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 2019

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

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

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

*This announcement, for which the directors (the "**Directors**") of Omnibridge Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the 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 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.*

This announcement is prepared in English and 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 is pleased to announce the following audited consolidated results of the Group for the year ended 31 December 2019, together with the comparative figures for the preceding year ended 31 December 2018:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2019

	Notes	**2019** **_S$'000_**	2018 *S$'000*
REVENUE	*4*	**36,745**	34,786
Cost of services		**(31,029)**	(29,213)
Gross profit		**5,716**	5,573
Other income	*4*	**170**	104
Allowance for expected credit losses, net		**(47)**	(183)
Administrative expenses		**(6,948)**	(7,998)
LOSS FROM OPERATIONS		**(1,109)**	(2,504)
Finance costs		**(83)**	–
LOSS BEFORE TAX	*5*	**(1,192)**	(2,504)
Income tax expense	*6*	**(27)**	–
LOSS FOR THE YEAR		**(1,219)**	(2,504)
OTHER COMPREHENSIVE INCOME/(LOSS)			
Items that may be reclassified subsequently to profit or loss:			
Exchange difference arising on translation		**15**	(6)
Other comprehensive income /(loss) for the year, net of tax		**15**	(6)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		**(1,204)**	(2,510)
LOSS FOR THE YEAR ATTRIBUTABLE TO:			
Owners of the Company		**(1,219)**	(2,504)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR ATTRIBUTABLE TO:			
Owners of the Company		**(1,204)**	(2,510)
Loss per share			
— Basic and diluted (Singapore cents)	*7*	**(0.20)**	(0.42)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 31 December 2019

	Notes	2019 S$'000	2018 S$'000
ASSETS			
NON-CURRENT ASSETS			
Plant and equipment		**191**	313
Right-of-use assets		**460**	–
		651	313
CURRENT ASSETS			
Trade receivables	*8*	**5,979**	6,176
Prepayments, deposits and other receivables		**862**	622
Cash and cash equivalents		**12,714**	13,857
		19,555	20,655
CURRENT LIABILITIES			
Accrued labour costs		**2,821**	2,668
Other payables and accruals	*9*	**971**	1,095
Lease liabilities		**689**	–
Tax payables		**27**	–
		4,508	3,763
NET CURRENT ASSETS		**15,047**	16,892
TOTAL ASSETS LESS CURRENT LIABILITIES		**15,698**	17,205
NON-CURRENT LIABILITIES			
Lease liabilities		**70**	–
Deferred tax liabilities		**24**	24
		94	24
NET ASSETS		**15,604**	17,181
EQUITY			
Share capital	*10*	**1,053**	1,053
Reserves		**14,551**	16,128
TOTAL EQUITY		**15,604**	17,181

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

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. Its ultimate controlling parties 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 (Cap. 622 of the laws of Hong Kong) on 18 August 2016. Its shares (the "**Shares**") were initially listed on the GEM 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 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. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

New and Amendments to IFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to IFRSs issued by the International Accounting Standards Board (the "**IASB**") for the first time in the current year:

IAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement
IAS 28 (Amendments)	Long-term interests in Associates and Joint Ventures
IFRS (Amendments)	Annual Improvements to IFRSs 2015–2017 Cycle
IFRS 9 (Amendments)	Prepayment Features with Negative Compensation
IFRS 16	Leases
IFRIC-Int 23	Uncertainty over Income Tax Treatments

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

IFRS 16 Leases

The Group has applied IFRS 16 for the first time in the current year. IFRS 16 superseded IAS 17 *Leases* ("**IAS 17**"), and the related interpretations.

Definition of a lease

The Group has elected the practical expedient to apply IFRS 16 to contracts that were previously identified as leases applying IAS 17 and IFRIC 4 *Determining whether an Arrangement contains a Lease* and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in IFRS 16 in assessing whether a contract contains a lease.

As a lessee

The Group has applied IFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

When applying the modified retrospective approach under IFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under IAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

(i) elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;

(ii) excluded initial direct costs from measuring the right-of-use assets at the date of initial application;

(iii) applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment; and

(iv) relied on the assessment of whether leases are onerous by applying IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* as an alternative of impairment review.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied is 5.9%.

