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**TradeGo**

**TradeGo FinTech Limited**

**捷利交易寶金融科技有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8017)**

**INTERIM RESULTS ANNOUNCEMENT  
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2020**

**CHARACTERISTICS OF GEM (“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 and no assurance is given that there will be a liquid market in the securities traded on GEM.**

This announcement, for which the directors (the “**Directors**”, each being a “**Director**”) of TradeGo FinTech Limited (the “**Company**”, together with its subsidiaries, the “**Group**” or “**We**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Group. 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.

## Highlights

- Revenue of the Group for the Reporting Period amounted to approximately HK\$29.90 million (for the six months ended 30 September 2019: approximately HK\$21.87 million), representing an increase of 36.7% as compared with the Corresponding Period.
- The net profit of the Group for the Reporting Period was approximately HK\$7.72 million, representing an increase of 33.2% from approximately HK\$5.80 million for the Corresponding Period.
- The number of registered users of our open securities trading platform software “TradeGo Pro” increased by approximately 80,672 or 65.6% to approximately 203,734 as at 30 September 2020 (approximately 123,062 as at 30 September 2019).
- The basic earning per share attributable to owners of the Company for the Reporting Period was HK cent 1.63 (for the Corresponding Period: approximately HK cent 1.22).
- The Board does not declare the payment of any dividend for Reporting Period (for the Corresponding Period: Nil).

## INTERIM RESULTS

The board (the “**Board**”) of Directors is pleased to announce the unaudited consolidated results of the Group for the six months ended 30 September 2020 (the “**Reporting Period**”), together with the comparative figures for the six months ended 30 September 2019 (the “**Corresponding Period**”).

### CONSOLIDATED STATEMENT OF PROFIT OR LOSS

*For the six months ended 30 September 2020 – unaudited (Expressed in Hong Kong dollars)*

|  |              | <b>Six months ended</b> |               |
|--|--------------|-------------------------|---------------|
|  |              | <b>30 September</b>     |               |
|  | <i>Notes</i> | <b>2020</b>             | 2019          |
|  |              |                         | <i>(Note)</i> |
| <b>Revenue</b>   | 3            | <b>29,896,431</b>       | 21,871,882    |
| Direct costs   |              | <b>(5,990,544)</b>      | (5,520,515)   |
| Other gains, net   |              | <b>1,535,817</b>        | 2,565,482     |
| Staff costs  | 4(a)         | <b>(9,929,755)</b>      | (6,456,872)   |
| Depreciation and amortisation  | 4(b)         | <b>(4,104,903)</b>      | (2,186,298)   |
| Selling, general and administrative expenses   |              | <b>(2,942,743)</b>      | (4,387,374)   |
| Finance costs  |              | <b>(76,410)</b>         | –             |
| <b>Profit before taxation</b>  |              | <b>8,387,893</b>        | 5,886,305     |
| Income tax   | 5            | <b>(664,206)</b>        | (88,798)      |
| <b>Profit for the period</b>   |              | <b>7,723,687</b>        | 5,797,507     |
| <b>Other comprehensive income (expense),<br/>net of nil tax:</b>                     |              |                         |               |
| <i>Item that may be reclassified subsequently to<br/>profit or loss:</i>             |              |                         |               |
| – Exchange differences on translation of financial<br>statements of PRC subsidiaries |              | <b>1,529,706</b>        | (1,047,692)   |
| <b>Total comprehensive income for the period</b>                                     |              | <b>9,253,393</b>        | 4,749,815     |
| <b>Earnings per share</b>  | 6            |                         |               |
| Basic and diluted (HK cent)  |              | <b>1.63</b>             | 1.22          |

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2020 – unaudited (Expressed in Hong Kong dollars)

|  |              | As at<br>30 September<br>2020 | As at<br>31 March<br>2020<br>(Note) |
|--|--------------|-------------------------------|-------------------------------------|
|  | <i>Notes</i> |                               |                                     |
| <b>Non-current assets</b>                                |              |                               |                                     |
| Property, plant and equipment                            |              | 744,061                       | 884,565                             |
| Intangible assets  |              | 11,628,081                    | 12,790,517                          |
| Right of use assets                                      |              | 2,721,134                     | 3,666,874                           |
| Deferred tax assets                                      |              | 490,969                       | 472,174                             |
|  |              | <u>15,584,245</u>             | <u>17,814,130</u>                   |
| <b>Current assets</b>                                    |              |                               |                                     |
| Trade and other receivables                              | 7            | 6,546,126                     | 5,095,116                           |
| Amounts due from directors                               |              | 275,202                       | –                                   |
| Amount due from a fellow subsidiary                      |              | –                             | 139,265                             |
| Financial assets at fair value through<br>profit or loss |              | 13,852,366                    | 9,998,323                           |
| Income tax recoverable                                   |              | 888,725                       | 1,447,270                           |
| Cash and cash equivalents                                | 8            | 48,075,529                    | 45,798,364                          |
|  |              | <u>69,637,948</u>             | <u>62,478,338</u>                   |
| <b>Current liabilities</b>                               |              |                               |                                     |
| Trade and other payables                                 | 9            | 13,401,419                    | 16,954,667                          |
| Lease liabilities  |              | 1,233,835                     | 2,105,445                           |
| Tax payable  |              | 1,656,569                     | 1,505,129                           |
|  |              | <u>16,291,823</u>             | <u>20,565,241</u>                   |
| <b>Net current assets</b>                                |              | <u>53,346,125</u>             | <u>41,913,097</u>                   |
| <b>Total assets less current liabilities</b>             |              | <u>68,930,370</u>             | <u>59,727,227</u>                   |
| <b>Non-current liability</b>                             |              |                               |                                     |
| Lease liabilities  |              | 1,682,805                     | 1,733,055                           |
| <b>NET ASSETS</b>  |              | <u>67,247,565</u>             | <u>57,994,172</u>                   |
| <b>CAPITAL AND RESERVES</b>                              |              |                               |                                     |
| Share capital  | 10           | 4,750,000                     | 4,750,000                           |
| Reserves   |              | 62,497,565                    | 53,244,172                          |
| <b>TOTAL EQUITY</b>                                      |              | <u>67,247,565</u>             | <u>57,994,172</u>                   |

Note: The Group has initially applied HKFRS 16 on 1 April 2019. Under the transition methods chosen, comparative information is not restated.

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2020 – unaudited (Expressed in Hong Kong dollars)

