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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 2021

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 2021. This announcement, containing the full text of the 2021 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 2021 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 mid of August 2021.

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

Hong Kong, 9 August 2021

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

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

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

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

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Interim Report **2021**

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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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

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

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

Independent Non-Executive Directors

Mr. Chan Chi Kwong Dickson

Mr. Liu Kin Sing

Mr. Au Yeung Po Fung

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

COMPLIANCE ADVISER

Somerley Capital Limited

20/F, China Building

29 Queen's Road Central

Hong Kong

AUDITORS

Gary Cheng CPA Limited

Certified Public Accountants

12th Floor, Elite Centre

22 Hung To Road, Kwun Tong

Kowloon, Hong Kong

PRINCIPAL BANKER

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Hong Kong

REGISTERED OFFICE

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Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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World Finance Centre,

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Kowloon, Hong Kong

HONG KONG LEGAL ADVISERS

Stephenson Harwood
18/F, United Centre
95 Queensway
Hong Kong

PRINCIPAL SHARE REGISTRAR

Conyers Trust Company (Cayman) Limited
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Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
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 three months and six months ended 30 June 2021

INTERIM RESULTS

The Board is pleased to announce the unaudited condensed consolidated results of the Group for the three months and six months ended 30 June 2021 together with the unaudited comparative figures for the corresponding periods in 2020, as follows:

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

For the three months and six months ended 30 June 2021

	Note	Three months ended 30 June		Six months ended 30 June	
		2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Revenue	4	9,388	10,175	20,070	19,802
Other income	5	39	384	82	653
Other gains and losses, net	5	(160)	(1,057)	(233)	(1,057)
Purchases of and changes in inventories		(52)	–	(256)	–
Staff costs		(6,257)	(5,091)	(12,303)	(11,474)
Depreciation expenses		(497)	(774)	(820)	(1,417)
Other operating expenses		(3,156)	(3,483)	(6,331)	(6,272)
(Loss)/profit from operations		(695)	154	209	235
Finance costs	8(b)	(27)	(56)	(29)	(107)
(Loss)/profit before tax		(722)	98	180	128
Income tax expense	7	(14)	(78)	(48)	(85)
(Loss)/profit for the period attributable to owners of the Company	8(a)	(736)	20	132	43
Other comprehensive income after tax:					
Items that may be reclassified to profit or loss:					
Exchange differences on translating financial statements of a foreign subsidiary		281	(22)	272	(29)
Other comprehensive income for the period, net of tax		281	(22)	272	(29)
Total comprehensive income for the period attributable to owners of the Company		(455)	(2)	404	14
(Loss)/earnings per share					
– Basic (HK cent per share)	9	(0.06)	0.002	0.01	0.004
– Diluted (HK cent per share)	9	N/A	N/A	N/A	N/A

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED)

At 30 June 2021

	Note	30 June 2021 HK\$'000 (unaudited)	31 December 2020 HK\$'000 (audited)
Non-current assets			
Property, plant and equipment	16	15,732	15,977
Intangible assets		2,484	1,837
Investment in a joint venture		5	5
Right-of-use assets	15	3,080	247
		21,301	18,066
Current assets			
Financial assets at fair value through profit or loss		165	–
Contract assets	11	184	508
Trade and other receivables	12	14,456	11,676
Due from a joint venture		–	45
Current tax assets		736	643
Pledged bank deposits		5,000	5,000
Cash and cash equivalents		26,007	28,001
		46,548	45,873
Current liabilities			
Contract liabilities	11	4,030	2,873
Trade and other payables	13	2,315	3,759
Due to a joint venture		17	–
Lease liabilities		1,180	215
Current tax liabilities		74	13
		7,616	6,860
Net current assets		38,932	39,013
Total assets less current liabilities		60,233	57,079
Non-current liabilities			
Deferred tax liabilities		83	83
Lease liabilities		2,078	38
		2,161	121
NET ASSETS		58,072	56,958
Capital and reserves			
Share capital	14	1,230	1,230
Reserves		56,842	55,728
TOTAL EQUITY		58,072	56,958

Approved by the Board of Directors on 9 August 2021 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 2021

