

# 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 Report  
2018





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## 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 report, 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 report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

# CORPORATE INFORMATION

## DIRECTORS

### Executive Directors:

Mr. LIU Yong (*Chairman of the board of Directors and Chief Executive Officer*)

Mr. WAN Yong

Mr. LIAO Jicheng

### Non-executive Director:

Mr. LIN Hung Yuan

### Independent Non-executive Directors:

Ms. JIAO Jie

Mr. MAN Kong Yui

Dr. LOKE Yu (also known as LOKE Hoi Lam and Jimmy Hoi Lam LOKE)

## AUDIT COMMITTEE

Dr. LOKE Yu (*Chairman*)

Ms. JIAO Jie

Mr. MAN Kong Yui

## REMUNERATION COMMITTEE

Mr. MAN Kong Yui (*Chairman*)

Mr. LIU Yong

Ms. JIAO Jie

## NOMINATION COMMITTEE

Mr. LIU Yong (*Chairman*)

Ms. JIAO Jie

Mr. MAN Kong Yui

## COMPANY SECRETARY

Ms. CHEN Chun

## AUTHORISED REPRESENTATIVES

Mr. LIU Yong

Ms. CHEN Chun

## COMPLIANCE OFFICER

Mr. WAN Yong

## AUDITOR

KPMG

## STOCK CODE

8017

## REGISTERED OFFICE IN THE CAYMAN ISLANDS

Estera Trust (Cayman) Limited  
PO Box 1350  
Clifton House, 75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

## PRINCIPAL PLACE OF BUSINESS IN THE PRC

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Yuehai Street Technology Park  
Nanshan District, Shenzhen  
the PRC

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Office No. 10, 16th Floor  
Hong Kong Plaza  
188 Connaught Road West  
Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Estera Trust (Cayman) Limited  
PO Box 1350  
Clifton House, 75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

## BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## COMPLIANCE ADVISER

Essence Corporate Finance (Hong Kong) Limited  
39/F., One Exchange Square  
Central, Hong Kong

## LEGAL ADVISER TO THE COMPANY AS TO HONG KONG LAWS

Loong & Yeung

## PRINCIPAL BANKER

Bank of China (Hong Kong) Limited  
Bank of China Tower  
1 Garden Road  
Hong Kong

## COMPANY'S WEBSITE

[www.tradego8.com](http://www.tradego8.com)

# CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the "**Board**") of Directors of TradeGo FinTech Limited, I am pleased to present the Group's unaudited interim results for the six-month period ended 30 September 2018 (the "**Period**").

The Group is one of the leading integrated securities trading platform service providers serving primarily Hong Kong Brokerage Firms<sup>Note 1</sup> and their clients. Its 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>. It has built a reputable customer base. According to the Frost & Sullivan Report, 30 out of 50, or 60.0% of the PRC Background Brokerage Firms in Hong Kong subscribed the Group's securities trading platform services as at 31 March 2018, which accounted for 34.9% of its total 86 institutional customers at that time. During the Period, there are six new institutional customers signed the front office trading system service contract with the Group. An increasing number of users has been accessing our services through TradeGo Pro, our open securities trading platform software (the "**TradeGo Pro**"). The number of registered users of TradeGo Pro reached approximately 105,000 as at 30 September 2018, representing an increase of 22.1% from approximately 86,000 as at 30 September 2017. Going forward Directors believe TradeGo Pro will become an increasingly important source of revenue and a key growth driver to the Group.

For the six months ended 30 September 2018, the Group's revenue reached HK\$24.4 million, representing an increase of 17.6% from HK\$20.7 million for the same period in 2017. During the Period, the direct cost grew steadily by 5.2% to approximately HK\$5.7 million. The Group recorded net loss attributable to owners of the Company of approximately HK\$10.4 million for the Period, mainly because listing expenses increased HK\$8.5 million and staff costs increased HK\$5.4 million. The Board does not declare payment of interim dividend for the Period.

The Group adheres to a "customer-oriented" service principle and aims for "user-friendly" development. It pays attention to and timely seizes the new opportunities in the integrated securities trading service market, and is also active in expanding service offerings and customer base, improving brand reputation, implementing new technology in Fintech industry, obtaining more market data vendor licences and spending more sales and marketing efforts.

