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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)

FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 31 MARCH 2023

The board of directors of eBroker Group Limited (the “**Company**”) hereby announces the unaudited first quarterly results of the Company and its subsidiaries for the three months ended 31 March 2023. This announcement, containing the full text of the 2023 first quarterly report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited in relation to information to accompany preliminary announcements of quarterly results. The printed version of the Company’s 2023 first quarterly 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 mid of May 2023.

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

Hong Kong, 9 May 2023

As at the date of this announcement, the executive Directors are Mr. CHAN Lap Tak, Douglas and Mr. LO Chi Ho and the independent non-executive Directors are Mr. CHAN Chi Kwong Dickson, Mr. LIU Kin Sing and Mr. AU YEUNG Po Fung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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

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

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2023

First Quarterly Report



CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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.

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

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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FIRST QUARTERLY RESULTS

The Board is pleased to announce the unaudited condensed consolidated results of the Group for the three months ended 31 March 2023 together with the unaudited comparative figures for the corresponding period in 2022, as follows:

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

For the three months ended 31 March 2023

	Note	Three months ended 31 March	
		2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Revenue	4	9,293	9,042
Other income	5	306	13
Other gains and losses, net	5	428	(730)
Purchases of and changes in inventories		(1)	–
Depreciation		(604)	(611)
Staff costs		(5,533)	(5,651)
Other operating expenses	6	(1,893)	(2,329)
Profit/(loss) from operations		1,996	(266)
Finance costs		(22)	(33)
Profit/(loss) before tax		1,974	(299)
Income tax expense	8	(53)	(1)
Profit/(loss) for the period attributable to owners of the Company	9	1,921	(300)
Other comprehensive income/(expense) after tax:			
<i>Items that will not be reclassified to profit or loss:</i>			
Fair value changes of equity instruments at fair value through other comprehensive income		71	(217)
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translating financial statements of a foreign subsidiary		97	352
Other comprehensive income/(expense) for the period, net of tax		168	135
Total comprehensive income/(loss) for the period attributable to owners of the Company		2,089	(165)
Earnings/(loss) per share (HK cent)	11		
– Basic		0.18	(0.03)
– Diluted		N/A	N/A

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the three months ended 31 March 2022

	Share capital	Share premium	Capital reserve	Foreign currency translation reserve	Investment revaluation reserve	Shares held for Share Award Scheme	Share-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
At 1 January 2022	1,230	61,921	(54,333)	2,007	-	(19,898)	751	67,872	59,550
Grant of shares under Share Award Scheme	-	-	-	-	-	190	250	(102)	338
Total comprehensive loss for the period	-	-	-	352	(217)	-	-	(300)	(165)
At 31 March 2022	1,230	61,921	(54,333)	2,359	(217)	(19,708)	1,001	67,470	59,723
At 1 January 2023	1,230	61,921	(54,333)	883	(466)	(17,141)	209	68,725	61,028
Grant of shares under Share Award Scheme	-	-	-	-	-	-	39	-	39
Total comprehensive loss for the period	-	-	-	97	71	-	-	1,921	2,089
At 31 March 2023	1,230	61,921	(54,333)	980	(395)	(17,141)	248	70,646	63,156

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2023

1. GENERAL INFORMATION

eBroker Group Limited (the “**Company**”) was incorporated in the Cayman Islands with limited liability under the Companies Law 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.

The unaudited condensed consolidated financial statements for the three months ended 31 March 2023 are presented in thousands of units of Hong Kong dollars (“**HK\$’000**”) unless otherwise stated. Hong Kong dollars (“**HK\$**”) is the Company’s functional and the Group’s presentation currency.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the three months ended 31 March 2023 have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). HKFRSs comprise Hong Kong Financial Reporting Standards (“**HKFRS**”); Hong Kong Accounting Standards; and Interpretations. These unaudited condensed consolidated financial statements also comply with the applicable disclosure provisions of the GEM Listing Rules.

The unaudited condensed consolidated financial statements for the three months ended 31 March 2023 should be read in conjunction with the audited consolidated financial statements for the year ended 31 December 2022 and the notes thereto (the “**2022 Audited Consolidated Financial Statements**”). The significant accounting policies adopted in the preparation of the unaudited condensed consolidated financial statements are consistent with those followed in the preparation of the 2022 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.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2023

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

During the period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 January 2023. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's unaudited condensed consolidated financial statements and amounts reported for the current and prior accounting periods.

