

OMNIBRIDGE HOLDINGS LIMITED
橋英控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8462)

ANNUAL RESULTS ANNOUNCEMENT
FOR THE YEAR ENDED 31 DECEMBER 2017

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

The original announcement is prepared in English language. This announcement is translated into Chinese. In the event of any inconsistencies between the Chinese and English version, the latter shall prevail.

ANNUAL RESULTS

The board (the “**Board**”) of Directors of Omnibridge Holdings Limited (the “**Company**”) is pleased to announce the following audited consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 December 2017, together with the comparative figures for the preceding year ended 31 December 2016:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2017

	<i>Notes</i>	2017 <i>S\$'000</i>	2016 <i>S\$'000</i>
REVENUE	6	39,978	43,699
Cost of services		<u>(32,625)</u>	<u>(33,993)</u>
Gross profit		7,353	9,706
Other income	6	97	949
Administrative expenses		(7,198)	(7,358)
Listing expenses		<u>(1,696)</u>	<u>(1,519)</u>
(LOSS)/PROFIT BEFORE TAX	7	(1,444)	1,778
Income tax credit/(expense)	8	<u>158</u>	<u>(355)</u>
(LOSS)/PROFIT FOR THE YEAR		<u>(1,286)</u>	<u>1,423</u>
OTHER COMPREHENSIVE (LOSS)/INCOME			
Items that may be reclassified subsequently to profit or loss:			
Exchange difference arising on translation		<u>(214)</u>	<u>22</u>
Other comprehensive (loss)/income for the year, net of tax		<u>(214)</u>	<u>22</u>
TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR		<u>(1,500)</u>	<u>1,445</u>
(LOSS)/PROFIT FOR THE YEAR ATTRIBUTABLE TO:			
Owners of the Company		<u>(1,286)</u>	<u>1,423</u>
TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR ATTRIBUTABLE TO:			
Owners of the Company		<u>(1,500)</u>	<u>1,445</u>
(Loss)/earning per share			
— Basic and diluted (Singapore cents)	9	<u>(0.24)</u>	<u>0.32</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2017

	<i>Notes</i>	2017 S\$'000	2016 S\$'000
ASSETS			
NON-CURRENT ASSET			
Plant and equipment		<u>287</u>	<u>284</u>
CURRENT ASSETS			
Trade receivables	10	7,061	9,094
Prepayments, deposits and other receivables		786	955
Amount due from a director		–	118
Cash and cash equivalents		<u>15,452</u>	<u>5,772</u>
		<u>23,299</u>	<u>15,939</u>
CURRENT LIABILITIES			
Accrued labour costs		2,851	3,436
Other payables and accruals	11	1,019	1,601
Tax payables		<u>1</u>	<u>328</u>
		<u>3,871</u>	<u>5,365</u>
NET CURRENT ASSETS		<u>19,428</u>	<u>10,574</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		19,715	10,858
NON-CURRENT LIABILITY			
Deferred tax liabilities		<u>24</u>	<u>45</u>
NET ASSETS		<u>19,691</u>	<u>10,813</u>
EQUITY			
Share capital	12	1,053	–
Reserves		<u>18,638</u>	<u>10,813</u>
TOTAL EQUITY		<u>19,691</u>	<u>10,813</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2017

1. GENERAL INFORMATION

Omnibridge Holdings Limited (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. Its ultimate controlling parties are Mr. Chew Chee Kian (“**Mr. Chew**”) and Ms. Yong Yuet Han (“**Ms. Yong**”), who are also the executive directors of the Company. The Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance (Cap. 622 of the laws of Hong Kong) on 18 August 2016. Its shares were initially listed on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 17 July 2017.

The Company’s registered office address is at 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 10 Collyer Quay Centre, #06-07/08/09/10, Ocean Financial Centre, Singapore, 049315.

