



ONWARDS

&

UPWARDS

A 2015 FIGTREE
ANNUAL REPORT



This annual report has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") for compliance with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst. The Sponsor has not verified the contents of this annual report.

This annual report has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this annual report, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this annual report.

The contact person for the Sponsor is Ms Keng Yeng Pheng, Associate Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, Telephone (65) 6229 8088.

CORPORATE PROFILE

Founded in 2009, Figtree Holdings Limited ("Figtree" or the "Company", and together with its subsidiaries and associate, the "Group"), specialises in the design and building of commercial and industrial facilities. The Group typically acts as the main contractor for its projects in Singapore, covering new construction, A&A works on existing buildings as well as refurbishment and upgrading of existing buildings. In China and Malaysia, the Group provides design, project and construction management consulting services.

In 2014, the Group grew its property development business in China and Australia, which includes developing, constructing, selling and leasing of residential, commercial and industrial properties. Figtree was listed on SGX Catalist on 11 November 2013.

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FINANCIALS

OUR INDUSTRIAL PORTFOLIO



SINGAPORE / 7

FREIGHT LINKS E-LOGISTICS TECHNOPARK PTE LTD
HANKYU HANSHIN PROPERTIES SINGAPORE PTE. LTD.
CRYSTAL FREIGHT SERVICES DISTRI PARK PTE LTD
SEO ENG JOO FROZEN FOOD PTE LTD
SECOND DEVELOPMENT PTE LTD
D8 DEVELOPMENT PTE LTD
BARRY CALLEBAUT



MALAYSIA / 1

PIPELINE DISTRIBUTION (M) SDN BHD



CHINA / 6

FERVENT INDUSTRIAL PARK
SIN-SINO INDUSTRIAL DEVELOPMENT
FORTUNE LAND INDUSTRIAL
GOODRICH GLOBAL LTD
DP-MASTER-VIBRANT (JIANGYIN)
HT DEVELOPMENTS



CHAIRMAN'S MESSAGE

DEAR
SHAREHOLDERS,

The Year in Review

WE ARE INDEED VERY PLEASED TO ACHIEVE A RECORD YEAR OF REVENUE AND PROFIT FOR THE 12 MONTHS ENDED 31 DECEMBER 2015 ("FY2015").

The Group's net attributable profit surged 75% to a high of S\$12.6 million, from S\$7.2 million previously, while revenue rose 51% to S\$148.9 million from S\$98.5 million in the financial year ended 31 December 2014 ("FY2014"). This was driven mainly by contribution from our projects – the chemical warehouse for Crystal Freight Services Distripark Pte Ltd and the LF Logistics Distribution Centre for Development 8 Pte Ltd.

Gross profit increased 58% to S\$20.9 million year-on-year, reflecting an improvement in gross margin from 13% in FY2014 to 14% in FY2015 as more projects were completed in FY2015 than the year before.

A noteworthy contribution was from our 40%-owned associate Vibrant Properties Pte. Ltd. ("Vibrant"). Our share of Vibrant's results amounted to a gain of S\$0.6 million, compared to a loss of S\$0.5 million recorded in FY2014, resulting from the revaluation of its investment property, the Changshu Ferrent Industrial Park, which was completed in October 2015.

Our balance sheet remained strong as at 31 December 2015 with cash and cash equivalents of S\$13.1 million and zero borrowings. Net asset value per share increased to 13.48 cents, from 9.93 cents as at 31 December 2014.

Rewarding our Shareholders

In view of our continued strong performance in 2015, the Directors have recommended a first and final cash dividend of 1.6 cents per share, which if approved at the forthcoming

annual general meeting, will be paid to shareholders on a date to be announced later. In FY2014, our distribution per share was 1.0 cent.

Pipeline Projects Design and Build

In our Design and Build project portfolio, the S\$63 million chemical warehouse in Gul Circle which we are building for Crystal Freight Services Distripark Pte Ltd was completed in the first quarter of 2016 as scheduled.



Our balance sheet remained strong as at 31 December 2015 with cash and cash equivalents of S\$13.1 million and zero borrowings. Net asset value per share increased to 13.48 cents, from 9.93 cents as at 31 December 2014.



**CHAIRMAN'S
MESSAGE**
cont.d



Work has also commenced on the S\$65 million logistics hub in Jalan Buroh which we are constructing for Hankyu Hanshin Properties Singapore Pte Ltd. This facility is an integrated distribution centre with a gross floor area of more than 520,000 sqft, consisting of nine levels of ramp-up warehousing space, value-added processing areas and ancillary offices. We expect this project to be completed in the second quarter of 2017, with the bulk of the contribution to be recognised in 2016.

**Property
Development**

Since we ventured into the property development business in 2014, we have made significant headway in China and Australia.

In China, our joint venture company, DP-Master-Vibrant (Jiangyin) Real Estate Development Co., Ltd ("Master Real Estate"), completed its first Build-and-Transfer government-approved housing project in December 2015, three months ahead of

schedule. The project, in which we have an effective stake of 24%, has since been sold back to the government under the guaranteed buy back Build-and-Transfer model.

The early completion of this housing project was a remarkable achievement for us and it was an important consideration when the Jiangyin government awarded its second Build-and-Transfer government-approved housing project to Master Real Estate within a year, in May 2015.

This second Build-and-Transfer project comprises five blocks of 11-storey high residential flats and five blocks of 18-storey high residential flats with a total of 928 residential units and an estimated build-up area of about 124,884 sqm. Like the first project, it also has a guaranteed buy back from the government upon its completion by the end of 2016. Our effective stake in this project is also 24%.

Our first industrial project in China, the Changshu Fervent Industrial Park, has also been completed, and we intend to keep it as an investment property to build a recurrent income base for the Group. Phase one of this project has a gross floor area of 67,405 sqm consisting of six blocks of standard light





industrial factory and a 5-storey multi-purpose facility. Since completion, about half of the space has already been leased to multinational corporations. We continue to market the remaining space which is garnering strong interests. Through Vibrant, we have an effective interest of 32.6% in this project. We expect to commence construction of Phase two in the second half of 2016. Phase two will most likely be consisting of another six blocks of standard light industrial facility with a total gross floor area of more than 50,000 sqm.

In Australia, our mixed development in Melbourne is awaiting planning permit which we hope to receive by the second quarter of 2016. Located at the prime address of 293-303 La Trobe Street, the development will be a 60-storey with two

basements mixed development of residences, with full-fledged facilities and retail units at the ground level.

Onwards and Upwards

Even though the business environment is expected to be very challenging in 2016, we remain confident of our performance this year as we see pockets of opportunities both at home and abroad, where we can effectively execute our growth strategies. We are in the process of submitting proposals for various Design and Build industrial and commercial projects in Singapore. For Property Development, we are continuing to explore potential opportunities in China, especially in the development of industrial parks.

As we move onwards, we believe that our clear, purpose-driven business model will continue driving sustainable long-term returns upwards for all our stakeholders.

In Appreciation

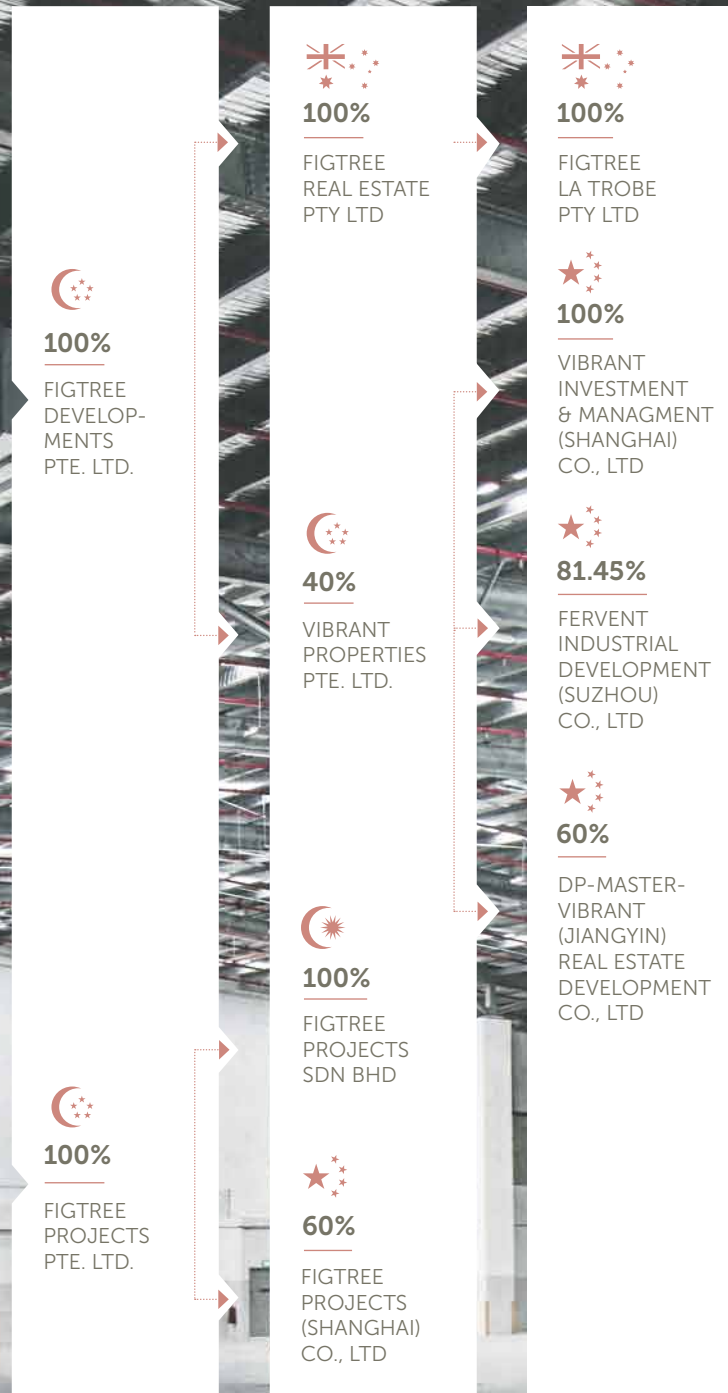
It has been a tremendously rewarding year for Figtree and I wish to express my sincere gratitude to my fellow Board members for their guidance and steadfast stewardship. To all our partners, customers, suppliers, my appreciation for your unstinting support. To my management team and staff, thank you for your dedication and hard work, without which, none of this would have been possible.

I look forward to working with you to continue to drive the best results for Figtree.

DANNY SIAW

Executive Chairman & Managing Director

**CORPORATE
STRUCTURE**
(as at 26 February 2016)

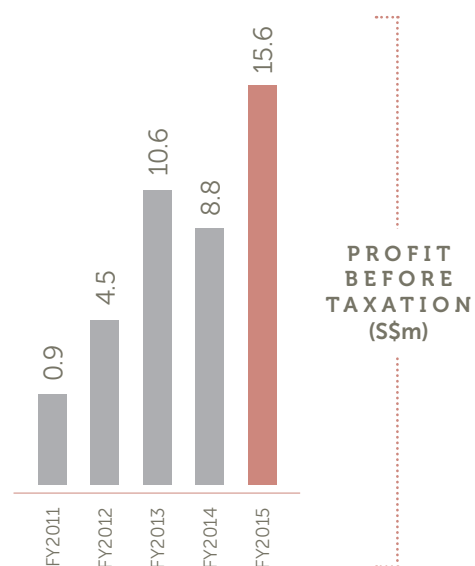
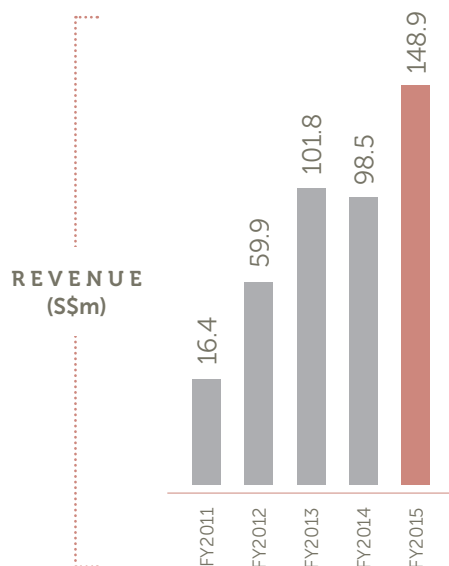


FINANCIAL HIGHLIGHTS

	2015	2014	2013	2012	2011
GROUP INCOME STATEMENTS (\$'000)					
Revenue	148,896	98,538	101,817	59,914	16,362
Profit before taxation	15,622	8,769	10,646	4,466	918
Net profit attributable to owners of the Company	12,599	7,220	8,635	3,811	780
GROUP BALANCE SHEETS (\$'000)					
Total assets	88,416	87,471	47,096	28,664	17,960
Total liabilities	48,957	59,873	23,640	23,682	16,795
Equity attributable to owners of the Company	39,440	27,560	23,424	4,917	1,106
PER SHARE DATA (CENTS)					
Earnings per share (basic)	4.42	2.60	3.11 ¹	1.37 ¹	0.28 ¹
Earnings per share (diluted)	4.41	2.60	3.11 ¹	1.37 ¹	0.28 ¹
Net asset value	13.48	9.93	8.44 ²	1.77 ²	0.40 ²
MARKET CAPITALISATION (\$'000)					
At close of market on the first trading day after the announcement of the unaudited financial results for the financial year	49,159	37,469	97,141	-	-

1 For illustrative and comparison purposes, earnings per share is calculated based on the audited profit attributable to owners of the Company and the post-IPO share capital of 277,546,000 shares.

2 For illustrative and comparison purposes, the net asset value per share is calculated based on the Company's post-IPO share capital of 277,546,000 shares.



BOARD OF
DIRECTORS



TAN
CHEW JOO

LEE
KIM HUAT

SIAW
KEN KET
@ DANNY
SIAW

THOMAS
WOO SAI
MENG

LEE
CHOONG
HIONG

PONG
CHEN YIH



1

SIAW KEN KET @ DANNY SIAW

Executive Chairman & Managing Director

Mr Siaw was appointed as Executive Chairman and Managing Director of the Company on 5 June 2013.

Primarily responsible for the business development and overall management of the Group, Mr Siaw started his career in November 1990 as a site engineer with Civil & Civic Pty Ltd, a wholly-owned subsidiary of Lend Lease Corporation Limited in Australia.

Following which, he was transferred to Bovis Lend Lease Pte Ltd (a design and build company) in Singapore in July 1993 as a project manager and rose through the ranks to become a business development manager. He went on to Magdecon Projects Pte Ltd in 1998 as an executive director in charge of business development and design. On the back of his stellar work performance, Mr Siaw was subsequently promoted to the post of managing director in 2004, a position he held until December 2010.

The following year, Mr Siaw joined Figtree Projects Pte. Ltd. as its managing director and subsequently became the director of Figtree Projects Sdn Bhd and Figtree Projects (Shanghai) Co., Ltd in the latter part 2011. In 2013, Mr Siaw was also appointed as a director of Figtree Developments Pte. Ltd.

Mr Siaw holds a Bachelor of Planning and Design, as well as a Bachelor of Building, from the University of Melbourne, Australia.

2

TAN CHEW JOO

Executive Director & Cost Director

Mr Tan was appointed as Executive Director and Cost Director of the Company on 5 June 2013.

He is chiefly responsible for the overall management of costing and budgeting of projects for the Group. Mr Tan started his career in 1973 as a quantity surveyor with the Singapore Public Works Department before joining Soh Beng Tee Pte Ltd, a general building contractor, as its contracts manager in 1975. Five years later, Mr Tan joined Bovis Lend Lease Pte Ltd in 1980 as its cost manager where he rose through the ranks to become senior director and general manager. Subsequently, he joined Magdecon Projects Pte Ltd in 1998 as its managing director and undertook the position of the executive chairman from 2004 to 2007. Following which, Mr Tan assumed the position of technical consultant for Magdecon Projects Pte Ltd from 2007 to 2009 and was also an executive director of Singa MP Corporation Pte Ltd, the holding company of Magdecon Projects Pte Ltd, from 2008 to 2009. In 2011, Mr Tan joined the Group and became the cost director for Figtree Projects Pte. Ltd. before becoming a director of Figtree Developments Pte. Ltd. in 2013.

Mr Tan holds a Bachelor of Science (Building) from the then University of Singapore. He is also a Member of the Singapore Institute of Surveyors and Valuers.

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THOMAS WOO SAI MENG

Non-Executive Director

Mr Woo was appointed as Non-Executive Director of the Company on 8 October 2013.

Currently the executive director and chief investment officer of Vibrant Group Limited (formerly known as Freight Links Express Holdings Limited) ("Vibrant"), Mr Woo first joined Vibrant in May 1997 as the chief financial officer. He was appointed as executive director of Vibrant in September 2001 and assumed his current chief investment officer role in November 2010. Mr Woo also sits on the board of a number of Vibrant's subsidiaries and associated companies. Prior to joining Vibrant, Mr Woo held senior managerial appointments with a number of private sector organisations.

Mr Woo holds a Bachelor of Economics from the University of New England and a Master of Business Administration from the University of Queensland. He is also a Fellow Chartered Accountant of the Institute of Singapore Chartered Accountants and a Fellow of CPA Australia.

BOARD OF DIRECTORS

cont.d

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LEE KIM HUAT

Lead Independent Director

Mr Lee was appointed as Lead Independent Director of the Company on 8 October 2013.

He is currently the chief operating officer and finance director of Nordic Global Holdings Pte. Ltd., an investment holding company, as well as the chief operating officer and finance director of Nordic Lift- Truck Pte. Ltd., Nordic Trading & Engineering Pte. Ltd., Nordic Equipment (Myanmar) Ltd. and PT. Nordic Lift-Truck. Notably, these companies are engaged in the sale, refurbishment, servicing and repair of container and material handlers, terminal tractors, heavy forklifts, quayside cranes and port equipment.

Mr Lee also has extensive experience in finance and accounting. From 2002 to 2009, he was the group chief financial officer of BBR Holdings (S) Ltd ("BBR Holdings"), a SGX Mainboard-listed company that engages in, amongst others, design and build as well as property development. As group chief financial officer of BBR Holdings, he was responsible for the overall finance, administration and other operational matters within the group. Prior to Mr Lee's appointment as group chief financial officer, he was also the executive director responsible for finance, administration and other operational matters in several of BBR Holdings' main subsidiaries such as Singapore Piling & Civil Engineering Private Limited, Singa Development Pte Ltd and BBR Construction Systems Pte Ltd.

Mr Lee holds a Bachelor of Arts (Accounting) from Newport University, a Diploma in Business Studies from the City College of Higher Education (London) and a Post-graduate Diploma in Accounting and Finance from The London School of Economics and Political Science. He is an Associate of The Association of Cost and Executive Accountants and a Fellow Certified Corporate Executive Accountant of the Association of Certified Project Accountants.

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LEE CHOONG HIONG

Independent Director

Mr Lee was appointed as Independent Director of the Company on 8 October 2013.

He is also currently the owner of LCH Quantity Surveying Consultant, a sole-proprietorship which he started in 1986, that provides quantity surveying services, business and management consultancy services, as well as LTY + LCH (JV), a partnership registered in 2005 that provides quantity surveying services.

With more than 40 years of experience in quantity surveying, Mr Lee worked as a senior quantity surveyor at LT&Y from 1973 to 1981. Thereafter, he became a partner at Lim Chan Hoe & Partners, a company in the business of quantity surveying from 1981 to 1986.

Mr Lee holds a Bachelor of Science (Building) from the University of Singapore and is a member of The Singapore Institute of Surveyors and Valuers.

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PONG CHEN YIH

Independent Director

Mr Pong was appointed as Independent Director of the Company on 8 October 2013.

Specialising in legal work pertaining to capital markets, compliance, investments and acquisitions, Mr Pong is a principal in Baker & McKenzie, Wong & Leow and has been with the firm since October 2014. In practice since May 2002, Mr Pong started his legal profession as an associate in Shook Lin & Bok LLP prior to joining WongPartnership LLP as an associate in 2003 before being promoted to the position of partner in 2008.

Mr Pong holds a Bachelor of Law from the National University of Singapore and is a member of the Singapore Academy of Law and the Law Society of Singapore.

SENIOR MANAGEMENT



LING LIONG KIONG AUDREA | Chief Financial Officer

Ms Ling joined our Group in February 2013 and is our Chief Financial Officer.

Responsible for all finance-related areas of the Group, Ms Ling first started her career in 1997 as an auditor in Ernst & Young LLP before leaving in 2002 to join BBR Holdings, a design and build construction and property development company listed on the Mainboard of the SGX-ST. She joined Adventus Holdings Limited, an advanced materials and solutions and commodities and resources company listed on Catalyst, as the group finance manager in 2010.

Ms Ling holds a Bachelor of Commerce in Marketing and Accounting from the University of New South Wales and is also a Certified Practising Accountant of CPA Australia.



TEOH HOON SONG | Mechanical and Electrical Engineering Director

Mr Teoh is the Mechanical and Electrical Engineering ("M&E") Director for Figtree Projects Pte. Ltd. and is responsible for all M&E-related matters for all projects as well as ensuring compliance with applicable ISO procedures and BCA Green Mark compliance.

Mr Teoh joined Hart Engineering Pte Ltd in 1995 as an engineer. In 2000, he left to join United Engineers Pte Ltd in the same capacity. In 2005, Mr Teoh joined Magdecon Projects Pte Ltd, a building and construction company, as an M&E Manager and became project manager subsequently. Mr Teoh joined Figtree Projects Pte. Ltd. in 2010 as M&E Director.

Mr Teoh holds a Bachelor of Engineering (Electrical & Electronic Engineering) from the Nanyang Technological University.



