



FIGTREE HOLDINGS LIMITED

(Company Registration Number : 201315211G)

**Unaudited Financial Statement and Dividend Announcement
For the Financial Year Ended 31 December 2019**

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 2019	31 December 2018	Change %	31 December 2019	31 December 2018	Change %
		S\$	S\$		S\$	S\$	
Revenue	8(a)(i)	3,072,230	936,958	NM	10,792,597	2,374,538	NM
Cost of sales	8(a)(ii)	(3,013,787)	(1,043,781)	188.7	(10,388,802)	(2,479,394)	NM
Gross profit/(loss)	8(a)(ii)	58,443	(106,823)	154.7	403,795	(104,856)	NM
Other income	8(a)(iii)	120,885	138,547	(12.7)	6,648,544	1,773,915	NM
General and administrative expenses	8(a)(iv)	(1,331,865)	(2,187,091)	(39.1)	(5,669,091)	(7,039,507)	(19.5)
Finance costs		(35,588)	(64,044)	(44.4)	(175,404)	(165,499)	6.0
Share of results of associates	8(a)(v)	(527,523)	6,912,811	(107.6)	(2,400,874)	4,906,594	(148.9)
(Loss)/profit before taxation		(1,715,648)	4,693,400	(136.6)	(1,193,030)	(629,353)	89.6
Tax (expense)/credit		(26,291)	34,869	175.4	354,041	11,568	NM
(Loss)/profit for the period/year		(1,741,939)	4,728,269	(136.8)	(838,989)	(617,785)	35.8
Attributable to:							
Owners of the Company		(1,711,605)	4,794,077	(135.7)	(789,299)	(599,127)	31.7
Non-controlling interests		(30,334)	(65,808)	(53.9)	(49,690)	(18,658)	166.3
		(1,741,939)	4,728,269	(136.8)	(838,989)	(617,785)	35.8

NM – Not Meaningful

Consolidated Statement of Comprehensive Income

	Group Three Months Ended			Group Twelve Months Ended		
	31 December 2019	31 December 2018	Change	31 December 2019	31 December 2018	Change
	S\$	S\$	%	S\$	S\$	%
(Loss)/profit for the period/year	(1,741,939)	4,728,269	(136.8)	(838,989)	(617,785)	35.8
Other comprehensive income:						
Items that may be reclassified						
subsequently to profit or loss						
- Exchange differences on translation of foreign operations	(125,115)	(247,345)	(49.4)	(332,646)	(1,012,232)	(67.1)
Other comprehensive income for the period/year, net of tax	(125,115)	(247,345)	(49.4)	(332,646)	(1,012,232)	(67.1)
Total comprehensive income for the period/year	(1,867,054)	4,480,924	(141.7)	(1,171,635)	(1,630,017)	(28.1)
Attributable to:						
Owners of the Company	(1,836,720)	4,546,732	(140.4)	(1,121,945)	(1,611,359)	(30.4)
Non-controlling interests	(30,334)	(65,808)	(53.9)	(49,690)	(18,658)	166.3
	(1,867,054)	4,480,924	(141.7)	(1,171,635)	(1,630,017)	(28.1)

NM – Not Meaningful

Notes to the Consolidated Income Statement

The following items have been included in arriving at profit/(loss) before taxation:

Note	Group Three Months Ended			Group Twelve Months Ended		
	31 December 2019	31 December 2018	Change	31 December 2019	31 December 2018	Change
	S\$	S\$	%	S\$	S\$	%
Bad debts written off	(119)	-	NM	26,374	-	NM
Depreciation of property, plant and equipment	55,950	46,934	19.2	221,125	189,609	16.6
Foreign exchange loss, net	8(a)(iv) 10,571	849,841	(98.8)	237,389	2,186,304	(89.1)
Gain on disposal of disposal group classified as held for sale	8(a)(iii) (14,732)	-	NM	(6,263,066)	-	NM
Gain on disposal of property, plant and equipment	-	-	NM	(750)	-	NM
Interest income from loans to associates	(50,387)	(86,275)	(41.6)	(211,130)	(441,290)	(52.2)
Operating lease expense	(1,518)	18,899	(108.0)	15,017	82,768	(81.9)
Write back of allowance for doubtful debt (trade)	-	-	NM	-	(1,125,000)	NM
Write off of property, plant and equipment	40	-	NM	40	-	NM
Employee benefits expense	A 1,011,611	1,324,774	(23.6)	4,496,932	4,822,124	(6.7)
<i>Note A: Employee benefits expense presented in the consolidated income statement as:</i>						
- Cost of sales	52,922	431,784	(87.7)	448,568	1,333,157	(66.4)
- General and administrative expenses	958,689	892,990	7.4	4,048,364	3,488,967	16.0
	<u>1,011,611</u>	<u>1,324,774</u>	<u>(23.6)</u>	<u>4,496,932</u>	<u>4,822,124</u>	<u>(6.7)</u>

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 2019 S\$	As at 31 December 2018 S\$	As at 31 December 2019 S\$	As at 31 December 2018 S\$
		ASSETS			
Non-current assets					
Property, plant and equipment		3,269,036	3,273,984	-	-
Investments in subsidiaries		-	-	9,152,597	9,152,597
Interests in associates	8(b)(i)	10,225,228	11,065,065	-	-
Loans to associates	8(b)(ii)	-	4,992,266	-	-
Loans to a subsidiary		-	-	-	2,013,280
Total non-current assets		13,494,264	19,331,315	9,152,597	11,165,877
Current assets					
Capitalised contract costs	8(b)(iii)	-	412,254	-	-
Loans to associates	8(b)(ii)	21,450,581	16,329,152	-	-
Amounts due from subsidiaries		-	-	24,285,512	23,063,740
Amounts due from an associate		-	11,289	-	11,289
Prepayments		81,387	54,853	4,192	4,163
Contract assets	8(b)(iv)	4,914,156	4,596,710	-	-
Trade receivables	8(b)(v)	3,758,138	889,354	-	-
Other receivables	8(b)(vi)	454,283	273,082	-	-
Cash and short-term deposits	8(b)(vii)	16,437,570	468,702	330,756	9,688
		47,096,115	23,035,396	24,620,460	23,088,880
Assets of disposal group classified as held for sale	8(b)(viii)	-	41,689,441	-	-
Total current assets		47,096,115	64,724,837	24,620,460	23,088,880
Total assets		60,590,379	84,056,152	33,773,057	34,254,757
LIABILITIES					
Current liabilities					
Contract liabilities	8(b)(ix)	4,127,991	121,007	-	-
Trade and other payables	8(b)(x)	4,373,846	12,315,679	485,082	1,790,344
Bank borrowings	8(b)(xi)	2,500,000	3,700,000	-	-
Lease liabilities	8(b)(xii)	71,591	-	-	-
Provision for taxation		62,708	112,584	4,779	4,065
		11,136,136	16,249,270	489,861	1,794,409
Liabilities directly associated with disposal group classified as held for sale	8(b)(viii)	-	16,197,756	-	-
Total current liabilities		11,136,136	32,447,026	489,861	1,794,409
Net current assets		35,959,979	32,277,811	24,130,599	21,294,471
Non-current liabilities					
Deferred tax liabilities		294,636	723,849	79,136	72,704
Lease liabilities	8(b)(xii)	49,152	-	-	-
Total non-current liabilities		343,788	723,849	79,136	72,704
Total liabilities		11,479,924	33,170,875	568,997	1,867,113
Net assets		49,110,455	50,885,277	33,204,060	32,387,644

	Group		Company	
	As at 31 December 2019 S\$	As at 31 December 2018 S\$	As at 31 December 2019 S\$	As at 31 December 2018 S\$
	EQUITY			
Equity attributable to owners of the Company				
Share capital	31,286,466	30,911,972	31,286,466	30,911,972
Accumulated profits	27,042,589	28,880,660	1,627,367	1,257,389
Merger deficit ⁽¹⁾	(8,152,595)	(8,152,595)	-	-
Share option reserve	290,227	218,283	290,227	218,283
Foreign currency translation reserve	(1,768,991)	(1,436,345)	-	-
Other reserves	488,000	488,000	-	-
	49,185,696	50,909,975	33,204,060	32,387,644
Non-controlling interests	(75,241)	(24,698)	-	-
Total equity	49,110,455	50,885,277	33,204,060	32,387,644