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

2. REORGANISATION

Prior to the reorganisation (the “**Reorganisation**”) as fully explained in the section headed “Reorganisation” of the Company’s prospectus dated 28 June 2017 (the “**Prospectus**”), Mr. Chew held 100% of the equity interests of both BGC Group Pte. Ltd. and BGC Group (HK) Limited and Ms. Yong held 100% of the equity interests of BGC Search Pte. Ltd.. Mr. Chew and Ms. Yong (the “**Controlling Shareholders**”) are acting in concert, and beyond on their ownerships and exercise their control collectively over the companies now comprising the Group.

Pursuant to the Reorganisation, the Company became the holding company of the companies now comprising the Group on 12 August 2016. The companies now comprising the Group were under the common control of the Controlling Shareholders at the beginning of the reporting period or since their respective date of incorporation where there is a shorter period. Accordingly, the consolidated financial statements have been prepared on the basis by applying the principles of merger accounting as if the Reorganisation has been completed at the beginning of the reporting period.

The consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows include the results and cash flows of the companies now comprising the Group have been prepared as if the current group structure upon completion of the Reorganisation had been in existence throughout the reporting period or since their respective date of incorporation, where there is a shorter period. The consolidated statement of financial position of the Group as at 31 December 2016 have been prepared to present the assets and liabilities of the companies now comprising the Group as if the current group structure upon completion of the Reorganisation had been in existence as at those dates, taking into account the respective dates of incorporation.

All intra-group transactions and balances have been eliminated.

3. STATEMENT OF COMPLIANCE

The consolidated financial statements have been prepared in accordance with IFRSs, which collective term includes all International Accounting Standards (“IAS”) and related Interpretations, as issued by the International Accounting Standards Board (“IASB”). In addition, the consolidated financial statements includes applicable disclosures required by the GEM Listing Rules and by the Hong Kong Companies Ordinance.

4. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

In the current year, the Group has applied the following amendments to IFRSs issued by the IASB that are effective for an accounting period that begins on or after 1 January 2017.

Amendments to IAS 7	Disclosure Initiative
Amendments to IAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Amendments to IFRS 12	As part of the Annual Improvements to IFRSs 2014–2016 Cycle

The application of the new and revised IFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in the Group’s consolidated financial statements.

The Group has not early applied the following new and revised IFRSs that have been issued but are not yet effective:

Amendments to IFRSs	Annual Improvements to IFRSs 2014–2016 ¹
Amendments to IFRSs	Annual Improvements to IFRSs 2015–2017 ²
Amendments to IFRS 2	Classification and Measurement of Share-based Payment Transactions ¹
Amendments to IFRS 4	Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts ¹
IFRS 9	Financial Instruments ¹
Amendments to IFRS 9	Prepayment Features with Negative Compensation ²
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
IFRS 15	Revenue from Contracts with Customers ¹
Amendments to IFRS 15	Clarifications to IFRS 15 Revenue from Contracts with Customers ¹
IFRS 16	Leases ²
IFRS 17	Insurance Contracts ⁴
Amendments to IAS 28	Long-term Interests in Associates and Joint Ventures ²
Amendments to IAS 40	Transfers of Investment Property ¹
IFRIC-Int 22	Foreign Currency Transactions and Advance Consideration ¹
IFRIC-Int 23	Uncertainty over Income Tax Treatment ²

¹ Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.

² Effective for annual periods beginning on or after 1 January 2019, with earlier application permitted.

³ Effective for annual periods beginning on or after a date to be determined. Early adoption is permitted.

⁴ Effective for annual periods beginning on or after 1 January 2021.

5. 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 years ended 31 December 2016 and 2017 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 years ended 31 December 2016 and 2017, revenue generated from three and two clients of the Group which has individually accounted for over 10% of the Group's total revenue respectively. No other single client contributed 10% or more to the Group's revenue for the years ended 31 December 2016 and 2017.

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

	2017 S\$'000	2016 S\$'000
Client A	5,961	5,499
Client B (Note)	N/A	4,492
Client C	<u>5,239</u>	<u>4,745</u>

Note: The revenue contributed by Client B during the year ended 31 December 2017 was less than 10% of the Group's revenue.

