

# OMNIBRIDGE HOLDINGS LIMITED

## 橋英控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8462

2020  
Third Quarterly Report

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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This report, for which the directors (the “**Directors**”) of Omnibridge Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (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 report 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 report misleading.

# Unaudited Condensed Consolidated Financial Statements

The board of Directors (the “**Board**”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the nine months ended 30 September 2020 together with the unaudited comparative figures for the corresponding period in 2019, as follows:

## Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the nine months ended 30 September 2020

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)
Revenue	4	<b>14,336</b>	9,103	<b>35,192</b>	27,487
Cost of services		<b>(12,900)</b>	(7,540)	<b>(30,880)</b>	(22,716)
Gross profit		<b>1,436</b>	1,563	<b>4,312</b>	4,771
Other income	4	<b>144</b>	27	<b>718</b>	108
Administrative expenses		<b>(1,348)</b>	(1,803)	<b>(4,284)</b>	(5,290)
<b>Profit/(loss) from operations</b>		<b>232</b>	(213)	<b>746</b>	(411)
Finance costs		<b>(3)</b>	–	<b>(19)</b>	–
<b>Profit/(loss) before tax</b>	5	<b>229</b>	(213)	<b>727</b>	(411)
Income tax expenses	6	<b>(54)</b>	(53)	<b>(125)</b>	(61)
<b>Profit/(loss) for the period</b>		<b>175</b>	(266)	<b>602</b>	(472)

# Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the nine months ended 30 September 2020

	Note	Three months ended 30 September		Nine months ended 30 September	
		2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)
<b>OTHER COMPREHENSIVE (LOSS)/INCOME</b>					
Items that may be reclassified subsequently to profit or loss:					
Exchange differences arising on translation		5	(2)	(11)	12
<b>OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE PERIOD, NET OF TAX</b>					
		5	(2)	(11)	12
<b>TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD</b>					
		180	(268)	591	(460)
<b>Profit/(loss) for the period attributable to:</b>					
Owners of the Company		175	(266)	602	(472)
<b>Total comprehensive income/(loss) for the period attributable to:</b>					
Owners of the Company		180	(268)	591	(460)
<b>Earnings/(loss) per share</b>					
– Basic and diluted (Singapore cents)	8	0.03	(0.04)	0.10	(0.08)

# Unaudited Condensed Consolidated Statement of Changes in Equity

For the nine months ended 30 September 2020

	Share capital S\$'000 (unaudited)	Share premium S\$'000 (unaudited)	Other reserves S\$'000 (unaudited)	Exchange reserve S\$'000 (unaudited)	Retained earnings S\$'000 (unaudited)	Total S\$'000 (unaudited)
As at 1 January 2020	<b>1,053</b>	<b>10,715</b>	<b>1,650</b>	<b>(269)</b>	<b>2,455</b>	<b>15,604</b>
Profit for the period	-	-	-	-	<b>602</b>	<b>602</b>
Other comprehensive loss for the period	-	-	-	<b>(11)</b>	-	<b>(11)</b>
Total comprehensive income/ (loss) for the period	-	-	-	<b>(11)</b>	<b>602</b>	<b>591</b>
As at 30 September 2020	<b>1,053</b>	<b>10,715</b>	<b>1,650</b>	<b>(280)</b>	<b>3,057</b>	<b>16,195</b>
As at 1 January 2019 (Restated)	1,053	10,715	1,650	(284)	4,034	17,168
Loss for the period	-	-	-	-	(472)	(472)
Other comprehensive income for the period	-	-	-	12	-	12
Total comprehensive (loss)/ income for the period	-	-	-	12	(472)	(460)
As at 30 September 2019	1,053	10,715	1,650	(272)	3,562	16,708

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2020

## 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 8 August 2016. Its parent company is Omnipartners Holdings Limited ("**Omnipartners**"), a company incorporated in the British Virgin Islands. The ultimate controlling shareholders of Omnipartners are Mr. Chew Chee Kian ("**Mr. Chew**") and Ms. Yong Yuet Han ("**Ms. Yong**"), who are also the executive Directors. The Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) on 12 September 2016. Its shares were initially listed on GEM on 17 July 2017.

