OLS ENTERPRISE LTD.

Company Registration no. 196800320E

Financial Statement and Dividend Announcement for the Second Quarter and Half-Year ("Q2") Ended 30 September 2014 - Unaudited

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

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

	Group			Group		
	3 months ended			6 months ended		
	30 Sep 2014	30 Sep 2013	Increase/ (Decrease)	30 Sep 2014	30 Sep 2013	Increase/ (Decrease)
	US$'000	US$'000	%	US$'000	US$'000	%
Revenue	-	-	n.m.	-	-	n.m.
Cost of sales	-	-	n.m.	-	-	n.m.
Gross profit	-	-	**n.m.**	-	-	**n.m.**
Other operating income/(expense)	155	9	1,622.2	150	34	341.2
Gain on disposal of discontinued operations	-	-	n.m.	254	-	n.m.
Expenses						
Research and development expenses	-	-	n.m.	-	-	n.m.
Selling expenses	-	(28)	(100.0)	-	(69)	(100.0)
Administrative expenses	(67)	(608)	(89.0)	(450)	(1,049)	(57.1)
Finance expenses, net	-	(39)	(100.0)	(16)	(66)	(75.8)
Profit /(Loss) for the period	**88**	**(666)**	**n.m.**	**(62)**	**(1,150)**	**(94.6)**
Tax	-	-	n.m.	-	-	n.m.
Net Profit / (Loss) for the period	**88**	**(666)**	n.m.	**(62)**	**(1,150)**	**(94.6)**
Discontinued Operations						
Profit / (Loss) from discontinued operations net of tax	-	(1,062)	(100.0)	255	(3,395)	n.m.
Total Profit / (Loss) attributed to the Company	**88**	**(1,728)**	**n.m.**	**193**	**(4,545)**	**n.m.**
Attributable to:						
Equity holders of the Company	88	(1,415)	n.m.	193	(3,940)	n.m.
Non-Controlling interest	-	(313)	(100.0)	-	(605)	(100.0)
Net Profit/(loss) for the year	**88**	**(1,728)**	**n.m.**	**193**	**(4,545)**	**n.m.**

1(a)(ii) Statement of Comprehensive Income

	Group			Group		
	3 months ended			6 months ended		
	30 Sep 2014	30 Sep 2013	Increase/ (Decrease)	30 Sep 2014	30 Sep 2013	Increase/ (Decrease)
	US$'000	US$'000	%	US$'000	US$'000	%
Profit/ (Loss) for the year	**88**	**(1,728)**	**n.m.**	**193**	**(4,545)**	**n.m.**
Other comprehensive income:						
Foreign currency translation	(114)	507	n.m.	(8)	717	n.m.
Other comprehensive income for the period, net of tax	**(114)**	**507**	**n.m.**	**(8)**	**717**	**n.m.**
Total comprehensive income/(loss) for the year	**(26)**	**(1,221)**	**(97.9)**	**185**	**(3,828)**	**n.m.**
Total comprehensive income/(loss) attributable to:						
Equity holders of the Company	(26)	(910)	(97.1)	185	(3,225)	n.m.
Non-controlling interests	-	(311)	(100.0)	-	(603)	(100.0)
	(26)	**(1,221)**	**(97.9)**	**185**	**(3,828)**	**n.m.**

1(a)(iii) Loss before income tax is determined after crediting/(charging):

	Group		Group	
	3 months ended		6 months ended	
	30 Sep 2014	30 Sep 2013	30 Sep 2014	30 Sep 2013
	US$'000	US$'000	US$'000	US$'000
Other income including interest income	155	9	150	34
Interest expense on borrowing	-	(39)	(16)	(66)
Other operating expenses includes:				
- Foreign exchange gain/(loss), net	-	807	-	(46)
- Gain/(loss) on disposal of property, plant and equipment	-	17	-	(114)
- Gain/(loss) on disposal of discontinued operations	-	-	254	-
- Profit/(loss) for discontinued operations, net of tax	-	(1,062)	255	(3,395)

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.