6. REVENUE AND OTHER INCOME

An analysis of revenue and other income are as follows:

	2017 S\$'000	2016 S\$'000
Revenue		
Human resources outsourcing services	37,895	40,766
Human resources recruitment services	1,991	2,810
Other human resources support services (Note)	<u>92</u>	<u>123</u>
	<u>39,978</u>	<u>43,699</u>

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

	2017 S\$'000	2016 S\$'000
Other income		
Service income	68	83
Interest income	13	19
Gain on disposal of plant and equipment	-	1
Reversal of provision for doubtful debt	-	842
Sundry income	<u>16</u>	<u>4</u>
	<u>97</u>	<u>949</u>

7. (LOSS)/PROFIT BEFORE TAX

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

	2017 S\$'000	2016 S\$'000
Cost of services		
Salaries and bonuses	27,556	28,961
Defined contribution retirement plan	4,142	4,373
Short-term benefits	927	659
	<u>32,625</u>	<u>33,993</u>
Directors' emoluments	939	382
Other staff costs (excluding directors' emoluments)		
Salaries and bonuses	3,234	4,276
Defined contribution retirement plan	433	481
Short-term benefits	309	304
	<u>3,976</u>	<u>5,061</u>
	<u>37,540</u>	<u>39,436</u>
Auditors' remuneration		
— Audit services:		
Annual audit services	177	—
Listing services (included in listing expenses)	620	—
— Non-audit services	85	—
Depreciation of plant and equipment	228	319
Operating lease rental expenses in respect of:		
— rented premises	<u>1,012</u>	<u>984</u>

Note: Excluding services for the listing of the Group.

8. INCOME TAX (CREDIT)/EXPENSE

	2017 S\$'000	2016 S\$'000
Current tax — Singapore:		
Charge for the year	26	332
(Overprovision)/underprovision in prior years	(163)	2
Deferred tax	(21)	21
	<u>(158)</u>	<u>355</u>
Income tax (credit)/expense	<u>(158)</u>	<u>355</u>

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.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the year ended 31 December 2017. No Hong Kong Profits Tax has been provided since no assessable profit arose in Hong Kong for the years ended 31 December 2016 and 2017.

The Singapore statutory income tax rate was 17% during the years ended 31 December 2016 and 2017. 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.

9. (LOSS)/EARNING PER SHARE

	2017 S\$'000	2016 S\$'000
(Loss)/profit for the year attributable to the owners of the Company	<u>(1,286)</u>	<u>1,423</u>
	'000	'000
Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earning per share (<i>Note</i>)	<u>525,000</u>	<u>450,000</u>

Note: The calculation of basic (loss)/earning per share is based on the (loss)/profit attributable to owners of the Company for the year of approximately S\$(1,286,000) (2016: S\$1,423,000) and the weighted average number of 525,000,000 (2016: 450,000,000) ordinary shares in issue during the years ended 31 December 2016 and 2017.

For the year ended 31 December 2017, the weighted average number of ordinary shares for the purpose of calculating basis loss per share have been adjusted for the effect of share offer completed on 17 July 2017.

For the year ended 31 December 2016, the weighted average number of ordinary shares for the purpose of calculating basic earning per share is calculated based on the assumption that 450,000,000 ordinary shares had been in issue, comprising 1,000 ordinary shares in issue and 449,999,000 ordinary shares to be issued pursuant to the capitalisation issue as detailed in the sub-section headed "Share Capital" set out in the Prospectus as if the shares had been outstanding throughout the period.

The dilutive (loss)/earning per share is the same as the basic (loss)/earning per share as there was no potential dilutive ordinary shares in issue during both years.

10. TRADE RECEIVABLES

	2017 S\$'000	2016 S\$'000
Trade receivables	<u>7,061</u>	<u>9,094</u>

Trade receivables are non-interest-bearing and are generally allows a credit period of 30–60 days to its clients.