To ease the transition to IFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of IFRS 16:

(i) the Group elected not to apply the requirements of IFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of IFRS 16, i.e. where the lease term ends on or before 31 December 2019;

(ii) when measuring the lease liabilities at the date of initial application of IFRS 16, the Group applied a single discount rate to a portfolio of lease with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment); and

(iii) when measuring the right-of-use assets at the date of initial application of IFRS 16, the group relied on the previous assessment for onerous contract provisions as at 31 December 2018 as an alternative to performing an impairment review.

As at 1 January 2019, the Group recognised additional lease liabilities and measured right-of-use assets at the carrying amounts as if IFRS 16 had been applied since commencement dates, but discounted using the incremental borrowing rates of the relevant group entities at the date of initial application by applying IFRS 16.C8(b)(i) transition. Any difference at the date of initial application is recognised in the opening retained earnings and comparative information has not been restated.

The following table summarises the impact of transaction to IFRS 16 on retained earnings as at 1 January 2019:

	1 January 2019 *S$'000*
Retained earnings as at 31 December 2018	**4,047**
Adjustments under IFRS 16	**(373)**
Retained earnings as at 1 January 2019 (Restated)	**3,674**

The following table reconciles the operating lease commitments as disclosed in annual report as at 31 December 2018 to the opening balance for lease liabilities recognised as at 1 January 2019:

	1 January 2019 *S$'000*
Operating lease commitments disclosed as at 31 December 2018	**1,940**
Less: Total future interest expenses	**(80)**
Present value of remaining lease payments, discounted using the incremental borrowing rate of at the date of initial application (i.e. 1 January 2019)	**1,860**
Analysed as:	
— Current	**1,101**
— Non-current	**759**
Total lease liabilities recognised as at 1 January 2019	**1,860**

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position at 31 December 2018.

The carrying amounts of right-of-use assets as at 1 January 2019 comprises the following:

	Right-of-use assets *S$'000*
Right-of-use assets relating to operating leases recognised upon application of IFRS 16	1,487
By class:	
Office premises	1,487

The following table summarises the impacts of the adoption of IFRS 16 on the Group's consolidated statement of financial position as at 1 January 2019. Line items that were not affected by the changes have not been included:

	Carrying amount previously reported at 31 December 2018	**Adjustments**	**Carrying amount under IFRS 16 at 1 January 2019**
	S$'000	*S$'000*	*S$'000*
Line items in the consolidated statement of financial position impacted by the adoption of IFRS 16:			
Right-of-uses assets	–	1,487	1,487
Total non-current assets	**313**	**1,487**	**1,800**
Lease liabilities (current)	–	1,101	1,101
Current liabilities	**3,763**	**1,101**	**4,864**
Net current assets	**16,892**	**(1,101)**	**15,791**
Total assets less current liabilities	**17,205**	**386**	**17,591**
Lease liabilities (non-current)	–	759	759
Total non-current liabilities	**24**	**759**	**783**
Net assets	**17,181**	**(373)**	**16,808**

New and amendments to IFRSs that have been issued but are not yet effective

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

IAS 1 and IAS 8 (Amendments)	Definition of Material[2]
IFRS 3 (Amendments)	Definition of a Business[1]
IFRS 10 and IAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[4]
IFRS 17	Insurance Contracts[3]
IFRS 9, IAS 39 and IFRS 7 (Amendments)	Interest Rate Benchmark Reform[2]

[1] Effective for business combination and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

[2] Effective for annual periods beginning on or after 1 January 2020.

[3] Effective for annual periods beginning on or after 1 January 2021.

[4] Effective for annual periods beginning on or after a date to be determined.

The Directors anticipate that the application of the new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

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 years ended 31 December 2018 and 2019 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 2018 and 2019, revenue generated from two 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 2018 and 2019.

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

	2019	2018
	S$'000	*S$'000*
Client A	**6,629**	5,166
Client B	**6,020**	5,696

4. REVENUE AND OTHER INCOME

An analysis of revenue and other income are as follows:

	2019	2018
	S$'000	*S$'000*
A point in time of revenue recognition:		
• Human resources outsourcing services	**35,340**	33,534
• Human resources recruitment services	**1,377**	1,184
• Other human resources support services *(Note)*	**28**	68
	36,745	34,786

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.

