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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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## **Omnibridge Holdings Limited** **中安控股集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8462)**

### **PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS**

**AND**

### **NOTICE OF ANNUAL GENERAL MEETING**

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

A notice convening the AGM to be held at 20/F, Office Plus @Sheung Wan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong on Friday, 24 June 2022 at 4 p.m. or any adjourned meeting hereof to approve matters referred to in this circular is set out on pages 19 to 25 of this circular. A form of proxy for use by the Shareholders in connection with the AGM is enclosed with this circular. If you are not able to attend the AGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or its adjournment if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

*This circular will remain on GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Listed Company Information” page for at least 7 days from the date of posting. This circular will also be published on the website of the Company at [www.omnibridge.com.hk](http://www.omnibridge.com.hk).*

24 May 2022

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## CHARACTERISTICS OF GEM

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

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

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 20/F, Office Plus @Sheung Wan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong on Friday, 24 June 2022 at 4 p.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	Omnibridge Holdings Limited (中安控股集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on GEM (stock code: 8462)
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all power, to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the relevant resolution granting such mandate (such mandate to be extended by the number of Shares repurchased by the Company pursuant to the Repurchase Mandate)

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## DEFINITIONS

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“Latest Practicable Date”	17 May 2022, being the latest practicable date for ascertaining certain information prior to the printing of this circular
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“S\$”	Singapore dollars, the lawful currency of Singapore
“Takeovers Code”	the Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“%”	per cent.

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**LETTER FROM THE BOARD**

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**Omnibridge Holdings Limited**  
**中安控股集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8462)**

*Executive Directors:*

Mr. CHEW Chee Kian (*Chairman*)  
Ms. YONG Yuet Han

*Non-executive Director:*

Ms. HAN Wenxian

*Independent non-executive Directors:*

Mr. KOH Shian Wei  
Mr. LIANG Qianyuan  
Mr. LIN Michael Daoji  
Mr. ONG Kian Guan

*Registered office:*

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

*Principal place of business  
in Hong Kong:*

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

24 May 2022

*To the Shareholders*

Dear Sirs,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

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

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## **LETTER FROM THE BOARD**

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

### **ISSUE MANDATE**

Given that the existing general mandate granted to the Directors to allot, issue and deal with Shares pursuant to the annual general meeting of the Company held on 17 May 2021 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Issue Mandate and based on 600,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to allot, issue and deal with up to a total of 120,000,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the AGM. The Issue Mandate will end at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### **REPURCHASE MANDATE**

Given that the existing general mandate granted to the Directors to repurchase Shares pursuant to the annual general meeting of the Company held on 17 May 2021 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 600,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed to repurchase a maximum of 60,000,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted, will end at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

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## LETTER FROM THE BOARD

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

### EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

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

### RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. CHEW Chee Kian (“**Mr. Chew**”) and Ms. YONG Yue Han (“**Ms. Yong**”); the non-executive Director is Ms. HAN Wenxian (“**Ms. Han**”); and the independent non-executive Directors are Mr. KOH Shian Wei (“**Mr. Koh**”), Mr. LIANG Qianyuan (“**Mr. Liang**”), Mr. LIN Michael Daoji (“**Mr. Lin**”) and Mr. ONG Kian Guan (“**Mr. Ong**”).

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

Article 83(3) of the Articles of Association provides that, any Director appointed by the Board to fill a casual vacancy on the Board or as an additional to the existing Board shall hold office until the first general meeting of the Company after the appointment and be subject to re-election at such meeting. Mr. Lin, who was appointed as an independent non-executive Director on 13 August 2021, shall hold office only until the AGM in accordance with Article 83(3) of the Articles of Association. Mr. Lin, being eligible, offers himself for re-election at the AGM.

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## LETTER FROM THE BOARD

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Article 85 of the Articles of Association provides that no person other than a retiring Director shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director, signed by a Shareholder (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given, and a notice in writing signed by that person of his willingness to be elected shall have been lodged with the Company. The minimum length of the period during which such notices are given shall be at least seven days and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such meeting. Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, notice of his intention to propose such person for election as a Director and the notice executed by the nominee of his willingness to be elected must be validly served at the principal place of business of the Company in Hong Kong at Suite 506, 5/F, Admiralty Centre, Tower 2, 18 Harcourt Road, Admiralty, Hong Kong on or before 4 p.m. on 17 June 2022. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the publication of the notice of the AGM, the Company will publish an announcement to inform Shareholders of the biographical details of the additional candidate proposed.

