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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)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2024

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

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.

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*This interim result 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 GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this interim result 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 interim result announcement misleading.*

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

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

The board of Directors (the “**Board**”) is pleased to announce the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the six months ended 30 June 2024 together with the unaudited comparative figures for the corresponding period in 2023, as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2024

	<i>Notes</i>	Six months ended	
		30 June	
		2024	2023
		<i>S\$’000</i>	<i>S\$’000</i>
		(unaudited)	(unaudited)
Revenue	4	25,699	31,546
Cost of services		<u>(23,589)</u>	<u>(28,991)</u>
Gross profit		2,110	2,555
Other income	4	2,738	2,581
Staff costs	5	(2,086)	(1,946)
Administrative expenses		58	(214)
Depreciation of plant and equipment		(20)	(60)
Depreciation of right-of-use asset		(334)	(301)
Other operating expenses		(429)	(432)
Allowance for expected credit losses on financial assets, net		<u>1</u>	<u>(47)</u>
PROFIT FROM OPERATIONS		2,038	2,136
Finance costs		<u>(18)</u>	<u>(9)</u>
PROFIT BEFORE TAX	5	2,020	2,127
Income tax expense	6	<u>(366)</u>	<u>(278)</u>
PROFIT FOR THE PERIOD		<u>1,654</u>	<u>1,849</u>

	Six months ended	
	30 June	
	2024	2023
<i>Notes</i>	<i>S\$'000</i>	<i>S\$'000</i>
	(unaudited)	(unaudited)
OTHER COMPREHENSIVE INCOME/(LOSS)		
Items that may be reclassified subsequently to profit or loss:		
Exchange difference arising on translation of foreign operations	<u>(6)</u>	<u>(13)</u>
Other comprehensive loss for the period, net of tax of nil	<u>(6)</u>	<u>(13)</u>
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	<u>1,648</u>	<u>1,836</u>
PROFIT FOR THE PERIOD ATTRIBUTABLE TO:		
Owners of the Company	<u>1,654</u>	<u>1,849</u>
TOTAL COMPREHENSIVE INCOME		
FOR THE PERIOD ATTRIBUTABLE TO:		
Owners of the Company	<u>1,648</u>	<u>1,836</u>
Earnings per share		
– Basic and diluted (Singapore cents)	<u>0.28</u>	<u>0.31</u>
	8	

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2024

		As at 30 June 2024 (unaudited) S\$'000	As at 31 December 2023 (audited) S\$'000
	<i>Notes</i>		
ASSETS			
NON-CURRENT ASSETS			
Plant and equipment	9	69	95
Right-of-use assets	9	732	965
		<u>801</u>	<u>1,060</u>
CURRENT ASSETS			
Trade receivables	10	6,392	8,590
Prepayments, deposits and other receivables	11	387	406
Other financial assets	12	2,414	2,462
Fixed deposits		750	750
Cash and cash equivalents		17,862	15,059
		<u>27,805</u>	<u>27,267</u>
CURRENT LIABILITIES			
Accrued labour costs		3,827	4,949
Other payables and accruals	13	1,528	1,804
Lease liabilities		326	376
Tax payables		612	365
		<u>6,293</u>	<u>7,494</u>
NET CURRENT ASSETS		<u>21,512</u>	<u>19,773</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>22,313</u>	<u>20,833</u>

		As at 30 June 2024 (unaudited) S\$'000	As at 31 December 2023 (audited) S\$'000
NON-CURRENT LIABILITIES			
Lease liabilities		440	608
Deferred tax liabilities		<u>6</u>	<u>6</u>
		<u>446</u>	<u>614</u>
NET ASSETS		<u>21,867</u>	<u>20,219</u>
EQUITY			
Share capital	<i>14</i>	1,053	1,053
Reserves		<u>20,814</u>	<u>19,166</u>
TOTAL EQUITY		<u>21,867</u>	<u>20,219</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

As at 30 June 2024

	Share capital S\$'000	Share premium S\$'000	Other reserves S\$'000	Exchange reserves S\$'000	Retained earnings S\$'000	Total S\$'000
As at 1 January 2024 (audited)	1,053	10,715	1,650	(152)	6,953	20,219
Profit for the period	–	–	–	–	1,654	1,654
Other comprehensive loss for the period	–	–	–	(6)	–	(6)
Total comprehensive (loss)/ income for the period	–	–	–	(6)	1,654	1,648
As at 30 June 2024 (unaudited)	1,053	10,715	1,650	(158)	8,607	21,867
As at 1 January 2023 (audited)	1,053	10,715	1,650	(170)	5,110	18,358
Profit for the period	–	–	–	–	1,849	1,849
Other comprehensive loss for the period	–	–	–	(13)	–	(13)
Total comprehensive (loss)/ income for the period	–	–	–	(13)	1,849	1,836
As at 30 June 2023 (unaudited)	1,053	10,715	1,650	(183)	6,959	20,194