	2019	2018
	S$'000	*S$'000*
Other income		
Service income	**21**	32
Interest income	**58**	21
Sundry income	**91**	51
	170	104

5. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging:

	2019	2018
	S$'000	*S$'000*
Cost of services		
Salaries and bonuses	**26,597**	25,212
Defined contribution retirement plan	**3,442**	3,214
Short-term benefits	**990**	787
	31,029	29,213
Directors' emoluments	**942**	897
Other staff costs (excluding directors' emoluments)		
Salaries and bonuses	**2,898**	3,141
Defined contribution retirement plan	**376**	417
Short-term benefits	**193**	261
	3,467	3,819
Total staff costs	**35,438**	33,929
Auditors' remuneration		
— Audit services:		
Annual audit services	**200**	200
— Non-audit services	**3**	3
Depreciation of plant and equipment	**273**	313
Depreciation of right-of-use assets	**1,026**	–
Loss on disposal of plant and equipment	**–**	4
Operating lease rental expenses in respect of:		
— rented premises	**–**	1,103

6. INCOME TAX EXPENSE

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, 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 years. No Hong Kong Profits Tax has been provided since no assessable profit arose in Hong Kong for the years ended 31 December 2018 and 2019.

The Singapore statutory income tax rate was 17% during the years ended 31 December 2018 and 2019. 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.

	2019 ***S$'000***	2018 *S$'000*
Current tax — Singapore:		
Charge for the year	**27**	–
Deferred tax	**–**	–
Income tax expense	**27**	–

The income tax expense can be reconciled to the loss before tax per consolidated statement of profit or loss and other comprehensive income as follows:

	2019 ***S$'000***	2018 *S$'000*
Loss before tax	**(1,192)**	(2,504)
Tax at the applicable income tax rate	**(208)**	(420)
Income not subject to tax	**(6)**	(49)
Expenses not deductible for tax	**81**	231
Effect of partial tax exemption	**(18)**	–
Enhanced allowances and deductions	**(50)**	(33)
Tax losses not recognised	**228**	271
Income tax expense	**27**	–

In Singapore, the partial tax exemption scheme allows for (i) 75% tax exemption on the first S$10,000 of normal chargeable income; and a further 50% tax exemption on the next S$290,000 of normal chargeable income.

Tax rebate refers to the corporate income tax rebate which allows a 20% corporate income tax rebate capped at S$10,000 per year for the year of assessment 2019; and a 25% corporate income tax rebate capped at S$15,000 per year for the year of assessment 2020.

7. LOSS PER SHARE

	2019	2018
	S$'000	*S$'000*
Loss for the year attributable to the owners of the Company	**(1,219)**	(2,504)
	'000	*'000*
Weighted average number of ordinary shares for the purpose of calculating basic loss per share *(Note)*	**600,000**	600,000

Note: The calculation of basic loss per share is based on the loss for the year attributable to owners of the Company of approximately S$1,219,000 (2018: approximately S$2,504,000) and the weighted average number of 600,000,000 (2018: 600,000,000) ordinary shares in issue during the year ended 31 December 2019.

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

8. TRADE RECEIVABLES

	2019	2018
	S$'000	*S$'000*
Trade receivables	**6,126**	6,276
Less: Allowance for expected credit losses	**(147)**	(100)
	5,979	6,176

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, net of allowance for expected credit losses, as at 31 December 2018 and 2019, based on the invoice date, is as follows:

	2019	2018
	S$'000	*S$'000*
Less than 30 days	**3,522**	3,288
31 to 60 days	**2,102**	2,528
61 to 90 days	**250**	263
More than 90 days	**105**	97
Total	**5,979**	6,176

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach:

	Lifetime ECL (not credit-impaired)
	S$'000
As at 1 January 2018	–
Allowance for expected credit losses recognised	100
As at 31 December 2018 and 1 January 2019	100
Allowance for expected credit losses recognised	47
As at 31 December 2019	147

9. OTHER PAYABLES AND ACCRUALS

	2019	2018
	S$'000	*S$'000*
Other payables	**56**	91
GST payables	**384**	431
Receipt in advance	**–**	5
Other accrued expenses	**531**	568
	971	1,095

10. 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 2018, 31 December 2018, 1 January 2019 and 31 December 2019	1,500,000,000	15,000	2,632
Issued and fully paid:			
As at 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019	600,000,000	6,000	1,053

11. DIVIDENDS

The Directors do not propose any payment of final dividend for the years ended 31 December 2018 and 2019.