The management is very optimistic of the future of the Group and we believe strongly that more innovative services of the Group will be accepted by the market with the steady growth of the number of customers and end-users. Following the successful listing of the Company on GEM (the "**Listing**") on 28 September 2018 (the "**Listing Date**") as a milestone of the Group, we have certainly started a new chapter of the Group's development. On behalf of the Board, I would like to express my gratitude to all shareholders, customers and business partners for their unrelenting trust and support, and also our management team and staff for their valuable contribution to the Group. We are committed to delivering satisfactory results to you going forward.

## LIU Yong

Chairman, Chief Executive Officer and Executive Director  
Hong Kong, 8 November 2018

*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 rules of the Stock Exchange, or whose name is entered in a register kept by the Stock Exchange as a person or institution which, may trade through the Stock Exchange.

# HIGHLIGHTS

- The Group recorded an unaudited revenue of approximately HK\$24.4 million for the six months ended 30 September 2018 compared with that of approximately HK\$20.7 million for the six months ended 30 September 2017, representing an increase of approximately 17.6%.
- Excluding the one-off listing expenses for both periods, the profit of the Group for the Period of 2018 was approximately HK\$1.1 million. The profit of the Group for the Period of 2017 was approximately HK\$5.8 million.
- The basic loss per share attributable to owners of the Company for the six months ended 30 September 2018 was HK cent 2.76 (for the six months ended 30 September 2017: the basic earning per share attributable to owners of the Company of approximately HK cent 0.54).
- The Board does not declare the payment of any interim dividend for the six months ended 30 September 2018 (six months ended 30 September 2017: Nil).

# MANAGEMENT'S DISCUSSION AND ANALYSIS

During the Period, the Group was one of the leading integrated securities trading platform service providers 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. Leveraging the proprietary software the Group has developed, modified and enhanced over the course of 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 Period, the integrated securities trading platform service which consists of (1) front office trading system services; (2) market data services; and (3) value-added services, was the major source of income of the Group. The revenue of the Group increased by approximately HK\$3,649,000 or 17.6% to approximately HK\$24,386,000 (for the six months ended 30 September 2017: approximately HK\$20,737,000). During the Period, the Group signed the new front office trading system services contracts with 6 Hong Kong Brokerage Firms. The number of registered users of our open securities trading platform software TradeGo Pro increased by approximately 19,000 or 22.1% to approximately 105,000 (approximately 86,000 as at 30 September 2017).

During the Period, the Group has continuously enhanced its integrated securities trading platform services to keep pace with regulatory and new industry requirements. For example, to mitigate hacker attack risks associated with internet trading, the Securities and Futures Commission requires financial institutions to implement a two-factor authentication for login to their clients' internet trading accounts and notify their clients promptly after certain activities have taken place in their internet trading accounts. In this connection, the Group has launched a service that sends a one-time password via short message service (SMS) to its clients and provided software code solutions, as well as upgraded its system in the aspect of message notification to the end users. The implementation of such two-factor authentication by the Group has enhanced the confidence of its clients in dealing with cybersecurity threats.

In addition to system development and innovation, the Group will continue to keep up with market trends and update itself on the industry requirements. The Group will explore new business opportunities and expand revenue flow from existing and potential clients of the Group.

## FINANCIAL REVIEW

### Revenue and Direct Cost

Revenue of the Group for the Period was approximately HK\$24,386,000 (for the six months ended 30 September 2017: approximately HK\$20,737,000), representing an increase of approximately HK\$3,649,000 or 17.6% as compared with that of the corresponding period in 2017. Such increase in revenue of the Group during the Period was primarily attributable to the increase in revenue from front office trading system services and value-added services. During the Period, the Group developed a global futures trading platform for an institutional customer. Direct cost of the Group for the Period was approximately HK\$5,731,000 (for the six months ended 30 September 2017: approximately HK\$5,448,000), representing an increase of approximately HK\$283,000 or 5.2% as compared with that of the corresponding period of 2017. The increase in direct cost was in line with the increase in revenue offset by additional cost savings.

## Management's Discussion and Analysis

### Staff Costs

The Group's staff costs for the Period amounted to approximately HK\$11,345,000 (for the six months ended 30 September 2017: approximately HK\$5,968,000). The increase was due to no research and development (the "R&D") project capitalised during the Period.

### Depreciation and Amortisation

The Group's depreciation and amortisation expenses for the Period amounted to approximately HK\$1,671,000 (for the six months ended 30 September 2017: approximately HK\$1,167,000). The increase was due to the increase in amortisation of developed R&D projects.