FUNG TZE PING | Project Director

Mr Fung is the Project Director for Figtree Projects Pte. Ltd. and is responsible for project management, project planning, management of budgeting and costing.

Mr Fung started his career in 2000 with Magdecon Projects Pte Ltd. He was promoted to project manager in 2004, where he started managing various projects involving utilities pipework hook-up for Hermes-Epitek as well as managing the design and construction of a chemicals warehouse for LTH Logistic (Singapore) Pte Ltd. In 2011, Mr Fung joined Figtree Projects Pte. Ltd. as Project Director.

Mr Fung holds a Diploma in Technology (Building) from Tunku Abdul Rahman College and a Master of Science in Construction Management (Project Management) from Heriot-Watt University.



OEI TJHING BO ROBERT | Technical Director

Mr Oei is the Technical Director for Figtree Projects Pte. Ltd. and is responsible for the preparation of conceptual structural designs and evaluation of the final foundation and structural designs.

From 1971 to 1977, Mr Oei joined HDB and set up the civil structural engineering section of URA. From 1978 to 1998, Mr Oei took on various roles within the L&M group of companies, a specialist engineering contractor in Singapore, where he was the technical director of L&M Prestressing Pte Ltd, chief executive officer of L&M Geotechnic Pte Ltd and L&M Foundation Specialist Pte Ltd and country director for its subsidiaries in Brunei and Indonesia. Mr Oei joined Yongnam Engineering & Construction Pte Ltd as a technical manager for projects in Singapore, Hong Kong and India in 1999. Subsequently, he joined various other engineering and construction companies as technical director/consultant from 2003, before joining the Group in 2011.

Mr Oei holds a Bachelor of Engineering in Civil Engineering from the University of Sydney. He is a certified Professional Engineer of the Singapore Professional Engineers Board and registered Accredited Checker with the BCA.

OPERATIONS & FINANCIAL REVIEW



125,000 m³

OF CONCRETE



48,000

SPRINKLER
HEADS INSTALLED



1,600 TONNES

OF STRUCTURAL STEEL



1,960,000

TOTAL CONSTRUCTION
MAN-HOURS

Figtree



At the bottomline, the Group reported a net profit attributable to owners of the Company of S\$12.6 million in FY2015, against S\$7.2 million the preceding year.



NET PROFIT SURGED 74.5% TO A RECORD S\$12.6 MILLION ON THE BACK OF REVENUE GROWTH OF 51.1% TO S\$148.9 MILLION FOR FY2015, AS COMPARED TO S\$7.2 MILLION AND S\$98.5 MILLION RESPECTIVELY IN FY2014. BOOSTING THE GROUP'S TOPLINE WAS REVENUE CONTRIBUTION FROM TWO MAJOR PROJECTS RECOGNISED IN FY2015. THEY WERE DEVELOPMENT 8 PTE LTD ("D8") WHICH WAS COMPLETED IN THE FOURTH QUARTER OF 2015 AND CRYSTAL FREIGHT SERVICES DISTRI PARK PTE LTD ("CFSDPL") WHICH WAS COMPLETED IN THE FIRST QUARTER OF 2016.

Correspondingly, gross profit rose 58.1% to S\$20.9 million in FY2015, reflecting an improvement in gross margin to 14.0% from 13.4% in FY2014 as more projects were completed than the year before.

In view of interest income recognised from long term loans extended to an associate, the Group posted a 126.2% increase in other income to S\$1.2 million in FY2015.

Cost overheads were generally higher due to an increase in employee expenses. Coupled with foreign exchange losses amounting to S\$0.6 million, compared to S\$0.08 million in FY2014, the Group's general and administrative expenses rose

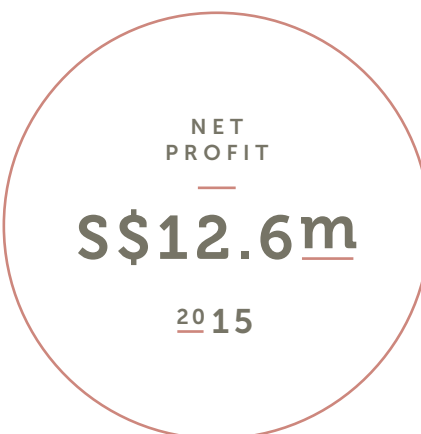
52.4% to S\$6.8 million in FY2015 from S\$4.5 million in the previous year.

Depreciation of property, plant and equipment increased by 15.2% to S\$0.2 million in FY2015 mainly due to the purchase of a motor vehicle.

Notably, the Group's 40%-owned associate Vibrant Properties Pte. Ltd. ("Vibrant") posted earnings of S\$0.6 million in FY2015 compared to a S\$0.5 million loss in FY2014. This profit arose mainly from the revaluation of an investment property, partially offset by interest expenses from shareholder loans extended to Vibrant.

In line with higher profitability registered during the fiscal period, tax expense increased by 97.1% to S\$3.0 million in FY2015.

At the bottomline, the Group reported a net profit attributable to owners of the Company of S\$12.6 million in FY2015, against S\$7.2 million the preceding year.



Review of Financial Position of the Group

As at 31 December 2015, the Group's current assets of S\$78.9 million accounted for 89.2% of total assets. Trade and other receivables, which made up 41.9% of total current assets, decreased 12.8% year-on-year to S\$33.1 million.

**OPERATIONS &
FINANCIAL REVIEW**
cont.d



Consequently, the Group posted a net working capital S\$30.0 million as at 31 December 2015, almost twice the amount as compared to the preceding financial year of S\$16.7 million.



The net book value of the Group's property, plant and equipment was lower at S\$3.6 million, from S\$3.8 million a year ago, following depreciation charges recorded during the year.

As at 31 December 2015, interests in an associate increased S\$1.2 million to S\$1.4 million, arising from the Group's share of the foreign currency translation reserve of Vibrant and its share of associates' profits for the same period. Total loans to associate also increased to S\$17.4 million in FY2015 from S\$8.5 million in

FY2014 mainly because of the additional shareholder's loans, including interest charges, extended to Vibrant.

The Group completed the acquisition of its properties in Melbourne, Australia on 16 February 2015 and S\$19.7 million was added to its current assets in FY2015. This amount included stamp duties and taxes as well as preliminary costs incurred during the initial stages of the properties' re-development. A payment of the remaining cash consideration of approximately S\$16.5 million to complete this acquisition contributed to the 64.6%

decline in cash and short term deposits to S\$13.1 million.

The Group's current liabilities stood at S\$48.9 million as at 31 December 2015. Compared to S\$59.9 million the year before, the 18.3% drop was mainly because of a net decrease in gross amount due to customers for contract work-in-progress after the D8 project was completed.

Trade and other payables comprised 64.5% of total current liabilities in FY2015 and remained steady at S\$31.6 million, from S\$32.6 million in FY2014.



Consequently, the Group posted a net working capital S\$30.0 million as at 31 December 2015, almost twice the amount as compared to the preceding financial year of S\$16.7 million.

For the year under review, the Group reported cash and cash equivalents of S\$13.1 million as compared to S\$37.0 million, due to the payment for the acquisition of the Melbourne property and additional shareholder's loans to Vibrant. This was partially offset by net cash generated from other operating activities.

REVENUE

S\$148.9m

2015

TOTAL ASSETS

S\$88.4m

2015

BASIC EARNINGS
PER SHARE

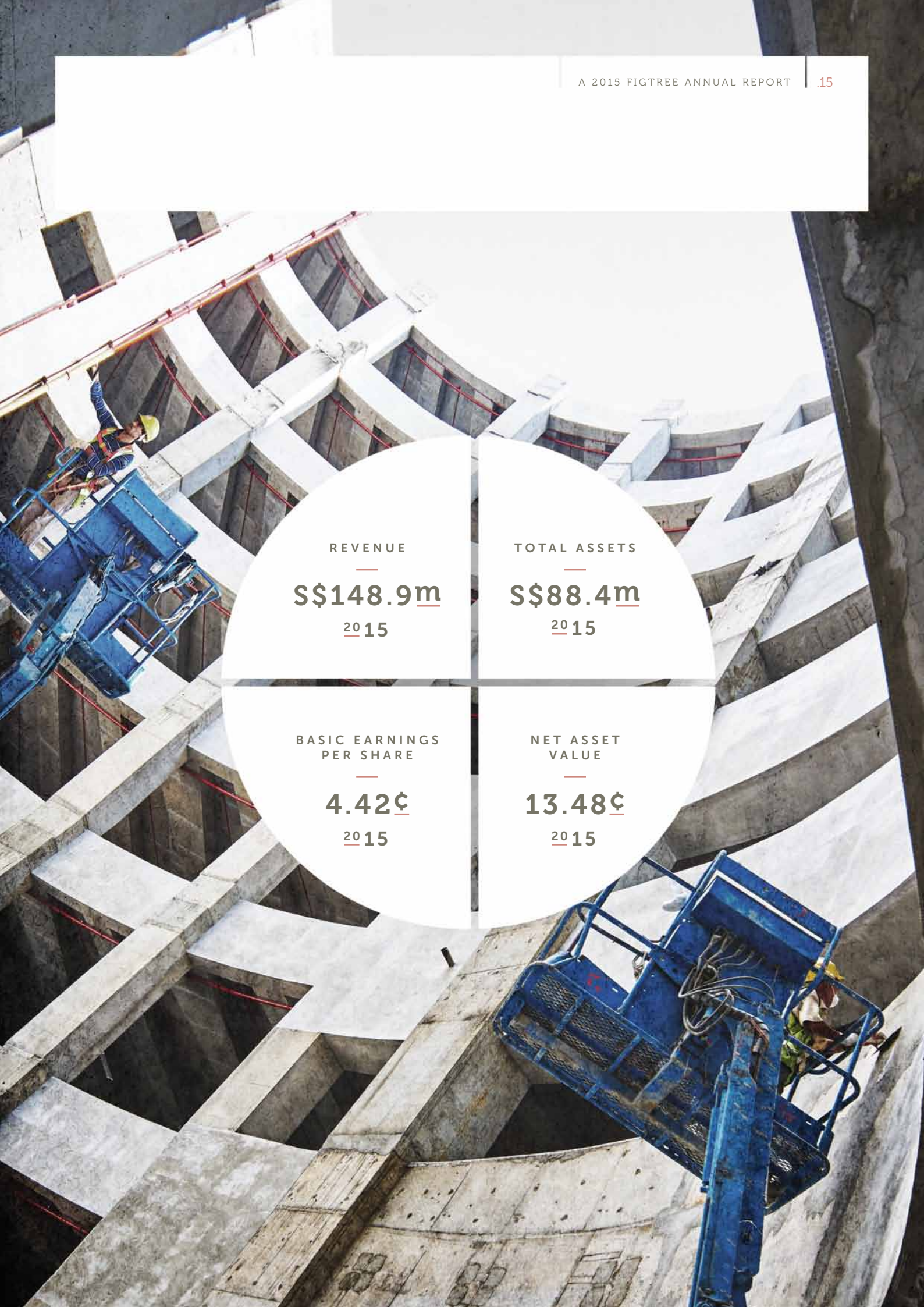
4.42¢

2015

NET ASSET
VALUE

13.48¢

2015



OUR
PROJECTS



DEVELOPMENT 8

SINGAPORE
completed in 2015



SECOND DEVELOPMENT

SINGAPORE
completed in 2012



OUR
PROJECTS
cont.d

**CRYSTAL
FREIGHT**

SINGAPORE
to be completed in 2016



**FERVENT
INDUSTRIAL
DEVELOPMENT**

CHINA
completed in 2015



**HT
DEVELOPMENTS**

CHINA
completed in 2015



FORTUNE LAND

CHINA
completed in 2014



**CORPORATE
INFORMATION****COMPANY REGISTRATION NUMBER**

201315211G

REGISTERED OFFICE

8 Jalan Kilang Barat
#03-01 Central Link
Singapore 159351
Tel: (65) 6278 9722
Fax: (65) 6278 9747
Website: www.figtreeasia.com

DIRECTORS**Siaw Ken Ket @ Danny Siaw**

(Executive Chairman and Managing Director)

Tan Chew Joo

(Executive Director and Cost Director)

Thomas Woo Sai Meng

(Non-Executive Director)

Lee Kim Huat

(Lead Independent Director)

Lee Choong Hiong

(Independent Director)

Pong Chen Yih

(Independent Director)

AUDIT COMMITTEE

Lee Kim Huat (Chairman)

Lee Choong Hiong

Pong Chen Yih

NOMINATING COMMITTEE

Pong Chen Yih (Chairman)

Lee Kim Huat

Tan Chew Joo

REMUNERATION COMMITTEE

Lee Choong Hiong (Chairman)

Lee Kim Huat

Pong Chen Yih

COMPANY SECRETARY

Lee Bee Fong

SHARE REGISTRAR

Tricor Barbinder

Share Registration Services

(a division of Tricor Singapore Pte. Ltd.)

80 Robinson Road

#02-00

Singapore 068898

PRINCIPAL BANKERS

DBS Bank Ltd.

United Overseas Bank Limited

Australia and New Zealand

Banking Group Limited

The Bank of East Asia, Limited

INDEPENDENT AUDITOR

Ernst & Young LLP

One Raffles Quay

North Tower, Level 18

Singapore 048583

Partner-in-charge :

Ang Chuen Beng

Date of appointment :

Since financial year

ended 31 December 2015

SPONSOR

PrimePartners

Corporate Finance Pte. Ltd.

16 Collyer Quay

#10-00 Income at Raffles

Singapore 049318

CORPORATE GOVERNANCE

DISCLOSURE TABLE FOR ANNUAL REPORT IN COMPLIANCE TO THE CODE OF CORPORATE GOVERNANCE 2012 AND CATALIST RULES

The Board of Directors (the “**Board**”) of Figtree Holdings Limited, (the “**Company**” and together with its subsidiaries, the “**Group**”) is committed to maintaining high standards of corporate governance and places importance on its corporate governance processes and systems so as to ensure greater transparency, accountability and maximisation of long-term shareholder value.

This report outlines the Company’s corporate governance practices that were in place during the financial year ended 31 December 2015 (“**FY2015**”), with specific reference made to the principles of the Code of Corporate Governance 2012 (the “**Code**”) and the disclosure guide developed by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) in January 2015 (the “**Guide**”).

Guideline	Code and/or Guide Description and Company’s Compliance or Explanation														
	<p>(a) Has the Company complied with all the principles and guidelines of the Code? If not, please state the specific deviations and alternative corporate governance practices adopted by the Company in lieu of the recommendations in the Code.</p> <p>The Company has complied with the principles and guidelines as set out in the Code and the Guide, where applicable.</p> <p>Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code and/or the Guide.</p> <p>(b) In what respect do these alternative corporate governance practices achieve the objectives of the principles and conform to the guidelines of the Code?</p> <p>Not applicable. The Company did not adopt any alternative corporate governance practices in FY2015.</p>														
BOARD MATTERS															
The Board’s Conduct of Affairs															
1.1	<p>What is the role of the Board?</p> <p>The Board has six (6) members and comprises the following:</p> <p>.....</p> <p>Table 1.1 – Composition of the Board</p> <p>.....</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Name of Director</th> <th style="text-align: left;">Designation</th> </tr> </thead> <tbody> <tr> <td>Siaw Ken Ket @ Danny Siaw</td> <td>Executive Chairman and Managing Director</td> </tr> <tr> <td>Tan Chew Joo</td> <td>Executive Director and Cost Director</td> </tr> <tr> <td>Thomas Woo Sai Meng</td> <td>Non-Executive Director</td> </tr> <tr> <td>Lee Kim Huat</td> <td>Lead Independent Director</td> </tr> <tr> <td>Lee Choong Hiong</td> <td>Independent Director</td> </tr> <tr> <td>Pong Chen Yih</td> <td>Independent Director</td> </tr> </tbody> </table>	Name of Director	Designation	Siaw Ken Ket @ Danny Siaw	Executive Chairman and Managing Director	Tan Chew Joo	Executive Director and Cost Director	Thomas Woo Sai Meng	Non-Executive Director	Lee Kim Huat	Lead Independent Director	Lee Choong Hiong	Independent Director	Pong Chen Yih	Independent Director
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1.1 cont'd	<p>The Board is entrusted to lead and oversee the Group, with the fundamental principle to act in the best interests of the Group. In addition to its statutory duties, the Board's principal functions are:</p> <ul style="list-style-type: none"> • Supervising the overall management of the business and affairs of the Group and approving the Group's corporate and strategic policies and direction; • Formulating and approving financial objectives of the Group and monitoring its performance such as reviewing and approving of financial results announcements and financial statements; • Overseeing the processes for evaluating the adequacy of internal controls and risk management including the review and approval of interested person transactions; • Assuming responsibility for corporate governance and compliance with the Companies Act (Chapter 50) of Singapore and the rules and regulations of the relevant regulatory bodies; • Evaluating performance of the Management; • Reviewing and approving the remuneration framework for the Directors and key executives; • Providing entrepreneurial leadership, setting strategic objectives and ensuring the necessary human and financial resources are well in place to meet the Group's objectives; • Establishing a prudent framework and effective controls so that risks can be assessed and managed, which include the safeguarding of shareholders' interests and the Group's assets; and • Setting the Group's values and standards, including ethical standards, and ensuring that obligations to the shareholders are understood and met. 																																													
1.3	<p>Has the Board delegated certain responsibilities to committees? If yes, please provide details.</p> <p>The Board has delegated certain responsibilities to the Audit Committee (the "AC"), the Remuneration Committee (the "RC"), and the Nominating Committee (the "NC") (collectively, the "Board Committees"). The compositions of the Board Committees are as follows:</p> <table border="1" data-bbox="424 1330 1422 1487"> <thead> <tr> <th></th> <th>AC</th> <th>NC</th> <th>RC</th> </tr> </thead> <tbody> <tr> <td>Chairman</td> <td>Lee Kim Huat</td> <td>Pong Chen Yih</td> <td>Lee Choong Hiong</td> </tr> <tr> <td>Member</td> <td>Lee Choong Hiong</td> <td>Lee Kim Huat</td> <td>Lee Kim Huat</td> </tr> <tr> <td>Member</td> <td>Pong Chen Yih</td> <td>Tan Chew Joo</td> <td>Pong Chen Yih</td> </tr> </tbody> </table>		AC	NC	RC	Chairman	Lee Kim Huat	Pong Chen Yih	Lee Choong Hiong	Member	Lee Choong Hiong	Lee Kim Huat	Lee Kim Huat	Member	Pong Chen Yih	Tan Chew Joo	Pong Chen Yih																													
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1.4	<p>Have the Board and Board Committees met in the last financial year?</p> <p>The Board meets on a quarterly basis, and as and when circumstances require. In FY2015, the number of the Board and Board Committee meetings held and the attendance of each Board member are shown below.</p> <table border="1" data-bbox="424 1650 1422 1973"> <thead> <tr> <th></th> <th>Board</th> <th>AC</th> <th>NC</th> <th>RC</th> </tr> </thead> <tbody> <tr> <td>Number of Meetings Held</td> <td>4</td> <td>4</td> <td>1</td> <td>1</td> </tr> <tr> <td>Name of Director</td> <td colspan="4">Number of Meetings Attended</td> </tr> <tr> <td>Siaw Ken Ket @ Danny Siaw</td> <td>4</td> <td>4*</td> <td>1*</td> <td>1*</td> </tr> <tr> <td>Tan Chew Joo</td> <td>4</td> <td>4*</td> <td>1</td> <td>1*</td> </tr> <tr> <td>Thomas Woo Sai Meng</td> <td>4</td> <td>4*</td> <td>1*</td> <td>1*</td> </tr> <tr> <td>Lee Kim Huat</td> <td>4</td> <td>4</td> <td>1</td> <td>1</td> </tr> <tr> <td>Lee Choong Hiong</td> <td>4</td> <td>3</td> <td>–</td> <td>1</td> </tr> <tr> <td>Pong Chen Yih</td> <td>4</td> <td>4</td> <td>1</td> <td>1</td> </tr> </tbody> </table> <p>* <i>By invitation</i></p> <p>The Company's Articles of Association (the "Articles") allow for meetings to be held through audio-visual communication equipment.</p>		Board	AC	NC	RC	Number of Meetings Held	4	4	1	1	Name of Director	Number of Meetings Attended				Siaw Ken Ket @ Danny Siaw	4	4*	1*	1*	Tan Chew Joo	4	4*	1	1*	Thomas Woo Sai Meng	4	4*	1*	1*	Lee Kim Huat	4	4	1	1	Lee Choong Hiong	4	3	–	1	Pong Chen Yih	4	4	1	1
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1.5	<p>What are the types of material transactions which require approval from the Board?</p> <p>Matters that require the Board's approval include, amongst others, the following:</p> <ul style="list-style-type: none"> • corporate strategy and business plans; • material acquisitions and disposals of assets; • corporate or financial restructuring; • share issuance, proposal of dividends or changes in capital; • budgets, financial results announcements, annual report and audited financial statements; and • material interested person transactions.
1.6	<p>(a) Are new Directors given formal training? If not, please explain why.</p> <p>All newly appointed Directors will undergo an orientation programme where the Director would be briefed by the Executive Chairman and Managing Director on the Group's strategic direction, governance practices, business and organisation structure as well as the expected duties of a director of a listed company. All newly appointed Directors who do not have prior experience as a director of a public listed company in Singapore will attend the training at the Singapore Institute of Directors or any other relevant courses.</p> <p>(b) What are the types of information and training provided to (i) new Directors and (ii) existing Directors to keep them up-to-date?</p> <p>Briefings, updates and trainings for the Directors in FY2015 include:</p> <ul style="list-style-type: none"> • the external auditors ("EA") briefed the AC on changes or amendments to accounting standards during AC meetings; • the Company Secretary had briefed the Board on the regulatory updates; and • the Directors are regularly briefed on the business activities of the Group.
Board Composition and Guidance	
2.1 2.2 3.3	<p>Does the Company comply with the guideline on the proportion of Independent Directors on the Board? If not, please state the reasons for the deviation and the remedial action taken by the Company.</p> <p>In view that the Executive Chairman of the Board (the "Chairman") and the Managing Director is the same person, Guideline 2.2 of the Code is met as the Independent Directors make up half of the Board.</p> <p>Mr Lee Kim Huat has also been appointed as the Lead Independent Director of the Company and makes himself available to shareholders at the Company's general meetings.</p>
2.3 4.3	<p>Has the independence of the Independent Directors been reviewed in the last financial year?</p> <p>The NC has reviewed and confirmed the independence of the Independent Directors in accordance with the Code. The Independent Directors have also confirmed their independence in accordance with the Code.</p>