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial period beginning 1 January 2023. The Directors anticipate that the new and revised HKFRSs will be adopted in the Group's unaudited condensed consolidated financial statements when they become effective. The Group is in the process of assessing, where applicable, the potential effect of all new and revised HKFRSs that will be effective in future periods but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

4. REVENUE

Disaggregation of revenue

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

	Three months ended 31 March	
	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Front office solution service income	4,436	4,745
Back office solution service income	2,639	2,552
Installation and customisation service income	1,048	478
Managed cloud service income	716	782
Others	454	485
	9,293	9,042

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2023

4. REVENUE (continued)

Disaggregation of revenue (continued)

The Group derives revenue from the transfer of goods and services over time and at a point in time for the three months ended 31 March 2023 and 2022 in the following major product items and geographical regions:

	Three months ended 31 March	
	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
<i>Products transferred at a point in time</i>		
Others	4	–
<i>Products and services transferred over time</i>		
Front office solution service income	4,436	4,745
Back office solution service income	2,639	2,552
Installation and customisation service income	1,048	478
Managed cloud service income	716	782
Others	450	485
Total	9,293	9,042
<i>Primary geographical markets</i>		
Hong Kong	8,134	8,788
Macau	258	254
Mainland China	728	–
Singapore	173	–
	9,293	9,042

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2023

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

	Three months ended 31 March	
	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Other income		
Interest income on bank deposits	181	7
Dividend income from financial assets at FVTPL	5	3
Government subsidies	120	6
	306	16
Other gains and losses, net		
Fair value (loss)/gain on financial instruments at fair value through profit or loss		
– Listed equity investments	428	(728)
Loss on deregistration of a joint venture	–	(5)
	428	(733)

6. OTHER OPERATING EXPENSES

	Three months ended 30 September	
	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Cost of services	521	592
Auditor's remuneration	188	166
Insurance	140	101
Legal and professional fees	222	345
Office expenses	440	432
Expenses relating to short-term lease	171	178
Transportation and entertainment expenses	249	167
Net exchange (gains)/losses	(129)	103
Other miscellaneous expenses	91	245
Total other operating expenses	1,893	2,329

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2023

7. SEGMENT INFORMATION

During the period, all of the Group's contract revenue has been generated from the 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 period. The geographical location of customers is based on the location to which the services were provided or the goods delivered:

	Three months ended 31 March	
	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Hong Kong	8,134	8,788
Macau	258	254
Mainland China	728	—
Singapore	173	—
	9,293	9,042

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 three months ended 31 March 2023

8. INCOME TAX EXPENSE

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

	Three months ended 31 March	
	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Current tax – Hong Kong Profits Tax		
Provision for the period	53	–
Under-provision in prior period	–	1
	53	1

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%. However, no provision was made for the three months ended 31 March 2023 as the subsidiary has tax losses brought forward to set off assessable profit and incurred tax loss.

9. PROFIT/(LOSS) FOR THE PERIOD

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

	Three months ended 31 March	
	2023 HK\$'000 (unaudited)	2022 HK\$'000 (unaudited)
Auditor's remuneration	188	166
Cost of inventories sold	1	–
Depreciation on property, plant and equipment	221	278
Depreciation on right-of-use-assets	383	333

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2023

10. DIVIDEND

The Directors do not recommend any payment of dividend for the three months ended 31 March 2023 (three months ended 31 March 2022: HK\$ Nil).

11. EARNINGS/(LOSS) PER SHARE

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

	Three months ended 31 March	
	2023	2022
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Earnings/(loss)		
Profit/(loss) attributable to owners of the Company	1,921	(300)
	'000	'000
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	1,141,720	1,128,293

The weighted average number of ordinary shares for the three months ended 31 March 2023 and 2022 for the purpose of calculating basic (loss)/earnings per share has been adjusted to exclude the shares held for Share Award Scheme.

No diluted (loss)/earnings per share is calculated for the three months ended 31 March 2023 and 2022 as there was no potential dilutive ordinary share in existence.