	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000	Foreign currency translation reserve HK\$'000	Shares held for share award scheme HK\$'000	Shares based compensation reserve HK\$'000	Retained profits HK\$'000	Total equity HK\$'000
At 1 January 2020	1,230	61,921	(54,333)	48	(23,300)	-	68,032	53,598
Total comprehensive income for the period	-	-	-	(29)	-	-	43	14
At 30 June 2020	1,230	61,921	(54,333)	19	(23,300)	-	68,075	53,612
At 1 January 2021	1,230	61,921	(54,333)	1,244	(21,805)	-	68,701	56,958
Grant of shares under shares award scheme	-	-	-	-	-	710	-	710
Total comprehensive income for the period	-	-	-	-	-	-	132	132
Other comprehensive income for the period	-	-	-	272	-	-	-	272
At 30 June 2021	1,230	61,921	(54,333)	1,516	(21,805)	710	68,833	58,072

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

For the six months ended 30 June 2021

	Six months ended 30 June	
	2021 HK\$'000	2020 HK\$'000
Net cash used in operating activities	(663)	(6,648)
Net cash used in investing activities	(1,743)	(10,951)
Net cash used in financing activities	(149)	(1,139)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(2,555)	(18,738)
Effect of foreign exchange rate changes	561	(29)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	28,001	46,972
CASH AND CASH EQUIVALENTS AT 30 JUNE	26,007	28,205
ANALYSIS OF CASH AND CASH EQUIVALENTS		
Bank and cash balances	26,007	28,205

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2021

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 2021 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 2021 should be read in conjunction with the audited consolidated financial statements for the year ended 31 December 2020 and the notes thereto (the “2020 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 2020 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 2021 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 2021

4. REVENUE

Disaggregation of revenue

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

	Three months ended 30 June		Six months ended 30 June	
	2021	2020	2021	2020
	HK\$'000 (<i>unaudited</i>)	HK\$'000 (<i>unaudited</i>)	HK\$'000 (<i>unaudited</i>)	HK\$'000 (<i>unaudited</i>)
Front office solution service income	4,832	5,702	9,924	11,012
Back office solution service income	2,590	2,557	5,067	5,052
Installation and customisation services income	617	557	2,090	1,168
Managed cloud service income	776	914	1,631	1,791
Others	573	445	1,358	779
	9,388	10,175	20,070	19,802

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:

	Three months ended 30 June		Six months ended 30 June	
	2021	2020	2021	2020
	HK\$'000 (<i>unaudited</i>)	HK\$'000 (<i>unaudited</i>)	HK\$'000 (<i>unaudited</i>)	HK\$'000 (<i>unaudited</i>)
<i>Products and services transferred at a point in time</i>				
Others	52	–	333	–
<i>Products and services transferred over time</i>				
Front office solution service income	4,832	5,702	9,924	11,012
Back office solution service income	2,590	2,557	5,067	5,052
Installation and customisation services income	617	557	2,090	1,168
Managed cloud service income	776	914	1,631	1,791
Others	521	445	1,025	779
Total	9,388	10,175	20,070	19,802
<i>Primary geographical markets</i>				
Hong Kong	9,156	9,761	19,545	19,137
Macau	232	414	525	665
	9,388	10,175	20,070	19,802

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2021

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

	Three months ended 30 June		Six months ended 30 June	
	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Other income				
Interest income on bank deposits	6	87	14	326
Management fees from a joint venture	–	34	–	64
Employment support scheme	–	263	–	263
Government subsidies	33	–	68	–
	39	384	82	653
Other gains and losses, net				
Fair value loss on financial assets at fair value through profit or loss				
– Listed equity investments	51	(240)	104	(240)
– Derivatives	(211)	(817)	(337)	(817)
	(160)	(1,057)	(233)	(1,057)

6. 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:

	Three months ended 30 June		Six months ended 30 June	
	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Hong Kong	9,156	9,761	19,545	19,137
Macau	232	414	525	665
	9,388	10,175	20,070	19,802

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 2021

7. INCOME TAX EXPENSE

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

	Three months ended		Six months ended	
	30 June		30 June	
	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Current tax – Hong Kong Profits Tax				
Provision for the periods	14	78	48	85
	14	78	48	85

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 six months ended 30 June 2021 as the subsidiary has tax losses brought forward to set off assessable profit for the period.