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2024

	Six months ended	
	30 June	
	2024	2023
	S\$'000	S\$'000
	(unaudited)	(unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	2,020	2,127
Adjustments for:		
Depreciation of plant and equipment	20	60
Depreciation of right-of-use assets	334	301
Finance costs	18	9
Dividend income	(66)	(62)
Interest income (Note 4)	(54)	(29)
Net fair value loss on other financial assets	48	47
Gain on disposal of plant and equipment	(85)	–
Allowance for expected credit losses on financial assets	(1)	47
	<hr/>	<hr/>
Operating cash flows before movements in working capital	2,234	2,500
Decrease in trade receivables	2,189	2,178
Decrease in prepayments, deposits and other receivables	38	20
Decrease in accrued labour costs	(1,122)	(1,011)
Decrease in other payables and accruals	(270)	(2,111)
	<hr/>	<hr/>
Cash generated from operating activities	3,069	1,576
Income tax paid	(119)	(210)
	<hr/>	<hr/>
Net cash generated from operating activities	2,950	1,366
	<hr/> <hr/>	<hr/> <hr/>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of plant and equipment	–	(200)
Dividend income received	66	62
Interest income received (Note 4)	45	37
Fixed deposit – short-term	–	(816)
	<hr/>	<hr/>
Net cash generated from/(used in) investing activities	111	(917)
	<hr/> <hr/>	<hr/> <hr/>

	Six months ended	
	30 June	
	2024	2023
	<i>S\$'000</i>	<i>S\$'000</i>
	(unaudited)	(unaudited)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of lease payments	(248)	(304)
Repayment of lease interest	(18)	(4)
Factoring service and discount charge paid	—	(4)
	<u> </u>	<u> </u>
Net cash used in financing activities	(266)	(312)
	<u><u> </u></u>	<u><u> </u></u>
NET INCREASE IN CASH		
AND CASH EQUIVALENTS		
	2,795	137
Cash and cash equivalents at the beginning of the period	15,059	13,222
Effect of foreign exchange rate changes	8	(13)
	<u> </u>	<u> </u>
CASH AND CASH EQUIVALENTS	17,862	13,346
AT THE END OF THE PERIOD	<u><u> </u></u>	<u><u> </u></u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2024

1. GENERAL INFORMATION

Omnibridge Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands under the Companies Law (Cap 22. Law 3 of 1961 as consolidated and revised) (now known as the Companies Act (2021 Revision)) as an exempted company with limited liability on 8 August 2016. Its ultimate holding company is Omnipartners Holdings Limited (“**Omnipartners**”), a company incorporated in the British Virgin Islands. Its ultimate controlling parties are Mr. Chew Chee Kian (“**Mr. Chew**”) and Ms. Yong Yuet Han (“**Ms. Yong**”), who are also the executive directors of the Company. The Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance (Cap. 622 of the laws of Hong Kong) on 18 August 2016. Its shares (the “**Shares**”) were initially listed (“**Listing**”) on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 17 July 2017.

The Company’s registered office address is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The head office in Hong Kong has been changed to Suite 506, Admiralty Centre Tower 2, 18 Harcourt Road, Admiralty, Hong Kong with effect from 8 August 2022 and the principal place of business of the Group is at 298 Tiong Bahru Road, #12-03 Central Plaza, Singapore 168730.

The Company is an investment holding company and its subsidiaries (the “**Group**”) are principally engaged in the provision of human resources outsourcing services and human resources recruitment services. The unaudited condensed consolidated interim financial statements are presented in thousands of units of Singapore Dollar (“**S\$’000**”) unless otherwise stated.

2. BASIS OF PREPARATION

The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated interim financial statements for the six months ended 30 June 2024 are consistent with those adopted in preparing the audited financial statements for the year ended 31 December 2023. In addition, the unaudited condensed consolidated interim financial statements include applicable disclosure required by the GEM Listing Rules.

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2024 have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The preparation of the unaudited condensed consolidated interim financial statements for the six months ended 30 June 2024 in conformity with the International Financial Reporting Standards (“**IFRSs**”), which is a collective term that includes all applicable individual IFRSs, International Accounting Standards (“**IASs**”) and related Interpretations issued by the International Accounting Standards Board, requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

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

Application of New and Amendments to IFRSs

Except as described below, the accounting policies and methods of computation used in the preparation of the financial information for the six months ended 30 June 2024 are consistent with those adopted in preparing the annual audited consolidated financial statements for the year ended 31 December 2023.