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<p>2.3 4.3 cont'd</p>	<p>(a) Is there any Director who is deemed to be independent by the Board, notwithstanding the existence of a relationship as stated in the Code that would otherwise deem him not to be independent? If so, please identify the Director and specify the nature of such relationship.</p> <p>(b) What are the Board's reasons for considering him independent? Please provide a detailed explanation.</p> <p>There are no Directors who are deemed independent by the Board, notwithstanding the existence of a relationship as stated in the Code that would otherwise deem him not to be independent.</p>																
<p>2.4</p>	<p>Has any Independent Director served on the Board for more than nine years since the date of his first appointment? If so, please identify the Director and set out the Board's reasons for considering him independent.</p> <p>There are no Independent Directors who have served beyond nine years since the date of their first appointment.</p>																
<p>2.6</p>	<p>(a) What is the Board's policy with regard to diversity in identifying director nominees?</p> <p>(b) Please state whether the current composition of the Board provides diversity on each of the following – skills, experience, gender and knowledge of the Company, and elaborate with numerical data where appropriate.</p> <p>The Board's policy in identifying director nominees is primarily to have an appropriate mix of members with complementary skills, core competencies and experience for the Group, regardless of gender.</p> <p>The current Board composition provides a diversity of skills, experience and knowledge to the Company as follows:</p> <table border="1" data-bbox="459 1413 1417 1693"> <thead> <tr> <th></th> <th style="text-align: right;">Number of Directors</th> </tr> </thead> <tbody> <tr> <td colspan="2">Core Competencies</td> </tr> <tr> <td>- Accounting or finance</td> <td style="text-align: right;">3</td> </tr> <tr> <td>- Legal or corporate governance</td> <td style="text-align: right;">1</td> </tr> <tr> <td>- Relevant industry knowledge or experience</td> <td style="text-align: right;">5</td> </tr> <tr> <td colspan="2">Gender</td> </tr> <tr> <td>- Male</td> <td style="text-align: right;">6</td> </tr> <tr> <td>- Female</td> <td style="text-align: right;">0</td> </tr> </tbody> </table> <p>(c) What steps have the Board taken to achieve the balance and diversity necessary to maximise its effectiveness?</p> <p>The Board has taken the following steps to maintain or enhance its balance and diversity:</p> <ul style="list-style-type: none"> • Annual review by the NC to assess if the existing attributes and core competencies of the Board are complementary and enhance the efficacy of the Board; and • Annual evaluation by the Directors of the skill sets the other Directors possess, with a view to understand the range of expertise which is lacking by the Board. <p>The NC will consider the results of these exercises in its recommendation for the appointment of new directors and/or the re-appointment of incumbent directors.</p>		Number of Directors	Core Competencies		- Accounting or finance	3	- Legal or corporate governance	1	- Relevant industry knowledge or experience	5	Gender		- Male	6	- Female	0
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Chairman and Chief Executive Officer	
3.1	<p>Are the duties between Chairman and CEO segregated?</p> <p>There was no distinction of the roles of the Executive Chairman and Managing Director in FY2015. Mr Siaw Ken Ket @ Danny Siaw assumes the roles of the Executive Chairman and Managing Director. The Company believes that a single leadership structure will facilitate the decision-making process in relation to business opportunities and operational matters. The Board is of the opinion that there would be no need to separate the two roles after taking into consideration the following:</p> <ul style="list-style-type: none"> • Size and capabilities of the Board; • Size and operations of the Group; and • Safeguards and checks in place to ensure that the process of decision making by the Board is independent and based on collective decisions without any individual or group exercising any concentration of power or influence.
3.4	<p>Have the Independent Directors met in the absence of the Executive Directors and key management personnel?</p> <p>The Independent Directors have met in the absence of Executive Directors and key management personnel in FY2015.</p>
Board Membership	
4.1	<p>What are the duties of the NC?</p> <p>The NC is guided by key terms of reference as follows:</p> <ul style="list-style-type: none"> • Review and recommend the nomination or re-nomination of the Directors having regard to the Director's contribution and performance; • Determine on an annual basis whether or not a Director is independent; • Develop appraisal criteria for evaluation of Board's and Board Committee's performances; • Review of the training and development programs for the Board; • Assess whether or not a Director is able to and has been adequately carrying out his duties; and • Review and approve any new employment of related persons and the proposed terms of their employment.
4.4	<p>(a) What is the maximum number of listed company board representations that the Company has prescribed for its directors? What are the reasons for this number?</p> <p>The Board has not capped the maximum number of listed company board representations each Director may hold.</p> <p>(b) If a maximum has not been determined, what are the reasons?</p> <p>The NC is of the view that the effectiveness of each of the Directors is best assessed by a qualitative assessment of the Director's contributions, after taking into account his other listed company board directorships and other principal commitments. The NC also believes that it is for each Director to assess his own capacity and ability to undertake other obligations or commitments together with serving on the Board effectively. The NC does not wish to omit from consideration outstanding individuals who, despite the demands on their time, have the capacity to participate and contribute as members of the Board. Save for Mr Thomas Woo Sai Meng who has one other board representation, the other Directors have no board representations.</p>

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4.4 cont'd	<p>(c) What are the specific considerations in deciding on the capacity of directors?</p> <p>The considerations in assessing the capacity of Directors include the following:</p> <ul style="list-style-type: none"> • Expected and/or competing time commitments of Directors; • Competencies of Directors; • Geographical location of Directors; • Size and composition of the Board; and • Nature and scope of the Group's operations and size. <p>(d) Have the Directors adequately discharged their duties?</p> <p>The NC has reviewed the time spent and attention given by each of the Directors to the Company's affairs, and is satisfied that all Directors have discharged their duties adequately for FY2015.</p>																		
4.5	<p>Are there alternate Directors?</p> <p>The Company does not have any alternate directors.</p>																		
4.6	<p>Please describe the board nomination process for the Company in the last financial year for (i) selecting and appointing new directors and (ii) re-electing incumbent directors.</p> <p>Table 4.6(a) – Process for the Selection and Appointment of New Directors</p> <table border="1" data-bbox="427 1317 1417 1682"> <tr> <td style="width: 5%;">1.</td> <td style="width: 35%;">Determination of selection criteria</td> <td style="width: 60%;"> <ul style="list-style-type: none"> • The NC, in consultation with the Board, would identify the current needs of the Board in terms of skills/experience/knowledge to complement and strengthen the Board and increase its diversity. </td> </tr> <tr> <td>2.</td> <td>Search for suitable candidates</td> <td> <ul style="list-style-type: none"> • The NC would consider candidates proposed by the Directors, key management personnel or search companies, and may engage external search consultants where necessary. </td> </tr> <tr> <td>3.</td> <td>Assessment of shortlisted candidates</td> <td> <ul style="list-style-type: none"> • The NC would meet and interview the shortlisted candidates to assess their suitability. </td> </tr> <tr> <td>4.</td> <td>Appointment of director</td> <td> <ul style="list-style-type: none"> • The NC would recommend the selected candidate to the Board for consideration and approval. </td> </tr> </table> <p>Table 4.6(b) – Process for the Re-electing Incumbent Directors</p> <table border="1" data-bbox="427 1760 1417 2040"> <tr> <td style="width: 5%;">1.</td> <td style="width: 35%;">Assessment of director</td> <td style="width: 60%;"> <p>The NC would:</p> <ul style="list-style-type: none"> • assess the performance of the director in accordance with the performance criteria set by the Board; • review the annual evaluations done by the Board, Board committees and individual Directors; and • assess the current needs of the Board. </td> </tr> <tr> <td>2.</td> <td>Re-appointment of director</td> <td> <ul style="list-style-type: none"> • Subject to the NC's satisfactory assessment, the NC would recommend the proposed re-appointment of the director to the Board for its consideration and approval. </td> </tr> </table>	1.	Determination of selection criteria	<ul style="list-style-type: none"> • The NC, in consultation with the Board, would identify the current needs of the Board in terms of skills/experience/knowledge to complement and strengthen the Board and increase its diversity. 	2.	Search for suitable candidates	<ul style="list-style-type: none"> • The NC would consider candidates proposed by the Directors, key management personnel or search companies, and may engage external search consultants where necessary. 	3.	Assessment of shortlisted candidates	<ul style="list-style-type: none"> • The NC would meet and interview the shortlisted candidates to assess their suitability. 	4.	Appointment of director	<ul style="list-style-type: none"> • The NC would recommend the selected candidate to the Board for consideration and approval. 	1.	Assessment of director	<p>The NC would:</p> <ul style="list-style-type: none"> • assess the performance of the director in accordance with the performance criteria set by the Board; • review the annual evaluations done by the Board, Board committees and individual Directors; and • assess the current needs of the Board. 	2.	Re-appointment of director	<ul style="list-style-type: none"> • Subject to the NC's satisfactory assessment, the NC would recommend the proposed re-appointment of the director to the Board for its consideration and approval.
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<p>4.6 cont'd</p>	<p>The Directors submit themselves for re-nomination and re-election at regular intervals of at least once every three years. Pursuant to the Articles, at least one third of the Board (including the Executive Chairman and Managing Director) is to retire from office by rotation and be subject to re-election at the Annual General Meeting ("AGM") of the Company.</p> <p>Directors appointed by the Board during the financial year, shall only hold office until the next AGM and thereafter be eligible for re-election at the AGM.</p> <p>After assessing their contribution and performance, the NC has recommended the following Directors who are retiring at the forthcoming AGM pursuant to the respective sections of the Company's Articles, to be nominated for re-election.</p> <p>.....</p> <p>Table 4.6(c) – Re-election of Directors retiring at the forthcoming AGM</p> <p>.....</p> <table border="1"> <thead> <tr> <th data-bbox="427 1014 491 1037">Name</th> <th data-bbox="756 1014 884 1037">Designation</th> <th data-bbox="1139 1014 1337 1037">Pursuant to Article</th> </tr> </thead> <tbody> <tr> <td data-bbox="427 1055 568 1077">Lee Kim Huat</td> <td data-bbox="756 1055 1034 1077">Lead Independent Director</td> <td data-bbox="1225 1055 1251 1077">98</td> </tr> <tr> <td data-bbox="427 1095 624 1117">Lee Choong Hiong</td> <td data-bbox="756 1095 979 1117">Independent Director</td> <td data-bbox="1225 1095 1251 1117">98</td> </tr> </tbody> </table> <p>The above directors have offered themselves for re-election and the Board has accepted the recommendation.</p>	Name	Designation	Pursuant to Article	Lee Kim Huat	Lead Independent Director	98	Lee Choong Hiong	Independent Director	98												
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<p>4.7</p>	<p>Please provide Directors' key information.</p> <p>The key information of the Directors, including their appointment dates and directorships held in the past 3 years, are set out on pages 8 to 10 of this annual report. Their last re-election dates are tabled as follows.</p> <p>.....</p> <p>Table 4.7 – Last re-election dates of Directors</p> <p>.....</p> <table border="1"> <thead> <tr> <th data-bbox="427 1453 491 1476">Name</th> <th data-bbox="756 1453 884 1476">Designation</th> <th data-bbox="1166 1453 1394 1476">Last Re-election date</th> </tr> </thead> <tbody> <tr> <td data-bbox="427 1494 711 1516">Siaw Ken Ket @ Danny Siaw</td> <td data-bbox="756 1494 1114 1543">Executive Chairman and Managing Director</td> <td data-bbox="1214 1494 1351 1516">24 April 2014</td> </tr> <tr> <td data-bbox="427 1561 576 1583">Tan Chew Joo</td> <td data-bbox="756 1561 1134 1583">Executive Director and Cost Director</td> <td data-bbox="1214 1561 1351 1583">23 April 2015</td> </tr> <tr> <td data-bbox="427 1601 667 1624">Thomas Woo Sai Meng</td> <td data-bbox="756 1601 1002 1624">Non-Executive Director</td> <td data-bbox="1214 1601 1351 1624">23 April 2015</td> </tr> <tr> <td data-bbox="427 1641 568 1664">Lee Kim Huat</td> <td data-bbox="756 1641 1034 1664">Lead Independent Director</td> <td data-bbox="1214 1641 1351 1664">24 April 2014</td> </tr> <tr> <td data-bbox="427 1682 624 1704">Lee Choong Hiong</td> <td data-bbox="756 1682 979 1704">Independent Director</td> <td data-bbox="1214 1682 1351 1704">24 April 2014</td> </tr> <tr> <td data-bbox="427 1722 580 1744">Pong Chen Yih</td> <td data-bbox="756 1722 979 1744">Independent Director</td> <td data-bbox="1214 1722 1351 1744">24 April 2014</td> </tr> </tbody> </table>	Name	Designation	Last Re-election date	Siaw Ken Ket @ Danny Siaw	Executive Chairman and Managing Director	24 April 2014	Tan Chew Joo	Executive Director and Cost Director	23 April 2015	Thomas Woo Sai Meng	Non-Executive Director	23 April 2015	Lee Kim Huat	Lead Independent Director	24 April 2014	Lee Choong Hiong	Independent Director	24 April 2014	Pong Chen Yih	Independent Director	24 April 2014
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Board Performance										
5.1 5.2 5.3 cont'd	<p>What is the performance criteria set to evaluate the effectiveness of the Board as a whole and its board committees, and for assessing the contribution by each Director to the effectiveness of the Board?</p> <p>Table 5 sets out the performance criteria, as recommended by the NC and approved by the Board, to be relied upon to evaluate the effectiveness of the Board as a whole and its Board Committees, and for assessing the contribution by each Director to the effectiveness of the Board to address how the Board has enhanced long-term shareholders' value:</p> <p>.....</p> <p>Table 5 – Performance Criteria for Evaluating Board Effectiveness</p> <p>.....</p> <table border="1"> <thead> <tr> <th>Performance Criteria</th> <th>Board and Board Committees</th> <th>Individual Directors</th> </tr> </thead> <tbody> <tr> <td>Qualitative</td> <td> <ol style="list-style-type: none"> 1. Size and composition 2. Access to information 3. Board processes 4. Strategic planning 5. Board accountability 6. Risk management </td> <td> <ol style="list-style-type: none"> 1. Commitment of time 2. Knowledge and abilities 3. Teamwork 4. Independence (if applicable) 5. Overall effectiveness </td> </tr> <tr> <td>Quantitative</td> <td> <ol style="list-style-type: none"> 1. Attendance at Board and Board Committee meetings </td> <td></td> </tr> </tbody> </table> <p>No external facilitator was used in the evaluation process.</p> <p>(a) What was the process upon which the Board reached the conclusion on its performance for the financial year?</p> <p>The review of the performance of the Board and the Board Committees is conducted by the NC annually. The review of the performance of each Director is also conducted at least annually and when the individual Director is due for re-election.</p> <p>For FY2015, the review process was as follows:</p> <ol style="list-style-type: none"> 1. The NC completed a board evaluation questionnaire on the effectiveness of the Board, the Board Committees and all Directors individually completed a self-evaluation performance questionnaire based on criteria disclosed in Table 5 above; 2. The Company Secretary collated and submitted the questionnaire results to the NC Chairman; and 3. The NC discussed the report, addressing concerns that arose and concluded the performance results during the NC meeting. <p>All NC members have abstained from the voting or review process of any matters in connection with the assessment of their performance.</p> <p>(b) Has the Board met its performance objectives?</p> <p>Yes, the Board has met its performance objectives.</p>	Performance Criteria	Board and Board Committees	Individual Directors	Qualitative	<ol style="list-style-type: none"> 1. Size and composition 2. Access to information 3. Board processes 4. Strategic planning 5. Board accountability 6. Risk management 	<ol style="list-style-type: none"> 1. Commitment of time 2. Knowledge and abilities 3. Teamwork 4. Independence (if applicable) 5. Overall effectiveness 	Quantitative	<ol style="list-style-type: none"> 1. Attendance at Board and Board Committee meetings 	
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Quantitative	<ol style="list-style-type: none"> 1. Attendance at Board and Board Committee meetings 									

Access to Information															
6.1 10.3	<p>What types of information does the Company provide to Independent Directors to enable them to understand its business, the business and financial environment as well as the risks faced by the Company? How frequently is the information provided?</p> <p>.....</p> <p>Table 6 – Types of information provided by key management personnel to Independent Directors</p> <p>.....</p> <table border="1"> <thead> <tr> <th>Information</th> <th>Frequency</th> </tr> </thead> <tbody> <tr> <td>1. Board papers (with background or explanatory information relating to the matters brought before the Board, where necessary)</td> <td>Whenever Applicable</td> </tr> <tr> <td>2. Updates to the Group's operations and the markets in which the Group operates in</td> <td>Quarterly</td> </tr> <tr> <td>3. Budgets and forecasts (with variance analysis)</td> <td>Quarterly</td> </tr> <tr> <td>4. Consolidated management accounts (with financial ratios analysis)</td> <td>Quarterly</td> </tr> <tr> <td>5. Reports on on-going or planned corporate actions</td> <td>Whenever Applicable</td> </tr> <tr> <td>6. Internal auditors' ("IA") and EA's reports</td> <td>Annually</td> </tr> </tbody> </table> <p>Key management personnel will provide any additional material or information that is requested by Directors or that is necessary to enable the Board to make a balanced and informed assessment of the Group's performance, position and prospects. Monthly management accounts are made available to Directors when requested.</p>	Information	Frequency	1. Board papers (with background or explanatory information relating to the matters brought before the Board, where necessary)	Whenever Applicable	2. Updates to the Group's operations and the markets in which the Group operates in	Quarterly	3. Budgets and forecasts (with variance analysis)	Quarterly	4. Consolidated management accounts (with financial ratios analysis)	Quarterly	5. Reports on on-going or planned corporate actions	Whenever Applicable	6. Internal auditors' ("IA") and EA's reports	Annually
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5. Reports on on-going or planned corporate actions	Whenever Applicable														
6. Internal auditors' ("IA") and EA's reports	Annually														
6.3	<p>What is the role of the Company Secretary?</p> <p>The role of the Company Secretary, the appointment and removal of whom is a matter for the Board as a whole, is as follows:</p> <ul style="list-style-type: none"> • Ensuring that Board procedures are observed and that the Company's Articles, relevant rules and regulations, including requirements of the Securities and Futures Act (Chapter 289) of Singapore, the Companies Act (Chapter 50) of Singapore and the SGX-ST Listing Manual Section B: Rules of Catalist (the "Catalist Rules"), are complied with; • Assisting the Chairman and the Board to implement and strengthen corporate governance practices, with a view to enhancing long-term shareholder value; • Assisting the Chairman to ensure good information flows within the Board and its committees and key management personnel; • Facilitating orientation and assisting with professional development as required; • Training, designing and implementing a framework for key management personnel's compliance with the Catalist Rules, including timely disclosure of material information; • Attending and preparing minutes for all Board meetings; • As secretary to all the other Board Committees, assisting to ensure coordination and liaison between the Board, the Board Committees and key management personnel; and • Assisting the Chairman, the Chairman of each Board Committee and key management personnel in the development of the agendas for the various Board and Board Committee meetings. 														

REMUNERATION MATTERS	
Developing Remuneration Policies	
7.1	<p>What is the role of the RC?</p> <p>The RC is guided by key terms of reference as follows:</p> <ul style="list-style-type: none"> • Review and recommend to the Board a general framework of remuneration and specific remuneration packages for each Director and key management personnel and the implementation of any appropriate performance-related elements to be incorporated in the remuneration framework; • Review annually the remuneration packages of employees who are related to any of the Directors or any substantial shareholder of the Group; and • Administer the Figtree Employee Share Option Scheme.
7.3	<p>Were remuneration consultants engaged in the last financial year?</p> <p>No remuneration consultants were engaged by the Company in FY2015.</p>
7.4	<p>Termination Clause</p> <p>There is currently no amount for termination, retirement and post-employment benefits granted to Directors, the Executive Chairman and Managing Director, and the top key management personnel (who are not Directors or the Executive Chairman and Managing Director).</p>
Level and Mix of Remuneration	
8.4	<p>Claw-back mechanism</p> <p>The Company does not use contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The Executive Directors owe a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Directors in the event of such breach of fiduciary duties.</p>
Disclosure on Remuneration	
9	<p>What is the Company's remuneration policy?</p> <p>The Company's remuneration policy is one that seeks to attract, retain and motivate talent to achieve the Company's business vision and create sustainable value for its stakeholders. The policy articulates to staff that total compensation is linked to the achievement of organisational and individual performance objectives, and benchmarked against relevant and comparative compensation in the market.</p>

9.1
9.2

Has the Company disclosed each Director's and the CEO's remuneration as well as a breakdown (in percentage or dollar terms) into base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives? If not, what are the reasons for not disclosing so?