	Group		Company	
	30 Sep 2014	31 Mar 2014	30 Sep 2014	31 Mar 2014
	US$'000	US$'000	US$'000	US$'000
Non-current assets				
Property, plant and equipment	-	3	-	-
Investments in subsidiaries	-	-	-	-
	-	**3**	**-**	**-**
Current assets				
Other receivables and deposits	52	10	35	8
Prepayments	94	28	26	26
Amounts due from related parties	-	-	105	-
Cash and cash equivalents	5,717	2,511	5,717	2,510
	5,863	**2,549**	**5,883**	**2,544**
Current liabilities				
Accruals and other payables	2,227	5,044	2,167	4,474
Convertible bonds	39	477	39	477
Amounts due to shareholder	-	3,571	-	3,571
Scheme Creditors	6,723	-	6,723	-
	8,989	**9,092**	**8,929**	**8,522**
Net current assets/(liabilities)	**(3,126)**	**(6,543)**	**(3,046)**	**(5,978)**
Non-current liabilities				
Amounts due to shareholder	-	2,383	-	2,383
	-	**2,383**	**-**	**2,383**
Net assets	**(3,126)**	**(8,923)**	**(3,046)**	**(8,361)**

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. (Cont'd)

	Group		Company	
	30 Sep 2014	31 Mar 2014	30 Sep 2014	31 Mar 2014
	US$'000	US$'000	US$'000	US$'000
Equity				
Share capital	5,284	149,194	5,284	492,800
Accumulated losses	(7,502)	(179,815)	(7,422)	(523,917)
Foreign currency translation reserve	(908)	22,633	(908)	22,756
	(3,126)	(7,988)	(3,046)	(8,361)
Non-controlling interests	-	(935)	-	-
	(3,126)	**(8,923)**	**(3,046)**	**(8,361)**

1(b) (ii) In relation to the aggregate amount of the group's borrowings and debt securities, specify the following as at the end of the current financial period reported on with comparative figures as at the end of the immediately preceding financial year.

Amount repayable in one year or less, or on demand

As at 30 September 2014		As at 31 March 2014	
Secured	Unsecured	Secured	Unsecured
US$'000	US$'000	US$'000	US$'000
-	39	-	4,048

Amount repayable after one year

As at 30 September 2014		As at 31 March 2014	
Secured	Unsecured	Secured	Unsecured
US$'000	US$'000	US$'000	US$'000
-	-	-	2,383

Details of any collaterals

None of the borrowings and debts are secured by any collaterals.

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		Group	
	3 months ended		6 months ended	
	30 Sep 2014	30 Sep 2013	30 Sep 2014	30 Sep 2013
	US$'000	US$'000	US$'000	US$'000
Cash flows from operating activities:				
Gain/(Loss) before income tax	**88**	**(1,728)**	**193**	**(4,545)**
Adjustments for :-				
Depreciation of property, plant and equipment	-	107	-	303
Amortization of intangible assets	-	10	-	(90)
Reversal of Impairment Loss	-	-	-	(16)
Loss/(gain) on disposal of property, plant and equipment	-	12	3	143
Interest expense	-	39	16	66
Gain on sale of discontinued operations	-	-	(509)	-
Unrealized currency translation losses/(gains)	116	506	222	1,501
Operating cash flow before reinvestment in working capital	**204**	**(1,054)**	**(75)**	**(2,638)**
Decrease/(Increase) in inventories	-	69	-	(73)
Decrease/(Increase) in trade and other receivables	(33)	804	(94)	334
Decrease/(Increase) in due from related companies	-	(1,373)	-	(1,373)
Increase/(Decrease) in trade and other payables	(892)	(1,281)	(1,583)	124
Cash used in operations	**(721)**	**(2,835)**	**(1,752)**	**(3,626)**
Interest paid	-	-	-	-
Net cash used in operating activities	**(721)**	**(2,835)**	**(1,752)**	**(3,626)**
Cash flows from investing activities:				
Additions to intangible assets	-	(17)	-	(126)
Additions to property, plant and equipment	-	(32)	-	(45)
Proceeds from sales of property, plant and equipment	-	-	-	5
Net cash flow from disposal of subsidiaries	-	-	(1)	-
Net cash generated from investing activities	**-**	**(49)**	**(1)**	**(166)**
Cash flows from financing activities:				
Proceeds from issuance of bonds and shares	-	2,387	-	2,882
Proceeds from loan from a shareholder	-	-	25	-
Proceeds from rights issue	4,934	500	4,934	500
Net cash outflow arising from the deconsolidation of BME	-	(24)	-	(24)
Net cash generated from financing activities	**4,934**	**2,863**	**4,959**	**3,358**
Net increase / (decrease) in cash and cash equivalents	**4,213**	**(21)**	**3,206**	**(434)**
Cash and cash equivalents at beginning of the period	1,504	76	2,511	489
Cash and cash equivalents at end of the period	**5,717**	**55**	**5,717**	**55**