An aged analysis of the trade receivables at the end of the reporting period, based on the invoice date, is as follows:

	2017 S\$'000	2016 S\$'000
Less than 30 days	4,969	4,745
31 to 60 days	1,800	3,547
61 to 90 days	143	551
More than 90 days	<u>149</u>	<u>251</u>
Total	<u>7,061</u>	<u>9,094</u>

11. OTHER PAYABLES AND ACCRUALS

	2017 S\$'000	2016 S\$'000
Other payables	98	199
Dividend payable	–	227
GST payables	445	518
Receipt in advance	8	40
Other accrued expenses	468	617
	<u>1,019</u>	<u>1,601</u>

12. SHARE CAPITAL

Details of movements of share capital of the Company are as follows:

	Number of shares	Amount	
		HK\$'000	S\$'000
Authorised:			
As at 1 January 2016, 31 December 2016 and 1 January 2017			
Ordinary shares of HK\$0.01 each (<i>note (a)</i>)	38,000,000	380	66
Increase of ordinary shares (<i>note (b)</i>)	1,462,000,000	14,620	2,566
As at 31 December 2017	<u>1,500,000,000</u>	<u>15,000</u>	<u>2,632</u>
Issued and fully paid:			
Issue of shares upon incorporation on 8 August 2016 (<i>note (a)</i>)	1	–	–
Issue of 999 shares upon Reorganisation on 12 August 2016 (<i>note (a)</i>)	999	–	–
As at 31 December 2016 and 1 January 2017	1,000	–	–
Issue of shares under capitalisation issue (<i>note (b)</i>)	449,999,000	4,500	790
Issue of new shares by way of share offer (<i>note (c)</i>)	150,000,000	1,500	263
As at 31 December 2017	<u>600,000,000</u>	<u>6,000</u>	<u>1,053</u>

Notes:

- (a) The Company was incorporated on 8 August 2016 with an authorised share capital of HK\$380,000 divided into 38,000,000 shares of HK\$0.01 each. On the date of incorporation, one ordinary share was allotted and issued to the initial subscriber of the Company upon its incorporation. On the same day, such share was transferred to Omnipartners Holdings Limited (“**Omnipartners**”), a company controlled by Mr. Chew and Ms. Yong. On 12 August 2016, 130 ordinary shares and 869 ordinary shares were allotted and issued to Lotus Global Investments Ltd. (“**Lotus Investments**”) and Omnipartners respectively.
- (b) Pursuant to a resolution in writing passed by all the shareholders of the Company on 21 June 2017, the authorised share capital of the Company was increased from HK\$380,000 to HK\$15,000,000 by the creation of a further 1,462,000,000 Shares. Pursuant to the capitalisation issue of the Company passed by all the shareholders of the Company on 21 June 2017, additional 391,499,130 shares and 58,499,870 shares were allotted and issued to Omnipartners and Lotus Investments on 17 July 2017 respectively.
- (c) The Company was successfully listed on the GEM of the Stock Exchange on 17 July 2017 by way of share offer of 15,000,000 public offer share and 135,000,000 placing shares respectively at the offer price of HK\$0.45 per share, the net proceeds were approximately HK\$43,400,000. The proceeds were proposed to be used to finance the implementation plan as set forth in the section headed “Future Plans and use of Proceeds” of the Company’s Prospectus.

13. DIVIDENDS

The directors of the Company do not propose any payment of final dividend for the years ended 31 December 2016 and 2017.

Prior to the Reorganisation, a subsidiary of the Company had declared special dividends of S\$2,550,000 during the year ended 31 December 2016 to its then shareholder.

14 EVENTS AFTER THE 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 for around 11 years and we started providing human resources services in Hong Kong in 2009. We are principally engaged in the provision of human resources outsourcing services and human resources recruitment services. For human resources outsourcing services, we source and employ suitable candidates that match the job descriptions specified by our clients and then second them to our clients. For human resources recruitment services, we identify, screen, assess and procure qualified candidates to be employed by our clients generally for positions at all levels, including administrative, executive, managerial and professional, to suit our clients' business needs.

The Group's competitive strengths include (i) solid track record of providing human resources services to public sector in Singapore; (ii) vast pool of candidates registered within our database; (iii) long-term and stable relationship with our major clients; and (iv) stable and experienced management team.

