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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)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2024

The board of directors of eBroker Group Limited (the “**Company**”) hereby announces the unaudited interim results of the Company and its subsidiaries for the six months ended 30 June 2024. This announcement, containing the full text of the 2024 interim report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange in relation to information to accompany preliminary announcements of interim results. The printed version of the Company’s 2024 interim report will be dispatched to the shareholders of the Company and available for viewing on the website of GEM of the Stock Exchange at www.hkgem.com and the website of the Company at www.ebrokersystems.com by the end of August 2024.

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

Hong Kong, 26 August 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 “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.

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

eBROKER GROUP LIMITED

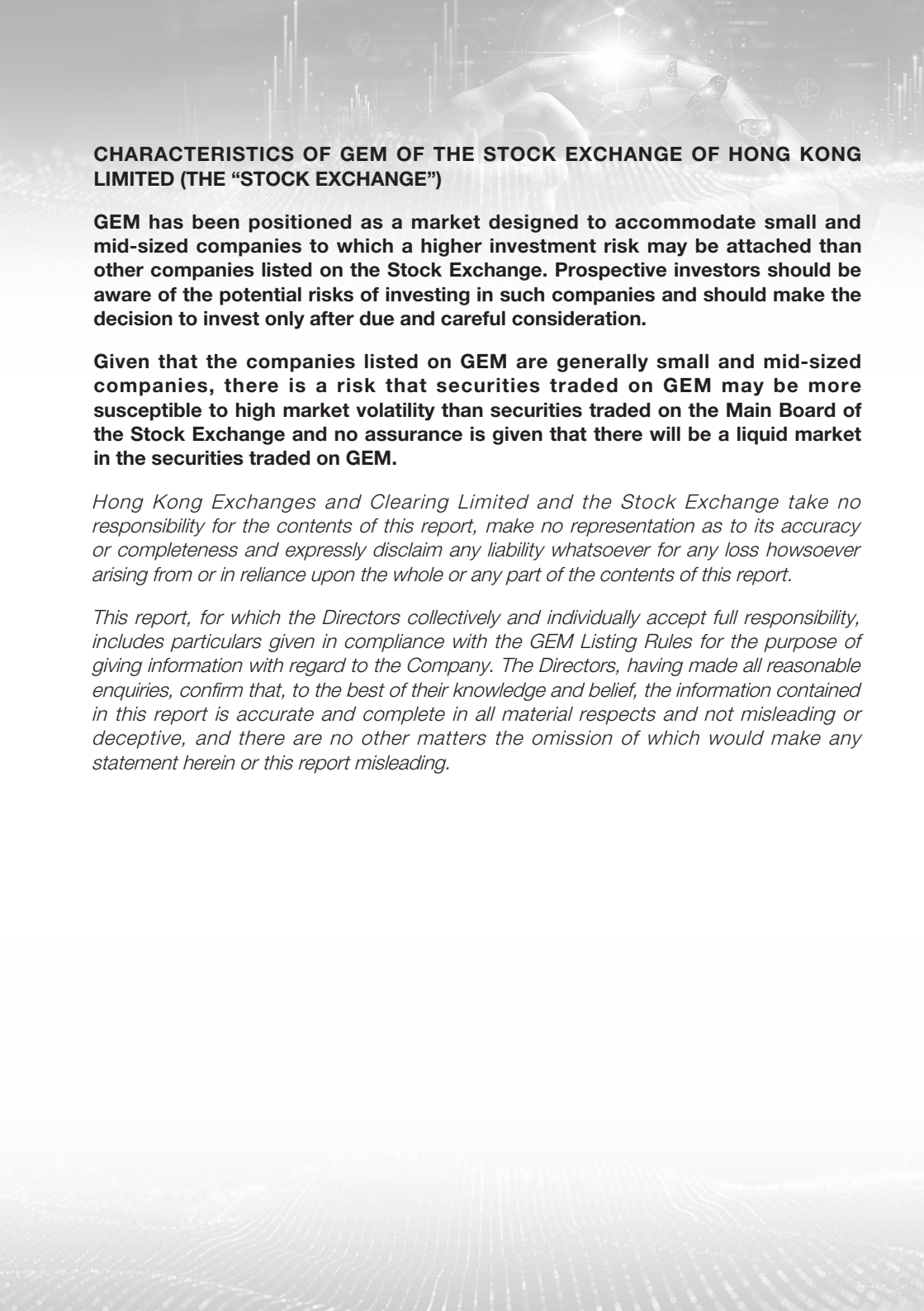
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INTERIM REPORT
2024



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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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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.

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This report, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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 report 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 report misleading.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

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

Mr. Lo Chi Ho (*Chief Executive Officer*)

Ms. Catherine Chan

Independent Non-Executive Directors

Mr. Chan Chi Kwong Dickson

Mr. Liu Kin Sing

Mr. Au Yeung Po Fung

COMPANY SECRETARY

Mr. Liew Swee Yean,
Certified Public Accountant

COMPLIANCE OFFICER

Mr. Lo Chi Ho

AUTHORISED REPRESENTATIVES

Mr. Chan Lap Tak, Douglas

Mr. Liew Swee Yean

AUDIT COMMITTEE

Mr. Au Yeung Po Fung (*Chairman*)

Mr. Chan Chi Kwong Dickson

Mr. Liu Kin Sing

REMUNERATION COMMITTEE

Mr. Liu Kin Sing (*Chairman*)

Mr. Au Yeung Po Fung

Mr. Chan Lap Tak, Douglas

NOMINATION COMMITTEE

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

Mr. Liu Kin Sing

Mr. Chan Chi Kwong Dickson

AUDITORS

Gary Cheng CPA Limited

Certified Public Accountants

12th Floor, Elite Centre

22 Hung To Road, Kwun Tong

Kowloon, Hong Kong

PRINCIPAL BANKER

DBS Bank (Hong Kong) Limited

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99 Queen's Road Central Central

Hong Kong

REGISTERED OFFICE

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Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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World Finance Centre,

