
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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CHARACTERISTICS OF GEM:

GEM has been positioned as a market designed to accommodate 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 the emerging nature of companies listed on GEM, 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.

eBROKER GROUP LIMITED

電子交易集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8036)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular. A letter from the Board is set out on pages 2 to 3 of this circular.

A notice convening EGM of eBroker Group Limited to be held at Suites 1410-11, 14th Floor, North Tower, World Finance Centre, Harbour City, Kowloon Hong Kong on Friday, 12 January 2024 at 11:30 a.m. is set out on pages 11 to 12 of this circular. A form of proxy for use at the EGM is enclosed with this circular, and also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.ebrokersystems.com).

Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM (or any adjournment thereof) if they so wish.

This circular will remain on the “Latest Company Announcements” page of the website of GEM of the Stock Exchange at www.hkgem.com for a minimum period of 7 days from the date of publication and on the website of the Company at www.ebrokersystems.com.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

19 December 2023

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
APPENDIX I – PROPOSED AMENDMENTS	4
NOTICE OF EGM	11

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 19 December 2023 in relation to the Proposed Amendments
“Articles”	the articles of association of the Company as amended, supplemented and otherwise modified from time to time
“Board”	the board of Directors
“Company”	eBroker Group Limited, an exempted company incorporated under the laws of the Cayman Islands with limited liability, with its Shares listed on GEM
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve, among other matters, the Proposed Amendments
“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
“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
“Memorandum and Articles”	the memorandum and articles of association of the Company as amended, supplemented and otherwise modified from time to time
“Proposed Amendments”	the proposed amendments to the Articles as set out in this circular
“Share(s)”	ordinary share(s) of nominal value of HK\$0.001 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

eBROKER GROUP LIMITED

電子交易集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8036)

Executive Directors:

Mr. Chan Lap Tak, Douglas (*Chairman*)

Mr. Lo Chi Ho (*Chief executive officer*)

Independent non-executive Directors:

Mr. Chan Chi Kwong, Dickson

Mr. Liu Kin Sing

Mr. Au Yeung Po Fung

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Headquarters and principal place
of business in Hong Kong:*

Suites 1410-11,

14th Floor, North Tower,

World Finance Centre,

Harbour City,

Kowloon, Hong Kong

19 December 2023

To the Shareholders

Dear Sir or Madam,

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

I. INTRODUCTION

Reference is made to the Announcement dated 19 December 2023 in relation to the Proposed Amendments. The purpose of this circular is to provide you with information relating to the resolution to be proposed at the EGM relating to, among other things, the Proposed Amendments, together with the notice of EGM.

II. PROPOSED AMENDMENTS TO THE ARTICLES

The main reasons for the Proposed Amendments are to, among others, (i) bring the Articles in line with the applicable laws of the Cayman Islands and the GEM Listing Rules (in particular provision 17 of the Core Shareholder Protection Standards set out in Appendix 3 to the GEM Listing Rules); (ii) reflect the upcoming GEM Listing Rules amendments pursuant to the recent publication of the consultation conclusions on “Proposals to Expand the Paperless Listing Regime” by the Stock Exchange, which shall become effective from 31 December 2023; and (iii) make other consequential and housekeeping edits to the Articles.

LETTER FROM THE BOARD

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the GEM Listing Rules and the legal advisers to the Company as to the Cayman Islands laws have confirmed that the Proposed Amendments do not violate the applicable laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments.

Considering the above, the Board proposes a supermajority resolution for the Shareholders to consider and approve the Proposed Amendments and adoption of the Third Amended and Restated Memorandum and Articles of Association in substitution for the existing Memorandum and Articles by way of a supermajority vote at the EGM. Full terms of the Proposed Amendments are set out in the Appendix to this circular.

III. EGM

A notice convening the EGM to be held at Suites 1410-11, 14th Floor, North Tower, World Finance Centre, Harbour City, Kowloon Hong Kong on Friday, 12 January 2024 at 11:30 a.m. is set out in this circular and the reply slip and form of proxy are also enclosed hereto. Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM (or any adjournment thereof) if they so wish. Shareholders who intend to attend the meeting in person or by proxy should complete and return the reply slip in accordance with the instructions printed thereon at or before 11:30 a.m. on 10 January 2024.

For the purpose of determining Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 5 January 2024 to Friday, 12 January 2024 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 4 January 2024.