Note :

- (1) 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 2019		As at 31 December 2018	
Secured S\$	Unsecured S\$	Secured S\$	Unsecured S\$
2,500,000	-	2,500,000	1,200,000

The Group's borrowings of S\$2.5 million are secured by legal mortgage on the Group's leasehold property located at 8 Jalan Kilang Barat, Singapore 159351 and a corporate guarantee provided by the Company.

Amount repayable after one year

As at 31 December 2019		As at 31 December 2018	
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 2019	31 December 2018
	S\$	S\$
Cash flows from operating activities		
Loss before taxation	(1,193,030)	(629,353)
Adjustments for:		
Depreciation of property, plant and equipment	221,125	189,609
Share of results of associates	2,400,874	(4,906,594)
Share-based expense	71,944	108,102
Gain on disposal of disposal group classified as held for sale	(6,263,066)	–
Gain on disposal of property, plant and equipment	(750)	–
Bad debts written off	26,374	–
Write off of property, plant and equipment	40	–
Write back of allowance for doubtful debt (trade)	–	(1,125,000)
Interest income	(380,529)	(637,779)
Finance costs	175,404	165,499
Unrealised exchange (gain)/loss	(1,765,840)	2,495,645
Operating cash flows before changes in working capital	(6,707,454)	(4,339,871)
Decrease/(increase) in:		
Development properties	–	(680,338)
Capitalised contract costs	412,254	(294,495)
Trade receivables and contract assets	(3,212,604)	7,256,526
Other receivables and prepayments	137,475	(64,150)
Amounts due from associates	11,289	(11,289)
Increase/(decrease) in:		
Contract liabilities	4,006,984	121,007
Trade and other payables	(5,318,162)	(4,058,286)
Cash flows used in operations	(10,670,218)	(2,070,896)
Income tax paid	(125,048)	(1,574,452)
Interest received	169,400	1,039
Net cash flows used in operating activities	(10,625,866)	(3,644,309)
Cash flows from investing activities		
Purchases of property, plant and equipment	(27,954)	(20,476)
Proceeds from disposal of property, plant and equipment	750	–
Net proceeds from disposal of disposal group classified as held for sale	31,394,641	–
Deposits paid to purchase properties	(345,210)	–
Net cash flows generated from/(used in) investing activities	31,022,227	(20,476)

	Group	
	Twelve Months Ended	
	31 December 2019 S\$	31 December 2018 S\$
Cash flows from financing activities		
Dividends paid on ordinary shares	(648,202)	(602,995)
Share issuance expense	(21,245)	(29,213)
Contributions from non-controlling interest for a newly incorporated subsidiary	-	30,497
Proceeds from bank borrowings	1,550,000	4,200,000
Repayment of bank borrowings	(2,750,000)	(3,800,000)
Proceeds from other borrowings	482,750	2,746,310
Repayment of other borrowings	(2,746,310)	-
Repayment of lease liabilities	(73,632)	-
Interest paid	(175,404)	(165,499)
Net cash flows (used in)/generated from financing activities	(4,382,043)	2,379,100
Net increase/(decrease) in cash and cash equivalents	16,014,318	(1,285,685)
Cash and cash equivalents at the beginning of year	468,702	1,754,387
Effects of exchange rates on cash and cash equivalents	(45,450)	-
Cash and cash equivalents at the end of year	16,437,570	468,702

