

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

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 10 February 2021, the Board has resolved to award an aggregate of 21,400,000 Award Shares, all in the form of existing Shares, to 50 Selected Persons under the Scheme, subject to their acceptance. The Award Shares represent approximately 1.74% of the total number of Shares in issue as at the date of this announcement.

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 10 February 2021, the Board has resolved to grant an aggregate of 21,400,000 Award Shares, all in the form of existing Shares, to 50 Selected Persons under the Scheme. The Award Shares represent approximately 1.74% of the total number of Shares in issue as at the date of this announcement. Based on the closing price of HK\$0.104 per Share on the date of grant of the Award Shares, the market value of the 21,400,000 Award Shares in aggregate is approximately HK\$2,225,600.

The number of Award Shares granted is determined after taken 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:	10 February 2021
Number of Award Shares granted to 50 Selected Persons who are not connected persons of the Company or its associates	21,400,000
Total number of Award Shares:	21,400,000

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, 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, 50% of the Award Shares shall be vested to the respective Selected Persons on 31 December 2021 and the remaining 50% of the Award Shares shall be vested to the respective Selected Persons on 31 December 2022.

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
“Group”	the Company and its subsidiaries from time to time
“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, 10 February 2021

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 Company Announcements” 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.