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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)

THIRD QUARTERLY RESULTS ANNOUNCEMENT FOR THE NINE MONTHS ENDED 31 DECEMBER 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 of the Stock Exchange (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

- The Group recorded an unaudited revenue of approximately HK\$47.58 million for the nine months ended 31 December 2020 (the “**Reporting Period**”) compared with that of approximately HK\$36.42 million for the nine months ended 31 December 2019 (the “**Corresponding Period**”), representing an increase of approximately 30.6%.
- The net profit of the Group for the Reporting Period was approximately HK\$14.16 million, representing an increase of 50.4% from approximately HK\$9.41 million for the Corresponding Period.
- The number of registered users of our open securities trading platform software “TradeGo Pro” increased by approximately 94,862 or approximately 69.3% to approximately 231,843 as at 31 December 2020 (approximately 136,981 as at 31 December 2019).
- The basic earnings per share attributable to owners of the Company for the Reporting Period was HK cent 2.98 (for the Corresponding Period: approximately HK cent 1.98).
- The board of Directors (the “**Board**”) does not declare the payment of any dividend for the Reporting Period (for the Corresponding Period: Nil).

The Board is pleased to announce the unaudited consolidated results of the Group for the three months and nine months ended 31 December 2020, together with the unaudited comparative figures for the corresponding period in 2019:

UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the three months and nine months ended 31 December 2020

(Expressed in Hong Kong dollars)

	Note	Three months ended 31 December		Nine months ended 31 December	
		2020	2019	2020	2019
Revenue	3	17,680,320	14,543,772	47,576,751	36,415,654
Direct costs		(2,928,975)	(2,466,154)	(8,919,519)	(7,986,669)
Other gains, net		344,457	282,243	1,880,274	2,847,725
Staff costs		(5,255,068)	(5,904,380)	(15,184,823)	(12,361,252)
Depreciation and amortisation		(1,751,817)	(1,664,006)	(5,856,720)	(3,850,304)
Finance costs		(33,366)	–	(109,776)	–
Selling, general and administrative expenses		(1,420,588)	(1,140,472)	(4,363,331)	(5,527,846)
Profit before taxation		6,634,963	3,651,003	15,022,856	9,537,308
Income tax	4	(202,036)	(36,888)	(866,242)	(125,686)
Profit for the period		6,432,927	3,614,115	14,156,614	9,411,622
Other comprehensive income (expense), net of nil tax:					
<i>Item that may be reclassified subsequently to profit or loss:</i>					
– Exchange differences on translation of financial statements of PRC subsidiaries		2,082,290	164,799	3,611,996	(882,893)
Total comprehensive income for the period		8,515,217	3,778,914	17,768,610	8,529,729
Earnings per share	5				
Basic and diluted (HK cent)		1.35	0.76	2.98	1.98

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the nine months ended 31 December 2020 (Expressed in Hong Kong dollars)

