



**FIRST SPONSOR GROUP LIMITED  
AND SUBSIDIARY COMPANIES**

**SGX APPENDIX 7.2 ANNOUNCEMENT  
FOR THE SECOND HALF YEAR AND FINANCIAL YEAR ENDED  
31 DECEMBER 2024**

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**FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES**

**CONDENSED INTERIM CONSOLIDATED INCOME STATEMENT**

**For the second half year and financial year ended 31 December 2024**

		Group Half year ended 31 December		Group Full year ended 31 December	
	Note	2024 S\$'000 (Unaudited)	2023 S\$'000 (Unaudited)	2024 S\$'000 (Unaudited)	2023 S\$'000 (Audited)
Revenue	4	144,686	147,039	317,559	282,928
Cost of sales		(80,650)	(80,589)	(181,711)	(151,056)
<b>Gross profit</b>		64,036	66,450	135,848	131,872
Administrative expenses		(27,300)	(21,764)	(51,577)	(47,708)
Selling expenses		(8,059)	(8,546)	(17,727)	(17,312)
Other income/(expenses) (net)		21,012	(9,136)	29,922	(12,306)
Other gains (net)	5	70	3,878	374	3,873
<b>Results from operating activities</b>		49,759	30,882	96,840	58,419
Finance income		25,219	30,586	51,238	53,254
Finance costs		(47,674)	(47,053)	(94,829)	(81,347)
<b>Net finance costs</b>		(22,455)	(16,467)	(43,591)	(28,093)
Share of after-tax profit/(loss) of associates and joint ventures (net)		53,023	734	59,510	(2,630)
<b>Profit before tax</b>	6	80,327	15,149	112,759	27,696
Tax expense	7	(5,567)	(9,886)	(23,051)	(14,617)
<b>Profit for the period/year</b>		74,760	5,263	89,708	13,079
Attributable to:					
Equity holders of the Company		81,093	1,917	93,017	12,522
Non-controlling interests		(6,333)	3,346	(3,309)	557
<b>Profit for the period/year</b>		74,760	5,263	89,708	13,079
<b>Earnings per share (cents)</b>					
- Basic		7.19	0.19	8.29	1.29
- Diluted		6.53	0.16	7.86	1.08

**FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES**

**CONDENSED INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

**For the second half year and financial year ended 31 December 2024**

	Group Half year ended 31 December		Group Full year ended 31 December	
	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>Profit for the period/year</b>	74,760	5,263	89,708	13,079
<b>Other comprehensive income</b>				
<b>Items that are or may be reclassified subsequently to profit or loss:</b>				
Translation difference realised on disposal of a subsidiary	—	(93)	—	(93)
Share of translation differences on financial statements of foreign associates and joint ventures, net of tax	(11,921)	(5,113)	(6,265)	(42,396)
Translation differences on financial statements of foreign subsidiaries, net of tax	(20,998)	(3,508)	(20,501)	(11,053)
<b>Other comprehensive income for the period/year, net of tax</b>	(32,919)	(8,714)	(26,766)	(53,542)
<b>Total comprehensive income for the period/year</b>	<u>41,841</u>	<u>(3,451)</u>	<u>62,942</u>	<u>(40,463)</u>
<b>Total comprehensive income attributable to:</b>				
Equity holders of the Company	50,043	(7,105)	74,434	(36,685)
Non-controlling interests	(8,202)	3,654	(11,492)	(3,778)
<b>Total comprehensive income for the period/year</b>	<u>41,841</u>	<u>(3,451)</u>	<u>62,942</u>	<u>(40,463)</u>

**FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES**

**CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**

**As at 31 December 2024**

Note	Group		Company	
	As at 31 December 2024 S\$'000 (Unaudited)	As at 31 December 2023 S\$'000 (Audited)	As at 31 December 2024 S\$'000 (Unaudited)	As at 31 December 2023 S\$'000 (Audited)
<b>Non-current assets</b>				
Property, plant and equipment	584,216	603,837	953	1,126
Investment properties	222,267	169,858	—	—
Goodwill	6,779	23,315	—	—
Subsidiaries	—	—	3,199,782	1,759,602
Interests in associates and joint ventures	1,447,656	1,256,002	11	9,680
Derivative assets	26,402	57,016	26,402	57,016
Other investments	11,784	27,115	—	—
Deferred tax assets	20,327	30,336	—	—
Trade and other receivables	307,348	366,957	—	—
	<u>2,626,779</u>	<u>2,534,436</u>	<u>3,227,148</u>	<u>1,827,424</u>
<b>Current assets</b>				
Development properties	1,267,821	1,168,686	—	—
Inventories	1,551	1,550	—	—
Trade and other receivables	729,089	650,197	9,971	1,202,602
Asset held-for-sale	11,005	—	—	—
Derivative assets	85,062	70,090	85,062	70,090
Other investments	—	39,963	—	—
Cash and cash equivalents	187,772	177,799	30,769	45,976
	<u>2,282,300</u>	<u>2,108,285</u>	<u>125,802</u>	<u>1,318,668</u>
<b>Total assets</b>	<u>4,909,079</u>	<u>4,642,721</u>	<u>3,352,950</u>	<u>3,146,092</u>
<b>Equity</b>				
Share capital	146,878	144,176	146,878	144,176
Share premium	528,545	506,058	528,757	506,270
Reserves	1,347,032	1,322,899	1,004,350	1,056,994
<b>Equity attributable to owners of the Company</b>	2,022,455	1,973,133	1,679,985	1,707,440
<b>Perpetual convertible capital securities</b>	243,150	—	243,150	—
<b>Non-controlling interests</b>	105,360	115,356	—	—
<b>Total equity</b>	<u>2,370,965</u>	<u>2,088,489</u>	<u>1,923,135</u>	<u>1,707,440</u>
<b>Non-current liabilities</b>				
Loans and borrowings	1,097,372	999,848	922,343	870,049
Derivative liabilities	1,436	2,870	1,436	2,870
Other payables	13,967	21,212	—	—
Lease liabilities	91,949	97,228	5	69
Deferred tax liabilities	60,027	58,108	—	—
	<u>1,264,751</u>	<u>1,179,266</u>	<u>923,784</u>	<u>872,988</u>

**FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES**

**CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION (CONT'D)**

**As at 31 December 2024**

		<b>Group</b>		<b>Company</b>	
		<b>As at</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
<b>Note</b>		<b>31 December</b>	<b>31 December</b>	<b>31 December</b>	<b>31 December</b>
		<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
		<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>
		<b>(Unaudited)</b>	<b>(Audited)</b>	<b>(Unaudited)</b>	<b>(Audited)</b>
<b>Current liabilities</b>					
Loans and borrowings	11	194,453	250,705	216,453	250,705
Current tax payable		16,375	19,329	2,440	4,085
Trade and other payables		1,020,412	1,032,807	284,432	304,393
Contract liabilities		35,347	61,357	—	—
Receipts in advance		1,050	1,306	—	—
Lease liabilities		3,084	3,128	64	147
Derivative liabilities		2,642	6,334	2,642	6,334
		<u>1,273,363</u>	<u>1,374,966</u>	<u>506,031</u>	<u>565,664</u>
<b>Total liabilities</b>		<u>2,538,114</u>	<u>2,554,232</u>	<u>1,429,815</u>	<u>1,438,652</u>
<b>Total equity and liabilities</b>		<u>4,909,079</u>	<u>4,642,721</u>	<u>3,352,950</u>	<u>3,146,092</u>

**FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES**

**CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS**

**For the full year ended 31 December 2024**

		<b>Group Year ended 31 December</b>	
	<b>Note</b>	<b>2024 S\$'000 (Unaudited)</b>	<b>2023 S\$'000 (Audited)</b>
<b>Cash flows from operating activities</b>			
Profit for the year		89,708	13,079
Adjustments for:			
Depreciation of property, plant and equipment	4.1, 6	18,961	20,343
Fair value loss/(gain) on:			
- derivative assets/liabilities (net)	4.1, 6	10,516	51,046
- investment properties (net)	4.1, 6	(30,942)	(2,512)
- other investments (net)	4.1, 6	(3,609)	3,127
Finance income		(51,238)	(53,254)
Finance costs		94,829	81,347
(Gain)/loss on disposal of:			
- a joint venture	5	—	(4,364)
- other investments	5	(217)	—
- investment properties	5	(93)	—
- an associate	5	—*	—
- property, plant and equipment (net)	5	1	(53)
- a subsidiary	5	—	508
Impairment loss/(reversal of impairment loss) on:			
- financial assets – third party trade receivables (net)	6	159	(33)
- loan receivable from a joint venture	6	—	(6,098)
- property, plant and equipment (net)	6	(452)	—
- goodwill	6	16,164	—
Gain on bargain purchase	5	(76)	—
Write-down of development properties	4.1, 6	31,507	25,326
Property, plant and equipment written off	4.1, 5	11	36
Share of after-tax (profit)/loss of associates and joint ventures	4.1	(59,510)	2,630
Tax expense	7	23,051	14,617
		<b>138,770</b>	<b>145,745</b>
Changes in:			
Contract liabilities		(25,947)	46,359
Development properties		(146,511)	(372,440)
Inventories		(46)	(182)
Loans and borrowings		59,832	(18,809)
Other investments		40,181	80,819
Trade and other receivables		(11,664)	(185,978)
Trade and other payables		(19,451)	(32,279)
<b>Cash generated from/(used in) operations</b>		<b>35,164</b>	<b>(336,765)</b>
Interest received		6,681	5,612
Interest paid		(6,847)	(11,051)
Tax paid		(10,596)	(55,293)
<b>Net cash generated from/(used in) operating activities</b>		<b>24,402</b>	<b>(397,497)</b>

**FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES**

**CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D)**

**For the full year ended 31 December 2024**

	<b>Group</b>	
	<b>Year ended</b>	
	<b>31 December</b>	
	<b>2024</b>	<b>2023</b>
	<b>S\$'000</b>	<b>S\$'000</b>
	<b>(Unaudited)</b>	<b>(Audited)</b>
<b>Cash flows from investing activities</b>		
Acquisition of a subsidiary, net of cash acquired	6	—
Advances to associates (net)	(5)	—*
(Advances to)/repayment from joint ventures (net)	(11,889)	744
Return of capital from an associate	511	—
Return of capital from a joint venture	2,123	—
Interest received	48,177	49,522
Deposit received in respect of disposal of asset held-for-sale	2,973	—
Payment for acquisition of other investments	(63,799)	(15,653)
Payment for additions to property, plant and equipment	(10,498)	(34,084)
Payment for additions to investment properties	—	(69)
Payment for investments in associates and joint ventures	(73,245)	(135,695)
Proceeds from disposal of:		
- a joint venture	28	25,117
- property, plant and equipment	—*	779
- a subsidiary, net cash received	—	4,129
<b>Net cash used in investing activities</b>	<b>(105,618)</b>	<b>(105,210)</b>
<b>Cash flows from financing activities</b>		
(Repayment to)/advances from associates (net)	(4,808)	5,546
(Repayment to)/advances from joint ventures (net)	(9,181)	39,646
Advances from/(repayment to) non-controlling interests of subsidiaries (net)	750	(6,711)
Capital contribution by non-controlling interests	1,496	3,412
Dividends paid to the owners of the Company	(47,286)	(35,107)
Interest paid	(86,165)	(77,017)
Proceeds from issuance of ordinary shares	25,189	234,660
Proceeds from issuance of perpetual convertible capital securities ("PCCS")	243,983	—
Payment of lease liabilities	(6,877)	(6,411)
Payment of transaction costs related to:		
- borrowings	(10,116)	(2,816)
- PCCS	(803)	—
Loan from a non-controlling interest of a subsidiary	72	—
Proceeds from bank borrowings	2,133,705	2,058,313
Repayment of bank borrowings	(2,147,423)	(1,798,381)
<b>Net cash from financing activities</b>	<b>92,536</b>	<b>415,134</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>11,320</b>	<b>(87,573)</b>
Cash and cash equivalents at beginning of the year	177,799	270,263
Effect of exchange rate changes on balances held in foreign currencies	(1,347)	(4,891)
<b>Cash and cash equivalents at end of the year</b>	<b>187,772</b>	<b>177,799</b>

\* Amount less than S\$1,000

**FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES**

**CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D)**

**For the full year ended 31 December 2024**

**Significant non-cash transactions**

During the financial year ended 31 December 2024,

- (i) advances due to a joint venture amounting to S\$8,821,000 (A\$10,000,000) were settled via a set-off against capital reduction proceeds receivable from the joint venture of an equivalent amount;
- (ii) a loan receivable due from a third party amounting to S\$7,752,000 (A\$8,788,500) was settled via a set-off against an advance to a joint venture of an equivalent amount.
- (iii) an advance to a joint venture amounting to S\$7,063,000 (A\$8,008,000) was capitalised as additional equity investment in the joint venture.

During the financial year ended 31 December 2023, the loans and interest receivable thereon due from a joint venture amounting to S\$54,757,000 (€37,714,000) were capitalised as additional equity investment in the joint venture. Advances to a joint venture amounting to S\$10,756,000 (RMB56,731,000) were also capitalised as additional equity into the joint venture.

**FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES**

**CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY**

**For the financial year ended 31 December 2024**

	Note	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
<b>Group (Unaudited)</b>												
At 1 January 2024		144,176	506,058	53,117	245	655,029	(113,310)	727,818	1,973,133	–	115,356	2,088,489
<b>Total comprehensive income for the year</b>												
Profit for the year		–	–	–	–	–	–	93,017	93,017	–	(3,309)	89,708
<b>Other comprehensive income</b>												
Share of translation differences on financial statements of foreign associates and joint ventures, net of tax		–	–	–	–	–	(6,265)	–	(6,265)	–	–	(6,265)
Translation differences on financial statements of foreign subsidiaries, net of tax		–	–	–	–	–	(12,318)	–	(12,318)	–	(8,183)	(20,501)
<b>Total other comprehensive income</b>		–	–	–	–	–	(18,583)	–	(18,583)	–	(8,183)	(26,766)
<b>Total comprehensive income for the year</b>		–	–	–	–	–	(18,583)	93,017	74,434	–	(11,492)	62,942

**FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES**

**CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY**

**For the financial year ended 31 December 2024**

	Note	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
<b>Transactions with owners, recognised directly in equity</b>												
<b>Contributions by and distributions to owners</b>												
Dividends paid to the owners of the Company	8	—	—	—	—	—	—	(47,286)	(47,286)	—	—	(47,286)
Issuance of new shares pursuant to exercise of warrants		2,702	22,487	—	—	—	—	—	25,189	—	—	25,189
Issuance of PCCS		—	—	—	—	—	—	—	—	243,983	—	243,983
PCCS issue expenses		—	—	—	—	—	—	—	—	(833)	—	(833)
Distributions of PCCS		—	—	—	—	—	—	(3,015)	(3,015)	—	—	(3,015)
Transfer to statutory reserve		—	—	215	—	—	—	(215)	—	—	—	—
<b>Total contributions by and distributions to owners</b>		2,702	22,487	215	—	—	—	(50,516)	(25,112)	243,150	—	218,038
<b>Changes in ownership interests in subsidiaries</b>												
Capital contribution by non-controlling interests		—	—	—	—	—	—	—	—	—	1,496	1,496
<b>Total changes in ownership interests in subsidiaries</b>		—	—	—	—	—	—	—	—	—	1,496	1,496
<b>Total transactions with owners of the Company</b>		2,702	22,487	215	—	—	—	(50,516)	(25,112)	243,150	1,496	219,534
<b>At 31 December 2024</b>		146,878	528,545	53,332	245	655,029	(131,893)	770,319	2,022,455	243,150	105,360	2,370,965

**FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES**

**CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY (CONT'D)**

**For the financial year ended 31 December 2024**

	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	Non- controlling interests S\$'000	Total equity S\$'000
<b>Group (Audited)</b>										
At 1 January 2023	118,802	296,772	59,204	245	655,029	(64,103)	744,316	1,810,265	115,722	1,925,987
<b>Total comprehensive income for the year</b>										
Profit for the year	–	–	–	–	–	–	12,522	12,522	557	13,079
<b>Other comprehensive income</b>										
Translation differences realised on disposal of a subsidiary	–	–	–	–	–	(84)	–	(84)	(9)	(93)
Share of translation differences on financial statements of foreign associates and joint ventures, net of tax	–	–	–	–	–	(42,396)	–	(42,396)	–	(42,396)
Translation differences on financial statements of foreign subsidiaries, net of tax	–	–	–	–	–	(6,727)	–	(6,727)	(4,326)	(11,053)
<b>Total other comprehensive income</b>	–	–	–	–	–	(49,207)	–	(49,207)	(4,335)	(53,542)
<b>Total comprehensive income for the year</b>	–	–	–	–	–	(49,207)	12,522	(36,685)	(3,778)	(40,463)

**FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES**

**CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY (CONT'D)**

**For the financial year ended 31 December 2024**

	Note	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	Non-controlling interests S\$'000	Total equity S\$'000
<b>Transactions with owners, recognised directly in equity</b>											
<b>Contributions by and distributions to owners</b>											
Dividends paid to the owners of the Company	8	–	–	–	–	–	–	(35,107)	(35,107)	–	(35,107)
Issuance of new shares pursuant to exercise of warrants		25,374	209,286	–	–	–	–	–	234,660	–	234,660
Transfer from statutory reserve		–	–	(6,087)	–	–	–	6,087	–	–	–
<b>Total contributions by and distributions to owners</b>		25,374	209,286	(6,087)	–	–	–	(29,020)	199,553	–	199,553
<b>Changes in ownership interests in subsidiaries</b>											
Capital contribution by non-controlling interests		–	–	–	–	–	–	–	–	3,412	3,412
<b>Total changes in ownership interests in subsidiaries</b>		–	–	–	–	–	–	–	–	3,412	3,412
<b>Total transactions with owners of the Company</b>		25,374	209,286	(6,087)	–	–	–	(29,020)	199,553	3,412	202,965
<b>At 31 December 2023</b>		144,176	506,058	53,117	245	655,029	(113,310)	727,818	1,973,133	115,356	2,088,489

**FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES**

**CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY (CONT'D)**

**For the financial year ended 31 December 2024**

	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
<b>Company (Unaudited)</b>								
At 1 January 2024	144,176	506,270	(5,988)	655,029	407,953	1,707,440	—	1,707,440
<b>Total comprehensive loss for the year</b>								
Loss for the year	—	—	—	—	(2,330)	(2,330)	—	(2,330)
<b>Total comprehensive loss for the year</b>	—	—	—	—	(2,330)	(2,330)	—	(2,330)
<b>Transactions with owners, recognised directly in equity</b>								
<b>Contribution by and distributions to owners</b>								
Dividends paid to the owners of the Company	—	—	—	—	(47,299)	(47,299)	—	(47,299)
Issuance of new shares pursuant to exercise of warrants	2,702	22,487	—	—	—	25,189	—	25,189
Issuance of PCCS	—	—	—	—	—	—	243,983	243,983
Distributions of PCCS	—	—	—	—	(3,015)	(3,015)	—	(3,015)
PCCS issue expenses	—	—	—	—	—	—	(833)	(833)
<b>Total contributions by and distributions to owners</b>	2,702	22,487	—	—	(50,314)	(25,125)	243,150	218,025
<b>Total transactions with owners of the Company</b>	2,702	22,487	—	—	(50,314)	(25,125)	243,150	218,025
<b>At 31 December 2024</b>	146,878	528,757	(5,988)	655,029	355,309	1,679,985	243,150	1,923,135

**FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES**

**CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY (CONT'D)**

**For the financial year ended 31 December 2024**

	Share capital S\$'000	Share premium S\$'000	Capital reserve S\$'000	Distributable reserve S\$'000	Retained earnings S\$'000	Total equity S\$'000
<b>Company (Audited)</b>						
At 1 January 2023	118,802	296,984	(5,988)	655,029	457,670	1,522,497
<b>Total comprehensive loss for the year</b>						
Loss for the year	—	—	—	—	(14,599)	(14,599)
<b>Total comprehensive loss for the year</b>	—	—	—	—	(14,599)	(14,599)
<b>Transactions with owners, recognised directly in equity</b>						
<b>Contribution by and distributions to owners</b>						
Dividends paid to the owners of the Company	—	—	—	—	(35,118)	(35,118)
Issuance of new shares pursuant to exercise of warrants	25,374	209,286	—	—	—	234,660
<b>Total contributions by and distributions to owners</b>	25,374	209,286	—	—	(35,118)	199,542
<b>Total transactions with owners of the Company</b>	25,374	209,286	—	—	(35,118)	199,542
<b>At 31 December 2023</b>	144,176	506,270	(5,988)	655,029	407,953	1,707,440

**SELECTED NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**For the second half year and full financial year ended 31 December 2024**

**1. Corporate and group information**

First Sponsor Group Limited (“the “Company”) is incorporated in the Cayman Islands and has its registered office at P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands.

The principal activities of the Company are those relating to investment holding. The principal activities of the subsidiaries are those relating to investment holding, property development and sales, property investment, hotel ownership and operations and provision of property financing services.

These condensed interim consolidated financial statements as at and for the second half year ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as the “Group” and individually as “Group entities”), and the Group’s interests in equity-accounted investees.

**2. Basis of preparation**

The condensed interim consolidated financial statements for the second half year ended 31 December 2024 have been prepared in accordance with IAS 34 *Interim Financial Reporting*. The condensed interim consolidated financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group’s financial position and performance of the Group since the last interim consolidated financial statements for the six months ended 30 June 2024.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with IFRSs, except for the adoption of new and amended standards as set out in Note 2.1.

The condensed interim consolidated financial statements are presented in Singapore dollar (S\$) which is the Company’s functional currency and all values are rounded to the nearest thousand (S\$’000), except when otherwise indicated.

**2.1 New and amended standards adopted by the Group**

The Group has adopted various new and revised accounting standards which are effective for the first time for the current financial reporting year ended 31 December 2024. The application of these standards did not have a material effect on the condensed interim consolidated financial statements.

**2.2 Use of judgements and estimates**

In preparing the condensed interim consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. Given the rising geopolitical tension and uncertainties over interest rate movements, the uncertainties associated with accounting estimates and assumptions may also be increased accordingly. The significant judgements made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty that applied to the consolidated financial statements as at and for the year ended 31 December 2024 are as follows:

- Valuation of investment properties
- Impairment assessment of goodwill and property, plant and equipment
- Net realisable value of development properties

**2.2 Use of judgements and estimates (cont'd)**

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and in any future periods affected.

**2.3 Fair value measurement for investment properties**

The Group engaged independent real estate valuation experts to assess the fair value of the Group's investment properties as at the end of each financial year. Such fair values are determined by the real estate valuation experts using recognised valuation techniques.

The valuation of the investment properties is generally derived based on the discounted cash flow, income capitalisation and market comparable methods. The discounted cash flow method takes into consideration the estimated net rent (using the current and projected average rental rates and occupancy) and a discount rate applicable to the nature, location and type of asset in question. The income capitalisation approach takes into consideration the estimated net rent and a yield rate applicable to the nature, location and type of asset in question. The market comparable method takes into consideration the sales of similar properties that have been transacted in the open market adjusted for location, age, size and other factors, if applicable.

For valuations performed by external valuation experts, the appropriateness of the valuation methodologies and assumptions adopted are reviewed along with the appropriateness and reliability of the inputs (including those developed internally by the Group) used in the valuations.

In selecting the appropriate valuation models and inputs to be adopted for each valuation that uses significant non-observable inputs, external valuation experts are requested to calibrate the valuation models and inputs to actual market transactions that are relevant to the valuation if such information is reasonably available.

Significant changes in fair value measurements from period to period are evaluated for reasonableness. Key drivers of the changes are identified and assessed for reasonableness against relevant information from independent sources, or internal sources if necessary and appropriate.

For the unaudited results in the second half year ended 31 December 2024 and 31 December 2023, the fair values of the Group's investment properties were based on the independent valuations as at 31 December 2024 and 31 December 2023 respectively, taking into account capitalised expenditure, leasing costs and straight-line rent incentives recognised during the respective period.

The ongoing geopolitical tension, and uncertainty over the pace and extent of any further interest rate cut in the European Union have increased the volatility to property markets in Europe, resulting in increased uncertainty of the assumptions adopted in the valuation process. Consequently, these ongoing developments may cause unexpected volatility in the future fair value of investment properties subsequent to 31 December 2024.

**3. Seasonal operations**

The Group's businesses are not affected significantly by seasonal or cyclical factors during the financial period, except for its hotel operations which are subject to domestic and international economic conditions and seasonality factors.

**4. Segment and revenue information**

The Group is organised into the following main business segments:

- Property development – development and/or purchase of properties for sale
- Property investment – development and/or purchase of investment properties (including hotels) for rental income
- Property financing – provision of interest-bearing loans to associates, joint ventures and third parties and subscription of debt securities
- Hotel operations – hotels and hotspring owner

These operating segments are reported in a manner consistent with internal reporting provided to the Group CEO and Group CFO who are responsible for allocating resources and assessing the performance of the operating segments.

**Change in Segmental Reporting and Restatement of Comparatives**

During the current reporting period, Management has reassessed the Group's operating segments and has modified its segmental reporting as follows:

- reallocation of derivatives assets/ derivative liabilities to the unallocated segment;
- reallocation of the fair value change in derivatives and related foreign exchange differences on the settlement of matured derivatives to the unallocated segment.

The changes are to better reflect the way performance is monitored for each business segment. To ensure comparability, the segmental information for the prior periods has been restated.

# FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES

## 4.1 Reportable segments

	Property development S\$'000	Property investment S\$'000	Property financing S\$'000	Hotel operations S\$'000	Total reportable segments S\$'000	Unallocated S\$'000	Consolidated S\$'000
<b>1 July 2024 to 31 December 2024</b>							
Segment revenue	18,750	11,368	28,891	97,194	156,203	9,296	165,499
Elimination of inter-segment revenue	(599)	(4,046)	(6,971)	(944)	(12,560)	(8,253)	(20,813)
External revenue	18,151	7,322	21,920	96,250	143,643	1,043	144,686
(Loss)/profit from operating activities	(28,919)	31,950	12,412	(4,659)	10,784	38,975	49,759
Finance income	14,411	1,799	179	7,578	23,967	1,252	25,219
Finance costs	(26,616)	(3,583)	(7)	(13,226)	(43,432)	(4,242)	(47,674)
Share of after-tax (loss)/profit of associates and joint ventures	(29,943)	82,527	661	(223)	53,022	1	53,023
Segment (loss)/profit before tax	(71,067)	112,693	13,245	(10,530)	44,341	35,986	80,327
<b>Other material non-cash items (debit)/credit:</b>							
Depreciation	(644)	(161)	(38)	(8,255)	(9,098)	(280)	(9,378)
Fair value gain/(loss) (net) on:							
- other investments	—	5,514	—	—	5,514	397	5,911
- investment properties	—	20,309	—	—	20,309	—	20,309
- derivatives assets/liabilities	—	—	—	—	—	33,306	33,306
Exchange (loss)/gain (net)	(154)	(4)	(456)	(42)	(656)	10,365	9,709
Reversal of impairment loss/(impairment loss) on:							
- property, plant and equipment (net)	—	—	—	452	452	—	452
- goodwill	—	—	—	(16,164)	(16,164)	—	(16,164)
- financial assets – third party trade receivables (net)	1	—	—	(22)	(21)	—	(21)
Property, plant and equipment written off	—	—	—	(4)	(4)	—	(4)
Write-down of development properties	(30,158)	—	—	—	(30,158)	—	(30,158)
<b>Other segment information:</b>							
Capital expenditure*	(39)	—	—	7,767	7,728	365	8,093

\* Relates to property, plant and equipment and investment properties where applicable.

# FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES

## 4.1 Reportable segments (cont'd)

	Property development S\$'000	Property investment S\$'000	Property financing S\$'000	Hotel operations S\$'000	Total reportable segments S\$'000	Unallocated S\$'000	Consolidated S\$'000
<b>1 July 2023 to 31 December 2023</b>							
Segment revenue	17,567	16,002	32,799	91,221	157,589	5,082	162,671
Elimination of inter-segment revenue	697	(9,252)	(5,653)	2,390	(11,818)	(3,814)	(15,632)
External revenue	18,264	6,750	27,146	93,611	145,771	1,268	147,039
(Loss)/profit from operating activities	(9,445)	(2,942)	28,829	8,401	24,843	6,039	30,882
Finance income	22,594	–	349	7,061	30,004	582	30,586
Finance costs	(33,407)	–	(3)	(10,339)	(43,749)	(3,304)	(47,053)
Share of after-tax profit/(loss) of associates and joint ventures	21,723	(20,988)	–	–	735	(1)	734
Segment profit/(loss) before tax	1,465	(23,930)	29,175	5,123	11,833	3,316	15,149
<b>Other material non-cash items (debit)/credit:</b>							
Depreciation	(680)	(369)	(39)	(9,321)	(10,409)	(243)	(10,652)
Fair value gain/(loss) (net) on:							
- other investments	–	–	–	–	–	(1,379)	(1,379)
- investment properties	–	2,512	–	–	2,512	–	2,512
- derivatives assets/liabilities	–	–	–	–	–	(11,440)	(11,440)
Exchange gain/(loss) (net)	144	–	(228)	(49)	(133)	21,151	21,018
(Impairment loss)/reversal of impairment loss on:							
- financial assets – third party trade receivables (net)	–	–	–	(3)	(3)	–	(3)
- financial assets – loan receivable from a joint venture	–	–	6,098	–	6,098	–	6,098
Property, plant and equipment written off	–	–	–	(31)	(31)	–	(31)
Write-down of development properties	(25,326)	–	–	–	(25,326)	–	(25,326)
<b>Other segment information:</b>							
Capital expenditure*	70	579	(8)	19,747	20,388	2,056	22,444

\* Relates to property, plant and equipment and investment properties where applicable.

# FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES

## 4.1 Reportable segments (cont'd)

	Property development S\$'000	Property investment S\$'000	Property financing S\$'000	Hotel operations S\$'000	Total reportable segments S\$'000	Unallocated S\$'000	Total S\$'000
<b>1 January 2024 to 31 December 2024</b>							
Segment revenue	72,185	22,723	58,512	187,167	340,587	15,204	355,791
Elimination of inter-segment revenue	(1,105)	(8,641)	(13,621)	(1,916)	(25,283)	(12,949)	(38,232)
External revenue	71,080	14,082	44,891	185,251	315,304	2,255	317,559
(Loss)/profit from operating activities	(22,117)	46,853	33,415	2,758	60,909	35,931	96,840
Finance income	33,506	1,943	218	13,705	49,372	1,866	51,238
Finance costs	(54,980)	(3,719)	(17)	(28,807)	(87,523)	(7,306)	(94,829)
Share of after-tax (loss)/profit of associates and joint ventures	(23,763)	82,832	661	(223)	59,507	3	59,510
Segment (loss)/profit before tax	(67,354)	127,909	34,277	(12,567)	82,265	30,494	112,759
<b>Other material non-cash items (debit)/credit:</b>							
Depreciation	(1,273)	(323)	(77)	(16,738)	(18,411)	(550)	(18,961)
Fair value gain/(loss) (net) on:							
- other investments	—	3,466	—	—	3,466	143	3,609
- investment properties	—	30,942	—	—	30,942	—	30,942
- derivatives assets/liabilities	—	—	—	—	—	(10,516)	(10,516)
Exchange (loss)/gain (net)	(269)	(7)	(161)	(57)	(494)	58,192	57,698
Reversal of impairment loss/(impairment loss) on:							
- property, plant and equipment (net)	—	—	—	452	452	—	452
- goodwill	—	—	—	(16,164)	(16,164)	—	(16,164)
- financial assets – third party trade receivables (net)	(277)	—	—	118	(159)	—	(159)
Property, plant and equipment written off	—	—	—	(11)	(11)	—	(11)
Write-down of development properties	(31,507)	—	—	—	(31,507)	—	(31,507)

# FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES

## 4.1 Reportable segments (cont'd)

	Property development S\$'000	Property investment S\$'000	Property financing S\$'000	Hotel operations S\$'000	Total reportable segments S\$'000	Unallocated S\$'000	Total S\$'000
<b>As at 31 December 2024</b>							
<b>Assets</b>							
Segment assets	1,789,824	229,394	618,150	644,799	3,282,167	179,256	3,461,423
Interests in associates and joint ventures	1,166,721	273,825	588	6,522	1,447,656	—	1,447,656
	<u>2,956,545</u>	<u>503,219</u>	<u>618,738</u>	<u>651,321</u>	<u>4,729,823</u>	<u>179,256</u>	<u>4,909,079</u>
<b>Liabilities</b>							
Segment liabilities	<u>(1,630,511)</u>	<u>(118,878)</u>	<u>(413,795)</u>	<u>(344,433)</u>	<u>(2,507,617)</u>	<u>(30,497)</u>	<u>(2,538,114)</u>
<b>Other segment information:</b>							
Capital expenditure*	<u>6</u>	<u>—</u>	<u>—</u>	<u>12,941</u>	<u>12,947</u>	<u>365</u>	<u>13,312</u>

\* Relates to property, plant and equipment and investment properties where applicable.

# FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES

## 4.1 Reportable segments (cont'd)

	Property development S\$'000	Property investment S\$'000	Property financing S\$'000	Hotel operations S\$'000	Total reportable segments S\$'000	Unallocated S\$'000	Total S\$'000
<b>1 January 2023 to 31 December 2023</b>							
Segment revenue	37,244	23,703	63,106	178,949	303,002	10,588	313,590
Elimination of inter-segment revenue	(270)	(9,252)	(10,728)	(2,012)	(22,262)	(8,400)	(30,662)
External revenue	36,974	14,451	52,378	176,937	280,740	2,188	282,928
(Loss)/profit from operating activities	(9,119)	3,789	47,209	13,856	55,735	2,684	58,419
Finance income	40,908	23	1,207	10,437	52,575	679	53,254
Finance costs	(55,190)	(769)	(8)	(18,123)	(74,090)	(7,257)	(81,347)
Share of after-tax profit/(loss) of associates and joint ventures	18,044	(20,670)	–	–	(2,626)	(4)	(2,630)
Segment (loss)/profit before tax	(5,357)	(17,627)	48,408	6,170	31,594	(3,898)	27,696
<b>Other material non-cash items (debit)/credit:</b>							
Depreciation	(1,336)	(435)	(41)	(18,029)	(19,841)	(502)	(20,343)
Fair value gain/(loss) (net) on:							
- other investments	–	–	–	–	–	(3,127)	(3,127)
- investment properties	–	2,512	–	–	2,512	–	2,512
- derivatives assets/liabilities	–	–	–	–	–	(51,046)	(51,046)
Exchange (loss)/gain (net)	(822)	–	(184)	(36)	(1,042)	64,225	63,183
Reversal of impairment loss on:							
- financial assets – third party trade receivables (net)	–	–	–	33	33	–	33
- financial assets – loan receivable from a joint venture	–	–	6,098	–	6,098	–	6,098
Property, plant and equipment written off	–	–	–	(36)	(36)	–	(36)
Write-down of development properties	(25,326)	–	–	–	(25,326)	–	(25,326)

# FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES

## 4.1 Reportable segments (cont'd)

	Property development S\$'000	Property investment S\$'000	Property financing S\$'000	Hotel operations S\$'000	Total reportable segments S\$'000	Unallocated S\$'000	Total S\$'000
<b>As at 31 December 2023</b>							
<b>Assets</b>							
Segment assets	1,638,883	184,263	644,878	680,377	3,148,401	238,318	3,386,719
Interests in associates and joint ventures	1,182,685	64,223	–	2	1,246,910	9,092	1,256,002
	<u>2,821,568</u>	<u>248,486</u>	<u>644,878</u>	<u>680,379</u>	<u>4,395,311</u>	<u>247,410</u>	<u>4,642,721</u>
<b>Liabilities</b>							
Segment liabilities	<u>(1,782,210)</u>	<u>(21,175)</u>	<u>(362,203)</u>	<u>(353,335)</u>	<u>(2,518,923)</u>	<u>(35,309)</u>	<u>(2,554,232)</u>
<b>Other segment information:</b>							
Capital expenditure*	<u>164</u>	<u>594</u>	<u>1</u>	<u>45,660</u>	<u>46,419</u>	<u>2,104</u>	<u>48,523</u>

\* Relates to property, plant and equipment and investment properties where applicable.

## FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES

### 4.2 Disaggregation of revenue

In the following table, revenue from contracts with customers is disaggregated by primary geographical markets and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the Group's reportable segments.

	Property development Half year ended 31 December		Property financing Half year ended 31 December		Hotel operations Half year ended 31 December		Total* Half year ended 31 December	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
<b>Primary geographical markets</b>								
PRC	17,976	15,248	8,810	16,085	8,514	10,566	35,300	41,899
Europe	172	3,013	9,237	8,627	87,649	83,045	97,058	94,685
Others	3	3	3,873	2,434	87	–	3,963	2,437
Total revenue	18,151	18,264	21,920	27,146	96,250	93,611	136,321	139,021
<b>Timing of revenue recognition</b>								
Products transferred at a point in time	18,151	18,264	–	–	96,250	93,611	114,401	111,875
Products transferred over time	–	–	21,920	27,146	–	–	21,920	27,146
	18,151	18,264	21,920	27,146	96,250	93,611	136,321	139,021

Revenue contribution from a single region is disclosed separately when it exceeds 10% of the Group's revenue respectively.

\* This excludes rental income from investment properties and unallocated revenue.

# FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES

## 4.2 Disaggregation of revenue (cont'd)

	Property development Full year ended 31 December		Property financing Full year ended 31 December		Hotel operations Full year ended 31 December		Total* Full year ended 31 December	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
<b>Primary geographical markets</b>								
PRC	70,650	30,971	20,282	29,123	17,224	20,387	108,156	80,481
Europe	424	5,997	18,306	19,181	167,940	156,550	186,670	181,728
Others	6	6	6,303	4,074	87	–	6,396	4,080
Total revenue	71,080	36,974	44,891	52,378	185,251	176,937	301,222	266,289
<b>Timing of revenue recognition</b>								
Products transferred at a point in time	71,080	36,974	–	–	185,251	176,937	256,331	213,911
Products transferred over time	–	–	44,891	52,378	–	–	44,891	52,378
	71,080	36,974	44,891	52,378	185,251	176,937	301,222	266,289

Revenue contribution from a single region is disclosed separately when it exceeds 10% of the Group's revenue respectively.

\* This excludes rental income from investment properties and unallocated revenue.

**FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES**

**5. Other gains/(losses) (net)**

Other gain/(losses) (net) comprise:

	<b>Group Half year ended 31 December</b>		<b>Group Full year ended 31 December</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>
Gain/(loss) on disposal of:				
- a subsidiary	–	(508)	–	(508)
- a joint venture	–	4,364	–	4,364
- an associate	–	–	(–)*	–
- an investment property	(1)	–	93	–
- other investments	–	–	217	–
- property, plant and equipment (net)	(1)	53	(1)	53
Gain on bargain purchase	76	–	76	–
Property, plant and equipment written off	(4)	(31)	(11)	(36)
	<u>70</u>	<u>3,878</u>	<u>374</u>	<u>3,873</u>

\* Amount less than S\$1,000.

**FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES**

**6. Profit before tax**

Profit before tax is after (debiting)/crediting the following:

	<b>Group</b>		<b>Group</b>	
	<b>Half year ended</b>		<b>Full year ended</b>	
	<b>31 December</b>		<b>31 December</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>
Depreciation of property, plant and equipment	(9,378)	(10,652)	(18,961)	(20,343)
Exchange gain (net)	9,709	21,018	57,698	63,183
Fair value gain/(loss) on:				
- derivative assets/liabilities (net)	33,306	(11,439)	(10,516)	(51,046)
- other investments (net)	5,911	(1,379)	3,609	(3,127)
- investment properties (net)	20,309	2,512	30,942	2,512
Reversal of impairment loss/ (impairment loss) on:				
- property, plant and equipment (net)	452	—	452	—
- goodwill	(16,164)	—	(16,164)	—
- loan receivable from a joint venture	—	6,098	—	6,098
- third party trade receivables (net)	(21)	(3)	(159)	33
Hotel pre-opening expenses	(149)	—	(149)	—
Write-down of development properties	(30,158)	(25,326)	(31,507)	(25,326)
Interest expense on lease liabilities	(1,828)	(1,904)	(3,685)	(3,816)
Government grants – wage-related*	127	(120)	969	(65)
Government grants – non wage-related	709	421	737	148

\* These relate mainly to various Covid-19 wage support schemes available to the Group entities and have been deducted from the payroll costs recorded in the profit or loss account. The debit balances in the prior period have arisen as the previously estimated government grants were higher than the final audited amounts. These amounts have been added back to the payroll costs recorded in the profit or loss account in the prior periods.

## 7. Taxation

The major components of income tax expense in the condensed interim consolidated income statement are:

	Group Half year ended 31 December		Group Full year ended 31 December	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Current tax expense	1,891	7,333	2,327	3,677
Deferred tax charge/(credit):				
- relating to origination and reversal of temporary differences	2,929	(290)	13,550	7,303
Land appreciation tax expense	605	1,279	6,891	2,046
Withholding tax	142	1,564	283	1,591
	<u>5,567</u>	<u>9,886</u>	<u>23,051</u>	<u>14,617</u>

The Company is established under the laws of the Cayman Islands and is not subject to income tax in that jurisdiction. The Company is a Singapore tax resident from the Year of Assessment 2015 onwards. The Group's operations are mainly in the PRC and the Netherlands. Pursuant to the PRC and Dutch Corporate Income Tax Law, the statutory tax rates applicable to the Group's PRC subsidiaries for both periods is 25.0%, whereas the statutory tax rate applicable to the Group's subsidiaries in the Netherlands for both periods is 19.0% for the first taxable bracket up to €200,000 and 25.8% for the taxable income beyond that amount respectively.

### *Withholding tax arising from the distribution of dividends*

Pursuant to the tax law in the Netherlands, a 15% withholding tax is in principle levied on dividends declared to foreign investors by foreign investment enterprises established in the Netherlands.

A 10% withholding tax is levied on dividends declared to foreign investors by foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

The Group's determination as to whether to accrue for withholding taxes arising from the distribution of dividends by certain subsidiaries is subject to judgement on the timing of the payment of the dividends. The Group considered the applicable withholding tax rate to be 5% (2023: 5%).

### *PRC Land Appreciation Tax ("LAT")*

LAT is levied on properties developed by the Group for sale in the PRC, at prevailing progressive rates ranging from 30% to 60% on the appreciation of land value, which under the applicable regulations is calculated based on the proceeds of the sale of development properties less deductible expenditures including lease charges of land use rights, borrowing costs and relevant development expenditures. However, the implementation and settlement of LAT varies amongst different tax jurisdictions in the various cities of the PRC and certain projects of the Group have not finalised their LAT calculations and payments with the local tax authorities. The final outcome could be different from the amounts that were initially recorded, and any differences will impact the LAT expenses and the related provision in the period in which the differences realise. Accordingly, judgement is required in determining the amount of land appreciation and the related LAT provision.

## 8. Dividends

The condensed interim consolidated financial statements for the second half year and full year ended 31 December 2024 have not recognised as a liability the final tax exempt (one-tier) ordinary dividend in respect of the financial year ended 31 December 2024, declared after the end of the reporting period. This proposed dividend of 3.55 cents per share amounting to approximately S\$40.1 million in aggregate will be accounted for in the shareholders' equity as an appropriation of 'Retained earnings' in the next financial year ending 31 December 2025. Refer to Paragraph 11 of the Other Information Required by Listing Rule Appendix 7.2 section for more details.

A final tax exempt (one-tier) ordinary dividend of 3.10 cents per share amounting to S\$34.9 million in total was paid in May 2024 in respect of the financial year ended 31 December 2023. In addition, an interim tax-exempt (one-tier) ordinary dividend of 1.10 cents per share amounting to S\$12.4 million in total was paid in September 2024 in respect of the current financial year ended 31 December 2024.

## 9. Fair value measurement

The Group classifies financial assets and liabilities measured at fair value using a fair value hierarchy which reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- a) Quoted prices (unadjusted) in active markets for identical assets or liabilities **(Level 1)**;
- b) Inputs other than quoted prices included within Level 1 which are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) **(Level 2)**; and
- c) Inputs for the asset or liability which are not based on observable market data (unobservable inputs) **(Level 3)**

	Level 1 S\$'000	Level 2 S\$'000	Level 3 S\$'000	Total S\$'000
<b>As at 31 December 2024</b>				
<b>Financial assets measured at fair value through profit or loss</b>				
Derivative assets	–	111,464	–	111,464
Other investments				
- Equity securities	11,784	–	–	11,784
	<u>11,784</u>	<u>111,464</u>	<u>–</u>	<u>123,248</u>
<b>Financial liabilities measured at fair value through profit or loss</b>				
Derivative liabilities	–	(4,078)	–	(4,078)

## 9. Fair value measurement (cont'd)

	Level 1 S\$'000	Level 2 S\$'000	Level 3 S\$'000	Total S\$'000
<b>As at 31 December 2023</b>				
<b>Financial assets measured at fair value through profit or loss</b>				
Derivative assets	–	127,106	–	127,106
Other investments				
- Equity securities	27,115	–	–	27,115
- Debt securities	–	–	39,963	39,963
	<u>27,115</u>	<u>127,106</u>	<u>39,963</u>	<u>194,184</u>
<b>Financial liabilities measured at fair value through profit or loss</b>				
Derivative liabilities	–	(9,204)	–	(9,204)

The carrying amounts of the Group's financial instruments measured at cost or amortised cost are not materially different from their fair values as at 31 December 2024 and 31 December 2023.

## 10. Asset held-for-sale

Asset held-for-sale as at 31 December 2024 relates to a 44% equity interest in Dongguan East Sun No. 1 Property Management Co., Ltd. ("East Sun No. 1"). The Group had entered into a binding agreement with a third party on 6 December 2024 to dispose 44.0% out of its 49.5% equity interest in East Sun No. 1, for a cash consideration valuing the industrial property owned by East Sun No. 1 at approximately S\$15.8 million (RMB84.8 million).

The carrying amount of the investment in the associate was accordingly reclassified to asset held-for-sale in December 2024, with the Group's retained 5.5% equity interest remaining as an investment in associate as at 31 December 2024. The disposal is expected to be completed by 31 March 2025. The Group will retain a board seat in East Sun No. 1 post the abovementioned disposal.

***Cumulative income or expense recognised in other comprehensive income***

There is no cumulative income or expense included in other comprehensive income relating to the asset held-for-sale.

# FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES

## 11. Loans and borrowings

The Group's net borrowings refer to aggregate borrowings from banks and financial institutions and fixed rate medium term notes ("notes") issued by the Company, after deducting cash and cash equivalents. The unamortised balance of transaction costs has not been deducted from the gross borrowings.

	<b>Group</b>	
	<b>As at 31 December 2024 S\$'000</b>	<b>As at 31 December 2023 S\$'000</b>
<b>Secured bank loans</b>		
Repayable:		
- After 1 year but within 5 years	175,029	151,799
<b>Unsecured bank loans</b>		
Repayable:		
- Within one year	116,459	250,705
- After 1 year but within 5 years	922,343	770,091
Total	<u>1,213,831</u>	<u>1,172,595</u>
<b>Unsecured notes</b>		
Repayable:		
- Within one year	77,994	–
- After 1 year but within 5 years	–	77,958
Total	<u>77,994</u>	<u>77,958</u>
<b>Total Borrowings</b>	<b><u>1,291,825</u></b>	<b><u>1,250,553</u></b>
Gross borrowings	1,304,157	1,258,226
Less: Cash and cash equivalents	(187,772)	(177,799)
Net borrowings	<u>1,116,385</u>	<u>1,080,427</u>

OTHER INFORMATION REQUIRED BY LISTING RULE APPENDIX 7.2

- 1(a) Details of any changes in the company's share capital arising from rights issue, bonus issue, subdivision, consolidation, 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.

	Half year ended 31 December 2024		Full year ended 31 December 2024	
	Number of Shares	Share Capital (S\$'000)	Number of Shares	Share Capital (S\$'000)
Balance at beginning of period/year	1,125,595,189	146,358	1,109,522,582	144,176
Issuance of new shares from exercise of warrants	3,978,387	520	20,050,994	2,702
Balance at end of period/year	1,129,573,576	146,878	1,129,573,576	146,878

The total number of issued ordinary shares of US\$0.10 each, excluding treasury shares as at 31 December 2024 and 31 December 2023 was 1,129,573,576 and 1,109,522,582 respectively.

As at 31 December 2024 and 31 December 2023, a subsidiary of the Company held 307,682 ordinary shares, representing 0.03% of the Company's total number of issued ordinary shares on the two dates respectively.

As at 31 December 2024, there were 225,910,315 PCCS outstanding (31 December 2023: Nil) and the table below sets out the details of the unexercised warrants on that date.

	As at 31 December 2024	Exercise Period	Exercise Price
Warrants (2019)	Nil (31 December 2023: 28,294,374)	31 May 2019 to 30 May 2024	S\$1.30
Warrants (2020)	184,361,709 (31 December 2023: 188,348,081)	24 March 2021 to 21 March 2029	S\$1.08

12,229,752 unexercised Warrants (2019) expired on 30 May 2024 and were delisted from the Official List of the Singapore Exchange Securities Trading Limited on 31 May 2024. As at 31 December 2024, a total of 180,568,094 Warrants (2019) have been exercised at the exercise price of S\$1.30 for each new ordinary share.

## FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES

As at 31 December 2024, the maximum number of ordinary shares that may be issued upon full conversion and exercise of all the PCCS and Warrants (2020) respectively amounted to 410,272,024 (31 December 2023: 216,642,455), which would increase the total number of issued ordinary shares to 1,539,845,600 (31 December 2023: 1,326,165,037).

As at 31 December 2024, a subsidiary of the Company held Nil Warrants (2019) (31 December 2023: 30,768) and 76,920 Warrants (2020) (31 December 2023: 76,920).

The Company did not hold any treasury shares as at 31 December 2024 and 31 December 2023.

**1(b) 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 December 2024 and 31 December 2023 was 1,129,573,576 and 1,109,522,582 respectively.

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

There were no sales, transfers, cancellation and/or use of treasury shares during the half year ended 31 December 2024.

**1(d) 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, cancellation and/or use of subsidiary holdings during the half year ended 31 December 2024.

**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.**

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 2023.

**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 2024.

**FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES**

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.**

	Half year ended 31 December		Full year ended 31 December	
	2024	2023	2024	2023
Earnings per share (cents)				
- Basic	7.19	0.19	8.29	1.29
- Diluted	6.53	0.16	7.86	1.08
Profit attributable to ordinary shareholders (\$'000)	81,093	1,917	93,017	12,522
Profit attributable to ordinary shareholders and PCCS holders (\$'000)	84,108	1,917	96,032	12,522
Weighted average number of ordinary shares in issue:				
- Basic	1,128,183,172 <sup>1</sup>	1,015,538,252 <sup>1</sup>	1,121,538,988 <sup>1</sup>	970,077,835 <sup>1</sup>
- Diluted	1,242,366,103 <sup>1</sup>	1,203,886,333 <sup>1</sup>	1,183,384,880 <sup>1</sup>	1,158,425,916 <sup>1</sup>

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.**

	Group		Company	
	As at 31 December 2024	As at 31 December 2023	As at 31 December 2024	As at 31 December 2023
Net asset value per ordinary share (cents) <sup>2</sup>	179.09	177.89	148.73	153.89
Number of issued ordinary shares (excluding treasury shares)	1,129,265,894 <sup>1</sup>	1,109,214,900 <sup>1</sup>	1,129,573,576 <sup>1</sup>	1,109,522,582 <sup>1</sup>

<sup>1</sup> Excludes 307,682 shares in the Company held by a subsidiary which are accounted for as treasury shares in the consolidated financial statements of the Group in accordance with IAS 32 *Financial Instruments: Presentation*.

