

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

OMNIBRIDGE HOLDINGS LIMITED

橋英控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8462)

NEW CONTINUING CONNECTED TRANSACTIONS AND AGGREGATED ANNUAL CAPS FOR CONTINUING CONNECTED TRANSACTIONS

Reference is made to the prospectus of the Company dated 28 June 2017 in relation to (i) the Shared Service Agreement dated 21 June 2017 entered into between the Company and the Non-listed Group, pursuant to which the Group agreed to provide the Shared Services to the Non-listed Group, and (ii) the Referral Agreement dated 21 June 2017 entered into between BGC Malaysia and the Group, pursuant to which BGC Malaysia agreed to provide the Referral Services to the Group and vice versa. The Company has further entered into the Recruitment Agreement and the Administrative Service Agreement with BGC Malaysia.

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.

As BGC Malaysia is owned as to 49.5% by Mr. Chew Chee Kian, director of the Company, and hence a connected person of the Company, the provision of the Recruitment Services and the Administrative Services by BGC Malaysia under the Recruitment Agreement and the Administrative Service Agreement respectively constitute continuing connected transactions of the Company pursuant to the GEM Listing Rules.

Pursuant to Rule 20.79 of the GEM Listing Rules, the Company has resolved to aggregate the annual caps of the Shared Services Agreement, the Referral Agreement, the Recruitment Agreement and the Administrative Service Agreement.

The Directors (including the independent non-executive Directors) consider that the Recruitment Agreement and the Administrative Service Agreement had been entered into on arm's length basis, on normal commercial terms and in the ordinary and usual course of business, and that the transactions contemplated under the Recruitment Agreement and the Administrative Service Agreement and the Annual Caps are fair and reasonable and in the interests of the Group and its shareholders as a whole.

Given that each of the percentage ratios (other than profit ratio) for the transactions contemplated under the CCT Agreements, where applicable and whether calculated individually or in aggregate by reference to Rule 19.07 of the GEM Listing Rules, is expected on an annual basis to be less than 5% and the annual consideration under the CCT Agreements, whether calculated individually or in aggregate, is less than HK\$3 million, the transactions contemplated under the CCT Agreements are exempt from the reporting, annual review, announcement and the independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

Reference is made to the prospectus of the Company dated 28 June 2017 in relation to (i) the Shared Service Agreement dated 21 June 2017 entered into between the Company and the Non-listed Group, pursuant to which the Group agreed to provide the Shared Services to the Non-listed Group, and (ii) the Referral Agreement dated 21 June 2017 entered into between BGC Malaysia and the Group, pursuant to which BGC Malaysia agreed to provide the Referral Services to the Group and vice versa. The Company has further entered into the Recruitment Agreement and the Administrative Service Agreement with BGC Malaysia and the details of the agreements are set out below.

THE RECRUITMENT AGREEMENT

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. The Recruitment Services include recruiting suitable candidates located by BGC Malaysia in Malaysia to the Group.

Below sets out the details of the Recruitment Agreement.

Date: 10 October 2017

Parties: (1) The Company
(2) BGC Malaysia

Duration: 10 October 2017 to 31 December 2019

The transaction under the Recruitment Agreement is a new transaction and therefore there is no historical transaction amount prior to entering into the Recruitment Agreement. The recruitment fees to be paid to BGC Malaysia by the Group will be charged at a fixed percentage of the revenue derived from that particular transaction and the annual caps of the recruitment fees under the Recruitment Agreement are estimated based on the projected number of recruitments provided by BGC Malaysia.

THE ADMINISTRATIVE SERVICE AGREEMENT

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. The Administrative Services include the provision of internal human resources and administrative services by BGC Malaysia to the Group.

Below sets out the details of the Administrative Service Agreement.

Date: 10 October 2017

Parties: (1) The Company
(2) BGC Malaysia

Duration: 10 October 2017 to 31 December 2019

The transaction under the Administrative Service Agreement is a new transaction and therefore there is no historical transaction amount prior to entering into the Administrative Service Agreement. The service fees to be paid to BGC Malaysia will be charged and the annual caps of the service fees under the Administrative Service Agreement are estimated based on the cost to be incurred by BGC Malaysia.

REASONS FOR ENTERING INTO THE RECRUITMENT AGREEMENT AND THE ADMINISTRATIVE SERVICE AGREEMENT

The Group's principal activities include the provision of human resources outsourcing services and human resources recruitment services in Singapore and Hong Kong. A prominent client of the Group has requested the Group to recruit suitable candidates in Malaysia for them. However, since the Group does not have any operation in Malaysia, the Group then entered into the Recruitment Agreement with BGC Malaysia for the Recruitment Services, so as to maintain a strong relationship with the client of the Group.

Due to the fact that the labour cost in Malaysia is relatively lower, and in order to cope with the Group's expansion plan as stated in the prospectus of the Company dated 28 June 2017, and at the same time lowering the administrative and internal staff cost of the Group, the Group engages BGC Malaysia to provide the Administrative Services, which is expected to account for an insignificant portion of the Group's staff costs and welfare under its administrative expenses. For demonstration purpose, the estimated total service fees to be paid to BGC Malaysia for the Administrative Services to be provided by BGC Malaysia under the Administrative Service Agreement for the year ending 31 December 2018 only accounts for less than 3% of the staff costs and welfare of the Group for the year ended 31 December 2016.