The breakdown for the remuneration of the Directors for FY2015 is as follows:

Table 9.2 – Types of information provided by key management personnel to Independent Directors

Name	Remuneration (S\$'000)	Directors Fees ¹ (%)	Salary (%)	Bonus ² (%)	Benefits- in-kind ³ (%)	Total (%)
Siaw Ken Ket & Danny Siaw	1,991	2.0	19.9	76.1	2.0	100
Tan Chew Joo	779	5.1	23.9	67.4	3.6	100
Thomas Woo Sai Meng	40	100	–	–	–	100
Lee Kim Huat	45	100	–	–	–	100
Lee Choong Hiong	43	93.9	–	–	6.1	100
Pong Chen Yih	40	100	–	–	–	100

1. Fees are subject to approval by shareholders as a lump sum at the AGM.

2. Bonus includes an incentive bonus which is to be paid within three months after the AGM approving the audited consolidated accounts of the Group.

3. Benefits-in-kind refer to benefits such as fixed allowances, share-based payments and payments in respect of Company's statutory contributions to the Singapore Central Provident Fund.

There are currently no termination, retirement, post-employment benefits that may be granted to the Directors and top four (4) key management personnel.

9.3

(a) Has the Company disclosed each key management personnel's remuneration, in bands of S\$250,000 or more in detail, as well as a breakdown (in percentage or dollar terms) into base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives? If not, what are the reasons for not disclosing so?

The Company only has four (4) top key management personnel.

The breakdown for the remuneration of the Company's key management personnel (who are not Directors or the CEO) for FY2015 is as follows on the next page:

9.3 cont'd	<p>Table 9.3 – Remuneration of Key Management Personnel</p> <table border="1"> <thead> <tr> <th></th> <th>Salary (%)</th> <th>Bonus¹ (%)</th> <th>Benefits-in-kind² (%)</th> <th>Total (%)</th> </tr> </thead> <tbody> <tr> <td colspan="5">Above S\$500,000 to S\$750,000</td> </tr> <tr> <td>Oei Tjhing Bo Robert</td> <td>25.3</td> <td>71.2</td> <td>3.5</td> <td>100</td> </tr> <tr> <td>Teoh Hoon Song</td> <td>23.4</td> <td>70.8</td> <td>5.8</td> <td>100</td> </tr> <tr> <td>Fung Tze Ping</td> <td>23.6</td> <td>71.3</td> <td>5.1</td> <td>100</td> </tr> <tr> <td colspan="5">Below S\$250,000</td> </tr> <tr> <td>Ling Liong Kiong Audrea</td> <td>62.5</td> <td>20.8</td> <td>16.7</td> <td>100</td> </tr> </tbody> </table> <p>1. Bonus includes an incentive bonus which is to be paid within three months after the AGM approving the audited consolidated accounts of the Group.</p> <p>2. Benefits-in-kind refer to benefits such as fixed allowances, share-based payments and payments in respect of Company's statutory contributions to the Singapore Central Provident Fund.</p> <p>(b) Please disclose the aggregate remuneration paid to the top five key management personnel (who are not Directors or the CEO).</p> <p>The total remuneration paid to the top four (4) key management personnel for FY2015 was S\$2,373,980.</p>		Salary (%)	Bonus ¹ (%)	Benefits-in-kind ² (%)	Total (%)	Above S\$500,000 to S\$750,000					Oei Tjhing Bo Robert	25.3	71.2	3.5	100	Teoh Hoon Song	23.4	70.8	5.8	100	Fung Tze Ping	23.6	71.3	5.1	100	Below S\$250,000					Ling Liong Kiong Audrea	62.5	20.8	16.7	100
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9.4	<p>Is there any employee who is an immediate family member of a Director or the CEO, and whose remuneration exceeds S\$50,000 during the last financial year? If so, please identify the employee and specify the relationship with the relevant Director or the CEO.</p> <p>Mr Kevin Tan is the Development Manager of the Company and the Director of the Group's subsidiaries; Figtree La Trobe Pty Ltd and Figtree Real Estate Pty Ltd in Australia. He is the son of Mr Tan Chew Joo, and his remuneration is between S\$100,000 and S\$150,000.</p>																																			
9.5	<p>Please provide details of the employee share scheme(s).</p> <p>Figtree Share Option Scheme</p> <p>The Company has a share option scheme under the Figtree Employee Share Option Scheme (the "ESOS") which was approved by the shareholders at an extraordinary general meeting held on 8 October 2013. The RC administers the ESOS in accordance with the rules of the ESOS.</p> <p>Under the rules of the ESOS, Executive Directors and Non-Executive Directors (including Independent Directors) and confirmed full time employees of the Group are eligible to participate in the ESOS. Executive Directors, Non-Executive Directors and confirmed full time employees of the Group who are also controlling shareholders or associates of a controlling shareholder are also eligible to participate in the ESOS, provided that (a) the participation of, and (b) the terms of any options to be granted and the actual number of shares to be granted under the ESOS, to a participant who is a controlling shareholder or an associate of a controlling shareholder shall be approved by the independent shareholders in separate resolutions for each such person.</p>																																			

9.5
cont'd

The total number of new shares over which options may be granted pursuant to the ESOS, when added to the number of shares issued and issuable under such other share-based incentive plans (where applicable) of the Company, shall not exceed 15% of the issued share capital of the Company on the day preceding the relevant date of grant of the options.

The number of options to be offered to a participant shall be determined at the discretion of the RC which shall take into account criteria such as rank, responsibilities within the Group, past performance, years of service and potential for future development of that participant. However, in relation to controlling shareholders or associates of controlling shareholders, the aggregate number of shares which may be granted shall not exceed 25% of the total number of shares available under the ESOS and the aggregate number of shares which may be granted to any individual controlling shareholders or associate of a controlling shareholder shall not exceed 10% of the total number of shares available under the ESOS.

The options that are granted under the ESOS may have exercise prices that are, at the RC's discretion, set at a price (the "Market Price") equal to the average of the last dealt prices for the shares on the Official List of Catalist over the five consecutive Market Days immediately preceding the relevant date of grant of the relevant option; or at a discount to the Market Price (subject to a maximum discount of 20%). Options which are fixed at the Market Price may be exercised after the first anniversary of the date of grant of that option while options exercisable at a discount to the Market Price may only be exercised after the second anniversary from the date of grant of the option. Options granted under the ESOS will expire upon the tenth anniversary of the date of grant of that option.

The ESOS shall continue in operation for a maximum duration of 10 years and may be continued for any further period thereafter with the approval of the shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

On 28 August 2015, the Company had granted options to eligible participants to the ESOS. Details of the options granted are provided in the Directors' Statements section on pages 44 to 47.

In accordance with Rule 851(l)(b) of the Catalist Rules, the following table sets out the options granted to the following Director:

Name of Director	Options granted in FY2015	Aggregate options granted since the commencement of the ESOS till the end of FY2015	Aggregate options exercise since the commencement of the ESOS till the end of FY2015	Aggregate options outstanding as at the end of FY2015
Tan Chew Joo	230,000	230,000	–	230,000

Further details of the ESOS are set out in the Company's offer document dated 29 October 2013 ("Offer Document").

9.6

(a) Please describe how the remuneration received by Executive Directors and key management personnel has been determined by the performance criteria.

The remuneration received by the Executive Directors and key management personnel takes into consideration his or her individual performance and contribution towards the overall performance of the Group for FY2015. The remuneration policy for employees comprises a fixed component and a variable component. The fixed component is in the form of a base salary. The variable component is in the form of a variable bonus that is linked to the performance of the Company and the individual. The remuneration package of the Executive Chairman and Managing Director, Mr Siaw Ken Ket @ Danny Siaw ("Mr Siaw"), includes an incentive bonus.

Mr Siaw had entered into a service agreement with the Company in which terms of his employment are stipulated. His initial term of employment is for a period of three (3) years from the date of admission of the Company to the Official List of the Catalist of the SGX-ST (the "Initial Term") on 11 November 2013. At the end of the Initial Term, his employment shall be automatically renewed on a year-on-year basis on such terms and conditions as may be agreed between the Company and Mr Siaw.

Under the service agreement, Mr Siaw is entitled to an incentive bonus, to be paid within three months after the AGM of the Company approving the audited consolidated accounts of the Group, based on the Group's audited consolidated profit before taxation and before profit sharing (excluding non-recurring exceptional items and extraordinary items) but before non-controlling interests of the Group for the relevant financial year.

(b) What were the performance conditions used to determine their entitlement under the short term and long term incentive schemes?

The following performance conditions were chosen for the Group to remain competitive and to motivate the Executive Directors and key management personnel to work in alignment with the goals of all stakeholders:

Table 9.6(b)

Performance Conditions	Short-term Incentives (such as performance bonus)
Qualitative	<ol style="list-style-type: none"> 1. Leadership 2. People development 3. Commitment 4. Teamwork 5. Current market and industry practices 6. Job performance
Quantitative	<ol style="list-style-type: none"> 1. Profit Before Tax¹

1. Please refer to page 138 and 139 of the Offer Document for more detailed information.

Options were granted during FY2015 under the ESOS. For such long-term incentives, the criteria taken into account include rank, responsibilities within the Group, past performance, years of service, etc.

9.6 cont'd	<p>(c) Were all of these performance conditions met? If not, what were the reasons?</p> <p>Yes, the RC has reviewed and is satisfied that the performance conditions were met for FY2015.</p>
ACCOUNTABILITY AND AUDIT	
Risk Management and Internal Controls	
11.3	<p>(a) In relation to the major risks faced by the Company, including financial, operational, compliance, information technology and sustainability, please state the bases for the Board's view on the adequacy and effectiveness of the Company's internal controls and risk management systems.</p> <p>The Board, with the concurrence of the AC, is of the view that the Company's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective for FY2015.</p> <p>The bases for the Board's view are as follows:</p> <ol style="list-style-type: none"> 1. Assurance has been received from the Executive Chairman and Managing Director, CFO and the IA (refer to Section 11.3(b) below); 2. An internal audit has been done by the IA and significant matters highlighted to the AC and key management personnel were appropriately addressed; 3. Key management personnel regularly evaluates, monitors and reports to the AC on material risks; and 4. Discussions were held between the AC and the IA in the absence of the key management personnel to review and address any potential concerns. <p>The Company is gradually placing emphasis on sustainability and would implement appropriate policies and programmes when the opportunities arise. In addition, the Company has ongoing efforts to achieve and meet best practices set by industry standards from projects, in particular to environmental and workplace safety standards; this has been affirmed by the receipt of several accreditations and awards, such as BCA Green Mark Award and bizSAFE Star for FY2015.</p> <p>(b) In respect of the past 12 months, has the Board received assurance from the CEO and the CFO as well as the IA that: (i) the financial records have been properly maintained and the financial statements give true and fair view of the Company's operations and finances; and (ii) the Company's risk management and internal control systems are effective? If not, how does the Board assure itself of points (i) and (ii) above?</p> <p>Yes, the Board has obtained such assurance from the Executive Chairman and Managing Director and CFO in respect of FY2015.</p> <p>The Board has relied on the EA's report as set out in this Annual Report as assurance that the financial records have been properly maintained and the financial statements give true and fair view of the Company's operations and finances.</p> <p>The Board has additionally relied on the IA's reports issued to the Company in FY2015 as assurances that the Company's risk management and internal control systems are effective.</p>

**CORPORATE
GOVERNANCE**
cont.d

Audit Committee	
12.1 12.4	<p>What is the role of the AC?</p> <p>The AC is guided by the following key terms of reference:</p> <ul style="list-style-type: none"> • Review the relevance and consistency of the accounting standards, the significant financial reporting issues, recommendations and judgements made by the EA so as to ensure the integrity of the financial statements of the Group and any announcements relating to the Group's financial performance; • Review and report to the Board at least annually the adequacy and effectiveness of the Group's internal controls, including financial, operation, compliance and information technology risks; • Review the effectiveness and adequacy of the Group's internal audit function; • Review the scope and results of the external audit, and the independence and objectivity of the EA; • Make recommendations to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the EA, and approve the remuneration and terms of engagement of the EA; • Review the system of internal controls and management of financial risks with the IA and the EA; • Review the co-operation given by the Management to the EA and IA, where applicable; • Review the Group's compliance with such functions and duties as may be required under the relevant statutes or the Listing Manual, including such amendments made thereto from time to time; • Review and approve any interested person transactions; • Review potential conflicts of interest (if any) and to set out a framework to resolve or mitigate any potential conflicts of interests; • Review the risk management framework, with a view to providing an independent oversight on the Group's financial reporting, the outcome of such review to be disclosed in the annual reports or, where the findings are material, announced immediately via SGXNET; • Investigate any matters within its terms of reference; • Review the policy and arrangements by which employees may, in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangements are in place for the independent investigations of such matters and for appropriate follow-up; and • Undertake such other functions and duties as may be required by statute or the Listing Manual, and by such amendments made thereto from time to time.
12.5	<p>Has the AC met with the auditors in the absence of key management personnel?</p> <p>Yes, the AC has met with the IA and the EA in the absence of key management personnel in FY2015.</p>
12.6	<p>Has the AC reviewed the independence of the EA?</p> <p>The AC has reviewed the non-audit services provided by the EA and is satisfied that the nature and extent of such services would not prejudice the independence of the EA, and has recommended the re-appointment of the EA at the forthcoming AGM.</p>

12.6 cont'd	<p>(a) Please provide a breakdown of the fees paid in total to the EA for audit and non-audit services for the financial year.</p> <p>.....</p> <p>Table 12.6(a) – Fees Paid to the EA for FY2015</p> <p>.....</p> <table border="1" data-bbox="459 779 1423 898"> <thead> <tr> <th>Performance Criteria</th> <th>S\$</th> <th>% of total</th> </tr> </thead> <tbody> <tr> <td>Audit fees</td> <td>127,651</td> <td>100</td> </tr> <tr> <td>Non-audit fees</td> <td>–</td> <td>–</td> </tr> </tbody> </table> <p>(b) If the EA have supplied a substantial volume of non-audit services to the Company, please state the bases for the AC's view on the independence of the EA.</p> <p>There were no non-audit services rendered during FY2015.</p>	Performance Criteria	S\$	% of total	Audit fees	127,651	100	Non-audit fees	–	–
Performance Criteria	S\$	% of total								
Audit fees	127,651	100								
Non-audit fees	–	–								
12.7	<p>Does the Company have a whistle-blowing policy?</p> <p>Yes. The Company's staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters by submitting a whistle-blowing report to figtree@rsmethos.com or through the hotline at +65 6705 7195.</p>									
12.8	<p>What are the AC's activities or the measures it has taken to keep abreast of changes to accounting standards and issues which have a direct impact on financial statements?</p> <p>The AC has been kept abreast of the latest accounting standards and issues which have a direct impact on financial statements by the EA through the AC meetings held in FY2015.</p>									
12.9	<p>Exclusion from membership of AC</p> <p>None of the AC members are a former partner or director of the Company's existing auditing firm or audit corporation.</p>									
Internal Audit										
13.1 13.2 13.3 13.4 13.5	<p>Please provide details of the Company's internal audit function, if any.</p> <p>The Company's internal audit function is outsourced to RSM Risk Advisory Pte Ltd. that reports directly to the AC Chairman and administratively to the Executive Chairman and Managing Director. The AC reviews and approves the internal audit plan to ensure the adequacy of the scope of audit. The AC is satisfied that the IA is adequately qualified (given, inter alia, its adherence to standards set by internationally recognised professional bodies) and resourced, and has the appropriate standing in the Company to discharge its duties effectively.</p>									
SHAREHOLDER RIGHTS AND RESPONSIBILITIES AND CONDUCT OF SHAREHOLDER MEETINGS										
Communication with Shareholders										
15.2 15.3 15.4	<p>(a) Does the Company regularly communicate with shareholders and attend to their questions? How often does the Company meet with institutional and retail investors?</p> <p>The Company held numerous investor briefings and investor road shows during FY2015 to meet with institutional and retail investors.</p>									

**CORPORATE
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cont.d

<p>15.2 15.3 15.4 cont'd</p>	<p>(b) Is this done by a dedicated investor relations team (or equivalent)? If not, who performs this role?</p> <p>All announcements are released via SGXNET including the quarterly and full year financial results, distribution of notices, press releases and other major developments. Price sensitive information to shareholders is publicly released on an immediate basis where required under the Catalist Rules. All shareholders will receive the annual report which is made available on the SGXNET.</p> <p>The Company solicits feedback from and addresses the concerns of shareholders via the following:</p> <ul style="list-style-type: none"> • general meetings held; and • a dedicated external investor relations team whose contact details can be found as follows: <p>August Consulting Tel: +65 6733 8873 Karen Ting, karenting@august.com.sg Yiting Foo, yitingfoo@august.com.sg Serene Chia, serenechia@august.com.sg</p> <p>(c) How does the Company keep shareholders informed of corporate developments, apart from SGXNET announcements and the annual report?</p> <p>Apart from the SGXNET announcements and its Annual Report, the Company updates shareholders on its corporate developments through its corporate website at http://www.figtreeasia.com.</p>
<p>15.5</p>	<p>Does the Company have a dividend policy?</p> <p>The Company does not have a fixed dividend policy. Nonetheless, key management personnel will review, inter alia, the Group's performance in the relevant financial period, projected capital needs and working capital requirements and make appropriate recommendations to the Board on dividend declaration.</p> <p>Is the Company is paying dividends for the financial year? If not, please explain why.</p> <p>The Board has proposed a first and final dividend of 1.60 Singapore cents per ordinary share for FY2015 which will be subject to shareholders' approval at the forthcoming AGM.</p>

Conduct of Shareholder Meetings	
14.1 14.2 14.3	<p>Stakeholder rights and responsibility</p> <p>Shareholders are encouraged to attend the AGM to ensure a greater level of shareholders' participation and for them to be kept up to date with the strategies and goals of the Group. All shareholders of the Company receive a copy of the Annual Report, the notice of AGM and circular and notice pertaining to any extraordinary general meetings of the Company. To facilitate participation by the shareholders, the Articles allow the shareholders to attend and vote at general meetings of the Company or to appoint not more than two proxies, other than a relevant intermediary (as defined in section 181(6) of the Companies Act) to attend and vote on their behalf. Separate resolutions on each distinct issue are requisite. A relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the general meetings.</p>
16.1 16.3 16.4 16.5	<p>How are the general meetings of shareholders conducted?</p> <p>At the AGM, the EA as well as the Directors are in attendance to answer queries from shareholders. Shareholders are given the opportunity at the general meetings of the Company to air their views and query the Directors and the Management on matters relating to the Group and its operations.</p> <p>The Company views the AGM as a principal forum of dialogue and interaction with all shareholders. The Company will consider the use of other forums set out in the Codes as and when such needs arise.</p> <p>At the forthcoming AGM, all resolutions will be put to vote by way of a poll, and their detailed results will be announced via SGXnet after the conclusion of the AGM.</p> <p>All minutes of general meetings will made available to shareholders upon their request.</p>
COMPLIANCE WITH APPLICABLE CATALIST RULES	
Catalist Rule	Rule Description and Company's Compliance or Explanation
712, 715	<p>Appointment of Auditors</p> <p>The Company confirms its compliance to the Catalist Rules 712 and 715.</p>
1204(8)	<p>Material Contracts</p> <p>Save for the transactions as disclosed under 1204(17) as below, there were no material contracts entered into by the Group involving the interests of the Executive Chairman and Managing Director, any Director, or controlling shareholder, which are either still subsisting at the end of FY2015 or if not then subsisting, entered into since the end of the previous financial year.</p>
1204(10)	<p>Confirmation of adequacy of internal controls</p> <p>The Board and the AC are of the opinion that the internal controls are adequate to address the financial, operational and compliance risks based on the following:</p> <ul style="list-style-type: none"> • internal controls and the risk management system established by the Company; • work performed by the IA and the EA; • assurance from the Executive Chairman and Managing Director and CFO; and • reviews done by the various Board Committees and key management personnel.