12. RESERVES

The amounts of the Group's reserves and the movements therein for the period and the same period in 2022 are presented in the unaudited condensed consolidated statement of changes in equity in this report.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

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

For the three months ended 31 March 2023, the Group recorded a revenue of approximately HK\$9.3 million, representing an increase of approximately 15.9% from approximately HK\$9.0 million recorded for the three months ended 31 March 2022. Profit attributable to owners of the Company for the three months ended 31 March 2023 amounted to approximately HK\$1.9 million, representing a significant increase of approximately HK\$2.2 million as compared with the loss of approximately HK\$0.3 million for the three months ended 31 March 2022 mainly due to (i) increase of other gains and losses by approximately HK\$1.2 million; and (ii) decrease of other operating expenses approximately HK\$0.4 million.

OUTLOOK

With the Group's long term objective to strengthen its position as one of the major financial software solution services providers by enhancing its overall competitiveness in the financial technology market, the Group intends to focus on (i) expanding its customer base in wealth management solution; (ii) improving user trading applications; and (iii) expanding our managed cloud services to local brokerage firm clients. Despite ongoing challenges posed by the macroeconomic, persistent inflation environment, as well as continued geopolitical tensions, the Group is positive on the outlook as the global normal business activities resumed earlier this year. As we look forward to the rest of the year, 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.

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 services; (ii) back office solution services; (iii) installation and customisation services; (iv) managed cloud services and (v) other services. For the three months ended 31 March 2023, the Group recorded revenue of approximately HK\$9.3 million, representing an increase of approximately 2.8% as compared with revenue for the previous period of approximately HK\$9.0 million. Such increase was mainly attributable to the significant increase in revenue from installation and customisation services. The revenue from front office solution services decreased by approximately 6.5% from approximately HK\$4.7 million for the three months ended 31 March 2022 to approximately HK\$4.4 million for the three months ended 31 March 2023. The revenue from installation and customisation services increased by approximately 119.2% from approximately HK\$0.5 million for the three months ended 31 March 2022 to approximately HK\$1.0 million for the three months ended 31 March 2023. The revenue from managed cloud services decreased by approximately 8.4% from approximately HK\$0.8 million for the three months ended 31 March 2022 to approximately HK\$0.7 million for the three months ended 31 March 2023. Other sales of products and services income decreased by approximately 6.4% from approximately HK\$0.5 million for the three months ended 31 March 2022 to approximately HK\$0.4 million for the three months ended 31 March 2023.

Purchases of and Changes in Inventories

The Group's purchases of inventories for the three months ended 31 March 2023 increased by approximately HK\$1,390. Such increase was primarily due to product sales of the Group of approximately HK\$3,500 for the three months ended 31 March 2023.

Profit before Tax

The Group's profit before tax for the three months ended 31 March 2023 was approximately HK\$1.9 million, representing an increase of approximately HK\$2.2 million when compared with its loss before tax of approximately HK\$0.3 million for the three months ended 31 March 2022. This was primarily due to (i) increase of other gains and losses by approximately HK\$1.2 million; and (ii) decrease of other operating expenses by approximately HK\$0.4 million.

MANAGEMENT DISCUSSION AND ANALYSIS

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\$306,000 from HK\$13,000 for the three months ended 31 March 2022 due to an increase in government subsidies of approximately HK\$114,000.

Staff Costs

For the three months ended 31 March 2023, the Group's staff costs were approximately HK\$5.5 million, representing a decrease of approximately 2.1% over the staff costs of approximately HK\$5.7 million for the three months ended 31 March 2022. The decrease was primarily due to the decrease in share award expenses by approximately HK\$0.2 million.

Depreciation Expenses

The Group's depreciation expenses increased by approximately HK\$7,000 for the three months ended 31 March 2023, representing a decrease of approximately 1.1% from approximately HK\$611,000 for the three months ended 31 March 2022.

Other Operating Expenses

The Group's other operating expenses mainly include (i) cost of services; (ii) rent, building management fees and rates; and (iii) legal and professional fees. The Group's other operating expenses for the three months ended 31 March 2023 were approximately HK\$1.9 million, representing a decrease of approximately 18.7% from approximately HK\$2.3 million for the three months ended 31 March 2022. The decrease was primarily attributable to a decrease in (i) legal and professional fees of approximately HK\$0.1 million and (ii) net exchange gains of approximately HK\$0.2 million.

