

Unaudited First Quarter Financial Statement and Dividend Announcement for the year ended 30 June 2016

Part 1 INFORMATION REQUIRED FOR QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR ANNOUNCEMENTS

1(a) 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 immediate preceding financial year.

	Note	GROUP		
		3 months ended		
		30 Jun 2016 S\$'000	30 Jun 2015 S\$'000	Increase/ (Decrease)
Revenue	a	705	433	62.8%
Cost of sales		(532)	(289)	84.1%
Gross profit		<u>173</u>	<u>143</u>	
Other income - net	b	27	253	(89.3%)
Expenses				
- Administrative	c	(496)	(318)	56.0%
- Interest income		11	4	175.0%
(Loss) / profit before taxation		<u>(285)</u>	<u>83</u>	
Taxation		(9)	(5)	80.0%
(Loss) / profit from continuing operations		<u>(294)</u>	<u>78</u>	
Other comprehensive (loss) / profit, net of tax:				
- Currency translation arising from consolidation		40	(16)	n.m.
Total comprehensive (loss) / profit		<u>(254)</u>	<u>62</u>	
Total comprehensive (loss) / profit attributable to:				
Equity holders of the Company		(271)	64	n.m.
Non-controlling interests		17	(2)	n.m.
		<u>(254)</u>	<u>62</u>	
<u>(Loss) / profit before income tax is determined after crediting / (charging):</u>				
Other income		27	253	(89.3%)
Interest income		11	4	175.0%
Other operating expenses includes:				
- Foreign exchange gain / (loss), net		30	(16)	n.m.

For Notes (a) to (c) above, please refer to item 8 – Review of the performance of the Group.

(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	
		30 Jun	31 Mar	30 Jun	31 Mar
		2016	2016	2016	2016
		S\$'000	S\$'000	S\$'000	S\$'000
ASSETS					
Non-current assets					
Property, plant and equipment		124	124	-	-
Investments in subsidiary		-	-	477	77
Investments in associate company	d	96	-	-	-
		<u>220</u>	<u>124</u>	<u>477</u>	<u>77</u>
Current assets					
Trade and other receivables		718	678	4	2
Prepayments		88	103	67	85
Deferred share issue expenses	e	951	797	951	797
Work in progress		450	487	-	-
Amount due from subsidiary		-	-	-	255
Cash and cash equivalents	f	4,141	4,906	3,929	4,631
		<u>6,348</u>	<u>6,971</u>	<u>4,951</u>	<u>5,770</u>
Current liabilities					
Trade and other payables		1,685	1,920	739	1,027
Equity-Linked Notes (ELN)	g	550	1,050	550	1,050
Income tax payable		8	4	-	-
Amounts due to subsidiary		-	-	130	-
Advance billing		270	308	-	-
Finance lease liabilities		9	12	-	-
		<u>2,522</u>	<u>3,294</u>	<u>1,419</u>	<u>2,077</u>
Net current assets		<u>3,826</u>	<u>3,677</u>	<u>3,532</u>	<u>3,693</u>
Non-current liabilities					
Finance lease liabilities		41	42	-	-
		<u>41</u>	<u>42</u>	<u>-</u>	<u>-</u>
Net assets		<u>4,005</u>	<u>3,759</u>	<u>4,009</u>	<u>3,770</u>
Equity					
Share capital		14,976	14,476	14,976	14,476
Accumulated losses		(11,111)	(10,800)	(10,967)	(10,706)
Foreign currency translation reserve		(49)	(89)	-	-
		<u>3,816</u>	<u>3,587</u>	<u>4,009</u>	<u>3,770</u>
Non-controlling interests		189	172	-	-
		<u>4,005</u>	<u>3,759</u>	<u>4,009</u>	<u>3,770</u>

For Notes (d) to (g) above, please refer to item 8 – Review of the performance of the Group.

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

Amount repayable in one year or less, or on demand

As at 30 Jun 2016		As at 31 Mar 2016	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
9	Nil	12	Nil

Amount repayable after one year

As at 30 Jun 2016		As at 31 Mar 2016	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
41	Nil	42	Nil

Details of any collateral

The Group's borrowings are secured by the motor vehicle (multi-purpose vehicle) purchased by an operating subsidiary under hire purchase arrangement during FY2016.