1204(17)	<p>Interested Persons Transaction (“IPT”)</p> <p>The Group has procedures governing all IPTs to ensure that they are properly documented and reported on a timely manner to the AC and that they are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.</p> <p>Save for the disclosure as follows, there were no IPTs with value more than S\$100,000 transacted during FY2015.</p> <table border="1" data-bbox="427 891 1415 1534"> <thead> <tr> <th data-bbox="427 1176 863 1205">Name of Interested Person</th> <th data-bbox="863 904 1142 1205">Aggregate value of all IPTs during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders’ mandate pursuant to Rule 920) (S\$’000)</th> <th data-bbox="1142 1014 1415 1205">Aggregate value of all IPTs conducted under shareholders’ mandate pursuant to Rule 920 (excluding transactions less than S\$100,000) (S\$’000)</th> </tr> </thead> <tbody> <tr> <td data-bbox="427 1216 863 1294">Singapore Enterprises Private Limited in relation to the provision of proportionate shareholders’ loans to VPPL¹</td> <td data-bbox="863 1238 1142 1267">9,369</td> <td data-bbox="1142 1238 1415 1267">–</td> </tr> <tr> <td colspan="3" data-bbox="427 1305 1415 1335">Update on IPT as disclosed in the Offer Document</td> </tr> <tr> <td data-bbox="427 1346 863 1424">Design and build contract between Figtree Projects Pte. Ltd. and Freight Links E-Logistics Technopark Pte Ltd²</td> <td data-bbox="863 1368 1142 1397">7</td> <td data-bbox="1142 1368 1415 1397">–</td> </tr> <tr> <td data-bbox="427 1447 863 1525">Design and build contract between Figtree Projects and Crystal Freight Services Distripark Pte Ltd³</td> <td data-bbox="863 1469 1142 1498">50,810</td> <td data-bbox="1142 1469 1415 1498">–</td> </tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> <li data-bbox="427 1610 1415 1655">1. The transactions are not required to comply with Rule 906 of the Catalist Rules pursuant to Rule 916(3)(c) of the Catalist Rules (please refer to the announcement made on 12 May 2014). <li data-bbox="427 1657 1415 1744">2. As disclosed in Page 121 of the Offer Document. Construction works for this project commenced on 11 September 2013. For FY2015, S\$0.01 million of work was done for this project and S\$0.01 million was invoiced. A total amount of S\$2.67 million of work was done, S\$2.67 million was invoiced and S\$2.67 million has been collected since the commencement of this project. <li data-bbox="427 1747 1415 1834">3. As disclosed in Page 122 of the Offer Document. Construction works for this project commenced on 20 November 2014. For FY2015, S\$50.15 million of work was done for this project and S\$50.81 million was invoiced. A total amount of S\$60.05 million of work was done, S\$57.60 million was invoiced and S\$45.85 million has been collected since the commencement of this project. 	Name of Interested Person	Aggregate value of all IPTs during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders’ mandate pursuant to Rule 920) (S\$’000)	Aggregate value of all IPTs conducted under shareholders’ mandate pursuant to Rule 920 (excluding transactions less than S\$100,000) (S\$’000)	Singapore Enterprises Private Limited in relation to the provision of proportionate shareholders’ loans to VPPL ¹	9,369	–	Update on IPT as disclosed in the Offer Document			Design and build contract between Figtree Projects Pte. Ltd. and Freight Links E-Logistics Technopark Pte Ltd ²	7	–	Design and build contract between Figtree Projects and Crystal Freight Services Distripark Pte Ltd ³	50,810	–
Name of Interested Person	Aggregate value of all IPTs during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders’ mandate pursuant to Rule 920) (S\$’000)	Aggregate value of all IPTs conducted under shareholders’ mandate pursuant to Rule 920 (excluding transactions less than S\$100,000) (S\$’000)														
Singapore Enterprises Private Limited in relation to the provision of proportionate shareholders’ loans to VPPL ¹	9,369	–														
Update on IPT as disclosed in the Offer Document																
Design and build contract between Figtree Projects Pte. Ltd. and Freight Links E-Logistics Technopark Pte Ltd ²	7	–														
Design and build contract between Figtree Projects and Crystal Freight Services Distripark Pte Ltd ³	50,810	–														

1204(19)	<p>Dealing in Securities</p> <p>The Company has adopted an internal policy which prohibits the Directors and officers from dealings in the securities of the Company while in possession of price-sensitive information.</p> <p>The Company, its Directors and officers are also discouraged from dealing in the Company's securities on short term considerations and are prohibited from dealing in the Company's securities during the period beginning two weeks before the announcement of the Company's quarterly financial statements and one month before the announcement of the Company's full-year financial statements, and ending on the date of the announcement of the relevant results. In addition, Directors and key management personnel are expected to observe insider trading laws at all times even when dealing in securities within the permitted trading period.</p>
1204(21)	<p>Non-sponsor fees</p> <p>Non-sponsor fees paid to the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. for FY2015 was approximately S\$4,000.</p>

FINANCIALS CONTENTS

FINANCIALS

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DIRECTORS' STATEMENT

The Directors are pleased to present their statement to the members together with the audited consolidated financial statements of Figtree Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2015.

OPINION OF THE DIRECTORS

In the opinion of the directors,

- (a) the accompanying balance sheets, consolidated income statement, consolidated statement of comprehensive income, statements of changes in equity and consolidated cash flow statement, together with the notes thereto are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2015 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

DIRECTORS

The Directors of the Company in office at the date of this statement are:

Siaw Ken Ket @ Danny Siaw	(Executive Chairman and Managing Director)
Tan Chew Joo	(Executive Director and Cost Director)
Thomas Woo Sai Meng	(Non-Executive Director)
Lee Kim Huat	(Lead Independent Director)
Lee Choong Hiong	(Independent Director)
Pong Chen Yih	(Independent Director)

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement, whose objects are, or one of whose objects is, to enable the Directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

DIRECTORS' STATEMENT

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The following Directors, who held office at the end of the financial year, had, according to the register of Directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act, Chapter 50, an interest in shares of the Company and related corporations (other than wholly owned subsidiaries) as stated below:

Name of Director	Direct interest		Deemed interest	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
Ordinary shares				
Siaw Ken Ket @ Danny Siaw	65,114,059	70,013,537	230,000	230,000
Tan Chew Joo	26,016,741	27,974,359	13,340,000	14,399,675
Lee Kim Huat	1,240,000	1,333,303	–	–
Share options of the Company				
Tan Chew Joo	–	230,000	–	–

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and on 21 January 2016.

By virtue of Section 7 of the Singapore Companies Act, Chapter 50, Siaw Ken Ket @ Danny Siaw is deemed to have interest in the shares held by the Company in its subsidiaries.

Except as disclosed in this report, no Director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of related corporations, either at the beginning of the financial year, or date of appointment if later, or at the end of the financial year.

SHARE OPTIONS

The Company has a share option scheme under the Figtree Employee Share Option Scheme (the "ESOS") which was approved by the shareholders at an extraordinary general meeting held on 8 October 2014. The scheme is administered by the Remuneration Committee (the "RC"), comprising three independent non-executive Directors, one of whom is also the Chairman of the Committee. The members of the RC are:

Lee Choong Hiong (Chairman)
Lee Kim Huat
Pong Chen Yih

DIRECTORS' STATEMENT

SHARE OPTIONS (CONT'D)

Under the rules of the ESOS, Executive Directors and Non-Executive Directors (including Independent Directors) and confirmed full time employees of the Group are eligible to participate in the ESOS. Executive Directors, Non-Executive Directors and confirmed full time employees of the Group who are also controlling shareholders or associates of a controlling shareholder are also eligible to participate in the ESOS, provided that (a) the participation of, and (b) the terms of any options to be granted and the actual number of shares to be granted under the ESOS, to a participant who is a controlling shareholder or an associate of a controlling shareholder shall be approved by the independent shareholders in separate resolutions for each such person.

The total number of new shares over which options may be granted pursuant to the ESOS, when added to the number of shares issued and issuable under such other share-based incentive plans (where applicable) of the Company, shall not exceed 15% of the issued share capital of the Company on the day preceding the relevant date of grant of the options.

The number of options to be offered to a participant shall be determined at the discretion of the RC which shall take into account criteria such as rank, responsibilities within the Group, past performance, years of service and potential for future development of that participant. However, in relation to controlling shareholders or associates of controlling shareholders, the aggregate number of shares which may be granted shall not exceed 25% of the total number of shares available under the ESOS and the aggregate number or shares which may be granted to any individual controlling shareholders or associate of a controlling shareholder shall not exceed 10% of the total number of shares available under the ESOS.

The options that are granted under the ESOS may have exercise prices that are, at the RC's discretion, set at a price (the "Market Price") equal to the average of the last dealt prices for the shares on the Official List of Catalist over the five consecutive Market Days immediately preceding the relevant date of grant of the relevant option; or at a discount to the Market Price (subject to a maximum discount of 20%). Options which are fixed at the Market Price may be exercised after the first anniversary of the date of grant of that option while options exercisable at a discount to the Market Price may only be exercised after the second anniversary from the date of grant of the option. Options granted under the ESOS will expire upon the tenth anniversary of the date of grant of that option.

The ESOS shall continue in operation for a maximum duration of 10 years and may be continued for any further period thereafter with the approval of the shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

Further details of the ESOS are set out in the Company's offer document dated 29 October 2013.

During the financial year, the Company granted 2,000,000 share options under the ESOS for a consideration of S\$1, where 210,000 share options were not accepted by the employees. These options have a contractual life of 6 years and will expire on 27 August 2021. The options are exercisable if the employee remains in service for one year from the date of grant.

DIRECTORS' STATEMENT

SHARE OPTIONS (CONT'D)

Details of all the options to subscribe for ordinary shares of the Company pursuant to the ESOS as at 31 December 2015 are as follows:

Expiry date	Exercise price (cents)	Number of options granted and accepted
27 August 2021	13.06	1,790,000
Total		1,790,000

Details of the options to subscribe for ordinary shares of the Company granted to participants who are Directors of the Company pursuant to the ESOS are as follows:

Name of director	Options granted during financial year	Aggregate options granted since commencement of plan to end of financial year	Aggregate options exercised since commencement of plan to end of financial year	Aggregate options outstanding as at end of financial year
Tan Chew Joo	230,000 ¹	230,000 ¹	–	230,000 ¹

¹ These options are exercisable between the periods from 28 August 2016 to 27 August 2021 at the exercise price of 13.06 cents if the vesting condition is met.

Details of the options to subscribe for ordinary shares of the Company granted to participants who receive 5% or more of the total number of options available pursuant to the ESOS are as follows:

Name of participant	Options granted during financial year	Aggregate options granted since commencement of plan to end of financial year	Aggregate options exercised since commencement of plan to end of financial year	Aggregate options outstanding as at end of financial year
Teoh Hoon Song	230,000	230,000	–	230,000
Fung Tze Ping	230,000	230,000	–	230,000
Oei Tjhing Bo Robert	230,000	230,000	–	230,000
	690,000 ¹	690,000 ¹	–	690,000 ¹

¹ These options are exercisable between the periods from 28 August 2016 to 27 August 2021 at the exercise price of 13.06 cents if the vesting condition is met.

DIRECTORS' STATEMENT

SHARE OPTIONS (CONT'D)

Since the commencement of the ESOS till the end of the financial year:

- No options have been granted to the controlling shareholders of the Company and their associates.
- No participant other than the participants mentioned in the table above has received 5% or more of the total options available under the ESOS.
- No options that entitle the holder to participate, by virtue of the options, in any share issue of any other corporation have been granted.
- No options were granted at a discount to the market price of the shares at the time of the grant.

At the end of the financial year, there were no unissued shares of the Company or any corporation in the Group under option, except as described in the preceding paragraphs.

AUDIT COMMITTEE

The Audit Committee ("AC") comprises the following three independent Directors:

Lee Kim Huat (Chairman)
Lee Choong Hiong
Pong Chen Yih

The AC carried out its functions in accordance with Section 201B (5) of the Singapore Companies Act, Chapter 50, including the following:

- Reviewed the audit plans of the internal and external auditors of the Group and the Company, and reviewed the internal auditor's evaluation of the adequacy of the Company's system of internal accounting controls and the assistance given by the Group and the Company's management to the external and internal auditors.
 - Reviewed the quarterly and annual financial statements and the auditor's report on the annual financial statements of the Group and the Company before their submission to the board of directors.
 - Reviewed effectiveness of the Group and the Company's material internal controls, including financial, operational and compliance controls, information technology controls and risk management via reviews carried out by the internal auditor.
 - Met with the external auditor, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC.
 - Reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators.
-

DIRECTORS' STATEMENT

AUDIT COMMITTEE (CONT'D)

- Reviewed the cost effectiveness and the independence and objectivity of the external auditor.
- Reviewed the nature and extent of non-audit services provided by the external auditor.
- Recommended to the board of directors the external auditor to be nominated, approved the compensation of the external auditor, and reviewed the scope and results of the audit.
- Reported actions and minutes of the AC to the board of directors with such recommendations as the AC considered appropriate.
- Reviewed interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited's Listing Manual.

The AC, having reviewed all non-audit services provided by the external auditor to the Group, is satisfied that the nature and extent of such services would not affect the independence of the external auditor. The AC has also conducted a review of interested person transactions.

The AC convened four meetings during the year with full attendance from all members, except for one where a member was absent. The AC has also met with internal and external auditors, without the presence of the Company's management, at least once a year.

Further details regarding the AC are disclosed in the Corporate Governance Report.

AUDITOR

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the Board of Directors,

Siaw Ken Ket @ Danny Siaw
Director

Tan Chew Joo
Director

Singapore
31 March 2016

**INDEPENDENT
AUDITOR'S REPORT**
To the Members of Figtree Holdings Limited

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of Figtree Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group") set out on pages 51 to 108, which comprise the balance sheets of the Group and the Company as at 31 December 2015, the statements of changes in equity of the Group and the Company and the consolidated income statement, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**INDEPENDENT
AUDITOR'S REPORT**
To the Members of Figtree Holdings Limited

Opinion

In our opinion, the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2015 and the financial performance, changes in equity and cash flows of the Group and the changes in equity of the Company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore
31 March 2016

**CONSOLIDATED
INCOME STATEMENT**

For the financial year ended 31 December 2015

	Note	Group	
		2015 S\$	2014 S\$
Revenue	4	148,895,522	98,537,966
Cost of sales		(128,032,186)	(85,343,414)
Gross profit		20,863,336	13,194,552
Other income	5	1,151,931	509,297
General and administrative expenses		(6,816,608)	(4,474,213)
Other expenses		(185,083)	–
Finance costs	6	(2,468)	–
Share of results of an associate		611,169	(460,394)
Profit before taxation	7	15,622,277	8,769,242
Tax expense	8	(3,041,634)	(1,542,919)
Profit for the year		12,580,643	7,226,323
Attributable to:			
Owners of the Company		12,599,255	7,220,177
Non-controlling interests		(18,612)	6,146
		12,580,643	7,226,323
Earnings per share (cents)			
Basic	9	4.42	2.53
Diluted	9	4.41	2.53

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

**CONSOLIDATED STATEMENT OF
COMPREHENSIVE INCOME**

For the financial year ended 31 December 2015

	Note	Group 2015 S\$	2014 S\$
Profit for the year		12,580,643	7,226,323
Other comprehensive income			
Item that may be reclassified subsequently to profit or loss:			
– Exchange differences on translation of foreign operations	26	<u>67,862</u>	254,201
Other comprehensive income for the year, net of tax		<u>67,862</u>	254,201
Total comprehensive income for the year		<u>12,648,505</u>	<u>7,480,524</u>
Attributable to:			
Owners of the Company		12,667,117	7,474,378
Non-controlling interests		<u>(18,612)</u>	6,146
		<u>12,648,505</u>	<u>7,480,524</u>

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

**BALANCE
SHEETS**

As at 31 December 2015

	Note	Group		Company	
		2015 S\$	2014 S\$	2015 S\$	2014 S\$
Non-current assets					
Property, plant and equipment	10	3,600,136	3,766,895	674	1,297
Loans to a subsidiary	11	–	–	–	1,664,969
Investments in subsidiaries	12	–	–	9,152,597	9,152,597
Interests in an associate	13	1,435,870	210,371	–	–
Loans to an associate	14	4,474,463	6,880,573	–	–
		9,510,469	10,857,839	9,153,271	10,818,863
Current assets					
Development properties	15	19,732,618	–	–	–
Trade receivables	16	32,844,327	35,111,307	–	–
Other receivables	17	206,981	2,791,149	1,286	3,362
Prepayments		65,836	31,112	105	3,981
Loans to a subsidiary	11	–	–	1,762,672	–
Amounts due from subsidiaries	18	–	–	16,963,604	9,501,321
Amount due from an associate	18	–	39,030	–	39,030
Loans to an associate	14	12,945,306	1,613,073	–	–
Cash and short-term deposits	19	13,110,502	37,027,247	2,356,908	5,237,974
		78,905,570	76,612,918	21,084,575	14,785,668
Current liabilities					
Gross amount due to customers for contract work-in-progress	20	14,304,050	25,659,782	–	–
Trade and other payables	21	31,564,799	32,649,394	2,469,567	1,226,646
Provision for taxation		3,065,458	1,557,570	9,610	6,680
		48,934,307	59,866,746	2,479,177	1,233,326
Net current assets		29,971,263	16,746,172	18,605,398	13,552,342
Non-current liability					
Deferred tax liabilities	22	22,830	6,221	22,830	6,221
Net assets		39,458,902	27,597,790	27,735,839	24,364,984

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

**BALANCE
SHEETS**

As at 31 December 2015

	Note	Group		Company	
		2015 S\$	2014 S\$	2015 S\$	2014 S\$
Equity attributable to owners of the Company					
Share capital	23	22,485,430	20,511,462	22,485,430	20,511,462
Accumulated profits		24,764,951	14,941,164	5,236,302	3,853,522
Merger deficit	24	(8,152,595)	(8,152,595)	–	–
Share option reserve	25	14,107	–	14,107	–
Foreign currency translation reserve	26	327,860	259,998	–	–
		39,439,753	27,560,029	27,735,839	24,364,984
Non-controlling interests		19,149	37,761	–	–
Total equity		39,458,902	27,597,790	27,735,839	24,364,984

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2015

Group 2015	Attributable to owners of the Company					Total reserves S\$	Total equity attributable to owners of the Company S\$	Non- controlling interests S\$	Total equity S\$
	Share capital (Note 23) S\$	Accumulated profits S\$	Merger deficit (Note 24) S\$	Share option reserve (Note 25) S\$	Foreign currency translation reserve (Note 26) S\$				
Opening balance at 1 January 2015	20,511,462	14,941,164	(8,152,595)	–	259,998	7,048,567	27,560,029	37,761	27,597,790
Profit for the year	–	12,599,255	–	–	–	12,599,255	12,599,255	(18,612)	12,580,643
<u>Other comprehensive income</u>									
Foreign currency translation	–	–	–	–	67,862	67,862	67,862	–	67,862
Total comprehensive income for the year	–	12,599,255	–	–	67,862	12,667,117	12,667,117	(18,612)	12,648,505
<u>Contributions by and distributions to owners</u>									
Dividends on ordinary shares (Note 27)	2,002,314	(2,775,468)	–	–	–	(2,775,468)	(773,154)	–	(773,154)
Share issuance expense	(28,346)	–	–	–	–	–	(28,346)	–	(28,346)
Share-based expense	–	–	–	14,107	–	14,107	14,107	–	14,107
Total contributions by and distributions to owners	1,973,968	(2,775,468)	–	14,107	–	(2,761,361)	(787,393)	–	(787,393)
Total transactions with owners in their capacity as owners	1,973,968	(2,775,468)	–	14,107	–	(2,761,361)	(787,393)	–	(787,393)
Closing balance at 31 December 2015	22,485,430	24,764,951	(8,152,595)	14,107	327,860	16,954,323	39,439,753	19,149	39,458,902

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

**STATEMENTS OF
CHANGES IN EQUITY**

For the financial year ended 31 December 2015

Group 2014	Attributable to owners of the Company							
	Share capital (Note 23) S\$	Accumulated profits S\$	Merger deficit (Note 24) S\$	Foreign currency translation reserve (Note 26) S\$	Total reserves S\$	Total equity attributable to owners of the Company S\$	Non- controlling interests S\$	Total equity S\$
Opening balance at 1 January 2014	20,519,150	11,051,539	(8,152,595)	5,797	2,904,741	23,423,891	31,615	23,455,506
Profit for the year	–	7,220,177	–	–	7,220,177	7,220,177	6,146	7,226,323
<u>Other comprehensive income</u>								
Foreign currency translation	–	–	–	254,201	254,201	254,201	–	254,201
Total comprehensive income for the year	–	7,220,177	–	254,201	7,474,378	7,474,378	6,146	7,480,524
<u>Contributions by and distributions to owners</u>								
Dividends on ordinary shares (Note 27)	312	(3,330,552)	–	–	(3,330,552)	(3,330,240)	–	(3,330,240)
Share issuance expense	(8,000)	–	–	–	–	(8,000)	–	(8,000)
Total contributions by and distributions to owners	(7,688)	(3,330,552)	–	–	(3,330,552)	(3,338,240)	–	(3,338,240)
Total transactions with owners in their capacity as owners	(7,688)	(3,330,552)	–	–	(3,330,552)	(3,338,240)	–	(3,338,240)
Closing balance at 31 December 2014	20,511,462	14,941,164	(8,152,595)	259,998	7,048,567	27,560,029	37,761	27,597,790

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2015

Company 2015	Share capital (Note 23) S\$	Accumulated profits S\$	Share option reserve (Note 25) S\$	Total equity S\$
Opening balance at 1 January 2015	20,511,462	3,853,522	–	24,364,984
Profit, representing total comprehensive income, for the year	–	4,158,248	–	4,158,248
<u>Contributions by and distributions to owners</u>				
Dividend on ordinary shares (Note 27)	2,002,314	(2,775,468)	–	(773,154)
Share issuance expense	(28,346)	–	–	(28,346)
Share-based staff costs	–	–	14,107	14,107
Total transactions with owners in their capacity as owners	1,973,968	(2,775,468)	14,107	(787,393)
Closing balance at 31 December 2015	22,485,430	5,236,302	14,107	27,735,839
2014				
Opening balance at 1 January 2014	20,519,150	3,388,869	–	23,908,019
Profit, representing total comprehensive income, for the year	–	3,795,205	–	3,795,205
<u>Contributions by and distributions to owners</u>				
Dividend on ordinary shares (Note 27)	312	(3,330,552)	–	(3,330,240)
Share issuance expense	(8,000)	–	–	(8,000)
Total transactions with owners in their capacity as owners	(7,688)	(3,330,552)	–	(3,338,240)
Closing balance at 31 December 2014	20,511,462	3,853,522	–	24,364,984

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

**CONSOLIDATED
CASH FLOW STATEMENT**
For the financial year ended 31 December 2015

	Group	
	2015 S\$	2014 S\$
Cash flows from operating activities		
Profit before taxation	15,622,277	8,769,242
Adjustments for:		
Depreciation of property, plant and equipment (Note 10)	196,695	170,676
Share of results of an associate	(611,169)	460,394
Share-based expense	14,107	–
Interest income	(1,048,980)	(451,816)
Finance cost (Note 6)	2,468	–
Write off of property, plant and equipment	–	37,570
Write back of provision for warranty	–	(332,836)
Operating cash flows before changes in working capital	14,175,398	8,653,230
(Increase)/decrease in:		
Development properties	(19,732,618)	–
Amount due from an associate	39,030	(39,030)
Trade receivables	2,266,980	(18,590,365)
Other receivables and prepayments	2,549,444	668,397
Deposit paid to purchase properties	–	(1,898,062)
(Decrease)/increase in:		
Gross amount due to customers for contract work-in-progress	(11,355,732)	23,576,170
Trade and other payables	(1,084,595)	13,478,758
Cash flows (used in)/generated from operations	(13,142,093)	25,849,098
Income tax paid	(1,517,138)	(2,032,449)
Interest received	125,403	57,942
Net cash flows (used in)/generated from operating activities	(14,533,828)	23,874,591
Cash flows from investing activities		
Purchases of property, plant and equipment (Note 10)	(27,844)	(328,643)
Proceeds from disposal of property, plant and equipment	–	18,822
Net cash outflow of acquisition of an associate	–	(38,000)
Loans to an associate	(8,551,071)	(8,493,646)
Net cash flows used in investing activities	(8,578,915)	(8,841,467)

**CONSOLIDATED
CASH FLOW STATEMENT**
For the financial year ended 31 December 2015

	Group	
	2015	2014
	S\$	S\$
Cash flows from financing activities		
Issuance of new shares (Note 23)	2,002,314	312
Share issuance expense (Note 23)	(28,346)	(8,000)
Dividends paid on ordinary shares (Note 27)	(2,775,468)	(3,330,552)
Proceeds from bank borrowing	1,000,000	–
Repayment of bank borrowing	(1,000,000)	–
Interest paid	(2,468)	–
Proceeds from pledged fixed deposits	–	2,500,000
Net cash flows used in financing activities	(803,968)	(838,240)
Net (decrease)/increase in cash and cash equivalents		
Cash and cash equivalents at the beginning of year	37,027,247	22,815,858
Effects of exchange rate changes on cash and cash equivalents	(34)	16,505
Cash and cash equivalents at the end of year (Note 19)	13,110,502	37,027,247

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

1. CORPORATE INFORMATION

Figtree Holdings Limited (the "Company") is a limited liability company incorporated and domiciled in Singapore and is listed on Catalist board of the Singapore Exchange.