The Company's registered office address is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The head office and principal place of business of the Group is at 298 Tiong Bahru Road, #12-03 Central Plaza, Singapore 168730.

The Company is an investment holding company and the Company's subsidiaries are principally engaged in the provision of human resources outsourcing services and human resources recruitment services. The unaudited condensed consolidated financial statements are presented in Singapore dollars ("**S\$**"), which is the functional currency of the Company's principal subsidiaries. All values are rounded to the nearest thousand ("**S\$'000**"), except when otherwise indicated.

These condensed consolidated financial statements have not been audited.

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2020

## 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2020 have been prepared in accordance with the International Financial Reporting Standards (“**IFRSs**”), which is a collective term that includes all applicable individual IFRSs, International Accounting Standards (“**IASs**”) and Interpretations issued by the International Accounting Standards Board (“**IASB**”). In addition, the unaudited condensed consolidated financial statements includes applicable disclosure required by the GEM Listing Rules and by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated financial statements are consistent with those adopted in preparing the audited financial statements for the year ended 31 December 2019, except for the adoption of the new and amendments to IFRSs which are relevant to the Group’s operations and are effective for the Group’s financial year beginning on 1 January 2020.

### APPLICATION OF NEW AND AMENDMENTS TO IFRSs

In the current period, the Group has applied the Amendments to References to the Conceptual Framework in IFRSs and a number of amendments to IFRSs issued by the IASB, for the first time, which are mandatory effective for the annual period beginning on or after 1 January 2020 for the preparation of the Group’s unaudited condensed consolidated financial statements:

IAS 1 and IAS 8 (Amendments)	Definition of Material
IFRS 3 (Amendments)	Definition of a Business
IFRS 9, IAS 39 and IFRS 7 (Amendments)	Interest Rate Benchmark

### EARLY ADOPTION OF AMENDMENTS TO IFRSs

The following amendments to IFRSs, which is applicable to the Group but are not yet effective for the current period, have been early adopted in current period:

IFRS 16 (Amendments)	COVID-19-Related Rent Concession
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# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2020

## 2. BASIS OF PREPARATION *(Continued)*

### EARLY ADOPTION OF AMENDMENTS TO IFRSs *(Continued)*

Except as described below, the application of the Amendments to References to the Conceptual Framework in IFRSs and the amendments to IFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these unaudited condensed consolidated financial statements.

### IFRS 16 (Amendments) COVID-19-Related Rent Concession

Rent concessions relating to lease contracts that occurred as a direct consequence of the COVID-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- (a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- (b) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- (c) there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying IFRS 16 "Leases" if the changes were not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

The Group has early applied the amendment in the current period. The application has no impact to the opening retained earnings at 1 January 2020. The Group recognised change in lease payments that resulted from rent concessions of S\$18,000 in the profit or loss for the current nine months ended 30 September 2020.



# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2020

## 2. BASIS OF PREPARATION *(Continued)*

The preparation of the unaudited condensed consolidated financial statements in conformity with the IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The condensed consolidated financial statements have not been audited by the Company's independent auditors, but have been reviewed by the audit committee of the Company (the "**Audit Committee**").

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2020

## 3. SEGMENT INFORMATION

The Group mainly provides human resources outsourcing services and human resources recruitment services. Information reported to the Group's management for the purpose of resources allocation and performance assessment presents the operating results of the Group as a whole since the Group's resources are integrated and no discrete operating segment financial information is available. Accordingly, no operating segment information is presented.

In addition, the Group's operation is principally situated in Singapore during the three months and nine months ended 30 September 2019 and 2020 and most of the Group's assets and liabilities are located in Singapore. Accordingly, no geographical segment information is presented.

### INFORMATION ABOUT MAJOR CLIENTS

For the three months and nine months ended 30 September 2019 and 2020, revenue generated from two and one client(s) of the Group has individually accounted for over 10% of the Group's total revenue respectively. Save as indicated below, no other single client contributed 10% or more to the Group's revenue for the three months and nine months ended 30 September 2019 and 2020.