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 S\$	Merger deficit S\$	Share option reserve S\$	Foreign currency translation reserve S\$	Other reserves	Total reserves S\$			
Balance as at 31 December 2018 as previously reported	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
Effect of SFRS(I)16	-	(4,831)	-	-	-	-	(4,831)	(4,831)	(853)	(5,684)
Balance at 1 January 2019 restated under SFRS(I)16	30,911,972	28,875,829	(8,152,595)	218,283	(1,436,345)	488,000	19,993,172	50,905,144	(25,551)	50,879,593
Loss for the year	-	(789,299)	-	-	-	-	(789,299)	(789,299)	(49,690)	(838,989)
<u>Other comprehensive income</u>										
Foreign currency translation	-	-	-	-	(332,646)	-	(332,646)	(332,646)	-	(332,646)
Total comprehensive income for the period	-	(789,299)	-	-	(332,646)	-	(1,121,945)	(1,121,945)	(49,690)	(1,171,635)
<u>Contributions by and distributions to owners</u>										
Dividends on ordinary shares	395,739	(1,043,941)	-	-	-	-	(1,043,941)	(648,202)	-	(648,202)
Share issuance expense	(21,245)	-	-	-	-	-	-	(21,245)	-	(21,245)
Share-based expense	-	-	-	71,944	-	-	71,944	71,944	-	71,944
Total contributions by and distributions to owners	374,494	(1,043,941)	-	71,944	-	-	(971,997)	(597,503)	-	(597,503)
Total transactions with owners in their capacity as owners	374,494	(1,043,941)	-	71,944	-	-	(971,997)	(597,503)	-	(597,503)
Balance as at 31 December 2019, restated	31,286,466	27,042,589	(8,152,595)	290,227	(1,768,991)	488,000	17,899,230	49,185,696	(75,241)	49,110,455

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 S\$	Merger deficit S\$	Share option reserve S\$	Foreign currency translation reserve S\$	Other reserves	Total reserves S\$			
Balance at 1 January 2018	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	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

Company	Share capital S\$	Accumulated profits S\$	Share option reserve S\$	Total S\$
Balance as at 1 January 2019	30,911,972	1,257,389	218,283	32,387,644
Profit, representing total comprehensive income, for the year	-	1,413,919	-	1,413,919
<u>Contributions by and distributions to owners</u>				
Dividends on ordinary shares	395,739	(1,043,941)	-	(648,202)
Share issuance expense	(21,245)	-	-	(21,245)
Share-based expense	-	-	71,944	71,944
Total contributions by and distributions to owners	374,494	(1,043,941)	71,944	(597,503)
Total transactions with owners in their capacity as owners	374,494	(1,043,941)	71,944	(597,503)
Balance as at 31 December 2019	31,286,466	1,627,367	290,227	33,204,060
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, subdivision, consolidation, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State 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 2019	351,213,448	31,286,466
As at 31 December 2019	<u>351,213,448</u>	<u>31,286,466</u>

Figtree Employee Share Option Scheme (the "ESOS")

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

	2019 Number of share options	2018 Number of share options
Outstanding as at 1 October	7,325,000	7,755,000
Outstanding as at 31 December	<u>7,325,000</u>	<u>7,755,000</u>

The outstanding share options of 7,325,000 as at 31 December 2019 (31 December 2018: 7,755,000) are convertible into 7,325,000 (31 December 2018: 7,755,000) 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 2019 and 31 December 2018.

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 2019	As at 31 December 2018
Total number of issued shares excluding treasury shares	351,213,448	347,980,292

The Company did not have any treasury shares as at 31 December 2019 and 31 December 2018.

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 by the Company's auditors.

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

Not applicable.

3A. Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion:

- (a) Updates on the efforts taken to resolve each outstanding audit issue.
- (b) Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

This is not required for any audit issue that is a material uncertainty relating to going concern.

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 2018.

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

The Group has applied the new SFRS(I)16: Leases, which is applicable for the financial period beginning 1 January 2019. SFRS(I)16 introduces a single, on-balance sheet lease accounting model for lessees. The adoption of this standard results in almost all leases being recognised on the statement of financial position, as the distinction between operating and finance leases is removed. Exceptions to this standard are short-term and low-value leases. The accounting for lessors was not changed significantly.

Under the new standard, a right of use asset ("ROU" asset) and a lease liability to pay rentals are recognised in the statement of financial position and depreciation charge on the ROU assets and interest expenses on the lease liabilities are recognised in the income statement. Lease liabilities are included as part of net debt and are taken into consideration when deriving the net debt equity ratio.