12. EVENTS AFTER THE REPORTING PERIOD

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

13. COMPARATIVE FIGURES

The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. Further details of the changes in accounting policies are disclosed in annual report.

In addition, certain comparative figures have been reclassified to be consistent with the current period presentation.

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 during the year ended 31 December 2019. In particular, the Group noticed an increased number of competitors and their aggressive pricing strategies in bidding for new projects. 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 for the human resources services sector due to the uncertain global environment and rising costs in the Republic of Singapore ("**Singapore**") together with the 2019 social unrest and the uncertain economic slowdown in Hong Kong that may affect the Singapore's and Hong Kong Special Administrative Region of the People's Republic of China's ("**Hong Kong**") economy. The current outbreak of coronavirus could have a deteriorated impact on the economy of Singapore and Hong Kong due to the increased economic links with the People's Republic of China ("**China**") resulting in further decline of mainland tourist arrivals and poor local consumer sentiment. Since 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 will explore any business opportunities by investing in new ventures which have strategic and/or operational synergies with the Group to further strengthen our position as an established human resources services provider both in Singapore and in Hong Kong and act prudently and selectively to explore potential investment opportunities in other regions or a better diversified business line at opportune time to leverage the Group's business.

We will continue to capture market opportunities so as to achieve a sustainable business growth and long-term benefits of the shareholders of the Company (the "**Shareholders**").

FINANCIAL REVIEW

Revenue

The Group's revenue increased by approximately S$1.9 million, or 5.5%, from approximately S$34.8 million for the year ended 31 December 2018 to approximately S$36.7 million for the year ended 31 December 2019. The Group's revenue from human resources outsourcing services increased by approximately S$1.8 million from approximately S$33.5 million for the year ended 31 December 2018 to approximately S$35.3 million for the year ended 31 December 2019 and human resources recruitment services increased by approximately S$0.2 million from approximately S$1.2 million for the year ended 31 December 2018 to approximately S$1.4 million for the year ended 31 December 2019.

Human Resources Outsourcing Services

The revenue from human resources outsourcing services increased from approximately S$33.5 million for the year ended 31 December 2018 to approximately S$35.3 million for the year ended 31 December 2019, which represented an increase of approximately 5.4%. The increase in the revenue from human resources outsourcing services was mainly attributable to increase in demand for our human resources outsourcing services from clients in the public sector and received more job orders from different Singapore government agencies due to offering competitive pricing in response to the market condition.

Human Resources Recruitment Services

The revenue from human resources recruitment services increased by approximately S$0.2 million or 16.7%, from approximately S$1.2 million for the year ended 31 December 2018 to approximately S$1.4 million for the year ended 31 December 2019, primarily attributable to the increase in demand on new recruits from our clients in private sector.

Other Human Resources Support Services

The revenue derived from other human resources support services decreased by approximately S$40,000 or 58.8% from approximately S$68,000 for the year ended 31 December 2018 to approximately S$28,000 for the year ended 31 December 2019, 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 increased by approximately S$1.8 million, or 6.2%, from approximately S$29.2 million for the year ended 31 December 2018 to approximately S$31.0 million for the year ended 31 December 2019. The labour costs and other related costs were approximately S$30.3 million and S$31.9 million for the year ended 31 December 2018 and 2019 respectively and the aggregate government subsidies received were approximately S$1.1 million and S$0.9 million for the year ended 31 December 2018 and 2019 respectively. Therefore, the cost of services increase mainly due to the increase in labour costs paid by approximately S$1.6 million, or 5.3% which was generally in line with the increase in revenue and partially offset by the decrease in government subsidies received by approximately S$0.2 million, or 18.2%. 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**"). The wage credit scheme mentioned therein has been extended to 2020.

Gross Profit and Gross Profit Margin

The Group's gross profit increased by approximately S$0.1 million, or 1.8%, from approximately S$5.6 million for the year ended 31 December 2018 to approximately S$5.7 million for the year ended 31 December 2019, which was mainly due to the combined effect of increase in revenue and the decrease in government subsidies received. Our gross profit margin decreased from approximately 16.0% for the year ended 31 December 2018 to approximately 15.6% for the year ended 31 December 2019, which was primarily due to the reasons mentioned above.