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

The Nomination Committee has assessed and reviewed each of the independent non-executive Directors' annual written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all of them, namely Mr. Koh, Mr. Liang, Mr. Lin and Mr. Ong remain independent. The Nomination Committee took into account the diversity aspects (including without limitation, gender, age, cultural and education background, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out in the diversity policy of the Board. In addition, the Nomination Committee has evaluated the performance of each of Mr. Chew, Ms. Yong and Mr. Lin for the year ended 31 December 2021 and found their performance satisfactory. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that the retiring Directors, namely Mr. Chew, Ms. Yong and Mr. Lin stand for re-election as Directors at the AGM.

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## **LETTER FROM THE BOARD**

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### **AGM**

The Company will convene the AGM at 4 p.m. on Friday, 24 June 2022 at 20/F, Office Plus @Sheung Wan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong, at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the re-election of Directors. The notice convening the AGM is set out on pages 19 to 25 of this circular.

A form of proxy for use in connection with the AGM is enclosed with this circular. If you are not able to attend the AGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or its adjournment should you so wish. If you attend and vote at the AGM, the authority of the proxy will be revoked.

### **VOTING BY POLL**

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

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022, both days inclusive. During this period, no transfer of Shares will be registered. In order to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 20 June 2022.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

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

### RECOMMENDATION

The Board considers that (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchased Mandate and (iii) the re-election of Directors, in each case as described in this circular, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the notice of the AGM on pages 19 to 25 of this circular.

### COMPETING INTERESTS

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

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

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

Save as disclosed below, there are no other matters concerning the re-election of each of the retiring Directors that need to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Mr. CHEW Chee Kian**

**Mr. CHEW Chee Kian (周志堅)**, aged 48, was appointed as an executive Director, the chairman of Board, the chief executive officer of the Company on 8 August 2016. He was last re-elected as an executive Director on 22 May 2020. He was appointed as the chairman of the Nomination Committee and a member of the Remuneration Committee on 20 August 2020. He is the founder of the Group and spouse of Ms. Yong. Mr. Chew is responsible for the overall business development, strategic planning and major decision-making of the Group.

Mr. Chew has over 19 years of experience in the human resources outsourcing and recruitment industry. He worked for Recruit Express Pte. Ltd, which mainly provides staffing solutions, from April 1997 to September 2001, and he last served as a team leader responsible for supervising recruitment services to corporate clients. He was a founding partner of Bridgegate Consultancy Pte Ltd., which mainly provides recruitment services to corporate clients, from November 2001 to December 2004, and he was responsible for business development. Bridgegate Consultancy Pte Ltd. was dissolved pursuant to section 344 of the Companies Act (Chapter 50) of Singapore. It is confirmed by Mr. Chew that the dissolution of Bridgegate Consultancy Pte Ltd. was voluntary by way of submitting an application to the Registrar on 29 December 2008 because it had ceased to carry on business or operation for more than three months immediately before the relevant application. Mr. Chew confirmed that there is no wrongful act on his part leading to the above dissolution and is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution, and that his involvement in the above company was part and parcel of his services and that no misconduct or misfeasance had been involved in the dissolution of the company.

Mr. Chew graduated from the Management Development Institute of Singapore (Singapore) with a diploma degree in computing with management in November 2000. He has been a member of Entrepreneurs' Organisation in Singapore since 2009.

Mr. Chew has not entered into any service contract in relation to his directorship with the Company, nor been appointed for specific terms, but will be subject to retirement by rotation and re-election in accordance with the Articles of Association and the GEM Listing Rules. Mr. Chew is entitled to an annual director's fee of approximately S\$296,400 (and a discretionary management bonus as recommended by the Remuneration Committee and as approved by the Board). His emolument was determined by the Board by reference to his experience, responsibilities and duties within the Company and shall be reviewed annually by the Remuneration Committee.

**Ms. YONG Yuet Han**

**Ms. YONG Yuet Han (熊悅涵)**, aged 42, is an executive Director appointed on 8 August 2016, and was last re-elected as an executive Director on 17 May 2021. She joined the Group in August 2009. She is the spouse of Mr. Chew. She is responsible for the overall business development, strategic planning and major decision-making of the Group.

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

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

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

**Mr. LIN Michael Daoji**

**Mr. LIN Michael Daoji (林道基)**, aged 37, was appointed as an independent non-executive Director and the member of the audit committee of the Company, Remuneration committee and Nomination committee on 13 August 2021.

Mr. Lin has over 14 years of experience in the business management in Singapore. From August 2006 to July 2007, he worked in TSLA Industries Pte Ltd, a company in the business of an advertising agency, social media studio and usability lab business. He was part of a lean and multidisciplinary team that leaned into most aspects of running an early-stage start up, and was involved in client servicing, operations and even some business development alongside the co-founders of the business. Since August 2007, he has been the director of Auston Institute of Management Pte. Ltd, a company which he established, which is a private school that offers post-secondary education in Singapore.

Mr. Lin graduated from Taylor University in the United States of America in May 2005 with a bachelor of arts degree majoring in Psychology with a minor in Studio Art.