The Group applied SFRS(I)16 on 1 January 2019, using the modified retrospective approach. The cumulative effect of adopting SFRS(I)16 is recognised as an adjustment to the opening balance of accumulated profits at 1 January 2019, with no restatement of comparative information. This adjustment is applied to lease contracts entered before 1 January 2019 and are identified as leases in accordance with SFRS(I)16.

The adoption of SFRS(I)16 resulted in adjustments to the balance sheet of the Group as at 1 January 2019. As of January 2019, the Group has recognised a ROU asset of S\$38,529 and a lease liability of S\$44,213 for its leases previously classified as operating leases, with a corresponding decrease in opening accumulated profits of S\$4,831 and a corresponding decrease in opening non-controlling interests of S\$853.

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 2019. 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		Group	
	Three Months Ended		Twelve Months Ended	
	31 December 2019	31 December 2018	31 December 2019	31 December 2018
	S\$	S\$	S\$	S\$
(Loss)/profit attributable to owners of the Company	(1,711,605)	4,794,077	(789,299)	(599,127)
Weighted average number of ordinary shares for basic earnings per share computation	349,565,867	342,620,837	349,565,867	342,620,837
Effects of dilution:				
- Share options	-	-	-	-
Weighted average number of ordinary shares for diluted earnings per share computation	349,565,867	342,620,837	349,565,867	342,620,837
Basic (loss)/earnings per share (cents)	(0.49)	1.40	(0.23)	(0.17)
Diluted (loss)/earnings per share (cents) ⁽¹⁾	(0.49)	1.40	(0.23)	(0.17)

Note:

(1) The basic and diluted loss per share for the three months and twelve months ended 31 December 2019 and 31 December 2018 were the same as the potential ordinary shares to be exercised from the outstanding share options are anti-dilutive.

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 2019	As at 31 December 2018	As at 31 December 2019	As at 31 December 2018
Net asset value per ordinary share based on issued share capital (cents)	14.00	14.63	9.45	9.31
Number of issued ordinary shares	351,213,448	347,980,292	351,213,448	347,980,292

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 2019 ("FY2019") vs Financial year ended 31 December 2018 ("FY2018")

- (i) The increase in the Group's revenue is mainly attributable to Tiong Lian Food Pte Ltd ("TLF") project, which commenced construction in the third quarter of FY2018.
- (ii) The increase in cost of sales and the corresponding increase in gross profit is in tandem with the increase in revenue.
- (iii) The increase in other income is mainly due to the completion of the sale of the development project, 303 La Trobe ("303 La Trobe"), located at 293-303 La Trobe Street, Melbourne, Australia, on 15 April 2019.
- (iv) The decrease in general and administrative expenses is mainly due to lower unrealised foreign exchange losses resulting from the repayment of intercompany loans during the year.
- (v) The losses incurred by associates arose mainly due to the loss on disposal of indirect associate DP-Master-Vibrant (Jiangyin) Real Estate Development Co., Ltd in February 2019, coupled with operational costs from ongoing development projects.

(b) Review of the Financial Position of the Group

- (i) The decrease in interests in associates arose from the Group's share of associates' losses for the year as well as the decrease in the Group's share of the foreign currency translation reserves of associates due to the weakening of the Chinese Renminbi against the Singapore Dollar.

(ii) Total loans to associates as at 31 December 2019 and 31 December 2018 comprised the following:

	Group	
	As at 31 December 2019	As at 31 December 2018
	S\$	S\$
Non-current	–	4,992,266
Current	21,450,581	16,329,152
Total loans to associates	21,450,581	21,321,418

The marginal increase in total loans to an associate was due to the translation of outstanding United States Dollar loan balances.

(iii) The decrease in capitalised contract costs is due to the award of OJJ Foods Pte Ltd (“OJJ”) project in the fourth quarter of FY2019.