	Attributable to equity shareholders of the Company								Total HK\$
	Share capital HK\$	Share Premium HK\$	SAS reserve HK\$	Employee share-based compensation reserve HK\$	Translation reserve HK\$	Merger reserves HK\$	Other reserve HK\$	Accumulated losses HK\$	
As at 31 March 2019 (Audited)	4,781,840	62,987,553	(12,227,219)	11,854,661	1,929,586	1,147,798	8,180,682	(30,719,643)	47,935,258
Changes in equity for the nine months ended 31 December 2019:									
Profit for the period	-	-	-	-	-	-	-	9,411,622	9,411,622
Other comprehensive income	-	-	-	-	(882,893)	-	-	-	(882,893)
Total comprehensive income	-	-	-	-	(882,893)	-	-	9,411,622	8,528,729
Purchase of the Company's shares for Share Award Scheme	(31,840)	-	(1,860,201)	-	-	-	-	-	(1,892,041)
Equity-settled share-based transactions	-	-	-	3,000,000	-	-	-	-	3,000,000
Balance as at 31 December 2019 (Unaudited)	4,750,000	62,987,553	(14,087,420)	14,854,661	1,046,693	1,147,798	8,180,682	(21,308,021)	57,571,946
Changes in equity for the three months ended 31 March 2020:									
Profit for the period	-	-	-	-	-	-	-	3,613,483	3,613,483
Other comprehensive income	-	-	-	-	(538,854)	-	-	-	(538,854)
Total comprehensive income	-	-	-	-	(538,854)	-	-	3,613,483	3,074,629
Equity-settled share-based transactions	-	-	-	(2,652,403)	-	-	-	-	(2,652,403)
	-	-	-	(2,652,403)	(538,854)	-	-	3,613,483	422,226
At 31 March 2020 (Audited)	4,750,000	62,987,553	(14,087,420)	12,202,258	507,839	1,147,798	8,180,682	(17,694,538)	57,994,172
Profit for the period	-	-	-	-	-	-	-	7,723,687	7,723,687
Other comprehensive income	-	-	-	-	1,529,706	-	-	-	1,529,706
Total comprehensive income	-	-	-	-	1,529,706	-	-	7,723,687	9,253,393
Balance as at 30 September 2020 (Unaudited)	4,750,000	62,987,553	(14,087,420)	12,202,258	2,037,545	1,147,798	8,180,682	(9,970,851)	67,247,565
Changes in equity for the three months ended 31 December 2020:									
Profit for the period	-	-	-	-	-	-	-	6,432,927	6,432,927
Other comprehensive income	-	-	-	-	2,082,290	-	-	-	2,082,290
Total comprehensive income	-	-	-	-	2,082,290	-	-	6,432,927	8,515,217
At 31 December 2020 (Unaudited)	4,750,000	62,987,553	(14,087,420)	12,202,258	4,119,835	1,147,798	8,180,682	(3,537,924)	75,762,782

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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 (the “**Shares**”) have been listed on GEM of the Stock Exchange since 28 September 2018 (the “**Listing**”). The address of the Company’s registered office is Windward 3, Regatta Office Park, PO 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 provider serving primarily Hong Kong brokerage firms and their clients. The Group’s Hong Kong brokerage firms 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 financial information of the Group for the Reporting Period set out in this announcement is presented in Hong Kong dollars (“**HK\$**”), which is the same as the functional currency of the Group.

2 BASIS OF PREPARATION

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 Statements 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 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.

Revenue

The amount of each significant category of revenue recognised for the three and nine months ended 31 December 2020 and 2019 is as follows:

	Three months ended 31 December		Nine months ended 31 December	
	2020	2019	2020	2019
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	\$'000	\$'000	\$'000	\$'000
– Front office trading system services	5,958	7,246	17,418	18,050
– Market data services	3,555	3,259	10,914	10,148
– Hosting and clouding infrastructure services	1,121	1,082	3,439	3,217
– Online account opening appointment services	1,720	678	4,711	1,553
– TradeGo Pro	4,575	249	8,666	996
– Other value-added services	751	2,031	2,429	2,452
	<u>17,680</u>	<u>14,544</u>	<u>47,577</u>	<u>36,416</u>

4 INCOME TAX

	Three months ended 31 December		Nine months ended 31 December	
	2020	2019	2020	2019
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	\$'000	\$'000	\$'000	\$'000
Current tax – Hong Kong Profits Tax	288	(16)	846	(35)
Current tax – The PRC CIT	(85)	53	21	161
	<u>203</u>	<u>37</u>	<u>867</u>	<u>126</u>

5 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\$14,156,614 (for the Corresponding Period: HK\$9,411,622) and the weighted average of 475,000,000 ordinary shares (2019: 475,355,564 shares) for the Reporting Period.

(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.

6 DIVIDENDS

No dividend has been paid or declared by the Company during each of the nine months ended 31 December 2019 and 2020.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Group was one of the leading integrated securities trading platform service providers serving primarily Hong Kong brokerage firms^{Note 1} and their clients. The Group's Hong Kong brokerage firm customers are all Category B^{Note 2} and Category C^{Note 3} Exchange Participants^{Note 4}. 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. More and more individual users are using our TradeGo Pro.