|  | Attributable to equity shareholders of the Company |                       |                     |   |                             |                         |                       |                            |                   |
|--|--|-----------------------|---------------------|---|-----------------------------|-------------------------|-----------------------|----------------------------|-------------------|
|  | Share capital<br>HK\$                              | Share Premium<br>HK\$ | SAS reserve<br>HK\$ | Employee share-based compensation reserve<br>HK\$ | Translation reserve<br>HK\$ | Merger reserves<br>HK\$ | Other reserve<br>HK\$ | Accumulated losses<br>HK\$ | Total<br>HK\$     |
| As at 31 March 2019  | <u>4,781,840</u>                                   | <u>62,987,553</u>     | <u>(12,227,219)</u> | <u>11,854,661</u>                                 | <u>1,929,586</u>            | <u>1,147,798</u>        | <u>8,180,682</u>      | <u>(30,719,643)</u>        | <u>47,935,258</u> |
| <b>Changes in equity for the six months ended 30 September 2019:</b> |  |                       |                     |   |                             |                         |                       |                            |                   |
| Profit for the period  | -  | -                     | -                   | -   | -                           | -                       | -                     | 5,797,507                  | 5,797,507         |
| Other comprehensive expense  | -  | -                     | -                   | -   | (1,047,692)                 | -                       | -                     | -                          | (1,047,692)       |
| Total comprehensive income   | -  | -                     | -                   | -   | (1,047,692)                 | -                       | -                     | 5,797,507                  | 4,749,815         |
| Purchase of the Company's shares for Share Award Scheme              | (31,840)   | -                     | (1,860,201)         | -   | -                           | -                       | -                     | -                          | (1,892,041)       |
| Equity-settled share-based transactions                              | -  | -                     | -                   | 1,200,000   | -                           | -                       | -                     | -                          | 1,200,000         |
| <b>Balance as at 30 September 2019</b>                               | <u>4,750,000</u>                                   | <u>62,987,553</u>     | <u>(14,087,420)</u> | <u>13,054,661</u>                                 | <u>881,894</u>              | <u>1,147,798</u>        | <u>8,180,682</u>      | <u>(24,922,136)</u>        | <u>51,993,032</u> |
| <b>Changes in equity for the six months ended 31 March 2020:</b>     |  |                       |                     |   |                             |                         |                       |                            |                   |
| Profit for the period  | -  | -                     | -                   | -   | -                           | -                       | -                     | 7,227,598                  | 7,227,598         |
| Other comprehensive expense  | -  | -                     | -                   | -   | (374,055)                   | -                       | -                     | -                          | (374,055)         |
| Total comprehensive income   | -  | -                     | -                   | -   | (374,055)                   | -                       | -                     | 7,227,598                  | 6,853,543         |
| Equity-settled share-based transactions                              | -  | -                     | -                   | (852,403)   | -                           | -                       | -                     | -                          | (852,403)         |
|  | -  | -                     | -                   | (852,403)   | (374,055)                   | -                       | -                     | 7,227,598                  | 6,001,140         |
| <b>At 31 March 2020</b>  | <u>4,750,000</u>                                   | <u>62,987,553</u>     | <u>(14,087,420)</u> | <u>12,202,258</u>                                 | <u>507,839</u>              | <u>1,147,798</u>        | <u>8,180,682</u>      | <u>(17,694,538)</u>        | <u>57,994,172</u> |

Attributable to equity shareholders of the Company

|  | Share<br>capital<br><i>HK\$</i> | Share<br>Premium<br><i>HK\$</i> | SAS<br>reserve<br><i>HK\$</i> | Employee<br>share-based<br>compensation<br>reserve<br><i>HK\$</i> | Translation<br>reserve<br><i>HK\$</i> | Merger<br>reserves<br><i>HK\$</i> | Other<br>reserve<br><i>HK\$</i> | Accumulated<br>losses<br><i>HK\$</i> | Total<br><i>HK\$</i> |
|--|---------------------------------|---------------------------------|-------------------------------|---|---------------------------------------|-----------------------------------|---------------------------------|--------------------------------------|----------------------|
| <b>Changes in equity for the<br/>six months ended 30<br/>September 2020:</b> |                                 |                                 |                               |   |                                       |                                   |                                 |                                      |                      |
| Profit for the period  | -                               | -                               | -                             | -   | -                                     | -                                 | -                               | 7,723,687                            | 7,723,687            |
| Other comprehensive<br>income  | -                               | -                               | -                             | -   | 1,529,706                             | -                                 | -                               | -                                    | 1,529,706            |
| <b>Total comprehensive<br/>income</b>  | -                               | -                               | -                             | -   | 1,529,706                             | -                                 | -                               | 7,723,687                            | 9,253,393            |
| <b>Balance as at<br/>30 September 2020</b>                                   | <u>4,750,000</u>                | <u>62,987,553</u>               | <u>(14,087,420)</u>           | <u>12,202,258</u>   | <u>2,037,545</u>                      | <u>1,147,798</u>                  | <u>8,180,682</u>                | <u>(9,970,851)</u>                   | <u>67,247,565</u>    |

## CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 September 2020 – unaudited (Expressed in Hong Kong dollars)

|   | <i>Note</i> | <b>Six months ended<br/>30 September<br/>2020</b> | 2019<br><i>(Note)</i>    |
|---|-------------|---|--------------------------|
| <b>Operating activities</b>                                     |             |   |                          |
| Cash generated from operations                                  |             | 6,702,477   | 5,816,827                |
| Tax paid  |             | –   | (323,324)                |
| <b>Net cash generated from operating activities</b>             |             | <u>6,702,477</u>                                  | <u>5,493,503</u>         |
| <b>Investing activities</b>                                     |             |   |                          |
| Payment for the purchase of property,<br>plant and equipment    |             | (31,212)  | (20,283)                 |
| Payment for intangible assets                                   |             | (1,199,310)                                       | (6,889,500)              |
| Other investing activities                                      |             | (2,647,332)                                       | 293,988                  |
| <b>Net cash used in investing activities</b>                    |             | <u>(3,877,854)</u>                                | <u>(6,615,795)</u>       |
| <b>Financing activities</b>                                     |             |   |                          |
| Decrease in amount due from directors                           |             | –   | 116,850                  |
| Purchase of the Company's share for<br>Share Award Scheme       |             | –   | (1,892,041)              |
| Repayment in Lease liabilities                                  |             | (1,114,512)                                       | –                        |
| <b>Net cash used in financing activities</b>                    |             | <u>(1,114,512)</u>                                | <u>(1,775,191)</u>       |
| <b>Net increase/(decrease) in cash and<br/>cash equivalents</b> |             | <b>1,710,111</b>                                  | <b>(2,897,483)</b>       |
| <b>Cash and cash equivalents as at 1 April</b>                  |             | <b>45,798,364</b>                                 | <b>48,918,156</b>        |
| <b>Effect of foreign exchanges rates changes</b>                |             | <u>567,054</u>                                    | <u>(573,324)</u>         |
| <b>Cash and cash equivalents as at 30 September</b>             | 8           | <u><b>48,075,529</b></u>                          | <u><b>45,447,349</b></u> |

*Note:* The Group has initially applied HKFRS 16 on 1 April 2019. Under the transition methods chosen, comparative information is not restated.

## NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENT

### 1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 15 June 2017 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares have been listed on GEM of the Stock Exchange since 28 September 2018. The address of the Company's registered office is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the Company's principal place of business in the People's Republic of China (the "PRC") is 208, 2/F, Fenghua Technology Tower, 7th Street Hi-Tech South Road, Yuehai Street Technology Park, Nanshan District, Shenzhen, the PRC. The address of the Company's principal place of business in Hong Kong is Office No. 10, 16th Floor, Hong Kong Plaza, 188 Connaught Road West, Hong Kong.

The Group is an integrated securities trading platform service providers serving primarily Hong Kong brokerage firms and their clients. The Group's Hong Kong brokerage firm customers are all Category B and Category C Exchange Participants. The Group's integrated securities trading platform services mainly consist of front office trading system services, market data services and value-added services.

The unaudited condensed consolidated interim financial information of the Group is presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Group.

### 2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The unaudited consolidated financial information for the Reporting Period set out in this announcement does not constitute the unaudited condensed consolidated financial statements of the Group for the Reporting Period (the "Financial Statements") but is extracted from the financial statements which have been prepared in accordance with HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), and the applicable disclosure provisions of the GEM Listing Rules. The financial information should be read in conjunction with the Company's consolidated financial statements for the year ended 31 March 2020.

The accounting policies adopted in preparing the Financial Statements are consistent with those applied in the consolidated financial statements of the Group for the year ended 31 March 2020, except for the accounting policy changes that are expected to be reflected in the Group's annual consolidated financial statements ending 31 March 2021. The effect of the adoption of these standards, amendments and interpretation is not material on these unaudited condensed consolidated financial statements.