Revenue from major clients, which contribute to 10% or more of the Group's revenue is set out below:

	Three months ended		Nine months ended	
	30 September		30 September	
	2020	2019	2020	2019
	S\$'000	S\$'000	S\$'000	S\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Client A (note)	N/A	1,862	N/A	5,538
Client B	2,427	1,512	6,016	4,429

note: The revenue contributed by Client A during the three months and nine months ended 30 September 2020 was less than 10% of the Group's revenue.

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2020

## 4. REVENUE AND OTHER INCOME

An analysis of revenue and other income are as follows:

	Three months ended 30 September 2020		Nine months ended 30 September 2020	
	S\$'000 (unaudited)	2019 S\$'000 (unaudited)	S\$'000 (unaudited)	2019 S\$'000 (unaudited)
<b>A point in time of revenue recognition:</b>				
Human resources outsourcing services	14,222	8,612	34,699	26,423
Human resources recruitment services	111	474	483	1,037
Other human resources support services (note)	3	17	10	27
	<b>14,336</b>	9,103	<b>35,192</b>	27,487

note: Other human resources support services included referral services and parking services.

All revenue contracts are for period of one year or less. As permitted by practical expedient under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

	Three months ended 30 September 2020		Nine months ended 30 September 2020	
	S\$'000 (unaudited)	2019 S\$'000 (unaudited)	S\$'000 (unaudited)	2019 S\$'000 (unaudited)
<b>Other income</b>				
Service income	13	18	42	34
Interest income	21	9	52	33
Government grant (note)	200	–	517	35
Sundry income	–	–	1	6
Rent concession income	2	–	18	–
Foreign exchange gains, net	(92)	–	88	–
	<b>144</b>	27	<b>718</b>	108

note: Government grant included Jobs Support Scheme (“JSS”) and Enterprise Singapore Capability Development Grant.

During the nine months ended 30 September 2020, the Group recognised government grants of JSS in respect of COVID-19-related subsidy provided by Singapore Government of approximately S\$366,000.

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2020

## 5. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax is arrived at after charging:

	Three months ended 30 September		Nine months ended 30 September	
	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)
Cost of services				
Salaries and bonuses	<b>10,745</b>	6,493	<b>25,488</b>	19,078
Defined contribution retirement plan	<b>1,448</b>	943	<b>3,609</b>	2,998
Short-term benefits	<b>707</b>	104	<b>1,783</b>	640
	<b>12,900</b>	7,540	<b>30,880</b>	22,716
Directors' emoluments	<b>246</b>	231	<b>720</b>	671
Other staff costs (excluding directors' emoluments):				
Salaries and bonuses	<b>660</b>	755	<b>1,954</b>	2,263
Defined contribution retirement plan	<b>73</b>	95	<b>216</b>	294
Short-term benefits	<b>40</b>	88	<b>94</b>	149
	<b>773</b>	938	<b>2,264</b>	2,706
Total staff costs	<b>13,919</b>	8,709	<b>33,864</b>	26,093
Depreciation of plant and equipment	<b>54</b>	87	<b>164</b>	241
Depreciation of right-of-use assets	<b>26</b>	261	<b>369</b>	789
Expenses relating to short-term lease	<b>9</b>	–	<b>46</b>	–

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2020

## 6. INCOME TAX EXPENSES

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

Under the two-tiered profits tax rates regime in Hong Kong, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%.

The Group considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods. No Hong Kong Profits Tax has been provided since no assessable profit arose in Hong Kong for the nine months ended 30 September 2019 and 2020.

The Singapore statutory income tax rate was 17% during the reporting periods. Income tax expense for the Group relates wholly to the profits of the subsidiaries, which were taxed at a statutory tax rate of 17% in Singapore. Major components of income tax expense for the periods ended 30 September 2019 and 2020 are as follows:

	Three months ended		Nine months ended	
	30 September		30 September	
	2020	2019	2020	2019
	S\$'000	S\$'000	S\$'000	S\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Current tax – Singapore:				
Charge for the period	54	53	125	61
Income tax expense	54	53	125	61

## 7. DIVIDENDS

The Board has not declared the payment of any dividend for the nine months ended 30 September 2020 (2019: Nil) and for the three months ended 30 September 2020 (2019: Nil).

