
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Omnibridge Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Omnibridge Holdings Limited

中安控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8462)

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

AND

PROPOSED RE-ELECTION OF DIRECTORS

AND

NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of this cover page and the insider cover page of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the AGM to be held at 298 Tiong Bahru Road, # 12-03 Central Plaza, Singapore 168730 on Thursday, 27 June 2024 at 10 a.m. or any adjourned meeting hereof to approve matters referred to in this circular is set out on pages 15 to 20 of this circular. A form of proxy for use by the Shareholders in connection with the AGM is enclosed with this circular. If you are not able to attend the AGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or its adjournment if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

This circular will remain on the website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page for at least seven days from the date of its posting. This circular will also be published and remains on the website of the Company at www.omnibridge.com.hk.

27 May 2024

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:

“AGM”	the annual general meeting of the Company to be held at 298 Tiong Bahru Road, # 12-03 Central Plaza, Singapore 168730 on Thursday, 27 June 2024 at 10 a.m. or any adjournment thereof
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	Omnibridge Holdings Limited (中安控股集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on GEM (stock code: 8462)
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all power, to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the relevant resolution granting such mandate (such mandate to be extended by the number of Shares repurchased by the Company pursuant to the Repurchase Mandate)

DEFINITIONS

“Latest Practicable Date”	24 May 2024, being the latest practicable date for ascertaining certain information prior to the printing of this circular
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“S\$”	Singapore dollars, the lawful currency of Singapore
“Takeovers Code”	the Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD

Omnibridge Holdings Limited

中安控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8462)

Executive Directors:

Mr. CHEW Chee Kian (*Chairman*)

Ms. YONG Yuet Han

Independent non-executive Directors:

Mr. LIN Michael Daoji

Mr. ONG Kian Guan

Mr. TYE Heng Seng Frederick

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Suite 506, 5/F,

Admiralty Centre, Tower 2,

18 Harcourt Road,

Admiralty,

Hong Kong

27 May 2024

To the Shareholders

Dear Sirs,

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

AND

PROPOSED RE-ELECTION OF DIRECTORS

AND

NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Directors will propose at the AGM the resolutions for, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, and (iii) the proposed re-election of the Directors.

LETTER FROM THE BOARD

The purpose of this circular is to give you notice of the AGM and provide you with the information regarding the resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

ISSUE MANDATE

Given that the existing general mandate granted to the Directors to allot, issue and deal with Shares pursuant to the annual general meeting of the Company held on 27 June 2023 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Issue Mandate and based on 600,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to allot, issue and deal with up to a total of 120,000,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the AGM. The Issue Mandate will end at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REPURCHASE MANDATE

Given that the existing general mandate granted to the Directors to repurchase Shares pursuant to the annual general meeting of the Company held on 27 June 2023 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 600,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed to repurchase a maximum of 60,000,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted, will end at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting is required to be held by the articles of association of the Company or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

As at the date of this circular, the executive Directors are Mr. CHEW Chee Kian and Ms. YONG Yuet Han; and the independent non-executive Directors are Mr. LIN Michael Daoji, Mr. ONG Kian Guan and Mr. TYE Heng Seng Frederick.

Article 84(1) of the articles of association of the Company provides that at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Pursuant to the above, Ms. YONG Yuet Han and Mr. ONG Kian Guan are retiring and being eligible, offer themselves for re-election at the AGM pursuant to Article 84 of the articles of association of the Company.

Article 83(3) of the articles of association of the Company provides that, any Director appointed by the Board to fill a casual vacancy on the Board or as an additional to the existing Board shall hold office until the first general meeting of the Company after the appointment and be subject to re-election at such meeting. Mr. TYE Heng Seng Frederick, who was appointed as an independent non-executive Director on 24 May 2024, shall hold office only until the AGM in accordance with Article 83(3) of the Articles of Association. Mr. Lin, being eligible, offers himself for re-election at the AGM.

Article 85 of the articles of association of the Company provides that no person other than a retiring Director shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director, signed by a Shareholder (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given, and a notice in writing signed by that person of his willingness to be elected shall have been lodged with the Company. The minimum length of the period during which such notices are given shall be at least seven days and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such meeting. Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, notice of his intention to propose such person for election as a Director and the notice executed by the nominee of his willingness to be elected must be validly served at the principal place of business of the Company in Hong Kong at Suite 506, 5/F, Admiralty Centre, Tower 2, 18 Harcourt Road, Admiralty, Hong Kong on or before 4 p.m. on 20 June 2024. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the publication of the notice of the AGM, the Company will publish an announcement to inform Shareholders of the biographical details of the additional candidate proposed.