### 3 REVENUE AND SEGMENT REPORTING

The principal activities of the Group are the provision of front office trading system services, market data services and value-added services to its customers. The Group has one reportable segment and the Group's chief operating decision maker, which has been identified as the Board of Directors, reviews the consolidated results of the Group for the purpose of resource allocation and performance assessment. Therefore, no additional reportable segment information has been presented.

#### (a) Revenue

The amount of each significant category of revenue recognised during the periods is as follows:

|  | Six months ended<br>30 September |               |
|--|----------------------------------|---------------|
|  | 2020                             | 2019          |
|  | \$'000                           | \$'000        |
| – Front office trading system services         | 11,460                           | 10,804        |
| – Market data services                         | 7,358                            | 6,889         |
| – Hosting and clouding infrastructure services | 2,318                            | 2,135         |
| – Online account opening appointment services  | 2,991                            | 876           |
| – TradeGo Pro                                  | 4,091                            | 421           |
| – Other value-added services                   | 1,678                            | 747           |
|  | <u>29,896</u>                    | <u>21,872</u> |

#### (b) Geographical information

The Group's revenue is mainly derived from customers located in Hong Kong and the PRC. The following table sets out information about the geographical location of the Group's revenue. The geographical location of customers is based on the location at which the service was provided.

|           | Six months ended<br>30 September |               |
|-----------|----------------------------------|---------------|
|           | 2020                             | 2019          |
|           | \$'000                           | \$'000        |
| Hong Kong | 25,029                           | 21,266        |
| The PRC   | 4,867                            | 606           |
|           | <u>29,896</u>                    | <u>21,872</u> |

#### 4 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

|  | Six months ended<br>30 September |              |
|--|----------------------------------|--------------|
|  | 2020                             | 2019         |
|  | \$'000                           | \$'000       |
| <b>(a) Staff costs (including directors' remuneration)</b> |                                  |              |
| Salaries, wages and other benefits                         | 9,713                            | 5,107        |
| Contributions to defined contribution retirement plans     | 216                              | 150          |
| Equity-settled share-based payments                        | –                                | 1,200        |
|  | <u>9,929</u>                     | <u>6,457</u> |

|                                   | Six months ended<br>30 September |              |
|-----------------------------------|----------------------------------|--------------|
|                                   | 2020                             | 2019         |
|                                   | \$'000                           | \$'000       |
| <b>(b) Other items</b>            |                                  |              |
| Depreciation                      | 1,249                            | 623          |
| Amortisation of intangible assets | 2,856                            | 1,563        |
|                                   | <u>4,105</u>                     | <u>2,186</u> |

#### 5 INCOME TAX

|                                     | Six months ended<br>30 September |           |
|-------------------------------------|----------------------------------|-----------|
|                                     | 2020                             | 2019      |
|                                     | \$'000                           | \$'000    |
| Current tax – Hong Kong Profits Tax | 558                              | (19)      |
| Current tax – The PRC               | 106                              | 108       |
|                                     | <u>664</u>                       | <u>89</u> |

#### 6 EARNINGS PER SHARE

##### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of HK\$7,723,687 (for the six months ended 30 September 2019: HK\$5,797,507) and the weighted average of 475,276,000 ordinary shares (2019: 475,534,317 shares) for the six months ended 30 September 2020.

##### (b) Diluted earnings per share

Diluted earnings per share presented is the same as the basic earnings per share as there were no potentially dilutive ordinary shares issued during the periods presented.

## 7 TRADE AND OTHER RECEIVABLES

All of the trade and other receivables were expected to be recovered within one year.

An aging analysis of trade receivables based on the invoice date is as follows:

|                | As at<br>30 September<br>2020<br>\$'000 | As at<br>31 March<br>2020<br>\$'000 |
|----------------|---|-------------------------------------|
| Within 1 month | 3,084                                   | 1,887                               |
| 1 to 3 months  | 860                                     | 1,146                               |
| 3 to 6 months  | 603                                     | 90                                  |
| Over 6 months  | 96                                      | –                                   |
|                | <u>4,643</u>                            | <u>3,123</u>                        |

## 8 CASH AND CASH EQUIVALENTS

|   | As at<br>30 September<br>2020<br>\$'000 | As at<br>31 March<br>2020<br>\$'000 |
|---|---|-------------------------------------|
| Cash at banks, financial institutions and on hand | <u>48,075</u>                           | <u>45,798</u>                       |

## 9 TRADE AND OTHER PAYABLES

|                                       | As at<br>30 September<br>2020<br>\$'000 | As at<br>31 March<br>2020<br>\$'000 |
|---------------------------------------|---|-------------------------------------|
| Trade payables                        | 1,480                                   | 1,949                               |
| Receipt in advance                    | 7,103                                   | 8,566                               |
| Other payable and accrued liabilities | 4,818                                   | 6,439                               |
|                                       | <u>13,401</u>                           | <u>16,954</u>                       |

An aging analysis of trade payables based on the invoice date is as follows:

|                | As at<br>30 September<br>2020<br>\$'000 | As at<br>31 March<br>2020<br>\$'000 |
|----------------|---|-------------------------------------|
| Within 1 month | 715                                     | 1,339                               |
| 1 to 2 months  | 765                                     | 610                                 |
|                | <u>1,480</u>                            | <u>1,949</u>                        |

## 10 SHARE CAPITAL

Share capital as at 30 September 2020 and 31 March 2020 included in the consolidated statement of financial position represents the share capital of the Company as follows:

|   | Authorised           |                   | Issued and fully paid |                  |
|---|----------------------|-------------------|-----------------------|------------------|
|   | Number of<br>shares  | HK\$              | Number of<br>shares   | HK\$             |
| At 31 March 2019                                  | 2,000,000,000        | 20,000,000        | 478,184,000           | 4,781,840        |
| Purchase of shares for<br>Share Award Scheme      | —                    | —                 | (3,184,000)           | (31,840)         |
| <b>At 31 March 2020 and<br/>30 September 2020</b> | <b>2,000,000,000</b> | <b>20,000,000</b> | <b>475,000,000</b>    | <b>4,750,000</b> |

## 11 DIVIDENDS

No dividend has been paid or declared by the Company during each of the periods ended 30 September 2020 and 2019.

## 12 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

The valuation techniques and inputs used in fair value measurements of each financial instrument on a recurring basis are set out below:

|  |         | Fair value as at  |                   | Valuation technique<br>and key inputs  | Significant<br>unobservable<br>inputs                          | Relationship<br>of key inputs<br>and significant<br>unobservable<br>inputs to fair<br>value   |
|--|---------|-------------------|-------------------|--|--|---|
|  |         | 30/9/2020<br>HK\$ | 31/3/2020<br>HK\$ |  |  |   |
| Financial assets at fair value<br>through profit or loss |         |                   |                   |  |  |   |
| - Listed equity investments                              | Level 1 | -                 | 9,819             | Quoted bid prices in an active<br>market   | N/A  | N/A   |
| - Foreign currency forward<br>contract                   | Level 2 | 53,249            | 53,249            | Discounted cash flows based on<br>forward exchange rate (from<br>observable forward exchange<br>rate at the end of the reporting<br>period and contract forward<br>rate, discounted at a rate that<br>reflects the credit risk of various<br>counterparties) | N/A  | N/A   |
| - Unlisted fund investment                               | Level 3 | 13,799,117        | 9,935,255         | Income approach – with reference to<br>the expected redemption amounts   | (i) Expected<br>redemption<br>amounts<br><br>(ii) Risk premium | (i) The higher<br>the expected<br>redemption<br>amounts, the higher<br>the fair value.<br><br>(ii) The higher the risk<br>premium, the lower<br>the fair value. |

Reconciliation of Level 3 fair value measurement of financial asset at FVTPL on recurring basis:

|  | <b>Unlisted fund<br/>investments</b><br><i>HK\$</i> |
|--|---|
| As at 1 April 2019                             | –   |
| Acquisition                                    | 10,093,500  |
| Fair value gain recognised in other gains, net | 112,957   |
| Exchange realignment                           | <u>(271,202)</u>                                    |
| As at 31 March 2020                            | 9,935,255   |
| Acquisition                                    | 3,319,200   |
| Fair value gain recognised in other gains, net | 148,580   |
| Exchange realignment                           | <u>396,082</u>                                      |
| As at 30 September 2020                        | <b><u>13,799,117</u></b>                            |

The directors of the Company consider that the carrying amounts of other current financial assets and current financial liabilities recorded at amortised cost approximate their fair values as at 30 September 2020 and 31 March 2020.