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 capitalization issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Attributable to equity holders of the parent								
6 months ended	**Share capital**	**Merger reserve**	**Capital Reserve**	**Share plan reserve**	**Accumulated losses**	**Foreign currency translation reserve**	**Total**	**Minority interests**	**Total equity**
The Group	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**
At 1 April 2014	**149,194**	**-**	**-**	**-**	**(179,815)**	**22,633**	**(7,988)**	**(935)**	**(8,923)**
Profit for the period	-	-	-	-	193	-	**193**	-	**193**
Foreign currency translation	-	-	-	-		(8)	**(8)**	-	**(8)**
Total comprehensive income/(loss) for the period	-	-	-	-	193	(8)	**185**	**-**	**185**
Issuance of ordinary shares - Conversion of ELN	440	-	-	-	-	-	**440**	-	**440**
Issuance of ordinary shares - Rights Issue	5,284	-	-	-	-	-	**5,284**		**5,284**
Capital Reduction	(493,240)	-	-	-	516,895	(23,655)	**-**	-	**-**
Change in reserves from disposal of discontinued operations	343,606	-	-	-	(344,775)	122	**(1,047)**	935	**(112)**
At 30 September 2014	**5,284**	**-**	**-**	**-**	**(7,502)**	**(908)**	**(3,126)**	**-**	**(3,126)**

	Share capital	**Merger reserve**	**Capital Reserve**	**Share plan reserve**	**Accumulated losses**	**Foreign currency translation reserve**	**Total**	**Minority interests**	**Total equity**
The Group	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**
At 1 April 2013	**141,936**	**24,102**	**-**	**18,519**	**(177,812)**	**7,561**	**14,306**	**(850)**	**13,456**
							-		
Loss for the period	-	-	-	-	(3,940)	-	**(3,940)**	(605)	**(4,545)**
Foreign currency translation	-	-	-	-	-	715	**715**	2	**717**
Total comprehensive income/(loss) for the period	-	-	-	-	(3,940)	715	**(3,225)**	**(603)**	**(3,828)**
Issuance of ordinary shares	1,247	-	-	-	-	-	**1,247**	-	1,247
Deconsolidation of BME							**-**	665	665
At 30 September 2013	**143,183**	**24,102**	**-**	**18,519**	**(181,752)**	**8,276**	**12,328**	**(788)**	**11,540**

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 capitalization issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year. (Cont'd)

	Attributable to equity holders of the parent								
3 months ended	**Share capital**	**Merger reserve**	**Capital Reserve**	**Share plan reserve**	**Accumulated losses**	**Foreign currency translation reserve**	**Total**	**Minority interests**	**Total equity**
The Group	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**
At 1 July 2014	**149,634**	**-**	**-**	**-**	**(180,759)**	**22,861**	**(8,264)**	**-**	**(8,264)**
Profit for the period	-	-	-	-	88	-	**88**	-	**88**
Foreign currency translation	-	-	-	-	-	(114)	**(114)**	-	**(114)**
Total comprehensive income/(loss) for the period	-	-	-	-	88	(114)	**(26)**	**-**	**(26)**
Issuance of ordinary shares - Rights Issue	5,284	-	-	-		-	**5,284**	-	**5,284**
Capital Reduction	(493,240)	-	-	-	516,895	(23,655)	**-**	-	**-**
Change in reserves from disposal of discontinued operations	343,606	-	-	-	(343,726)	-	**(120)**	-	**(120)**
At 30 September 2014	**5,284**	**-**	**-**	**-**	**(7,502)**	**(908)**	**(3,126)**	**-**	**(3,126)**

