE OUTSTANDING SERIES 1 CONVERTIBLE SECURITIES ON A DATE FALLING AFTER THE COMPLETION OF THE PROPOSED EXERCISES. PLEASE REFER TO THE SECTION TITLED "REDEMPTION OF THE SERIES 1 CONVERTIBLE SECURITIES AFTER THE PROPOSED EXERCISES" IN THE MARCH ANNOUNCEMENT FOR FURTHER INFORMATION.

HOLDERS OF SERIES 1 CONVERTIBLE SECURITIES SHOULD ALSO NOTE THAT THERE IS NO ASSURANCE THAT THE PROPOSED EXERCISES WILL PROCEED AND/OR BE COMPLETED. THE PROPOSED EXERCISES ARE SUBJECT TO, AMONGST OTHERS, THE FOLLOWING:

(A) AIP NOT HAVING BEEN WITHDRAWN; AND

(B) THE LODGEMENT OF THE OFFER INFORMATION STATEMENT, TOGETHER WITH ALL OTHER ACCOMPANYING DOCUMENTS, WITH THE MAS.

THE DELIVERY OF CONVERSION NOTICES MAY NOT BE REVOKED EVEN IF THE PROPOSED EXERCISES DO NOT PROCEED OR COMPLETE.

BY ORDER OF THE BOARD

Neo Teck Pheng
Group Chief Executive Officer and Executive Director
25 April 2019

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 Series 2 Convertible Securities, Conversion Shares, Warrants and/or Warrant Exercise Shares (collectively, the "**Securities**") in any jurisdiction in which such an offer or solicitation is unlawful. No person should acquire any 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 Rights and/or the Securities and the acquisition or purchase of the 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 Announcements, the Offer Information Statement, the Product Highlights Sheet, the provisional allotment letters and/or the application forms for the Series 2 Convertible Securities with Warrants and excess Series 2 Convertible Securities with Warrants 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.

All statements contained in this announcement, press releases and oral statements that may be made by the Company or its Directors, officers or employees acting on its behalf, that are not statements of historical fact, constitute "forward-looking statements". Some of these statements can be identified by words that have a bias towards the future or, are forward-looking such as, without limitation, "anticipate", "aim", "believe", "could", "estimate", "expect", "forecast", "if", "intend", "may", "plan", "possible", "predict", "probable", "project", "seek", "should", "will" and "would" or other similar words. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding the Group's future financial position, operating results, business strategies, plans and future prospects are forward-looking statements. These forward-looking statements, including but not limited to, statements as to the Group's revenue and profitability, prospects, future plans and other matters discussed in this announcement regarding matters that are not historical facts, are merely predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Group's actual future results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements.

Given the risks (both known and unknown), uncertainties and other factors that may cause the Group’s actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward-looking statements in this announcement, undue reliance must not be placed on these statements. The Group's actual future results, performance or achievements may differ materially from those anticipated in these forward-looking statements. Neither the Company nor any other person represents or warrants that the Group's actual future results, performance or achievements will be as discussed in those statements. Further, the Company disclaims any responsibility to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events or circumstances for any reason, even if new information becomes available or other events occur in the future.

The value of the Securities and the income derived from them may fall as well as rise. The Securities are not obligations of, deposits in, or guaranteed by, the Company or any of its affiliates. An investment in the 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 Securities while the Securities are listed. It is intended that holders of the Securities may only deal in the Securities through trading on the SGX-ST.

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

This announcement is not an offer for sale of securities into the United States or elsewhere. The Rights and the Securities are not being registered under 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. 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.

The Conversion Shares and the Warrant Exercise Shares to be allotted and issued pursuant to the exercise of the Warrants (including the new Warrants that may be issued pursuant to any adjustments as set out in the Terms and Conditions of the Warrants) may not be offered to the public in the Cayman Islands unless the Conversion Shares or the Warrant Exercise Shares to be allotted and issued pursuant to the exercise of the Warrants (including the new Warrants that may be issued pursuant to any adjustments as set out in the Terms and Conditions of the Warrants), as the case may be, are listed on the Cayman Islands Stock Exchange.