### 13 MATERIAL RELATED PARTY TRANSACTIONS

The Group had the following related party transactions during the periods:

Compensation of directors of the Group:

|                                | <b>Six months ended</b> |            |
|--------------------------------|-------------------------|------------|
|                                | <b>30 September</b>     |            |
|                                | <b>2020</b>             | 2019       |
|                                | <b>\$'000</b>           | \$'000     |
| – Directors' fees and salaries | <b><u>1,334</u></b>     | <u>956</u> |

The related party transactions above do not constitute connected transactions or continuing connected transactions.

### 14 CAPITAL COMMITMENTS OUTSTANDING

As at 30 September 2020, the Group did not have any significant capital commitments (31 March 2020: Nil).

### 15 EVENTS AFTER THE REPORTING PERIOD

No subsequent event has occurred after 30 September 2020 which may have a significant effect on the assets and liabilities or future operation of the Group.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

During the Reporting Period, the Group was one of the leading integrated securities trading platform service providers serving primarily Hong Kong brokerage firms<sup>Note 1</sup> and their clients. The Group's Hong Kong brokerage firm customers are all Category B<sup>Note 2</sup> and Category C<sup>Note 3</sup> Exchange Participants<sup>Note 4</sup>. The Group's integrated securities trading platform services mainly consist of (1) front office trading system services; (2) market data services; (3) hosting and cloud infrastructure services; (4) online account opening appointment services; (5) TradeGo Pro; and (6) other value added services. Leveraging the proprietary software developed, modified and enhanced by the Group over the years, the Group becomes a market leader in providing front office trading system services and market data services to Hong Kong brokerage firms through an integrated model.

### BUSINESS REVIEW

During the Reporting Period, the total revenue of the Group increased by approximately HK\$8,024,549 or 36.7% to approximately HK\$29,896,431 (for the Corresponding Period: approximately HK\$21,871,882). During the Reporting Period, the Group signed the new front office trading system services contracts with six Hong Kong brokerage firms and twelve more Hong Kong brokerage firms chose the Group as their online appointment booking service provider.

With the Group's in-depth development of financial technology in the securities service business, more and more brokerage firms have changed their face-to-face account opening to use online non-face-to-face account opening for expanding customer base. The Group has developed an online account opening appointment system to help our clients to process these account opening applications efficiently. Up to now, a total of 39 Hong Kong brokerages firms are using our online account opening appointment system, resulting in a revenue increase of 241% to HK\$2.99 million (approximately HK\$0.87 million for the Corresponding Period) from our online account opening appointment services.

*Note 1:* Corporations licensed under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") to conduct brokerage activities with type 1 licence (dealing in securities).

*Note 2:* The 15th to 65th Exchange Participants by market turnover.

*Note 3:* Stockbrokers, being Exchange Participants in the market, except for the 14 largest Exchange Participants by market turnover and Category B Exchange Participants.

*Note 4:* A person or an institution which, in accordance with the requirements of the Stock Exchange, or whose name is entered in a register kept by the Stock Exchange as a person or an institution which, may trade through the Stock Exchange.

The number of registered users of our open securities trading platform software “TradeGo Pro” increased by 80,672 or approximately 65.6% to 203,734 as at 30 September 2020 (123,062 as at 30 September 2019). With the increase in the number of users, more brokerage firms or institutions pay attention to our open securities trading platform software “TradeGo Pro”. As the Group’s open securities trading platform software is for individual investors, brokerage firms or institutions are more and more willing to put advertisements or cooperate in marketing on the “TradeGo Pro”, the revenue of TradeGo Pro increased by 870% to HK\$4.09 million during the Reporting Period (approximately HK\$0.42 million for the Corresponding Period).

## **FINANCIAL REVIEW**

### **Revenue and Direct Costs**

Revenue of the Group for the Reporting Period was approximately HK\$29,896,431 (for the Corresponding Period: approximately HK\$21,871,882), representing an increase of approximately HK\$8,024,549 or 36.7% as compared with that of the Corresponding Period. Such increase in revenue of the Group was primarily attributable to the increase in revenue from TradeGo Pro as well as the online account opening appointment services.

Direct costs of the Group for the Reporting Period was approximately HK\$5,990,544 (for the Corresponding Period: approximately HK\$5,520,515), representing an increase of approximately HK\$470,029 or 8.5% as compared with that of the Corresponding Period. The increase in direct costs was in line with the increase in revenue offset by additional cost savings.

### **Other Gains, net**

The Group’s other gains, net for the Reporting Period amounted to HK\$1,535,817 (for the Corresponding Period: HK\$2,565,482), representing a decrease of HK\$1,029,665 or 40.1% as compared with that of the Corresponding Period, mainly due to the decrease in exchange gain and government grants.

### **Staff Costs**

The Group’s staff costs for the Reporting Period amounted to approximately HK\$9,929,755 (for the Corresponding Period: approximately HK\$6,456,872), representing an increase of HK\$3,472,883 or 53.8% as compared with that of the Corresponding Period. Such increase was due to the decrease in capitalization of new research and development (“**R&D**”) projects.

### **Depreciation and Amortisation**

The Group’s depreciation and amortisation expenses for the Reporting Period amounted to approximately HK\$4,104,903 (for the Corresponding Period: approximately HK\$2,186,298), representing an increase of HK\$1,918,605 or 87.8% as compared with that of the Corresponding Period. Such increase was due to the increase in amortisation of right-of-use of assets according to the accounting policy.

## **Selling, General and Administrative Expenses**

The Group's selling, general and administrative expenses for the Reporting Period amounted to approximately HK\$2,942,743 (for the Corresponding Period: approximately HK\$4,387,374), representing a decrease of HK\$1,444,631 or 32.9% as compared with that of the Corresponding Period. Such decrease was due to the decrease of the rental expense which is booked as the amortization of right-of-use of assets according to the accounting policy.

## **Finance costs**

The Group's finance costs for the Reporting Period amounted to HK\$76,410 mainly arising from the Group's lease liabilities (for the Corresponding Period: Nil).

## **Profit for the Reporting Period**

During the Reporting Period, the Group recorded a net profit of HK\$7,723,687 (for the Corresponding Period: approximately HK\$5,797,507), representing an increase of approximately HK\$1,926,180 or 33.2% as compared with that of the Corresponding Period, primarily attributable to the increase in revenue as discussed above.

