

FIRST SPONSOR GROUP LIMITED

(Company Registration No. AT-195714)

(Incorporated in the Cayman Islands on 24 September 2007)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of First Sponsor Group Limited (the "Company") will be held at M hotel – Banquet Suite Level 10, 81 Anson Road, Singapore 079908 on Monday, 27 April 2015 at 3.00 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2014 and the Directors' Report and the Auditors' Report thereon. **(Resolution 1)**
2. To declare a final tax exempt (one-tier) dividend of 0.76 Singapore cents per ordinary share for the financial year ended 31 December 2014. **(Resolution 2)**
3. To approve the Directors' fees of S\$151,748 for the financial year ended 31 December 2014. **(Resolution 3)**
4. To approve the Directors' fees of S\$244,000 for the financial year ending 31 December 2015 (payable quarterly in arrears). **(Resolution 4)**
5. To re-elect the following Directors retiring pursuant to Article 85(6) of the Company's Articles of Association:
 - (i) Mdm Ting Ping Ee, Joan Maria **(Resolution 5)**
 - (ii) Mr Yee Chia Hsing **(Resolution 6)**
 - (iii) Mr Hwang Han-Lung Basil **(Resolution 7)**

Mdm Ting Ping Ee, Joan Maria, who is an Independent Non-Executive Director, if re-elected as Director of the Company, will remain as Chairperson of the Nominating Committee and a member of the Audit and Remuneration Committees. She will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").

Mr Yee Chia Hsing, who is the Lead Director, if re-elected as Director of the Company, will remain as Chairman of the Audit Committee and a member of the Nominating Committee. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

Mr Hwang Han-Lung Basil, who is an Independent Non-Executive Director, if re-elected as Director of the Company, will remain as Chairman of the Remuneration Committee. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

6. To re-appoint KPMG LLP, as Auditors of the Company for the financial year ending 31 December 2015 and to authorise the Directors to fix their remuneration. **(Resolution 8)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as ordinary resolutions with or without modifications:

7. AUTHORITY TO ISSUE SHARES

"That, authority be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, to:

- (a) (i) issue shares in the capital of the Company ("Shares") whether by way of bonus, rights or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, options, debentures or other instruments convertible into Shares; and/or
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issue; and
- (b) (notwithstanding the authority conferred by this resolution ("Resolution") may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
 - (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not be more than 50% of the total number of issued shares (excluding treasury shares), in the capital of the Company or such other limit as may be prescribed by the SGX-ST as at the date the general mandate is passed;
 - (ii) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to existing shareholders shall not be more than twenty per cent (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company or such other limit as may be prescribed by the SGX-ST as at the date the general mandate is passed;
 - (iii) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraphs (i) and (ii) above, the total number of issued shares (excluding treasury shares) shall be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company as at the date the general mandate is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or employee stock options or vesting of share awards which are outstanding or subsisting at the date the general mandate is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares; and
 - (iv) unless earlier revoked or varied by the Company in general meeting, such authority shall continue in force until the next annual general meeting or the date by which the next annual general meeting is required by law to be held, whichever is earlier." (See Explanatory Note 1) **(Resolution 9)**

8. To transact any other business which may be properly transacted at the Annual General Meeting.

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Register of Members and Share Transfer Books of the Company will be closed on 6 May 2015 to determine shareholders' entitlements to the proposed dividend. Duly completed registrable transfers of shares received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (a business division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road, #02-00 Singapore 068898, up to 5.00 p.m. on 5 May 2015 will be registered to determine shareholders' entitlements to the proposed dividend. Subject as aforesaid, shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 5 May 2015 will be entitled to the dividend.

The proposed dividend, if approved by the members at the Annual General Meeting, will be paid on 26 May 2015.

BY ORDER OF THE BOARD

LOW MEI WAN (MS)

Company Secretary

10 April 2015

Explanatory Note:

1. Resolution 9, if passed, will authorise and empower the Directors of the Company from the date of the above Meeting until the next annual general meeting to issue shares and/or shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 9 in the Company up to an amount not exceeding in aggregate fifty per cent (50%) of the total number of issued shares (excluding treasury shares) of which the total number of shares and shares to be issued in pursuance of Instruments made or granted pursuant to Resolution 9 issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next annual general meeting of the Company.

Notes:

1. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his/her proxy to attend and vote for him/her. A shareholder who is the holder of two or more shares in the capital of the Company may appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
2. A shareholder who wishes to appoint more than one proxy must specify the proportion of the number of the shares (expressed as a percentage of the whole) to be represented by each proxy. If no proportion of number of the shareholder's shares is specified, the proxy whose name appears first be deemed to carry 100 per cent of the number of the shareholder's shares of his/her appointer and the proxy whose name appears second shall be deemed to be appointed in the alternate.
3. If a shareholder being a Depositor whose name appears in the Register (as defined in Bye-Laws of the Company) wishes to nominate an Appointee/Appointees to attend and vote as proxy for The Central Depository (Pte) Limited at the Annual General Meeting, the Depository Proxy Form must be completed, signed and deposited at the office of the Singapore Share Registrar and Share Transfer Office either by hand at 80 Robinson Road, #11-02 Singapore 068898 or by post at 80 Robinson Road, #02-00 Singapore 068898, not less than forty-eight (48) hours before the time appointed for the Annual General Meeting.
4. If the appointor is a corporation, the Proxy Form/Depository Proxy Form must be executed under its common seal or under the hand of its officer or attorney duly authorised in writing.
5. Delivery of Proxy Form/Depository Proxy Form shall not preclude a shareholder from attending and voting in person at the annual general meeting or any adjournment thereof and in such event, the Proxy Form/Depository Proxy Form shall be deemed to be revoked.
6. The Proxy Form/Depository Proxy Form must be duly completed, signed and deposited at the office of the Singapore Share Registrar and Share Transfer Office either by hand at 80 Robinson Road, #11-02 Singapore 068898 or by post at 80 Robinson Road, #02-00 Singapore 068898, not less than forty-eight (48) hours before the time appointed for the Annual General Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting of the Company and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting of the Company (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.