Looking forward, we will continue to seize opportunities to strengthen our position in the human resources services industry in Singapore by (i) strengthening our market position in the private sector in Singapore through expanding our human resources outsourcing and recruitment services in Singapore; (ii) enhancing our market penetration in Hong Kong through expanding our human resources recruitment services in Hong Kong; (iii) enhancing our brand awareness; and (iv) enhancing our IT system to support our business operations.

Though we expect that the coming years should continue to be challenging for the human resources services sector, in view of the intense price competition for our services, the Group remains distinctive and alert about the changes of the human resources services industry in Singapore and in Hong Kong, and with the Group's experienced management team and reputation in the market, the Group will continue sustain our market position and strengthen our competitive edge.

We will move with times towards our core business and shall continue to capture market opportunities so as to achieve a sustainable business growth and long-term benefits of our shareholders.

FINANCIAL REVIEW

Revenue

The Group's revenue decreased slightly by approximately S\$3.7 million, or 8.5%, from approximately S\$43.7 million for the year ended 31 December 2016 to approximately S\$40.0 million for the year ended 31 December 2017. The Group's revenue from human resources outsourcing services decreased by approximately S\$2.9 million from approximately S\$40.8 million for the year ended 31 December 2016 to approximately S\$37.9 million for the year ended 31 December 2017 and human resources recruitment services decreased by approximately S\$0.8 million from approximately S\$2.8 million for the year ended 31 December 2016 to approximately S\$2.0 million for the year ended 31 December 2017.

Human resources outsourcing services

The revenue from human resources outsourcing services decreased from approximately S\$40.8 million for the year ended 31 December 2016 to approximately S\$37.9 million for the year ended 31 December 2017, which represented a drop of approximately 7.1%. The drop in the revenue from human resources outsourcing services was mainly attributable to decrease in demand for our human resources outsourcing services from clients in the public sector as we received less job orders from different Singapore Government agencies due to intense price competition.

Human resources recruitment services

The revenue from human resources recruitment services decreased by approximately S\$0.8 million or 28.6%, from approximately S\$2.8 million for the year ended 31 December 2016 to approximately S\$2.0 million for the year ended 31 December 2017, primarily attributable to the decrease in demand on new recruits from our clients in private sector resulting from the intense price competition.

Other human resources support services

The revenue derived from other human resources support services decreased by approximately S\$31,000 or 25.2% from approximately S\$123,000 for the year ended 31 December 2016 to approximately S\$92,000 for the year ended 31 December 2017, which was mainly attributable to the decrease in revenue derived from referral services and parking services.

Cost of services

The Group's cost of services decreased by approximately S\$1.4 million, or 4.1%, from approximately S\$34.0 million for the year ended 31 December 2016 to approximately S\$32.6 million for the year ended 31 December 2017. The labour costs and other related costs were approximately S\$36.5 million and S\$33.9 million for the year ended 31 December 2016 and 2017 respectively and the aggregate government subsidies received were approximately S\$2.5 million and S\$1.3 million for the year ended 31 December 2016 and 2017 respectively. Therefore, the cost of services decreased slightly mainly due to the decrease in labour costs paid by approximately S\$1.4 million, or 4.8% which decrease in line with the decrease in revenue offset by the decrease in government subsidies received by approximately S\$1.2 million, or 48.0%. For details and reasons for such decrease in 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 Company's prospectus dated 28 June 2017 ("Prospectus").

Gross profit and gross profit margin

The Group's gross profit decreased by approximately S\$2.3 million, or 23.7%, from approximately S\$9.7 million for the year ended 31 December 2016 to approximately S\$7.4 million for the year ended 31 December 2017, which was mainly due to the decrease in revenue and the decrease in government subsidies received. Our gross profit margin decreased from approximately 22.2% for the year ended 31 December 2016 to approximately 18.4% for the year ended 31 December 2017, which was primarily due to the reasons mentioned above.

Other income

Other income decreased by approximately S\$852,000, or 89.8% from approximately S\$949,000 for the year ended 31 December 2016 to approximately S\$97,000 for the year ended 31 December 2017 due to the reversal of provision for doubtful debt of approximately S\$842,000 which represented the amount due from related companies for which provision had previously been made but subsequently recovered by us in the year ended 31 December 2016.

