



FIGTREE HOLDINGS LIMITED

(Company Registration Number : 201315211G)

**Unaudited Financial Statement and Dividend Announcement
For the Financial Year Ended 31 December 2018**

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR RESULTS

1(a)(i) An income statement and statement of comprehensive income, or a statement of comprehensive income (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year

Consolidated Income Statement

	Note	Group Three Months Ended			Group Twelve Months Ended		
		31 December 2018	31 December 2017	Change	31 December 2018	31 December 2017	Change
		S\$	S\$	%	S\$	S\$	%
Revenue	8(a)(i)	936,958	6,480,751	(85.5)	2,374,538	17,563,288	(86.5)
Cost of sales	8(a)(ii)	(1,043,781)	(865,729)	20.6	(2,479,394)	(5,855,210)	(57.7)
Gross (loss)/profit	8(a)(ii)	(106,823)	5,615,022	(101.9)	(104,856)	11,708,078	(100.9)
Other income	8(a)(iii)	138,547	1,582,634	(91.2)	1,773,915	2,527,020	(29.8)
General and administrative expenses	8(a)(iv)	(2,187,091)	(3,212,455)	(31.9)	(7,039,507)	(6,081,432)	15.8
Finance costs	8(a)(v)	(64,044)	(25,184)	154.3	(165,499)	(52,486)	NM
Share of results of associates	8(a)(vi)	6,912,811	219,478	NM	4,906,594	(629,569)	NM
Profit before taxation		4,693,400	4,179,495	12.3	(629,353)	7,471,611	(108.4)
Tax credit/(expense)		34,869	(1,307,712)	NM	11,568	(1,982,322)	NM
Profit/(loss) for the period/year		4,728,269	2,871,783	64.6	(617,785)	5,489,289	(111.3)
Attributable to:							
Owners of the Company		4,794,077	2,899,744	65.3	(599,127)	5,569,682	(110.8)
Non-controlling interests		(65,808)	(27,961)	135.4	(18,658)	(80,393)	(76.8)
		4,728,269	2,871,783	64.6	(617,785)	5,489,289	(111.3)

NM – Not Meaningful

Consolidated Statement of Comprehensive Income

	Group Three Months Ended			Group Twelve Months Ended		
	31 December 2018	31 December 2017	Change	31 December 2018	31 December 2017	Change
	S\$	S\$	%	S\$	S\$	%
Profit/(loss) for the period/year	4,728,269	2,871,783	64.6	(617,785)	5,489,289	(111.3)
Other comprehensive income: Items that may be reclassified subsequently to profit or loss						
- Exchange differences on translation of foreign operations	(247,345)	(666,948)	(62.9)	(1,012,232)	(424,113)	138.7
Other comprehensive income for the period/year, net of tax	(247,345)	(666,948)	(62.9)	(1,012,232)	(424,113)	138.7
Total comprehensive income for the period/year	<u>4,480,924</u>	<u>2,204,835</u>	103.2	<u>(1,630,017)</u>	<u>5,065,176</u>	(132.2)
Attributable to:						
Owners of the Company	4,546,732	2,232,796	103.6	(1,611,359)	5,145,569	(131.3)
Non-controlling interests	(65,808)	(27,961)	135.4	(18,658)	(80,393)	(76.8)
	<u>4,480,924</u>	<u>2,204,835</u>	103.2	<u>(1,630,017)</u>	<u>5,065,176</u>	(132.2)

NM – Not Meaningful

Notes to the Consolidated Income Statement

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

	Note	Group Three Months Ended			Group Twelve Months Ended		
		31 December 2018 S\$	31 December 2017 S\$	Change %	31 December 2018 S\$	31 December 2017 S\$	Change %
Depreciation of property, plant and equipment		46,934	46,963	(0.1)	189,609	184,462	2.8
Foreign exchange loss, net	8(a)(iv)	849,841	719,648	18.1	2,186,304	592,027	NM
Write back of allowance for doubtful debt (trade)		-	(1,322,932)	NM	(1,125,000)	(1,322,932)	(15.0)
Interest income from loans to associates	8(a)(iii)	(86,275)	(171,033)	(49.6)	(441,290)	(939,079)	(53.0)
Operating lease expense		18,899	20,607	(8.3)	82,768	75,845	9.1
Employee benefits expense	A	1,324,774	2,135,857	(38.0)	4,822,124	5,679,474	(15.1)
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<i>Note A: Employee benefits expense presented in the consolidated income statement as:</i>							
- Cost of sales		431,784	80,949	NM	1,333,157	1,292,029	3.2
- General and administrative expenses		892,990	2,054,908	(56.5)	3,488,967	4,387,445	(20.5)
		<u>1,324,774</u>	<u>2,135,857</u>	(38.0)	<u>4,822,124</u>	<u>5,679,474</u>	(15.1)