BUSINESS REVIEW

During the Reporting Period, the total revenue of the Group increased by approximately HK\$11,161,097 or 30.6% to approximately HK\$47,576,751 (for the Corresponding Period: approximately HK\$36,415,654). During the Reporting Period, the Group signed the new front office trading system services contracts with seven Hong Kong brokerage firms and fourteen 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 42 Hong Kong brokerages firms are using our online account opening appointment system, resulting in a revenue increase of 203% to HK\$4.71 million (approximately HK\$1.55 million for the Corresponding Period) from our online account opening appointment services. The number of registered users of our open securities trading platform software "TradeGo Pro" increased by 94,862 or approximately 69.3% to 231,843 as at 31 December 2020 (136,981 as at 31 December 2019). With the increase in the number of users, more brokerage firms or institutions are willing to put advertisements or cooperate in marketing on the "TradeGo Pro", the revenue of TradeGo Pro increased by 770% to HK\$8.66 million during the Reporting Period (approximately HK\$1.00 million for the Corresponding Period).

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.

FINANCIAL REVIEW

Revenue and Direct costs

Revenue of the Group for the Reporting Period was HK\$47,576,751 (for the Corresponding Period: HK\$36,415,654), representing an increase of HK\$11,161,097 or 30.6% 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 HK\$8,919,519 (for the Corresponding Period: HK\$7,986,669), representing an increase of HK\$932,850 or 11.7% 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\$1,880,274 (for the Corresponding Period: HK\$2,847,725), representing a decrease of HK\$967,451 or 34.0% 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 HK\$15,184,823 (for the Corresponding Period: HK\$12,361,252), representing an increase of HK\$2,823,571 or 22.8% as compared with that of the Corresponding Period. Such increase was due to the decrease in capitalization of new R&D projects.

Depreciation and amortisation

The Group's depreciation and amortisation expenses for the Reporting Period amounted to HK\$5,856,720 (for the Corresponding Period: HK\$3,850,304), representing an increase of HK\$2,006,416 or 52.1% 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 HK\$4,363,331 (for the Corresponding Period: HK\$5,527,846), representing a decrease of HK\$1,164,515 or 21.1% as compared with that of the Corresponding Period. The decrease was due to the decrease in travelling expenses, advertising fees and other administrative expenses.

Profit for the Reporting Period

During the Reporting Period, the Group recorded a profit of HK\$14,156,614 (for the Corresponding Period: HK\$9,411,622), representing an increase of HK\$4,744,992 or 50.4% as compared with that of the Corresponding Period, primarily attributable to the increase in revenue from TradeGo Pro and online account opening appointment services and decrease in general and administrative expenses as explained above.

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

Against the backdrop of the warmer performance of the Hong Kong securities market and the increasing activity of initial public offerings (“**IPO**”) market, we believe that more and more users will choose to open Hong Kong securities accounts online through the Internet. Up to now, a total of 42 Hong Kong brokerages firms are using our online account opening appointment system, based on the Group’s continued growth in the number of brokerage firms, we expect more brokerage firms to adopt our online account opening appointment system.

With more and more companies listing in or returning to the Hong Kong’s Stock Exchange from other markets, including some famous companies, the IPO market in Hong Kong has become increasingly active, attracting more and more individuals and institutional investors to participate in the Hong Kong stock market. Our independent operation of the Hong Kong stock market basic data is comprehensive and up-to-date, relying on our comprehensive and unique data in the IPO market advantage, we enhance the operation of the TradeGo Pro, so that more IPO market participants know and use our TradeGo Pro. 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.

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”. During 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. For details, please refer to the announcements of the Company dated 7 July 2020 and 22 October 2020, respectively.

