

**PROPOSED DISPOSAL OF ASSOCIATED COMPANY – B.V. LANDGOED LAUSWOLT**

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**1. INTRODUCTION**

Pursuant to Rule 704(18)(c) of the listing manual of the Singapore Exchange Securities Trading Limited, the Board of Directors of First Sponsor Group Limited (“**Company**”, and collectively with its subsidiaries, “**Group**”) wishes to announce that its 31.4%-owned indirect associated company, Queens Bilderberg (Nederland) B.V. (“**Vendor**”), has on 9 June 2018 entered into a conditional sale and purchase agreement (“**S&P Agreement**”) with Landgoed Oranjewoud Participaties B.V. (“**Purchaser**”) pursuant to which the Vendor has agreed to sell to the Purchaser, and the Purchaser has agreed to purchase from the Vendor, 18,152 shares in the capital of B.V. Landgoed Lauswolt (“**Landgoed Lauswolt**”), each with a nominal value of €1 (“**Sale Shares**”), representing the entire issued share capital of Landgoed Lauswolt (“**Disposal**”), upon the terms and subject to the conditions of the S&P Agreement.

The aggregate purchase price for the Sale Shares is based on an agreed commercial value of the Hotel (as defined below) of €6,875,000 (approximately S\$10.8 million<sup>1</sup>) (“**Base Purchase Price**”), subject to certain net debt and working capital adjustments. Please refer to paragraph 3 of this announcement for further information.

Upon completion of the Disposal (“**Completion**”), Landgoed Lauswolt and its wholly-owned subsidiary, B.V. Hotel-Restaurant “Lauswolt” (“**Hotel Opco**”), will cease to be associated companies of the Group.

**2. INFORMATION ON LANDGOED LAUSWOLT AND THE PURCHASER**

2.1 **Information on Landgoed Lauswolt.** Landgoed Lauswolt is a private limited liability company incorporated in the Netherlands. It owns Bilderberg Landgoed Lauswolt (“**Hotel**”), a 65-room five-star hotel. The Hotel sits on a parcel of freehold land located at Van Harinxmaweg 10, 9244 CJ, Beetsterzwaag, the Netherlands, and has a total gross floor area of approximately 6,815 square metres. The Hotel is operated by Hotel Opco.

Based on the unaudited consolidated financial statements of the Group for the three months period ended 31 March 2018, the net book value attributable to the Group’s pro-rata portion of the Sale Shares was approximately €739,000 (approximately S\$1.2 million). The Group’s 33.0%-owned indirect associated company, FSMC NL Property Group B.V., had appointed CBRE to undertake a desktop valuation of the Hotel for the purpose of the acquisition of the Vendor in 2017. Based on such desktop valuation, as at 1 August 2017, the Hotel had a market value of €2.4 million (approximately S\$3.8 million) (using the discounted cash flow-based profits method of valuation).

The Disposal is not expected to have any material impact on the consolidated earnings per share and the consolidated net tangible assets per share of the Company for the current financial year.

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<sup>1</sup> Unless otherwise stated, the exchange rate of €1.00 : S\$1.5751 is used in this announcement.

2.2 **Information on the Purchaser.** The Purchaser is a private limited liability company incorporated in the Netherlands and is a wholly-owned subsidiary of Landgoed Oranjewoud Holding B.V. which, in turn, is a wholly-owned subsidiary of Stichting FB Oranjewoud. Stichting FB Oranjewoud is a foundation that aims to improve the social, economic and cultural climate of the Northern Netherlands.

### 3. PURCHASE PRICE

3.1 **Base Purchase Price.** The Base Purchase Price was calculated on a cash-free debt-free basis and was arrived at after arm's length negotiations, on a willing-buyer and willing-seller basis, taking into account, among others, the current property market conditions in the Netherlands and the EBITDA<sup>2</sup> of the Hotel.

3.2 **Payment of Deposit.** Pursuant to the S&P Agreement, the Purchaser shall, on the first business day after the execution of the S&P Agreement, pay an amount equal to 10% of the Base Purchase Price to a notary, to be held in escrow pending release to the Vendor upon Completion.

3.3 **Computation and Mode of Payment.** Pursuant to the S&P Agreement, the computation and mode of payment of the aggregate purchase price for the Sale Shares ("**Purchase Price**") shall be as follows:

(a) **Estimated Purchase Price**

On the date of Completion ("**Completion Date**"), the Purchaser shall pay in cash an estimate of the Purchase Price ("**Estimated Purchase Price**") which is an amount equal to the Base Purchase Price plus certain net debt and working capital adjustments (based on estimates as at the end of the day before the Completion Date ("**Effective Time**"). If the Deposit or any part thereof is released to the Vendor on the Completion Date, such amount shall be deducted from the Estimated Purchase Price to be wired by the Purchaser on the Completion Date.

(b) **Post-Completion Computation of Purchase Price**

As soon as practicable and in any event within 60 business days after the Completion Date, the Purchaser shall prepare and deliver to the Vendor, draft unaudited statements of the actual net debt and actual working capital respectively as at the Effective Time in the form agreed in the S&P Agreement ("**Completion Statements**"). After the Completion Statements have been finalized and agreed between the parties, any difference between the actual net debt or the actual working capital and the estimated net debt or (as the case may be) the estimated working capital shall be settled between the Purchaser and the Vendor in accordance with the S&P Agreement.

### 4. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the directors or controlling shareholders of the Company has any interest, direct or indirect (other than through their shareholdings in the Company), in the Disposal.

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<sup>2</sup> EBITDA denotes earnings before interest, tax, depreciation and amortisation.

**5. DOCUMENT AVAILABLE FOR INSPECTION**

A copy of the S&P Agreement is available for inspection during normal business hours at the Company's business address at 63 Market Street, #06-03, Bank of Singapore Centre, Singapore 048942 for a period of three (3) months from the date of this announcement.

BY ORDER OF THE BOARD  
FIRST SPONSOR GROUP LIMITED

Neo Teck Pheng  
Group Chief Executive Officer and Executive Director

11 June 2018