NM – Not Meaningful

1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year

	Note	Group		Company	
		As at 31 December 2018 S\$	As at 31 December 2017 S\$	As at 31 December 2018 S\$	As at 31 December 2017 S\$
ASSETS					
Non-current assets					
Property, plant and equipment		3,273,984	3,446,573	-	-
Investments in subsidiaries		-	-	9,152,597	9,152,597
Interests in associates	8(b)(i)	11,065,065	7,146,762	-	-
Loans to associates	8(b)(ii)	4,992,266	16,446,064	-	-
Loans to a subsidiary		-	-	2,013,280	1,953,419
Other receivables	8(b)(iii)	-	13,680,062	-	-
Total non-current assets		19,331,315	40,719,461	11,165,877	11,106,016
Current assets					
Development properties	8(b)(iv)	-	30,610,897	-	-
Capitalised contract costs	8(b)(v)	412,254	117,759	-	-
Trade receivables	8(b)(vi)	5,486,064	11,617,590	-	-
Other receivables	8(b)(iii)	273,082	178,754	-	-
Prepayments		54,853	67,356	4,163	3,887
Amounts due from subsidiaries		-	-	23,063,740	22,091,370
Amounts due from an associate		11,289	-	11,289	-
Loans to associates	8(b)(ii)	16,329,152	4,305,922	-	-
Cash and short-term deposits	8(b)(vii)	468,702	1,754,387	9,688	73,294
		23,035,396	48,652,665	23,088,880	22,168,551
Assets of disposal group classified as held for sale	8(b)(viii)	41,689,441	-	-	-
Total current assets		64,724,837	48,652,665	23,088,880	22,168,551
Total assets		84,056,152	89,372,126	34,254,757	33,274,567
LIABILITIES					
Current liabilities					
Contract liabilities		121,007	-	-	-
Trade and other payables	8(b)(ix)	12,315,679	13,371,154	1,790,344	1,159,775
Bank borrowings	8(b)(x)	3,700,000	3,300,000	-	-
Provision for taxation	8(b)(xi)	112,584	1,560,933	4,065	4,048
		16,249,270	18,232,087	1,794,409	1,163,823
Liabilities directly associated with disposal group classified as held for sale	8(b)(viii)	16,197,756	-	-	-
Total current liabilities		32,447,026	18,232,087	1,794,409	1,163,823
Net current assets		32,277,811	30,420,578	21,294,471	21,004,728
Non-current liabilities					
Trade and other payables	8(b)(ix)	-	17,269,616	-	-
Deferred tax liabilities		723,849	861,520	72,704	56,094
Total non-current liabilities		723,849	18,131,136	72,704	56,094
Total liabilities		33,170,875	36,363,223	1,867,113	1,219,917
Net assets		50,885,277	53,008,903	32,387,644	32,054,650

	Group		Company	
	As at 31 December 2018 S\$	As at 31 December 2017 S\$	As at 31 December 2017 S\$	As at 31 December 2017 S\$
	EQUITY			
Equity attributable to owners of the Company				
Share capital	30,911,972	29,418,521	30,911,972	29,418,521
Accumulated profits ⁽¹⁾	28,880,660	31,605,446	1,257,389	2,525,948
Merger deficit ⁽²⁾	(8,152,595)	(8,152,595)	-	-
Share option reserve	218,283	110,181	218,283	110,181
Foreign currency translation reserve ⁽¹⁾	(1,436,345)	(424,113)	-	-
Other reserves	488,000	488,000	-	-
	50,909,975	53,045,440	32,387,644	32,054,650
Non-controlling interests	(24,698)	(36,537)	-	-
Total equity	50,885,277	53,008,903	32,387,644	32,054,650

Note :

- (1) On transition to the Singapore Financial Reporting Framework (International) ("SFRS(I)"), a new financial reporting framework identical to International Financial Reporting Standards, the Group has elected the option to deem cumulative translation differences for foreign operations to be zero on 1 January 2017, and accordingly, the gain or loss that will be recognised on a subsequent disposal of the foreign operations will exclude cumulative translation differences that arose before 1 January 2017. The Group has reclassified an amount of S\$335,746 of foreign currency translation reserve to the opening retained earnings as at 1 January 2017.
- (2) The difference between the consideration paid / transferred and the issued and paid up share capital of Figtree Projects Pte. Ltd. during the pre-IPO Restructuring Exercise is reflected as a Merger Deficit under the Equity of the Group.

1(b)(ii) Aggregate amount of group's borrowings and debt securities

Amount repayable in one year or less, or on demand

As at 31 December 2018		As at 31 December 2017	
Secured S\$	Unsecured S\$	Secured S\$	Unsecured S\$
-	3,700,000	-	3,300,000

Amount repayable after one year

As at 31 December 2018		As at 31 December 2017	
Secured S\$	Unsecured S\$	Secured S\$	Unsecured S\$
-	-	-	-

1(c) A statement of cash flows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year