<sup>2</sup> Computed based on the equity attributable to owners of the Company (i.e. excluding PCCS where applicable, and non-controlling interests) and the number of ordinary shares in issue (excluding treasury shares) as at the end of each respective financial year.

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

**Group performance**

**Revenue and cost of sales**

The breakdown of the Group's revenue (net of value added tax) for the period under review is as follows:

	Half year ended 31 December		Full year ended 31 December	
	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000
Revenue from sale of development properties*	18,151	18,264	71,080	36,974
Rental income from investment properties*	8,365	8,018	16,337	16,639
Revenue from hotel operations	96,250	93,611	185,251	176,937
Revenue from property financing	21,920	27,146	44,891	52,378
Total	144,686	147,039	317,559	282,928

\* includes service fee earned from the Group's European associates and joint ventures

**2H2024 vs 2H2023**

Revenue of the Group decreased by S\$2.3 million or 1.6%, from S\$147.0 million for the six months ended 31 December 2023 ("2H2023") to S\$144.7 million for the six months ended 31 December 2024 ("2H2024"). This decrease was due mainly to the decrease in revenue from property financing and sale of development properties of S\$5.2 million and S\$0.1 million respectively. The decrease was partially offset by the increase in rental of investment properties and hotel operations by S\$0.4 million and S\$2.6 million respectively.

Revenue from sale of development properties decreased marginally by S\$0.1 million or 0.6%, to S\$18.2 million in 2H2024. Specifically, revenue was recognized in respect of 24 residential units in Primus Bay and 58 SOHO units in Plot E1 of Millennium Waterfront in 2H2024.

Rental income from investment properties increased by S\$0.4 million or 4.2%, to S\$8.4 million in 2H2024. Revenue from hotel operations increased by S\$2.6 million or 2.7%, to S\$96.3 million in 2H2024. The 11 Bilderberg hotels in the Netherlands ("QBN portfolio") as a whole contributed S\$4.3 million of this increase in particular, which is a 9.1% growth over its revenue in 2H2023 as operations of the Bilderberg Hotel De Keizerskroon and Bilderberg Europa Hotel Scheveningen normalised after their renovations which completed in 2023. This is partially offset by the decrease in revenue from the 2 hotels and adjoining hotspring operations in Chengdu by S\$2.3 million or 22.3% due to weaker demand as a result of the slowdown in the PRC economy.

Revenue from property financing decreased by S\$5.2 million or 19.3%, from S\$27.1 million in 2H2023 to S\$21.9 million in 2H2024. The decrease is due mainly to lower PRC property financing revenue arising from the lower average PRC loan balance. The decrease was partially offset by the higher property financing revenue recognised from the higher average Australian property financing loan balance in 2H2024.

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Cost of sales mainly comprises land costs, development expenditure and cost adjustments (if any), capitalised borrowing costs, depreciation charge and other related expenditure. Cost of sales remain fairly consistent for 2H2024 as compared to 2H2023.

The Group's gross profit decreased by S\$2.4 million or 3.6%, from S\$66.4 million in 2H2023 to S\$64.0 million in 2H2024. The decrease was due mainly to the lower gross profit from sale of development properties and property financing of S\$3.3 million and S\$4.1 million respectively. This was partially offset by higher gross profit generated from hotel operations and investment properties of S\$5.0 million and S\$56,000 respectively.

The Group's overall gross margin decreased from 45.2% in 2H2023 to 44.3% in 2H2024.

### **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\$5.5 million or 25.4%, from S\$21.8 million in 2H2023 to S\$27.3 million in 2H2024. The increase was due mainly to increase in staff costs and professional fees incurred in 2H2024.

### **Other income/(expenses) (net)**

In 2H2024, the Group recorded other income (net) of S\$21.0 million which comprised mainly (i) S\$41.5 million fair value gain on the outstanding derivatives as at 30 June 2024, (ii) S\$10.3 million net gain relating to the settlement of derivatives that have matured during 2H2024 (comprising S\$18.5 million cash received and recorded as realised exchange gain, net of S\$8.2 million reversal of fair value gain previously recognised on such derivatives), (iii) net fair value gain on investment properties and equity securities of S\$20.3 million and S\$5.9 million respectively, (iv) dividend income from equity securities of S\$3.5 million, and (v) net foreign exchange gain of S\$7.2 million. The above was partially offset by (vi) impairment loss on goodwill amounting to S\$16.2 million, (vii) write-down of Oasis Mansion and The Pinnacle development properties amounting to S\$30.2 million in aggregate, (viii) S\$16.0 million realised foreign exchange loss upon the capitalisation of certain intercompany loan receivables in 2H2024, and (ix) hotel management fees and hotel maintenance expenses of S\$6.2 million in aggregate.

In 2H2023, the Group recorded other expenses (net) of S\$9.1 million which comprised mainly write-down of Primus Bay development properties of S\$24.6 million, net fair value loss on financial derivatives of S\$11.4 million and fair value loss on equity securities of S\$1.4 million, partially offset by net foreign exchange gain of S\$21.0 million, reversal of impairment loss on loan receivable from a joint venture of S\$6.1 million and fair value gain on investment properties of S\$2.5 million.

### **Other gains (net)**

Other gains (net) of S\$69,000 recorded in 2H2024 included a gain on bargain purchase of S\$76,000 in relation to the Group's acquisition of the remaining 50% equity interest in FS Nieuw Holland 2 Pte. Ltd. ("FSNH2").

Other gains (net) of S\$3.9 million recorded in 2H2023 relates to the gain on disposal of a joint venture that owns the Dalingshan industrial property in Wan Li amounting to S\$4.4 million, partially offset by a loss of disposal of 90% equity interest in Dongguan East Sun No. 2 Property Management Co., Ltd. ("Dongri2"), the entity which owns the Wentang Logistics Warehouse of S\$0.5 million.

**Net finance costs**

Net finance costs increased by S\$6.0 million or 36.4%, from S\$16.5 million in 2H2023 to S\$22.5 million in 2H2024. This was due to the effect of rising interest rates and higher average borrowings obtained to fund the Group's operations, as well as the cessation of capitalisation of interest costs for the completed blocks of Primus Bay which remain unsold. The net finance costs include S\$1.8 million (2H2023: S\$1.9 million) of interest expense on lease liabilities recorded under IFRS 16.

**Share of after-tax profit of associates and joint ventures (net)**

Share of after-tax profit of associates and joint ventures increased by S\$52.3 million, from S\$0.7 million in 2H2023 to S\$53.0 million in 2H2024. The share of after-tax profit for 2H2024 is boosted by the share of profit from NSI N.V. ("NSI") amounting to S\$93.3 million. NSI which is listed on the Euronext Amsterdam, was reclassified from a financial asset measured at fair value to an associated company from 30 September 2024, the date of appointment of the Group CEO, Mr Neo Teck Pheng as a member of the NSI Supervisory Board. The share of profit from NSI included S\$57.2 million (€39.9 million) gain on bargain purchase from the above-mentioned reclassification. The Group increased its interest in the voting shares issued by NSI from 14.45% as at 30 September 2024 to 23.21% as at 31 December 2024. The remaining S\$36.1 million share of profit recognised in the 3 months ended 31 December 2024 mainly arose from the difference between the higher attributable share of net fair value of NSI and the cost of additional shares acquired by the Group during the period. In addition, the Group recognised a share of after-tax profit of S\$2.5 million from the 46.6%-held Exquisite Bay Project from the initial handover of 103 residential units in 2H2024.

The above share of profit in 2H2024 was partially offset by the share of after-tax loss of S\$32.7 million in aggregate from the 27%-held Skyline Garden associate, 36%-held Central Mansion joint venture and 17.3%-held Time Zone associate, due mainly to the write-down of development properties by the investees in December 2024. The 50%-held Le Méridien Frankfurt joint venture further contributed a share of after-tax loss of S\$10.2 million in 2H2024, due primarily to the share of impairment loss on the hotel.

**FY2024 vs FY2023**

Revenue of the Group increased by S\$34.6 million or 12.2%, from S\$283.0 million in FY2023 to S\$317.6 million in FY2024. This increase is due mainly to the increase in revenue from sale of development properties of S\$34.1 million and increase in revenue from hotel operations of S\$8.3 million. The increase is partially offset by the decrease in property financing revenue and rental of investment properties of S\$7.5 million and S\$0.3 million respectively.

Revenue from sale of development properties increased by S\$34.1 million or 92.2%, from S\$37.0 million in FY2023 to S\$71.1 million in FY2024. This was due mainly to higher volume of units handed over in FY2024 compared to FY2023. Specifically, Primus Bay commenced the first-time handover of 127 sold residential units in 6 blocks and Plot E1 of Millennium Waterfront commenced the handover of 88 sold SOHO units in FY2024, whereby in FY2023, 12 SOHO units, 16 retail units and 72 carpark lots of The Pinnacle project, 13 retail units, 16 SOHO units and 44 carpark lots of Millennium Waterfront project in Chengdu have been sold.

Rental income from investment properties marginally decreased by S\$0.3 million or 1.8%, from S\$16.6 million in FY2023 to S\$16.3 million in FY2024. Revenue from hotel operations increased by S\$8.3 million or 4.7%, from S\$177.0 million in FY2023 to S\$185.3 million in FY2024. The QBN portfolio contributed S\$9.1 million of this increase in particular, which is a 10.4% growth over its revenue in FY2023. The FY2023 performance was impacted by major renovations at the Bilderberg Hotel De Keizerskroon and Bilderberg Europa Hotel Scheveningen which caused business interruptions. This is partially offset by the decrease in revenue from the 2 hotels and adjoining hotspot operations in Chengdu by S\$3.4 million due to weaker demand as a result of the slowdown in the PRC economy as well as the weaker RMB against S\$.

## FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES

Revenue from property financing decreased by S\$7.5 million or 14.3%, from S\$52.4 million in FY2023 to S\$44.9 million in FY2024. The decrease was due mainly to lower PRC and European property financing revenue, arising from the lower average PRC loan balance and a lower average interest rate charged on the European property financing loan book respectively. The decrease was partially offset by higher property financing revenue recognised from the higher average Australian property financing loan book in FY2024.

The Group's gross profit increased by S\$4.0 million or 3.0%, from S\$131.9 million in FY2023 to S\$135.9 million in FY2024. This increase was due mainly to higher gross profit generated from the hotel operations of S\$8.4 million. The increase was offset by the lower gross profit generated from the sale of development properties, rental of investment properties and property financing of S\$0.4 million, S\$0.5 million and S\$3.5 million respectively.

The Group's gross margin decreased from 46.6% in FY2023 to 42.8% in FY2024. This was due mainly to the change in sales mix. In particular, the less profitable hotel segment contributed more to the Group's performance in FY2024, whilst the performance in FY2023 was contributed mainly by the higher yielding property financing segment.

### **Administrative expenses**

Administrative expenses increased by S\$3.9 million or 8.2%, from S\$47.7 million in FY2023 to S\$51.6 million in FY2024. This was due mainly to an increase in staff bonus and professional fees of S\$3.4 million and S\$0.5 million respectively.

### **Selling expenses**

Selling expenses increased by S\$0.4 million or 2.4%, from S\$17.3 million in FY2023 to S\$17.7 million in FY2024. The increase is due mainly to higher commissions paid for the sale of development properties, partially offset by lower advertisement expenses incurred during the year.

### **Other income/(expenses) (net)**

In FY2024, the Group recorded other income (net) of S\$29.9 million. This comprised mainly (i) S\$53.2 million fair value gain on the outstanding derivatives as at 31 December 2024, (ii) S\$7.0 million net gain relating to the settlement of derivatives that have matured during the year (comprising S\$70.7 million cash received and recorded as realised exchange gain, net of S\$63.8 million reversal of fair value gain previously recognised on such derivatives), (iii) net fair value gain on investment properties and equity securities amounting to S\$30.9 million and S\$3.6 million respectively, (iv) dividend income from equity securities of S\$4.1 million, and (v) net foreign exchange gain of S\$3.0 million. The above is partially offset by (vi) write-down of development properties of S\$31.5 million, (vii) impairment loss on goodwill amounting to S\$16.2 million (€10.8 million), (viii) S\$16.0 million realised foreign exchange loss upon the capitalisation of certain intercompany loan receivables in 2H2024, and (ix) hotel management fees of S\$6.4 million.

In FY2023, the Group recorded other expenses (net) of S\$12.3 million which comprised mainly write-down of Primus Bay development properties amounting to S\$24.6 million, net fair value loss on financial derivatives of S\$51.0 million, fair value loss on equity securities of S\$3.1 million and hotel management fees of S\$6.1 million. This was partially offset by net foreign exchange gain of S\$63.2 million and reversal of impairment loss on loan receivable from a joint venture of S\$6.1 million and fair value gain on investment properties of S\$2.5 million.

### **Other gains/(losses) (net)**

In FY2024, the Group recorded other gains of S\$0.4 million, which mainly comprised S\$0.2 million gain on disposal of secured convertible bonds in respect of Oasis Mansion, S\$0.1 million gain on disposal of one SOHO unit in Chengdu Cityspring classified as an investment property and a gain on bargain purchase of S\$76,000 in relation to the acquisition of additional 50% equity interest in FSNH2.

## FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES

The other losses recorded in FY2023 mainly arose from the loss on disposal of Dongri2 in September 2023.

### **Net finance costs**

Net finance costs increased by S\$15.5 million or 55.2%, from S\$28.1 million in FY2023 to S\$43.6 million in FY2024, due mainly to the higher interest rate and higher average borrowings obtained to fund the Group's operations as well as the effect of cessation of capitalization of interest on completed projects. The net finance costs for FY2024 comprised S\$3.7 million (FY2023: S\$3.8 million) of interest expense on lease liabilities recorded under IFRS 16.

### **Share of after-tax profit/(loss) of associates and joint ventures (net)**

The Group recorded a share of after-tax profit of associates and joint ventures of S\$59.5 million in FY2024 as compared to a share of after-tax loss of S\$2.6 million in FY2023. The share of after-tax of profit in FY2024 is due mainly to the gain on bargain purchase of S\$57.2 million (€39.9 million) recognised in September 2024 in respect of the NSI reclassification. The Group has recorded S\$36.1 million share of after-tax profit from NSI since the reclassification to 31 December 2024. Additionally, the Group recorded a share of after-tax profit in FY2024 amounting to S\$2.9 million from the 30%-held Star of East River Project due to the effect of cost adjustments by the project company.

The above is partially offset by the share of after-tax loss of S\$25.3 million in aggregate from the 27%-held Skyline Garden associate, 36%-held Central Mansion joint venture and 17.3%-held Time Zone associate due mainly to the write-down on development properties made by the investees in December 2024. The 50%-held Le Méridien Frankfurt joint venture contributed a share of after-tax loss of S\$9.7 million, due primarily to the share of impairment loss on the hotel.

### **(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 decreased by S\$19.6 million or 3.2%, from S\$603.8 million as at 31 December 2023 to S\$584.2 million as at 31 December 2024. The decrease is due mainly to depreciation charge amounting to S\$19.0 million and the effect of the depreciation of € against S\$ during the financial year. The decrease was partially offset by additions of S\$12.8 million, which include the fit-out of Puccini Hotel Milan and capex on the QBN portfolio amounting to S\$9.9 million in aggregate.

Goodwill on acquisition of the QBN Portfolio decreased by S\$16.5 million or 70.9% from S\$23.3 million to S\$6.8 million as at 31 December 2024. This is due mainly to the impairment loss of S\$16.2 million and the effect of a weaker € against S\$ during the financial year.

Interests in associates and joint ventures increased by S\$191.7 million or 15.3%, from S\$1,256.0 million as at 31 December 2023 to S\$1,447.7 million as at 31 December 2024. S\$220.1 million of the increase relates to the Group's carrying amount of its interest in NSI as at 31 December 2024. NSI was reclassified from a financial asset to an associate on 30 September 2024. Other significant additions include additional equity injection by the Group to fund its pro-rata share of development costs of the 46.6%-owned Exquisite Bay and the 39.9%-owned Sydney House Project (formerly known as the City Tattersalls project), as well as the renovation of the 50.0%-owned Le Méridien Frankfurt. The Group recognised a share of net after-tax profit from associates and joint ventures amounting to S\$59.5 million for FY2024. The increase was partially offset by the disposal of the Group's entire 50.0% interest in a joint venture with Tai Tak and reclassification of the 44.0% equity interest in East Sun No. 1 to asset held-for-sale as mentioned in Note 10.

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Non-current derivative assets decreased by S\$30.6 million or 53.7% from S\$57.0 million as at 31 December 2023 to S\$26.4 million as at 31 December 2024. The decrease was due mainly to the reclassification of derivative contracts becoming due within the next twelve months to current assets and current liabilities amounting to S\$40.7 million, offset by net fair value gain on non-current derivative contracts amounting to S\$11.1 million in aggregate as RMB and € weakened against S\$ during the year.

Non-current other investments decreased by S\$15.3 million or 56.5%, from S\$27.1 million as at 31 December 2023 to S\$11.8 million as at 31 December 2024. S\$81.5 million of the decrease was due to the reclassification of the Group's interest in NSI from a financial asset to an investment in an associate on 30 September 2024, partially offset by additions and net fair value gain on the equity securities held during the year of S\$63.5 million and S\$3.6 million respectively.

Non-current trade and other receivables decreased by S\$59.7 million or 16.2%, from S\$367.0 million as at 31 December 2023 to S\$307.3 million as at 31 December 2024. The decrease was due mainly to the reclassification of a loan to FSMC, 33.0% owned associate amounting to S\$95.6 million (€66.4 million) as at 31 December 2024 as this loan would become due in December 2025 and the effect of depreciation of € and A\$ against S\$. The decrease was partially offset by the net disbursement of loans to FSMC amounting to S\$37.0 million (€26.0 million) in aggregate and additional Australian property financing loans disbursed to third parties and interest accrued thereon amounting to S\$12.5 million (A\$14.2 million) in aggregate.

Investment properties increased by S\$52.4 million or 30.9%, from S\$169.9 million as at 31 December 2023 to S\$222.3 million as at 31 December 2024. S\$41.0 million (RMB220.8 million) of the increase was due mainly to the reclassification of the Plot E1 retail podium of Millennium Waterfront from development properties to investment properties at fair value during the year and subsequent fair value change at the year end. The Group also recorded a net fair value gain on other investment properties amounting to S\$15.9 million of which Arena Towers in Amsterdam constituted a fair value gain of S\$16.5 million (€11.4 million). The increase was partially offset by the disposal of one SOHO unit in Chengdu Cityspring amounting to S\$1.3 million (RMB7.1 million) and a net translation loss movement of S\$2.8 million, due mainly to the depreciation of € against S\$.

### Current assets

Development properties increased by S\$99.1 million or 8.5%, from S\$1,168.7 million as at 31 December 2023 to S\$1,267.8 million as at 31 December 2024. The increase was due mainly to the ongoing development of The Brilliance and Primus Bay in the PRC and the Dreeftoren, Prins Hendrikadde and Meerparc projects in Amsterdam. In addition, the Group also acquired 49 more residential units and 122 carpark lots of Oasis Mansion in Dongguan from its 48.2%-owned associate during the year. The increase in development properties was partially offset by de-recognition due to the handover of Primus Bay residential units and Plot E1 SOHO units of Millennium Waterfront, both for the first time in the current year, the reclassification of Plot E1 retail podium to investment properties, as well as the write-down of development properties amounting to S\$31.5 million.

Current trade and other receivables increased by S\$78.9 million or 12.1%, from S\$650.2 million as at 31 December 2023 to S\$729.1 million as at 31 December 2024. The increase was due mainly to the following:

- (i) reclassification of loan due from FSMC amounting to S\$95.6 million (€66.4 million) from non-current loan receivable mentioned above;
- (ii) loans receivable from a 90.5%-held joint venture amounting to S\$20.3 million (A\$23.0 million) for the joint venture to fund the Group's pro-rata share of acquisition costs of the commercial space of the Sydney House Project and development costs of the Sydney House Hotel owned by the joint venture;

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- (iii) additional advances to 17.3%-held Time Zone project company and 50.0%-held Kingsman Residence joint venture amounting to S\$1.4 million (RMB7.5 million) and S\$9.6 million (RMB51.5 million) respectively;
- (iv) increase in interest receivables of S\$5.6 million in aggregate, from 18.0%-held Fenggang joint venture and FSMC;
- (v) increase in prepayments by S\$4.4 million (€3.1 million), primarily driven by the payment of S\$5.0 million (€3.5 million) to the Dreeftoren project's façade contractor as performance security, of which S\$0.6 million (€0.4 million) was utilised during the year; and
- (vi) additional interest-free loan to a non-controlling interest of a subsidiary amounting to S\$1.5 million (RMB8.1 million).

The above-mentioned increase was partially offset by:

- (i) net repayment of property financing loans to third parties amounting to S\$38.3 million (RMB206.1 million) in aggregate;
- (ii) reduction in loan due from FSMC amounting to S\$12.9 million (€8.9 million) due to a reclassification to non-current loan receivable upon the completion of a refinancing exercise;
- (iii) net repayment to the Group by the 46.6%-held Exquisite Bay joint venture amounting to S\$5.4 million (RMB29.2 million);
- (iv) repayment of advances to the Group by the 50.0%-held FS Pitt Street Pte. Ltd. amounting to S\$1.7 million (A\$1.9 million); and
- (v) the full settlement of balances due from an indirect 49.9%-held associate amounting to S\$3.0 million (RMB16.0 million) which was subsequently disposed to a third party.

Current derivative assets amounted to S\$85.1 million as at 31 December 2024 and comprised S\$40.4 million of derivative contracts becoming due within the next twelve months reclassified from non-current assets and non-current liabilities. These contracts have further appreciated in value by a net amount of S\$5.3 million as at 31 December 2024. In addition, the year-end balance also included S\$39.4 million of derivative assets in respect of new short-term derivative contracts entered during the current financial year.

Current other investments of S\$40.0 million as at 31 December 2023 related to the secured convertible bonds in respect of the Oasis Mansion project which were disposed in February 2024.

### Non-current liabilities

Non-current liabilities excluding loans and borrowings decreased by S\$12.0 million or 6.7%, from S\$179.4 million as at 31 December 2023 to S\$167.4 million as at 31 December 2024. This was due mainly to the decrease in lease liabilities of S\$5.3 million and a reclassification of deferred consideration amounting to S\$4.6 million (RMB25.0 million) to current liabilities as it became due within the next twelve months. The deferred consideration is in relation to the Group's acquisition of the 95% equity interest in an entity which indirectly owns the development site for Primus Bay. In addition, non-current derivative liabilities also reduced by S\$1.5 million or 50.0% to S\$1.4 million as at 31 December 2024.

**Current liabilities**

Trade and other payables decreased by S\$12.4 million or 1.2% from S\$1,032.8 million as at 31 December 2023 to S\$1,020.4 million as at 31 December 2024. The decrease was due mainly to the following:

- a) settlement of advances owing to a 49.9%-held associate amounting to S\$10.4 million (RMB56.0 million);
- b) repayment of advances owing to the 17.3%-held Time Zone project company amounting to S\$4.8 million (RMB25.9 million);
- c) settlement of advances owing to a joint venture amounting to S\$8.8 million (A\$10.0 million); and
- d) repayment of advances owing to the 36.0%-held Central Mansion joint venture, 18.0%-held Fenggang joint venture and 44.1%-held Wan Li joint venture amounting to S\$12.5 million (RMB67.2 million) in aggregate.

The above-mentioned decrease was partially offset by an increase in trade payables amounting to S\$13.2 million as the development projects in the PRC and the Netherlands continue. In addition, PCCS distribution from 30 September 2024 to 31 December 2024 amounting to S\$3.0 million was accrued and payable in January 2025. S\$4.7 million deferred consideration in relation to Primus Bay was also reclassified from non-current liabilities as mentioned above.

Contract liabilities decreased by S\$26.1 million or 42.4%, from S\$61.4 million as at 31 December 2023 to S\$35.3 million as at 31 December 2024. S\$35.3 million (RMB190.2 million) of the decrease was due mainly to the first-time revenue recognition by Primus Bay upon the handover of sold residential units in 6 blocks of the project during the current financial year. The decrease is partially offset by cash receipts from the presale of residential units of The Brilliance amounting to S\$11.5 million (RMB62.0 million).

Current derivative liabilities amounted to S\$2.6 million as at 31 December 2024 and comprises an aggregated S\$0.5 million of derivative contracts becoming due within the next twelve months which were reclassified to current liabilities from non-current assets and non-current liabilities. These contracts have further depreciated in value by a net amount of S\$1.3 million as at 31 December 2024. In addition, the year-end balance also includes S\$0.8 million of derivative liabilities in respect of new short-term derivative contracts entered during the current financial year.

**Loans and borrowings**

Total borrowings increased by S\$41.2 million or 3.3%, from S\$1,250.6 million as at 31 December 2023 to S\$1,291.8 million as at 31 December 2024. This was due mainly to the additional loans drawn to fund the various development projects in the PRC, Europe and Sydney, Australia.

The Group maintained a net gearing ratio of 0.47x as at 31 December 2024 (2023: 0.52x).

**Foreign currency risk management**

The Group is exposed to volatility of the €, Australian Dollar (“A\$”) and RMB in connection with its operations in Europe, Australia and the PRC, respectively. Any depreciation in these foreign currencies against S\$ will adversely affect the Group’s earnings, net assets, value of any dividends it pays to its shareholders in S\$ or require the Group to use more foreign currency to service the same amount of any S\$ denominated debt. Fluctuations in exchange rates are affected by, amongst others, changes in political and economic conditions and the PRC’s foreign exchange regime and policy.

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The Group manages its currency exposure to RMB with borrowings denominated in RMB or offshore Chinese Yuan ("CNH"), and/or financial derivatives whereby the end result is to achieve a corresponding RMB liability. As at 31 December 2024, the Group has fully hedged its RMB-denominated net assets (31 December 2023: 80.9%).