The registered office and the principal place of business of the Company is located at 8 Jalan Kilang Barat, #03-01, Central Link, Singapore 159351.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries are disclosed in Note 12.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards ("FRS").

The financial statements have been prepared on a historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollars ("SGD" or "S\$") unless otherwise stated.

2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2015. The adoption of these standards did not have any effect on the financial performance or position of the Group and the Company.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.3 Standards issued but not yet effective

The Group has not adopted the following standards applicable to the Group that have been issued but not yet effective and relevant to the Group:

Description	Effective for annual periods beginning on or after
Improvements to FRSs (November 2014)	
(a) Amendments to FRS 107 <i>Financial Instruments: Disclosures</i>	1 January 2016
(b) Amendments to FRS 19 <i>Employee Benefits</i>	1 January 2016
Amendments to FRS 110 and FRS 28 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	1 January 2016
Amendments to FRS 16 and FRS 38 <i>Clarification of Acceptable Methods of Depreciation and Amortisation</i>	1 January 2016
Amendments to FRS 27 <i>Equity Method in Separate Financial Statements</i>	1 January 2016
Amendments to FRS 110, FRS 112 and FRS 28 <i>Investment Entities: Applying the Consolidation Exception</i>	1 January 2016
Amendments to FRS 1 <i>Disclosure Initiative</i>	1 January 2016
FRS 109 <i>Financial Instruments</i>	1 January 2018
FRS 115 <i>Revenue from Contracts with Customers</i>	1 January 2018

Except for FRS 109 and FRS 115, the Directors expect that the adoption of the standards above will have no material impact on the financial statements in the period of initial application. The nature of the impending changes in accounting policy on adoption of FRS 109 and FRS 115 are described below.

FRS 109 *Financial Instruments*

FRS 109 introduces new requirements for classification and measurement of financial assets, impairment of financial assets and hedge accounting. Financial assets are classified according to their contractual cash flow characteristics and the business model under which they are held. The impairment requirements in FRS 109 are based on an expected credit loss model and replace the FRS 39 incurred loss model. Adopting the expected credit losses requirements will require the Group to make changes to its current systems and processes.

The Group currently measures one of its investments in unquoted equity securities at cost. Under FRS 109, the Group will be required to measure the investment at fair value. Any difference between the previous carrying amount and the fair value would be recognised in the opening retained earnings when the Group apply FRS 109.

FRS 109 is effective for annual periods beginning on or after 1 January 2018 with early application permitted. Retrospective application is required, but comparative information is not compulsory. The Group is currently assessing the impact of FRS 109 and plans to adopt the standard on the required effective date.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.3 Standards issued but not yet effective (cont'd)

FRS 115 Revenue from Contracts with Customers

FRS 115 establishes a five-step model that will apply to revenue arising from contracts with customers. Under FRS 115, revenue is recognised at an amount that reflects the consideration which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in FRS 115 provide a more structured approach to measuring and recognising revenue when the promised goods and services are transferred to the customer i.e. when performance obligations are satisfied.

Key issues for the Group include identifying performance obligations, accounting for contract modifications, applying the constraint to variable consideration, evaluating significant financing components, measuring progress toward satisfaction of a performance obligation, recognising contract cost assets and addressing disclosure requirements.

Either a full or modified retrospective application is required for annual periods beginning on or after 1 January 2018 with early adoption permitted. The Group is currently assessing the impact of FRS 115 and plans to adopt the new standard on the required effective date.

2.4 Foreign currency

The financial statements are presented in Singapore Dollars, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

a) Transactions and balances

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Foreign currency (cont'd)

b) Consolidated financial statements

For consolidation purpose, the assets and liabilities of foreign operations are translated into SGD at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the average exchange rates for the year. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

In the case of a partial disposal without loss of control of a subsidiary that includes a foreign operation, the proportionate share of the cumulative amount of the exchange differences are re-attributed to non-controlling interest and are not recognised in profit or loss. For partial disposals of associates or jointly controlled entities that are foreign operations, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Exchange differences arising on monetary items that form part of the Group's net investment in foreign operations are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

2.5 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.5 Basis of consolidation (cont'd)

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- de-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- de-recognises the carrying amount of any non-controlling interest;
- de-recognises the cumulative translation differences recorded in equity;
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;
- recognises any surplus or deficit in profit or loss;
- re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

2.6 Business combinations involving entities under common control

Business combinations involving entities under common control are accounted for by applying the pooling of interest method which involves the following:

- The assets and liabilities of the combining entities are reflected at their carrying amounts reported in the consolidated financial statements of the controlling holding company.
- No adjustments are made to reflect the fair values on the date of combination, or recognise any new assets or liabilities.
- No additional goodwill is recognised as a result of the combination.
- Any difference between the consideration paid/transferred and the equity 'acquired' is reflected within the equity as merger reserve.

2.7 Subsidiaries

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.8 Associate

An associate is an entity over which the Group has the power to participate in the financial and operating policy decisions of the investee but does not have control or joint control of those policies.

The Group account for its investment in an associate using the equity method from the date on which it becomes an associate.

On acquisition of the investment, any excess of the cost of the investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities is accounted as goodwill and is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the associate's profit or loss in the period in which the investment is acquired.

Under the equity method, the investment in an associate is carried in the balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associate. The profit or loss reflects the share of results of the operation of the associate. Distributions received from the associate reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the associate, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and associate are eliminated to the extent of the interest in the associate.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in associate. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount in profit or loss.

The financial statements of the associate are prepared as the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Upon loss of significant influence over the associate, the Group measures the retained interest at fair value. Any difference between the fair value of the aggregate of the retained interest and proceeds from disposal and the carrying amount of the investment at the date the equity method was discontinued is recognised in profit or loss.

If the Group's ownership interest in an associate is reduced, but the Group continues to apply the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.9 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment other than freehold land and buildings are measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Leasehold properties	-	Leasehold period of 47 years
Leasehold improvements	-	5 years
Motor vehicles	-	4 years
Computers	-	3 - 4 years
Office equipment	-	3 - 4 years
Furniture and fittings	-	5 years

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on de-recognition of the asset is included in profit or loss in the year the asset is derecognised.

2.10 Investment properties

Investment properties are properties that are either owned by the Group or leased under a finance lease that are held to earn rentals or for capital appreciation, or both, rather than for use in the production or supply of goods or services, or for administrative purposes, or in the ordinary course of business. Investment properties comprise completed investment properties and properties that are being constructed or developed for future use as investment properties.

Investment properties are initially measured at cost, including transaction costs.

Subsequent to initial recognition, investment properties are measured at fair value. Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the year in which they arise.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of retirement or disposal.

**NOTES TO THE
FINANCIAL STATEMENTS**

– 31 December 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.11 Impairment of non-financial assets**

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses are recognised in profit or loss in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

2.12 Development properties

Development properties are properties acquired or being constructed for sale in the ordinary course of business, rather than to be held for the Group's own use, rental or capital appreciation.

Development properties are held as inventories and are measured at the lower of cost and net realisable value.

Non-refundable commissions paid to sales or marketing agents on the sale of real estate units are expensed when incurred.

Net realisable value of development properties is the estimated selling price in the ordinary course of business, based on market prices at the reporting date and discounted for the time value of money if material, less the estimated costs of completion and the estimated costs necessary to make the sale.

The costs of development properties recognised in profit or loss on disposal are determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs based on the relative size of the property sold.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.13 Financial instruments

(a) Financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

Loans and receivables

Non-derivative financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in the profit or loss when the loans and receivables are de-recognised or impaired, and through the amortisation process.

De-recognition

A financial asset is de-recognised where the contractual right to receive cash flows from the asset has expired. On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

(b) Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.13 Financial instruments (cont'd)

(b) Financial liabilities (cont'd)

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised, and through the amortisation process.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

(c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheets, when and only when, there is a currently enforceable legal right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.14 Impairment of financial assets

The Group assesses at each reporting date whether there is any objective evidence that a financial asset is impaired.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be recognised are not included in a collective assessment of impairment.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.14 Impairment of financial assets (cont'd)

If there is objective evidence that an impairment loss on financial assets carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account. The impairment loss is recognised in profit or loss.

When the asset becomes uncollectible, the carrying amount of the impaired financial asset is reduced directly or if an amount was charged to the allowance account, the amounts charged to the allowance account are written off against the carrying value of the financial asset.

To determine whether there is objective evidence that an impairment loss on financial assets has been incurred, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of reversal is recognised in profit or loss.

2.15 Construction contracts

Contract revenue and contract costs are recognised as revenue and expenses respectively by reference to the stage of completion of the contract activity at the end of the reporting period (the percentage of completion method), when the outcome of a construction contract can be estimated reliably.

When the outcome of a construction contract cannot be estimated reliably (principally during early stages of a contract), contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable and contract costs are recognised as expense in the period in which they are incurred.

An expected loss on the construction contract is recognised as an expense immediately when it is probable that total contract costs will exceed total contract revenue.

In applying the percentage of completion method, revenue recognised corresponds to the total contract revenue multiplied by the actual completion rate based on the proportion of total contract costs incurred to date and the estimated costs to complete.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.16 Provisions

General

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provision for warranty

The Group provides for warranty claims on contractual items with customers after the substantial completion of projects.

The provision for warranty represents the best estimate of the Group's contractual obligations at the balance sheet date. The provision is based on past experience of the level of maintenance and rectification work. The majority of the costs is expected to be incurred over the applicable warranty periods. The assumptions used to estimate warranty provision are reviewed periodically in light of actual experience.

2.17 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with.

Government grant related to income

Government grants are recognised in profit or loss on a systematic basis over the periods in which the entity recognise as expense the related costs for which the grants are intended to compensate. Grants related to income may be presented as a credit in profit or loss or deducted in reporting the related expenses.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.18 Employee benefits

(i) Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to national pension schemes are recognised as an expense in the period in which the related service is performed.

(ii) Employee leave entitlement

Employee entitlements to annual leave are recognised as a liability when they are accrued to the employees. The estimated liability for leave is recognised for services rendered by employees up to the end of the reporting period.

(iii) Employee share option plan

Employees of the Group receive remuneration in the form of share options as consideration for services rendered. The cost of these equity-settled share based payment transactions with employees is measured by reference to the fair value of the options at the date on which the options are granted which takes into account market conditions and non-vesting conditions. This cost is recognised in profit or loss, with a corresponding increase in the employee share option reserve, over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of options that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

The employee share option reserve is transferred to retained earnings upon expiry of the share option.

2.19 Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand and fixed deposits that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.20 Financial guarantee

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, financial guarantees are recognised as income in the profit or loss over the period of the guarantee. If it is probable that the liability will be higher than the amount initially recognised less amortisation, the liability is recorded at the higher amount with the difference charged to profit or loss.

2.21 Borrowing costs

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.22 Leases

As lessee

The determination of whether an arrangement is, or contains a lease, is based on the substance of the arrangement at inception date: whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

Finance leases, which transfer to the Group substantially all the risks and rewards incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Any initial direct costs are also added to the amount capitalised.

Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to the profit or loss. Contingent rents, if any, are charged as expenses in the periods in which they are incurred. Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Operating lease payments are recognised as an expense in the profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.23 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is made. Revenue is measured at the fair value of consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Group assesses its revenue arrangements to determine if it is acting as principal or agent. The Group has concluded that it is acting as a principal in all of its revenue arrangements. The following specific recognition criteria must also be met before revenue is recognised:

(i) Contract revenue

Accounting policy for recognising construction contract revenue is stated in Note 2.15.

(ii) Project management and consultancy fees

Project management and consultancy fees are recognised upon the rendering of project management and consultancy services to and acceptance by customers.

(iii) Interest income

Interest income is recognised using the effective interest method.

(iv) Dividend income

Dividend income is recognised when the Group's right to receive payment is established.

2.24 Taxes

(a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.24 Taxes (cont'd)

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries and associate where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries and associate, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.24 Taxes (cont'd)

(b) Deferred tax (cont'd)

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(c) Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

2.25 Share capital and share issuance expenses

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.26 Transactions with non-controlling interests

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company, and are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated balance sheet, separately from equity attributable to owners of the Company.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.27 Contingencies

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (b) a present obligation that arises from past events but is not recognised because:
 - (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the balance sheet of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

2.28 Segment reporting

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 31, including the factors used to identify the reportable segments and the measurement basis of segment information.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosures of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

3.1 Judgements made in applying accounting policies

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which has the most significant effect on the amounts recognised in the financial statements:

- **Income taxes**

The Group has exposure to income taxes in several jurisdictions. Significant judgement is involved in determining the group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amounts of the Group's provision for taxation and deferred tax liabilities at 31 December 2015 were S\$3,065,458 (2014: S\$1,557,570) and S\$22,830 (2014: S\$6,221) respectively.

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

- **Construction contracts and provision for foreseeable losses**

The valuation of construction contracts and provision for foreseeable losses are subject to the uncertainty in estimating the stage of completion and total budgeted costs. The uncertainty is mainly influenced by the technological and technical complexity of the project, the degree of estimation in the tender process and developments during the realisation of a project. The stage of completion is determined based on proportion of total contract costs incurred to date and the estimated costs to complete. In making the judgement, the Group evaluates the stage of completion by relying on past experience and the assessment of the project engineers.

The carrying amount of liabilities arising from construction contracts at the end of each reporting period are disclosed in Note 20 to the financial statements. If the estimated total contract cost had been 5% higher than management estimate, the carrying amount of the liabilities arising from construction contracts would have been S\$11,302,108 (2014: S\$4,210,047) higher.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

4. REVENUE

	2015	Group 2014
	S\$	S\$
Contract revenue	148,375,000	97,850,974
Project management fees	520,522	501,357
Consultancy fees	–	185,635
	148,895,522	98,537,966

5. OTHER INCOME

	2015	Group 2014
	S\$	S\$
Government grants	37,927	17,158
Interest income from fixed deposits	64,940	62,209
Interest income from loans to an associate (Note 28(a))	923,576	386,178
Rental income from temporary leasing out of development properties (Note 15)	101,475	–
Others	24,013	43,752
	1,151,931	509,297

6. FINANCE COSTS

	2015	Group 2014
	S\$	S\$
Interest expense on bank borrowing	2,468	–

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

7. PROFIT BEFORE TAXATION

The following items have been included in arriving at profit before taxation:

	Group	
	2015	2014
	S\$	S\$
Depreciation of property, plant and equipment	196,695	170,676
Employee benefits expense (Note A)	7,746,077	5,371,806
Foreign exchange loss, net	566,022	80,764
Legal and other professional fees	–	118,805
Operating lease expenses	53,769	27,508
Write off of property, plant and equipment	–	37,570
Partial waiver of interests on loans to an associate (Note 14)	185,083	–
Audit fees:		
– Auditor of the Company	104,000	84,500
– Other auditors	23,651	8,559

Note A: Employee benefits expense

Employee benefit expense (including directors):		
– Salaries, bonuses and other benefits	7,495,414	5,204,967
– Defined contribution plans	236,556	166,839
– Share-based expense	14,107	–
	7,746,077	5,371,806

Presented in the consolidated income statement as:

Cost of sales	2,736,761	3,484,302
General and administrative expenses	5,009,316	1,887,504
	7,746,077	5,371,806

NOTES TO THE FINANCIAL STATEMENTS

– 31 December 2015

8. TAX EXPENSE

Major components of tax expense

The major components of tax expense for the years ended 31 December 2015 and 2014 are:

	Group	
	2015	2014
	S\$	S\$
Consolidated income statement:		
Current taxation:		
– Current income taxation	3,022,586	1,554,967
– Under-provision in respect of prior years	2,439	–
	3,025,025	1,554,967
Deferred taxation (Note 22):		
– Movement in temporary differences	16,609	(12,048)
Tax expense recognised in profit or loss	3,041,634	1,542,919

Relationship between income tax expense and accounting profit

The reconciliation between income tax expense and the product of accounting profit multiplied by the applicable corporate tax rate for the years ended 31 December 2015 and 2014 are as follows:

	Group	
	2015	2014
	S\$	S\$
Profit before taxation	15,622,277	8,769,242
Tax at domestic rates applicable to profits in the countries where the Group operates	2,349,861	1,490,771
<i>Adjustments:</i>		
Expenses not deductible for tax purposes	394,286	194,680
Tax effect of income not taxable	(187,655)	(20,859)
Tax effect of Singapore statutory stepped income exemption	(36,318)	(36,318)
Tax incentives (productivity and innovation credit allowance)	(27,388)	(67,113)
Corporate income tax rebate	(24,032)	(32,863)
Deferred tax assets not recognised	556,778	–
Under-provision in respect of prior years	2,439	–
Benefits from previously unrecognised tax losses	–	(2,719)
Others	13,663	17,340
Tax expense recognised in profit or loss	3,041,634	1,542,919

The above reconciliation is prepared by aggregating separate reconciliation for each national jurisdiction.

**NOTES TO THE
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9. EARNINGS PER SHARE

Basic earnings per share amounts are calculated by dividing profit for the year that is attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share amounts are calculated by dividing the profit for the year that is attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares. There were no potential dilutive ordinary shares existing in the prior year.

The following table reflects the profit and share data used in the computation of basic and diluted earnings per share for the years ended 31 December:

	Group	
	2015	2014 (Re-presented*)
Profit for the year attributable to ordinary equity owners of the Company used in computation of basic and diluted earnings per share (S\$)	12,599,255	7,220,177
Weighted average number of ordinary shares for basic earnings per share computation	285,307,005	285,307,005
Effects of dilution:		
– Share options	108,172	–
Weighted average number of ordinary shares for diluted earnings per share computation	285,415,177	285,307,005
Basic earnings per share (cents)	4.42	2.53
Diluted earnings per share (cents)	4.41	2.53

* In accordance with FRS 33 *Earnings Per Share*, following the scrip dividends that took place in the financial year ended 31 December 2015 (Note 23), the weighted average number of ordinary shares for the financial year ended 31 December 2014 has been restated based on the assumption that the 15,066,312 new ordinary shares had been issued as scrip dividends at the beginning of the previous financial year.