LETTER FROM THE BOARD

The biographical details of each of the retiring Directors to be re-elected at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the GEM Listing Rules.

AGM

The Company will convene the AGM at 10 a.m. on Thursday, 27 June 2024 at 298 Tiong Bahru Road, # 12-03 Central Plaza, Singapore 168730, at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, (iii) the re-election of Directors, and (iv) the Proposed Amendments and the proposed adoption of the New M&A. The notice convening the AGM is set out on pages 15 to 20 of this circular.

A form of proxy for use in connection with the AGM is enclosed with this circular. If you are not able to attend the AGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or its adjournment should you so wish. If you attend and vote at the AGM, the authority of the proxy will be revoked.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, pursuant to Article 66(1) of the articles of association of the Company, all resolutions to be proposed at the AGM and contained in the notice of the AGM will be voted by way of a poll by the Shareholders. The results of the poll will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.omnibridge.com.hk as soon as possible after the conclusion of the AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024, both days inclusive. During this period, no transfer of Shares will be registered. In order to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4 p.m. on Friday, 21 June 2024.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular inaccurate or misleading.

RECOMMENDATION

The Board considers that (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchased Mandate, (iii) the re-election of Directors, and (iv) the Proposed Amendments and the proposed adoption of the New M&A, in each case as described in this circular, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the notice of the AGM on pages 15 to 20 of this circular.

COMPETING INTERESTS

To the best knowledge of the Directors, none of the Directors or the controlling Shareholders (as defined in the GEM Listing Rules), nor any of their respective close associates (as defined in the GEM Listing Rules), had any interest as at the Latest Practicable Date that competes or may compete with the business of the Group, which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules.

Yours faithfully,
By Order of the Board
Omnibridge Holdings Limited
CHEW Chee Kian
Chairman

The following are the biographical details of the Directors who will retire as required by the articles of association of the Company and the GEM Listing Rules and are proposed to be re-elected at the AGM.

Ms. YONG Yuet Han

Ms. YONG Yuet Han (熊悦涵), aged 44, is an executive Director appointed on 8 August 2016, and was last re-elected as an executive Director on 24 June 2022. She joined the Group in August 2009. She is the spouse of Mr. CHEW Chee Kian, an executive Director and a controlling Shareholder. She is responsible for the overall business development, strategic planning and major decision-making of the Group.

Ms. Yong has over 20 years of experience in human resources outsourcing and recruitment industry. She was an assistant manager of Recruit Express Pte Ltd, which is a recruitment firm, in or about June 2000 to August 2005, and she was responsible for providing recruitment services to corporate clients in information communication and technology sector. She was a regional business development manager of IQPC Worldwide Pte Ltd, which mainly organises worldwide conferences, in or about April 2005 to June 2007, and she was responsible for regional business development. She was a principal consultant of Pentasia iGaming Recruitment, which mainly provides recruitment consultancy services, from January 2007 to July 2009, and she was responsible for development business relationship and strategic planning.

Ms. Yong graduated from Ngee Ann Polytechnic (Singapore) with a diploma degree in building and real estate management in August 2000.

Ms. Yong has not entered into any service contract in relation to her directorship with the Company, nor been appointed for specific terms, but will be subject to retirement by rotation and re-election in accordance with the Articles of Association and the GEM Listing Rules. Ms. Yong is entitled to an annual salaries of S\$168,300 and an annual director's fee of HK\$200,000 (and a discretionary management bonus as recommended by the Remuneration Committee and as approved by the Board). Her emolument was determined by the Board by reference to her experience, responsibilities and duties within the Company and shall be reviewed annually by the Remuneration Committee.

Mr. ONG Kian Guan

Mr. Ong Kian Guan (王建源), aged 56, was appointed as an independent non-executive Director on 15 December 2020 and was last re-elected as an independent non-executive Director on 17 May 2021.

Mr. Ong is currently the Managing Partner and Head of Capital Market in Baker Tilly TFW LLP, one of the 10 largest accountancy and business advisory firms in Singapore. He has more than 28 years of professional experiences in financial audits of multinational corporations and public listed companies in diverse industries, initial public offerings advisory, financial due diligence and outsourced internal audit assignments. He is also currently an independent non-executive director of Eindec Corporation Limited and China XLX Fertiliser Ltd., which are listed on Singapore Exchange and Hong Kong Stock Exchange, (stock code: 1866) respectively. Mr. Ong was an independent non-executive director of MaxWin

International Holdings Limited (formerly known as IAG Holdings Limited) (stock code: 8513) and RMH Holdings Limited (stock code: 8437), both listed on the Hong Kong Stock Exchange, until 30 April 2020 and 24 September 2021 respectively.