Other Income

Other income increased by approximately S$66,000, or 63.5% from approximately S$104,000 for the year ended 31 December 2018 to approximately S$170,000 for the year ended 31 December 2019 due to increase in sundry income and interest income of approximately S$40,000 and S$37,000 respectively which are offset by the decrease in service income of approximately S$11,000 in the year ended 31 December 2019.

Administrative Expenses

The Group's administrative expenses decreased by approximately S$1.1 million, or 13.8%, from approximately S$8.0 million for the year ended 31 December 2018 to approximately S$6.9 million for the year ended 31 December 2019, which was mainly due to decrease in marketing expenses and internal staff costs in the year ended 31 December 2019.

Depreciation

Depreciation expenses of plant and equipment remained relatively stable at approximately S$0.3 million and S$0.3 million for the years ended 31 December 2018 and 2019, respectively. Depreciation expenses of right-of-use assets increased by approximately $1.0 million from approximately S$Nil for the year ended 31 December 2018 to approximately S$1.0 million for the year ended 31 December 2019. The increase in depreciation expenses was mainly due to the amortisation arose from initial recognition of right-of-use assets under the IFRS 16 adopted for the year ended 31 December 2019.

Loss for the Year

The loss for the year ended 31 December 2019 was approximately S$1.2 million, representing a decrease of approximately S$1.3 million, or 52.0% as compared with loss of approximately S$2.5 million for the year ended 31 December 2018. The decrease was mainly attributable to the increase in gross profit mainly resulting from the increase in revenue from human resources outsourcing and recruitment service due to offering competitive pricing in response to the market condition and the decrease in government subsidies received and decrease in administrative expenses due to the decrease in marketing expenses and internal staff costs in 2019 as mentioned above.

FINANCIAL RESOURCES, LIQUIDITY AND GEARING

As at 31 December 2019:

(a) the Group's total assets decreased to approximately S$20.2 million (2018: approximately S$21.0 million) while the total equity decreased to approximately S$15.6 million (2018: approximately S$17.2 million);

(b) the Group's current assets decreased to approximately S$19.6 million (2018: approximately S$20.7 million) while the current liabilities increased to approximately S$4.5 million (2018: approximately S$3.8 million);

(c) the Group had approximately S$12.7 million (2018: S$13.9 million) in cash and cash equivalents available and the current ratio of the Group was approximately 4.3 (2018: approximately 5.5);

(d) the Group did not have any bank borrowing, amount due to a related company and a director (2018: 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 (2018: N/A).

CAPITAL EXPENDITURE

Capital expenditure during the year ended 31 December 2019 was primarily related to expenditures on additions of computers and equipment, totalling S$151,000 (2018:S$343,000), to cope with our operation needs. As at 31 December 2018 and 2019, the Group did not have any outstanding capital commitments.

SIGNIFICANT INVESTMENTS

As at 31 December 2019, the Group did not hold any significant investments (2018: Nil).

CONTINGENT LIABILITIES

As at 31 December 2019, the Group did not have any significant contingent liabilities (2018: Nil).

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2019, the Group had 60 full-time employees (31 December 2018: 75). 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$33.9 million for the year ended 31 December 2018 and approximately S$35.4 million for the year ended 31 December 2019. The dedication and hard work of the Group's staff during the year ended 31 December 2019 are generally appreciated and recognised.

The Group maintains a share option scheme for the purpose of providing incentives and rewards to the participants for their contributions to the Group. As at the date of this announcement, no option has been granted under the share option scheme.

The Group also provided training and courses to its employees to encourage self-improvement and entrance their professional skills.

INDEBTEDNESS AND CHARGES ON GROUP ASSETS

As at 31 December 2019, the Group had charges on the fixed deposits of approximately S$0.1 million (2018: approximately S$0.1 million).

MATERIAL ACQUISITION OR DISPOSAL OF SUBSIDIARIES

During the year ended 31 December 2019, there had been 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 2019, the Group had been in compliance with all the laws and regulations that are applicable to the business operations of the Group.