19 Canton Road, Tsim Sha Tsui,

Kowloon, Hong Kong

HONG KONG LEGAL ADVISERS

Stephenson Harwood

43/F, One Taikoo Place 979 King's Road

Quarry Bay

Hong Kong

CORPORATE INFORMATION

PRINCIPAL SHARE REGISTRAR

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
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Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

STOCK CODE

8036

WEBSITE OF THE COMPANY

www.ebrokersystems.com

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

For the six months ended 30 June 2024

INTERIM RESULTS

The Board is pleased to announce the unaudited condensed consolidated results of the Group for the six months ended 30 June 2024 together with the unaudited comparative figures for the corresponding periods in 2023, as follows:

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

For the six months ended 30 June 2024

	Notes	Six months ended 30 June	
		2024 HK\$'000 (unaudited)	2023 HK\$'000 (unaudited)
Revenue	4	15,904	19,238
Other income	5	551	448
Other gains and losses, net	5	(373)	(234)
Purchases of and changes in inventories		(4)	(301)
Staff costs		(10,842)	(11,381)
Depreciation expenses		(1,146)	(1,209)
Other operating expenses	6	(5,359)	(4,788)
(Loss)/profit from operations		(1,269)	1,773
Finance costs	9(b)	(45)	(42)
(Loss)/profit before tax		(1,314)	1,731
Income tax expense	8	(36)	(138)
(Loss)/profit for the period attributable to owners of the Company	9(a)	(1,350)	1,593
Other comprehensive expense after tax:			
<i>Item that will not be reclassified to profit or loss:</i>			
Fair value changes of equity instruments at fair value through other comprehensive income		172	(81)
<i>Item that may be reclassified to profit or loss:</i>			
Exchange differences on translating financial statements of a foreign subsidiary		(193)	(350)
Other comprehensive expense for the period, net of tax		(21)	(431)
Total comprehensive (expense)/income for the period attributable to owners of the Company		(1,371)	1,162
(Loss)/earnings per share			
– Basic (HK cent per share)	10	(0.12)	0.14
– Diluted (HK cent per share)	10	N/A	N/A

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED)

At 30 June 2024

	Notes	30 June 2024 HK\$'000 (unaudited)	31 December 2023 HK\$'000 (audited)
Non-current assets			
Property, plant and equipment	17	11,821	12,518
Intangible assets	18	6,327	5,568
Right-of-use assets	16	3,066	1,010
Financial assets at fair value through other comprehensive income		1,925	1,753
Deposits		883	757
Deferred tax assets		166	166
		24,188	21,772
Current assets			
Contract assets	12	388	418
Trade and other receivables	13	5,269	5,171
Financial assets at fair value through profit or loss		7,162	7,362
Current tax assets		131	126
Non-pledged time deposit with original maturity over three months		–	8,206
Cash and cash equivalents		30,414	23,600
		43,364	44,883
Current liabilities			
Trade and other payables	14	1,790	1,543
Contract liabilities	12	1,416	1,494
Lease liabilities		547	888
		3,753	3,925
Net current assets		39,611	40,958
Total assets less current liabilities		63,799	62,730
Non-current liabilities			
Lease liabilities		2,543	162
		2,543	162
NET ASSETS		61,256	62,568
Capital and reserves			
Share capital	15	1,230	1,230
Reserves		60,026	61,338
TOTAL EQUITY		61,256	62,568

Approved by the Board of Directors on 26 August 2024 and are signed on its behalf by:

Chan Lap Tak, Douglas

Director

Lo Chi Ho

Director

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the six months ended 30 June 2024

	Share capital	Share premium	Capital reserve	Foreign currency translation reserve	Investment revaluation reserve	Statutory Reserve	Shares held for share award scheme	Shares based compensation reserve	Retained profits	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2023	1,230	61,921	(54,333)	883	(466)	-	(17,141)	209	68,725	61,028
Grant of shares under shares award scheme	-	-	-	-	-	-	-	78	-	78
Total comprehensive income for the period	-	-	-	(350)	(81)	-	-	-	1,593	1,162
At 30 June 2023	1,230	61,921	(54,333)	533	(547)	-	(17,141)	287	70,318	62,268
At 1 January 2024	1,230	61,921	(54,333)	666	(753)	26	(16,531)	-	70,342	62,568
Grant of shares under shares award scheme	-	-	-	-	-	-	-	59	-	59
Total comprehensive expense for the period	-	-	-	(193)	172	-	-	-	(1,350)	(1,371)
At 30 June 2024	1,230	61,921	(54,333)	473	(581)	26	(16,531)	59	68,992	61,256

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

For the six months ended 30 June 2024

Six months ended 30 June

2024

2023

HK\$'000

HK\$'000

Net cash (used in)/generated from operating activities	(255)	2,631
Net cash generated from/(used in) investing activities	7,551	(834)
Net cash used in financing activities	(787)	(833)
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,897	964
Effect of foreign exchange rate changes	505	136
CASH AND CASH EQUIVALENTS AT 1 JANUARY	23,600	23,325
CASH AND CASH EQUIVALENTS AT 30 JUNE	30,414	24,425
ANALYSIS OF CASH AND CASH EQUIVALENTS		
Bank and cash balances	30,414	24,425

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

1. GENERAL INFORMATION

eBroker Group Limited (the “Company”) was incorporated in the Cayman Islands with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 23 May 2016. The Company’s shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 19 February 2019.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the six months ended 30 June 2024 have been prepared in accordance with the Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). These unaudited condensed consolidated financial statements comply with the accounting principles generally accepted in Hong Kong and the GEM Listing Rules.