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2020

## 8. EARNINGS/(LOSS) PER SHARE

The calculation of the basic earnings/(loss) per share of the Company (the “Share”) attributable to the owners of the Company is based on the following:

	Three months ended 30 September		Nine months ended 30 September	
	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)
Profit/(loss) for the period attributable to the owners of the Company	175	(266)	602	(472)
	'000	'000	'000	'000
Number of ordinary Shares for the purpose of calculating basic earnings/(loss) per Share	600,000	600,000	600,000	600,000
Earnings/(loss) per Share Basic and diluted (Singapore cents)	0.03	(0.04)	0.10	(0.08)

The calculation of the basic earnings/(loss) per Share attributable to owners of the Company was based on (i) the profit attributable to owners of the Company for the period of approximately of S\$602,000 (2019: loss of S\$472,000) and (ii) the weighted average number of 600,000,000 (2019: 600,000,000) ordinary shares in issue during the period.

No diluted earnings/(loss) per Share for the three months and nine months ended 30 September 2020 and 2019 was presented as there were no potential dilutive ordinary Shares in issue during the reporting period.

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2020

## 9. MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES

(A) Save as disclosed elsewhere in the unaudited condensed consolidated financial statements, the Group had also entered into the following material related party transactions during the periods indicated below:

Name of related company	Nature	notes	Three months ended 30 September		Nine months ended 30 September	
			2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)
<b>Recurring:</b>						
Agensi Pekerjaan BGC Group (Malaysia) Sdn. Bhd. ("BGC Malaysia")	Referral fee expenses	(i), (iv)	-	-	(5)	-
BGC Malaysia	Service income	(i), (iv)	2	1	9	17
BGC Outsourcing Sdn. Bhd. ("BGC Outsourcing Malaysia")	Service income	(ii), (iv)	2	-	9	-
BGC Outsourcing Malaysia	Services support fee	(ii), (iv)	(37)	-	(176)	-
CS Intelligence Pte. Ltd. ("CS Intelligence")	Service income	(iii), (iv)	9	-	24	-

notes:

- (i) Mr. Chew is the director of BGC Malaysia and the Company and BGC Malaysia is owned as to 49.5% by Mr. Chew.
- (ii) Mr. Chew is the director of BGC Outsourcing Malaysia and the Company and BGC Outsourcing Malaysia is owned as to 100% by Mr. Chew.
- (iii) Mr. Chew is the director of CS Intelligence and the Company and CS Intelligence is owned as to 100% by Mr. Chew.
- (iv) On 1 January 2020, the Company entered into a shared services agreement with BGC Malaysia, BGC Outsourcing Malaysia and CS Intelligence for the shared services. This transaction falls within the de minimis criteria of a connected transaction and is fully exempt from the reporting and shareholders approval requirements in the GEM Listing Rules. In the opinion of the Directors, the transactions were conducted in the normal course of business and based on the terms mutually determined and agreed by the respective parties.

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 30 September 2020

## 9. MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES

*(Continued)*

### (B) COMPENSATION OF KEY MANAGEMENT PERSONNEL

The remuneration for key management personnel, including amount paid to the chairman and chief executive officer and executive Directors of the Company during the periods were as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)	2020 S\$'000 (unaudited)	2019 S\$'000 (unaudited)
Salaries and bonuses	240	225	700	651
Defined contribution retirement plan	6	6	20	20
	<b>246</b>	231	<b>720</b>	671

## 10. EVENTS AFTER REPORTING PERIOD

Subsequent to the end of the reporting period, the Group had no significant events occurred.



# Management Discussion and Analysis

## BUSINESS REVIEW AND OUTLOOK

We are a Singapore-based human resources service provider and we are principally engaged in the provision of human resources outsourcing services and human resources recruitment services.

The Group faced increasing competition in both human resources outsourcing services and human resources recruitment services from increased number of competitors and the Group noticed their aggressive pricing strategies in bidding for new projects since 2019. Hence, the Group proactively secured new jobs from existing/potential clients by offering competitive pricing in response to the intense market competition to strengthen our market position in the industry.