Since the Group's entry to the Dutch and German property markets in February 2015 and January 2018 respectively, the Group has managed its currency exposure to € by financing all its Dutch and German acquisitions with a combination of €-denominated borrowings and/or financial derivatives whereby the end result is to achieve a corresponding € liability.

Since the Group's subscription of units in a 39.9%-owned project developer trust to redevelop the Sydney House Project in January 2020, the Group has managed its currency exposure to A\$ by financing its Australian investment with a combination of A\$-denominated borrowings and/or financial derivatives whereby the end result is similarly to achieve a corresponding A\$ liability.

The Group has sufficiently hedged its €, A\$ and RMB cost base, but it will continue to monitor and manage its foreign exchange exposure, taking into account the associated costs of foreign currency-denominated borrowings and/or financial derivatives, and will take appropriate actions, as necessary. There is no assurance as to the effectiveness and success of any hedging measures that the Group might or might not take.

In addition, the Group does not practise hedge accounting. The derivative instruments described above are measured at fair value based on valuations provided by the respective counterparty banks, with changes in fair value recognised in the income statement. The fair value of each of the derivative instruments is dependent on various factors such as the forward foreign exchange rates, discount rates and yield curves. As such, the Group's income statement would fluctuate from time to time as adjustments are made to the fair value of the financial derivatives. A significant loss in the fair value of the derivative instruments would reduce the profit of the Group. In addition, should there be any material adverse change in the fair value of the derivative instruments when the foreign currency appreciates against S\$, in the case of derivative instruments with the end result of achieving a corresponding foreign currency liability, the counterparty banks for such contracts may require the Group to provide additional financial security, earmark credit facilities for settlement of the derivative instruments, and/or close out or liquidate the derivative instruments at prevailing prices, resulting in a net financial liability owing by the Group to the banks, which may have a material adverse impact on the Group's financial position and prospects. Conversely, under such a scenario, to the extent that the Group's internal funding structure is not done via foreign currency denominated loan receivables, but with equity, the Group should expect to record a translation gain which is part of reserves in its shareholders' equity which would partially mitigate the negative impact of fair value loss on the derivative instruments.

As at 31 December 2024, the Group had financial derivative contracts outstanding with an aggregate notional amount of S\$4,270.8 million (comprising €1,242.3 million, RMB11,742.8 million and A\$384.3 million), with remaining tenures ranging from less than one month to approximately 3 years. These contracts as valued by the counterparty banks amounted to S\$107.4 million in aggregate, comprising S\$111.5 million of derivative assets net of S\$4.1 million of derivative liabilities.

As at 31 December 2024, the Group recorded a cumulative translation loss of S\$131.9 million as part of reserves in its shareholders' equity. This arose mainly from the translation of the net assets and income and expenses of the Group's foreign operations in Europe, the PRC and Australia, to S\$ at the exchange rates prevailing at the end of the financial year.

**Statement of cash flows of the Group**

Net cash generated from operating activities amounted to S\$24.4 million in FY2024 due mainly to the (i) interest received from financial institutions of S\$6.7 million, (ii) net drawdown of bank borrowings of S\$59.8 million, (iii) net repayment of RMB denominated property financing loans to third parties amounting to S\$41.0 million (RMB222.1 million). These were partially offset by (iv) disbursement of A\$ denominated property financing loans to third parties amounting to S\$8.6 million (A\$9.7 million), (v) disbursement of A\$ denominated property financing loans to the 90.5%-held joint venture amounting to S\$19.3 million (A\$21.9 million) to fund the Group's pro-rata share of the acquisition costs of the commercial space of the Sydney House Project and the development costs of the Sydney House Hotel owned by the joint venture, (vi) prepayments of S\$5.0 million (€3.5 million) paid to the façade contractor of the Dreeftoren project to secure its performance, (vii) payment of interest and income tax amounting to S\$17.4 million in aggregate, (viii) disbursement of € denominated property financing loans amounting S\$24.2 million (€16.7 million) to 33.0%-owned FSMC and (ix) repayment of advances from a former associate amounting to S\$10.5 million (RMB56.0 million).

Net cash used in investing activities amounted to S\$105.6 million in FY2024. This was due mainly to (i) acquisition of shares in NSI amounting to S\$111.4 million (€77.4 million), (ii) payment for hotel-related capital expenditure of S\$10.5 million (including S\$2.8 million for the fit out of the Puccini Hotel Milan), (iii) additional equity injection by the Group to fund its pro-rata share of development costs of Exquisite Bay and renovation of the Le Méridien Frankfurt amounting to S\$15.4 million in aggregate, (iv) additional advances to 50.0%-held Kingsman Residence joint venture amounting to S\$9.6 million (RMB51.5 million), (v) additional equity injection amounting to S\$9.1 million (A\$10.2 million) to the 39.9%-owned developer trust for it to fund the development of the Sydney House Project, and (vi) advances to the 90.5%-held joint venture that owns the Sydney House Hotel amounting to S\$7.1 million (A\$8.0 million). These outflows were partially offset by (vii) interest received of S\$48.2 million, (viii) net repayment to the Group by the 46.6%-held Exquisite Bay joint venture amounting to S\$5.4 million (RMB29.1 million) and (ix) a deposit received in respect of the disposal of East Sun No.1 amounting to S\$3.0 million (RMB16.0 million).

Net cash from financing activities amounted to S\$92.5 million in FY2024. This was due mainly to the (i) proceeds from the issuance of ordinary shares pursuant to the exercise of Warrants (2019) and Warrants (2020) amounting to S\$25.2 million in aggregate, (ii) net proceeds from the issuance of PCCS amounting to S\$243.2 million, (iii) net advances from non-controlling interests of subsidiaries amounting to S\$0.8 million and (iv) equity contribution from non-controlling interest of a subsidiary amounting to S\$1.5 million. These inflows were partially offset by the (v) payment of dividends to the shareholders of the Company amounting to S\$47.3 million, (vi) interest paid and transaction costs related to borrowings amounting to S\$96.3 million in aggregate, (vii) payment of lease liabilities of S\$6.9 million, (viii) net repayment of bank borrowings of S\$13.7 million, (ix) repayment of advances owing to the 36.0%-held Central Mansion joint venture and 44.1%-held Wan Li joint venture amounting to S\$9.2 million (RMB49.4 million) in aggregate, and (x) repayment of advances owing to the 17.3%-held Time Zone project company amounting to S\$4.8 million (RMB25.9 million).

*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')**

According to the National Bureau of Statistics ('NBS'), the PRC saw a fourth-quarter growth of 5.4%, up from 4.6% in the third quarter. For 2024, the PRC managed to achieve its national growth target of 5%, although this marked the slowest growth since 1990 excluding the Covid-19 pandemic years. The NBS said that the economy had "recovered remarkably" in the latter part of 2024 after a series of stimulus measures were announced. However, while industrial output rose 5.8% due to strong growth in manufacturing, retail sales only grew 3.5% in 2024 as consumer confidence remained weak amid a prolonged housing slump. The People's Bank of China ('PBOC') kept the one-year and five-year loan prime rate ('LPR') unchanged at 3.1% and 3.6% respectively in December 2024. The official growth target for 2025 is expected to be revealed at the annual parliamentary meetings in March 2025 but Chinese government advisors expect the central government to keep its GDP growth target at approximately 5%, if not slightly lower.

According to the China Index Academy, home prices for new and existing residential units continued to decline in January 2025, with the average price per square metre for existing residential units dropping slightly over 7% in January 2025 compared to January 2024. According to Reuters' calculations based on NBS data, new home prices in January were unchanged for the second straight month. Year-on-year, new home prices dropped 5%, narrowing from a 5.3% drop in December 2024. However, new home prices in China's top-tier cities rose by 0.36% in January 2025 from December 2024. There were also signs of improvement in the existing home market as the decline in prices slowed, as prices in first-tier cities fell by an average of 0.15% from December 2024. Nationwide, the average price of existing residential units had been falling at a slower pace for six consecutive months, despite a 7.2% year-on-year decline in January 2025. These figures suggested that property values were beginning to stabilise after the roll out of various stimulus measures in 2H2024, such as cutting mortgage rates and allowing local governments to buy unsold housing units and idle land with special bond proceeds. However, other official data also reported that the volume of property investments in 2024 fell 10.6% from 2023, the largest annual decline recorded. Furthermore, property sales and the start of construction for new builds, measured by floor area, dropped 12.9% and 23.0% respectively in 2024. According to Reuters, the value of property sales by the top 100 real estate developers dropped by almost 17% in January 2025 compared to the year before. Official data also showed unsold new homes totalled 390.88 million square metres in 2024, a 16.2% increase from 2023.

**The Netherlands**

According to the second estimate conducted by Statistics Netherlands ('CBS'), gross domestic product ('GDP') increased by 0.8% in 3Q2024 relative to 2Q2024, and 1.7% when compared to 3Q2023. The growth in GDP from the previous quarter and year-on-year was due mainly to an increase in household and public consumption.

In January 2025, the European Central Bank ('ECB') cut deposit interest rates to 2.75%, the lowest since the peak of 4% up till June 2024, as inflation which fell to 2.4% in December 2024 was "well on track" to reach ECB's 2% target. The ECB's chief economist, Philip Lane, explained that a decrease in energy prices has brought down overall inflation. He also highlighted the importance of carefully calibrating interest rates to balance the competing goals of controlling inflation and supporting economic activity. According to ING, the ECB remained confident that inflation will moderate to around 2% with ECB staff projecting for inflation to average 2.4% in 2024, 2.1% in 2025, 1.9% in 2026 and 2.1% in 2027. The ECB President, Christine Lagarde, also kept the door open to further policy easing in a press conference, citing concerns over lackluster economic growth.

According to figures released by CBS, the Netherlands' Cadastre, Land Registry and Mapping Agency ('Kadaster') and Eurostat, prices of new-build housing in 3Q2024 were 2.9% higher compared to 2Q2024 and 3.6% higher than in 3Q2023. 3Q2024 saw more than 6,500 new build homes sold, which was an increase of 7.2% compared to 2Q2024, and an increase of over 69% from 3Q2023. It was the fourth quarter in a row that saw a positive year-on-year trend in the number of new build homes sold. The number of existing housings sold also increased with 54,000 sold in 3Q2024, 15.3% more than in 3Q2023. Overall, house prices for both new build and existing housings in the Netherlands were 10.3% higher in 3Q2024 compared to 3Q2023, which is the fifth largest increase in Europe.

In November 2024, the price index for existing owner-occupied housing increased by 11.9% compared to one year ago, the largest increase in over two years, and was 0.9% higher from the month before. According to Kadaster, 17,973 housing transactions were recorded in November 2024, an increase of 17.9% compared to November 2023. The total number of homes sold in the first 11 months of 2024 reached 182,634, exceeding the full-year total for 2023, representing a 12% increase compared to the same period in 2023. Kadaster's data shows that monthly transaction volumes have consistently exceeded those of the prior year since early 2024, and the almost 18,000 housing transactions reflect a recovery in the housing market in 2024 which coincides with strong price growth and increased buyer activity.

### **Australia**

As high borrowing costs and inflation continue to burden the slowing economy, Australia's GDP only expanded 0.3% quarter-on-quarter in 3Q2024, compared to 0.2% in 2Q2024. Year-on-year, Australia's economy rose 0.8% compared to 3Q2023, the weakest since the end of 2020, missing a Reuters' estimate of a 1.1% growth. However, recent data indicated that the economy could be picking up as retail turnover in October 2024 rose 3.4% before inflation, the most in 17 months, and building approvals were the highest in 25 months.

Consumer price index figures released in January 2025 showed that the year-on-year inflation rate rose 2.3% in November 2024, a drop from a peak increase of 8.4% in December 2022 but up from an increase of 2.1% in October 2024. The increase was due to the timing of government electricity rebates reaching households. Electricity prices were down 21.5% in the year to November 2024 after a record 35.6% decrease in October 2024, due mainly to the government energy rebates. The Reserve Bank of Australia ('RBA')'s preferred measure for inflation, the "trimmed mean", fell from 3.5% to 3.2% in November 2024, which was still above the RBA's target band of 2% to 3%. Despite this, the drop marked another sign that inflation was starting to cool. On 18 February 2025, the RBA cut interest rate by 25 bps to 4.10%, the first reduction since November 2020.

Meanwhile, Australia's home prices dropped further in its second straight monthly decline in January 2025 as buyers were increasingly priced out of the market, while the supply of properties increased. According to The Business Times, the Home Value Index for major cities dropped 0.2% in January 2025. The two biggest markets, Melbourne and Sydney, declined by 0.6% and 0.4% respectively. According to the Guardian, September 2024 was likely the peak of Sydney's house price growth cycle as house prices fell by 0.2% in November 2024 after a 0.1% decrease in October 2024. The housing crisis is particularly serious in Sydney where buyers are being priced out of the market given an average home costs 13-times of income. Combined with high interest rates, buyers are unable to raise enough funds to purchase a home. According to Tim Lawless, a research director at CoreLogic, outlook for the residential market is expected to improve with the expectation that the RBA will embark on an easing cycle at its February 2025 meeting.