### Selling, General and Administrative Expenses

The Group's selling, general and administrative expenses for the Period amounted to approximately HK\$2,996,000 (for the six months ended 30 September 2017: approximately HK\$1,476,000). The increase was due to the increase in professional fees and other administrative expenses.

### Finance Costs

The Group's finance costs for the Period amounted to approximately HK\$102,000 (for the six months ended 30 September 2017: nil). The increase was due to the interest of the other borrowings during the Period.

### Loss for the Period

During the Period, the Group recorded a net loss after tax of approximately HK\$10,374,000 (for the six months ended 30 September 2017: earnings of approximately HK\$2,024,000). Such change in the Group's financial performance was primarily attributable to the increase in the above-said listing expenses and staff costs.

## LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2018, the Group held bank and cash balance of approximately HK\$79,812,000 (as at 31 March 2018: approximately HK\$7,960,000) and HK\$60,000 (as at 31 March 2018: approximately HK\$127,000) respectively. Net current assets amounted to approximately HK\$60,344,000 (as at 31 March 2018: approximately HK\$4,423,000). Approximately 93.9% of the Group's cash and cash equivalents were denominated in Hong Kong dollars, and the remaining was denominated in RMB and United States dollar. Current ratio (defined as total current assets divided by total current liabilities) was approximately 3.2 times (as at 31 March 2018: approximately 1.2 times). As at 30 September 2018, the Group had other borrowing of HK\$5,000,000 (as at 31 March 2018: Nil). As at 30 September 2018, the Group's gearing ratio was 6.9% (defined as total borrowing divided by total equity plus total borrowing) (as at 31 March 2018: not applicable, as the borrowing of the Group was nil).

### Capital Structure

The shares of the Company (the "Share") were successfully listed on GEM 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 2018, 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. As at 30 September 2018, the Group had other borrowing of HK\$5,000,000 (as at 31 March 2018: Nil). For the details of movement during the Period, please refer to the note 11 of unaudited interim financial statement.



## Management's Discussion and Analysis

### **BUSINESS OBJECTIVES, FUTURE STRATEGIES AND PROSPECTS**

The Group's objectives are to enhance and promote its integrated securities trading platform services and further expand its customer base by improving its existing service offerings and developing new service offerings, obtaining more market data vendor licences, spending more sales and marketing efforts and establishing a marketing centre in Hong Kong, with an aim to consolidate and further promote the Group's market position.

Besides, with the Listing, the Group's profile has been enhanced further and the financial position will be strengthened as well, which will enable the Group to implement its business plans and achieve its business objectives set forth in the prospectus of the Company dated 17 September 2018 (the "**Prospectus**"). The Hong Kong government has pledged full support to the local fintech (financial technology) start-ups, and encouraged investments in the industry in order to develop a more vibrant innovation and technology ecosystem in Hong Kong. Benefitting from such benign economic conditions, the Group foresees a prospering advantage of information technology to the provision of financial services. Given the market shows its keen interest in innovative trading solutions, the Group will thus strive to further strengthen its business in the provision of integrated securities trading platform services. The Group will continue to run its core business. By being financially prepared to enhance TradeGo system, the Group hopes to attract more customers with an enhanced system to seize opportunities for business expansion and create higher returns.

During the Period, the Group has been engaged by Evergrande Securities (Hong Kong) Limited to develop a custom-made solution on the management of employee equity interest incentives which was completed and officially launched in November 2018. Such system consists of the company management platform and the employee platform. The company management platform includes the functions of incentive scheme management, employee information management, reporting management and process management. Through the employee platform, an employee can enquire his own equity interest incentive information and exercise his own share options online. Since the launch of the custom-made "Employee Equity Interest Incentive Management System", the Group received positive market response and believe there will be business prospects from other Hong Kong Brokerage Firms and listed companies. Therefore, the Group intended to develop it into a standardised solution for offering to its institutional customers in the near future.

The Group believes that the diversification of its business segments can maintain a healthy financial profile and promote a sustainable growth of the Group. In the future, the Group will actively seize cooperation and acquisition opportunities with more business partners in various fields to expand its business scales and bring sustainable returns to the shareholders of the Company (the "**Shareholders**"). The Group will continue to strive for excellence in its products and services, in order to maintain its international competitiveness and enhance growth potential in the fintech industry. Having considered the stable market environment and continuous growth on the demand, the Group's competitive strengths and its strategic business plans, the Directors believe that the Group is at the optimum time of growth. The Directors are confident that there would be great market potential for the Group. Therefore, the Group will continue to carry out the implementation plans set forth in the Prospectus and assess new business opportunities prudently, so as to create maximum return to the Shareholders and to facilitate the long-term growth of the business of the Group.