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. Set forth below are details of the use of proceeds up to 31 December 2020:

Intended use of the net proceeds	Amount of net proceeds allocated at the Listing HK\$ million	Actual amount utilized from the date of Listing up to 10 August 2020 HK\$ million	Reallocation in use of unutilized net proceeds on 10 August 2020 HK\$ million	Amount of unutilized net proceeds after reallocation HK\$ million	Actual amount utilized up to 31 December 2020 HK\$ million	Unutilized net proceeds up to 31 December 2020 HK\$ million	Expected timeline for full utilization of the unutilized net proceeds (Note 1)
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	5.3	5.4	End of September 2021
Expand the hardware infrastructure capacities and software portfolio	2.3	1.3	+2.3	3.3	2.1	2.5	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	1.3	4.3	End of September 2021
Applying licences and the daily operations of the subsidiary(ies) under the Capital Contribution Agreement (Note 2)	–	–	+3.0	3.0	–	3.0	End of September 2021
General working capital	1.8	1.8	–	–	1.8	–	N/A
	41.5	15.9	–	25.6	19.6	21.9	

Notes:

- 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.
- Tele-Trend Konson, an indirect wholly-owned subsidiary of the Company, 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.

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

As at 31 December 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 ⁽¹⁾
Mr. LIU Yong ⁽²⁾⁽³⁾	Interest of a controlled corporation	228,303,791	Long position	45.66%
Mr. LIAO Jicheng ⁽³⁾	Interests held jointly with another person	74,039,137	Long position	14.81%
Mr. WAN Yong ⁽³⁾⁽⁴⁾	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:

- As at 31 December 2020, the total number of issued Shares was 500,000,000 Shares.
- 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.
- 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 of the Company dated 17 September 2018 (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 31 December 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.
- 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 31 December 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 31 December 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⁽¹⁾
Mao Jia Holdings Limited (茂嘉控股有限公司) ⁽²⁾	Beneficial owner	154,264,654	Long position	30.85%
Fortune Promise Global Limited (富望環球有限公司) ⁽²⁾	Interest of a controlled corporation	154,264,654	Long position	30.85%
Xin Cheng International Limited (鑫誠國際有限公司) ⁽³⁾	Beneficial owner	72,854,511	Long position	
	Trustee	1,184,626	Long position	
		Total: 74,039,137	Long position	14.81%
Stand Tall International Limited (立高國際有限公司) ⁽³⁾	Interest of a controlled corporation	74,039,137	Long position	14.81%
Joint Smart Global Limited (合智環球有限公司) ⁽⁴⁾	Beneficial owner	52,650,053	Long position	10.53%
Mass Victory Ventures Limited (眾勝創投有限公司) ⁽⁴⁾	Interest of a controlled corporation	52,650,053	Long position	10.53%
Ms. LIU Xiaoming ⁽⁵⁾	Interest of spouse	228,303,791	Long position	45.66%
Ms. ZHANG Tian ⁽⁶⁾	Interest of spouse	28,710,000	Long position	5.74%
Ms. CHEN Zhaoxia ⁽⁷⁾	Interest of spouse	126,689,190	Long position	25.34%
Ms. LU Ximeng ⁽⁸⁾	Interest of spouse	74,039,137	Long position	14.81%
First Shanghai Securities Limited ⁽⁹⁾	Trustee	25,000,000	Long position	5.00%

Notes:

- (1) As at 31 December 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 2019.

Save as disclosed above, as at 31 December 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 such share option scheme to 31 December 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 31 December 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.

FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

The Group did not hold any financial instruments which need to be measured by the fair value as at 31 December 2020.

CAPITAL COMMITMENTS OUTSTANDING

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

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.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of of the Directors, the Directors confirm that the Company complies with the minimum of public float of 25%.

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 Global Limited (富望環球有限公司), Mao Jia Holdings Limited (茂嘉控股有限公司), Stand Tall International Limited (立高國際有限公司) and Xin Cheng International Limited (鑫誠國際有限公司) 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, Mr. LIU Yong, Fortune Promise Global Limited (富望環球有限公司), Mao Jia Holdings Limited (茂嘉控股有限公司), Stand Tall International Limited (立高國際有限公司) and Xin Cheng International Limited (鑫誠國際有限公司), (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 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.

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 THE REPORTING PERIOD

The Directors confirmed that no significant event that affected the Group has occurred after 31 December 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 three months and the nine months ended 31 December 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, 3 February 2021

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 for a minimum period of seven days from the date of its publication and on the website of the Company at www.tradego8.com.