**NOTES TO THE
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10. PROPERTY, PLANT AND EQUIPMENT

Group	Leasehold properties S\$	Leasehold improvements S\$	Motor vehicles S\$	Computers S\$	Office equipment S\$	Furniture and fittings S\$	Total S\$
Cost							
At 1 January 2014	3,528,610	–	32,693	146,336	8,534	100,631	3,816,804
Additions	–	96,068	88,988	82,578	27,980	33,029	328,643
Disposals	–	–	(33,461)	–	–	–	(33,461)
Write off	–	–	–	–	(340)	(83,920)	(84,260)
Translation adjustment	–	–	768	–	135	–	903
At 31 December 2014 and 1 January 2015	3,528,610	96,068	88,988	228,914	36,309	49,740	4,028,629
Additions	–	–	–	27,286	–	558	27,844
Translation adjustment	–	–	1,918	(98)	273	–	2,093
At 31 December 2015	3,528,610	96,068	90,906	256,102	36,582	50,298	4,058,566
Accumulated depreciation							
At 1 January 2014	18,769	–	6,130	70,484	4,675	51,724	151,782
Charge for the year	75,077	13,764	8,071	55,877	6,668	11,219	170,676
Disposals	–	–	(14,639)	–	–	–	(14,639)
Write off	–	–	–	–	(263)	(46,427)	(46,690)
Translation adjustment	–	–	438	–	167	–	605
At 31 December 2014 and 1 January 2015	93,846	13,764	–	126,361	11,247	16,516	261,734
Charge for the year	75,077	19,214	22,841	60,588	10,461	8,514	196,695
Translation adjustment	–	–	(115)	2	114	–	1
At 31 December 2015	168,923	32,978	22,726	186,951	21,822	25,030	458,430
Net carrying amount							
At 31 December 2015	3,359,687	63,090	68,180	69,151	14,760	25,268	3,600,136
At 31 December 2014	3,434,764	82,304	88,988	102,553	25,062	33,224	3,766,895

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

10. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Company	Computers S\$
Cost	
At 1 January 2014	–
Additions	1,868
At 31 December 2014 and 31 December 2015	1,868
Accumulated depreciation	
At 1 January 2014	–
Charge for the year	571
At 31 December 2014 and 1 January 2015	571
Charge for the year	623
At 31 December 2015	1,194
Net carrying amount	
At 31 December 2015	674
At 31 December 2014	1,297

11. LOANS TO A SUBSIDIARY

	Company	
	2015 S\$	2014 S\$
Loans to a subsidiary	1,628,377	1,628,377
Accrued interests on loans to a subsidiary	134,295	36,592
	1,762,672	1,664,969
Presented as:		
Current	1,762,672	–
Non-current	–	1,664,969
	1,762,672	1,664,969

Loans to a subsidiary are dominated in Singapore dollars, unsecured and bear interests at 6% (2014: 6%) per annum. Both principal and interests are repayable in August 2016 and are to be settled in cash.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

12. INVESTMENTS IN SUBSIDIARIES

	Company	
	2015 S\$	2014 S\$
Unquoted equity shares, at cost	<u>9,152,597</u>	<u>9,152,597</u>

The details of the Group's investments in subsidiaries are as follows:

Name of subsidiary	Country of incorporation and place of business	Principal activities	Proportion (%) of ownership interest	
			2015	2014
<i>Held by the Company</i>				
Figtree Projects Pte. Ltd. ("FPPL")*	Singapore	General contractors (building construction including major upgrading works) and providers of general building engineering services	100	100
Figtree Developments Pte. Ltd. ("FDPL")*	Singapore	Property development	100	100
<i>Held through FPPL</i>				
Figtree Projects (Shanghai) Co., Ltd (Formerly known as Figtree Project Consulting (Shanghai) Co., Ltd)#	People's Republic of China ("PRC")	Project management service	60	60
Figtree Projects Sdn Bhd@	Malaysia	Project management service	100	100
<i>Held through FDPL</i>				
Figtree Real Estate Pty Ltd ("FREPL")^	Australia	Property development	100	100
<i>Held through FREPL</i>				
Figtree La Trobe Pty Ltd^	Australia	Property development	100	100

* Audited by Ernst & Young LLP, Singapore.

Audited by Shanghai Yuanzhi Certified Public Accountants, PRC.

@ Audited by Gow and Tan Chartered Accountants, Malaysia.

^ Audited by RSM Bird Cameron, Australia.

**NOTES TO THE
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– 31 December 2015

13. INTERESTS IN AN ASSOCIATE

	Group	
	2015	2014
	S\$	S\$
Unquoted equity, shares, at cost	40,000	40,000
Deemed capital contribution	942,122	393,874
Accumulated share of profits/(losses)	150,266	(460,903)
	1,132,388	(27,029)
Accumulated share of translation reserve	303,482	237,400
Net carrying amount	1,435,870	210,371

The deemed capital contribution represents the fair value of an interest free loans given to the associate (Note 14).

The details of the Group's interests in an associate are as follows:

Name of associate	Country of incorporation and place of business	Principal activities	Proportion (%) of ownership interest	
			2015	2014
<i>Held through FDPL</i>				
Vibrant Properties Pte. Ltd. ("VPPL")*	Singapore	Real estate activities with own or leased property and real estate developers	40	40
<i>Held through VPPL</i>				
DP-Master-Vibrant (Jiangyin) Real Estate Development Co., Ltd [^]	PRC	Engaged in real estate development and management, sales, leasing and property management business	60	60
Fervent Industrial Development (Suzhou) Co. Ltd ("Fervent") [^]	PRC	Development of industrial facilities and storage facilities	50	50
Vibrant Investment & Management (Shanghai) Co., Ltd [#]	PRC	Investment holding, consultancy services and property management services	100	–

* Audited by KPMG LLP, Singapore.

[^] Audited by Grant Thornton LLP(致同会计师事务所)(特殊普通合伙), PRC.

[#] Not appointed yet.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

13. INTERESTS IN AN ASSOCIATE (CONT'D)

The summarised financial information in respect of VPPL and its subsidiaries based on its FRS financial statements and reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

Summarised balance sheet

	Group	
	2015 S\$'000	2014 S\$'000
Non-current assets	40,995	11,007
Current assets	49,251	34,164
Total assets	90,246	45,171
Non-current liabilities	8,503	17,000
Current liabilities	57,463	14,085
Total liabilities	65,966	31,085
Net assets	24,280	14,086
Less: Non-controlling interests	(23,045)	(14,545)
Net assets/(liabilities) attributable to parent	1,235	(459)
Proportion of Group's ownership	40%	40%
Group's share of net assets/(liabilities)	494	(184)
Deemed capital contribution	942	394
Carrying amount of VPPL	1,436	210
Summarised statement of comprehensive income		
Revenue	–	–
Profit/(loss) after tax, attributable to parent	1,530	(1,153)
Other comprehensive income	165	594
Total comprehensive income, attributable to parent	1,695	(559)

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

14. LOANS TO AN ASSOCIATE

	Group	
	2015	2014
	S\$	S\$
Loans to an associate:		
Interest-bearing loan 1	3,718,935	3,519,031
Interest-bearing loan 2	1,699,393	1,613,073
Interest-bearing loan 3	3,963,744	–
Interest-free loans	8,037,697	3,361,542
	17,419,769	8,493,646
Presented as:		
– Current	12,945,306	1,613,073
– Non-current	4,474,463	6,880,573
	17,419,769	8,493,646

Interest-bearing loan 1

The loan is denominated in Singapore dollars, unsecured, bears interest at 6% (2014: 6%) per annum, repayable in January 2016 (2014: January 2016) and is to be settled in cash. Subsequent to the end of the reporting period, the repayment of the loan has been extended to January 2017.

Interest-bearing loan 2

The loan is denominated in United States dollars, unsecured, bears interests at 8% (2014: 8%) per annum, repayable in July 2016 (2014: July 2016) and is to be settled in cash.

The loan was further extended by VPPL to Brilliant Champ International Co. Ltd (“Brilliant Champ”), an unrelated party and non-controlling shareholder of its 50%-owned subsidiary, Fervent. The loan was secured over Brilliant Champ’s 30% shareholding in Fervent. Subsequent to the end of the reporting period, in January 2016, the principal was settled via the transfer of Brilliant Champ’s 30% shareholding in Fervent to VPPL but the interest on the loan was waived for repayment. As a result, VPPL’s equity interest in Fervent increased from 50% to 80% and the Group’s effective equity interest in Fervent increased from 20% to 32%.

At the end of the reporting period, an allowance of doubtful debt has been made for the accrued interest of S\$185,083 (2014: S\$Nil) in view of the waiver above. The allowance for doubtful debt is recorded under “Other expenses” in the consolidated income statement.

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14. LOANS TO AN ASSOCIATE (CONT'D)

Interest-bearing loan 3

The loan is denominated in United States dollars, unsecured, bears interest at 8% per annum, repayable in January 2016 and is to be settled in cash. Subsequent to the end of the reporting period, the repayment of the loan has been extended to January 2017.

Interest-free loans

Interest-free loans are denominated in Singapore dollars, unsecured and repayable between January 2016 and September 2017 (2014: January 2016).

15. DEVELOPMENT PROPERTIES

	2015 S\$	Group 2014 S\$
Properties under development:		
Freehold land and building costs	17,999,638	–
Development costs	1,732,980	–
	<u>19,732,618</u>	<u>–</u>

The entire amount included in development properties, which are temporarily leased out before the commencement of its development, are expected to be recovered more than 12 months after the reporting period.

Details of the development properties are as follows:

Description and location	% owned	Approximate built-up area (square metre)	Approximate saleable floor area (square metre)	Stage of completion as at date of annual report (expected year of completion)
293-303 La Trobe Street, Melbourne VIC 3000	100%	25,700	17,000	Development plan is currently awaiting approval from the Australian government.

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16. TRADE RECEIVABLES

	Group	
	2015	2014
	S\$	S\$
Trade receivables	10,472,410	5,219,415
Accrued receivables	7,872,738	13,544,923
Retention receivables	14,499,179	16,346,969
	32,844,327	35,111,307

Related party balances

Included in trade receivables, accrued receivables and retention receivables are amounts due from a related party aggregating S\$16,806,474 (2014: S\$5,586,610).

Trade receivables

Trade receivables are non-interest bearing and are generally on 30 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Trade receivables that are past due but not impaired

The Group has trade receivables amounting to S\$6,319,406 (2014: S\$2,335,133) that are past due at the end of the reporting period but not impaired. These receivables are unsecured and the analysis of their ageing at the end of the year is as follows:

	Group	
	2015	2014
	S\$	S\$
Trade receivables past due:		
Lesser than 30 days	5,169,711	767,284
30 to 60 days	651,564	1,008,309
60 to 90 days	–	963
90 to 120 days	–	16,872
More than 120 days	498,131	541,705
	6,319,406	2,335,133

The Group has no trade receivables that are impaired at the end of the reporting period.

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17. OTHER RECEIVABLES

	Group		Company	
	2015 S\$	2014 S\$	2015 S\$	2014 S\$
Refundable deposits	199,090	123,570	–	–
Sundry receivables	7,891	63,950	1,286	3,362
Other receivables	–	700,000	–	–
GST receivables	–	5,567	–	–
Non-refundable deposit	–	1,898,062	–	–
	206,981	2,791,149	1,286	3,362

Other receivables relate to deposits paid which served as collaterals for the performance bonds issued for construction projects. Non-refundable deposit pertains to a 10% deposit paid by a subsidiary to purchase land and buildings in Australia for development purpose (Note 15). The purchase was completed in February 2015.

**18. AMOUNTS DUE FROM SUBSIDIARIES
AMOUNT DUE FROM AN ASSOCIATE**

The amounts due from subsidiaries are unsecured, interest-free, repayable on demand and are to be settled in cash. Such amounts include dividend receivable of S\$4,700,000 (2014: S\$4,000,000) and management fees charged to the subsidiaries of S\$2,298,381 (2014: S\$486,429); while the remaining balance relates to payments made on behalf of the subsidiaries.

The amount due from an associate was trade-related, unsecured, repayable on demand and has been settled in cash during the year.

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19. CASH AND SHORT-TERM DEPOSITS

	Group		Company	
	2015 S\$	2014 S\$	2015 S\$	2014 S\$
Cash at banks and on hand	11,104,511	23,500,716	350,917	4,518,394
Short-term deposits	2,005,991	13,526,531	2,005,991	719,580
Cash and short-term deposits representing cash and cash equivalents in the consolidated cash flow statement	13,110,502	37,027,247	2,356,908	5,237,974

Short-term deposits are made for varying periods of between one month to two months, depending on the immediate cash requirements of the Group and the Company, and earn interests at the respective short-term deposit rates. The weighted average effective interest rate as at 31 December 2015 for the Group and the Company is 0.94% (2014: 1.10%) per annum.

Cash and short-term deposits denominated in foreign currencies at 31 December are as follows:

	Group		Company	
	2015 S\$	2014 S\$	2015 S\$	2014 S\$
United States Dollars	–	1,523	–	–

20. GROSS AMOUNT DUE TO CUSTOMERS FOR CONTRACT WORK-IN-PROGRESS

	Group	
	2015 S\$	2014 S\$
Aggregate amount of costs incurred and recognised profits to date	419,954,922	273,672,933
Less: Progress billings	(434,258,972)	(299,332,715)
	(14,304,050)	(25,659,782)
Presented as:		
Gross amount due to customers for contract work-in-progress	(14,304,050)	(25,659,782)
Retention sums on construction contract included in trade receivables (Note 16)	14,499,179	16,346,969

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21. TRADE AND OTHER PAYABLES

	Group		Company	
	2015 S\$	2014 S\$	2015 S\$	2014 S\$
Trade payables	10,779,131	3,868,897	30,393	–
GST payables	624,384	1,740,755	60,233	35,623
Accrued operating expenses	4,371,971	674,267	2,378,941	1,189,622
Accrued subcontractors' costs	15,732,142	26,344,181	–	–
Sundry payables	57,171	21,294	–	1,401
	31,564,799	32,649,394	2,469,567	1,226,646

Trade payables

Trade payables are non-interest bearing and are normally settled on 30-60 days' terms.

Sundry payables

Sundry payables are non-interest bearing and have an average term of 2 months.

22. DEFERRED TAX LIABILITIES

Deferred tax as at 31 December relates to the following:

	Group				Company	
	Consolidated balance sheet		Consolidated income statement		Balance sheet	
	2015 S\$	2014 S\$	2015 S\$	2014 S\$	2015 S\$	2014 S\$
Gross deferred tax liabilities						
Excess of net carrying value of plant and equipment over tax written down value	(22,830)	(6,221)	(16,609)	(12,033)	(22,830)	(6,221)
Other items	–	–	–	(15)	–	–
	(22,830)	(6,221)			(22,830)	(6,221)
Net deferred tax liabilities	(22,830)	(6,221)			(22,830)	(6,221)
Deferred income tax expense (Note 8)			(16,609)	(12,048)		

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22. DEFERRED TAX LIABILITIES (CONT'D)

Unrecognised tax losses

At the end of the reporting period, the Group has tax losses of approximately S\$2,690,385 (2014: S\$107,830) that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate.

Tax consequences of proposed dividends

There are no income tax consequences (2014: S\$Nil) attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements.

23. SHARE CAPITAL

	Group and Company			
	2015 No. of shares	2015 S\$	2014 No. of shares	2014 S\$
Issued and fully paid ordinary shares				
At 1 January	277,546,822	20,511,462	277,546,000	20,519,150
Issuance of ordinary shares as scrip dividend	15,066,312	2,002,314	822	312
Share issuance expense	–	(28,346)	–	(8,000)
At 31 December	292,613,134	22,485,430	277,546,822	20,511,462

On 24 June 2015, the Company issued 15,066,312 (2014: 822) new ordinary shares for the value of S\$2,002,314 (2014: S\$312) to eligible shareholders who have elected to participate in the Scrip Dividend Scheme in respect of the dividend declared and paid for the financial year ended 31 December 2014.

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction. The ordinary shares have no par value.

24. MERGER DEFICIT

The merger deficit records the difference between the purchase consideration and the share capital of the subsidiary restructured under common control.

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25. SHARE OPTION RESERVE

Employee share option reserve represents the equity-settled share options granted to employees under the ESOS. The reserve is made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of equity-settled share options, and is reduced by the expiry or exercise of the share options.

Figtree Employee Share Option Scheme (the "ESOS")

There are no cash settlement alternatives. The Group does not have a past practice of cash settlement for these awards. There were no cancellations or modifications to the ESOS during both 2015 and 2014. Details of the ESOS are included in the Directors' Statement.

Movement of share options during the financial year

The following table illustrates the number and weighted average exercise prices ("WAEP") of, and movements in, share options during the financial year:

	2015	
	Number '000	WAEP cents
Outstanding at 1 January	–	–
Granted and accepted on 28 August 2015	<u>1,790</u>	13.06
Outstanding at 31 December	<u><u>1,790</u></u>	13.06

- The weighted average fair value of options granted during the financial year was 23.64 cents.
- The exercise price for the share options outstanding at the end of the year was 13.06 cents.
- The weighted average remaining contractual life for these options is 5.66 years.

Fair value of share options granted

The fair value of the share options granted is estimated at the date of the grant using Black-Scholes Pricing model, taking into account the terms and conditions upon which the options were granted. The model takes into account historic dividends, share price fluctuation covariance of the Company and each entity of the group of competitors to predict the distribution of relative share performance. The following table lists the inputs to the Black-Scholes Pricing model for the year ended 31 December 2015:

Dividend yield (%)	7.94
Expected volatility (%)	45.23
Risk-free interest rate (% per annum)	2.39
Expected life of option (years)	6.00
Weighted average share price (cents)	<u><u>12.60</u></u>

The expected life of the share options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

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26. FOREIGN CURRENCY TRANSLATION RESERVE

The translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

	Group	
	2015	2014
	S\$	S\$
At 1 January	259,998	5,797
Net effect of exchange differences arising from translation of financial statements of foreign operations	67,862	254,201
At 31 December	<u>327,860</u>	<u>259,998</u>

27. DIVIDENDS

	Group and Company	
	2015	2014
	S\$	S\$

Declared and paid during the financial year:

Dividends on ordinary shares:

Final exempt (one-tier) dividends for 2014: 1.0 cent (2013: 1.2 cents) per share

– Cash payment

– Issue of scrip dividend (Note 23)

	773,154	3,330,240
	2,002,314	312
	<u>2,775,468</u>	<u>3,330,552</u>

Proposed but not recognised as a liability as at 31 December :

Dividends on ordinary shares, subject to shareholders' approval at the AGM:

– Final tax-exempt (one-tier) dividends for 2015: 1.6 cents (2014: 1.0 cent) per share

	<u>4,681,810</u>	<u>2,775,468</u>
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28. SIGNIFICANT RELATED PARTY TRANSACTIONS

(a) Sales and purchases of services

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties took place at terms agreed between the parties during the financial year:

	Group	
	2015	2014
	S\$	S\$
Contract revenue from a related party	53,513,786	8,573,496
Interest income from an associate (Note 5)	923,576	386,178
Management fees from an associate	–	36,476
Partial waiver of interests on loans to an associate (Note 7)	<u>(185,083)</u>	–

(b) Compensation of key management personnel

	Group	
	2015	2014
	S\$	S\$
Salaries and bonuses	4,973,730	2,963,891
Defined contributions plans	53,750	46,200
Directors' fees	245,000	245,000
Other short-term benefits	32,121	28,423
Share-based payments	7,723	–
Total compensation paid to key management personnel	<u>5,312,324</u>	3,283,514
Comprise amounts paid to:		
- Directors of the Company	2,938,344	1,756,587
- Other key management personnel	<u>2,373,980</u>	1,526,927
Total compensation paid to key management personnel	<u>5,312,324</u>	3,283,514

The remuneration of key management personnel is determined by the Directors having regard to the performance of individuals and market trends.

Directors' interests in the ESOS

During the financial year, 230,000 (2014: Nil) share options were granted to a Company's executive director under the ESOS (Note 25) at an exercise price of 13.06 cents each, which remained outstanding at the end of the financial year.

No share options have been granted to the Company's non-executive directors.

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29. OPERATING LEASE COMMITMENTS – AS LESSEE

The Group has entered into commercial property leases for its office premise and certain office equipment. Future minimum rentals payables under non-cancellable operating leases as at 31 December 2015 and 2014 are as follows:

	Group	
	2015	2014
	S\$	S\$
Not later than one year	7,224	27,463
Later than one year but not later than five years	3,663	4,746
	10,887	32,209

30. CONTINGENT LIABILITIES

Guarantees

The Company has provided the following guarantees at the end of the reporting period:

- It has provided corporate guarantees to the banks in respect of the banking facilities of S\$5,000,000 (2014: S\$5,000,000) taken by a subsidiary; and
- It has provided a corporate guarantee to a bank for the performance of a contract for a subsidiary. No liability is expected to arise (2014: Nil).

31. SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services, and has three reportable operating segments as follows:

- Design and build: Design and build commercial and industrial facilities. The scope of services covers the full spectrum of the project development process, including land search and authority liaison, feasibility studies, design and construction.
- Property development: Construct, develop, sell and/or lease out of residential, commercial and industrial properties.
- Corporate: Involved in Group-level corporate services.

Except as indicated above, no operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit margins of the products and services.

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31. SEGMENT INFORMATION (CONT'D)

	Design and build		Property development		Corporate		Per consolidated financial statements	
	2015	2014	2015	2014	2015	2014	2015	2014
	S\$	S\$	S\$	S\$	S\$	S\$	S\$	S\$
Revenue:								
Sales to external customers and a related party, representing total revenue	148,895,522	98,537,966	–	–	–	–	148,895,522	98,537,966
Results:								
Interest income	669,566	243,924	289,529	177,846	29,422	30,046	988,517	451,816
Interest expense	2,468	–	–	–	–	–	2,468	–
Depreciation	195,577	170,105	495	–	623	571	196,695	170,676
Share of results of an associate	–	–	611,169	(460,394)	–	–	611,169	(460,394)
Write off of property, plant and equipment	–	37,570	–	–	–	–	–	37,570
Partial waiver of interests on loans to an associate	185,083	–	–	–	–	–	185,083	–
Segment profit/(loss)	19,229,336	11,364,037	(134,398)	(483,382)	(3,472,661)	(2,111,413)	15,622,277	8,769,242
Assets:								
Interests in an associate	–	–	1,435,870	210,371	–	–	1,435,870	210,371
Additions to property, plant and equipment	27,844	324,685	–	2,090	–	1,868	27,844	328,643
Segment assets	56,669,170	68,976,297	29,387,896	13,208,816	2,358,973	5,285,644	88,416,039	87,470,757
Liabilities:								
Segment liabilities	46,345,763	58,611,825	109,367	21,596	2,502,007	1,239,546	48,957,137	59,872,967

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– 31 December 2015

31. SEGMENT INFORMATION (CONT'D)

Geographical information

Revenue and non-current assets information based on the geographical locations of customers and assets respectively are as follows:

	Revenue		Non-current assets	
	2015 S\$	2014 S\$	2015 S\$	2014 S\$
Singapore	148,386,989	98,036,609	9,436,883	10,760,069
China	520,522	501,357	72,092	95,680
Australia	–	–	1,494	2,090
Malaysia	(11,989)	–	–	–
	148,895,522	98,537,966	9,510,469	10,857,839

Non-current assets information presented above consist of property, plant and equipment, interests in an associate and loans to an associate as presented in the consolidated balance sheet.