Mr. Ong graduated from the Nanyang Technological University, Singapore in May 1992 with a Bachelor's degree in Accountancy. He has been practising as a public accountant in Singapore since May 2005 and is a fellow member of the Institute of Certified Public Accountants of Singapore since January 2010 and Certified Public Accountants of Australia since June 2020.

Mr. Ong has entered into a letter of appointment with the Company for a term of one year commencing from 15 December 2020 and renewable automatically for successive terms of one year unless terminated in accordance with the letter of appointment. Mr. Ong is presently entitled to an annual director's fee of HK\$200,000. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company and shall be reviewed annually by the Remuneration Committee.

Mr. TYE Heng Seng Frederick

Mr. TYE Heng Seng Frederick, aged 34, was appointed as an independent non-executive Director on 24 May 2024.

Mr. Tye has a diverse background in finance and logistics. Mr. Tye worked as an analyst in Blue Edge Advisors Pte Ltd, an asset management company, in 2014 and he acts as the managing director of Mustard Seed Capital Pte Ltd., an asset management company where Mr. Tye has equity interest in it, since October 2023, managing a boutique hedge fund specialising in medium to large public equities. Mr. Tye also acts as an executive director of Embassy Freight Services Pte Ltd., a logistic firm with a global network of offices where Mr. Tye has equity interest in it, since 2015.

Mr. Tye graduated from Ngee Ann Polytechnic with a diploma in mechanical engineering in 2006 and graduated from University of Southern California with a bachelor's degree in business administration in 2016.

Mr. Tye has entered into a letter of appointment with the Company for a term of one year commencing from 24 May 2024 and renewable automatically for successive terms of one year unless terminated in accordance with the letter of appointment. Mr. Tye is presently entitled to an annual director's fee of HK\$180,000. He is subject to retirement by rotation and re-election at the AGM in accordance with the Memorandum and Articles of Association. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company and shall be reviewed annually by the Remuneration Committee.

Retiring Directors' interests in the Company under the SFO

As at the Latest Practicable Date, the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles of Association had the following interests in the Shares, underlying Shares and debentures of the Company, its Group members and/or associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.47 of the GEM Listing rules:

Name of Directors	Capacity/Nature of interest	Number of Shares held	Percentage of issued share capital of the Company
YONG Yuet Han	Through spouse	289,735,000	48.29%

Note: Ms. YONG Yuet Han is the spouse of Mr. CHEW Chee Kian and she is deemed to be interested in these Shares held by Mr. CHEW Chee Kian under the SFO.

Save as disclosed in this appendix, as at the Latest Practicable Date, and to the best knowledge and belief of the Board, the Directors confirmed that:

- (a) each of Ms. YONG Yuet Han, Mr. ONG Kian Guan and Mr. TYE Heng Seng Frederick does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company;
- (b) each of Ms. YONG Yuet Han, Mr. ONG Kian Guan and Mr. TYE Heng Seng Frederick has no other interests in the Shares which are required to be disclosed under Part XV of the SFO;
- (c) each of Ms. YONG Yuet Han, Mr. ONG Kian Guan and Mr. TYE Heng Seng Frederick did not hold any other directorships in listed public companies in the last three years nor has he/she held any other position within the Group;
- (d) there is no information that needs to be disclosed pursuant to any of the requirements as set out in rule 17.50(2) of the GEM Listing Rules; and
- (e) the Company is not aware of any other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-elections of the Directors.

This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate.

The GEM Listing Rules permit companies whose primary listing on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the Shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the GEM Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person of the Company.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,000,000 Shares. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate, and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM of passing such resolution, the Directors would be authorised to repurchase up to a maximum of 60,000,000 Shares, representing 10% of the total number of the issued Shares as at the date of passing the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting is required to be held by the articles of association of the Company or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

5. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the law of the Cayman Islands and the articles of association of the Company for such purpose.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full would not have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2023, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on GEM during each of the previous twelve months were as follows:

Month	Share Price (HK\$)	
	Highest	Lowest
2022		
May	0.056	0.046
June	0.058	0.048
July	0.078	0.058
August	0.077	0.049
September	0.067	0.052
October	0.066	0.053
November	0.059	0.053
December	0.092	0.053
2023		
January	0.085	0.053
February	0.086	0.068
March	0.083	0.066
April	0.094	0.064
May (up to the Latest Practicable Date)	0.090	0.072

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM.

