
PROVISION OF SHAREHOLDERS' LOAN TO AN ASSOCIATED COMPANY, VIBRANT PROPERTIES PTE. LTD.

The Board of Directors (the "**Board**") of Figtree Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**") refers to the Company's announcements dated 6 January 2014 and 12 May 2014 in relation to the incorporation of a joint venture company and provision of shareholders' loan to its associated company.

The Board wishes to announce that the Company's wholly-owned subsidiary, Figtree Development Pte. Ltd. ("**FDPL**") and Singapore Enterprises Private Limited ("**SEPL**"), a controlling shareholder of the Company, have provided an aggregate shareholders' loan of US\$9.50 million (equivalent to approximately S\$12.64 million) ("**Shareholders' Loan**") to Vibrant Properties Pte. Ltd. ("**VPPL**"). The provision of the Shareholders' Loan to VPPL with SEPL is categorised as an "interested person transaction" ("**IPT**") pursuant to Chapter 9 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**") and is undertaken pursuant to Rule 916(3) of the Catalist Rules.

VPPL is a 40% associated company of FDPL, while SEPL holds 60% shareholding interests in VPPL. The Shareholders' Loan contributed by FDPL and SEPL is in proportion to their respective equity in VPPL and on the same terms. Accordingly, the aggregate portion from FDPL and SEPL for the Shareholders' Loan is US\$3.80 million (equivalent to approximately S\$5.06 million) ("**FDPL Loan Portion**") while SEPL's portion is US\$5.70 million (equivalent to approximately S\$7.58 million) respectively.

The purpose of the Shareholders' Loan is to be injected into Fervent Industrial Development (Suzhou) Co., Ltd (飞煌工业设施发展(苏州)有限公司) ("**Fervent**"), a 50-50 joint venture company held by VPPL and its joint venture partner, as working capital.

The Shareholders' Loan was disbursed in two parts and the terms and details are as follows:

Loan 1

Under Loan 1, FDPL's portion is US\$1.20 million (equivalent to approximately S\$1.59 million) while SEPL's portion is US\$1.80 million (equivalent to approximately S\$2.38 million). Loan 1 bears an interest of 8% per annum and is repayable within six (6) months from the date of drawdown.

Loan 2

Under Loan 2, FDPL's portion is US\$2.60 million (equivalent to approximately S\$3.47 million) while SEPL's portion is US\$3.90 million (equivalent to approximately S\$5.20 million). Loan 2 bears an interest of 8% per annum and is repayable within one (1) year from the date of drawdown.

FDPL's portions for Loan 1 and Loan 2 are funded by the internal resources of the Group.

Pursuant to Rule 916(3)(c) of the Catalist Rules, the Audit Committee of the Company, having considered the terms of the Shareholders' Loan, is of the view that (i) the provision of the Shareholders' Loan and FDPL Loan Portion is not prejudicial to the interests of the Company and its minority shareholders; and (ii) the risks and rewards of the joint venture in VPPL are in proportion to the equity of each joint venture partner, and the terms of the joint venture are not prejudicial to the interests of the Company and its minority shareholders.

Other than transactions less than S\$100,000, the following table sets out the total of all transactions with SEPL for the financial year ended 31 December 2014 (“FY2014”) and for the financial year ending 31 December 2015 (from 1 January 2015 and up to the date of this announcement) (“FY2015”):

Name of Interested Person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders’ mandate pursuant to Rule 920) (S\$’000)	Aggregate value of all interested person transactions conducted under shareholders’ mandate pursuant to Rule 920 (excluding transactions less than \$100,000) (S\$’000)
FY2015⁽¹⁾		
Singapore Enterprises Private Limited in relation to the provision of proportionate shareholders’ loans to VPPL ⁽²⁾	3,472	–
FY2014		
Singapore Enterprises Private Limited in relation to the provision of proportionate shareholders’ loans to VPPL ⁽²⁾	8,713	–

Notes:

1. For the period from 1 January 2015 and up to the date of this announcement.
2. The transactions are not required to comply with Rule 906 of the Catalyst Rules pursuant to Rule 916(3)(c) of the Catalyst Rules (please refer to the announcement made on 12 May 2014).

The FDPL Loan Portion is not expected to have any material impact on the earnings per share and net asset value per share of the Group for the current financial year ending 31 December 2015.

Save for SEPL, none of the Directors or substantial shareholders of the Company have any interest, direct or indirect, in the Shareholders’ Loan.

BY ORDER OF THE BOARD

Siaw Ken Ket @ Danny Siaw
 Executive Chairman and Managing Director
 26 February 2015

About Figtree Holdings Limited

Founded in 2009, Figtree Holdings Limited (“Figtree” or the “Company”, and together with its subsidiaries and associate, the “Group”), specialises in the design and building of commercial and industrial facilities. As a secondary activity, the Group is also engaged in property development. The Group typically acts as the main contractor for its projects in Singapore, covering new construction, A&A works on existing buildings as well as refurbishment and upgrading of existing buildings. In the PRC and Malaysia, the Group provides design, project and construction management consulting services. The Group is also engaged in property development in China and Australia, which includes constructing, developing, selling and leasing of residential, commercial and industrial properties.

Figtree was listed on SGX Catalist on 11 November 2013.

*Figtree Holdings Limited (the “**Company**”) was listed on Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on 11 November 2013. The initial public offering of the Company was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”).*

This announcement has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the Singapore Exchange Securities Trading Limited 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 Keng Yeng Pheng, Associate Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.