	Group	
	Twelve Months Ended	
	31 December 2018	31 December 2017
	S\$	S\$
Cash flows from operating activities		
(Loss)/profit before taxation	(629,353)	7,471,611
Adjustments for:		
Write back of allowance for doubtful debt (trade)	(1,125,000)	(1,322,932)
Depreciation of property, plant and equipment	189,609	184,462
Share of results of associates	(4,906,594)	629,569
Share-based expense	108,102	75,681
Interest income	(637,779)	(1,090,722)
Finance costs	165,499	52,486
Unrealised exchange loss	2,495,645	340,146
Operating cash flows before changes in working capital	(4,339,871)	6,340,301
(Increase)/decrease in:		
Development properties	(680,338)	(5,834,600)
Capitalised contract cost	(294,495)	–
Trade receivables	7,256,526	9,050,605
Other receivables and prepayments	(64,150)	(57,914)
Amounts due from an associate	(11,289)	–
Increase/(decrease) in:		
Contract liabilities	121,007	(9,181,644)
Trade and other payables	(4,058,286)	(10,987,795)
Cash flows used in operations	(2,070,896)	(10,671,047)
Income tax paid	(1,574,452)	(1,920,343)
Interest received	1,039	39,908
Net cash flows used in operating activities	(3,644,309)	(12,551,482)
Cash flows from investing activities		
Purchases of property, plant and equipment	(20,476)	(187,965)
Loans to associates	–	(1,034,702)
Repayment of loans from associates	–	3,631,940
Acquisition of an associate	–	(4,083,353)
Net cash flows used in investing activities	(20,476)	(1,674,080)

	Group	
	Twelve Months Ended	
	31 December 2018	31 December 2017
	S\$	S\$
Cash flows from financing activities		
Dividends paid on ordinary shares	(602,995)	(771,748)
Share issuance expense	(29,213)	(31,345)
Contributions from non-controlling interest for a newly incorporated subsidiary	30,497	30,795
Net proceeds from exercise of employee share options	-	151,496
Proceeds from bank borrowings	4,200,000	4,300,000
Repayment of bank borrowings	(3,800,000)	(1,000,000)
Proceeds from other borrowings	2,746,310	-
Interest paid	(165,499)	(52,486)
	2,379,100	2,626,712
Net cash flows generated from financing activities		
	(1,285,685)	(11,598,850)
Cash and cash equivalents at the beginning of year	1,754,387	13,353,237
	468,702	1,754,387
Cash and cash equivalents at the end of year		

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year

Group	Attributable to equity holders of the Company							Total equity attributable to owners of the Company S\$	Non-controlling interests S\$	Total equity S\$
	Share capital S\$	Accumulated profits ⁽¹⁾ S\$	Merger deficit S\$	Share option reserve S\$	Foreign currency translation reserve ⁽¹⁾ S\$	Other reserves	Total reserves S\$			
Balance as at 31 December 2016 as previously reported	26,083,664	30,330,588	(8,152,595)	61,876	(335,746)	488,000	22,392,123	48,475,787	13,061	48,488,848
Effect of SFRS(I)	-	(335,746)	-	-	335,746	-	-	-	-	-
Balance at 1 January 2017 restated under SFRS(I)	26,083,664	29,994,842	(8,152,595)	61,876	-	488,000	22,392,123	48,475,787	13,061	48,488,848
Profit for the year	-	5,569,682	-	-	-	-	5,569,682	5,569,682	(80,393)	5,489,289
<u>Other comprehensive income</u>										
Foreign currency translation	-	-	-	-	(424,113)	-	(424,113)	(424,113)	-	(424,113)
Total comprehensive income for the period	-	5,569,682	-	-	(424,113)	-	5,145,569	5,145,569	(80,393)	5,065,176
<u>Contributions by and distributions to owners</u>										
Dividends on ordinary shares	3,187,330	(3,959,078)	-	-	-	-	(3,959,078)	(771,748)	-	(771,748)
Share issuance expense	(31,345)	-	-	-	-	-	-	(31,345)	-	(31,345)
Exercise of employee share options	178,872	-	-	(27,376)	-	-	(27,376)	151,496	-	151,496
Share-based expense	-	-	-	75,681	-	-	75,681	75,681	-	75,681
Total contributions by and distributions to owners	3,334,857	(3,959,078)	-	48,305	-	-	(3,910,773)	(575,916)	-	(575,916)
<u>Changes in ownership interests in subsidiaries</u>										
Contributions from non-controlling interest for a newly incorporated subsidiary	-	-	-	-	-	-	-	-	30,795	30,795
Total changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	-	30,795	30,795
Total transactions with owners in their capacity as owners	3,334,857	(3,959,078)	-	48,305	-	-	(3,910,773)	(575,916)	30,795	(545,121)
Balance as at 31 December 2017, restated	29,418,521	31,605,446	(8,152,595)	110,181	(424,113)	488,000	23,626,919	53,045,440	(36,537)	53,008,903