We believe that the current financial year should continue to be challenging as the slowdown of the People's Republic of China ("**China**") economic condition will further slacken the global economic environment and that may affect the Singapore's and Hong Kong Special Administrative Region of China's ("**Hong Kong**") economy. Meanwhile, the human resources services sector could expect a deteriorated impact due to the social distancing measures from coronavirus (COVID-19) which significantly decreased economic links between Singapore, Hong Kong and China together with western countries by the restrictions and rules on foreign entry and public gathering, resulting in decline of tourist and businessmen arrivals and lower local consumer sentiment. In addition to China-United States tension in trade and information and technology ("**IT**") aspects, the global economic conditions remain volatile. The Directors will constantly review the market condition and adjust the Group's business strategy to counter the contingent risks.

The Group is actively exploring new business opportunities to ascertain markets with growth potential in order to diversify the Group's business. Having considered the new era of 5G-based media services which may change internet consumption behaviour of the public, the Group has set up a wholly owned subsidiary in Singapore to explore potential business opportunities in the online digital media industry, and we also entered into a non-legally binding memorandum of understanding with China On Holdings Group (Shenzhen) Limited\* (中安控股集團(深圳)有限公司) in relation to the potential business cooperation so as to broaden its income streams, with a view to creating business opportunities leading to growth potential in the digital media and human resources industries in the future.

We will continue to capture market opportunities so as to achieve a sustainable business growth and long-term benefits of our Shareholders.

# Management Discussion and Analysis

## FINANCIAL REVIEW

### REVENUE

The Group's revenue increased by approximately S\$7.7 million, or 28.0%, from approximately S\$27.5 million for the nine months ended 30 September 2019 to approximately S\$35.2 million for the nine months ended 30 September 2020. The Group's revenue from human resources outsourcing services increased by approximately S\$8.3 million from approximately S\$26.4 million for the nine months ended 30 September 2019 to approximately S\$34.7 million for the nine months ended 30 September 2020. The increase in revenue from human resources outsourcing services was mainly attributable to increase in market demand and increase in job orders received from different Singapore government agencies and clients from private sector due to the implementation of competitive pricing strategy in response to the market condition so as to strengthen our market position and more demand in positions related to pandemic hygienic measures and information technology consultancy services. Revenue from human resources recruitment services decreased by approximately S\$0.5 million from approximately S\$1.0 million for the nine months ended 30 September 2019 to approximately S\$0.5 million for the nine months ended 30 September 2020, primarily due to decrease in demand from the clients from private sector.

### COST OF SERVICES

The Group's cost of services increased by approximately S\$8.2 million, or 36.1%, from approximately S\$22.7 million for the nine months ended 30 September 2019 to approximately S\$30.9 million for the nine months ended 30 September 2020. The labour costs and other related costs were approximately S\$23.6 million and S\$31.9 million for the nine months ended 30 September 2019 and 2020 respectively and the aggregate government subsidies received were approximately S\$0.9 million and S\$1.0 million for the nine months ended 30 September 2019 and 2020 respectively. Therefore, the cost of services increased mainly due to increase in labour costs and other related costs of approximately S\$8.3 million, or 35.2% which were in line with the increase in revenue and offset by the increase in government subsidies received of approximately S\$0.1 million, or 11.1%. For details of government subsidies received, please refer to the section headed "Summary – Government Subsidies" and "Financial Information – Principal Components of Consolidated Statements of Profit or Loss and Other Comprehensive Income – Cost of Services" in the prospectus of the Company dated 28 June 2017. The Wage Credit Scheme mentioned therein has been extended to 2020.

# Management Discussion and Analysis

## **FINANCIAL REVIEW** *(Continued)*

### **OTHER INCOME**

Other income increased by approximately S\$610,000, or 564.8% from approximately S\$108,000 for the nine months ended 30 September 2019 to approximately S\$718,000 for the nine months ended 30 September 2020. The increase was primarily due to increase in government grant received and foreign exchange gains, net for the nine months ended 30 September 2020.

