



DISPOSAL OF INDIRECT ASSOCIATED COMPANY

The Board of Directors (the “**Board**”) of Figtree Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that its 40%-owned associated company, Vibrant Properties Pte. Ltd. (“**Vibrant Properties**”) has entered into an agreement (the “**Sale Agreement**”) to dispose the entire issued and paid-up share capital of its 60%-owned indirect subsidiary, Master Development (Jiangyin) Co. Ltd (“**MDJ**”), to an independent third party purchaser (the “**Purchaser**”) (the “**Disposal**”). The Group’s effective interest in MDJ is 24%.

The Purchaser is not related to the Company or any of its subsidiaries, its Directors or controlling shareholders.

INFORMATION ON MDJ

MDJ is a private company limited by shares incorporated in China. MDJ is a 60%-owned subsidiary of Vibrant Development (Changshu) Co., Ltd (“**VDC**”), with 江阴峰腾国际贸易有限公司 holding the remaining 40% of MDJ’s shares. VDC is in turn 100% held by Vibrant Investment & Management (Shanghai) Co., Ltd (斐环投资管理 (上海) 有限公司), a wholly-owned subsidiary of Vibrant Properties. The registered share capital of MDJ is RMB20 million.

MDJ’s principal activity is in the business of property development. In October 2016, MDJ had acquired a 70 years leasehold mixed residential and commercial development site in Jiangyin City with a total land area of 30,249 square metres. A total of 508 units of residential apartments and 148 units of commercial units with 400 basement car park lots had been built and completed in October 2018 (“**Master-Riviera Project**”).

Upon completion of the Disposal, MDJ will cease to be an indirect associated companies of the Company.

CONSIDERATION

The purchase consideration of RMB50 million in cash (approximately S\$10 million) was agreed for the sale of MDJ (the “**Consideration**”). The Consideration was arrived at after arm’s length negotiations and on a willing-buyer-willing-seller basis, taking into account the unaudited net assets of MDJ as at 31 October 2018 of RMB51.9 million (approximately S\$10.3 million). As VDC holds 60% interest in MDJ, this represents a deficit of RMB1.1 million (approximately S\$0.2 million) of the proceeds over the book value.

The payment term are as follows:

- (i) 10% upon signing of the Sale Agreement;
- (ii) 70% upon hand-over of management control to the Purchaser;
- (iii) 20% upon completion of registration of ownership with local government.

RATIONALE AND BENEFITS OF THE DISPOSAL

More than 99% of its residential units in the Master-Riviera Project has been sold. However, sales of its commercial units have been dampened by the slow market seen in China and to-date approximately 44% of its commercial units has been sold. The Disposal presents a good opportunity for the Group to realise its investment in the project, which is in line with the Group's strategy.

FINANCIAL EFFECT

The Disposal is expected to have material impact on the earnings per share and net asset value per share of the Group for the current financial year ending 31 December 2018.

DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDING INTEREST

None of the Company's Directors or substantial shareholders or their respective associates, has any interest, direct or indirect, in the Disposal (other than through their interests in the shares of the Company).

BY ORDER OF THE BOARD

Siaw Ken Ket @ Danny Siaw
Executive Chairman and Managing Director
19 December 2018

About Figtree Holdings Limited

Founded in 2009, Figtree Holdings Limited ("Figtree" or the "Company", and together with its subsidiaries and associate, the "Group"), is a provider of commercial and industrial real estate solutions. 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.

The Group continues to grow its property development and investment 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.

This announcement 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 Catalist. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST

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The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).