### **COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS**

As the period from the Listing Date to 30 September 2018 was relatively short, therefore, as at 30 September 2018, the Group was in its preliminary stage of implementing its business objectives and strategies disclosed in the Prospectus. The Group will strive to achieve the business objectives by the implementation plan as stated in the Prospectus during the year ending 31 March 2019, 2020 and 2021.

## Management's Discussion and Analysis

**USE OF PROCEEDS**

The net proceeds from the Listing were approximately HK\$44.7 million (after deducting the underwriting fees and the listing expenses) (as there are still some listing expenses not confirmed with the other parties yet, the net proceeds number is not the final amount) as compared to the estimated net proceeds of approximately HK\$47.1 million stated in the announcement dated 27 September 2018. There were shortage of HK\$2.4 million mainly due to additional listing expenses. The Company has not utilized the proceeds till 30 September 2018, the unused proceeds were placed with a bank in Hong Kong. The Directors intend to utilize the proceeds in accordance with the plan set out in the Prospectus, and the utilization amount of net proceeds is set out as below:

	Approximate percentage of total amount	Net proceeds HK\$ million	Utilized amount up to 30 September 2018 HK\$ million	Unutilized amount up to 30 September 2018 HK\$ million
Developing innovative product offerings and enhance research and development capabilities	14.7%	6.6	–	6.6
Apply for additional market data vendor licences and conduct further marketing activities	12.9%	5.8	–	5.8
Expand the hardware infrastructure capacities and software portfolio	5.7%	2.5	–	2.5
Recruit non-R&D staff and conduct staff trainings	7.2%	3.2	–	3.2
Establish an R&D centre in the PRC	37.5%	16.8	–	16.8
Establish a marketing centre in Hong Kong	17.7%	7.9	–	7.9
General working capital	4.3%	1.9	–	1.9
	100%	44.7	–	44.7

**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 2018, the Group did not have any contingent liabilities (as at 31 March 2018: Nil).

**CAPITAL COMMITMENT**

As at 30 September 2018, the Group did not have any significant capital commitment (as at 31 March 2018: Nil).

**CHARGES ON ASSETS**

As at 30 September 2018, the Group did not have any material charges on assets (as at 31 March 2018: Nil).

## Management's Discussion and Analysis

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

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

### **SIGNIFICANT INVESTMENT**

Save as disclosed in the implementation plan-stated in the Prospectus, the Group did not have any other concrete plans for significant investments or capital assets during the Period and in the coming future. Nonetheless, if any acquisition opportunity arises and is identified, the Group will conduct a feasibility study and prepare implementation plans to consider whether it is beneficial to the Group and its shareholders as a whole.

### **SHARE OPTION SCHEME**

The Company has conditionally adopted a share option scheme on 29 August 2018. The purpose of the share option scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time 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 30 September 2018, no share option was granted, exercised or cancelled and there is no outstanding share option as at 30 September 2018.

### **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.

### **DIVIDENDS**

The Board does not declare the payment of any interim dividend for the Period (six months ended 30 September 2017: Nil).

### **EMPLOYEES AND REMUNERATION POLICY**

As at 30 September 2018, the Group had 112 employees (as at 31 March 2018: 106). 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 Period, total employee benefits expense (including Directors' emoluments) was approximately HK\$11,345,000 (for the six months ended 30 September 2017: approximately HK\$5,968,000).

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 2018, 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	Capacity/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	
		<b>Total: 126,689,190</b>	Long position	25.34%
Mr. LIN Hung Yuan <sup>(5)</sup>	Interest of a controlled corporation	56,250,000	Long position	11.25%

#### Notes:

- As at 30 September 2018, the total number of issued Shares of the Company 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. 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 (on 30 September 2018, 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.
- VMI Mega Growth Fund SPC – VMI Mega Equity Investment Fund SP ("VMI") holds a total of 56,250,000 Shares. VMI is wholly-owned by VMI Capital Group Limited ("VMI Capital"), which in turn wholly-owned by Mr. LIN Hung Yuan. Therefore, Mr. LIN Hung Yuan is deemed, or taken to be, interested in all the Shares held by VMI for the purposes of the SFO.