The unaudited condensed consolidated financial statements for the six months ended 30 June 2024 should be read in conjunction with the audited consolidated financial statements for the year ended 31 December 2023 and the notes thereto (the “2023 Audited Consolidated Financial Statements”). The material accounting policies adopted in the preparation of the unaudited condensed consolidated financial statements are consistent with those followed in the preparation of the 2023 Audited Consolidated Financial Statements except for the new and revised standards, amendments and interpretations issued by the HKICPA that are adopted for the first time for the current period’s financial statements. It should be noted that accounting estimates and assumptions were adopted in the preparation of the unaudited condensed consolidated financial statements. Although the estimates are based on the management’s best knowledge of and judgement on the present events and actions, the actual results may eventually differ from those estimates.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

Certain new and revised Hong Kong Financial Reporting Standard (“HKFRSs”) have been issued. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The Directors considered that the adoption of new and revised HKFRSs which are effective for the accounting period beginning on 1 January 2024 will not have any material impact on the preparation and presentation of the results and financial conditions of the current and previous periods. For the HKFRSs that are not yet effective nor have not been early adopted, the Group is in the process of making an assessment of the potential impact of the newly issued HKFRSs.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

4. REVENUE

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service lines for the periods is as follows:

	Six months ended 30 June	
	2024 HK\$'000 (unaudited)	2023 HK\$'000 (unaudited)
Front office solution service income	8,027	8,789
Back office solution service income	4,726	5,246
Installation and customisation services income	1,323	2,532
Managed cloud service income	1,038	1,430
Others	790	1,241
	15,904	19,238

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major products or service lines and geographical regions:

	Six months ended 30 June	
	2024 HK\$'000 (unaudited)	2023 HK\$'000 (unaudited)
<i>Products and services transferred at a point in time</i>		
Others	4	364
<i>Products and services transferred over time</i>		
Front office solution service income	8,027	8,789
Back office solution service income	4,726	5,246
Installation and customisation services income	1,323	2,532
Managed cloud service income	1,038	1,430
Others	786	877
Total	15,904	19,238
<i>Primary geographical markets</i>		
Hong Kong	14,846	16,976
Macau	598	835
Mainland China	393	1,036
Singapore	67	391
	15,904	19,238

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

5. OTHER INCOME, AND OTHER GAINS AND LOSSES, NET

	Six months ended 30 June	
	2024 HK\$'000 (<i>unaudited</i>)	2023 HK\$'000 (<i>unaudited</i>)
Other income		
Interest income on bank deposits	431	265
Dividend income from financial assets at FVTPL	114	63
Government subsidies	6	120
	551	448
Other gains and losses, net		
Fair value loss on financial assets at fair value through profit or loss – Listed equity investments	(373)	(234)

6. OTHER OPERATING EXPENSES

	Six months ended 30 June	
	2024 HK\$'000 (<i>unaudited</i>)	2023 HK\$'000 (<i>unaudited</i>)
Cost of services	1,025	975
Amortisation of intangible assets	669	496
Auditor's remuneration	378	375
Insurance	328	276
Legal and professional fees	1,080	754
Office expenses	729	653
Expenses relating to short-term lease	336	344
Transportation and entertainment expenses	506	441
Net exchange losses	140	286
Other miscellaneous expenses	168	188
Total other operating expenses	5,359	4,788

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

7. SEGMENT INFORMATION

During the periods, all of the Group's contract revenue has been generated from the sale of computer products, provision of contracted trading solutions and development of electronics trading systems for brokerage.

The Group has one reportable segment which is the provision of services to the Group's customers. Information reported to the Group's chief operating decision maker, for the purpose of resources allocation and assessment of the Group's performance, is focused on the operating results of the Group as a whole as the Group's resources are integrated and no discrete financial information is available. Accordingly, no segment analysis or information about the Group's services is presented.

The following table sets out information about the geographical location of the Group's revenue from external customers during the periods. The geographical location of customers is based on the location to which the services were provided or the goods were delivered:

	Six months ended 30 June	
	2024 HK\$'000 (<i>unaudited</i>)	2023 HK\$'000 (<i>unaudited</i>)
Hong Kong	14,846	16,976
Macau	598	835
Mainland China	393	1,036
Singapore	67	391
	15,904	19,238

During the periods, no individual customer contributes over 10% of the total revenue of the Group.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

8. INCOME TAX EXPENSE

Income tax has been recognised in unaudited condensed consolidated statement of profit or loss and other comprehensive income as follows:

	Six months ended 30 June	
	2024 HK\$'000 <i>(unaudited)</i>	2023 HK\$'000 <i>(unaudited)</i>
Current tax – Hong Kong Profits Tax	36	138

Under the two-tiered profits tax regime, profits tax rate for the first HK\$2 million of assessable profits of qualifying corporations established in Hong Kong will be lowered to 8.25%, and profits above that amount will be subject to the tax rate of 16.5%.

PRC Enterprise Income Tax rate for the subsidiary in the PRC is 25%. No provision was made for the six months ended 30 June 2024 as the subsidiary has incurred tax loss for the period.

9. (LOSS)/PROFIT FOR THE PERIOD

(a) The Group's (loss)/profit for the periods are stated after (crediting)/charging the following:

	Six months ended 30 June	
	2024 HK\$'000 <i>(unaudited)</i>	2023 HK\$'000 <i>(unaudited)</i>
Auditor's remuneration	378	375
Cost of inventories sold	4	301
Depreciation of property, plant and equipment	420	441
Depreciation of right-of-use-assets	726	768
(Reversal of impairment losses)/impairment loss on trade receivables, net	(7)	7

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

9. (LOSS)/PROFIT FOR THE PERIOD (continued)

(b) Finance costs

	Six months ended 30 June	
	2024 HK\$'000 (<i>unaudited</i>)	2023 HK\$'000 (<i>unaudited</i>)
Interest expense on lease liabilities	45	42

10. (LOSS)/EARNINGS PER SHARE

The calculation of the basic (loss)/earnings per share is based on the following:

	Six months ended 30 June	
	2024 HK\$'000 (<i>unaudited</i>)	2023 HK\$'000 (<i>unaudited</i>)
(Loss)/earnings		
(Loss)/earnings attributable to owners of the Company and earnings for the purpose of calculating basic (loss)/earnings per share	(1,350)	1,593
	'000	'000
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earnings per share	1,144,860	1,141,720

The weighted average number of ordinary shares for the six months ended 30 June 2024 for the purpose of calculating basic earnings/(loss) per share has been adjusted to exclude the shares held for share award scheme.