Group	Attributable to equity holders of the Company							Total equity attributable to owners of the Company S\$	Non-controlling interests S\$	Total equity S\$
	Share capital S\$	Accumulated profits ⁽¹⁾ S\$	Merger deficit S\$	Share option reserve S\$	Foreign currency translation reserve ⁽¹⁾ S\$	Other reserves	Total reserves S\$			
Balance as at 31 December 2017 as previously reported	29,418,521	31,941,192	(8,152,595)	110,181	(759,859)	488,000	23,626,919	53,045,440	(36,537)	53,008,903
Effect of SFRS(l)	-	(335,746)	-	-	335,746	-	-	-	-	-
Balance at 1 January 2018 restated under SFRS(l)	29,418,521	31,605,446	(8,152,595)	110,181	(424,113)	488,000	23,626,919	53,045,440	(36,537)	53,008,903
Loss for the year	-	(599,127)	-	-	-	-	(599,127)	(599,127)	(18,658)	(617,785)
<u>Other comprehensive income</u>										
Foreign currency translation	-	-	-	-	(1,012,232)	-	(1,012,232)	(1,012,232)	-	(1,012,232)
Total comprehensive income for the period	-	(599,127)	-	-	(1,012,232)	-	(1,611,359)	(1,611,359)	(18,658)	(1,630,017)
<u>Contributions by and distributions to owners</u>										
Dividends on ordinary shares	1,522,664	(2,125,659)	-	-	-	-	(2,125,659)	(602,995)	-	(602,995)
Share issuance expense	(29,213)	-	-	-	-	-	-	(29,213)	-	(29,213)
Share-based expense	-	-	-	108,102	-	-	108,102	108,102	-	108,102
Total contributions by and distributions to owners	1,493,451	(2,125,659)	-	108,102	-	-	(2,017,557)	(524,106)	-	(524,106)
<u>Changes in ownership interests in subsidiaries</u>										
Acquisition of subsidiary	-	-	-	-	-	-	-	-	30,497	30,497
Total changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	-	30,497	30,497
Total transactions with owners in their capacity as owners	1,493,451	(2,125,659)	-	108,102	-	-	(2,017,557)	(524,106)	30,497	(493,609)
Balance as at 31 December 2018, restated	30,911,972	28,880,660	(8,152,595)	218,283	(1,436,345)	488,000	19,998,003	50,909,975	(24,698)	50,885,277

Note:

- (1) On transition to SFRS(l), the Group has elected the option to deem cumulative translation differences for foreign operations to be zero on 1 January 2017, and accordingly, the gain or loss that will be recognised on a subsequent disposal of the foreign operations will exclude cumulative translation differences that arose before 1 January 2017. The Group has reclassified an amount of S\$335,746 of foreign currency translation reserve to the opening retained earnings as at 1 January 2017.

Company	Share capital S\$	Accumulated profits S\$	Share option reserve S\$	Total S\$
Balance as at 1 January 2017	26,083,664	3,976,550	61,876	30,122,090
Profit, representing total comprehensive income, for the year	-	2,508,476	-	2,508,476
<u>Contributions by and distributions to owners</u>				
Dividends on ordinary shares	3,187,330	(3,959,078)	-	(771,748)
Share issuance expense	(31,345)	-	-	(31,345)
Exercise of employee share options	178,872	-	(27,376)	151,496
Share-based expense	-	-	75,681	75,681
Total contributions by and distributions to owners	3,334,857	(3,959,078)	48,305	(575,916)
Total transactions with owners in their capacity as owners	3,334,857	(3,959,078)	48,305	(575,916)
Balance as at 31 December 2017	29,418,521	2,525,948	110,181	32,054,650
Balance as at 1 January 2018	29,418,521	2,525,948	110,181	32,054,650
Profit, representing total comprehensive income, for the year	-	857,100	-	857,100
<u>Contributions by and distributions to owners</u>				
Dividends on ordinary shares	1,522,664	(2,125,659)	-	(602,995)
Share issuance expense	(29,213)	-	-	(29,213)
Share-based expense	-	-	108,102	108,102
Total contributions by and distributions to owners	1,493,451	(2,125,659)	108,102	(524,106)
Total transactions with owners in their capacity as owners	1,493,451	(2,125,659)	108,102	(524,106)
Balance as at 31 December 2018	30,911,972	1,257,389	218,283	32,387,644

1(d)(ii) Details of any changes in the company's share capital arising from right issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles, as well as the number of shares held as treasury shares and subsidiary holdings of the issuer, if any, against the total number of issued shares excluding treasury shares of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

	Company	
	Number of shares	Issued and paid-up share capital (\$)
As at 1 October 2018	347,980,292	30,911,972
As at 31 December 2018	347,980,292	30,911,972

Figtree Employee Share Option Scheme (the "ESOS")

The movement in options issued under the ESOS during the period was as follows:

	2018 Number of share options	2017 Number of share options
Outstanding as at 1 October	7,755,000	5,705,000
Exercised during the period	-	(90,000)
Forfeited during the period	-	(90,000)
Outstanding as at 31 December	7,755,000	5,525,000

The outstanding share options of 7,755,000 as at 31 December 2018 (31 December 2017: 5,525,000) are convertible into 7,755,000 (31 December 2017: 5,525,000) ordinary shares of the Company.

Other than the unexercised share options under the ESOS as stated above, the Company had no other outstanding convertibles, subsidiary holdings or treasury shares as at 31 December 2018 and 31 December 2017.

1(d)(iii) To show the number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year

	Company	
	As at 31 December 2018	As at 31 December 2017
Total number of issued shares excluding treasury shares	347,980,292	337,406,232

The Company did not have any treasury shares as at 31 December 2018 and 31 December 2017.

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

Not applicable. The Company does not have any treasury shares during and as at the end of the current financial year reported on.

1(d)(v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on

Not applicable. The Company does not have any subsidiary holdings during and as at the end of the current financial year reported on.

2. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice

These figures have not been audited or reviewed.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of matter)

Not applicable.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied

Save as disclosed on Section 5 below, the Group has applied the same accounting policies and methods of computation in the preparation of the financial statements for the current reporting year as compared with the audited financial statements for the year ended 31 December 2017.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change

For annual financial period beginning on or after 1 January 2018, Singapore-incorporated companies listed on the Singapore exchange will apply the Singapore Financial Reporting Framework (International) ("SFRS(I)", a new financial reporting framework identical to International Financial Reporting Standards. The Group has adopted SFRS(I) on 1 January 2018.

On transition to the new financial reporting framework, the Group has elected the option to deem cumulative translation differences of foreign operations to be zero on 1 January 2017, and accordingly, the gain or loss that will be recognised on a subsequent disposal of the foreign operations will exclude cumulative translation differences that arose before 1 January 2017. The Group has reclassified an amount of S\$335,746 of foreign currency translation reserve to the opening retained earnings as at 1 January 2017.

Other than the effects of the matter as described in the paragraphs above, the Group has adopted certain Financial Reporting Standards ("FRS") and Interpretations of FRS ("INT FRS") that are mandatory for the financial year beginning on or after 1 January 2018. The adoption of these FRS and INT FRS has no significant impact on the financial position or performance of the Group for the current financial period reported on.

6. Earnings per ordinary share of the group for the current period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends

	Group Three Months Ended		Group Twelve Months Ended	
	31 December 2018	31 December 2017	31 December 2018	31 December 2017
	S\$	S\$	S\$	S\$
Profit/(loss) attributable to owners of the Company	4,794,077	2,899,744	(599,127)	5,569,682
Weighted average number of ordinary shares for basic earnings per share computation	342,620,837	326,856,320	342,620,837	326,856,320
Effects of dilution:				
- Share options	-	1,490,825	-	1,490,825
Weighted average number of ordinary shares for diluted earnings per share computation	342,620,837	328,347,145	342,620,837	328,347,145
Basic earnings per share (cents)	1.40	0.89	(0.17)	1.70
Diluted earnings per share (cents) ⁽¹⁾	1.40	0.88	(0.17)	1.70

Note:

(1) The basic and diluted loss per share for the three months and twelve months ended 31 December 2018 were the same as the potential ordinary shares to be exercised from the outstanding share options are anti-dilutive as the effect of the share conversions would be to decrease the loss per share.

7. Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the (a) current financial period reported on and (b) immediately preceding financial year

	Group		Company	
	As at 31 December 2018	As at 31 December 2017	As at 31 December 2018	As at 31 December 2017
Net asset value per ordinary share based on issued share capital (cents)	14.63	15.72	9.31	9.50
Number of issued ordinary shares	347,980,292	337,406,232	347,980,292	337,406,232

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:

- (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and**
- (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

(a) Review of the Consolidated Income Statement

Financial year ended 31 December 2018 ("FY2018") vs Financial year ended 31 December 2017 ("FY2017")

- (i) The Group's revenue decreased due to various projects completed in FY2017.
- (ii) The decrease in cost of sales is in line with the decrease in revenue. The gross loss arose from additional costs recognised for projects that were completed in prior years due to final settlement.
- (iii) The decrease in other income is mainly due to a decrease in interest income from loans to associates resulting from the repayment of shareholders' loans in FY2017.
- (iv) The Group's general and administrative expenses increased mainly due to higher foreign exchange losses recognised in FY2018 from the weakening of the Australian Dollar against the Singapore Dollar.
- (v) The increase in finance costs was mainly due to interest paid on short term bank borrowings and other borrowings.
- (vi) The share of profits from associates arose mainly due to: (a) the revaluation of the investment properties held by Fervent Industrial Development (Suzhou) Co., Ltd ("Fervent"), (b) the gain from the disposal of the indirect associated company, Master Development (Jiangyin) Co., Ltd ("MDJ"), and (c) the profit earned from sales of residential units by MDJ.

(b) Review of the Financial Position of the Group

- (i) The increase in interests in associates arose mainly due to the revaluation of the investment properties held by Fervent, the gain from the disposal of MDJ, and the profit earned from sales of residential units by MDJ.
- (ii) Total loans to associates as at 31 December 2018 and 31 December 2017 comprised the following:

	Group	
	As at 31 December 2018 S\$	As at 31 December 2017 S\$
Non-current	4,992,266	16,446,064
Current	16,329,152	4,305,922
Total loans to associates	21,321,418	20,751,986

Total loans to associates increased mainly due to interest charged to associates for outstanding loans.

(iii) Other receivables as at 31 December 2018 and 31 December 2017 comprised the following :

	Group	
	As at 31 December 2018 S\$	As at 31 December 2017 S\$
Non-current:		
Deposits held in trust	-	13,680,062
Current:		
Refundable deposits	95,718	81,589
GST receivables	8,954	-
Sundry receivables	168,410	97,165
	273,082	178,754
Total other receivables	273,082	13,858,816

Total other receivables decreased mainly due to the reclassification of deposits received from customers held in trust arising from the sales of residential units at 303 La Trobe, in Melbourne, Australia. This amount has been reclassified under the heading "Assets of disposal group classified as held for sale" under Current Assets (see 8(b)(viii)).