## **LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO**

As at 30 September 2020, the Group held cash at banks, financial institutions and cash on hand of approximately HK\$29,275,510 (as at 31 March 2020: approximately HK\$43,979,491) and HK\$18,682,714 (as at 31 March 2020: approximately HK\$1,744,886) and HK\$117,305 (as at 31 March 2020: HK\$73,987), respectively. Net current assets amounted to approximately HK\$53,193,408 (as at 31 March 2020: approximately HK\$41,913,097). Approximately 70% of the Group's cash and cash equivalents were denominated in Hong Kong dollars ("HK\$"), and the remaining was denominated in Renminbi ("RMB") and United States dollars. As at 30 September 2020, the Group's gearing ratio (defined as total borrowing divided by total equity plus total borrowing) was not applicable, as the borrowing of the Group was nil (as at 30 September 2019: Nil).

## **Capital Structure**

The shares of the Company (the "Shares") were successfully listed on GEM (the "Listing") on 28 September 2018. There has been no change in the capital structure of the Company since then. The share capital of the Company only comprises ordinary Shares.

As at 30 September 2020, the Company's issued share capital was HK\$5,000,000 and the number of its issued ordinary Shares was 500,000,000 of HK\$0.01 each.

## **DIVIDEND**

The Board did not declare the payment of any dividend for the Reporting Period (for the Corresponding Period: Nil).

## **PROSPECTS**

### **Business objectives, future strategies and prospects**

With the development of fintech in the securities services business and changes in the market, we believe that business diversification can maintain a sound financial position and contribute to the sustainable growth of the group. In order to cope with the changing market and market demands, Tele-Trend Konson (Hong Kong) Limited (“**Tele-Trend Konson**”), an indirect wholly-owned subsidiary of the Company, entered into the Capital Contribution Agreement with AWSG (China) Limited (“**AWSG (China)**”), pursuant to which Tele-Trend Konson and AWSG (China) have set up a subsidiary in the British Virgin Islands which wholly-owned a subsidiary in Hong Kong (the “**Hong Kong Subsidiary**”), both named “AWSG TradeGo Capital Limited”. Subsequent to the Reporting Period, the Hong Kong Subsidiary (as a general partner) has set up a limited partnership fund named “AT CAPITAL LPF” (the “**LPF**”) in Hong Kong. The LPF has been registered at the Hong Kong Companies Registry on 20 October 2020. The Hong Kong Subsidiary will principally provide over-the-counter services, institutional grey market trading services as well as professional institutional investors services in Hong Kong securities after the licences for Type 1 (dealing in securities) and Type 7 (providing automated trading services) regulated activities under the SFO are obtained.

At the same time, we will continue to attract more registered users and increase revenue through online marketing and promotion of new features and services launched on the TradeGo Pro. The Group will continue to assess new business opportunities in a prudent manner in order to maximize returns for shareholders and promote the Group’s long-term business growth.

### **USE OF PROCEEDS**

The net proceeds from the Listing were approximately HK\$41.5 million (after deducting the underwriting fees and the listing expenses). The unutilized proceeds were placed with a bank in Hong Kong.

On 10 August 2020, the Board has resolved to change the use of the unutilized net proceeds to allow the Company to deploy its financial resources more efficiently. For details, please refer to the Company’s announcement dated 10 August 2020 (the “**Announcement on Change in Use of Proceeds**”) . Set forth below are details of the use of proceeds up to 30 September 2020:

| Intended use of the net proceeds   | Amount of net proceeds allocated at the Listing<br><i>HK\$ million</i> | Actual amount utilized from the date of Listing up to 10 August 2020<br><i>HK\$ million</i> | Reallocation in use of unutilized net proceeds on 10 August 2020<br><i>HK\$ million</i> | Amount of unutilized net proceeds after reallocation<br><i>HK\$ million</i> | Actual amount utilized up to 30 September 2020<br><i>HK\$ million</i> | Unutilized net proceeds up to 30 September 2020<br><i>HK\$ million</i> | Expected timeline for full utilization of the unutilised net proceeds<br><i>(Note 1)</i> |
|--|--|---|---|---|---|--|--|
| Developing innovative product offerings and enhance research and development capabilities                                  | 6.1  | 6.1   | -   | -   | 6.1   | -  | N/A  |
| Apply for additional market data vendor licences and conduct further marketing activities                                  | 5.4  | 3.9   | +5.3  | 6.8   | 4.8   | 5.9  | End of September 2021  |
| Expand the hardware infrastructure capacities and software portfolio   | 2.3  | 1.3   | +2.3  | 3.3   | 1.5   | 3.1  | End of September 2021  |
| Recruit non-R&D staff and conduct staff trainings  | 3.0  | 2.8   | -   | 0.2   | 3.0   | -  | N/A  |
| Establish an R&D centre in the PRC   | 15.6   | -   | -15.6   | -   | -   | -  | N/A  |
| Establish a marketing centre in Hong Kong  | 7.3  | -   | -7.3  | -   | -   | -  | N/A  |
| Developing over-the-counter and grey market trading system   | -  | -   | +6.7  | 6.7   | -   | 6.7  | End of September 2021  |
| Developing initial public offer simulation subscription system   | -  | -   | +5.6  | 5.6   | 0.5   | 5.1  | End of September 2021  |
| Applying licences and the daily operations of the subsidiary(ies) under the Capital Contribution Agreement <i>(Note 2)</i> | -  | -   | +3.0  | 3.0   | -   | 3.0  | End of September 2021  |
| General working capital  | 1.8  | 1.8   | -   | -   | 1.8   | -  | N/A  |
|  | <b>41.5</b>  | <b>15.9</b>   | <b>-</b>  | <b>25.6</b>   | <b>17.7</b>   | <b>23.8</b>  |  |

*Notes:*

1. The expected timeline for utilizing the unutilized net proceeds is based on the best estimation of the future market conditions made by the Group. It is subject to change based on the current and future development of the market condition.
2. Tele-Trend Konson entered into the Capital Contribution Agreement on 7 July 2020 for setting up subsidiaries which will principally engage in, inter-alia, the provision of over-the-counter services in Hong Kong securities.

## Comparison of Future Plans as Stated in the Prospectus with Actual Business Progress

The proceeds raised from the Listing are targeted to further strengthen the Group's market position and expand the Group's market shares by pursuing the Group's business strategies. As stated in the Prospectus, the Group will endeavor to complete the main tasks and achieve the milestone events as mentioned in the Prospectus. An analysis comparing the future plans as set out in the Prospectus with the Group's actual business progress for the period from the date of Listing which was 28 September 2018 up to 30 September 2020 is set out below:

| <b>Future plans as stated in the Prospectus</b>  | <b>Implementation plans as stated in the Prospectus</b>   | <b>Actual business progress up to 30 September 2020</b>   |
|--|---|---|
| Develop innovative product offerings and enhance research and development capabilities | <ul style="list-style-type: none"><li>• New products<ul style="list-style-type: none"><li>• launch China-Hong Kong Stock Connect Data Analyst;</li><li>• launch Trading Counter Product;</li><li>• launch the OTC transaction platform for transaction during non-trading hours;</li></ul></li><li>• Existing products<ul style="list-style-type: none"><li>• complete the integration of over 80 brokerage firms onto the iOS/Android version of TradeGo Pro;</li><li>• replace with new version of web browser securities trading platform software for the existing end users of brokerage firms and deploy the same to new end users of brokerage firms;</li><li>• recruit R&amp;D staff to enhance our R&amp;D capabilities.</li></ul></li></ul> | <p>For new products, we had launched China-Hong Kong Stock Connect Data Analyst and Trading Counter Product during the Reporting Period. A part of trading counter product, which we developed during the Reporting Period, was applied in the Futures Platform. We have finished the development of the over-the counter transaction platform for transaction during non-trading hours, but we could not launch it because the potential customer is applying the licence to launch it.</p> <p>For existing products, we have completed the integration of 55 brokerage firms onto the TradeGo Pro; replaced with new version of web browser securities trading platform software for the existing end users of 39 brokerage firms and deploy the same to new end users of 27 brokerage firms; During the Reporting Period, we have recruited 10 R&amp;D staffs to enhance our R&amp;D capabilities.</p> |