Administrative expenses

The Group's administrative expenses decreased slightly by approximately S\$0.2 million, or 2.7%, from approximately S\$7.4 million for the year ended 31 December 2016 to approximately S\$7.2 million for the year ended 31 December 2017.

Depreciation of plant and equipment

Depreciation expenses remained relatively stable at approximately S\$0.3 million and S\$0.2 million for the year ended 31 December 2016 and 2017, respectively.

Listing expenses

During the years ended 31 December 2017 and 31 December 2016, the Group recognised non-recurring listing expenses of approximately S\$1.7 million and S\$1.5 million, respectively as expenses in connection with the listing.

Income tax expenses

Income tax expenses decreased by approximately S\$0.6 million, or 150.0% from approximately S\$0.4 million for the year ended 31 December 2016 to income tax credit of approximately S\$0.2 million for the year ended 31 December 2017. The decrease was due to overprovision in previous year and in line with the decrease in profit before tax.

(Loss)/profit for the year

The loss for the year ended 31 December 2017 was approximately S\$1.3 million, representing a decrease of approximately S\$2.7 million, or 192.9% as compared with profit of approximately S\$1.4 million for the year ended 31 December 2016. The decrease was mainly attributable to the decrease in gross profit mainly resulting from the decrease in revenue from human resources outsourcing and recruitment service due to intense price competition and the decrease in government subsidies received together with the listing expenses incurred in the listing process as mentioned above.

FINANCIAL RESOURCES, LIQUIDITY AND GEARING

As at 31 December 2017,

- (a) the Group's total assets increased to approximately S\$23.6 million (2016: approximately S\$16.2 million) while the total equity increased to approximately S\$19.7 million (2016: approximately S\$10.8 million);
- (b) the Group's current assets increased to approximately S\$23.3 million (2016: approximately S\$15.9 million) while the current liabilities decreased to approximately S\$3.9 million (2016: approximately S\$5.4 million);
- (c) the Group had approximately S\$15.5 million (2016: S\$5.8 million) in cash and cash equivalents available and the current ratio of the Group was approximately 6.0 (2016: approximately 3.0);
- (d) the Group did not have any bank borrowing, amount due to a related company and a director (2016: nil); and
- (e) the gearing ratio (being the total of bank borrowing, amount due to a related company and a director divided by total equity attributable to the owners of the Company) was not applicable to the Group (2016: N/A).

CAPITAL EXPENDITURE

The capital expenditure during the year ended 31 December 2017 was primarily related to expenditures on additions of leasehold improvement, amounting to approximately S\$156,000, and computers and equipment, amounting to approximately S\$75,000, total S\$231,000, to cope with our operation needs, respectively (2016: approximately S\$295,000). As at 31 December 2017 and 2016, the Group did not have any outstanding capital commitments.

SIGNIFICANT INVESTMENTS

As at 31 December 2017, the Group did not hold any significant investments (2016: nil).

CONTINGENT LIABILITIES

As at 31 December 2017, the Group did not have any significant contingent liabilities (2016: nil).

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2017, the Group had 66 full-time employees (the “**Employees**”) (31 December 2016: 90). 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\$39.4 million for the year ended 31 December 2016 and approximately S\$37.5 million for the year ended 31 December 2017. The dedication and hard work of the Group’s staff during the year ended 31 December 2017 are generally appreciated and recognised.

INDEBTEDNESS AND CHARGES ON GROUP ASSETS

As at 31 December 2017, the Group had charges on the fixed deposits of approximately S\$0.1 million (2016: nil).

MATERIAL ACQUISITION OR DISPOSAL OF SUBSIDIARIES

To rationalise the structure of the Group for the Listing, the Company underwent a reorganisation (“**Reorganisation**”) of the business comprising the Group, pursuant to which the Company became the holding company of the subsidiaries of the Company now comprising the Group. Details of the Reorganisation have been set out in the Prospectus under the section headed “Reorganisation”.