IV. RECOMMENDATION

The Directors consider that all matters proposed to be approved at the EGM are in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

Yours faithfully,
By order of the Board
eBroker Group Limited
Chan Lap Tak, Douglas
Chairman

The Proposed Amendments to the Articles of Association are set out as follows:

INTERPRETATION

2. (1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

WORD	MEANING
“Secretary”	any person, firm or corporation appointed by the Board to perform any of the duties of secretary of the Company and includes any assistant, deputy, temporary or acting secretary.
“Special Resolution”	a resolution passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59; a Special Resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.
“ Special Supermajority Resolution”	a resolution passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59;

a ~~Special~~Supermajority Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles or the Statutes

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VARIATION OF RIGHTS

10. Subject to the Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths of the voting rights of the holders of that class or with the sanction of a ~~Special~~Supermajority Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that:

- (a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy holding not less than one-third ~~in nominal value~~ of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and

.....

GENERAL MEETINGS

56. ~~Other than the year of the Company's adoption of these Articles, The Company~~ **must** in each financial year during the Relevant Period ~~the Company shall in each year~~ hold a general meeting as its annual general meeting within six Months after the end of each financial year in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it.

.....

PROCEEDINGS AT GENERAL MEETINGS

65. If an amendment is proposed to any resolution under consideration but is in good faith ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution ~~or Supermajority Resolution~~, no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

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WRITTEN RESOLUTIONS OF MEMBERS

82. A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a Special Resolution ~~or Supermajority Resolution~~ so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and where the resolution states a date as being the date of his signature thereof by any Member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant Members.

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BOARD OF DIRECTORS

83. (3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the ~~next~~ first annual general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the ~~next~~ first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

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- (6) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by Ordinary Resolution of the Members at the meeting at which such Director is removed.

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RESERVES

- 143.** (1) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the Act Law. The Company shall at all times comply with the provisions of the Act in relation to the share premium account.

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AUDIT

- 144.** (1) At the annual general meeting ~~or at a subsequent extraordinary general meeting~~ in each year, the Members shall by Ordinary Resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.
- (2) The Members may, at any general meeting convened and held in accordance with these Articles, by ~~special resolution~~ **Ordinary Resolution** remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.

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NOTICES

158. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the GEM Listing Rules), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website **or other contact details** supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the HK Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the HK Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

159. Any Notice or other document (**including any “corporate communication” within the meaning ascribed thereto under the GEM Listing Rules**):

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the HK Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member, **and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;**

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160. (1) Any Notice or other document (**including any "corporate communication" within the meaning ascribed thereto under the GEM Listing Rules**) delivered or sent by post to or left at the registered address of any Member **or by electronic communication** in pursuance of these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
- (2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it **through electronic communication or** through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, **toat the electronic number or address, or at the address or to other contact details,** if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

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WINDING UP

162. (2) Subject to the Act, the Company may at any time and from time to time be wound up voluntarily by ~~Supermajority~~ Special Resolution. If the Company shall be wound up the liquidator shall apply the assets of the Company in such manner and order as he thinks fit in satisfaction of creditors' claims.

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163. (2) If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a ~~Supermajority~~ Special Resolution and any other sanction required by the Act, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION AND NAME OF COMPANY

165. No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a ~~Special~~~~Supermajority~~ Resolution of the Members. A ~~Special~~~~Supermajority~~ Resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.

NOTICE OF EGM

eBROKER GROUP LIMITED

電子交易集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8036)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of eBROKER GROUP LIMITED (the “**Company**”) will be held at Suites 1410-11, 14th Floor, North Tower, World Finance Centre, Harbour City, Kowloon Hong Kong at 11:30 a.m. on Friday, 12 January 2024 for the purposes of considering and, if thought fit, passing with or without modifications, the following supermajority resolution.

SUPERMAJORITY RESOLUTION

“THAT:

- (i) the proposed amendments (the “**Proposed Amendments**”) to the existing second amended and restated memorandum of association and articles of association of the Company (the “**Existing Memorandum and Articles**”), the details of which are set out in the Appendix to the circular of the Company dated 19 December 2023, be and are hereby approved;
- (ii) the third amended and restated memorandum of association and articles of association of the Company (the “**Amended Memorandum and Articles**”), which contain all the Proposed Amendments and a copy of which have been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles with immediate effect; and
- (iii) any Director or company secretary, or the Cayman Islands registered office provider of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/they shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of Amended Memorandum and Articles, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

On behalf of the Board
eBroker Group Limited
Chan Lap Tak, Douglas
Chairman

Hong Kong, 19 December 2023

NOTICE OF EGM

Registered Office:

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

Headquarters and principal place of business in Hong Kong:

Suites 1410-11,
14th Floor, North Tower,
World Finance Centre,
Harbour City,
Kowloon, Hong Kong

Notes:

- (i) All resolution at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules.
- (ii) A shareholder entitled to attend and vote at the EGM is entitled to appoint one proxy or if he/she/it holds two or more shares, more than one proxy to attend, speak and vote in his/her/it stead. A proxy does not need to be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (iii) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
- (iv) Delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.