- (iv) Development properties decreased due to the reclassification to "Assets of disposal group classified as held for sale" (see 8(b)(viii)).
- (v) The increase in capitalised contract cost arose mainly due to initial costs incurred for projects that have not commenced.
- (vi) Trade receivables as at 31 December 2018 and 31 December 2017 comprised the following :

	Group	
	As at 31 December 2018 S\$	As at 31 December 2017 S\$
Trade receivables	889,354	1,879,544
Accrued receivables	1,636,292	2,313,893
Retention receivables	2,960,418	8,549,153
	5,486,064	12,742,590
Less: Allowance for doubtful debt	-	(1,125,000)
Total trade receivables	5,486,064	11,617,590

Total trade receivables decreased mainly due to the receipt of outstanding trade receivables, accrued receivables and retention receivables.

- (vii) Cash and short term deposits decreased mainly due to dividends paid of S\$0.60 million, repayment of bank borrowings of S\$3.80 million, and net cash flows used in operating activities. This was partially offset by proceeds received from bank borrowings of S\$4.20 million.

(viii) Assets of disposal group classified as held for sale and liabilities directly associated with disposal group classified as held for sale relate to the balances from the development project 303 La Trobe, in Melbourne, Australia. Amounts have been reclassified as held for sale as the Sales Agreement has become unconditional on 4 February 2019 and is expected to be completed on 15 April 2019.

(ix) Trade and other payables as at 31 December 2018 and 31 December 2017 comprised the following :

	Group	
	As at 31 December 2018 S\$	As at 31 December 2017 S\$
Non-current:		
Deposits received from customers	-	13,569,534
Accrued operating expenses	-	3,700,082
	-	17,269,616
Current:		
Trade payables	2,544,896	3,648,430
Accrued subcontractors' costs	3,877,115	7,072,575
Accrued operating expenses	2,952,186	2,415,952
GST payables	-	20,208
Sundry payables	2,941,482	213,989
	12,315,679	13,371,154
Total trade and other payables	12,315,679	30,640,770

Total trade and other payables decreased mainly due to: (a) the reclassification of non-current trade and other payables under the heading "Liabilities directly associated with disposal group classified as held for sale" under Current Liabilities (see 8(b)(viii)); and (b) a decrease in trade payables together with accrued subcontractors' costs due to payments made for outstanding balances owing. This was partially offset by an increase in sundry payables resulting from other borrowings of S\$2.75 million.

(x) The increase in bank borrowings was due to proceeds received of S\$4.20 million, partially offset by repayment of S\$3.80 million.

(xi) Provision for taxation decreased in line with the lower profits achieved for the year, coupled with income tax paid during the year.

(c) Review of the Cash Flow Statement of the Group

Financial year ended 31 December 2018

In FY2018, the Group recorded a net cash outflow from operating activities of S\$3.64 million, which was a result of operating cash flows before changes in working capital of S\$4.34 million, adjusted for working capital inflows of S\$2.27 million and income tax paid of S\$1.57 million. Working capital inflows were mainly due to a decrease in trade receivables of S\$7.26 million and an increase in contract liabilities of S\$0.12 million. This was partially offset by an increase in development properties of S\$0.68 million, an increase in capitalised contract costs of S\$0.29 million, an increase on other receivables and prepayments of S\$0.06 million, an increase in amounts due from an associate of S\$0.01 million, and a decrease in trade and other payables of S\$4.06 million.

Net cash used in investing activities amounted to S\$0.02 million, which was the result of purchases of property, plant and equipment.

Net cash generated from financing activities amounted to S\$2.38 million mainly due to proceeds from bank borrowings of S\$4.2 million and proceeds from other borrowings of S\$2.75 million, partially offset by dividends paid on ordinary shares of S\$0.60 million and repayment of bank borrowings of S\$3.80 million.

As a result of the above, there was a net decrease of S\$1.29 million in the Group's cash and cash equivalents, from S\$1.75 million as at 31 December 2017 to S\$0.47 million as at 31 December 2018.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results

No forecast or prospect statement in relation to the financial performance or position of the Group has been previously disclosed to shareholders. The progress of the Company's projects are updated in Section 10 below.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months

Property Investment – China

Our 32%-interest in property investment project, the Changshu Fervent High Tech Industrial Park, continues to generate a stable and recurring income for the Group. Phase One was completed in 2015 and is fully-leased to multi-national corporations from the USA, Italy, France, Germany and Japan.

Phase Two comprises two customised Build-to-Suit ("BTS") factories, of which one was completed in September 2018 and is currently leased to Ingevity Corporation for a period of 10 years. The second BTS factory for Faurecia (Changshu) Automotive System Co., Ltd ("Faurecia") is on track to complete in 2Q2019, upon which it will be leased to Faurecia for seven years.

Property Development – China

In Chongqing, Phase One construction of the Multi-Modal Logistics Distribution Centre ("DC"), a state-of-the-art hub developed by our 20%-owned associate, Vibrant Pucheng Logistics (Chongqing) Co., Ltd ("Vibrant Pucheng"), will be commencing in 2Q2019. This is one of the largest projects undertaken by the Group and is expected to be completed in 2021.