No diluted (loss)/earnings per share is calculated for the six months ended 30 June 2024 and 2023 as there was no potential dilutive ordinary share in existence.

11. DIVIDEND

The Directors do not recommend any payment of dividend for the six months ended 30 June 2024 (30 June 2023: HK\$ Nil).

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

12. CONTRACT ASSETS AND CONTRACT LIABILITIES

(a) Contract assets

Details of contract assets are as follow:

	30 June 2024	31 December 2023
	HK\$'000	HK\$'000
	(unaudited)	<i>(audited)</i>
Contract assets related to provision of services	388	418

	30 June 2024	31 December 2023
	HK\$'000	HK\$'000
	(unaudited)	<i>(audited)</i>
Receivables from contracts with customers within the scope of HKFRS 15, which are included in "Trade and other receivables"	2,701	2,433

The contract assets represent the Group's rights to consideration for work completed but not billed as at 30 June 2024. The contract assets are transferred to trade receivables when the rights become unconditional other than passage of time. Contract assets decreased in 2024 was primarily due to decrease in work completed but not billed as at 30 June 2024.

(b) Contract liabilities

The Group has recognised the following revenue-related contract liabilities:

	30 June 2024	31 December 2023
	HK\$'000	HK\$'000
	(unaudited)	<i>(audited)</i>
Contract liabilities related to provision of services	1,416	1,494

The contract liabilities represent the advanced consideration received from customers for which revenue is recognised based on the progress toward complete satisfaction of the related services. These arise if a particular milestone payment exceeds the revenue recognised to date under the cost-to-cost method. The decrease in contract liabilities in 2024 was mainly due to decrease in overall installation projects.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

12. CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)

(b) Contract liabilities (continued)

The following table shows the revenue recognised during the periods related to carried-forward contract liabilities:

	Six months ended	
	30 June	
	2024	2023
	HK\$'000	HK\$'000
	(unaudited)	<i>(unaudited)</i>
Revenue recognised that was included in the balance of contract liabilities at 1 April/1 January		
Revenue from provision of services	929	1,388

Movements in contract liabilities:

	30 June	31 December
	2024	2023
	HK\$'000	HK\$'000
	(unaudited)	<i>(audited)</i>
Balance at 1 January 2024/2023	1,494	3,113
Decrease in contract liabilities as a result of recognising revenue during the period was included in the contract liabilities at the beginning of the period		
– the amount was included in the contract liabilities at the beginning of the period	(929)	(2,378)
– the amount was included in the contract liabilities during the period	(1,292)	(2,693)
Increase in contract liabilities as a result of receiving receipt in advance of front office and back-office solution service income	928	2,704
Increase in contract liabilities as a result of billing in advance of installation and customisation services	1,215	751
Exchange realignment	–	(3)
Balance at 30 June 2024/31 December 2023	1,416	1,494

No billings in advance of performance received that is expected to be recognised as income after more than one year as at 30 June 2024 and 31 December 2023.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

13. TRADE AND OTHER RECEIVABLES

	30 June 2024 HK\$'000 (unaudited)	31 December 2023 HK\$'000 (audited)
Trade receivables	3,219	2,958
Impairment losses on trade receivables	(518)	(525)
	2,701	2,433
Prepayments, deposits and other receivables*	1,491	1,467
Amount due from a trustee	660	669
Amounts due from brokers**	1,300	1,359
	6,152	5,928

* Included in the deposits as at 30 June 2024 is approximately HK\$37,000 (31 December 2023: HK\$37,000) of rental deposits paid to a company in which Mr Chan Lap Tak Douglas has beneficial interests.

** Amounts due from brokers represent the net position held by two brokers in respect of cash and margin trading accounts. Included in the amounts due from brokers as at 30 June 2024 is approximately HK\$1,075,000 (31 December 2023: HK\$1,252,000) due by a company in which Mr Chan Lap Tak Douglas has beneficial interests.

The Group's trading terms with customers are due upon presentation of invoices. However, as the Group seeks to develop long-term relationship with its customers, it may allow an average credit period of 60 days to its customers, depending on the creditworthiness of customers and the existing relationships with the Group. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

The ageing analysis of trade receivables, based on the invoice date, and net of allowance is as follows:

	30 June 2024 HK\$'000 (unaudited)	31 December 2023 HK\$'000 (audited)
0 to 30 days	1,276	1,422
31 to 60 days	484	511
61 to 90 days	593	91
91 to 120 days	41	211
Over 120 days	307	198
	2,701	2,433

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

13. TRADE AND OTHER RECEIVABLES (continued)

The carrying amounts of the trade receivables are denominated in the following currencies:

	2024 HK\$'000	2023 HK\$'000
HK\$	2,701	2,275
Renminbi ("RMB")	–	158
	2,701	2,433

The carrying amounts of the prepayments, deposits, other receivables, amount due from a trustee and amounts due from brokers are denominated in the following currencies:

	30 June 2024 HK\$'000 <i>(unaudited)</i>	31 December 2023 HK\$'000 <i>(audited)</i>
HK\$	3,303	3,420
RMB	42	68
United States dollar ("US\$")	106	7
	3,451	3,495

14. TRADE AND OTHER PAYABLES

	30 June 2024 HK\$'000 <i>(unaudited)</i>	31 December 2023 HK\$'000 <i>(audited)</i>
Trade payables	206	286
Accruals and other payables	1,584	1,257
	1,790	1,543

The ageing analysis of trade payables based on the date of receipt of goods or services, is as follows:

	30 June 2024 HK\$'000 <i>(unaudited)</i>	31 December 2023 HK\$'000 <i>(audited)</i>
0 to 30 days	110	112
31 to 60 days	66	121
61 to 90 days	28	11
Over 90 days	2	42
	206	286

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

14. TRADE AND OTHER PAYABLES (continued)

The carrying amounts of the Group's trade payables are denominated in the following currencies:

	30 June 2024 HK\$'000 (unaudited)	31 December 2023 HK\$'000 (audited)
HK\$	1,770	1,448
RMB	20	64
US\$	–	31
	1,790	1,543

15. SHARE CAPITAL

The Group

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance. At 30 June 2024, the ratio of the Group's total liabilities over its total assets was approximately 9.3% (31 December 2023: approximately 6.13%).