32. FAIR VALUE OF ASSETS AND LIABILITIES

The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date;
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

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32. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

- (a) **Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value**

Trade receivables (Note 16), other receivables (Note 17), amounts due from subsidiaries (Note 18), amount due from an associate (Note 18), cash and short-term deposits (Note 19) and trade and other payables (Note 21)

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

- (b) **Assets and liabilities not carried at fair value but for which fair value is disclosed**

The following table shows an analysis of the Group's assets and liabilities not measured at fair value but for which fair value is disclosed:

	Fair value measurements at the end of the reporting period using				
	Level 1 S\$	Level 2 S\$	Level 3 S\$	Total S\$	Carrying Amount S\$
2015:					
Group					
Assets:					
Loans to an associate (Note 14)	–	–	17,419,769	17,419,769	17,419,769
Company					
Assets:					
Loans to a subsidiary (Note 11)	–	–	1,762,672	1,762,672	1,762,672
2014:					
Group					
Assets:					
Loans to an associate (Note 14)	–	–	8,493,646	8,493,646	8,493,646
Company					
Assets:					
Loans to a subsidiary (Note 11)	–	–	1,664,969	1,664,969	1,664,969

Determination of fair value

Loans to an associate (Note 14) and loans to a subsidiary (Note 11)

The fair values as disclosed in the table above are estimated by discounting expected future cash flows at market incremental lending rate for similar types of lending or borrowing arrangements at the end of the reporting period.

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33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include interest rate risk, liquidity risk, credit risk and foreign exchange currency risk. The Board of Directors reviews and agrees policies and procedures for the management of these risks.

It is, and has been throughout the current and previous financial year, the Group's policy not to engage in foreign exchange and/or derivatives speculation or trading for profit purpose. It is not in the interest of the Group to engage in trading for profit or to speculate or trade in treasury instruments.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

Interest rate risk is deemed not significant by the management as the Group does not have financial instruments with floating interest rates.

(b) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

To manage liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's and the Company's operations and mitigate the effect of fluctuations in cash flows.

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33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(b) Liquidity risk (cont'd)

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial assets and liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

Group 2015	One year or less S\$	One to five years S\$	Total S\$
Financial assets:			
Loans to an associate	12,962,650	4,934,424	17,897,074
Trade receivables	32,844,327	–	32,844,327
Other receivables	206,981	–	206,981
Cash and short-term deposits	13,110,502	–	13,110,502
Total undiscounted financial assets	59,124,460	4,934,424	64,058,884
Financial liabilities:			
Trade and other payables (exclude GST payables)	30,940,415	–	30,940,415
Total undiscounted financial liabilities liabilities	30,940,415	–	30,940,415
Total net undiscounted financial assets	28,184,045	4,934,424	33,118,469
2014			
Financial assets:			
Loans to an associate	1,652,080	7,313,204	8,965,284
Trade receivables	35,111,307	–	35,111,307
Other receivables (exclude GST receivables and non-refundable deposits)	887,520	–	887,520
Amount due from an associate	39,030	–	39,030
Cash and short-term deposits	37,027,247	–	37,027,247
Total undiscounted financial assets	74,717,184	7,313,204	82,030,388
Financial liabilities:			
Trade and other payables (exclude GST payables)	30,908,639	–	30,908,639
Total undiscounted financial liabilities liabilities	30,908,639	–	30,908,639
Total net undiscounted financial assets	43,808,545	7,313,204	51,121,749

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33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(b) Liquidity risk (cont'd)

Company 2015	One year or less S\$	One to five years S\$	Total S\$
Financial assets:			
Loans to a subsidiary	1,769,066	–	1,769,066
Other receivables	1,286	–	1,286
Amounts due from subsidiaries	18,726,276	–	18,726,276
Amount due from an associate	–	–	–
Cash and short-term deposits	2,356,908	–	2,356,908
Total undiscounted financial assets	22,853,536	–	22,853,536
Financial liabilities:			
Trade and other payables (exclude GST payables)	2,409,334	–	2,409,334
Total undiscounted financial liabilities	2,409,334	–	2,409,334
Total net undiscounted financial assets	20,444,202	–	20,444,202
2014			
Financial assets:			
Loans to a subsidiary	–	1,823,782	1,823,782
Other receivables	3,362	–	3,362
Amounts due from subsidiaries	9,501,321	–	9,501,321
Amount due from an associate	39,030	–	39,030
Cash and short-term deposits	5,237,974	–	5,237,974
Total undiscounted financial assets	14,781,687	1,823,782	16,605,469
Financial liabilities:			
Trade and other payables (exclude GST payables)	1,191,023	–	1,191,023
Total undiscounted financial liabilities	1,191,023	–	1,191,023
Total net undiscounted financial assets	13,590,664	1,823,782	15,414,446

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33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(b) Liquidity risk (cont'd)

The table below shows the contractual expiry by maturity of the Company's contingent liabilities (Note 30). The maximum amount of the financial guarantee contracts are allocated to the earliest period in which the guarantees could be called.

	As at 31 December 2015 and 2014		
	One year or less S\$	One to five years S\$	Total S\$
Company			
Corporate guarantees	–	5,000,000	5,000,000

(c) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets, the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties. The Group's objective is to seek continual revenue growth while minimising losses incurred due to credit risk exposure. The Group trades only with recognised and creditworthy third parties. Receivables balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

Exposure to credit risk

The carrying amounts of trade and other receivables, loans to an associate, amount due from an associate and cash and short-term deposits represent the Group's maximum exposure to credit risk. Cash and short-term deposits are placed with banks of good standing. The Group performs ongoing credit evaluation of its customers' financial conditions and maintains an allowance for doubtful trade receivables based upon expected collectability of all trade debts.

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country and industry sector profile of its trade receivables on an on-going basis. The credit risk concentration profile of the Group's trade receivables at the balance sheet date is as follows:

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33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(c) Credit risk (cont'd)

Credit risk concentration profile (cont'd)

	Group			
	2015		2014	
	S\$	% of total	S\$	% of total
By country:				
Singapore	32,784,361	100	35,058,243	100
China	16,350	–	4,268	–
Malaysia	31,202	–	48,796	–
Australia	12,414	–	–	–
	32,844,327	100	35,111,307	100
By industry sector:				
Design and build	32,831,913	100	35,111,307	100
Property development	12,414	–	–	–
	32,844,327	100	35,111,307	100

At the balance sheet date, approximately:

- 100% (2014: 99%) of the Group's trade receivables were due from 5 (2014: 4) major customers who are multinational corporations and established developers located in Singapore.
- An amount of S\$16,806,674 (2014: S\$5,586,610) was due from a related party.

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are with creditworthy debtors with good payment record with the Group. Cash and short-term deposits that are neither past due nor impaired are placed with or entered into with reputable financial institutions.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 16 (Trade receivables).

(d) Foreign exchange currency risk

Foreign exchange currency risk is deemed not significant by management as the Group's sales and purchases transactions are wholly denominated in the functional currency of the respective entities.

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34. FINANCIAL INSTRUMENTS BY CATEGORY

Set out below is the carrying amount of each of the categories of the Group's and the Company's financial instruments that are carried in the financial statements:

		Group		Company	
	Note	Loans and receivables S\$	Liabilities at amortised cost S\$	Loans and receivables S\$	Liabilities at amortised cost S\$
At 31 December 2015					
Assets					
Loans to a subsidiary	11	–	–	1,762,672	–
Loans to an associate	14	17,419,769	–	–	–
Trade receivables	16	32,844,327	–	–	–
Other receivables ⁽¹⁾	17	206,981	–	1,286	–
Amounts due from subsidiaries	18	–	–	16,963,604	–
Cash and short-term deposits	19	13,110,502	–	2,356,908	–
Liabilities					
Trade and other payables ⁽²⁾	21	–	30,940,415	–	2,409,334
		<u>63,581,579</u>	<u>30,940,415</u>	<u>21,084,470</u>	<u>2,409,334</u>
At 31 December 2014					
Assets					
Loans to a subsidiary	11	–	–	1,664,969	–
Loans to an associate	14	8,493,646	–	–	–
Trade receivables	16	35,111,307	–	–	–
Other receivables ⁽¹⁾	17	887,520	–	3,362	–
Amounts due from subsidiaries	18	–	–	9,501,321	–
Amount due from an associate	18	39,030	–	39,030	–
Cash and short-term deposits	19	37,027,247	–	5,237,974	–
Liabilities					
Trade and other payables ⁽²⁾	21	–	30,908,639	–	1,191,023
		<u>81,558,750</u>	<u>30,908,639</u>	<u>16,446,656</u>	<u>1,191,023</u>

⁽¹⁾ Exclude GST receivables and non-refundable deposits.

⁽²⁾ Exclude GST payables.

**NOTES TO THE
FINANCIAL STATEMENTS**
– 31 December 2015

35. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustment to it, in the light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2015 and 2014.

The Group monitors capital using a gearing ratio, which is total debt divided by total equity. The Group regards total debt to comprise trade and other payables and total capital to comprise equity attributable to the owners of the Company. The Group's policy is to keep the gearing ratio below 3.00 times.

The following table reflects the Group's total debt and total capital:

		Group	
	Note	2015 S\$	2014 S\$
Trade and other payables	21	31,564,799	32,649,394
Total debt		31,564,779	32,649,394
Equity attributable to owners of the Company		39,439,753	27,560,029
Total capital		39,439,753	27,560,029
Debt to equity (times)		0.80	1.18

The Group will continue to be guided by prudent financial policies of which gearing is an important aspect.

36. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the year ended 31 December 2015 were authorised for issue in accordance with a resolution of the Directors on 31 March 2016.

SHAREHOLDING STATISTICS

As at 18 March 2016

Class of shares	No. of shares	%
Ordinary	292,613,134	100.0
Treasury	Nil	0.0
Total Issued Shares	292,613,134	100.0

Voting Rights	On a poll	: One vote for each ordinary share
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SHAREHOLDING HELD IN HANDS OF PUBLIC

Based on information available to the Company as at 18 March 2016, 16.25% of the issued ordinary shares of the Company are held by the public and therefore Rule 723 of the Listing Manual, Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited is complied with.

SUBSTANTIAL SHAREHOLDERS

	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Siaw Ken Ket @ Danny Siaw	70,013,537	23.93	230,000 ⁽¹⁾	0.08
Singapore Enterprises Private Limited	61,300,982	20.95	–	–
Tan Chew Joo	27,974,359	9.56	14,399,675 ⁽²⁾	4.92
Fung Tze Ping	24,623,100	8.41	–	–
Teoh Hoon Song	22,700,000	7.76	–	–
Oei Tjhing Bo Robert	22,500,000	7.69	–	–

Notes:

- (1) Mr Siaw Ken Ket @ Danny Siaw has a deemed interest in the shareholdings held by his wife, Ms Tay Guek Nah.
(2) Mr Tan Chew Joo has a deemed interest in the shareholdings held by his daughter, Ms Eileen Tan.

DISTRIBUTION OF SHAREHOLDERS AS AT 18 MARCH 2016

Size of Shareholdings	No. of Shareholders		No. Of Shares	
	Shareholders	%	No. Of Shares	%
1 – 99	5	0.91	203	0.00
100 – 1,000	12	2.18	7,658	0.00
1,001 – 10,000	112	20.32	852,112	0.29
10,001 – 1,000,000	408	74.05	33,460,823	11.44
1,000,001 and above	14	2.54	258,292,338	88.27
	551	100.00	292,613,134	100.00

SHAREHOLDING STATISTICS

As at 18 March 2016

TWENTY LARGEST SHAREHOLDERS AS AT 18 MARCH 2016

	SHAREHOLDER'S NAME	NO OF SHARES	%
1	SIAW KEN KET @ DANNY SIAW	70,013,537	23.93
2	SINGAPORE ENTERPRISES PTE LTD	61,300,982	20.95
3	TAN CHEW JOO	27,974,359	9.56
4	FUNG TZE PING	24,623,100	8.41
5	TEOH HOON SONG	22,700,000	7.76
6	OEI TJHING BO ROBERT	22,500,000	7.69
7	EILEEN TAN	12,763,153	4.36
8	DBS NOMINEES PTE LTD	4,829,652	1.65
9	MEITY MAYA DEWI	2,998,009	1.02
10	HL BANK NOMINEES (S) PTE LTD	2,600,000	0.89
11	CHONG CHOON LIM	1,980,000	0.68
12	PHILLIP SECURITIES PTE LTD	1,493,303	0.51
13	LAU KOK SENG	1,337,000	0.46
14	CIMB SECURITIES (SINGAPORE) PTE LTD	1,179,243	0.40
15	LAM CHIN SIEW	780,000	0.27
16	MAYBANK KIM ENG SECURITIES PTE LTD	674,249	0.23
17	CHIA CHEE CHOON	643,472	0.22
18	LIEW YANN MIN	629,000	0.21
19	YEUNG SHUN YUN	600,000	0.21
20	RAFFLES NOMINEES (PTE) LTD	567,000	0.19
	Total	262,186,059	89.60

NOTICE OF ANNUAL GENERAL MEETING

FIGTREE HOLDINGS LIMITED

Registration No. 201315211G

(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Figtree Holdings Limited (the "Company") will be held at 8, Jalan Kilang Barat, #03-01 Central Link Singapore 159351 on Wednesday, 27 April 2016 at 10.00 a.m. for the following purposes:-

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the audited financial statements for the financial year ended 31 December 2015 together with the Independent Auditor's Report thereon. **[Resolution 1]**
2. To declare a one-tier tax exempt first and final dividend of S\$0.016 per ordinary share for the financial year ended 31 December 2015. **[Resolution 2]**
3. To re-elect Mr Lee Kim Huat retiring pursuant to Article 98 of the Articles of Association of the Company. **[Resolution 3]**

Mr Lee Kim Huat will, upon re-election as Director of the Company, remain as the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees. He will be considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited. Information of Mr Lee Kim Huat can be found on page 10 of the Annual Report.

4. To re-elect Mr Lee Choong Hiong retiring pursuant to Article 98 of the Articles of Association of the Company. **[Resolution 4]**

Mr Lee Choong Hiong will, upon re-election as Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee. He will be considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited. Information of Mr Lee Choong Hiong can be found on page 10 of the Annual Report.

5. To approve Directors' fees of S\$245,000 for the financial year ended 31 December 2015. (2014 :S\$245,000) **[Resolution 5]**
6. To re-appoint Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 6]**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

SPECIAL BUSINESS

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

NOTICE OF ANNUAL GENERAL MEETING

8. Authority to allot and issue shares

"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Act") and subject to Rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") ("Catalist Rules"), authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue shares in the capital of the Company ("Shares") (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuant of any Instruments made or granted by the Directors while this Resolution was in force,

Provided always that:

- (i) the aggregate number of Shares (including Shares to be issued in pursuance to Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 100% of the issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares (including Shares to be issued in pursuant to Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to existing shareholders of the Company does not exceed 50% of the issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below);
 - (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of issued Shares (excluding treasury shares) shall be based on the issued Shares (excluding treasury shares) at the time this Resolution is passed, after adjusting for:-
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from exercising of share options or vesting of share awards which are outstanding and/or subsisting at the time this Resolution is passed, provided the share options and share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares.
 - (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Articles of Association for the time being of the Company; and
-

NOTICE OF ANNUAL GENERAL MEETING

(iv) unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or by the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." (See Explanatory Note 1) **[Resolution 7]**

9. Authority to offer and grant options and to issue shares pursuant to the Figtree Employee Share Option Scheme

"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be authorised (i) to offer and grant options in accordance with the provisions of the Figtree Employee Share Option Scheme (the "Scheme"); and (ii) to allot and issue from time to time such number of shares in the capital of the Company ("Shares") as may be required to be issued pursuant to the exercise of the options under the Scheme, provided always that the aggregate number of new Shares to be allotted and issued pursuant to the Scheme (including options granted under the Scheme and all outstanding options or awards granted under such other share-based incentive schemes of the Company) shall not at any time exceed 15% of the issued Shares (including treasury shares) on the date preceding the grant of the option." (See Explanatory Note 2)

[Resolution 8]

By Order of the Board

Lee Bee Fong
Company Secretary
Singapore, 12 April 2016

EXPLANATORY NOTES:

- (1) **Resolution 7**, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities which the Directors may allot and issue under this Resolution would not exceed 100% of the issued Shares (excluding treasury shares) at the time of passing this Resolution. For issue of Shares other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be issued shall not exceed 50% of the issued Shares (excluding treasury shares). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company or by the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.
- (2) **Resolution 8**, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the next Annual General Meeting, to grant options and to allot and issue Shares pursuant to the exercise of options granted under the Figtree Employee Share Option Scheme (the "Scheme"). The maximum number of new Shares to be issued under the Scheme (including options granted under the Scheme and all outstanding options or awards granted under such other share-based incentive schemes of the Company) shall not exceed 15% of the issued Shares (including treasury shares) from time to time. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company or by the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed for shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act, Chapter 50.

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company, 8 Jalan Kilang Barat, #03-01, Central-Link, Singapore 159351 not less than 48 hours before the time appointed for holding the meeting.

Personal data privacy:

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

**ANNUAL GENERAL MEETING
PROXY FORM**

FIGTREE HOLDINGS LIMITED

Company Registration No. 201315211G
(Incorporated in the Republic of Singapore)

I/We.....NRIC/Passport No.

of..... (Address)

being a *member/members of FIGTREE HOLDINGS LIMITED (the "Company") hereby appoint

Name	Address	*NRIC/Passport No.	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	*NRIC/Passport No.	Proportion of Shareholdings (%)

or failing *him/her/them, the Chairman of the Annual General Meeting as *my/our proxy/proxies to attend and to vote for *me/us on *my/our behalf at the Annual General Meeting of the Company to be held at 8, Jalan Kilang Barat, #03-01 Central Link, Singapore 159351 on Wednesday, 27 April 2016 at 10.00 a.m., and at any adjournment thereof.

Note: Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be cast for or against the resolutions as set out in the Notice of Annual General Meeting. In the absence of specific directions or in the event of any item arising not summarised below, the proxy/proxies may vote or abstain as he/she/they may think fit.

No.	Resolutions Relating To:	Number of Votes For	Number of Votes Against
	ORDINARY BUSINESS		
1	Adoption of Directors' Statement, Independent Auditor's Report and the Audited Financial Statements for the financial year ended 31 December 2015		
2	Declaration of a one-tier tax exempt first and final dividend of S\$0.016 per ordinary share for the financial year ended 31 December 2015		
3	Re-election of Mr Lee Kim Huat as a Director of the Company		
4	Re-election of Mr Lee Choong Hiong as a Director of the Company		
5	Approval of Directors' Fees of S\$245,000 for the financial year ended 31 December 2015		
6	Re-appointment of Messrs Ernst & Young LLP as Auditors of the Company		
	SPECIAL BUSINESS		
7	Authority for Directors of the Company to allot and issue new shares		
8	Authority for Directors of the Company to grant options and to allot and issue new shares pursuant to the Figtree Employee Share Option Scheme		

Note: Please note that the short descriptions given above of the Resolutions to be passed do not in any way whatsoever reflect the intent and purpose of the Resolutions. The short descriptions have been inserted for convenience only. Shareholders are encouraged to refer to the Notice of Annual General Meeting for the full purpose and intent of the Resolutions to be passed.

Total No. of Share	No. of Shares Held
In CDP Register	
In Register of Members	

Dated this day of 2016

.....
Signature(s) of Member(s)/
Common Seal of Corporate Shareholder

* Delete accordingly

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

IMPORTANT NOTES TO PROXY FORM :

1. If the member has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore). If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act, Chapter 50.

3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 8 Jalan Kilang Barat, #03-01 Central-Link, Singapore 159351 not less than 48 hours before the time appointed for holding the meeting.
5. Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the meeting.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. The Company shall be entitled to reject an instrument appointing a proxy or proxies which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject an instrument appointing a proxy or proxies if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 12 April 2016.

FIGTREE HOLDINGS LIMITED

8, Jalan Kilang Barat,
#03-01, Central Link
Singapore 159351

Affix
Postage
Here

FIGURE 10-10: FIGSTREE HOLDINGS LIMITED – UPWARDS ONWARDS

FIGURE 10-11: FIGSTREE HOLDINGS LIMITED – UPWARDS ONWARDS

FIGURE 10-12: FIGSTREE HOLDINGS LIMITED – UPWARDS ONWARDS

FIGURE 10-13: FIGSTREE HOLDINGS LIMITED – UPWARDS ONWARDS

FIGURE 10-14: FIGSTREE HOLDINGS LIMITED – UPWARDS ONWARDS

FIGURE 10-15: FIGSTREE HOLDINGS LIMITED – UPWARDS ONWARDS

FIGURE 10-16: FIGSTREE HOLDINGS LIMITED – UPWARDS ONWARDS

FIGURE 10-17: FIGSTREE HOLDINGS LIMITED – UPWARDS ONWARDS

FIGURE 10-18: FIGSTREE HOLDINGS LIMITED – UPWARDS ONWARDS

FIGURE 10-19: FIGSTREE HOLDINGS LIMITED – UPWARDS ONWARDS

FIGURE 10-20: FIGSTREE HOLDINGS LIMITED – UPWARDS ONWARDS

FIGURE 10-21: FIGSTREE HOLDINGS LIMITED – UPWARDS ONWARDS

FIGURE 10-22: FIGSTREE HOLDINGS LIMITED – UPWARDS ONWARDS

FIGURE 10-23: FIGSTREE HOLDINGS LIMITED – UPWARDS ONWARDS



8 Jalan Kilang Barat
#03-01 Central Link
Singapore 159351