| <b>Future plans as stated in the Prospectus</b>   | <b>Implementation plans as stated in the Prospectus</b>  | <b>Actual business progress up to 30 September 2020</b>   |
|---|--|---|
| Apply for additional market data vendor licences and conduct further marketing activities | <ul style="list-style-type: none"> <li>• promote China-Hong Kong Stock Connect Data Analyst via advertisements and propaganda campaigns;</li> <li>• promote Trading Counter Product via advertisements and propaganda campaign;</li> <li>• promote various types of market data feeds;</li> <li>• obtain relevant data licence for markets out of Hong Kong;</li> <li>• promote services to private equity funds, other institutions and high-net-value individual customers.</li> </ul> | <p>During the Reporting Period, we have promoted the China-Hong Kong Stock Connect Data Analyst via face to face presentations and advertising campaigns to more than 11 institutional customers. We have promoted Trading Counter Product and the CMS Plus trading system to more than 11 brokerage firms. We have held online and offline activities to promote various types of market data feeds via advertisements and propaganda campaign with discount given to new users. The number of registered users of TradeGo Pro has been increased to approximately 200,000. We have promoted our data services to private equity funds, other institutions and highest-value individual customers through the advertisement on the tram shelter in Central, the heart of finance in HK island, in May 2020. We are still seeking for more data licence for markets out of Hong Kong.</p> |
| Expand our hardware infrastructure capacities and software portfolio                      | <ul style="list-style-type: none"> <li>• purchase computers and test mobile phones to enhance R&amp;D ability and improve quality control;</li> <li>• purchase and upgrade software for R&amp;D and office use;</li> <li>• enhance the conversion efficiency and transition stability from physical servers to virtual servers.</li> </ul>   | <p>During the Reporting Period, we have purchased 4 computers to enhance R&amp;D ability and improve quality control. We have purchased 4 test mobile phones such as Huawei HONOR V20, and iPhone 6S to improve the compatibility of our softwares with different devices. We have purchased and upgraded softwares for R&amp;D and office use. We have enhanced the conversion efficiency and transition stability from physical servers to virtual servers.</p>   |

| Future plans as stated in the Prospectus          | Implementation plans as stated in the Prospectus  | Actual business progress up to 30 September 2020  |
|---|---|---|
| Recruit non-R&D staff and conduct staff trainings | <ul style="list-style-type: none"> <li>• recruit staff for operation, sales, customer service and management purpose;</li> <li>• carry out professional and business skills trainings for all staff as well as exclusive trainings for product managers and backbone staff on yearly basis;</li> <li>• salary for newly recruited staff.</li> </ul> | We have conducted professional and business skills trainings for all staff as well as exclusive trainings for product managers and backbone staff from time to time. The training included but is not limited to securities investment knowledge, knowledge sharing in product design, knowledge sharing in different technical languages, and competitive products analysis. We have recruited new staffs for operation, sales and finance function. |
| Establish an R&D centre in the PRC                | <ul style="list-style-type: none"> <li>• purchase a newly-developed office premises of approximately 700-square-metre in Shenzhen for the establishment of an R&amp;D centre, which is expected to be ready for occupation in one to two years after the purchase.</li> </ul>   | The rapid and continuing rise in real estate prices in the Shenzhen central business districts, the real estate prices in areas of Shenzhen, the PRC suitable for establishing a R&D centre have been much higher than that of the original plan of the Group in around 2018. As a result, the Group has suspended its plan to purchase a R&D centre. For details, please refer to the Announcement on Change in Use of Proceeds.                     |
| Establish a marketing centre in Hong Kong         | <ul style="list-style-type: none"> <li>• recruit staff for managing and operating the Hong Kong sales and customer service centre;</li> <li>• lease an office in Central district of Hong Kong for the establishment of a Hong Kong sales and customer service centre;</li> <li>• salary for newly recruited staff.</li> </ul>                      | In this year, the widespread of COVID-19 in Hong Kong posed difficulties in face-to-face marketing and promotion of the Group's business in Hong Kong. As a result, the Group has suspended the plan. For details, please refer to the Announcement on Change in Use of Proceeds.   |

Although the plans for the establishment of an R&D centre in the PRC and the establishment of a marketing centre in Hong Kong have been suspended, the Group has resolved to reallocate the unutilized net proceeds to include additional plans of (i) developing over-the-counter and grey market trading system; (ii) developing initial public offer simulation subscription system and (iii) applying licences and the daily operations of the subsidiary(ies) under the Capital Contribution Agreement dated 7 July 2020 as disclosed in the Announcement on Change in Use of Proceeds and as referred to in the section headed "Use of Proceeds" above. From the date of the Announcement on Change in Use of Proceeds to 30 September 2020, the Group has commenced the development of the initial public offer simulation subscription system and started the preparation work of developing the over-the-counter and grey market trading system.

## **FOREIGN EXCHANGE EXPOSURE**

The Group's income, direct cost, expenses, investment and borrowings are mainly denominated in HK\$ and RMB. Fluctuations of the exchange rates of RMB could affect the operating costs of the Group. The Group currently does not have a foreign currency hedging policy. However, the Directors will continue to monitor foreign exchange exposure and will take prudent measure to minimise the currency translation risk. The Group will consider hedging significant foreign currencies when the need arises.

## **CONTINGENT LIABILITIES**

As at 30 September 2020, the Group did not have any contingent liabilities (as at 30 September 2019: Nil).

## **CAPITAL COMMITMENT**

As at 30 September 2020, the Group did not have any significant capital commitment (as at 30 September 2019: Nil).

## **CHARGES ON ASSETS**

As at 30 September 2020, the Group did not have any material charges on assets (as at 30 September 2019: Nil).

## **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

During the Reporting Period, the Group did not have any material acquisition and disposal of subsidiaries, associates and joint ventures.

## **SIGNIFICANT INVESTMENTS, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS**

Save as disclosed in the implementation plan as disclosed in the Prospectus (as revised in the Company's Announcement on Change in Use of Proceeds) as well as the formation of a subsidiary as disclosed in the Company's announcements published on 7 July 2020 and 22 October 2020, as at 30 September 2020, the Group did not have any significant investments and did not have any other concrete plans for significant or material investments or capital assets during the Reporting Period and in the foreseeable future. Nonetheless, if any acquisition opportunity arises and is identified, the Group will conduct a feasibility study and consider whether it is beneficial to the Group and the Shareholders as a whole.

## **EMPLOYEES AND REMUNERATION POLICY**

As at 30 September 2020, the Group had 104 employees (as at 30 September 2019: 105). The Group continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training. The Group remunerates its employees mainly based on industry practices and individual performance and experience. On top of ordinary remuneration, discretionary bonus and share options may be granted to eligible employees by reference to the Group's performance as well as individual performance.

For the Reporting Period, total employee benefits expense (including Directors' emoluments) was approximately HK\$9,929,755 (for the Corresponding Period: approximately HK\$6,456,872).

The remuneration of the Directors are determined by the Board, under the recommendation from the Remuneration Committee of the Company, with reference to the background, qualifications, experience of such Directors, their respective duties and responsibilities within the Group and the prevailing market conditions.