8. (LOSS)/PROFIT FOR THE PERIOD

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

	Three months ended		Six months ended	
	30 June		30 June	
	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Auditor's remuneration	123	200	325	400
Cost of inventories sold	52	-	256	-
Depreciation of property, plant and equipment	253	196	504	264
Depreciation of right-of-use-assets	246	578	317	1,153

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2021

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

(b) Finance costs

	Three months ended 30 June		Six months ended 30 June	
	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Other interest expenses	-	11	-	13
Interest expense on lease liabilities	27	45	29	94
	27	56	29	107

9. (LOSS)/EARNINGS PER SHARE

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

	Three months ended 30 June		Six months ended 30 June	
	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
(Loss)/earnings				
(Loss)/profit attributable to owners of the Company and earnings for the purpose of calculating basic (loss)/earnings per share	(736)	20	132	43
	'000	'000	'000	'000
Number of shares				
Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earnings per share	1,117,700	1,110,000	1,117,700	1,110,000

The weighted average number of ordinary shares for the three months and six months ended 30 June 2021 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 and six months ended 30 June 2021 and 2020 as there was no potential dilutive ordinary share in existence.

10. DIVIDEND

The Directors do not recommend any payment of dividend for the six months ended 30 June 2021 (30 June 2020: HK\$ Nil).

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2021

11. CONTRACT ASSETS AND CONTRACT LIABILITIES

(a) Contract assets

Details of contract assets are as follow:

	30 June 2021 HK\$'000 (unaudited)	31 December 2020 HK\$'000 (audited)
Contract assets related to provision of services	184	508

	30 June 2021 HK\$'000 (unaudited)	31 December 2020 HK\$'000 (audited)
Receivables from contracts with customers within the scope of HKFRS 15, which are included in "Trade and other receivables"	5,251	5,070

The contract assets represent the Group's rights to consideration for work completed but not billed as at 30 June 2021. The contract assets are transferred to trade receivables when the rights become unconditional other than passage of time. Contract assets decreased in 2021 was primarily due to decrease in work completed but not billed as at 30 June 2021.

(b) Contract liabilities

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

	30 June 2021 HK\$'000 (unaudited)	31 December 2020 HK\$'000 (audited)
Contract liabilities related to provision of services	4,030	2,873

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 increase in contract liabilities in 2021 was mainly due to increase in overall installation projects and there was an increase in advance billing of contract customers.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2021

11. 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:

	Three months ended 30 June		Six months ended 30 June	
	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Revenue recognised that was included in the balance of contract liabilities at 1 April/1 January				
Revenue from provision of services	205	103	1,619	563

Movements in contract liabilities:

	30 June 2021 HK\$'000 (unaudited)	31 December 2020 HK\$'000 (audited)
Balance at 1 January 2021/2020	2,873	1,644
Decrease in contract liabilities as a result of recognising revenue during the period/year was included in the contract liabilities at the beginning of the period/year	(1,619)	(754)
Increase in contract liabilities as a result of billing in advance of installation and customisation services	2,776	1,983
Balance at 30 June 2021/31 December 2020	4,030	2,873

The amount of billings in advance of performance received that is expected to be recognised as income after more than one year as at 30 June 2021 is HK\$Nil (31 December 2020: HK\$Nil).

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2021

12. TRADE AND OTHER RECEIVABLES

	30 June 2021 HK\$'000 (unaudited)	31 December 2020 HK\$'000 (audited)
Trade receivables	5,394	5,166
Impairment losses on trade receivables	(143)	(96)
	5,251	5,070
Prepayments, deposits and other receivables*	2,808	758
Amount due from a trustee	690	701
Amounts due from brokers**	5,707	5,147
	14,456	11,676

* Included in the deposits as at 30 June 2021 is approximately HK\$46,000 (31 December 2020: HK\$45,000) 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 2021 is approximately HK\$2,658,000 (31 December 2020: HK\$91,000) 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 2021 HK\$'000 (unaudited)	31 December 2020 HK\$'000 (audited)
0 to 30 days	3,174	2,628
31 to 60 days	255	1,309
61 to 90 days	435	111
91 to 120 days	9	375
Over 120 days	1,378	647
	5,251	5,070

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2021

12. TRADE AND OTHER RECEIVABLES (continued)

The carrying amounts of the trade receivables are denominated in HK\$.

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

	30 June 2021 HK\$'000 (unaudited)	31 December 2020 HK\$'000 (audited)
HK\$	6,111	1,505
Renminbi	46	45
United States dollar ("US\$")	3,048	5,056
	9,205	6,606

13. TRADE AND OTHER PAYABLES

	30 June 2021 HK\$'000 (unaudited)	31 December 2020 HK\$'000 (audited)
Trade payables	350	359
Accruals and other payables	1,963	3,400
	2,313	3,759

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

	30 June 2021 HK\$'000 (unaudited)	31 December 2020 HK\$'000 (audited)
0 to 30 days	235	92
31 to 60 days	104	157
61 to 90 days	9	86
Over 90 days	2	24
	350	359

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2021

13. TRADE AND OTHER PAYABLES (continued)

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

	30 June 2021 HK\$'000 (unaudited)	31 December 2020 HK\$'000 (audited)
HK\$	318	280
Renminbi	32	–
US\$	–	79
	350	359

14. 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 2021, the ratio of the Group's total liabilities over its total assets was approximately 14.4% (31 December 2020: approximately 10.9%).