### **ADMINISTRATIVE EXPENSES**

The Group's administrative expenses decreased by approximately S\$1.0 million, or 18.9%, from approximately S\$5.3 million for the nine months ended 30 September 2019 to approximately S\$4.3 million for the nine months ended 30 September 2020. The decrease was mainly due to decrease in number of full time employees and depreciation expenses for the nine months ended 30 September 2020.

### **DEPRECIATION**

Depreciation expenses of plant and equipment remained relatively stable at approximately S\$0.2 million and S\$0.2 million for the nine months ended 30 September 2019 and 2020, respectively. Depreciation expenses of right-of-use assets decreased by approximately S\$0.4 million from approximately S\$0.8 million for the nine months ended 30 September 2019 to approximately S\$0.4 million for the nine months ended 30 September 2020.

### **INCOME TAX EXPENSES**

Income tax expenses increased by approximately S\$64,000, or 104.9% from approximately S\$61,000 for the nine months ended 30 September 2019 to approximately S\$125,000 for the nine months ended 30 September 2020 mainly due to increase in profit before tax.

### **PROFIT/(LOSS) FOR THE PERIOD**

The profit for the nine months ended 30 September 2020 was approximately S\$0.6 million, representing an increase of approximately S\$1.1 million, or 220.0% as compared with loss of approximately S\$0.5 million for the nine months ended 30 September 2019. The increase was mainly attributable to the decrease in gross profit resulting from the increase in revenue from human resources outsourcing services due to the implementation of competitive pricing strategy in response to the market condition and set off more job orders received from different Singapore government agencies and clients from private sectors as mentioned above. In addition to the increase in government subsidies received, decrease in administrative expenses and increase in other income from government grant and foreign exchange gains, net also contributed to such increase.

# Management Discussion and Analysis

## DIVIDENDS

The Board has not declared the payment of any dividend for the nine months ended 30 September 2020 (30 September 2019: Nil).

## GEARING RATIO

As at 30 September 2020 and 31 December 2019, the Group did not have any interest-bearing debt and hence gearing ratio was not applicable.

## LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2020, cash and bank balances of the Group amounted to approximately S\$17.6 million (31 December 2019: approximately S\$12.7 million). The current ratios (current assets divided by current liabilities) of the Group were approximately 2.3 times and 4.3 times as at 30 September 2020 and 31 December 2019, respectively. In view of the Group's current level of cash and bank balances and funds generated internally from our operations, the Board is confident that the Group will have sufficient resources to meet its finance needs for its operations.

## CAPITAL STRUCTURE

The Group's operation is being financed by internally generated cash flow and fund raised from capital market. As at 30 September 2020, the Group's capital structure consisted of capital attributable to equity holders of the Company, comprising share capital, share premium, and reserves.

## EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2020, the Group had 59 full-time employees (the "Employees") (30 September 2019: 70). Employees are remunerated according to their performance, qualification and work experience. On top of basic salaries, discretionary bonus may be granted to eligible staff by reference to the Group's performance, individual staff's performance and the market conditions. The total staff cost (including remuneration of Directors) amounted to approximately S\$26.1 million for the nine months ended 30 September 2019 and approximately S\$33.9 million for the nine months ended 30 September 2020. The dedication and hard work of the Group's staff during the nine months ended 30 September 2020 are generally appreciated and recognised.

The Group has also provided training and courses to the Employees to encourage self-improvement and enhance their professional skills.

# Management Discussion and Analysis

## **CAPITAL COMMITMENT**

As at 30 September 2020, the Group did not have any significant capital commitment.

## **FOREIGN CURRENCY EXPOSURE**

The Group transacts mainly in Singapore dollars, which is the functional currency of the Group's major operating subsidiaries. The Group will review and monitor from time to time the risk relating to foreign exchanges whenever applicable.

## **SIGNIFICANT INVESTMENTS**

As at 30 September 2020 and 2019, the Group did not hold any significant investments.

## **CHARGE ON THE GROUP'S ASSETS**

As at 30 September 2020, the Group had charges on the fixed deposits of approximately S\$70,000 (2019: S\$70,000).