	Share capital	**Merger reserve**	**Capital Reserve**	**Share plan reserve**	**Accumulated losses**	**Foreign currency translation reserve**	**Total**	**Minority interests**	**Total equity**
The Group	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**
At 1 July 2013	**143,183**	**24,102**	**-**	**18,519**	**(180,337)**	**7,771**	**13,238**	**(1,142)**	**12,096**
							-		
Loss for the period	-	-	-	-	(1,415)	-	(1,415)	(313)	(1,728)
Foreign currency translation	-	-	-	-	-	505	505	2	507
Total comprehensive income/(loss) for the period	**-**	**-**	**-**	**-**	**(1,415)**	**505**	**(910)**	**(311)**	**(1,221)**
Issuance of ordinary shares	-	-	-	-	-	-	-	-	-
Deconsolidation of BME	-	-	-	-	-	-	-	665	665
At 30 September 2013	**143,183**	**24,102**	**-**	**18,519**	**(181,752)**	**8,276**	**12,328**	**(788)**	**11,540**

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 capitalization issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year. (Cont'd)

6 months ended	**Share Capital**	**Share plan reserve**	**Accumulated losses**	**Foreign currency translation reserve**	**Total**
The Company	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**
At 1 April 2014	**492,800**	**-**	**(523,917)**	**22,756**	**(8,361)**
Loss for the period	-	-	(400)	-	**(400)**
Foreign currency translation	-	-	-	(9)	**(9)**
Total comprehensive income/(loss) for the period	-	-	(400)	(9)	**(409)**
Issuance of ordinary shares - Conversion of ELN	440	-	-	-	**440**
Issuance of ordinary shares - Rights Issue	5,284	-	-	-	**5,284**
Capital Reduction	(493,240)	-	516,895	(23,655)	**-**
At 30 September 2014	**5,284**	**-**	**(7,422)**	**(908)**	**(3,046)**

	Share Capital	**Share plan reserve**	**Accumulated losses**	**Foreign currency translation reserve**	**Total**
The Company	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**
At 1 April 2013	**485,542**	**9,264**	**(412,544)**	**4,092**	**86,354**
Loss for the period	-	-	(1,081)	-	**(1,081)**
Foreign currency translation	-	-	-	(675)	**(675)**
Total comprehensive income/(loss) for the period	-	-	**(1,081)**	**(675)**	**(1,756)**
Issuance of ordinary shares :	**1,247**	**-**	**-**	**-**	**1,247**
At 30 September 2013	**486,789**	**9,264**	**(413,625)**	**3,417**	**85,845**

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 capitalization issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year. (Cont'd)

3 months ended	**Share Capital**	**Share plan reserve**	**Accumulated losses**	**Foreign currency translation reserve**	**Total**
The Company	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**
At 1 July 2014	**493,240**	**-**	**(524,298)**	**22,861**	**(8,197)**
Loss for the period	-	-	(19)	-	**(19)**
Foreign currency translation	-	-	-	(114)	**(114)**
Total comprehensive income/(loss) for the period	-	-	(19)	(114)	**(133)**
Issuance of ordinary shares - Rights Issue	5,284	-	-	-	**5,284**
Capital Reduction	(493,240)	-	516,895	(23,655)	**-**
At 30 September 2014	**5,284**	**-**	**(7,422)**	**(908)**	**(3,046)**

	Share Capital	**Share plan reserve**	**Accumulated losses**	**Foreign currency translation reserve**	**Total**
The Company	**US$'000**	**US$'000**	**US$'000**	**US$'000**	**US$'000**
At 1 July 2013	**486,789**	**9,264**	**(412,988)**	**3,248**	**86,313**
Loss for the period	-	-	(637)	-	**(637)**
Foreign currency translation	-	-	-	169	**169**
Total comprehensive income for the year	**-**	**-**	**(637)**	**169**	**(468)**
Issuance of ordinary shares :	-	-	-	-	-
At 30 September 2013	**486,789**	**9,264**	**(413,625)**	**3,417**	**85,845**

1(d)(ii) Details of any changes in the company's share capital arising from rights 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 asconsideration 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, 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.

A total number of 824,302,230 shares were issued during the second quarter Financial Year 2015 ending 30 September 2014. This issue of shares was from the Rights cum Warrants Issue which was completed on 29 August 2014.

Equity Linked Notes ("ELN")
Pursuant to the Equity Linked Redeemable Structured Convertible Notes due 2016.
There were no new issuance of ELN during Q2 FY2015.

As of 30 Sep 2014, a total amount of S$5,000,000 ELN had been issued and a total amount of S$4,950,000 of ELN had been converted into 5,678,858,490 shares. S$50,000 of ELN remains unconverted. Assuming the S$50,000 of unconverted ELN were converted into 5,681,818 ordinay shares, the total number of ordinary share outstanding would be 994,844,494 shares.