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

	Group	
	3 months ended	
	30 JUN 2016	30 JUN 2015
	S\$'000	S\$'000
Cash flows used in operating activities:		
(Loss) / profit before tax for the period	(285)	83
Adjustments for :-		
Depreciation of property, plant and equipment	9	7
Interest expenses	1	-
Interest income	(11)	(4)
Unrealised currency translation gains	45	(65)
Operating cash flow before working capital changes, net of effects from acquisition of a subsidiary:	(241)	21
Increase in trade and other receivables	(25)	(237)
Decrease in trade and other payables	(122)	(2,201)
Increase in deferred share issue expenses	(267)	-
Decrease in work in progress	37	-
Decrease in advance billing	(38)	-
Cash used in operations	(656)	(2,417)
Interest income	11	4
Interest paid	(1)	-
Income tax paid	(5)	-
Net cash used in operating activities	(651)	(2,413)
Cash flows used in investing activities:		
Additions to property, plant and equipment	(14)	(4)
Investment in associated company	(96)	-
Net cash inflow from subsidiary corporations	-	43
Net cash used in investing activities	(110)	39
Cash flows from financing activities:		
Repayment of finance lease liabilities	(4)	-
Net cash used in financing activities	(4)	-
Net (decrease) / increase in cash and cash equivalents	(765)	(2,374)
Beginning of the financial period	4,906	7,859
End of financial period	<u>4,141</u>	<u>5,485</u>

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

<u>3 months ended</u>	Attributable to equity holders of the parent				Non-controlling interests	Total equity
	Share capital	Accumulated losses	Foreign currency translation reserve	Total		
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
The Group						
At 1 April 2016	14,476	(10,800)	(89)	3,587	172	3,759
Loss for the period	-	(311)	-	(311)	17	(294)
Foreign currency translation	-	-	40	40	-	40
Total comprehensive (loss) / income for the period	-	(311)	40	(271)	17	(254)
Issuance of ordinary shares - Conversion of ELN	500	-	-	500	-	500
At 30 June 2016	14,976	(11,111)	(49)	3,816	189	4,005
	Share capital	Accumulated losses	Foreign currency translation reserve	Total	Non-controlling interests	Total equity
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
The Group						
At 1 April 2015	7,618	(9,914)	(58)	(2,354)	155	(2,199)
Profit for the period	-	72	-	72	6	78
Currency translation	-	-	(8)	(8)	(8)	(16)
Total comprehensive income / (loss) for the period	-	72	(8)	64	(2)	62
Issuance of ordinary shares - Scheme Shares	6,858	-	-	6,858	-	6,858
At 30 June 2015	14,476	(9,842)	(66)	4,568	153	4,721

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

<u>3 months ended</u>	Share Capital	Accumulated losses	Foreign currency translation reserve	Total
<u>The Company</u>	<u>S\$'000</u>	<u>S\$'000</u>	<u>S\$'000</u>	<u>S\$'000</u>
At 1 April 2016	14,476	(10,706)	-	3,770
Loss for the period	-	(260)	-	(260)
Total comprehensive loss for the period	-	(260)	-	(260)
Issuance of ordinary shares - Conversion of ELN	500	-	-	500
At 30 June 2016	14,976	(10,967)	-	4,009
	Share Capital	Accumulated losses	Foreign currency translation reserve	Total
<u>The Company</u>	<u>S\$'000</u>	<u>S\$'000</u>	<u>S\$'000</u>	<u>S\$'000</u>
At 1 April 2015	7,618	(9,752)	-	(2,134)
Profit for the period	-	69	-	69
Total comprehensive income for the period	-	69	-	69
Issuance of ordinary shares - Scheme Shares	6,858	-	-	6,858
At 30 June 2015	14,476	(9,683)	-	4,793

- (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 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, 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.**

104,166,666 shares were issued in the first quarter for the financial year ending 31 March 2017. Detail of the shares issued as follows:

Date	Conversion	Amount (S\$'000)	Share Price	Shares Issued
17 May 2016	ELN	500,000	0.0048	104,166,666

As of 30 June 2016, Equity-Linked Notes ("ELN") of S\$7,000,000 have been issued of which S\$6,450,000 had been converted into 309,350,007 shares.

The total number of ordinary shares upon conversion of the remaining ELN of S\$550,000 is not determinable at this point in time since the conversion price for the ELN has not been fixed.

As at 30 June 2016, there were 821,647,064 outstanding warrants arising from the Rights cum Warrants Issue which was completed in Q2 FY2015.

The Company has no treasury shares held in issue.

- (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.**

	<u>30-Jun-16</u>	<u>31-Mar-16</u>
Total number of issued shares	<u>2,070,843,565</u>	<u>1,966,676,899</u>

- (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 not been audited or reviewed by the Company's auditors.

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

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 June 2016, consistent with those applied for the audited financial statements for the financial year ended 31 March 2016.

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:-

	1Q FY2017	1Q FY2016
(Loss) / Earnings from continuing operations attributable to equity holders of the Company (S\$'000)	(311)	78
(LPS) / EPS (S\$ cents per share) - weighted ave no of shares	(0.015)	0.005
(LPS) / EPS (S\$ cents per share) - fully diluted	(0.015)	0.005
Weighted ave no of shares ('000)	2,017,043	1,580,457
Fully diluted ('000)	2,017,043	1,592,720
Total number of shares in issue ('000)	2,070,844	1,966,677

The outstanding shares that may be issued on conversion of ELN have not been included in the calculation of diluted loss or earnings per share for the financial period ended 30 June 2016 as the number of shares upon the conversion of the ELN is not determinable at this point in time since the conversion price for the ELN has not been fixed.

