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eBROKER GROUP LIMITED

電子交易集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8036)

GRANT OF AWARD SHARES UNDER THE SHARE AWARD SCHEME

On 20 January 2022, the Board has resolved to award an aggregate of 9,280,000 Award Shares, all in the form of existing Shares, to 45 Selected Persons under the Scheme, subject to their acceptance. The Award Shares represent approximately 0.75% of the total number of Shares in issue as at the date of this announcement. Among 45 Selected Persons, three of them, being Mr. Lo, Mr. Timothy Chan and Miss. Catherine Chan, who were each granted a total of 2,380,000 Award Shares, 220,000 Award Shares and 80,000 Award Shares respectively, are connected persons of the Company (as defined under Chapter 20 of the GEM Listing Rules).

Each of the grant of Award Shares in the form of existing Shares to Mr. Lo, and Mr. Timothy Chan and Miss. Catherine Chan in aggregate, who are connected persons of the Company, is a de minimis transaction and such grant of Award Shares to each of them is fully exempt from shareholders' approval, annual review and all disclosure requirements under Chapter 20 of the GEM Listing Rules.

BACKGROUND

Reference is made to the announcement of the Company dated 12 August 2019 in relation to the adoption of the Scheme. The Scheme does not constitute a share option scheme pursuant to Chapter 23 of the GEM Listing Rules.

To recognise the contributions by certain Eligible Persons and to offer suitable incentives to attract and retain targeted talent and personnel for the continuance of operations and future development of the Group, the Board has resolved to grant the Award Shares as set out below.

GRANT OF AWARD SHARES UNDER THE SCHEME

On 20 January 2022, the Board has resolved to grant an aggregate of 9,280,000 Award Shares, all in the form of existing Shares, to 45 Selected Persons under the Scheme. The Award Shares represent approximately 0.75% of the total number of Shares in issue as at the date of this announcement. Based on the closing price of HK\$0.09 per Share on the date of grant of the Award Shares, the market value of the 9,280,000 Award Shares in aggregate is approximately HK\$835,200.

The number of Award Shares granted is determined after taking into account, among others, the Selected Persons' positions, experience, years of service, performance and contribution to the Company, its subsidiaries and/or associated entities.

Details of the grant of the Award Shares are set out as follows:

Date of grant of the Award Shares:	20 January 2022
Number of Award Shares granted to Mr. Lo:	2,380,000
Number of Award Shares granted to Mr. Timothy Chan:	220,000
Number of Award Shares granted to Miss Catherine Chan:	80,000
Number of Award Shares granted to 42 Selected Persons who are not connected persons of the Company or its associates:	6,600,000
Total number of Award Shares:	9,280,000

Out of the 9,280,000 Award Shares:

- (i) a total of 2,380,000 Award Shares are granted to Mr. Lo, an executive Director and the chief executive officer of the Company, who is a connected person of the Company (as defined under Chapter 20 of the GEM Listing Rules);
- (ii) a total of 220,000 Award Shares are granted to Mr. Timothy Chan, an employee of the Group and the son of Mr. Chan Lap Tak Douglas, an executive Director and the chairman of the Company, who therefore is a connected person of the Company (as defined under Chapter 20 of the GEM Listing Rules); and
- (iii) a total of 80,000 Award Shares are granted to Miss. Catherine Chan, an employee of the Group and the daughter of Mr. Chan Lap Tak Douglas, an executive Director and the chairman of the Company, who therefore is a connected person of the Company (as defined under Chapter 20 of the GEM Listing Rules).

Each of the grant of Award Shares in the form of existing Shares to Mr. Lo, and Mr. Timothy Chan and Miss. Catherine Chan in aggregate, who are connected persons of the Company, is a de minimis transaction and such grant of Award Shares to each of them is fully exempt from shareholders' approval, annual review and all disclosure requirements under Chapter 20 of the GEM Listing Rules.

The grant of the Award Shares to the Selected Persons has been approved by the Board (save and except for Mr. Lo who had abstained from voting at the Board meeting in relation to the resolution for approval of the grant of the Award Shares to himself, and Mr. Chan Lap Tak Douglas who had abstained from voting at the Board meeting in relation to the resolution for approval of the grant of the Award Shares to Mr. Timothy Chan and Miss. Catherine Chan).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save as Mr. Lo, Mr. Timothy Chan and Miss. Catherine Chan, all of the Selected Persons are not connected persons of the Company or its associates (as defined under Chapter 20 of the GEM Listing Rules).

The Award Shares, being existing Shares purchased on the open market, are held on trust for the Selected Persons by the Trustee which shall transfer the Award Shares to the Selected Persons upon the vesting dates and satisfaction of vesting conditions specified by the Board in the award letters issued to each Selected Person. Subject to the satisfaction of the vesting conditions, 980,000 Award Shares shall be vested to Mr. Lo on the date of grant, 4,640,000 Award Shares shall be vested to the respective Selected Persons on 31 December 2022 and the remaining 3,660,000 Award Shares shall be vested to the respective Selected Persons on 31 December 2023.

The Award Shares which are not vested as a result of the non-fulfilment of the vesting conditions during the vesting period shall lapse with immediate effect and be held by the Trustee for future award.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise.

“Award Share(s)”	in respect of a Selected Person, such number of Shares as awarded by the Board under the Scheme
“Board”	the board of Directors
“Company”	eBroker Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM of the Stock Exchange
“Connected person”	shall have the meaning as set out in the GEM Listing Rules
“Director(s)”	director(s) of the Company

“Eligible Person(s)”	(i) employees (whether full-time or part-time and including any executive Director), consultants or advisers of or to the Group, and (ii) any non-executive Director (including independent non-executive Directors) of the Group
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Mr. Lo”	Mr. Lo Chi Ho, an executive Director and the chief executive officer of the Company
“Scheme”	means the share award scheme adopted by the Company on 12 August 2019, as amended from time to time
“Selected Person(s)”	Eligible Person(s) selected by the Board for participation in the Scheme
“Shares”	ordinary shares of HK\$0.001 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust Deed”	a trust deed between the Company as settlor and the Trustee as trustee (as restated, supplemented and amended from time to time) in respect of the appointment of the Trustee for the administration of the Scheme
“Trustee”	Bank of Communications Trustee Limited (which is independent and not connected with the Company) and any additional or replacement trustees, being the trustee or trustees for the time being to be declared in the Trust Deed
“%”	Per cent.

By Order of the Board
eBroker Group Limited
Chan Lap Tak Douglas
Chairman and executive Director

Hong Kong, 20 January 2022

As at the date of this announcement, the executive Directors are Mr. Chan Lap Tak Douglas and Mr. Lo Chi Ho; and the independent non-executive Directors are Mr. Chan Chi Kwong Dickson, Mr. Liu Kin Sing and Mr. Au Yeung Po Fung.

This announcement, for which the Directors 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 for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the website of GEM at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at www.ebrokersystems.com.

In case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.