(a) Adoption of new and revised standards

On 1 January 2024, the Group has applied the following amendments to IFRSs issued by the International Accounting Standards Board ("IASB"), which are mandatorily effective for the annual periods beginning on or after 1 January 2024 for the preparation of the unaudited condensed consolidated interim financial statements:

Amendments to IAS 1	Classification of Liabilities as Current or Non-current
Amendments to IAS 1	Non-current Liabilities with Covenants
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements

The application of the amendments to IFRSs in the current year has had no material impact on the Group's financial position and performance for the current and prior years and/or on the disclosures set out in these unaudited condensed consolidated interim financial statements.

(b) Amendments to standards issued but not yet effective for the accounting period beginning on 1 January 2024 and not early adopted by the Group

Amendments to IAS 21	Lack of Exchangeability ¹
Amendments IAS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²

¹ Effective for annual periods beginning on or after 1 January 2025

² Effective date to be determined.

The Group is still in the process of evaluating the impact of the application of these new and amendments to IFRSs. It is not expected that there will be a material impact to the Group's unaudited condensed consolidated interim financial statements on initial application.

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 because 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 periods ended 30 June 2024 and 2023 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 six months ended 30 June 2024 and 2023, revenue generated from three customers (2023: one customer) of the Group, individually accounted for over 10% of the Group's total revenue respectively. Save as indicated below, no other single client contributed 10% or more to the Group's revenue for the six months ended 30 June 2024 and 2023.

Revenue from major customer(s), which contributed to 10% or more of the Group's revenue is set out below:

	Six months ended	
	30 June	
	2024	2023
	S\$'000	S\$'000
	(unaudited)	(unaudited)
Client A (<i>Note (i) and (ii)</i>)	N/A	8,056
Client B (<i>Note (i) and (iii)</i>)	4,149	N/A
Client C (<i>Note (i) and (iii)</i>)	2,610	N/A
Client D (<i>Note (i) and (iii)</i>)	2,542	N/A

Notes:

- (i) Revenue from human resources outsourcing services.
- (ii) The revenue contributed by Client A was less than 10% of the Group's revenue for the six months ended 30 June 2024, and was disclosed for comparative purpose only.
- (iii) The revenue contributed by Clients B, C and D were less than 10% of the Group's revenue for the six months ended 30 June 2023.

4. REVENUE AND OTHER INCOME

An analysis of revenue and other income are as follows:

	Six months ended 30 June	
	2024	2023
	S\$'000	S\$'000
	(unaudited)	(unaudited)
Revenue from contract with customers:		
Human resources outsourcing services	25,144	31,289
Human resources recruitment services	498	216
Other human resources support services (<i>note</i>)	57	41
	<u>25,699</u>	<u>31,546</u>

Note: Other human resources support services included referral services and payroll processing services.

All revenue contracts are for period of one year or less.

	Six months ended 30 June	
	2024	2023
	S\$'000	S\$'000
	(unaudited)	(unaudited)
Other income:		
Interest income	54	29
Sundry income	66	62
Government grants (<i>note</i>)	2,618	2,490
	<u>2,738</u>	<u>2,581</u>

Note: Government grants mainly included Jobs Support Scheme (“JSS”), Jobs Growth Incentive (“JGI”) and Progressive Wage Credit Scheme (“PWCS”).

5. PROFIT BEFORE TAX

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

	Six months ended 30 June	
	2024	2023
	S\$'000	S\$'000
	(unaudited)	(unaudited)
Cost of services		
Salaries and bonuses	20,238	24,997
Defined contribution retirement plan	2,537	3,318
Short-term benefits	814	676
	<u>23,589</u>	<u>28,991</u>
Directors' emoluments	298	274
Other staff costs (excluding directors' emoluments):		
Salaries and bonuses	1,519	1,401
Defined contribution retirement plan	160	156
Short-term benefits	109	115
	<u>2,086</u>	<u>1,946</u>
Total staff costs	<u>25,675</u>	<u>30,937</u>
Expenses relating to short-term lease	<u>6</u>	<u>6</u>
Net fair value loss on other financial assets	<u>48</u>	<u>47</u>

6. INCOME TAX EXPENSES

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

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 six months ended 30 June 2024 and 2023.

The Singapore statutory income tax rate is calculated at 17% during the six months ended 30 June 2024 and 2023. Income tax expense for the Group relates wholly to the profits of the subsidiaries, which were taxed at a statutory tax rate of 17% in Singapore. Major components of income tax expense for the periods ended 30 June 2024 and 2023 are:

	Six months ended	
	30 June	
	2024	2023
	S\$'000	S\$'000
	(unaudited)	(unaudited)
Current tax – Singapore:		
Charge for the period	<u>366</u>	<u>278</u>
Income tax expense	<u><u>366</u></u>	<u><u>278</u></u>

In Singapore, the partial tax exemption scheme allows for (i) 75% tax exemption on the first S\$10,000 of normal chargeable income; and (ii) a further 50% tax exemption on the next S\$190,000 of normal chargeable income.