Income Tax Expense

The Group's income tax expense for the three months ended 31 March 2023 was approximately HK\$53,000, representing an increase of approximately 97.1% from approximately HK\$1,000 for the three months ended 31 March 2022. Such increase in income tax expense was due to an increase of profit before tax from loss of HK\$299,000 for the three months ended 31 March 2022 to profit of HK\$1,974,000 for the three months ended 31 March 2023. The effective income tax rates of the Group, which equal to the income tax expense divided by profit before tax, were approximately nil and 2.7% for the three months ended 31 March 2022 and 2023, respectively. The increase in the effective income tax rate for the three months ended 31 March 2023 was due to increase in profit before tax attributable to the decrease in capitalisation of development costs that were fully deductible at the time when such costs were incurred during the three months ended 31 March 2023.

Profit for the period attributable to owners of the Company

Profit attributable to owners of the Company for the three months ended 31 March 2023 amounted to approximately HK\$1.9 million, representing an increase of approximately HK\$2.2 million as compared with the loss of approximately HK\$0.3 million for the three months ended 31 March 2022. The significant increase was primarily attributable to (i) increase of other gains and losses income by approximately HK\$1.2 million; and (ii) decrease of other operating expenses by approximately HK\$0.4 million.

MANAGEMENT DISCUSSION AND ANALYSIS

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

As at 31 March 2023, 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%
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 vested to Mr Lo on 9 January 2023 and 210,000 award Shares granted to Mr. Lo on 20 January 2022 but not yet vested.

Save as disclosed above, as at 31 March 2023, 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.

SHARE OPTION SCHEME

The Company has adopted the share option scheme on 22 January 2019. No share option has been granted for the three months ended 31 March 2023.

SHARE AWARD SCHEME

On 12 August 2019, the Company adopted a share award scheme (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 from time to time.

During the three months ended 31 March 2023, the trustee of the Share Award Scheme, pursuant to the terms of the rules and trust deed of the Share Award Scheme, did not purchase any Shares on the Stock Exchange. As at 31 March 2023, there were 88,280,000 Shares held by the trustee pursuant to the Share Award Scheme. No share award has been granted for the three months ended 31 March 2023. On 20 January 2022, the Board has resolved to grant an aggregate of 9,280,000 award shares, all in the form of existing shares, to 45 selected persons under the Share Award Scheme. Subject to the satisfaction of the vesting conditions, 980,000 of the award Shares shall be vested on the date of grants, 4,640,000 of these award Shares shall be vested to the respective selected persons on 31 December 2022 and 3,660,000 of the award shares shall be vested to the respective selected persons on 31 December 2023. For details, please refer to the Company’s announcement dated 20 January 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

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

As at 31 March 2023, 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	664,296,910 (note 1 and note 2)	54.01%
Good Steward Foundation Limited ("Good Steward Foundation")	Interest in a controlled corporation	664,296,910 (note 2 and note 3)	54.01%
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	88,280,000 (note 5)	7.18%

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.

MANAGEMENT DISCUSSION AND ANALYSIS

- (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.
- (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 31 March 2023, 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.

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 three months ended 31 March 2023 and up to the date of this report, none of the Directors or the Controlling Shareholders or their respective 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.

MANAGEMENT DISCUSSION AND ANALYSIS

REVIEW OF FINANCIAL STATEMENTS

The Company established an audit committee on 19 June 2018 (the “**Audit Committee**”) in accordance with Rule 5.28 of the GEM Listing Rules. Written terms of reference in compliance with Rule 5.29 of the GEM Listing Rules and code provision D.3.3 of the CG Code have been adopted. The primary duties of the Audit Committee are mainly to make recommendations to the Board on appointment, reappointment and removal of the external auditor, review and supervise the financial reporting process and the financial controls, internal control and risk management systems of the Company.

The Audit Committee consists of three independent non-executive Directors, being Mr. Au Yeung Po Fung, Mr. Chan Chi Kwong Dickson and Mr. Liu Kin Sing. Mr. Au Yeung Po Fung is the chairman of the Audit Committee.

The Group’s unaudited condensed consolidated financial statements for the three months ended 31 March 2023, the accounting policies and practices adopted by the Group, and this report have been reviewed by the Audit Committee.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the three months ended 31 March 2023, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed above, no other significant events took place subsequent to 31 March 2023 and up to the date of this report.

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

Hong Kong, 9 May 2023

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
“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
“Share(s)”	Ordinary share(s) of HK\$0.001 each in the share capital of the Company

DEFINITIONS

“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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	Per cent