(iv) Contract assets as at 31 December 2019 and 31 December 2018 comprised the following :

	Group	
	As at 31 December 2019	As at 31 December 2018
	S\$	S\$
Accrued receivables	1,735,721	1,636,292
Retention receivables	3,178,435	2,960,418
Total contract assets	4,914,156	4,596,710

Total contract assets increased mainly due to retention receivables relating to the TLF project.

(v) Trade receivables increased mainly due to billings relating to the TLF and OJJ projects.

(vi) Other receivables as at 31 December 2019 and 31 December 2018 comprised the following :

	Group	
	As at 31 December 2019	As at 31 December 2018
	S\$	S\$
Refundable deposits	27,226	95,718
Deposits on purchase of properties	349,761	–
GST receivables	–	8,954
Sundry receivables	77,296	168,410
Total other receivables	454,283	273,082

The increase in other receivables is mainly due to deposits paid to purchase a property located at 1-3 Minna Street, Blackburn, Victoria, Australia (“Blackburn Property”).

(vii) Cash and short term deposits increased mainly due to proceeds received from the completion of the sale of the development project, 303 La Trobe, partially offset by repayments of bank and other borrowings and operating activities.

(viii) Disposal group classified as held for sale as at 31 December 2019 and 31 December 2018 comprised the following :

	Group	
	As at 31 December 2019 S\$	As at 31 December 2018 S\$
Assets:		
Development properties	-	28,702,621
Deposits held in trust	-	12,986,820
Assets of disposal group classified as held for sale	-	41,689,441
Liabilities:		
Deposits received from customers	-	12,698,518
Accrued operating expenses	-	3,499,238
Liabilities directly associated with disposal group classified as held for sale	-	16,197,756
Net assets directly associated with disposal group classified as held for sale	-	25,491,685

Net assets directly associated with disposal group classified as held for sale was recorded at nil as at 31 December 2019 due to the completion of the sale of 303 La Trobe.

- (ix) Contract liabilities increased mainly due to the TLF project which commenced construction in the third quarter of FY2018 and the OJJ project which commenced construction in the fourth quarter of FY2019.
- (x) Trade and other payables as at 31 December 2019 and 31 December 2018 comprised the following :

	Group	
	As at 31 December 2019 S\$	As at 31 December 2018 S\$
Trade payables	1,081,693	2,544,896
Accrued subcontractors' costs	1,616,650	3,877,115
Accrued operating expenses	921,488	2,952,186
GST payables	167,584	-
Sundry payables	103,681	195,172
Other borrowings	482,750	2,746,310
Total trade and other payables	4,373,846	12,315,679

Total trade and other payables decreased mainly due to the payment of trade payables, accrued subcontractors' costs and accrued operating expenses, coupled with the repayment of other borrowings.

- (xi) The decrease in bank borrowings is due to partial repayment during the year.
- (xii) As mentioned in section 5 of this announcement, the Group has adopted SFRS(I)16: Leases for the first time and as a result, the Group had recognised ROU assets and lease liabilities relating to the present value of future operating lease payments for the duration of the operating leases.

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

Financial year ended 31 December 2019

In FY2019, the Group recorded a net cash outflow from operating activities of S\$10.63 million, which was a result of operating cash flows before changes in working capital of S\$6.71 million, adjusted for working capital outflows of S\$3.96 million, income tax paid of S\$0.13 million and interest received of S\$0.17 million. Working capital outflows were mainly due to an increase in trade receivables and contract assets of S\$3.21 million and a decrease in trade and other payables of S\$5.32 million. This was partially offset by a decrease in capitalised contract costs of S\$0.41 million, a decrease on other receivables and prepayments of S\$0.14 million, a decrease in amounts due from an associate of S\$0.01 million, and an increase in contract liabilities of S\$4.01 million.

Net cash generated from investing activities amounted to S\$31.02 million, which was mainly due to net proceeds received from the disposal of disposal group classified as held for sale.

Net cash used in financing activities amounted to S\$4.38 million mainly due to dividends paid on ordinary shares of S\$0.65 million, repayment of bank borrowings of S\$2.75 million, repayment of other borrowings of S\$2.75 million and interest paid of S\$0.18 million. This was partially offset by proceeds from bank borrowings of S\$1.55 million and proceeds from other borrowings of S\$0.48 million.