## **OTHER INFORMATION**

### **DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY**

As at 30 September 2020, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its any associated corporation (within the meaning of Part XV of the SFO which were required 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 which they have taken or deemed to have under such provisions of the SFO); or as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO; or pursuant to the required standard of dealings set out in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

## Long position/short position in the Shares

| Name of Directors               | Nature of Interest                         | Number of Shares held/ interested in | Long position/ Short position | Approximate percentage of shareholding <sup>(1)</sup> |
|---------------------------------|--|--------------------------------------|-------------------------------|---|
| Mr. LIU Yong <sup>(2)(3)</sup>  | Interest of a controlled corporation       | 228,303,791                          | Long position                 | 45.66%  |
| Mr. LIAO Jicheng <sup>(3)</sup> | Interests held jointly with another person | 74,039,137                           | Long position                 | 14.81%  |
| Mr. WAN Yong <sup>(3)(4)</sup>  | Interest of a controlled corporation       | 52,650,053                           | Long position                 |   |
|                                 | Interests held jointly with another person | 74,039,137                           | Long position                 |   |
|                                 |  | <u>Total: 126,689,190</u>            | Long position                 | 25.34%  |
| Mr. LIN Hung Yuan               | Beneficial owner                           | 28,710,000                           | Long position                 | 5.74%   |

### Notes:

- (1) As at 30 September 2020, the total number of issued Shares was 500,000,000 Shares.
- (2) Mao Jia Holdings Limited (茂嘉控股有限公司) (“**Mao Jia**”) holds a total of 154,264,654 Shares. Mao Jia is wholly owned by Fortune Promise Global Limited (富望環球有限公司) (“**Fortune Promise**”), which is in turn wholly-owned by Mr. LIU Yong. Therefore, Mr. LIU Yong is deemed, or taken to be, interested in all the Shares held by Mao Jia for the purposes of the SFO.
- (3) Xin Cheng International Limited (鑫誠國際有限公司) (“**Xin Cheng**”), holds a total of 74,039,137 Shares. Xin Cheng is wholly-owned by Stand Tall International Limited (立高國際有限公司) (“**Stand Tall**”). Therefore, according to the SFO, Stand Tall is deemed or taken to be interested in the Shares held by Xin Cheng. The details of the Shares held by Stand Tall are set out in the section headed “Statutory and General Information – (E) Pre-IPO Equity Interest Incentive Scheme” in the Appendix IV to the Prospectus. According to Pre-IPO Equity Interest Incentive Scheme, all of the power to vote as shareholder of Xin Cheng (and/or Stand Tall) was delegated to the board of Xin Cheng (as at 30 September 2020, Mr. LIU Yong is the sole director of Xin Cheng), and Mr. LIU Yong, Mr. LIAO Jicheng and Mr. WAN Yong are all shareholders of Stand Tall. Therefore, Mr. LIU Yong, Mr. LIAO Jicheng and Mr. WAN Yong are deemed to be or are taken to be interested in all the Shares held by Xin Cheng.
- (4) The total number of Shares held by Joint Smart Global Limited (合智環球有限公司) (“**Joint Smart**”) was 52,650,053 Shares. Joint Smart is wholly-owned by Mass Victory Ventures Limited (眾勝創投有限公司) (“**Mass Victory**”), which is in turn owned as to 75% by Mr. WAN Yong. Therefore, Mr. WAN Yong is deemed, or taken to be, interested in all the Shares held by Joint Smart for the purposes of the SFO.

Save as disclosed above and so far as is known to the Directors, as at 30 September 2020, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required 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 which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or pursuant to the required standard of dealings set out in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2020 and so far as is known to the Directors, 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 required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

### Long position/short position in the Shares

| Names of shareholders   | Capacity/Nature of Interest          | Number of Shares held/interested in | Long position/Short position | Approximate percentage of shareholding <sup>(1)</sup> |
|---|--------------------------------------|-------------------------------------|------------------------------|---|
| Mao Jia Holdings Limited<br>(茂嘉控股有限公司) <sup>(2)</sup>         | Beneficial owner                     | 154,264,654                         | Long position                | 30.85%  |
| Fortune Promise Global Limited<br>(富望環球有限公司) <sup>(2)</sup>   | Interest of a controlled corporation | 154,264,654                         | Long position                | 30.85%  |
| Xin Cheng International Limited<br>(鑫誠國際有限公司) <sup>(3)</sup>  | Beneficial owner                     | 72,854,511                          | Long position                |   |
|   | Trustee                              | <u>1,184,626</u>                    | Long position                |   |
|   |                                      | <u>Total: 74,039,137</u>            | Long position                | 14.81%  |
| Stand Tall International Limited<br>(立高國際有限公司) <sup>(3)</sup> | Interest of a controlled corporation | 74,039,137                          | Long position                | 14.81%  |
| Joint Smart Global Limited<br>(合智環球有限公司) <sup>(4)</sup>       | Beneficial owner                     | 52,650,053                          | Long position                | 10.53%  |
| Mass Victory Ventures Limited<br>(眾勝創投有限公司) <sup>(4)</sup>    | Interest of a controlled corporation | 52,650,053                          | Long position                | 10.53%  |
| Ms. LIU Xiaoming <sup>(5)</sup>                               | Interest of spouse                   | 228,303,791                         | Long position                | 45.66%  |
| Ms. ZHANG Tian <sup>(6)</sup>                                 | Interest of spouse                   | 28,710,000                          | Long position                | 5.74%   |
| Ms. CHEN Zhaoxia <sup>(7)</sup>                               | Interest of spouse                   | 126,689,190                         | Long position                | 25.34%  |
| Ms. LU Ximeng <sup>(8)</sup>                                  | Interest of spouse                   | 74,039,137                          | Long position                | 14.81%  |
| First Shanghai Securities Limited <sup>(9)</sup>              | Trustee                              | 25,000,000                          | Long position                | 5.00%   |

*Notes:*

- (1) As at 30 September 2020, the total number of issued Shares was 500,000,000 Shares.
- (2) Mao Jia is wholly-owned by Fortune Promise. Therefore, Fortune Promise is deemed, or taken to be, interested in all the Shares held by Mao Jia for the purposes of the SFO.
- (3) Xin Cheng holds 72,854,511 and 1,184,626 Shares as beneficial owner and trustee respectively. The 1,184,626 Shares are held by Xin Cheng as trustee arising from or in relation to the employee share ownership scheme of Tele-Trend Konson (Hong Kong) Limited (捷利港信(香港)有限公司) which is an indirectly wholly-owned subsidiary of the Company. Xin Cheng is wholly-owned by Stand Tall. Therefore, Stand Tall is deemed, or taken to be, interested in all the Shares held by Xin Cheng for the purposes of the SFO. The detailed information in relation to the Shares held by Stand Tall is set out in the section headed “Statutory and General Information – (E) Pre-IPO Equity Interest Incentive Scheme” in Appendix IV to the Prospectus. According to Pre-IPO Equity Interest Incentive Scheme, all of the power to vote as shareholder of Xin Cheng (and/or Stand Tall) was delegated to the board of Xin Cheng.
- (4) Joint Smart is wholly-owned by Mass Victory. Therefore, Mass Victory is deemed, or taken to be, interested in all the Shares held by Joint Smart for the purposes of the SFO.
- (5) Ms. LIU Xiaoming is the spouse of Mr. LIU Yong. Therefore, Ms. LIU Xiaoming is deemed, or taken to be, interested in all the Shares held by Mr. LIU Yong for the purpose of the SFO.
- (6) Ms. ZHANG Tian is the spouse of Mr. LIN Hung Yuan. Therefore, Ms. ZHANG Tian is deemed, or taken to be, interested in all the Shares held by Mr. LIN Hung Yuan for the purpose of the SFO.
- (7) Ms. CHEN Zhaoxia is the spouse of Mr. WAN Yong. Therefore, Ms. CHEN Zhaoxia is deemed, or taken to be, interested in all the Shares held by Mr. WAN Yong for the purpose of the SFO.
- (8) Ms. LU Ximeng is the spouse of Mr. LIAO Jicheng. Therefore, Ms. LU Ximeng is deemed, or taken to be, interested in all the Shares held by Mr. LIAO Jicheng for the purpose of the SFO.
- (9) The 25,000,000 Shares are award shares held by First Shanghai Securities Limited in the capacity as trustee of a share award scheme adopted by the Company on 19 December 2018.