The warrant exercise price is greater than the Group's current share price. As such, there will be no dilution effect to be considered.

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-Jun-16	31-Mar-16	30-Jun-16	31-Mar-16
Net asset value per ordinary share (in S\$ cents):	0.18	0.18	0.19	0.19
Issued ordinary share (in '000):	2,070,844	1,966,677	2,070,844	1,966,677

- 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

Notes:

- a. For the first quarter ended 30 June 2016 ("Q1FY2017"), the Group's revenue increased by S\$272,000 from S\$433,000 in the first quarter ended 30 June 2015 ("Q1FY2016") to S\$705,000 mainly due to an increase in the completion of film production during the period. The Group made a gross profit of S\$173,000 in Q1FY2017, as compared to S\$143,000 in Q1FY2016.

Gross profit margin for Q1FY2017 and Q1FY2016 were 24.54% and 33.03% respectively. The gross profit margin decreased mainly due to increase in film production costs.

- b. Other income decreased from S\$253,000 (Q1FY2016) to S\$27,000 (Q1FY2017). Other income reported in Q1FY2016 was higher mainly due to bad debt recovered during Q1FY2016.

- c. Administrative expenses increased from S\$318,000 (Q1FY2016) to S\$496,000 (Q1FY2017) generally due to increase in professional fees and miscellaneous operating expenses.

As a result, the Group reported a total comprehensive loss of S\$254,000 in Q1FY2017, as compared to a total comprehensive profit of S\$62,000 in Q1FY2016.

BALANCE SHEET REVIEW

Notes:

- d. Investments in associate company of S\$96,000 refers to the share investment in Mojo Film Co., Ltd. (Thailand) during Q1FY2017.

- e. Deferred share issue expenses was S\$951,000 in Q1FY2017 as compared to S\$797,000 in Q1FY2016 mainly due to increase in professional fees incurred in relation to the current ongoing reverse take-over ("RTO") project.

- f. Decrease in cash and cash equivalent from S\$4.9 million (FY2016) to S\$4.1 million (Q1FY2017) mainly due to cash used for operating activities of the Group.

- g. ELN outstanding decreased from S\$1.05 million (FY2016) to S\$0.55 million (Q1FY2017) mainly due to the conversion of S\$0.5 million of the ELN into 104,166,666 shares in Q1FY2017.

CASH FLOW STATEMENT REVIEW

For the 3 months period ended 30 June 2016, the Group reported a net decrease in cash and cash equivalents mainly due to net cash used in operating activities in Q1FY2017.

USE OF PROCEEDS – EQUITY-LINKED NOTES

The Company had on 20 August 2013 announced the proposed issuance of 1% unsecured equity-linked redeemable structured notes due in December 2016 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.

On 23 September 2015, the Company has issued the seventh sub-tranche of the Tranche 1 note with a principal amount of S\$1 million.

	S\$'000
Proceeds from the 7th sub-tranche of the Tranche 1 ELN	1,000
Balance as at 31 March 2016	950
<u>Use of proceeds</u>	
ELN expenses	23
Total payments	23
Balance as at 30 June 2016	927

USE OF PROCEEDS – RIGHTS ISSUE

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	
Balance as at 31 March 2016	2,137
<u>Use of proceeds</u>	
Operating expenses	465
RTO expenses	258
Total payments	723
Balance as at 30 June 2016	1,414

- 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.**

The Group is not aware of any significant trend or known factors that may affect the Group in the next reporting period and the next 12 months. In matters relating to the RTO, the Group will make the necessary announcements where appropriate.

11 If a decision regarding dividend has been made:-

(a) Whether an interim (final) ordinary dividend has been declared (recommended); and

None.

(b) (i) Amount per share cents

Not applicable.

(b) (ii) Previous corresponding period cents

Not applicable.

(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated).

Not applicable.

(d) The date the dividend is payable.

Not applicable.

(e) The date on which Registrable Transfers received by the company (up to 5.00 pm) will be registered before entitlements to the dividend are determined.

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)

We, Mr Koo Ah Seang and Mr Chong Chee Hoong, 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 June 2016 to be false or misleading in any material aspect.

15 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).

The Company has procured undertakings from all its directors (in the format set out in Appendix 7H of the Catalist Rules) under Rule 720(1) of the Catalist Rules. As at the date of this announcement, the Group has no other executive officers (excluding directors).

BY ORDER OF THE BOARD

Koo Ah Seang
Executive Chairman

Chong Chee Hoong
Director

3 August 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.

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