As a result of the above and effects of exchange rates on cash and cash equivalents, there was a net increase of S\$15.97 million in the Group's cash and cash equivalents, from S\$0.47 million as at 31 December 2018 to S\$16.44 million as at 31 December 2019.

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

The Board of Directors of Figtree Holdings wishes to inform Stakeholders that following the recent amendments to Rule 705 of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist which took effect on 7 February 2020, the Company will proceed to transition to half year and full year announcements of its financial results. Accordingly, the Company's next results release shall be in respect of the six months ending 30 June 2020, which will be announced on the website of SGX by 14 August 2020.

The Board believes that a half-yearly financial reporting cycle, coupled with observing of strengthened disclosure requirements, with regular business updates, are sufficient to keep the market informed of the Company's state of affairs.

The Board would like to assure Stakeholders that the Company will continue to comply with its continuing disclosure obligations to keep Stakeholders updated of any material developments in its affairs as and when appropriate.

Property Investment – China

The Group continues to generate a stable and recurring income from the Changshu Fervent High Tech Industrial Park, a property investment project in which we hold a 32% stake.

Property Development – China

In Chongqing, Phase One construction of the Multi-Modal Logistics Distribution Centre is scheduled to complete by 1Q 2021 due to the longer than expected shutdown as a result of the Covid-19 outbreak in China.

The Group is exploring and evaluating suitable industrial park developments in China and will make the necessary announcements as and when appropriate.

Property Development – Australia

The Group announced on 3 February 2020 that it has completed the acquisition of the freehold property located at 1-3 Minna Street, Blackburn, Victoria 3130. The property will be redeveloped into modern contemporary townhouses with attached car garages. Construction is expected to commence in mid-2020 with a target completion date of 2022.

Design and Build – Singapore

The Group commenced construction of the OJJ Foods 6-storey food processing facility in 4Q 2019 and expects completion in 3Q2021. This design and build project comprises a fully automated refrigerated ASRS warehouse, chiller and freezer cold rooms, central kitchen and other production and ancillary offices spanning a gross floor area of 18,000 sqm.

Meanwhile, construction of the TLF food processing and distribution factory is on track for completion by 2Q2020.

Outlook

Looking ahead, the Group continues to be on the lookout for opportunities in its key markets of Australia, China and Singapore to drive the next phase of growth. With its healthy cash position, the Group is well-positioned to leverage on forthcoming growth opportunities.

In China, our focus remains on the development and management of industrial properties. The Group is actively assessing new developments in the Jiangsu and Zhejiang provinces that are of similar nature to the Changshu Fervent High Tech Industrial Park. The Group will make the necessary announcements as and when appropriate.

In Australia, the property market remains buoyant, with home prices in key gateway cities forecasted to rise in 2020 (Source: Business Insider Australia: "Australian house prices are tipped to keep rising this year, with Sydney expected to soar by a massive 10%", 12 February 2020).

In Singapore, the Group remains cautiously selective in its tenders for industrial projects due to the challenging construction market.

However, the escalating Covid-19 epidemic has negatively affected economic and business sentiments globally. The Group is mindful of this unfolding situation and will continue to monitor the macro-environment closely and take a more cautious and prudent approach when exploring opportunities at home and internationally.

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:	\$0.003
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.

There were no IPTs of S\$100,000 or more for the financial period under review.