FOREIGN EXCHANGE EXPOSURE

The Group transacts mainly in Singapore dollars, which is the functional currency of the majority of the Group's operating subsidiaries. The Group is not exposed to significant foreign exchange risk and has not employed any financial instrument for hedging; however, the Group has retained some proceeds from the Share Offer (as defined below) in Hong Kong dollars which contributed to an unrealised foreign exchange gain of approximately S$15,000 (2018: unrealised foreign exchange loss of approximately S$6,000) as Hong Kong dollars strengthened compared with Singapore dollars. The Group will review and monitor from time to time the risk relating to foreign exchange wherever applicable.

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 2019 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 2019 (2018: 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 2019.

USE OF PROCEEDS FROM THE SHARE OFFER

The Company was successfully listed on GEM on 17 July 2017 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 2019 is set out below:

	Planned use of net proceeds (as stated in the Prospectus) in respect of business objectives from the date of listing of the Shares (i.e. 17 July 2017) to 31 December 2019	**Actual utilised amount up to 31 December 2019**
	HK$ million	*HK$ million*
Expanding our human resources outsourcing and recruitment services in Singapore	23.0	7.1
Expanding our human resources recruitment services in Hong Kong	5.0	3.6
Enhancing our brand awareness	5.8	2.7
Enhancing our IT system to support our business operations	5.5	2.1
Working capital and other general corporate purposes	4.1	2.5
	43.4	18.0

During the period from the date of listing of the Shares (i.e. 17 July 2017) to 31 December 2019, our net proceeds from the listing of the Shares on GEM had not been fully 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 kept recruiting suitable staff at an acceptable salary level for expansion of the human resources outsourcing and recruitment teams in Singapore and Hong Kong; (ii) our brand awareness has already been enhanced by our marketing activities since Listing; and (iii) the Group is still in the process of upgrading our current IT system and exploring a more advance IT system to support our business operations, the respective amount of net proceeds had not been fully utilised in accordance with the Group's plans set out in the Prospectus up to 31 December 2019. As at the date of this announcement, the Directors do not anticipate any material change to the plan as to the use of proceeds except that in light of the sluggish economic condition, the Group will utilise the balance of fund in a conservative manner. Should the Directors decide to reallocate the planned use of net proceeds to other business plans and/or new projects of the Group to a material extent, we will make appropriate announcement(s) in due course.

The remaining net proceeds as at 31 December 2019 had been placed in interest-bearing deposits in banks in Singapore and Hong Kong.

CONTINUING CONNECTED TRANSACTIONS

On 21 June 2017, the Company entered into a shared services agreement with, among others, PT Bridging Growing Careers in Indonesia ("**BGC Indonesia**") and Agensi Pekerjaan BGC Group (Malaysia) SDN. BHD. ("**BGC Malaysia**"), with one of the controlling shareholders 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 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 had been no other material transaction for the year ended 31 December 2019, 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 2019.

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 the compliance and enforcement of the deed of non-competition dated 21 June 2017 entered into by the controlling shareholders in favour of the Company ("**Deed of Non-competition**") in its annual report; and (ii) the controlling shareholders will make confirmation on compliance with their undertaking under the Deed of Non-competition in its annual report.

The Board would like to clarify that there were no conflicts of interests between the controlling shareholders of the Company and the Group arising from competing business for the year ended 31 December 2019. As such, the controlling shareholders of the Company 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 of the Company 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**") 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 Chee Kian 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 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 2019.

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 and its code of conduct 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 and its code of conduct regarding securities transactions by the Directors during the year ended 31 December 2019.

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

During the year ended 31 December 2019, 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 (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 four independent non-executive Directors, namely Mr. Fan Chun Wah Andrew, *J.P.*, Mr. Koh Shian Wei, Ms. Lam Shun Ka and Ms. Liu Daiping. Mr. Fan Chun Wah Andrew, *J.P.* 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 2019 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 22 May 2020. A notice convening the AGM will be published in due course.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 19 May 2020 to Friday, 22 May 2020, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 18 May 2020.

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 2019 will be despatched to the Shareholders 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, 12 March 2020

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, Ms. Lam Shun Ka and Ms. Liu Daiping.

This announcement will remain on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com for at least seven days from the date of its posting.