The Group reviews the capital structure frequently by considering the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts, redemption of existing debts or selling assets to reduce debts.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

15. SHARE CAPITAL (continued)

The Company

	Nominal value per share HK\$	Number of shares '000	Amount HK\$'000
Authorised:			
Ordinary shares			
At 1 January 2023	0.001	5,000,000	5,000
At 31 December 2023, 1 January 2024 and 30 June 2024 (unaudited)	0.001	5,000,000	5,000
Issued and fully paid:			
Ordinary shares			
At 1 January 2023	0.001	1,230,000	1,230
Ordinary shares			
At 31 December 2023, 1 January 2024 and 30 June 2024 (unaudited) (note 15(i))	0.001	1,230,000	1,230

Note:

- (i) At 30 June 2024, total number of shares included 85,140,000 shares were held by the trustee under the share award scheme adopted by the Company on 12 August 2019.

At 31 December 2023, total number of shares included 88,280,000 shares were held by the trustee under Share Award Scheme and 3,140,000 shares were held by the trustee on behalf of selected persons under the share award scheme adopted by the Company on 12 August 2019.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

16. RIGHT-OF-USE ASSETS

During the six months ended 30 June 2024, the Group has added approximately HK\$3,117,000 of right-of-use asset (31 December 2023: HK\$Nil). In this period, the fixed monthly payments on the usage of the asset during the contract period and recognised approximately HK\$726,000 (31 December 2023: approximately HK\$1,541,000) of right-of-use asset as depreciation expenses.

17. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2024, the Group acquired property, plant and equipment of approximately HK\$33,000 (31 December 2023: approximately HK\$42,000).

18. INTANGIBLE ASSETS

During the six months period ended 30 June 2024, the Group capitalised development cost of approximately HK\$1,428,000 (31 December 2023: approximately HK\$1,088,000).

19. RESERVES

The amounts of the Group's reserves and the movements therein for the period and the same period in 2023 are presented in the unaudited condensed consolidated statement of changes in equity in this report.

20. CONTINGENT LIABILITIES

At 30 June 2024, the Group did not have any significant contingent liabilities.

21. EVENTS AFTER THE REPORTING PERIOD

No significant events took place subsequent to 30 June 2024 and up to the date of this report.

22. APPROVAL OF FINANCIAL STATEMENTS

The condensed consolidated financial statements for the six months ended 30 June 2024 were approved and authorised for issue by the Board of Directors on 26 August 2024.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in the provision of financial software solution services to financial institutions (including mainly brokerage firms, proprietary trading firms and wealth management companies) in Hong Kong. The Group derives its revenue mainly from front office solution service, back office solution service, installation and customisation services, managed cloud service and other services income.

For the six months ended 30 June 2024, the Group recorded a revenue of approximately HK\$15.9 million, representing a decrease of approximately 17.3% from approximately HK\$19.2 million recorded for the six months ended 30 June 2023. Loss attributable to owners of the Company for the six months ended 30 June 2024 amounted to approximately HK\$1.4 million, representing a decrease of approximately 184.7% as compared with the profit of approximately HK\$1.6 million for the six months ended 30 June 2023, it was mainly attributable to decrease in front office solution service income by approximately HK\$0.8 million; decrease in back office solution service income by approximately HK\$0.5 million and decrease of non-recurring installation and customisation service income by approximately HK\$1.2 million.

OUTLOOK

Amid ongoing challenges posed by economic uncertainties, persistent inflation as well as continued geopolitical tensions, the Group will continue its focus on executing and delivering its business strategies in response to changes of the external environment, whilst adopting prudent approach to cost control and risk management. We will continue to explore market opportunities so as to achieve a sustainable business growth and long-term benefits of the Shareholders.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

The Group derives its revenue primarily from the provision of financial technology solutions which can be classified into (i) front office solution service; (ii) back office solution service; (iii) installation and customisation services; (iv) managed cloud service and (v) other services income. For the six months ended 30 June 2024, the Group recorded revenue of approximately HK\$15.9 million, representing an increase of approximately 4.7% as compared with the previous year of approximately HK\$19.2 million. Such increase was mainly attributable to the significant decrease in installation and customisation services income. The installation and customisation services income decreased by approximately 47.7% from approximately HK\$2.5 million for the six months ended 30 June 2023 to approximately HK\$1.3 million for the six months ended 30 June 2024. Front office solution service income decreased by approximately 8.7% from approximately HK\$8.8 million for the six months ended 30 June 2023 to approximately HK\$8.0 million for the six months ended 30 June 2024.

Purchases of and changes in inventories

The Group's purchases of and changes in inventories for the six months ended 30 June 2024 was approximately HK\$4,000, representing a decrease of approximately 98.7% from approximately HK\$301,000 in respect of the six months ended 30 June 2023. Such decrease was primarily due to the decrease in product sales for the Group for the six months ended 30 June 2024.

MANAGEMENT DISCUSSION AND ANALYSIS

Profit before tax

The Group's loss before tax for the six months ended 30 June 2024 was approximately HK\$1.3 million, representing a decrease by approximately 175.9% when compared with its profit before tax of approximately HK\$1.7 million for the six months ended 30 June 2023. This was primarily due to the decrease in installation and customisation income by approximately HK\$1.2 million for the six months ended 30 June 2024.

Other income

The Group's other income consists of government subsidies and interest income on bank deposits. The Group's other income increased to approximately HK\$551,000 from approximately HK\$448,000 for the six months ended 30 June 2023 due to an increase in interest income by approximately HK\$166,000 and dividend income of approximately HK\$51,000.