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 2021

14. SHARE CAPITAL (continued)

The Company

	Nominal value per share HK\$	Number of shares '000	Amount HK\$'000
Authorised:			
Ordinary shares			
At 1 January 2020	0.001	5,000,000	5,000
At 31 December 2020, 1 January 2021 and 30 June 2021 (unaudited)	0.001	5,000,000	5,000
Issued and fully paid:			
Ordinary shares			
At 1 January 2020	0.001	1,230,000	1,230
Ordinary shares			
At 31 December 2020, 1 January 2021 and 30 June 2021 (unaudited) (note 14(i))	0.001	1,230,000	1,230

Note:

- (i) At 30 June 2021 and 31 December 2020, total number of shares included 112,300,000 shares were held by the trustee and 7,700,000 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 2021

15. RIGHT-OF-USE ASSETS

During the six months ended 30 June 2021, the Group has addition of approximately HK\$3,150,000, makes fixed monthly payments on the usage of the asset during the contract period and recognised approximately HK\$317,000 of right-of-use asset as depreciation expenses.

16. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2021, the Group acquired property, plant and equipment of approximately HK\$522,000 (31 December 2020: approximately HK\$15,294,000).

17. RESERVES

The amounts of the Group's reserves and the movements therein for the period and the same period in 2020 are presented in the unaudited condensed consolidated statement of changes in equity in this report.

18. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the condensed consolidated financial statements, the Group had the following transactions with its related parties during the periods:

	For the three months ended 30 June		For the six months ended 30 June	
	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Management fee received from a joint venture	-	34	-	64
Rental expenses paid to a related party	-	540	-	1,080

The related party transactions were carried out at terms mutually negotiated between the Group and the respective related parties. The Group had no transactions with its related parties during the six months ended 30 June 2021.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2021

19. CONTINGENT LIABILITIES

At 30 June 2021, the Group did not have any significant contingent liabilities.

20. EVENTS AFTER THE REPORTING PERIOD

No significant events took place subsequent to 30 June 2021 and up to the date of this report.

21. APPROVAL OF FINANCIAL STATEMENTS

The condensed consolidated financial statements for the six months ended 30 June 2021 were approved and authorised for issue by the Board of Directors on 9 August 2021.

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 2021, the Group recorded a revenue of approximately HK\$20.1 million, representing an increase of approximately 1.4% from approximately HK\$19.8 million recorded for the six months ended 30 June 2020. Profit attributable to owners of the Company for the six months ended 30 June 2021 amounted to approximately HK\$132,000, representing an increase of approximately 207.1% as compared with the profit of approximately HK\$43,000 for the six months ended 30 June 2020, it was attributable to (i) decrease in front office solution service income by approximately HK\$1.1 million; increase in back office solution service income by approximately HK\$15,200 and increase of non-recurring installation and customisation service income by approximately HK\$0.9 million mainly due to poor market sentiment resulting from the outbreak of COVID-19 in early 2020; (ii) increase in staff costs by approximately HK\$0.8 million after the establishment of the research and development centre in Shenzhen; (iii) investment loss of approximately HK\$0.2 million and, these were partially offset by (i) the decrease in legal and professional fees of approximately HK\$0.7 million; (ii) decrease in depreciation expenses of approximately HK\$0.6 million; and (iii) decrease in cost of service of approximately HK\$0.2 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. The Group believes that the coming year will continue to be shaped by the impact of the COVID-19 pandemic, ongoing geopolitical tensions and the challenging road to economic recovery. Despite these challenges, 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 2021, the Group recorded revenue of approximately HK\$20.1 million, representing an increase of approximately 1.4% as compared with the previous year of approximately HK\$19.8 million. Such increase was mainly attributable to the significant increase in installation and customisation services income and back office solution service income. The installation and customisation services increased by approximately 78.9% from approximately HK\$1.2 million for the six months ended 30 June 2020 to approximately HK\$2.1 million for the six months ended 30 June 2021. The managed cloud service decreased by approximately 8.9% from approximately HK\$1.8 million for the six months ended 30 June 2020 to approximately HK\$1.6 million for the six months ended 30 June 2021. Front office solution service income decreased by approximately 9.9% from approximately HK\$11.0 million for the six months ended 30 June 2020 to approximately HK\$9.9 million for the six months ended 30 June 2021 due to adverse business and economic conditions.