Mr. Lin was a director of the following companies, which were struck off or deregistered due to cessation of business or dissolved or wound-up (but not due to member's voluntary winding-up):

<b>Name of company</b>	<b>Place of incorporation/ establishment</b>	<b>Nature of business immediately before dissolution</b>	<b>Means of dissolution</b>	<b>Date of incorporation/ establishment</b>	<b>Date of dissolution</b>
Auston Research Centre Pte. Ltd.	Singapore	Research and experimental development on information technology	Striking off	24 February 2009	4 April 2016
Covalence Pte. Ltd.	Singapore	Other holding companies	Striking off	3 June 2008	6 November 2017

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**APPENDIX I****DETAILS OF DIRECTORS  
PROPOSED FOR RE-ELECTION**

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<b>Name of company</b>	<b>Place of incorporation/ establishment</b>	<b>Nature of business immediately before dissolution</b>	<b>Means of dissolution</b>	<b>Date of incorporation/ establishment</b>	<b>Date of dissolution</b>
Paper Potato Studio Pte. Ltd.	Singapore	Music, dancing, art, speech and drama instruction	Striking off	15 May 2012	17 October 2014
Republic Education Group Pte. Ltd.	Singapore	Other holding companies	Striking off	5 September 2013	15 April 2016
Tomorrow Labs Pte. Ltd.	Singapore	Other holding companies; research and experimental development on information technology	Striking off	23 July 2007	6 January 2020
Philston Pte. Ltd.	Singapore	Dormant	Gazetted to be struck off	29 October 2013	6 March 2015

Mr. Lin confirmed that there was no wrongful act on his part leading to the above dissolution of the companies and he was not aware of any actual or potential claim that had been or would be made against him as a result of the dissolution and winding-up of these companies.

Mr. Lin has entered into a letter of appointment with the Company for a term of one year commencing from 13 August 2021, which may be terminated by either party giving not less than three months' notice in writing to the other party. Mr. Lin is entitled to a Director's fee of HK\$150,000 per annum, which is determined by the Remuneration Committee with reference to his previous experience, qualification, responsibility to be involved in the Company as well as the prevailing market conditions. Mr. Lin will be subject to retirement by rotation and re-election in accordance with the Articles of Association.

**Retiring Directors' interests in the Company under the SFO**

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

Name of Directors	Capacity/Nature of interest	Number of Shares held	Percentage of issued share capital of the Company
CHEW Chee Kian	Interest in a controlled corporation <sup>(Note)</sup>	288,000,000	48%
YONG Yue Han	Interest of spouse <sup>(Note)</sup>	288,000,000	48%
LIN Michael Daoji	Beneficial owner	2,540,000	0.42%

*Note:* These Shares are held by Omnipartners Holdings Limited (“Omnipartners”), which is owned as to 80% by Mr. Chew and 20% by Ms. Yong. Accordingly, Mr. Chew is deemed to be interested in 288,000,000 Shares held by Omnipartners by virtue of the SFO. Mr. Chew and Ms. Yong are spouses and both of them are executive Directors. Ms. Yong is deemed to be interested in the Shares held by Mr. Chew under the SFO.

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

- (a) each of Mr. Chew, Ms. Yong and Mr. Lin does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company;
- (b) each of Mr. Chew, Ms. Yong and Mr. Lin has no other interests in the Shares which are required to be disclosed under Part XV of the SFO;
- (c) each of Mr. Chew, Ms. Yong and Mr. Lin did not hold any other directorships in listed public companies in the last three years nor has he/she held any other position within the Group;

- (d) there is no information that needs to be disclosed pursuant to any of the requirements as set out in rule 17.50(2) of the GEM Listing Rules; and
- (e) the Company is not aware of any other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-elections of the Directors.

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

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

**1. SHAREHOLDERS' APPROVAL**

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

**2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS**

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

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

**3. SHARE CAPITAL**

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

**4. REASONS FOR REPURCHASES**

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

**5. FUNDING OF REPURCHASES**

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

**6. IMPACT ON WORKING CAPITAL OR GEARING POSITION**

An exercise of the Repurchase Mandate in full would not have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2021, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

**7. SHARE PRICES**

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

<b>Month</b>	<b>Traded Price (HK\$)</b>	
	<b>Highest</b>	<b>Lowest</b>
<b>2021</b>		
May	0.590	0.390
June	0.450	0.300
July	0.325	0.215
August	0.450	0.200
September	0.395	0.230
October	0.290	0.242
November	0.285	0.164
December	0.200	0.150
<b>2022</b>		
January	0.214	0.130
February	0.190	0.119
March	0.163	0.130
April	0.162	0.113
May (up to the Latest Practicable Date)	0.180	0.121