Staff costs

For the six months ended 30 June 2024, the Group's staff costs decreased by approximately HK\$0.5 million to approximately HK\$10.9 million (30 June 2023: approximately HK\$11.4 million).

Depreciation

The Group's depreciation decreased by approximately HK\$63,000 for the six months ended 30 June 2024, representing a decrease of approximately 5.2% from approximately HK\$1.2 million for the six months ended 30 June 2023 to approximately HK\$1.1 million for the six months ended 30 June 2024.

Other operating expenses

The Group's other operating expenses mainly include (i) cost of services; (ii) office expenses; and (iii) legal and professional fees. The Group's other operating expenses for the six months ended 30 June 2024 were approximately HK\$5.4 million, representing an increase of approximately 11.9% over the other operating expenses of approximately HK\$4.8 million for the six months ended 30 June 2023. The increase was primarily attributable to (i) an increase in legal and professional fees of approximately HK\$0.3 million; (ii) an increase in office expenses of approximately HK\$0.1 million; and (iii) an increase of amortisation of intangible assets by approximately HK\$0.2 million.

Income tax expense

The Group's income tax expense for the six months ended 30 June 2024 was approximately HK\$36,000, representing a decrease of approximately 73.9% from approximately HK\$138,000 for the six months ended 30 June 2023. Such decrease was due to the decrease of profit before tax for the six months ended 30 June 2024.

MANAGEMENT DISCUSSION AND ANALYSIS

Loss for the period attributable to owners of the Company

Loss attributable to owners of the Company for the six months ended 30 June 2024 amounted to approximately HK\$1.4 million, representing a decrease of approximately 184.7% as compared with the profit of approximately HK\$1.6 million for the six months ended 30 June 2023. The decrease was primarily attributable to the decrease in installation and customisation income of approximately HK\$1.2 million for the six months ended 30 June 2024.

LIQUIDITY AND FINANCIAL RESOURCES

The Group's operations are financed mainly by its cash generated from operations. The Group recorded net current assets of approximately HK\$39.6 million as at 30 June 2024 (31 December 2023: approximately HK\$41.0 million).

As at 30 June 2024, the Group's current assets amounted to approximately HK\$43.4 million (31 December 2023: approximately HK\$44.9 million) of which approximately HK\$7.2 million (31 December 2023: HK\$7.4 million) was financial assets at fair value through profit or loss; approximately HK\$5.3 million was trade and other receivables (31 December 2023: approximately HK\$5.2 million); and approximately HK\$30.4 million was bank and cash balances (31 December 2023: approximately HK\$23.6 million).

As at 30 June 2024, the Group had no interest-bearing and non-interest bearing borrowing.

Given that there was no interest-bearing borrowing as at 30 June 2023 and 30 June 2024, the gearing ratio is not applicable for analysis.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's operations are subject to certain risks and the major ones that may have a material and adverse effect on the Group's business, financial conditions and results of operations include: (i) the Group's research and development may not be able to catch up with technological advancements which are important for the Group to maintain its competitiveness; and (ii) the Group may be unable to collect its trade receivables in a timely manner and have to record impairment losses. In addition, the Group's activities are exposed to a variety of financial risks including, credit risk, liquidity risk and interest rate risk.

MANAGEMENT DISCUSSION AND ANALYSIS

CAPITAL STRUCTURE

The Shares were listed on GEM of the Stock Exchange on 19 February 2019. There has been no change in the capital structure of the Company since then. As at 30 June 2024, the capital structure of the Company comprised mainly of issued share capital and reserves.

PURCHASE, SALE OR REDEMPTION OF THE SECURITIES BY THE COMPANY AND ITS SUBSIDIARIES

During the six months ended 30 June 2024, neither the Company nor any of its subsidiaries purchased, sold or redeemed any securities, convertible securities, options, warrants or similar rights of the Company.

ISSUE OF THE SECURITIES OR SALE OF TREASURY SHARES

During the six months ended 30 June 2024, neither the Company nor any of its subsidiaries has issued any cash of equity securities, convertible securities, options, warrants or similar rights of the Company nor has sold any treasury shares for cash.

PLEDGE OF ASSETS

As at 30 June 2024, there is no pledge of the Group's assets (31 December 2023: HK\$Nil).

MATERIAL ACQUISITIONS AND DISPOSALS

The Group had not made any significant investments or material acquisitions and disposals of subsidiaries during the six months ended 30 June 2024.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 June 2024, the Group did not have any material capital commitments and contingent liabilities.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

The Group's revenue and costs are primarily denominated in HK\$. Some costs are denominated in Renminbi. The Group currently does not have a foreign currency hedging policy. However, the Directors continuously monitor the related foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

MANAGEMENT DISCUSSION AND ANALYSIS

EXPOSURE TO CREDIT RISK

The Group's credit risk is primarily attributable to cash and cash equivalents and the receivables from contract with customers and contract assets. Our management does not expect significant credit risk as all bank balances are placed with recognised banks in Hong Kong and the Group has comprehensive credit policy in place.

EXPOSURE TO LIQUIDITY RISK

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

EXPOSURE TO INTEREST RATE RISK

The Group's exposure to interest rate risk arises from its bank deposits. These deposits bear interests at variable rates varied with the then prevailing market condition. The Group does not have significant exposure on interest rate risk. Except as stated above, the Group has no other interest-bearing assets and liabilities as at the end of the reporting period, its income and operating cash flows are substantially independent of changes in variable interest rates.

HUMAN RESOURCES AND REMUNERATION POLICIES

As at 30 June 2024, the Group had a workforce of 55 (2023: 51) full-time employees. The remuneration of the Group's employees are determined depending on a number of factors, including their qualifications, function, experience, work performance and local market conditions. The Group regularly reviews its compensation and benefit policies to ensure that the remuneration package offered remains competitive and in accordance with relevant labour regulations. The Group provides various training to its employees from time to time which include management training courses to the employees of supervisory level to develop their management and leadership skills and other training courses to its employees to keep abreast of the latest technology development.