As at 31 March 2014, there were no warrants outstanding. However, as at 30 September 2014, there were 824,302,230 warrants arising from the recently completed Rights cum Warrants Issue.

1(d)(iii) To show the total 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.

As at 30 September 2014 and 31 March 2014, the Company did not hold any treasury shares. The total number of issued and paid-up shares of the Company as at 30 September 2014 was 989,162,676 and 31 March 2014 was 10,028,641,748.

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

Not applicable.

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

The figures have neither been audited nor reviewed by the Company's auditors.

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.

Except as disclosed in paragraph 5 below, the Group has applied the same accounting policies and methods of computation in the preparation of the financial statements for the current financial period ended 30 September 2014, consistent with those applied for the audited financial statements for the financial year ended 31 March 2014.

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.

There were no changes for the current financial period.

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

Earnings / (loss) per ordinary share of the group for the current financial period reported on and the immediate preceding financial period, after deducting any provision for preference dividends.

	Group		Group	
	3 months ended		6 months ended	
	30 Sep 2014	30 Sep 2013	30 Sep 2014	30 Sep 2013
Basic (US cents)	0.003	(0.05)	0.006	(0.12)
Diluted (US cents)	0.002	(0.05)	0.005	(0.12)
Weighted Average No of Shares ('000)	3,308,314	3,725,025	3,308,314	3,725,025

The outstanding shares that may be issued on conversion of convertible bonds have not been included in the calculation of diluted earnings / (loss) per share for the financial period ended 30 September 2013 because they were anti-dilutive.

However, outstanding warrants has been included in the calculation of diluted earnings / (loss) per share for the financial period ended 30 September 2014 due to dilution effect.

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	
	30 Sep 2014	31 Mar 2014	30 Sep 2014	31 Mar 2014
Net assets value per ordinary share (US cents)	(0.32)	(0.09)	(0.31)	(0.08)

Net asset value per ordinary share as at 30 September 2014 and 31 March 2014 are calculated based on the issued share capital of the Company of 989,162,676 shares and 10,028,641,748

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.

INCOME STATEMENT REVIEW

No revenue or cost of sales were recorded in the Q2 FY2015 as the company had sold the overseas subsidiaries. Revenue from the Company's new acquisition, Mojo Films Sdn.Bhd., were not included in the financial statements since the Group is still waiting for certain conditions precedent to be met.

Other operating income of US$155,000 for the 3 months ended 30 Sep 2014 and US$150,000 for the 6 months ended 30 Sep 2014 were mainly due to bad debt recovered.

No Research and Development costs and Selling expenses were incurred during the quarter and the 6 months ended 30 Sep 2014 since the subsidiaries with R&D expenses had been disposed.

Administrative expenses had been reduced from US$608,000 (Q2 FY2014) to US$67,000 (Q2 FY2015) for the 3 months ended 30 Sep 2014 and from US$1.05 million (Q2 FY2014) to US$0.45 million (Q2 FY2015) for the 6 months ended 30 Sep 2014. This is mainly due to reversal of the past years Directors Fees.

There were no minority interest for the quarter as the Group has disposed and deconsolidated Transcu Green Fuel Pte Ltd, which was owned 40% by unrelated parties.

BALANCE SHEET REVIEW

Total Current assets for the Group increased from US$2.55 million (FY2014) to US$5.86 million (Q2 FY2015) mainly due to the proceeds from the Rights Issue cum Warrants exercise which was completed on 29 August 2014.

Despite the reduction in payables to Directors, total current liabilities for the Group decreased slightly from US$9.09 million (FY2014) to US$8.99 million (Q2 FY2015) due to additional accrual of RTO related expenses.

The capital reduction exercise has resulted in a foreign exchange translation movement of S$23.66 million due to the foreign exchange rate fluctuation between USD and SGD from Year 2008 (approx USD/SGD 1.5) and Year 2014 (approx USD/SGD 1.25).

CASH FLOW STATEMENT REVIEW

Net cash used in operating activities was approximately US$0.72 million for the 3 months ended 30 Sep 2014 as compared to net cash used in operating activies of US$2.84 million in prior year.

There were no additions to fixed assets since the Group focused on minimising operating expenses and restructuring the business.