## **CONTINGENT LIABILITIES**

As at 30 September 2020 and 2019, the Group did not have any material contingent liabilities or guarantees.

## **FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS**

Save as disclosed in the Prospectus and this report, the Group did not have other plan for material investments or capital assets as of 30 September 2020.

## **MATERIAL ACQUISITIONS OR DISPOSALS**

During the nine months ended 30 September 2020, there had been no material acquisition or disposal by the Group.

## **EVENT AFTER REPORTING PERIOD**

Subsequent to the end of the reporting period, the Group had no significant events occurred.

### DISCLOSURE OF INTERESTS

#### (A) DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 September 2020, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO) or which would be recorded in the register of the Company required to be kept under section 352 of the SFO or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange were as follows:

#### Long position in Shares

Name of Directors	Capacity/ Nature of interest	Number of Shares held	Percentage of issued share capital of the Company
Mr. Chew	Interest in a controlled corporation (note)	306,000,000	51.00%
Ms. Yong	Interest of spouse (note)	306,000,000	51.00%

note:

These Shares are held by Omnipartners, which is owned as to 80% by Mr. Chew and 20% by Ms. Yong. Mr. Chew is the spouse of Ms. Yong and both of them are executive Directors. Mr. Chew and Ms. Yong are deemed to be interested in the Shares held by Omnipartners under the SFO.

## Other Information

### **DISCLOSURE OF INTERESTS** *(Continued)*

#### (A) **DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS** *(Continued)*

##### **Long position in Shares** *(Continued)*

Save as disclosed above, as at 30 September 2020, none of the Directors and the chief executive of the Company had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO) or which would be recorded in the register required to be kept under section 352 of the SFO, or were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange.

## Other Information

### DISCLOSURE OF INTERESTS *(Continued)*

#### (B) SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as the Directors are aware of as at 30 September 2020, the following persons/entities other than a Director or the chief executive of the Company had interests or short positions in the Shares and underlying Shares, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the issued voting shares of the Company or any other members of the Group:

#### Long position in the Shares

Name	Capacity/ Nature of interest	Number of Shares held	Percentage of issued share capital of the Company
Omnipartners	Beneficial owner (note)	306,000,000	51.00%

note:

The entire issued share capital of Omnipartners is owned as to 80% by Mr. Chew and 20% by Ms. Yong.

Save as disclosed above, as at 30 September 2020, the Directors were not aware of any persons who/entities which had any interest or short position in the securities in the Company that would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register required to be kept under section 336 of the SFO.



## Other Information

### COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors or the controlling shareholder (as defined in the GEM Listing Rules) of the Company nor any of their respective associates (as defined in the GEM Listing Rules) that competed or might compete, either directly or indirectly, with the business of the Group and any other conflicts of interest which any such person had or might have with the Group during the nine months ended 30 September 2020.

### PRINCIPAL RISKS AND UNCERTAINTIES

The Group believes that risk management practices are important and uses its best effort to ensure that the risk management practices are sufficient to mitigate the risks presented in the operations and financial position of the Company as efficiently and effectively as possible.

All the risks relating to the Group's business have been set out in the Prospectus under the section headed "Risk Factors".

### CORPORATE GOVERNANCE CODE

Pursuant to code provision A.2.1 of the Corporate Governance Code (the "CG Code") set out in Appendix 15 to the GEM Listing Rules, the role of chairman and the chief executive should be segregated and should not be performed by the same individual. However, we do not have a separate chairman and chief executive and Mr. Chew currently performs these two roles. The Board believes that vesting the roles of both chairman and chief executive in the same individual has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of chairman of the Board and chief executive of the Company at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

The Company adopted the CG Code contained in Appendix 15 to the GEM Listing Rules as its own code of corporate governance. Save for the deviation from the code provision of A.2.1 of the CG Code, the Board is satisfied that the Company had complied with the code provisions of the CG Code during the nine months ended 30 September 2020.

## Other Information

### **DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all the Directors and the Company was not aware of any non-compliance with the required standard of dealings regarding securities transactions by the Directors during the nine months ended 30 September 2020.