For the six months ended 30 June 2024, the total employee benefit expenses of the Group (including salaries, bonuses, allowances and retirement benefit scheme contributions) remained stable at approximately HK\$10.8 million (30 June 2023: approximately HK\$11.4 million). The Company adopted a Share Option Scheme on 22 January 2019 to enable the Company to grant options to, amongst others, the employees and directors of the Group. To recognise and reward the eligible employees for their contributions to the business and development of the Group, the Company has adopted a share award scheme on 12 August 2019.

CHANGES IN THE COMPOSITION OF THE BOARD

With effect from 13 May 2024, Ms. Catherine Chan has been appointed as an executive director of the Company. Further details were set out in the Company's announcement dated 13 May 2024.

MANAGEMENT DISCUSSION AND ANALYSIS

SIGNIFICANT INVESTMENTS AND PLAN FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Saved as disclosed herein, there was no significant investment held by the Group or have any other plans for material investments or capital assets.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2024, the interests or short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of SFO) which are 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; or (c) have to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions

Name of Director	Capacity and nature of interest	Number of Shares held	Approximate percentage of the issued Shares
Mr. Chan Lap Tak, Douglas ("Mr. Chan")	Interest of spouse (<i>Note 1</i>)	2,291,420	0.19%
Ms. Chan Catherine	Beneficial interest	2,240,000	0.18%
Mr. Lo Chi Ho (<i>who is also the chief executive officer</i>)	Beneficial interest (<i>Note 2</i>)	12,210,010	0.99%

Notes:

- (1) Mr. Chan is the spouse of Ms. Cheung Mee Kuen, Amy ("**Ms. Cheung**") and is deemed to be interested in all the Shares in which Ms. Cheung is interested by virtue of the SFO.
- (2) The interest comprises 10,810,010 Shares and 1,190,000 award Shares which were vested to Mr Lo on 9 January 2023 and 210,000 award Shares granted to Mr. Lo on 20 January 2022 vested on 31 December 2023. For further details, please refer to the announcements of the Company dated 20 January 2022 and 27 January 2022.

Save as disclosed above, as at 30 June 2024, none of the Directors or chief executive of the Company nor their associates had registered an interest or short position in any Shares or underlying Shares and/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 or short positions in which they are taken or deemed to have under such provisions of the SFO) or that was required to be recorded in the register kept by the Company pursuant to section 352 of the SFO, or which are required to be notified to the Company and the Stock Exchange, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

MANAGEMENT DISCUSSION AND ANALYSIS

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2024, the following persons (other than the Directors or chief executive of the Company) had interests and short positions in the Shares or underlying Shares of the Company which were required to be notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO were as follows:

Long positions in the Shares

Name	Capacity and nature of interest	Number of Shares held	Approximate percentage of the issued Shares
Quantsmile (BVI) Limited ("Quantsmile BVI")	Beneficial interests	411,902,870 (note 1)	33.49%
Eagle Business Consulting Limited ("Eagle Business Consulting")	Beneficial interests/Interest in a controlled corporation	706,816,910 (note 1 and note 2)	57.46%
Good Steward Foundation Limited ("Good Steward Foundation")	Interest in a controlled corporation	706,816,910 (note 2 and note 3)	57.46%
Financial Data Technologies Limited ("Financial Data Technologies")	Beneficial interests	130,000,000 (note 4)	10.57%
Mr. Nie Lehui	Interest in a controlled corporation	130,000,000 (note 4)	10.57%
Bank of Communications Trustee Ltd.	Trustee	85,140,000 (note 5)	6.92%

Notes:

- (1) Quantsmile (BVI) is an investment holding company incorporated in the BVI and is held as to approximately 50.85% by Eagle Business Consulting, 23.73% by Supergrand and 25.42% jointly by Mr. Chan (an executive Director) and Ms. Cheung (the spouse of Mr. Chan). By virtue of the SFO, Eagle Business Consulting is deemed to be interested in the Shares held by Quantsmile (BVI) in the Company.
- (2) Eagle Business Consulting is an investment holding company incorporated in Hong Kong and is held as to approximately 95.24% by Good Steward Foundation and 4.76% by Ms. Cheung (the spouse of Mr. Chan). By virtue of the SFO, Good Steward Foundation is deemed to be interested in the Shares held by Quantsmile (BVI), which held approximately 33.49% interests in the Company.
- (3) Good Steward Foundation is a charitable company incorporated in Hong Kong and holds approximately 95.24% interest in Eagle Business Consulting, which holds approximately 50.85% in Quantsmile (BVI), which in turn held approximately 33.49% interests in the Company. By virtue of the SFO, Good Steward Foundation is deemed to be interested in the Shares held by Eagle Business Consulting.

MANAGEMENT DISCUSSION AND ANALYSIS

- (4) Financial Data Technologies is beneficially and wholly owned by Mr. Nie Lehui.
- (5) Bank of Communication Trustee Ltd is the trustee appointed by the Company in relation to the Share Award Scheme.

Save as disclosed above, as at 30 June 2024, so far as is known by or otherwise notified to the Directors, no other entity or person (other than a Director or the chief executive officer of the Company) had interests or short positions in the Shares, underlying Shares or debentures of the Company 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 required, pursuant to section 336 of the SFO, to be recorded in the register referred to therein.

SHARE OPTION SCHEME

The Company has adopted the Share Option Scheme on 22 January 2019. No share option has been granted since the adoption date of the Share Option Scheme. Therefore, no share options have been granted, exercised, cancelled or lapsed pursuant to the Share Option Scheme.

As at 1 January 2024 and 30 June 2024, being the beginning and the end of the period under review, the number of options available for grant under the Share Option Scheme limit shall be 85,140,000 and 80,100,000 respectively.