7. DIVIDENDS

The Board resolved not to pay any interim dividend for the six months ended 30 June 2024 (30 June 2023: Nil).

8. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to the owners of the Company is based on the following:

	Six months ended	
	30 June	
	2024	2023
	S\$'000	S\$'000
	(unaudited)	(unaudited)
Profit for the period attributable to the owners of the Company	<u>1,654</u>	<u>1,849</u>
	'000	'000
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	<u>600,000</u>	<u>600,000</u>
Earnings per share		
Basic and diluted (Singapore cents)	<u><u>0.28</u></u>	<u><u>0.31</u></u>

The calculation of the basic earnings per share is based on the profit attributable to owners of the Company for the period of approximately S\$1,654,000 (2023: S\$1,849,000) and the weighted average number of 600,000,000 (2023: 600,000,000) ordinary shares in issue during the period.

The dilutive earnings per share is the same as the basic earnings per share because there were no potential dilutive ordinary shares in issue during the six months ended 30 June 2024 and 2023.

9. PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

During the six months ended 30 June 2024, the Group did not acquire any items of plant and equipment or right-of-use assets.

10. TRADE RECEIVABLES

	As at 30 June 2024 S\$'000 (unaudited)	As at 31 December 2023 S\$'000 (audited)
Trade receivables	6,474	8,663
Less: Allowance for expected credit losses	(82)	(73)
	<u>6,392</u>	<u>8,590</u>

Trade receivables are non-interest-bearing and generally have a credit period of 30 to 60 days.

An aged analysis of the trade receivables, net of allowance for expected credit losses, as at 30 June 2024 and 31 December 2023, based on the due date, is as follows:

	As at 30 June 2024 S\$'000 (unaudited)	As at 31 December 2023 S\$'000 (audited)
Neither past due nor impaired (<i>Note</i>)	6,052	6,197
Less than 30 days past due	143	2,060
31 to 60 days past due	47	213
61 to 90 days past due	53	107
More than 90 days past due	97	13
Total	<u>6,392</u>	<u>8,590</u>

Note: As at 30 June 2023, S\$3,672,000 (2023: S\$2,183,000) of the balance represents the Group's unconditional right to consideration, in which invoices have not been issued by the end of the reporting period.

11. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	As at 30 June 2024 S\$'000 (unaudited)	As at 31 December 2023 S\$'000 (audited)
Prepayments	158	201
Deposits	219	204
Other receivables (<i>Note</i>)	449	450
	<u>826</u>	<u>855</u>
Less: Allowance for expected credit losses	<u>(439)</u>	<u>(449)</u>
	<u><u>387</u></u>	<u><u>406</u></u>

Note:

As at 30 June 2024 and 31 December 2023, full allowance of expected credit losses was provided for all amounts due from related companies that were included in other receivables of the Group. The amounts due from related companies are non-trade in nature and are unsecured, interest-free and repayable on demand.

12. OTHER FINANCIAL ASSETS

	As at 30 June 2024 S\$'000 (unaudited)	As at 31 December 2023 S\$'000 (audited)
Financial assets mandatorily measured at FVPL:		
Held-for-trading non-derivative financial assets quoted debt investment funds	<u>2,414</u>	<u>2,462</u>

The investments above relate to quoted debt investment funds that offer the Group the opportunity for returns mainly through fair value gains. The fair values of these quoted debt investment funds are based on the quoted closing market prices on the last market day of the respective reporting periods.

13. OTHER PAYABLES AND ACCRUALS

	As at 30 June 2024 S\$'000 (unaudited)	As at 31 December 2023 S\$'000 (audited)
GST payables (net)	988	1,077
Contract liabilities	6	11
Other accrued expenses	534	716
	<u>1,528</u>	<u>1,804</u>

Note:

Contract liabilities related to human resources outsourcing services. The Group received advance payments from customers before the services are rendered.

14. SHARE CAPITAL

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

	Number of shares	HK\$'000	S\$'000
Ordinary share of HK\$0.01 each			
Authorised:			
As at 1 January 2023, 31 December 2023 (audited), 1 January 2024 and 30 June 2024 (unaudited)	<u>1,500,000,000</u>	<u>15,000</u>	<u>2,632</u>
Issued and fully paid:			
As at 1 January 2023, 31 December 2023 (audited), 1 January 2024 and 30 June 2024 (unaudited)	<u>600,000,000</u>	<u>6,000</u>	<u>1,053</u>

15. MATERIAL RELATED PARTY TRANSACTIONS

- (A) Save as disclosed elsewhere in the unaudited condensed consolidated interim financial statements, the Group has the following transactions with related parties during the periods indicated below:

Name of related company	Nature	notes	Six months ended 30 June	
			2024 S\$'000 (unaudited)	2023 S\$'000 (unaudited)
Recurring:				
Agensi Pekerjaan BGC Group (Malaysia) Sdn. Bhd. (“BGC Malaysia”)	Referral fee expenses	(i), (iv)	(25)	(11)
BGC Outsourcing Sdn. Bhd. (“BGC Outsourcing Malaysia”)	Outsource income	(ii), (iv)	9	–
BGC Outsourcing Malaysia	Services support fee	(ii), (iv)	(183)	(201)
CS Intelligence Pte. Ltd. (“CS Intelligence”)	Outsource income	(iii), (iv)	–	29

Notes:

- (i) Mr. Chew is the director of BGC Malaysia and the Company and BGC Malaysia is owned as to 49.1% by Mr. Chew.
- (ii) Mr. Chew is the director of BGC Outsourcing Malaysia and the Company and BGC Outsourcing Malaysia is owned as to 49% by Mr. Chew.
- (iii) Mr. Chew is the director of CS Intelligence and the Company and CS Intelligence is owned as to 100% by Mr. Chew.
- (iv) On 1 January 2020, the Company entered into a shared services agreement with BGC Malaysia, BGC Outsourcing Malaysia and CS Intelligence for the shared services. This transaction falls within the de minimis criteria of a connected transaction and is fully exempt from the reporting announcement and shareholders’ approval requirements under the GEM Listing Rules. In the opinion of the Directors, the transactions were conducted in the normal course of business and based on the terms mutually determined and agreed by the respective parties.

(B) Compensation of Key Management Personnel

The remuneration for key management personnel, including amounts paid to executive directors of the Company during the periods were as follows:

	Six months ended	
	30 June	
	2024	2023
	S\$'000	S\$'000
	(unaudited)	(unaudited)
Salaries	232	232
Defined contribution retirement plan	14	(2)
Directors' fees	52	44
	<hr/>	<hr/>
	298	274
	<hr/> <hr/>	<hr/> <hr/>

16. EVENTS AFTER REPORTING PERIOD

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

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

We are a Singapore-based human resources service provider, and we are principally engaged in the provision of human resources outsourcing services (which includes Business Process Outsourcing (“BPO”) like Employer of Record and HR BPO) and human resources recruitment services which primarily are Executive Search, Permanent and Contract Placement services).

Lower revenue for the period ended 30 June 2024 is due to the intense market competition and the decrease in demand for human resources outsourcing services in the public sector. In the remaining year 2024, we are venturing into the non-public sector to expand our business and grow the company as this is a new market opportunity for the Group.

The business environment in the financial year 2024 is challenging. As the Singapore economy made significant progress towards normalisation post COVID-19 during the financial year ended 31 December 2023, the demand in COVID-19-related human resources outsourcing services in the public sector dropped significantly. In addition, businesses in Singapore are facing rising cost of goods and services due to inflation and rising interest rates. Our Group is committed to improve the top line while holding our cost down. At the same time, the Group continues to review its business strategies to expand the types of workforce solutions when opportunities arise and will be investing heavily in the talent pipeline, internal business process and lastly technology. We have a clear path to achieve the goals that we have set for ourselves and though we foresee obstacles ahead of us, we are determined to overcome them and be successful.

We care about our stakeholders and shareholders and will be working towards winning in our strategies to bring true benefits to everyone connected to Omnibridge and its group of companies.

FINANCIAL REVIEW

Revenue

The Group’s revenue decreased by approximately S\$5.8 million, or 18.4%, from approximately S\$31.5 million for the six months ended 30 June 2023 to approximately S\$25.7 million for the six months ended 30 June 2024. The Group’s revenue from human resources outsourcing services decreased by approximately S\$6.1 million from approximately S\$31.2 million for the six months ended 30 June 2023 to approximately S\$25.1 million for the six months ended 30 June 2024. The drop in revenue from human resources outsourcing services was mainly attributable to the dissipation of Covid-related contractor staffing volume that accompanied lesser job orders from different Singapore government agencies and private sector. Revenue from human resources recruitment services increased by approximately S\$282,000 from approximately S\$216,000 for the six months ended 30 June 2023 to approximately S\$498,000 for the six months ended 30 June 2024.

Cost of Services

The Group's cost of services decreased by approximately S\$5.4 million, or 18.6%, from approximately S\$29.0 million for the six months ended 30 June 2023 to approximately S\$23.6 million for the six months ended 30 June 2024. The cost of services are mainly made up of labour costs and other related costs. The decrease in cost of services is generally in line with the decrease in revenue.

Other Income

Other income increased by approximately S\$0.1 million from approximately S\$2.6 million for the six months ended 30 June 2023 to approximately S\$2.7 million for the six months ended 30 June 2024. The increase is mainly attributable to the Group's recognition of Singapore government grants mainly comprising of PWCS of approximately S\$2.5 million during the six months ended 30 June 2024 versus approximately S\$2.4 million of JGI and JSS recognised during the six months ended 30 June 2023.