### **Company Outlook**

#### **Property Development**

Even after multiple rounds of stimulus measures from the PRC government, the PRC property market remains weak. The Group has not seen any meaningful improvement in 4Q2024 with regard to pre-sales of its PRC property development projects. The market is expecting more pro-market policies in 2025 to further stimulate recovery. As such, the Group is cautiously optimistic of an eventual turnaround and continues to rally its partners to jointly adopt a longer-term perspective on the sales cycle without significantly compromising on selling prices. All of the PRC property development projects under construction are at an advanced stage of development with completion expected to be within 2025. Some of these projects have already achieved partial completion and commenced handover.

Moving to the Netherlands, the timeline on the redevelopment of the 100%-owned Dreeftoren has been delayed as a result of technical challenges faced during the construction of the three-storey base of the residential tower. This includes the recent temporary construction halt since early January 2025 to conduct additional verification testing after the installation of the first prefabricated floors above the base in 4Q2024. The Group is currently working towards a 4Q2026 completion date for the residential tower, which represents a delay of 6 months. Work on the office tower is ongoing with completion expected in 3Q2025. Despite this, occupation of the office tower may be affected by the delay in the residential tower's timeline.

On 1 July 2024, the Dutch Government enacted a new national law on affordable housing which is applicable to the freehold Meerparc redevelopment project. The Group is working with the municipality to finalise and sign the various agreements related to the redevelopment in 1Q2025. Construction on this project is estimated to commence in 2026. In the meantime, part of the existing building will serve as the temporary office premises of Van Doorne N.V. ("Van Doorne"), the existing sole tenant of the Group's adjacent 33%-owned Zuiderhof I building, which is scheduled to undergo a major renovation starting in mid-2025.

The Group received the building permit for the Prins Hendrikkade property in November 2024. As such, renovation works are expected to commence in early April 2025 and be completed before the end of 2025.

In Australia, construction of the 39.9%-owned Sydney House (previously known as Sydney Pitt Street Central project) in Sydney is progressing well since its commencement in March 2023. The development is expected to be completed in 3Q2027. The works as at 18 February 2025 are approximately 44% completed based on working days for the contract works. In FY2024, the Group also seized the opportunity to acquire the commercial space of this project. This enabled the Group to not only own and maximise the full commercial potential of this partially heritage-listed property primely located in the heart of the Sydney CBD, but to also utilise part of the commercial space to enhance the capacity and facilities of Sydney House Hotel, the hotel component of the project.

#### **Property Holding**

The European property portfolio saw healthy growth in 2H2024, with the portfolio generating €27.3 million of operating income, a 5.6% increase from the same period last year. For the full year, the Group observed a 12.6% increase in operating income to €52.6 million. This was due mainly to the full-year contribution from the Allianz Tower Rotterdam which was acquired in September 2023, and stronger contributions from the Utrecht Centraal hotels and the Dutch Bilderberg hotels. The performance uplift for the Dutch Bilderberg hotels can be largely attributed to the reopening of the Bilderberg Europa Hotel Scheveningen and Bilderberg Hotel De Keizerskroon following extensive renovations to both hotels in 2023.

The Group is looking forward to its strong completion pipeline of projects which may further enhance the Group's recurring income. Both the Puccini Milan hotel and Prins Hendrikkade Amsterdam are expected to complete their redevelopments in FY2025, whilst the Dreeftoren Amsterdam office and residential developments are expected to be completed in 3Q2025 and 4Q2026 respectively, with both to become operational in FY2026, followed by the Sydney House Hotel/Galleria in FY2027 and the Meerparc Amsterdam redevelopment in FY2028. Furthermore, the Group has commenced the major renovation project at the 50%-owned Le Méridien Frankfurt. The project involves the complete refurbishment of all 80 rooms in the Palais wing and the addition of 29 new rooms to the current 300-room inventory, and is expected to be completed in 3Q2025. The permit for the additional rooms is expected to be granted by March 2025.

For the 33%-owned Zuiderhof I property in the Amsterdam CBD, the Group signed a 10-year lease extension for approximately 10,000 sqm of office, representing approximately 80% of the existing lettable space, with Van Doorne. Van Doorne has occupied the property even before the Group acquired it in February 2015. The new lease is expected to commence in August 2026 following a major renovation and refurbishment of the property, which aims to achieve a BREEAM In-Use Excellent rating upon completion. The Group is expected to take up most of the remaining space (approximately 2,600 sqm) in the rejuvenated building as its European headquarters.

The Group has through cumulative acquisitions in FY2024 become the largest shareholder<sup>3</sup> of NSI N.V. ("NSI") with an approximately 22.0% equity stake in its total issued share capital as at 31 December 2024. Following the appointment of the Group CEO and Executive Director of the Company to the NSI Supervisory Board on 30 September 2024, the investment in NSI has been accounted for as an associated company of the Group from the appointment date. The Group recognised a share of profit from NSI amounting to S\$93.3 million in the Group's 2H2024 profit, based on the unaudited financial statements<sup>4</sup> of NSI as at 31 December 2024.

The challenges faced by the PRC economy has weighed on the performance of the Chengdu Wenjiang hotels in 2H2024, leading to a lower demand from the events and meetings segment. As a result, the hotels recorded lower occupancy rates, ADR and F&B revenue which resulted in a lower EBITDA of RMB8.0 million in 2H2024 (2H2023: RMB10.3 million). For the full year, the hotels recorded a lower EBITDA amounting to RMB14.7 million (FY2023: RMB21.2 million). Despite the drop, FY2024 still marked the second-strongest EBITDA recorded by the hotels since commencement of operations.

In December 2024, the Group entered into an agreement to further divest a 44% equity interest in Wentang Recycling Factory, valuing the property at approximately RMB 84.8 million. This represents a premium of approximately 110% over the cost to the Group. To-date, the Group has received a deposit of RMB16 million. The divestment is expected to be completed in March 2025, after which the Group will continue to hold a 5.5% interest in the property.

### Property Financing

The weakened PRC economic situation has resulted in the Group taking a cautious approach in managing its PRC property financing exposure. In December 2024, the Group commenced legal action against a borrower in the Shanghai court to recover an outstanding loan principal of RMB375.8 million. The borrower has breached the loan amortisation plan which was agreed upon with the Group in September 2024. The legal action taken included the placement of preservation orders on the collateralised properties located in the prime Shanghai Pudong New Area, with a valuation of approximately RMB1.4 billion, and certain bank accounts. Considering the outstanding loan principal against the valuation of the properties which have been placed on "first caveat" by the Group, the "claim-to-preservation value" ratio is at a comfortable level of 27%. The first hearing has been scheduled to take place in March 2025.

<sup>3</sup> Based on the substantial shareholding filing with the Dutch Authority for the Financial Markets (AFM)

<sup>4</sup> NSI 4Q2024 unaudited results published on 28 January 2025 (<https://nsi.nl/ir/nsi-publishes-2024-preliminary-results/>)

## **Management of Foreign Exchange Exposure**

The Group has substantially hedged all its foreign currency exposure, namely the Euro, CNH and Australian dollar, arising from its overseas assets through a combination of (i) foreign currency debts, and (ii) financial derivatives that create corresponding foreign currency liabilities. Arising from the various geopolitical and economic risks which could have a significant impact on foreign currencies, the Board will continue to closely monitor the Group's foreign currency hedging strategy and adjust it from time to time as appropriate. This includes assessing the implications of the possibility of cash outflows arising from mark-to-market losses of the outstanding financial derivatives and/or upon the maturity of such financial derivatives when they are not in-the-money, and the associated adverse accounting impact caused by any unanticipated adverse turn in financial market conditions, e.g. a sudden depreciation in S\$.

## **Outlook**

With the successful issuance of perpetual convertible capital securities in September 2024, the substantial unutilised committed credit facilities available and the potential equity infusion from the exercise of outstanding warrants, the Group is in a good financial position to navigate through the economic challenges arising from the difficult market conditions, especially in the PRC, and to also capitalise on any favourable business opportunities that may arise.

## **11. Dividend information**

**If a decision regarding dividend has been made:—**

### **(a) Current Financial Period Reported On**

**Any dividend declared for the current financial period reported on?**

Yes.

The Company had paid the following tax exempt (one-tier) interim ordinary dividend to ordinary shareholders.

Name of dividend	Interim tax-exempt (one-tier) dividend
Date of Payment	17 September 2024
Dividend Type	Cash
Dividend Amount	1.10 Singapore cents per ordinary share

The Directors are pleased to recommend a final tax-exempt (one-tier) dividend in respect of the financial year ended 31 December 2024 of 3.55 Singapore cents per ordinary share for approval by the ordinary shareholders at the forthcoming Annual General Meeting of the Company.

Name of dividend	Final tax-exempt (one-tier) ordinary dividend
Date of Payment	19 May 2025
Dividend Type	Cash
Dividend Amount	3.55 Singapore cents per ordinary share

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

Yes.

The Company had paid the following tax exempt (one-tier) interim ordinary dividend to ordinary shareholders.

Name of dividend	Interim tax-exempt (one-tier) dividend
Date of Payment	2 October 2023
Dividend Type	Cash
Dividend Amount	1.10 Singapore cents per ordinary share

Name of dividend	Final tax-exempt (one-tier) ordinary dividend
Date of Payment	27 May 2024
Dividend Type	Cash
Dividend Amount	3.10 Singapore cents per ordinary share

- (c) **Date payable**

Subject to the ordinary shareholders' approval at the Annual General Meeting to be held on 28 April 2025, the proposed final tax-exempt (one-tier) ordinary dividends for the financial year ended 31 December 2024 will be payable on 19 May 2025.

- (d) **Record date**

5:00 pm on 2 May 2025.

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. **In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.**

### **Property development**

Revenue from property sales increased by S\$34.1 million or 92.2% from S\$37.0 million in FY2023 to S\$71.1 million in FY2024, due mainly to increased handover activity specifically from Primus Bay and Millennium Waterfront. Despite this, the segment reported a S\$62.0 million increase in pre-tax loss to S\$67.4 million in FY2024. This is due mainly to effect of write-down of development properties in the PRC including certain projects owned via associates and joint ventures as well as higher net financing costs incurred.

### **Property investment**

Rental income marginally decreased by S\$0.4 million or 2.6% to S\$14.1 million in FY2024. Despite this, the segment reported a pre-tax profit of S\$127.9 million in FY2024 compared to a pre-tax loss of S\$17.6 million in FY2023. This is mainly contributed by the Group's share of

## FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES

profit from NSI amounting to S\$93.3 million in FY2024. The Group's interest in NSI was reclassified from a financial asset to an associate on 30 September 2024. The segment results were also boosted by a higher net fair value gain of S\$30.9 million (FY2023: S\$2.5 million) on investment properties.

### Property financing

Revenue decreased by S\$7.5 million or 14.3% to S\$44.9 million in FY2024, due to a lower average PRC property financing loan portfolio and a lower average interest rate charged on the European property financing loan book. Pre-tax profit decreased by S\$14.1 million or 29.1% to S\$34.3 million in FY2024 due mainly to the absence of the reversal of impairment loss on a loan receivable from a joint venture of S\$6.1 million in FY2023.

### Hotel operations

Revenue increased by S\$8.3 million or 4.7% to S\$185.3 million in FY2024, due to improved performance from the European hotels especially the two Dutch Bilderberg hotels which were renovated in FY2023. The segment reported a pre-tax loss of S\$12.6 million in FY2024 compared to a pre-tax profit of S\$6.2 million in FY2023. This is due mainly to impairment loss on goodwill of S\$16.2 million recognised in FY2024 and higher net financing costs incurred for the year.

#### 15. A breakdown of revenue as follows:–

Group	2024 S\$'000	2023 S\$'000	Increase/ (Decrease) %
(a) Revenue reported for first half year	172,873	135,889	27.2
(b) Operating profit after tax before deducting non-controlling interests reported for first half year	14,948	7,816	91.3
(c) Revenue reported for second half year	144,686	147,039	(1.6)
(d) Operating profit after tax before deducting non-controlling interests reported for second half year	74,760	5,263	n.m

#### 16. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year as follows:–

	Full year ended 31 December 2024 (S\$'000)	Full year ended 31 December 2023 (S\$'000)
Interim	12,425	10,166
Final	40,100	34,873
Total	52,525	45,039

The amount of final tax-exempt (one-tier) ordinary dividend for the year ended 31 December 2024 disclosed above is based on 3.55 Singapore cents declared and the number of issued ordinary shares as at 31 December 2024. The declared final tax-exempt dividend is subject to the approval of ordinary shareholders at the forthcoming Annual General Meeting. The actual amount of final dividend payable would be based on the actual number of issued ordinary shares as at the record date which has been set on 28 April 2025. The total amount for FY2024 may hence be subject to adjustments.

## FIRST SPONSOR GROUP LIMITED AND SUBSIDIARY COMPANIES

- 17. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(13) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.**

The Company confirms that there is no person occupying a managerial position in the Company or any of its principal subsidiaries who is related to a director, chief executive officer or substantial shareholder of the Company

- 18 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  
FIRST SPONSOR GROUP LIMITED

Neo Teck Pheng  
Group Chief Executive Officer and Executive Director  
25 February 2025

# **FIRST SPONSOR GROUP LIMITED**

**(Registration No. 195714)**

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## **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 second half year and the full year ended 31 December 2024 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 February 2025