SHARE AWARD SCHEME

On 12 August 2019, the Company adopted the Share Award Scheme. The Shares under the Share Award Scheme will be acquired by the trustee by way of subscription of new shares (whether pursuant to general mandate or specific mandate granted by the Shareholders or otherwise) and/or purchase of shares from the market out of the funds contributed by the Group and be held on trust for the participants until such awarded Shares are vested in the relevant selected participants in accordance with the rules of the Share Award Scheme. Subject to any early termination as may be determined by the Board by resolution, the Share Award Scheme shall be valid and effective for a term of 10 years commencing from the date of adoption of the Share Award Scheme. The Board shall not make any further award of awarded shares which will result in the total number of issued Shares awarded by the Board under Share Award Scheme exceeding 10% of the total number of issued Shares (being 123,000,000 Shares) from time to time. The maximum number of Shares which may be awarded to one selected person under the Share Award Scheme shall not exceed 1% of the issued share capital of the Company from time to time.

During the six months ended 30 June 2024, the trustee of the Share Award Scheme, pursuant to the terms of the rules and trust deed of the Share Award Scheme, did not make any purchase any Shares on the Stock Exchange. As at 30 June 2024, there were 85,140,000 Shares held by the trustee pursuant to the Share Award Scheme.

MANAGEMENT DISCUSSION AND ANALYSIS

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 Share Award Scheme. Subject to the satisfaction of the vesting conditions, 2,520,000 of these award Shares shall be vested to the respective selected persons on 31 December 2024 and 31 December 2025 respectively. For details, please refer to the Company's announcement dated 13 May 2024.

As at 1 January 2024 and 30 June 2024, being the beginning and the end of the period under review, the number of award Shares available for grant under the Share Award Scheme shall be 85,140,000 and 80,100,000 respectively, representing approximately 6.92% and 6.51% of the Company's issued share capital as at that date respectively.

Details of the movements in award Shares under the Share Award Scheme during the six months ended 30 June 2024 are as follows:

Name or category of participants	Date of grant ¹	Vesting date	Number of unvested award Shares					As at 30 June 2024
			As at 1 January 2024	Granted during the period	Vested during the period	Cancelled during the period	Lapsed during the period	
Employees	13 May 2024	31 December 2024 and 31 December 2025	-	5,040,000	-	-	-	5,040,000
Total			-	5,040,000	-	-	-	5,040,000

Notes:

1. The award Shares were granted at nil consideration. The closing price of Shares immediately before the date on which the award Shares granted on 13 May 2024 was HK\$0.08 per award Share. The fair value of the award Shares granted on 13 May 2024 was HK\$0.08 per Share, which was determined based on the market price of the Shares as at the date of grant. The amount to be expensed as share-based compensation expenses is determined by reference to the fair value of the awarded shares granted, taking into account all non-vesting conditions associated with the grants on grant date.
2. There is no performance target attached to the award Shares.

MANAGEMENT DISCUSSION AND ANALYSIS

COMPETING INTEREST AND DEED OF NON-COMPETITION

Each of the Controlling Shareholders entered into a deed of non-competition in favour of the Company on 22 January 2019, details of which are set out in the section headed “Relationship with our Controlling Shareholders – Non-competition undertaking” in the Prospectus.

During the six months ended 30 June 2024 and up to the date of this report, none of the Directors or the Controlling Shareholders or their close associates (as defined in the GEM Listing Rules) are interested in any business which competes or may compete, either directly or indirectly, with the business of the Group nor did they have any conflicts of interest with the Group.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential in providing a framework for the Company to safeguard the interests of Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has adopted and complied with the code provisions as set out in the Corporate Governance Code contained in Appendix C1 of the GEM Listing Rules as the basis of the Company’s corporate governance practices during the six months ended 30 June 2024.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its code of conduct regarding directors’ securities transactions (“**Required Standard of Dealings**”).

Having made specific enquiry with all the Directors, all Directors have confirmed that they have complied with the Required Standard of Dealings and no non-compliance events with the Required Standard of Dealings have to be reported during the six months ended 30 June 2024.

MANAGEMENT DISCUSSION AND ANALYSIS

EVENTS AFTER THE REPORTING PERIOD

There is no material event undertaken by the Company or by the Group subsequent to 30 June 2024 and up to the date of this report.

AUDIT COMMITTEE

The audit committee of the Company, which consists of Mr. Au Yeung Po Fung, Mr. Chan Chi Kwong Dickson and Mr. Liu Kin Sing, all being independent non-executive Directors, has reviewed this report and the Group's unaudited condensed consolidated financial results for the six months ended 30 June 2024, and is of the opinion that the preparation of such results complied with applicable accounting standards, the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made in respect thereof.

DIVIDEND

The Directors do not recommend any payment of dividend for the six months ended 30 June 2024 (2023: HK\$ Nil).

DEFINITIONS

In this report, unless the context otherwise requires, the following expressions have the following meaning:

“Board”	The board of Directors
“China” or “PRC”	The People’s Republic of China and, except where the context requires otherwise and only for the purposes of this report, references to China or the PRC exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Company”	eBroker Group Limited (電子交易集團有限公司), a company incorporated as an exempted company with limited liability in the Cayman Islands on 23 May 2016
“Controlling Shareholder(s)”	Has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	The director(s) of the Company
“Easy System”	Easy System Design Company Limited (依時系統設計有限公司), a company incorporated in Hong Kong with limited liability on 21 September 1998
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM of the Stock Exchange, as amended, supplemented or otherwise modified from time to time as the context may require
“Group”	The Company and its subsidiaries, or any of them or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of the Company at that time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	The Hong Kong Special Administrative Region of the PRC
“Listing”	The listing of the Shares on GEM on the Stock Exchange on 19 February 2019
“Listing Date”	19 February 2019, the date on which the Shares were listed on GEM of the Stock Exchange
“Prospectus”	The prospectus of the Company published on 30 January 2019 in connection with the Listing
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	Ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	Holder(s) of the Shares
“Share Award Scheme”	the share award scheme adopted by the Company on 12 August 2019, as amended from time to time
“Share Option Scheme”	The share option scheme of the Company adopted by the Shareholders on 22 January 2019
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	Per cent