### **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

During the nine months ended 30 September 2020, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

### **SHARE OPTION SCHEME**

The Company adopted a share option scheme (the "**Scheme**") on 21 June 2017. The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. The purpose of the Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group.

The Scheme is valid and effective for a period of ten years commencing on the date of adoption of the Scheme. Upon completion of the Share Offer, there were a total of 60,000,000 Shares, representing 10% of the issued Shares, available for issue under the Scheme.

No share option has been granted since the adoption of the Scheme and there was no share option outstanding as at 30 September 2020.

## Other Information

### **AUDIT COMMITTEE**

The Company established an audit committee (the “**Audit Committee**”) on 21 June 2017 with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the Audit Committee are to make recommendation to the Board on the appointment and removal of external auditors; review financial statements and provide material advice in respect of financial reporting; and oversee internal control procedures of the Company.

The Audit Committee currently consists of three independent non-executive Directors, namely Mr. Fan Chun Wah Andrew, *J.P.*, Mr. Koh Shian Wei and Mr. Patrick John Wee Ewe Seng. Mr. Fan Chun Wah Andrew is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2020 and this third quarterly report and is of the view that such statements and report have been prepared in compliance with the applicable accounting standards, the GEM Listing Rules and other applicable legal requirements, and that adequate disclosure has been made.

By order of the Board  
**Omnibridge Holdings Limited**  
**Chew Chee Kian**  
*Chairman, Chief Executive Officer and  
Executive Director*

Hong Kong, 10 November 2020

*As at the date of this report, the executive Directors are Mr. Chew Chee Kian, Ms. Yong Yuet Han, Ms. Lo Wing Yan Emmy and Mr. Pang Keng Kong; and the independent non-executive Directors are Mr. Fan Chun Wah Andrew, J.P., Mr. Koh Shian Wei and Mr. Patrick John Wee Ewe Seng.*

# Corporate Information

## BOARD OF DIRECTORS

### EXECUTIVE DIRECTORS

Mr. Chew Chee Kian  
Ms. Yong Yuet Han  
Ms. Lo Wing Yan Emmy  
Mr. Pang Keng Kong  
(appointed on 27 May 2020)

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Chew Chee Kian

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Fan Chun Wah Andrew, *J.P.*  
Mr. Koh Shian Wei  
Mr. Patrick John Wee Ewe Seng  
(appointed on 20 August 2020)

### COMPANY SECRETARY

Ms. Lo Wing Yan Emmy, *CPA*

### COMPLIANCE OFFICER

Mr. Chew Chee Kian

### AUTHORISED REPRESENTATIVES

Mr. Chew Chee Kian  
Ms. Lo Wing Yan Emmy

### AUDIT COMMITTEE

Mr. Fan Chun Wah Andrew, *J.P.*  
(*Chairman*)  
Mr. Koh Shian Wei  
Mr. Patrick John Wee Ewe Seng

## REMUNERATION COMMITTEE

Mr. Koh Shian Wei (*Chairman*)  
Mr. Fan Chun Wah Andrew, *J.P.*  
Mr. Chew Chee Kian

## NOMINATION COMMITTEE

Mr. Chew Chee Kian (*Chairman*)  
Mr. Fan Chun Wah Andrew, *J.P.*  
Mr. Koh Shian Wei

## INDEPENDENT AUDITORS

HLB Hodgson Impey Cheng Limited  
Certified Public Accountants

## REGISTERED OFFICE

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

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

## LEGAL ADVISOR

Loeb & Loeb LLP  
21/F., CCB Tower,  
3 Connaught Road, Central,  
Hong Kong

# Corporate Information

## **PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

Conyers Trust Company (Cayman) Limited  
Cricket Square,  
Hutchins Drive,  
P.O. Box 2681,  
Grand Cayman KY1-1111,  
Cayman Islands

## **HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

Tricor Investor Services Limited  
Level 54, Hopewell Centre,  
183 Queen's Road East,  
Hong Kong

## **PRINCIPAL BANKER**

DBS Bank Limited

## **COMPANY'S WEBSITE**

[www.omnibridge.com.hk](http://www.omnibridge.com.hk)

## **STOCK CODE**

8462