The Directors (including the independent non-executive Directors) consider that the Recruitment Agreement and the Administrative Service Agreement had been entered into on arm's length basis, on normal commercial terms and in the ordinary and usual course of business, and that the transactions contemplated under the Recruitment Agreement and the Administrative Service Agreement are fair and reasonable and in the interests of the Group and its shareholders as a whole.

AGGREGATED ANNUAL CAPS

Pursuant to Rule 20.79 of the GEM Listing Rules, the Company has resolved to aggregate the annual caps of the Shared Services Agreement, the Referral Agreement, the Recruitment Agreement and the Administrative Service Agreement.

For the three years ending 31 December 2017, 2018 and 2019, the Annual Caps of the four CCT Agreements in aggregate are S\$273,000, S\$421,000 and S\$497,000, respectively.

The Directors confirm that the annual cap for each of the Shared Services Agreement and the Referral Agreement for the year ending 31 December 2017 has not been exceeded as at the date of this announcement.

The Directors take the view that the Annual Caps are fair and reasonable and in the interests of the Group and its shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As BGC Malaysia is owned as to 49.5% by Mr. Chew Chee Kian, director of the Company, and hence a connected person of the Company, the provision of the Recruitment Services and the Administrative Services by BGC Malaysia under the Recruitment Agreement and the Administrative Service Agreement respectively constitute continuing connected transactions of the Company pursuant to the GEM Listing Rules.

Given that each of the percentage ratios (other than profit ratio) for the transactions contemplated under the CCT Agreements, where applicable and whether calculated individually or in aggregate by reference to Rule 19.07 of the GEM Listing Rules, is expected on an annual basis to be less than 5% and the annual consideration under the CCT Agreements, whether calculated individually or in aggregate, is less than HK\$3 million, the transactions contemplated under the CCT Agreements are exempt from the reporting, annual review, announcement and the independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

GENERAL

The Group is principally engaged in the provision of human resources outsourcing services and human resources recruitment services in Singapore and Hong Kong.

BGC Malaysia is principally engaged in the provision of human resources recruitment services in Malaysia.

DEFINITIONS

Unless the context otherwise requires, capitalized terms used in this announcement shall have the following meanings:

“Administrative Service Agreement”	the service agreement dated 10 October 2017 entered into between the Company and BGC Malaysia in connection with the Administrative Services;
“Administrative Services”	the provision of internal human resources and administrative services by BGC Malaysia to the Group;
“Annual Cap(s)”	maximum aggregate annual value(s) to be received or paid by the Group under the CCT Agreements;

“associate”	shall have the same meaning ascribed to such term in the Listing Rules;
“BGC Malaysia”	Agensi Pekerjaan BGC Group (Malaysia) SDN. BHD., a company incorporated in Malaysia on 6 July 2011 with limited liability, which is owned as at 49.5% by Mr. Chew Chee Kian and 50.5% by an independent third party;
“Board”	the board of directors of the Company;
“CCT Agreement(s)”	the Shared Service Agreement, the Referral Agreement, the Recruitment Agreement and the Administrative Service Agreement;
“Company”	Omnibridge Holdings Limited, an exempted company incorporated in the Cayman Islands on 8 August 2016 with limited liability;
“connected person”	shall have the same meaning ascribed to such term in the GEM Listing Rules;
“Director(s)”	the director(s) of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/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;
“Non-listed Group”	Happy Benefits Pte. Ltd., Ohana Pte. Ltd., PT Bridging Growing Careers in Indonesia and BGC Malaysia;
“Recruitment Agreement”	the recruitment agreement dated 10 October 2017 entered into between the Company and BGC Malaysia in connection with the Recruitment Services;
“Recruitment Services”	the provision of recruitment services by BGC Malaysia by recruiting suitable candidates located by BGC Malaysia in Malaysia to the Group;

“Referral Agreement”	the referral agreement dated 21 June 2017 entered into between the Company and BGC Malaysia in connection with the Referral Services;
“Referral Services”	the provision of referral services by BGC Malaysia by referring suitable candidates sourced by BGC Malaysia in Malaysia to the Group, and the provision of services by the Group by referring suitable candidates sourced by the Group in Singapore to BGC Malaysia;
“RM”	Malaysian Ringgit, the lawful currency of Malaysia;
“Shared Services”	the provision of finance, human resources and other administrative services by the Group to the Non-listed Group;
“Shared Services Agreement”	the shared services agreement dated 21 June 2017 entered into between the Company and the Non-listed Group in connection with the Shared Services; and
“S\$” or “SGD”	Singapore dollars, the lawful currency of Singapore.

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

Hong Kong, 10 October 2017

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, Mr. Koh Shian Wei and Ms. Lam Shun Ka.

This announcement, 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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 bgc-group.com.