Staff Costs, Administrative and Other Operating Expenses

The Group's staff costs, administrative and other operating expenses decreased by approximately S\$0.1 million or 3.8% from approximately S\$2.6 million for the six months ended 30 June 2023 to approximately S\$2.5 million for the six months ended 30 June 2024. The decrease was mainly due to the reversal of provision for property tax relating to the Singapore office lease due to no legal obligation established.

Depreciation

Depreciation expenses remained relatively stable at approximately S\$0.4 million for the six months ended 30 June 2024 and 2023 respectively.

Income Tax Expenses

Income tax expense increased by approximately S\$0.1 million or 33.3% from S\$0.3 million for the six months ended 30 June 2023 to S\$0.4 million for the six months ended 30 June 2024. The increase was generally due to the S\$2.5 million Progressive Wage Credit for the year 2022, which is taxable in the year of receipt.

PROFIT FOR THE PERIOD

The profit for the six months ended 30 June 2024 was approximately S\$1.6 million representing a decrease of approximately S\$0.2 million, or 11.1% as compared with the profit of approximately S\$1.8 million for the six months ended 30 June 2023. The decrease was mainly attributable to the decrease in gross profit and partially offset by the increase in other income.

DIVIDENDS

The Board does not recommend the payment of any dividend for the six months ended 30 June 2024 (30 June 2023: Nil).

GEARING RATIO

As at 30 June 2024, the Group's gearing ratio (being the total of lease liabilities divided by total equity attributable to the owners of the Company) was 3.5% (31 December 2023: 4.9%).

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2024, cash and bank balances of the Group amounted to approximately S\$18.6 million (31 December 2023: approximately S\$15.8 million). The current ratios (current assets divided by current liabilities) of the Group were approximately 4.4 times and 3.6 times as at 30 June 2024 and 31 December 2023 respectively. In view of the Group's current level of cash and bank balances and funds generated internally from our operations, the Board is confident that the Group will have sufficient resources to meet its financial needs for its operations. Details of other financial assets are set out in the section headed "Significant Investments" below.

CAPITAL STRUCTURE

The Group's operation is being financed by internally generated cash flow and fund raised from capital market. As at 30 June 2024, the Group's capital structure consisted of capital attributable to equity holders of the Company, comprising share capital, share premium, and reserves.

EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2024, the Group had 45 full-time employees, excluding contractors (the "Employees") (30 June 2023: 50). 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 and contractors) amounted to approximately S\$25.7 million for the six months ended 30 June 2024 and approximately S\$30.9 million for the six months ended 30 June 2023. The dedication and hard work of the Group's staff during the six months ended 30 June 2024 are appreciated and recognised.

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

CAPITAL COMMITMENT

As at 30 June 2024, the Group did not have any significant capital commitment.

FOREIGN CURRENCY EXPOSURE

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

SIGNIFICANT INVESTMENTS

As at 30 June 2024, the Group held units in fixed income funds measured at FVPL with carrying value of approximately S\$2.4 million (31 December 2023: S\$2.5 million).

	1 January 2024 (audited) S\$'000	Addition during the six months ended 30 June 2024 S\$'000	Disposal during the six months ended 30 June 2024 S\$'000	Fair value change measured at FVPL S\$'000	30 June 2024 S\$'000
Financial assets measured by FVPL					
– Units in fixed income funds	2,462	–	–	(48)	2,414

The Group held SGD hedged U.S. dollar-denominated units in fixed income securities of issuers domiciled within and outside the U.S. through Credit Suisse AG, Singapore Branch. The fixed income funds recorded net fair value loss of approximately S\$48,000 for the period ended 30 June 2024 mainly attributed to the volatilities of the PIMCO Global Investors Series PLC and AB FCP-American income funds.

The cash surplus reserves were parked in the other financial assets as part of our treasury operations to improve the yield of the Group's cash surpluses.

The details of the units of fixed income funds measured at FVPL are as below:

Name of funds	Investment strategy	Investment cost S\$'000	Fair value as at 30 June 2024 S\$'000	Dividend received for the period ended 30 June 2024 S\$'000	Expected rate of return	Maturity date	Redemption
Pacific Investment Management Company (“PIMCO”): Global Investors Series PLC Income Fund (SGD-Hedged)	The fund’s exposure is in the global bond markets, primarily in the United States.	1,000	936	29	No fixed rate of return	No fixed maturity	To redeem on any dealing day
AllianceBernstein (“AB”) FCP – American Income Portfolio (SGD-Hedged)	The fund solely invests in U.S. dollar-denominated fixed income securities of issuers domiciled within and outside the United States.	800	737	20	No fixed rate of return	No fixed maturity	To redeem on any dealing day
J.P. Morgan Asset Management: JP Morgan Income Fund C (div) – SGD (Hedged)	The fund’s exposure is mainly in convertible bonds and debt securities predominantly in the United States.	800	741	17	No fixed rate of return	No fixed maturity	To redeem on any dealing day
Other financial assets		<u>2,600</u>	<u>2,414</u>	<u>66</u>			

Save as disclosed above, the Group did not hold any other significant financial investment as at 30 June 2024.