9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the articles of association of the Company.

10. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the controlling shareholders together with their parties acting in concert (within the meaning of the Takeovers Code) and their respective close associates, were beneficially interested in 289,735,000 Shares representing approximately 48.29% of the issued Shares. In the event that the Directors exercise the Repurchase Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the AGM, the interests of the controlling shareholders, together with their parties acting in concert and their respective close associates, in the Company would be increased to approximately 53.64% of the issued Shares, which will give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in such mandatory offer obligation arising.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as would cause the aggregate number of Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the Stock Exchange.

11. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the previous six months up to the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING

Omnibridge Holdings Limited

中安控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8462)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Omnibridge Holdings Limited (the “Company”) will be held at 298 Tiong Bahru Road, # 12-03 Central Plaza, Singapore 168730 on Thursday, 27 June 2024 at 10 a.m. (or an adjournment thereof) for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Director(s)”) and independent auditors of the Company and its subsidiaries for the year ended 31 December 2023;
2.
 - (A) To re-elect Ms. YONG Yuet Han as an executive Director;
 - (B) To re-elect Mr. ONG Kian Guan as an independent non-executive Director;
 - (C) To re-elect Mr. TYE Heng Seng Frederick as an independent non-executive Director;
 - (D) To authorise the board of Directors to fix the remuneration of the Directors;
3. To re-appoint Foo Kon Tan LLP as the independent auditors of the Company and to authorise the board of Directors to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution below, and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the **“GEM Listing Rules”**) as amended from time to time, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the share capital of the Company (the **“Shares”**) or securities convertible into or exchangeable for Shares, or options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares to be allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares; (iii) the exercise of any options granted under the share option scheme of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company (the **“Articles of Association”**) in force from time to time, shall not exceed 20% of the aggregate number of the Shares in issue as at the date of the passing of this resolution and such approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association, the Companies Act (2021 Revision) of the Cayman Islands or any other applicable laws and requirements; and
- (iii) the date on which the authority set out in this resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase the issued Shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Act (2021 Revision) of the Cayman Islands or any other applicable laws and requirements, the Code on Share Buy-backs issued by the Commission and the requirements of the GEM Listing Rules, be and is hereby generally and unconditionally approved and authorised;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of the Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association, the Companies Act (2021 Revision) of the Cayman Islands or any other applicable laws and requirements; and
 - (iii) the date on which the authority set out in this resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the passing of resolutions numbered 4 and 5 set out above, the general mandate granted to the Directors pursuant to resolution numbered 4 set out above be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased under the authority granted pursuant to resolution numbered 5 set out above, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing this resolution.”

By Order of the Board
Omnibridge Holdings Limited
Chew Chee Kian
Chairman

Hong Kong, 27 May 2024

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Suite 506, 5/F,
Admiralty Centre, Tower 2,
18 Harcourt Road,
Admiralty,
Hong Kong

Notes:

1. Any shareholder of the Company (the “Shareholder(s)”) entitled to attend and vote at the AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote, on a poll, instead of him/her/it. A proxy need not be a Shareholder but must be present in person at the AGM to represent the Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or poll concerned if he/she/it so wishes. In the event of a Shareholder who has lodged a form of proxy attending the AGM, his/her/its form of proxy will be deemed to have been revoked.
3. A form of proxy for use at the AGM is enclosed. In order to be valid, the duly completed and, signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time for holding the AGM or adjourned meeting.
4. For determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024 (both dates inclusive), during which period no transfer of Shares will be effected. To qualify for attending the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 21 June 2024.
5. In relation to the proposed resolution numbered 4 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares.

NOTICE OF ANNUAL GENERAL MEETING

6. In relation to the proposed resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Shareholders. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix II to the Company's circular dated 27 May 2024.
7. In compliance with Article 66 (1) of the Articles of Association and Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll.
8. In case of joint holders of a Share, any one of such joint holders may vote, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.

(b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before three hours before the time for holding the AGM and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, the Shareholders should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

As at the date of this notice, the executive Directors are Mr. CHEW Chee Kian and Ms. YONG Yuet Han; and the independent non-executive Directors are Mr. LIN Michael Daoji, Mr. ONG Kian Guan and Mr. TYE Heng Seng Frederick.

This notice, for which the Directors collectively and individually accept full responsibility includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice inaccurate or misleading.