14. Disclosure of acquisition (including incorporations) and sale of shares under Catalist Rule 706A.

The Company had incorporated the following direct and indirect subsidiaries and associates during FY2019:

S/N	Subsidiaries	Effective ownership interest (%)	Date of announcement
1.	Figminna Pty Ltd	100	19 December 2019

S/N	Associates	Effective ownership interest (%)	Date of announcement
1.	Vibrant Pucheng Investment Pte Ltd	39.2	19 March 2019
2.	Vibrant Pucheng Pte Ltd	39.2	19 March 2019
3.	Vibrant Pucheng Holdings Pte Ltd	23.52	19 March 2019
4.	Vibrant Pucheng Enterprise Management (Chongqing) Co., Ltd	20	30 April 2019
5.	Vibrant Pucheng Property Management (Chongqing) Co., Ltd	20	30 April 2019
6.	Vibrant International Freight Forwarding (Chongqing) Co., Ltd	16	30 April 2019
7.	Vibrant Land Pte Ltd	40	29 July 2019
8.	Fervent IV Development Pte Ltd	40	29 July 2019
9.	Fervent Property Management (Changshu) Co., Ltd	40	13 December 2019

The Company had disposed the following indirect associate during FY2019:

S/N	Associate	Effective ownership interest (%)	Date of announcement
1.	DP-Master-Vibrant (Jiangyin) Real Estate Development Co., Ltd	24	19 February 2019

Further details on the subsidiaries and associates can be found in the Company's announcements released on the dates as set out above.

PART II – ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

15. 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	
	FY2019	FY2018	FY2019	FY2018	FY2019	FY2018	FY2019	FY2018
	S\$	S\$	S\$	S\$	S\$	S\$	S\$	S\$
Revenue :								
Sales to external customers and a related party, representing total revenue	10,792,597	2,374,538	-	-	-	-	10,792,597	2,374,538
Results :								
Write back of allowance for doubtful trade debt	-	(1,125,000)	-	-	-	-	-	(1,125,000)
Interest income	-	-	-	-	(380,529)	(637,779)	(380,529)	(637,779)
Interest expense	-	-	-	-	175,404	165,499	175,404	165,499
Depreciation	191,887	189,126	29,238	483	-	-	221,125	189,609
Share of results of associates	-	-	(2,400,874)	4,906,594	-	-	(2,400,874)	4,906,594
Income tax credit	-	-	-	-	(354,041)	(11,568)	(354,041)	(11,568)
Segment (loss)/profit, before tax	(3,084,793)	(1,683,003)	3,534,011	2,776,218	(1,642,248)	(1,722,568)	(1,193,030)	(629,353)
Assets :								
Interests in associates	-	-	10,225,228	11,065,065	-	-	10,225,228	11,065,065
Additions to property, plant and equipment	152,580	20,476	64,065	-	-	-	216,645	20,476
Segment assets	23,704,658	14,897,779	36,550,774	69,140,486	334,947	17,887	60,590,379	84,056,152
Liabilities :								
Segment liabilities	10,620,954	14,794,653	289,973	16,516,361	568,997	1,859,861	11,479,924	33,170,875

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	
	FY2019 S\$	FY2018 S\$	FY2019 S\$	FY2018 S\$
Singapore	9,637,140	1,366,364	13,329,021	19,241,080
China	1,155,457	1,008,174	130,298	90,235
Australia	-	-	34,945	-
Malaysia	-	-	-	-
	10,792,597	2,374,538	13,494,264	19,331,315

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

16. 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. The review was mainly related to the design and build segment as the property development segment has not contributed any revenue to the Group. The business of the Group is primarily centered in Singapore.

17. A breakdown of sales as follows:

	Group		Change %
	FY2019 S\$	FY2018 S\$	
Sales reported for first half year	4,760,355	703,273	NM
Operating profit/(loss) after taxation before deducting non-controlling interests for first half year	2,267,947	(2,918,216)	177.7
Sales reported for second half year	6,032,242	1,671,265	NM
Operating (loss)/profit after taxation before deducting non-controlling interests for second half year	(3,106,936)	2,300,431	NM

NM – Not Meaningful

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

	FY2019 S\$	FY2018 S\$
<u>Ordinary</u> Proposed first and final dividend	1,053,640 ⁽¹⁾	1,043,941

Note:

(1) The proposed first and final dividend for the financial year ended 31 December 2019 of S\$0.003 (31 December 2018: S\$0.003) per share is subject to the approval of the shareholders at the forthcoming Annual General Meeting of the Company.

19. 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	41	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

20. 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
Managing Director
28 February 2020

*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**”) in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist.*

This announcement has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the 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).