Save as disclosed above and so far as is known to the Directors, as at 30 September 2018, 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.

## Other Information

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

As at 30 September 2018 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 (茂嘉控股有限公司) <sup>(2)</sup>	Beneficial owner	154,264,654	Long position	30.85%
Fortune Promise Global Limited (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 (鑫誠國際有限公司) <sup>(3)</sup>	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) <sup>(3)</sup>	Interest of a controlled corporation	74,039,137	Long position	14.81%
VMI Mega Growth Fund SPC – VMI Mega Equity Investment Fund SP <sup>(4)</sup>	Beneficial owner	56,250,000	Long position	11.25%
VMI Capital Group Limited <sup>(4)</sup>	Investment manager	56,250,000	Long position	11.25%
Joint Smart Global Limited (合智環球有限公司) <sup>(5)</sup>	Beneficial owner	52,650,053	Long position	10.53%
Mass Victory Ventures Limited (眾勝創投有限公司) <sup>(5)</sup>	Interest of a controlled corporation	52,650,053	Long position	10.53%
Ms. LIU Xiaoming <sup>(6)</sup>	Interest of spouse	228,303,791	Long position	45.66%
Ms. ZHANG Tian <sup>(7)</sup>	Interest of spouse	56,250,000	Long position	11.25%
Ms. CHEN Zhaoxia <sup>(8)</sup>	Interest of spouse	126,689,190	Long position	25.34%
Ms. LU Ximeng <sup>(9)</sup>	Interest of spouse	74,039,137	Long position	14.81%

## Other Information

### Notes:

- (1) As at 30 September 2018, the total number of issued Shares of the Company 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 of the Company 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 in the Company held by Stand Tall is 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.
- (4) The management shares of VMI are all held by VMI Capital in its capacity as investment manager. Therefore, VMI Capital is deemed, or taken to be, interested in all the Shares held by VMI for the purposes of the SFO.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.

Save as disclosed above, as at 30 September 2018, 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.

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

During the period from the Listing Date to 30 September 2018, 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 period from the Listing Date to 30 September 2018.

## **CORPORATE GOVERNANCE PRACTICE**

During the period from the Listing Date to 30 September 2018, 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.

## Other Information

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 CG Code.

### COMPETING BUSINESS

During the period from the Listing Date to 30 September 2018, 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) were 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”.

### INTEREST OF THE COMPLIANCE ADVISER

As advised by the Company's compliance adviser, Essence Corporate Finance (Hong Kong) Limited (the “**Compliance Adviser**”), as at 30 September 2018, save for the compliance adviser agreement entered into between the Company and the Compliance Adviser dated 29 September 2017, none of the Compliance Adviser or its directors, employees or close associates (as defined under the GEM Listing Rules) had any interest in the share capital of the Company or in any member of the Group (including options or rights to subscribe for such securities (if any)) which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

### CHANGES IN DIRECTORS

During the period from the Listing Date to 30 September 2018, there was no change in Directors.

### CHANGES IN INFORMATION OF DIRECTORS

During the period from the Listing Date to 30 September 2018, there were no other matters required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.

### SIGNIFICANT EVENTS AFTER PERIOD

The Directors confirmed that no significant event that affected the Group has occurred after 30 September 2018 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 and internal control system, 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 2018 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.

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 September 2018 – unaudited (Expressed in Hong Kong dollars)

	Note	Six months ended	
		30 September 2018	2017
		\$'000	(Note) \$'000
<b>Revenue</b>	3(c) & 4	<b>24,386</b>	20,737
Direct costs		(5,731)	(5,448)
Other (loss)/income, net		(43)	234
Staff costs	5	(11,345)	(5,968)
Listing expenses		(12,045)	(3,587)
Depreciation and amortisation	5	(1,671)	(1,167)
Finance costs		(102)	–
Selling, general and administrative expenses		(2,996)	(1,476)
<b>(Loss)/profit before taxation</b>		<b>(9,547)</b>	3,325
Income tax	6	(827)	(1,301)
<b>(Loss)/profit for the period</b>		<b>(10,374)</b>	2,024
<b>Other comprehensive income, net of nil tax:</b>			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
– Exchange differences on translation of financial statements of PRC subsidiaries		(619)	199
<b>Total comprehensive income for the period</b>		<b>(10,993)</b>	2,223
<b>(Losses)/earnings per share</b>	7		
Basic and diluted (HK cent)		(2.76)	0.54

Note: The Group has initially applied HKFRS (as defined in notes to the unaudited interim statements) 15 and HKFRS 9 on 1 April 2018. Under the transition methods chosen, comparative information is not restated. See note 3.