Save as disclosed above, as at 30 September 2020, the Directors were not aware of any interests or short positions owned by any other persons (other than the Directors or chief executive of the Company) 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 required to be kept by the Company pursuant to Section 336 of the SFO.

## **SHARE OPTION SCHEME**

The Company has conditionally adopted a share option scheme on 29 August 2018 (the “**Share Option Scheme**”). The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (fulltime and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners and services providers of the Group and to promote the success of the business of the Group. Details of the Share Option Scheme are set out in the section headed “Statutory and General Information – D. Share Option Scheme” in Appendix IV of the Prospectus. From the date of adoption of the Share Option Scheme to 30 September 2020, no share option was granted, exercised or cancelled and there is no outstanding share option pursuant to the Share Option Scheme.

## **PRE-IPO EQUITY INTEREST INCENTIVE SCHEME**

The Company adopted a pre-IPO equity interest incentive scheme on 16 July 2015 which was revised on 10 July 2017. The pre-IPO equity interest incentive scheme was established by Xin Cheng International Limited (鑫誠國際有限公司) to recognise and reward the contribution of certain eligible participants who have or may have made to the growth and development of the business of the Group. The principal terms of which are set out in the section headed “Statutory and General Information – E. Pre-IPO Equity Interest Incentive Scheme” in Appendix IV of the Prospectus.

## **SHARE AWARD SCHEME**

On 19 December 2018 (the “**Adoption Date**”), the Company adopted a share award scheme (the “**Share Award Scheme**”). The purpose of the Share Award Scheme is to provide incentives for the employees to continuously make substantial contributions to the Group’s long-term growth in the future and to attract and retain talented employees who may be beneficial to the growth and development of the Group.

For details of the Share Award Scheme, please refer to the announcements of the Company dated 19 December 2018, 21 January 2019, 1 February 2019, 28 February 2019, 7 March 2019, 12 March 2019, 14 March 2019, 28 March 2019, 9 April 2019, 4 July 2019 and 22 August 2019, respectively.

The Company shall comply with the relevant GEM Listing Rules when granting the award shares. As at 30 September 2020, the trustee of the Share Award Scheme had purchased a total of 25,000,000 shares of the Company from the secondary market at a total consideration of about HK\$12,445,379.

During the Reporting Period, no shares purchased under the Share Award Scheme have been awarded to any employee of the Company under the Share Award Scheme.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES**

During the Reporting Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities.

## **DIRECTORS’ SECURITIES TRANSACTIONS**

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all the Directors, all the Directors had confirmed that they had been in compliance with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company during the Reporting Period.

## **CORPORATE GOVERNANCE PRACTICE**

During the Reporting Period, the Company has complied with all the applicable code provisions of the Corporate Governance Code (the “**CG Code**”) contained in Appendix 15 to the GEM Listing Rules, except for the deviation from Code Provision A.2.1.

Code Provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. LIU Yong is the chairman and the chief executive officer of the Company and has been managing the Group’s business and its overall financial and strategic planning since April 2010. The Board believes that the vesting of the roles of chairman and chief executive officer in Mr. LIU Yong is beneficial to the business operations and management of the Group and will provide a strong and consistent leadership to the Group. In addition, due to the presence of three independent non-executive Directors which represents over one-third of the Board, the Board considers that there is a balance of power and authority such that no one individual has unfettered power of decision. Accordingly, the Company has not segregated the roles of its chairman and chief executive officer as required by Code Provision A.2.1 of the CG Code.

## **COMPETING BUSINESS**

During the Reporting Period, none of the Directors, controlling shareholders or substantial shareholders of the Company, nor any of their respective close associates (as defined under the GEM Listing Rules) had engaged in any business that competes or may compete, directly or indirectly, with the business of the Group or had any other conflicts of interest with the Group nor were they aware of any other conflicts of interest which any such person has or may have with the Group.

## **DEED OF NON-COMPETITION**

The deed of non-competition (the “**Deed of Non-Competition**”) dated 29 August 2018 was entered into by Mr. LIU Yong, Fortune Promise, Mao Jia, Stand Tall and Xin Cheng in favour of the Company (for the Company and as trustee for and on behalf of the subsidiaries of the Company) in regard to non-competition undertakings. The details of the Deed of Non-Competition have been disclosed in the Prospectus under the section headed “Relationship with Controlling Shareholders – Non-Competition Undertakings”.

During the Reporting Period, the Company had not received any information in writing from any of the controlling shareholders of the Company, being Mr. LIU Yong, Fortune Promise, Mao Jia, Stand Tall and Xin Cheng (each a “**Controlling Shareholder**” and collectively the “**Controlling Shareholders**”) in respect of any new business opportunity which competed or might compete with the existing and future business of the Group which were offered to or came to be the knowledge of the Controlling Shareholders or their associates (other than any member of the Group), and the Company has received a written confirmation from each Controlling Shareholder in respect of him/it and his/its associates in compliance with the Deed of Non-Competition during the Reporting Period and up to the date of this announcement.

As at the date of this announcement, the Company is not aware of any other matters regarding the compliance of the undertakings in the Deed of Non-Competition and there has not been any changes in terms of the Deed of Non-Competition since the Listing of the Company.

## **INTEREST OF THE COMPLIANCE ADVISER**

Neither the Group's compliance adviser, Innovax Capital Limited, nor any of its directors, employees or close associates had any interests in the securities of the Company or any member of the Group (including options or rights to subscribe for such securities), which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rule.

## **CHANGES IN DIRECTORS**

During the Reporting Period, there was no change in Directors.

## **SIGNIFICANT EVENTS AFTER REPORTING PERIOD**

The Directors confirmed that no significant event that affected the Group has occurred after 30 September 2020 and up to the date of this announcement.

## **REVIEW BY AUDIT COMMITTEE**

The audit committee of the Company (the “**Audit Committee**”) was established on 29 August 2018 with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and Code Provision C.3 of the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process, risk management and internal control systems, nominate and monitor external auditors and to provide advice and comments to the Board on matters related to corporate governance. The Audit Committee currently comprises three independent non-executive Directors, namely Dr. LOKE Yu, Ms. JIAO Jie and Mr. MAN Kong Yui. Dr. LOKE Yu is the chairman of the Audit Committee. The Audit Committee has reviewed the unaudited consolidated financial statements of the Group for the six months ended 30 September 2020 and was of the view that such statements have been prepared in compliance with the applicable accounting standards, the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

By order of the Board  
**TradeGo FinTech Limited**  
**LIU Yong**  
*Chairman and Executive Director*

Shenzhen, People's Republic of China, 9 November 2020

*As at the date of this announcement, the Board comprises Mr. LIU Yong, Mr. WAN Yong and Mr. LIAO Jicheng as executive Directors; Mr. LIN Hung Yuan as non-executive Director; and Ms. JIAO Jie, Mr. MAN Kong Yui and Dr. LOKE Yu as independent non-executive Directors.*

*This announcement will remain on the “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of seven days from the date of its publication and on the website of the Company at [www.tradego8.com](http://www.tradego8.com).*