**8. DIRECTORS AND THEIR CLOSE ASSOCIATES**

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

**9. UNDERTAKING OF THE DIRECTORS**

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

**10. EFFECT OF THE TAKEOVERS CODE**

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

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Chew, the chairman of the Board, the chief executive officer of the Company and an executive Director, Ms. Yong, an executive Director and the spouse of Mr. Chew, and Omnipartners, a company owned as to 80% by Mr. Chew and 20% by Ms. Yong, were the controlling shareholders of the Company, with Omnipartners holding 288,000,000 Shares, representing 48.0% of the total number of the issued Shares. In the event that the Directors exercise in full the Repurchase Mandate, the interests in the Company of each of Mr. Chew, Ms. Yong and Omnipartners would be increased to approximately 53.3% of the total number of the issued Shares and such increase will give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate.

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

**11. SHARES REPURCHASE MADE BY THE COMPANY**

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

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## NOTICE OF ANNUAL GENERAL MEETING

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# Omnibridge Holdings Limited 中安控股集團有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8462)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of Omnibridge Holdings Limited (the “Company”) will be held at 20/F, Office Plus @Sheung Wan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong on Friday, 24 June 2022 at 4 p.m. (or an adjournment thereof) for the following purposes:

### **As ordinary businesses**

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Director(s)”) and independent auditors of the Company and its subsidiaries for the year ended 31 December 2021;
2. (A) To re-elect Mr. CHEW Chee Kian as an executive Director;
2. (B) To re-elect Ms. YONG Yuet Han as an executive Director;
2. (C) To re-elect Mr. LIN Michael Daoji as an independent non-executive Director;
2. (D) To authorise the board of Directors to fix the remuneration of the Directors;
3. To re-appoint HLB Hodgson Impey Cheng Limited as the independent auditors of the Company and to authorise the board of Directors to fix their remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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### As special businesses

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

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

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution:

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

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

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

5. “**THAT:**

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

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## NOTICE OF ANNUAL GENERAL MEETING

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

(c) for the purpose of this Resolution:

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

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

6. “**THAT** conditional upon the passing of resolutions numbered 4 and 5 set out above, the general mandate granted to the Directors pursuant to resolution numbered 4 set out above be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares purchased under the authority granted pursuant to resolution numbered 5 set out above, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing this resolution.”

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

Hong Kong, 24 May 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered office:*

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

*Principal place of business in Hong Kong:*

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

*Notes:*

1. Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote, on a poll, instead of him/her/it. A proxy need not be a Shareholder but must be present in person at the AGM to represent the Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or poll concerned if he/she/it so wishes. In the event of a Shareholder who has lodged a form of proxy attending the AGM, his/her/its form of proxy will be deemed to have been revoked.
3. A form of proxy for use at the AGM is enclosed. In order to be valid, the duly completed and, signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time for holding the AGM or adjourned meeting.
4. For determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022 (both dates inclusive), during which period no transfer of Shares will be effected. To qualify for attending the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 June 2022.
5. In relation to the proposed resolution numbered 4 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. In relation to the proposed resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Shareholders. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix II to the Company's circular dated 24 May 2022.
7. In compliance with Article 66 (1) of the Articles of Association and Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll.
8. In case of joint holders of a Share, any one of such joint holders may vote, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9.
  - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.
  - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before three hours before the time for holding the AGM and where conditions permit, the AGM will be held as scheduled.

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

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

10. In view of the recent developments relating to COVID-19 infection, the Company strongly recommends the Shareholders intending to attend this meeting to vote by filling in and submitting the proxy form. i.e. to indicate their voting intention in the proxy form and designate the chairman of this meeting as your proxy to vote on your behalf on site. The form of proxy is despatched to Shareholders and can also be downloaded from the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.omnibridge.com.hk](http://www.omnibridge.com.hk). To be valid, the form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, on Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, as the case may be.

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## NOTICE OF ANNUAL GENERAL MEETING

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The Company will also take the following precautions and control measures at this meeting to protect the Shareholders from the risk of infection:

- a. Compulsory body temperature check will be taken from every Shareholder or proxy at the entrance of the venue and anyone with a body temperature of more than 37.5 degrees Celsius will not be given access to the venue;
- b. Every Shareholder or proxy is required to wear facial surgical mask before entering into the venue and during their attendance of this meeting;
- c. No refreshment will be served; and
- d. No souvenir will be distributed.

*As at the date of this notice, the executive Directors are Mr. CHEW Chee Kian and Ms. YONG Yuet Han; the non-executive Director is Ms. HAN Wenxian; and the independent non-executive Directors are Mr. KOH Shian Wei, Mr. LIANG Qianyuan, Mr. LIN Michael Daoji and Mr. ONG Kian Guan.*

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