CHARGE ON THE GROUP’S ASSETS

As at 30 June 2024, the Group had charges on the fixed deposits of approximately S\$750,000 (31 December 2023: S\$750,000).

CONTINGENT LIABILITIES

As at 30 June 2024 and 2023, the Group did not have any material contingent liabilities or guarantees.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in the prospectus of the Company dated 28 June 2017 (the “**Prospectus**”) and this interim result announcement, the Group did not have other plans for material investments or capital assets as at 30 June 2024.

MATERIAL ACQUISITIONS OR DISPOSALS

During the six months ended 30 June 2024, there had been no other material acquisition or disposal of subsidiaries or associated companies of the Company.

EVENT AFTER REPORTING PERIOD

Subsequent to the end of the period ending 30 June 2024, up to the date of this interim result announcement, the Board is not aware of any occurrence of significant events requiring disclosure.

CONTINUING CONNECTED TRANSACTIONS

Save as disclosed in note 15 to the unaudited condensed consolidated interim financial statements, there had been no other material transaction for the six months ended 30 June 2024, including those disclosed as related party transactions elsewhere in the unaudited condensed consolidated interim 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

DISCLOSURE OF INTERESTS

(A) Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

As at 30 June 2024, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein (the "Register"); or (c) pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long Position in Shares

Name of Directors	Capacity/Nature of interest	Number of Shares held	Percentage of issued share capital of the Company
Mr. Chew Chee Kian	Interest in a controlled corporation (Note (i))	288,000,000	48.00%
	Beneficial owner (Note (ii))	<u>1,735,000</u>	<u>0.29%</u>
		<u>289,735,000</u>	<u>48.29%</u>
Ms. Yong Yuet Han	Interest of spouse (Note (i) and (ii))	289,735,000	48.29%
Mr. Lin Michael Daoji	Beneficial owner (Note (iii))	3,600,000	0.60%

Notes:

- (i) These Shares are held by Omnipartners Holdings Limited, which is owned as to 80% by Mr. Chew Chee Kian and 20% by Ms. Yong Yuet Han. Accordingly, Mr. Chew Chee Kian is deemed to be interested in 288,000,000 Shares held by Omnipartners Holdings Limited by virtue of the SFO. Mr. Chew Chee Kian and Ms. Yong Yuet Han are spouses and both of them are executive Directors. Ms. Yong Yuet Han is deemed to be interested in the Shares held by Mr. Chew Chee Kian under the SFO.
- (ii) During the six months ended 30 June 2024, Mr. Chew Chee Kian purchased 1,735,000 Shares in his own capacity. Mr. Chew Chee Kian and Ms. Yong Yuet Han are spouses and both of them are executive Directors. Ms. Yong Yuet Han is deemed to be interested in the Shares held by Mr. Chew Chee Kian.
- (iii) During the six months ended 30 June 2024, Mr. Michael Lin Daoji purchased 1,060,000 Shares in his own capacity, thereby increasing his shareholding to 3,600,000 Shares as at 30 June 2024.

Save as disclosed above, as at 30 June 2024, none of the Directors and the chief executive of the Company had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the Register, or were required, pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

(B) Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares of the Company

So far as the Directors are aware of as at 30 June 2024, the following persons/entities other than a Director or the chief executive of the Company had interests or short positions in the Shares and underlying Shares, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the issued voting shares of the Company or any other members of the Group:

Long Position in the Shares

Name	Capacity/Nature of interest	Number of Shares held	Percentage of issued share capital of the Company
Omnipartners Holdings Limited	Beneficial owner (<i>Note</i>)	288,000,000	48.00%

Note:

The entire issued share capital of Omnipartners Holdings Limited is owned as to 80% by Mr. Chew Chee Kian and 20% by Ms. Yong Yuet Han.

Save as disclosed above, as at 30 June 2024, the Directors were not aware of any persons who/entities which had any interest or short position in the securities in the Company that would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register required to be kept under section 336 of the SFO.

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 six months ended 30 June 2024.

USE OF PROCEEDS FROM THE SHARE OFFER

The Company was successfully listed on GEM of the Stock Exchange on 17 July 2017 by way of share offer of 15,000,000 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 (the “**Net Proceeds**”) were approximately HK\$43.4 million (approximately S\$7.7 million) after deducting listing-related expenses.