Save for the Reorganisation, during the year ended 31 December 2017, there was no other material acquisition or disposal of subsidiaries or associated companies of the Company.

COMPLIANCE WITH LAWS AND REGULATIONS

During the year ended 31 December 2017, the Group was in compliance with all the laws and regulations that are applicable to the business operations of the Group, details of which have been set out in the Prospectus under the section headed “Regulatory Overview”, except those non-compliance matters as set out in the Prospectus under the section headed “Summary — Non-compliance incidents”.

FOREIGN EXCHANGE EXPOSURE

The Group transacts mainly in Singapore dollars, which is the functional currency of the majority of the Group’s operating subsidiaries. However, the Group retain some proceeds from the Share Offer (as defined below) in Hong Kong dollars which contributed to an unrealised foreign exchange loss of approximately S\$214,000 as Hong Kong dollars weakened against Singapore dollars.

POSSIBLE RISK EXPOSURE

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

EVENTS AFTER THE BALANCE SHEET DATE

As from 31 December 2017 to the date of this announcement, no significant events have occurred.

DIVIDENDS

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2017 (2016: nil).

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in the Prospectus and in this announcement, the Group did not have other plan for material investments or capital assets as of 31 December 2017.

USE OF PROCEEDS FROM THE SHARE OFFER

The Company was successfully listed on the GEM of the Stock Exchange on 17 July 2017 (“**Listing Date**”) by way of share offer of 150,000,000 public offer shares and 135,000,000 placing shares at the price of HK\$0.45 per share (the “**Share Offer**”). The net proceeds raised from the Share Offer were approximately HK\$43.4 million (approximately S\$7.7 million) after deducting listing-related expenses.

An analysis of the amount utilised up to 31 December 2017 is set out below:

	Planned use of net proceeds (as stated in the Prospectus) in respect of business objectives from the Listing Date to 31 December 2017 <i>HK\$mil</i>	Actual utilised amount up to 31 December 2017 <i>HK\$mil</i>
Expanding our human resources outsourcing and recruitment services in Singapore	3.4	0.6
Expanding our human resources recruitment services in Hong Kong	1.3	–
Enhancing our brand awareness	1.3	0.4
Enhancing our IT system to support our business operations	4.3	0.3
Working capital and other general corporate purposes	4.1	0.2
	<u>14.4</u>	<u>1.5</u>

During the period from the Listing Date to 31 December 2017, a small portion of the net proceeds from the Listing were utilised in accordance with the proposed applications set out in the Prospectus under the section headed “Future Plans and Use of Proceeds”. Given that (i) the Group experienced difficulties in recruiting suitable staff at an acceptable salary level for expansion of the human resources outsourcing and recruitment teams; and (ii) the time needed for selecting IT system vendors and accommodating the availability of the vendors exceeded the expectation of the Directors prior to the Listing Date, the respective amount of net proceeds had not been utilised in accordance with the Group’s plans set out in the Prospectus up to 31 December 2017. As at the date of this announcement, the Directors do not anticipate any change to the plan as to the use of proceeds and the balance of the fund would be utilised accordingly.

The remaining net proceeds as at 31 December 2017 had been placed in interest-bearing deposits in banks in Singapore and Hong Kong.

CONTINUING CONNECTED TRANSACTIONS

On 21 June 2017, a shared services agreement was entered into between the Company, and PT Bridging Growing Careers in Indonesia (“**BGC Indonesia**”) and Agensi Pekerjaan BGC Group (Malaysia) SDN. BHD. (“**BGC Malaysia**”), the then controlling shareholder of the Company owning approximately 49.0% and 49.5% respectively of the then issued share capital of the BGC Indonesia and BGC Malaysia. BGC Indonesia and BGC Malaysia were connected persons of the Company and accordingly. Pursuant to the agreement, the Company agreed to provide finance, human resources and other administrative services to BGC Indonesia and BGC Malaysia for a period from 21 June 2017 to 31 December 2019.