Strategically located at Yufu Industrial Park in the Liang Jiang New Area, the DC is positioned to benefit from the Belt and Road Initiative and the Chongqing Connectivity Initiative between Singapore and the PRC. The DC will integrate land, sea, rail and air logistics services across 217,788 square metres of land and comprises seven blocks of 2-storey ramped up warehouse facilities with one block of heavy vehicle parking complex, one block of 15-storey finance & IT Support Centre and General Administrative offices, as well as other amenities including central dining, retail, F&B outlets and workshops.

On 19 December 2018, the Group announced an agreement to dispose the entire issued and paid-up share capital of an indirect associated company, Master Development (Jiangyin) Co. Ltd ("MDJ"), to an independent third party for RMB50 million in cash (approximately S\$10 million). Our effective interest in MDJ is 24%. MDJ is the developer of the Master-Riveria Project, our mixed commercial and residential development in Jiangyin City where more than 99% of its 508 residential units and approximately 44% of its 148 commercial units have been sold. The disposal has been completed and allowed the Group to realise our investment in the Master-Riveria Project. Accordingly, MDJ has ceased to be our indirect associated company.

The Group also made an announcement on 19 February 2019 to dispose the entire issued and paid-up share capital of another indirect associated company, DP-Master-Vibrant (Jiangyin) Real Estate Development Co., Ltd ("DPMV"), to an independent third party purchaser, Jiangsu Yingshi Real Estate Co., Ltd. (江苏萤石置业有限公司) for RMB235 million in cash (approximately S\$47 million). The Group's effective interest in DPMV is 24%. DPMV is a real estate developer that has constructed and completed two government-approved resettlement housing development projects in Jiangyin, Jiangsu Province, in China. Given all development projects carried out by DPMV has been completed, and there are no other development projects planned, the disposal presents a good opportunity for us to realise our investment in DPMV. Upon completion of the disposal, DPMV will cease to be our indirect associated company.

Design and Build – Singapore

Construction of the food processing and distribution factory for Tiong Lian Food Pte Ltd has commenced in October 2018 and we expect to complete the project in 4Q2019. The Group had secured this S\$12.2 million design-and-build project in August 2018 which will comprise a 5-storey single user general industrial factory with fully automated refrigerated ASRS warehouse,

fully automated refrigerated mini bin storage system, chiller and freezer cold rooms, central kitchen and other production and ancillary offices spanning a gross floor area of over 12,000 sqm.

Property Development – Australia

In Australia, the sale of 303 La Trobe, our mixed development project, for A\$35 million has become unconditional on 4 February 2019 as the necessary requirements have been satisfied. We are on track to complete the disposal on 15 April 2019.

Outlook

The Group has made inroads to realise value from its assets during the year, with the divestment of 303 La Trobe and the disposals of MDJ and DPMV. We expect these transactions to eventually strengthen our financial resources and provide a stable platform for our next phase of growth. We will continue to explore divestment opportunities in relation to our existing development projects.

Looking ahead, we continue to explore suitable business opportunities in existing markets. The Group sees potential in China despite its slowing economy. We plan to shift our focus away from residential development projects to the development and management of industrial properties instead. Currently, we are evaluating several projects in the greater Shanghai area including Zhejiang and Wuxi. With property prices softening in Australia in 2019, we will keep a lookout for value propositions in good locations. As for Singapore, the Group continues to actively participate in tenders for industrial projects in Singapore, and will make the necessary announcements as and when appropriate.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

Yes.

Name of Dividend:	First and final
Dividend Amount per share:	\$0.003
Tax Rate:	Tax-exempt

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

Yes.

Name of Dividend:	First and final
Dividend Amount per share:	\$0.0063
Tax Rate:	Tax-exempt

(c) Date payable:

To be announced at a later date.

(d) Books closure date:

To be announced at a later date.

12. If no dividend has been declared (recommended), a statement to that effect and the reason(s) for the decision

Not applicable.

13. If the group has obtained a general mandate from shareholders for Interested Person Transactions (“IPT”), the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Company does not have an existing general mandate pursuant to Rule 920 of the Catalist Listing Manual.

The IPTs during FY2018 are as follows:

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 the shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000) (S\$'000)
Project management fees contracted between Figtree Projects (ChongQing) Co., Ltd and Fervent Industrial Development (Suzhou) Co., Ltd ¹	485	-
Project management fees contracted between Figtree Projects (ChongQing) Co., Ltd and Vibrant Pucheng Logistics (ChongQing) Co., Ltd ²	829	-

Notes:

1. *Fervent Industrial Development (Suzhou) Co., Ltd is an associate of the controlling shareholder of the Company. It is a 80%-owned subsidiary of Vibrant Group Limited that also wholly owns Singapore Enterprises Private Limited, the controlling shareholder of the Company.*
2. *Vibrant Pucheng Logistics (ChongQing) Co., Ltd is an associate of the controlling shareholder of the Company. It is a 31%-owned associated company of Vibrant Group Limited that also wholly owns Singapore Enterprises Private Limited.*

The above IPTs, when aggregated, are less than 3% of the latest audited net tangible assets of the Group as at 31 December 2017.

