OLS ENTERPRISE LTD.

(incorporated in the Republic of Singapore on 24 July 1968)
(Company Registration Number: 196800320E)
(the "**Company**")

APPLICATION FOR THE WAIVER OF DISCLOSURE REQUIREMENTS UNDER RULES 1015(1)(A)(II) AND 1015(4)(A) OF SECTION B OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE "SGX-ST") LISTING MANUAL (THE "CATALIST RULES") IN RELATION TO THE ACQUISITION BY THE COMPANY OF SHARES IN MALAYSIAN PHOSPHATE ADDITIVES SDN BHD

Unless otherwise defined herein, all capitalised terms and references used herein shall bear the same meanings ascribed to them in the Company's announcements dated 3 August 2015 and 30 May 2016.

1. INTRODUCTION

The Board of the OLS Enterprise Ltd. (the "**Company**", and together with its subsidiaries, the "**OLS Group**") refers to the Company's announcements on 3 August 2015 and 30 May 2016 (the "**Announcements**") in relation to the entry by the Company into a Share Purchase Agreement dated 30 July 2015 and a Supplemental Agreement dated 30 May 2016 with the Vendors in relation to the Proposed Acquisition.

Further to the Announcements, the Board wishes to announce that UOB Kay Hian Private Limited (the "**Financial Adviser**") had on 2 June 2016, on behalf of the Company, submitted an application to the SGX-ST through the sponsor of the Company, Provenance Capital Pte. Ltd., to seek a waiver from compliance with the disclosure of the pro forma financial information of the enlarged group, which would comprise the OLS Group as well as the MPA Group ("**Enlarged Group**"), as required pursuant to Rules 1015(1)(a)(ii) and 1015(4)(a) of the Catalist Rules ("**Waiver**").

2. THE WAIVER

The Board is pleased to announce that the SGX-ST has, by way of a letter dated 24 June 2016 to the Financial Adviser, advised that it has no objection to the Company's application for the Waiver, subject to the following conditions:

(a) the Company announcing the Waiver granted, stating the reasons for seeking the Waiver as required under Rule 106 of the Catalist Rules, and that the Company and/or its Board of Directors are not aware of any other material information in respect of the Company and the Proposed Acquisition which was not formerly disclosed to the investors;

(b) the disclosure of the Waiver granted and bases for seeking the waiver in the circular to shareholders; and

(c) submission of a written confirmation from the Company that the waiver does not contravene any laws and regulations governing the Company and the articles of association of the Company.

3. REASONS FOR SEEKING THE WAIVER

The bases for the Company's application are as follows:

(a) it is a term of the Share Purchase Agreement that the Company shall concurrently upon Completion, undertake a restructuring exercise to dispose of all of its existing business ("**Existing Company Business**"), such that the Company's business will comprise wholly of the business that will be carried on by the MPA Group.

In addition, the approval of the board of directors and the Shareholders for the resolution in relation to the disposal of the Existing Company Business ("**Existing Business Disposal**") is one of the conditions precedent for the Completion. The approval of the resolution in relation to the Existing Business Disposal shall be conditional upon the resolution in relation to the Proposed Acquisition being approved by the Shareholders at the EGM.

As such, the operations and financial position of the existing OLS Group are not relevant to, and will not form part of, the operations and financial position of the listed group after the Completion. Upon completion of the Proposed Acquisition and the Existing Business Disposal, the Company's business and assets are envisaged to comprise only the business and assets of the MPA Group;

(b) as it is intended that the Existing Business Disposal shall take place as soon as practicable following the Completion, and the Company's business thereafter will comprise in substance wholly that of the MPA Group, the Company believes that it would be reasonable for the Shareholders to only consider the business of the MPA Group moving forward instead of the existing OLS Group. The audited financial information of the MPA Group for the latest three financial years and unaudited financial information for any interim financial period (if applicable), will be prepared in accordance with the International Financial Reporting Standards for inclusion in the Circular in accordance with the requirements of the Catalist Rules.

Accordingly, the Company believes that it would not be meaningful to the Shareholders, in arriving at their decision on whether or not to approve the Proposed Acquisition, to consider the pro forma financial information of the Enlarged Group which would comprise the existing business of the OLS Group. The inclusion of the financial information of the OLS Group will present unwanted distortions as they represent the existing business of the OLS Group which will be disposed of concurrently upon Completion.

The Company is of the view that the cost of preparation and reporting the pro forma financial information on the Enlarged Group outweighs the benefits to its Shareholders as the audited financial information of the MPA Group would adequately reflect the economic substance of the Company's business upon completion of the Proposed Acquisition and the Existing Business Disposal, and accordingly, the exclusion of the pro forma financial information of the Enlarged Group would not be prejudicial to the Shareholders; and

(c) Shareholders would already be familiar with the historical financial performance and position of the existing OLS Group and could refer to the OLS Group's annual reports and periodic financial results announcements. Furthermore, combining the financial information of the existing OLS Group with the financial information of the MPA Group

to arrive at the pro forma financial information of the Enlarged Group will be purely theoretical and illustrative in nature, and will not be reflective of the economic substance of the Company's business upon completion of the Proposed Acquisition and the Existing Business Disposal.

4. RESPONSIBILITY STATEMENT

The Directors confirm that they are not aware of any other material information in respect of the Company and the Proposed Acquisition which was not formerly disclosed to the investors.

The Directors (including those who may have delegated detailed supervision of the preparation of this announcement) collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and opinions expressed herein are fair and accurate in all material respects as at the date hereof, and that the Directors are not aware of any material facts the omission of which would make any statement in this announcement misleading.

5. CAUTION IN TRADING

Shareholders are advised to exercise caution in trading their Shares as the Proposed Acquisition is subject to numerous conditions and there is no certainty or assurance as at the date of this announcement that the Proposed Acquisition will be completed. The Company will make the necessary announcements when there are further developments on the Proposed Acquisition and Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD
OLS ENTERPRISE LTD.

Koo Ah Seang
Executive Chairman
27 June 2016

---

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Provenance Capital Pte. Ltd. ("**Sponsor**"), for compliance with the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist. The Sponsor has not independently 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 Wong Bee Eng, Chief Executive Officer, at 96 Robinson Road, #13-01, SIF Building, Singapore 068899.

Telephone: (65) 6227 1580 Email: wongbe@provenancecapital.com