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2018 – unaudited (Expressed in Hong Kong dollars)

	Note	As at 30 September 2018		As at 31 March 2018	
		\$'000	\$'000	\$'000	(Note) \$'000
<b>Non-current assets</b>					
Property, plant and equipment			1,595		2,009
Intangible assets			5,214		6,954
Deferred tax assets			676		708
			<b>7,485</b>		<b>9,671</b>
<b>Current assets</b>					
Trade and other receivables	8	6,407		17,021	
Cash and cash equivalents	9	79,872		8,087	
Amounts due from directors		–		807	
Income tax recoverable		1,329		352	
			<b>87,608</b>		<b>26,267</b>
<b>Current liabilities</b>					
Trade and other payables	10	(20,737)		(20,575)	
Other borrowing	12	(5,000)		–	
Income tax payable		(1,527)		(1,269)	
			<b>(27,264)</b>		<b>(21,844)</b>

## Consolidated Statement of Financial Position

As at 30 September 2018 – unaudited (Expressed in Hong Kong dollars)

	Note	As at 30 September 2018		As at 31 March 2018	
		\$'000	\$'000	\$'000	(Note) \$'000
<b>Net current assets</b>			<b>60,344</b>		4,423
<b>Total assets less current liabilities</b>			<b>67,829</b>		14,094
<b>Non-current liabilities</b>					
Deferred tax liabilities			<b>(17)</b>		(17)
<b>NET ASSETS</b>			<b>67,812</b>		14,077
<b>CAPITAL AND RESERVES</b>					
Share capital	11		<b>(5,000)</b>		(6)
Reserves			<b>(62,812)</b>		(14,071)
<b>TOTAL EQUITY</b>			<b>(67,812)</b>		(14,077)

Note: The Group has initially applied HKFRS 15 and HKFRS 9 on 1 April 2018. Under the transition methods chosen, comparative information is not restated. See note 3.

The notes on pages 21 to 32 form part of this interim financial statement.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2018 – unaudited (Expressed in Hong Kong dollars)

	Attributable to equity shareholders of the Company							Total \$'000
	Note	Share capital \$'000	Employee share-based compensation reserve \$'000	Translation reserve \$'000	Merger reserve \$'000	Other reserve \$'000	Accumulated losses \$'000	
<b>Balance as at 1 April 2017</b>		7,510	10,126	1,617	1,148	676	(7,358)	13,719
<b>Changes in equity for the six months ended 30 September 2017:</b>								
Profit for the period		-	-	-	-	-	2,024	2,024
Other comprehensive income		-	-	199	-	-	-	199
Total comprehensive income for the period		-	-	199	-	-	2,024	2,223
Arising from Reorganisation Equity-settled share-based transactions		(7,504)	-	-	-	7,504	-	-
		-	521	-	-	-	-	521
<b>Balance as at 30 September 2017 and 1 October 2017</b>		6	10,647	1,816	1,148	8,180	(5,334)	16,463
<b>Changes in equity for the six months ended 31 March 2018:</b>								
(Loss) for the period		-	-	-	-	-	(3,093)	(3,093)
Other comprehensive income		-	-	186	-	-	-	186
Total comprehensive income		-	-	186	-	-	(3,093)	(2,907)
Equity-settled share-based transactions		-	521	-	-	-	-	521
<b>Balance as at 31 March 2018</b> (Note)		6	11,168	2,002	1,148	8,180	(8,427)	14,077

Note: The Group has initially applied HKFRS 15 and HKFRS 9 on 1 April 2018. Under the transition methods chosen, comparative information is not restated. See note 3.