Corrigendum to Annual Report 2017 (“AR2017”)

The Company wishes to correct an omission to include two (2) transactions, the details of which are found in the table below, on page 42 of the Company’s AR2017 with regard to IPT. The information appearing on page 42 of the AR2017 should read as follows:

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 the 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 Vibrant Properties Pte Ltd ¹	1,180	–
Variation order works contracted between Figtree Projects and LTH Logistics (Singapore) Pte Ltd ²	1,830	–

Notes:

- 1. Singapore Enterprises Private Limited is the controlling shareholder of the Company. 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 Company’s announcement dated 13 April 2017 for further details.*
- 2. LTH Logistics (Singapore) Pte Ltd is an associate of the controlling shareholder of the Company. It is a 51%-owned subsidiary of Vibrant Group Limited that also wholly owns Singapore Enterprises Private Limited. Please refer to the Company announcement dated 13 April 2017 for further details.*

Notwithstanding this omission, the transactions were announced on SGXNet on 13 April 2017.

PART II – ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

14. Segmented revenue and results for operating segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.

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

1. The design and build segment specialises in the design and building of 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.
2. The property development segment is in the business of constructing, developing, selling and/or leasing out of residential, commercial and industrial properties.
3. The corporate segment is 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.

	Design and build		Property development		Corporate		Per consolidated financial statements	
	FY2018	FY2017	FY2018	FY2017	FY2018	FY2017	FY2018	FY2017
	S\$	S\$	S\$	S\$	S\$	S\$	S\$	S\$
Revenue :								
Sales to external customers and a related party, representing total revenue	2,374,538	17,563,288	-	-	-	-	2,374,538	17,563,288
Results :								
Write back of allowance for doubtful debt (trade)	1,125,000	1,322,932	-	-	-	-	1,125,000	1,322,932
Interest income	-	-	-	-	637,779	1,090,723	637,779	1,090,722
Interest expense	-	-	-	-	165,499	52,486	165,499	52,486
Depreciation	189,126	183,900	483	510	-	52	189,609	184,462
Share of results of an associate	-	-	4,906,594	(629,569)	-	-	4,906,594	(629,569)
Tax (credit)/expense	-	-	-	-	(11,568)	1,982,322	(11,568)	1,982,322
Segment (loss)/profit, before tax	(1,683,003)	10,139,124	2,776,218	(331,723)	(1,722,568)	(2,335,790)	(629,353)	7,471,611
Assets :								
Interests in associates	-	-	11,065,065	7,146,762	-	-	11,065,065	7,146,762
Additions to property, plant and equipment	20,476	187,965	-	-	-	-	20,476	187,965
Segment assets	14,897,779	21,786,732	69,140,486	67,508,213	17,887	77,181	84,056,152	89,372,126
Liabilities :								
Segment liabilities	14,794,653	17,233,001	16,516,361	17,910,305	1,859,861	1,219,917	33,170,875	36,363,223

Geographical information

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

	Revenues		Non-current assets	
	FY2018 S\$	FY2017 S\$	FY2018 S\$	FY2017 S\$
Singapore	1,366,364	17,107,977	19,241,080	26,908,783
China	1,008,174	455,311	90,235	130,113
Australia	-	-	-	13,680,565
Malaysia	-	-	-	-
	2,374,538	17,563,288	19,331,315	40,719,461

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

15. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the operating segments.

The review of performance has been provided under Paragraph 8 above. However, the review was related to the design and build segment as the property development segment is still under its start-up stage and has not contributed any revenue to the Group. The business of the Group is primarily centered in Singapore.

16. A breakdown of sales as follows:

	Group		Change %
	FY2018 S\$	FY2017 S\$	
Sales reported for first half year	703,273	10,045,507	(93.0)
Operating (loss)/profit after taxation before deducting minority interests for first half year	(2,918,216)	1,929,985	NM
Sales reported for second half year	1,671,265	7,517,781	(77.8)
Operating profit after taxation before deducting minority interests for second half year	2,300,431	3,559,304	(35.4)

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

	FY2018 S\$	FY2017 S\$
<u>Ordinary</u> Proposed first and final dividend	1,043,941 ⁽¹⁾	2,125,659

Note:

(1) The proposed first and final dividend for the financial year ended 31 December 2018 of S\$1,043,941 (31 December 2017: S\$0.0063) per share is subject to the approval of the shareholders at the forthcoming Annual General Meeting of the Company.

18. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(10) in the format below. If there are no such persons, the issuer must make an appropriate negative statement

Person related to Mr Tan Chew Joo (Executive Director and Cost Director and a Substantial Shareholder of the Company)

Name	Age	Family relationship with any director and/or substantial shareholder	Current position and duties, and the year the position was first held	Details of changes in duties and position held, if any, during the year
Tan Kevin	40	Son of Mr Tan Chew Joo	Development Manager. Oversees the property developments of the Company's subsidiary companies in Australia. The position was held since 16 October 2014.	No change

19. Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H) under Rule 720(1) of the Catalist Listing Manual

The Company confirms that it has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H) under Rule 720(1) of the Catalist Listing Manual.

By Order of the Board

Siaw Ken Ket @ Danny Siaw
Executive Chairman & Managing Director
1 March 2019

This announcement has been prepared by Figtree Holdings Limited (the "Company") and its contents have been reviewed by 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 assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

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).