On 21 June 2017, a referral agreement was entered into between the Group, and BGC Malaysia. Pursuant to the agreement, the Group agreed to provide referral services such as referring suitable candidates sourced by the Group in Singapore to BGC Malaysia, and the Group has also engaged BGC Malaysia to refer suitable candidates sourced by BGC Malaysia in Malaysia to the Group for a period from 21 June 2017 to 31 December 2019.

On 10 October 2017, BGC Malaysia and the Company entered into the recruitment agreement, pursuant to which BGC Malaysia agreed to provide the recruitment services to the Group.

On 10 October 2017, BGC Malaysia and the Company entered into the administrative service agreement, pursuant to which BGC Malaysia agreed to provide the administrative services to the Group.

Details of the abovementioned transactions are set out in the section headed “Connected Transaction” in the Prospectus and the announcement issued by the Company dated 10 October 2017 (the “**Announcement**”). As disclosed in the Prospectus and the Announcement, such transactions constitute de minimis continuing connected transactions and are fully exempt from the reporting, announcement, annual review and independent shareholders’ approval requirements under Chapter 20 of the GEM Listing Rules.

Save as disclosed above, there is no other transaction for the year ended 31 December 2017, including those disclosed as related party transactions elsewhere in the consolidated financial statements, under the definition of connected transactions or continuing connected transactions pursuant to Chapter 20 of the GEM Listing Rules. The Company confirms that it has complied with the applicable disclosure requirements in accordance with chapter 20 of the GEM Listing Rules.

OTHER INFORMATION

COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors or the controlling shareholders (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 year ended 31 December 2017.

As set out in the Prospectus, the Company has adopted, among others, the following measures to manage the conflict of interests arising from competing business and to safeguard the interests of the shareholders: (i) the company will disclose decisions on matters reviewed by the independent non-executive directors relating to compliance and enforcement of the deed of non-competition dated 21 June 2017 entered into by the controlling shareholders in favour of our Company competing interests (“**Deed of Non-competition**”) in our annual report; and (ii) the controlling shareholders will make confirmation on compliance with their undertaking under the deed of non-competition in our annual report.

The Board would like to clarify that there were no conflicts of interests between the controlling shareholders and the Group arising from competing business for the year ended 31 December 2017. As such, the controlling shareholders confirmed that they have complied with their undertaking under the deed of non-competition.

The independent non-executive directors have reviewed and confirmed that the controlling shareholders have complied with the non-competition undertaking under the Deed of Non-competition.

CORPORATE GOVERNANCE CODE

Pursuant to code provision A.2.1 of the Corporate Governance Code (the “**CG Code**”) and Corporate Governance Report 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 year ended 31 December 2017.

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 year ended 31 December 2017.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

During the year ended 31 December 2017, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities.

AUDIT COMMITTEE

The Company established 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 mainly to make recommendation to the Board on the appointment and removal of external auditors; review of 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 Ms. Lam Shun Ka. Mr. Fan Chun Wah Andrew is the chairman of the Audit Committee.

The Audit Committee has reviewed the consolidated financial statements of the Group for the year ended 31 December 2017 and this announcement and is of the view that such statements and announcement 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.

ANNUAL GENERAL MEETING

The annual general meeting (“AGM”) of the Company will be held on 28 May 2018. A notice convening the annual general meeting will be published in due course.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 23 May 2018 to Monday, 28 May 2018, both days inclusive, for the purpose of ascertaining shareholders’ entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrars in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 21 May 2018.

PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT

This results announcement is published on the GEM website at www.hkgem.com and the Company’s website at www.omnibridge.com.hk. The annual report of the Company for the year ended 31 December 2017 will be despatched to the shareholders of the Company and will be available on the respective websites of the Stock Exchange and the Company in due course.

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

Hong Kong, 16 March 2018

As at the date of this announcement, the executive Directors are Mr. Chew Chee Kian, Ms. Yong Yuet Han and Ms. Lo Wing Yan Emmy; and the independent non-executive Directors are Mr. Fan Chun Wah Andrew, J.P., Mr. Koh Shian Wei and Ms. Lam Shun Ka.

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