Purchases of and changes in inventories

The Group's purchases of and changes in inventories for the six months ended 30 June 2021 was approximately HK\$256,000, representing an increase of approximately 100% from approximately HK\$Nil in respect of the six months ended 30 June 2020. Such increase was primarily due to the product sales generated for the Group for the six months ended 30 June 2021.

MANAGEMENT DISCUSSION AND ANALYSIS

Profit before tax

The Group's profit before tax for the six months ended 30 June 2021 was approximately HK\$180,000, representing an increase by approximately 40.6% when compared with its profit before tax of approximately HK\$128,000 for the six months ended 30 June 2020. This was primarily due to the increase in installation and customisation services income by approximately HK\$0.9 million for the six months ended 30 June 2021.

Other income

The Group's other income consists of government subsidies, management fee received from a joint venture and interest income on bank deposits. The Group's other income decreased to approximately HK\$82,000 from approximately HK\$653,000 for the six months ended 30 June 2020 due to a decrease in interest income by approximately HK\$312,000 and decrease in the Government employment support scheme subsidies of approximately HK\$263,000.

Staff costs

For the six months ended 30 June 2021, the Group's staff costs remained stable at approximately HK\$12.3 million (30 June 2020: approximately HK\$11.5 million).

Depreciation

The Group's depreciation decreased by approximately HK\$0.6 million for the six months ended 30 June 2021, representing a significant decrease of approximately 42.1% from approximately HK\$1.4 million for the six months ended 30 June 2020 to approximately HK\$0.8 million for the six months ended 30 June 2021. The decrease was primarily due to the decrease of depreciation expenses for the right-of-use assets during the period.

Other operating expenses

The Group's other operating expenses mainly include (i) cost of services; (ii) building management fee and rates; and (iii) listing expenses. The Group's other operating expenses for the six months ended 30 June 2021 were approximately HK\$6.3 million, representing an increase of approximately 0.9% over the other operating expenses of approximately HK\$6.3 million for the six months ended 30 June 2020. The increase was primarily attributable to (i) an increase in rental expenses of approximately HK\$0.7 million; and (ii) a decrease in cost of service of approximately HK\$0.2 million as a result of setup of inhouse development team in shenzhen, the PRC.

Income tax expense

The Group's income tax expense for the six months ended 30 June 2021 was approximately HK\$48,000, representing a decrease of approximately 43.5% from approximately HK\$85,000 for the six months ended 30 June 2020. Such decrease was due to the decrease in assessable profits for the six months ended 30 June 2021. The effective income tax rates of the Group, which equal to the income tax expense divided by profit before tax, were approximately 26.7% and 66.4% for the six months ended 30 June 2021 and 2020, respectively.

MANAGEMENT DISCUSSION AND ANALYSIS

Profit for the period attributable to owners of the Company

Profit attributable to owners of the Company for the six months ended 30 June 2021 amounted to approximately HK\$132,000, representing an increase of approximately 207% as compared with the profit of approximately HK\$43,000 for the six months ended 30 June 2020. The significant increase was primarily attributable to the increase in installation and customisation services income of approximately HK\$0.9 million for the six months ended 30 June 2021.

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\$38.9 million as at 30 June 2021 (31 December 2020: approximately HK\$39.0 million).

As at 30 June 2021, the Group's current assets amounted to approximately HK\$46.5 million (31 December 2020: approximately HK\$45.9 million) of which approximately HK\$0.2 million (31 December 2020: HK\$Nil) was financial assets at fair value through profit or loss; approximately HK\$14.5 million was trade and other receivables (31 December 2020: approximately HK\$11.7 million); and approximately HK\$31.0 million was bank and cash balances (31 December 2020: approximately HK\$33.0 million).

As at 30 June 2021, the Group had no interest-bearing and non-interest bearing borrowing. On the same date, the Group had unused banking facilities of HK\$5.0 million which was secured by bank deposits of not less than HK\$5.0 million.

Given that there was no interest-bearing borrowing as at 30 June 2020 and 30 June 2021, 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 2021, 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 2021, neither the Company nor any of its subsidiaries purchased, sold or redeemed any securities, convertible securities, options, warrants or similar rights of the Company.

PLEDGE OF ASSETS

As at 30 June 2021, the Group had pledged its HK\$5 million (31 December 2020: HK\$5 million) bank deposits to secure overdraft facilities granted to the Group to the extent of HK\$5 million (31 December 2020: HK\$5 million).