USE OF PROCEEDS - EQUITY LINKED NOTE ISSUES

The Company had on 20 August 2013 announced the proposed issue of 1% unsecured equity linked redeemable structured notes due on 2016 ("ELN") by the company to Advance Opportunities Fund ("AOF"). The ELN was approved by shareholders at an extraordinary general meeting on 20 November 2013. The ELN will be issued in 3 separate tranches totaling $50 million. As at 30 September 2014, five sub-tranches totaling S$5 million has been issued.

	S$'000
Proceeds from Equity Linked Notes	**5,000**
Use of Proceeds	
Listed Company operating expenses	1,721
RTO transaction expenses	312
Payment of overdue invoices	1,370
TTIe operating costs and past due payments	243
Fee related to ELN financing	400
Total Payments	4,046
Net Balance to be disbursed	954
Approximate Value in US$'000	748

USE OF PROCEEDS - RIGHT ISSUES

The Company had on 29 August 2014 completed the Renounceable Non-Underwritten Rights cum Warrants Issue exercise. A total of 824,302,230 Rights Shares were issued. Each Rights Share was issued at an issue price of S$ 0.008.

	S$'000
Proceeds from Rights Issue	**6,594**
Use of Proceeds	
Right transaction expenses	303
Total Payments	303
Net Balance to be disbursed	6,291
Approximate Value in US$'000	4,934

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

Not applicable.

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.

As announced on 3 December 2013, the Company was placed on the watch-list by SGX due to more than three consecutive years of losses and a market capitalization below S$40 million. The Company is currently undergoing a series of corporate restructuring actions to satisfy the requirements for an application for removal from the watch list. Any such action involves uncertainty regarding the Company's future.

The Company had entered into a conditional share purchase agreement on 16 April 2014 to acquire the entire issued and paid up share capital of Straits Construction Group Pte Ltd ("the Proposed Acquisition"). The Proposed Acquisition will result in a "Very Substantial Acquisition or Reverse Takeover" of the Company as defined in Chapter 1015 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST") and is subject to, inter alia, the approval of the SGX-ST and the approval of the shareholders of the Company (the "Shareholders") at an extraordinary general meeting (the "EGM") to be convened.

On 31 July 2014, the Company had successfully obtained the sanction of the High Court for the proposed Creditors' Scheme. The proposed Creditors' Scheme is subject to a number of conditions precedent being fulfilled. The Company is working on the Circular in relation to this proposed Creditors' Scheme. The Company shall, in due course, convene an Extraordinary General Meeting to obtain the requisite shareholders' approval. The proposed Creditors' Scheme, upon completion, will enable the Company to move towards a positive net asset position.

The Company also completed the Capital Reduction on the 22 September 2014. The issued and paid up share capital of the Company after the Capital Reduction is S$6,594,419.84 comprising 989,162,676 ordinary shares.

11. Dividend

a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on? None.

Name of Dividend :	Not applicable.
Dividend Type :	Not applicable.
Dividend Amount per share :	Not applicable.
Number of Shares :	Not applicable.
Tax Rate :	Not applicable.

b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year? None.

Name of Dividend :	Not applicable.
Dividend Type :	Not applicable.
Dividend Amount per share :	Not applicable.
Number of Shares :	Not applicable.
Tax Rate :	Not applicable.

c) Date payable

Not applicable.

d) Books closure date

Not applicable.

12. If no dividend has been declared (recommended), a statement to that effect.

No dividend has been declared or recommended.

13. If the Group has obtained a general mandate from shareholders for IPTs, 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.

As the Group does not have any interested person transactions ("IPT") pursuant to Rule 920 (1)(a)(ii) of the Listing Manual of the Singapore Exchange Securities Trading Limited, no general mandate is required for such purpose.

14. Negative confirmation pursuant to Rule 705(5). (Not required for announcement on full year results)

Confirmation by the Board Pursuant to Rule 705(5) of the Listing Manual

We, Mr Koo Ah Seang and Mr Geoffrey Ng Ching Fung, being directors of OLS Enterprise Ltd (the "Company"), do hereby confirm on behalf of the directors of the Company that, to the best of our knowledge, nothing has come to the attention of the board of directors of the Company which may render the financial statements of the Company and its subsidiaries for the financial period ended 30 September 2014 to be false or misleading in any material aspect.

On behalf of the Board of Directors

Koo Ah Seang
Executive Chairman

Geoffrey Ng Ching Fung
Director

Singapore
12 November 2014