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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 13 May 2024, the Board has resolved to award an aggregate of 5,040,000 Award Shares, all in the form of existing Shares, to 13 Selected Persons under the Scheme, subject to their acceptance. The Award Shares represent approximately 0.41% 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 13 May 2024, the Board has resolved to grant an aggregate of 5,040,000 Award Shares, all in the form of existing Shares, to 13 Selected Persons under the Scheme. The Award Shares represent approximately 0.41% of the total number of Shares in issue as at the date of this announcement. Based on the closing price of HK\$0.08 per Share on the date of grant of the Award Shares, the market value of the 5,040,000 Award Shares in aggregate is approximately HK\$403,200.

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:	13 May 2024
13 Selected Persons:	13 employees of the Group, being the Eligible Person under the Scheme
Total Number of Award Shares granted to 13 Selected Persons who are not connected persons of the Company or its associates:	5,040,000
Purchase price of Award Shares granted:	Nil
Performance target:	There is no performance target attached to the Awards Shares granted.
Clawback mechanism:	<p>There is no clawback mechanism attached to the Award Shares. The Award Shares granted shall lapse and cannot be exercised with immediate effect if the Selected Person, who is an employee ceases to be an employee of the Group.</p> <p>The vesting of the Award Shares is subject to the satisfaction of the following vesting conditions:</p> <ul style="list-style-type: none"><li>(i) the relevant Selected Person should remain as an employee, consultant or adviser of as at 31 December 2024 or 31 December 2025, as applicable;</li><li>(ii) the relevant Selected Person should return to the Company a signed acceptance form by the deadline specified in the award letter.</li></ul> <p>Save as mentioned above, there is no other specific condition or lock up restriction attached to the Award Shares.</p>
Financial assistance:	There are no arrangements for the Group to provide financial assistance to the 13 Selected Persons to facilitate the purchase of Award Shares under the Scheme.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) none of the Selected Persons is a Director, chief executive or substantial shareholder of the Company or an associate (as defined under the GEM Listing Rules) of any of them; (ii) none of the Selected Persons is a participant with the options and awards granted and to be granted exceeding the 1% individual limit under the GEM Listing Rules; and (iii) none of the Selected Persons is a related entity participant or a service provider (as defined under the GEM Listing Rules).

All the Award Shares to be vested in the Selected Persons have been acquired by the Trustee on open market pursuant to the Scheme. For further details, please refer to the announcement of the Company dated 28 November 2019. The Award Shares 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, 2,520,000 Award Shares shall be vested to the respective Selected Persons on 31 December 2024 and the remaining 2,520,000 Award Shares shall be vested to the respective Selected Persons on 31 December 2025.

The Remuneration Committee and the Board have noted that the purpose of the Scheme is to provide incentive or reward to the Eligible Persons for their contribution to the Group and to recognise past contributions of the Eligible Persons, and that the Scheme does not restrictively specify the vesting period.

The grant of the Award Shares to the Selected Persons have been approved by the Remuneration Committee and the Board (including all independent non-executive Directors). Having considered that the past performance and contributions to the Group of each of the Selected Persons, the Remuneration Committee and the Board consider that the grant of such award Shares with a shorter vesting period:

- (i) aligns the interests of the Selected Persons with that of the Company and the Shareholders as a whole;
- (ii) rewards and recognises the contribution of the Selected Persons to the Group;
- (iii) provides incentive to the Selected Persons to continue to work for the success and improved performance of the Group; and
- (iv) reinforces their commitment to long-term services to the Group.

The Remuneration Committee and the Board are of the view that the grant of the Award Shares, including a shorter vesting period, is consistent with the purpose of the Scheme. Also, the 2,520,000 Award Shares, which shall be vested to the respective Selected Persons on 31 December 2024, should have been granted earlier if not for administrative reason but had to wait for subsequent batch. Therefore, the Remuneration Committee and the Board are of the view that a shorter vesting period is appropriate.

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.

After the above grant of Award Shares, 82,620,000 Shares will be available for future grant under the Scheme.

## **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
“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
“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, 13 May 2024

*As at the date of this announcement, the executive Directors are Mr. Chan Lap Tak Douglas, Mr. Lo Chi Ho and Ms. Catherine Chan; 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](http://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](http://www.ebrokersystems.com).*

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