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 2021.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 June 2021, 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 2021, the Group had a workforce of 55 (2020: 56) 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 2021, the total employee benefit expenses of the Group (including salaries, bonuses, allowances and retirement benefit scheme contributions) remained stable at approximately HK\$12.3 million (30 June 2020: approximately HK\$11.5 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.

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.

USE OF PROCEEDS FROM LISTING

The net proceeds from the share offer were approximately HK\$23.3 million, which was based on the gross proceeds from the share offer less the actual expenses related to the Listing. Subsequent to the Listing and up to 30 June 2021, these proceeds were used for the purposes in accordance with the future plans as set out in the Prospectus and the utilization amount of net proceeds is set out as below:

Use of proceeds

Description of intended use of the proceeds	Net proceeds <i>HK\$ million</i>	Approximate percentage of total net proceeds	Actual use of proceeds from Listing Date to 30 June 2021 <i>HK\$ million</i>	Unutilised amount as at 30 June 2021 <i>HK\$ million</i>	Expected
					timeline of full utilisation of the remaining net proceeds
Expand the business in Wealth Management Solution	2.6	11%	1.08	1.52	By end of 31 December 2022
Improve the user trading applications	6.8	29%	1.60	5.20	By end of 31 December 2022
Expand the managed cloud services to local brokerage firm clients	2.6	11%	1.23	1.37	By end of 31 December 2022
Establish a research and development centre in the PRC	10.7	46%	9.45	1.25	By end of 31 December 2022
General working capital	0.6	3%	0.6	–	By end of 31 December 2022
	23.3	100%	13.96	9.34	

MANAGEMENT DISCUSSION AND ANALYSIS

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

As at 30 June 2021, 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>)	9,830,010	0.8%

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 9,100,010 Shares and 730,000 underlying Shares in respect of award Shares vested on 31 December 2020 pursuant to the Share Award Scheme.

Save as disclosed above, as at 30 June 2021, 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 2021, 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 <i>(note 1)</i>	33.49%
Eagle Business Consulting Limited ("Eagle Business Consulting")	Beneficial interests/Interest in a controlled corporation	664,296,910 <i>(note 1 and note 2)</i>	54.01%
Good Steward Foundation Limited ("Good Steward Foundation")	Interest in a controlled corporation	664,296,910 <i>(note 2 and note 3)</i>	54.01%
Financial Data Technologies Limited ("Financial Data Technologies")	Beneficial interests	130,000,000 <i>(note 4)</i>	10.57%
Mr. Nie Lehui	Interest in a controlled corporation	130,000,000 <i>(note 4)</i>	10.57%
Bank of Communications Trustee Ltd.	Trustee	112,300,000 <i>(note 5)</i>	9.13%

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 2021, 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 for the six months ended 30 June 2021.

SHARE AWARD SCHEME

On 12 August 2019, the Company adopted the Share Award Scheme. The Share Award Scheme does not constitute a share option scheme or an arrangement analogous to a share option scheme for the purpose of Chapter 23 of the GEM Listing Rules. 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 six months ended 30 June 2021, 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 30 June 2021, there were 112,300,000 Shares held by the trustee pursuant to the Share Award Scheme. On 10 February 2021, the Board has resolved to grant an aggregate of 21,400,000 award shares, all in the form of existing Shares, to 50 selected persons under the Share Award Scheme. Subject to the satisfaction of the vesting conditions, 50% of these award Shares shall be vested to the respective selected persons on 31 December 2021 and the remaining 50% of the award shares shall be vested to the respective selected persons on 31 December 2022. For details, please refer to the Company's announcement dated 10 February 2021.

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 2021 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 15 of the GEM Listing Rules as the basis of the Company’s corporate governance practices during the six months ended 30 June 2021.

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 2021.

MANAGEMENT DISCUSSION AND ANALYSIS

INTERESTS OF THE COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Group has appointed Somerley Capital Limited as its compliance adviser, which will provide advice and guidance to the Group in respect of compliance with the applicable laws and the GEM Listing Rules including various requirements relating to directors' duties and internal controls. Except for the compliance adviser agreement entered into between the Company and the compliance adviser dated 19 December 2018, neither the compliance adviser nor its directors, employees or close associates had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

EVENTS AFTER THE REPORTING PERIOD

There is no material event undertaken by the Company or by the Group subsequent to 30 June 2021 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 2021, 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 2021 (2020: 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