An analysis of the amount utilised up to 30 June 2024 is set out below:

	Planned use of Net Proceeds (as stated in the Prospectus)	Actual utilised amount up to 30 June 2024		Unutilised amount as at 30 June 2024 (Note 2)	Expected timeline for utilising the remaining Net Proceeds (Notes 1 and 2)
	HK\$ million	HK\$ million	Notes	HK\$ million	HK\$ million
Expanding our human resources outsourcing and recruitment services in Singapore	23.0	(13.8)	3	9.2	Expected to be fully utilised on or before 31 December 2024
Expanding our human resources recruitment services in Hong Kong	5.0	(4.4)	4	0.6	Expected to be fully utilised on or before 31 December 2024
Enhancing our brand awareness	5.8	(5.8)		–	–
Enhancing our IT system to support our business operations	5.5	(4.5)	5	1.0	Expected to be fully utilised on or before 31 December 2024
Working capital and other general corporate purposes	4.1	(4.1)		–	–
	<u>43.4</u>	<u>(32.6)</u>		<u>10.8</u>	

Notes:

1. The expected timeline for utilising the remaining Net Proceeds is made based on the best estimation of the Company taking into account, among others, the prevailing and future market conditions and business developments and need, and therefore is subject to change.
2. The unutilised Net Proceeds from the Listing are expected to be used in accordance with the Company's plan as disclosed in the Prospectus except that the original timeline for utilising the remaining Net Proceeds as disclosed in the Prospectus has been delayed due to, among others, the business environment being affected by the restrictions and rules on border controls, gatherings and quarantine measures of COVID-19 and omicron variant.
3. Up to 30 June 2024, approximately HK\$13.8 million of the Net Proceeds was utilised for expanding our human resources outsourcing and recruitment services in the information and communication technology industry and the retail and food & beverage industry in Singapore. We will continue to expand our IT team, after having considered the demand for IT support arising from the work from home policy implemented in various industries since the COVID-19 has escalated the usage of IT for data processing and analysing. The Group will delay the use of the Net Proceeds to venture into the business process outsourcing industry in Singapore.
4. The Group delayed the use of the Net Proceeds due to business environment and borders restriction being affected by the omicron variant and the economic conditions in 2021 and 2022 when the spread of COVID-19 and the omicron variant is under control with a higher vaccination rates so that the social distancing measures together with the restrictions and rules on foreign entry are lifted off.
5. Up to 30 June 2024, approximately HK\$4.5 million for the Net Proceeds was utilised for enhancing our IT system and the addition in the computer hardware to support our business operations and work from home policies. The Group is assessing any further investment in upgrading our IT system and may allocate more resources to enhance our IT system when necessary.

The remaining Net Proceeds as at 30 June 2024 had been placed in interest-bearing deposits in banks in Singapore.

CORPORATE GOVERNANCE CODE

Pursuant to code provision C.2.1 of the Corporate Governance Code (the “**CG Code**”) set out in Appendix C1 to the GEM Listing Rules, the roles 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 contained in Part 2 of Appendix C1 to the GEM Listing Rules as its own code of corporate governance. Save for the deviation from the code provision of C.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 six months ended 30 June 2024.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all the Directors and the Company was not aware of any non-compliance with the required standard of dealings regarding securities transactions by the Directors during the six months ended 30 June 2024.

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

During the six months ended 30 June 2024, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

SHARE OPTION SCHEME

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

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

No share option has been granted since the adoption of the Scheme and there was no share option outstanding as at 30 June 2024.

CHANGE OF DIRECTORS' EMOLUMENTS

As approved by the remuneration committee of the Company and the Board, the annual emoluments for certain Directors have been adjusted as follows with effect from 1 July 2023:

	<i>HK\$</i>
Mr. Ong Kian Guan	200,000
Mr. Michael Lin Daoji	180,000

AUDIT COMMITTEE

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

The Audit Committee currently consists of three independent non-executive Directors, namely Mr. Tye Heng Seng Frederick, Mr. Michael Lin Daoji and Mr. Ong Kian Guan. Mr. Ong Kian Guan is the chairman of the Audit Committee. Mr. Foo Siang Tse resigned on 1 May 2024 and Mr. Tye Heng Seng Frederick was appointed as an independent non-executive Director and member of the Audit Committee on 24 May 2024 to fill in the casual vacancy.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2024 and this interim result announcement and is of the view that such statements and report have been prepared in compliance with the applicable accounting standards, the GEM Listing Rules and other applicable legal requirements, and that adequate disclosure has been made.

By order of the Board
Omnibridge Holdings Limited
Chew Chee Kian

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 22 August 2024

As at the date of this interim result announcement, the Executive Directors are Mr. CHEW Chee Kian and Ms. YONG Yuet Han and the independent non-executive Directors are Mr. TYE Heng Seng Frederick, Mr. LIN Michael Daoji and Mr. ONG Kian Guan.

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