## Consolidated Statement of Changes in Equity

For the six months ended 30 September 2018 – unaudited (Expressed in Hong Kong dollars)

	Note	Attributable to equity shareholders of the Company							Total \$'000
		Share capital \$'000	Share premium \$'000	Employee share-based compensation reserve \$'000	Translation reserve \$'000	Merger reserve \$'000	Other reserve \$'000	Accumulated losses \$'000	
<b>Balance as at 31 March 2018</b>		6	-	11,168	2,002	1,148	8,180	(8,427)	14,077
Impact on initial application of HKFRS 15	3	-	-	-	-	-	-	(4,453)	(4,453)
Impact on initial application of HKFRS 9	3	-	-	-	-	-	-	(142)	(142)
<b>Adjusted balance as at 1 April 2018</b>		6	-	11,168	2,002	1,148	8,180	(13,022)	9,482
<b>Changes in equity for the six months ended 30 September 2018:</b>									
Profit/(loss) for the period		-	-	-	-	-	-	(10,374)	(10,374)
Other comprehensive income		-	-	-	(619)	-	-	-	(619)
Total comprehensive income		-	-	-	(619)	-	-	(10,374)	(10,993)
Issuance of shares	11	4,994	67,386	-	-	-	(3,744)	-	68,636
Equity settled share-based transactions		-	-	687	-	-	-	-	687
<b>Balance as at 30 September 2018</b>		5,000	67,386	11,855	1,383	1,148	4,436	(23,396)	67,812

The notes on pages 21 to 32 form part of this interim financial statement.

# CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 September 2018 – unaudited (Expressed in Hong Kong dollars)

	Note	Six months ended 30 September	
		2018 \$'000	2017 (Note) \$'000
<b>Operating activities</b>			
Cash (used in)/generated from operations		(106)	6,920
Tax paid		(450)	(419)
<b>Net cash (used in)/generated from operating activities</b>		<b>(556)</b>	6,501
<b>Investing activities</b>			
Payment for the purchase of property, plant and equipment		(33)	(93)
Payment for intangible assets		–	(3,490)
Other investing activities		113	(166)
<b>Net cash generated from/(used in) investing activities</b>		<b>80</b>	(3,749)
<b>Financing activities</b>			
Proceeds from issue of shares		75,534	–
Payment of listing expenses		(9,250)	(3,587)
Increase in amount due to a fellow subsidiary		378	–
Decrease/(increase) in amount due from directors		792	(313)
Proceeds of other borrowing	12	5,000	–
<b>Net cash generated from/(used in) financing activities</b>		<b>72,454</b>	(3,900)
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>71,978</b>	(1,148)
<b>Cash and cash equivalents as at 1 April</b>		<b>8,087</b>	12,648
<b>Effect of foreign exchanges rates changes</b>		<b>(193)</b>	315
<b>Cash and cash equivalents as at 30 September</b>	9	<b>79,872</b>	11,815

Note: The Group has initially applied HKFRS 15 and HKFRS 9 on 1 April 2018. Under the transition methods chosen, comparative information is not restated. See note 3.

The notes on pages 21 to 32 form part of this interim financial statement.

# NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENT

(Expressed in Hong Kong dollars unless otherwise indicated)

## 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 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, and all values are presented in thousands of units of Hong Kong dollars (HK\$'000), unless otherwise stated.

## 2 BASIS OF PREPARATION

The unaudited consolidated interim financial information set out in this announcement does not constitute the unaudited condensed consolidated interim financial report of the Group for the six months ended 30 September 2018 (the "**Financial Statements**") but is extracted from the financial statements which have been prepared in accordance with the Hong Kong Accounting Standards ("**HKASs**") 34, Interim Financial Reporting, issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"), the accounting principles generally accepted in Hong Kong, 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 2018.

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 2018, except for accounting policy changes that are expected to be reflected in the Group's annual consolidated financial statements ending 31 March 2019. Details of any changes in accounting policies are set out in Note 3.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the Group's consolidated financial statements for the year ended 31 March 2018. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**").

## Notes to the Unaudited Interim Financial Statement

(Expressed in Hong Kong dollars unless otherwise indicated)

**3 CHANGES IN ACCOUNTING POLICIES****(a) Overview**

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements:

- HKFRS 9, *Financial instruments*
- HKFRS 15, *Revenue from contracts with customers*

The Group has been impacted by HKFRS 9 in relation to measurement of credit losses, and impacted by HKFRS 15 in relation to timing of revenue recognition and presentation of contract liabilities. Details of the changes in accounting policies are discussed in note 3(b) for HKFRS 9 and note 3(c) for HKFRS 15.

Under the transition methods chosen, the Group recognises cumulative effect of the initial application of HKFRS 9 and HKFRS 15 as an adjustment to the opening balance of equity as at 1 April 2018. Comparative information is not restated. The following table gives a summary of the opening balance adjustments recognised for each line item in the consolidated statement of financial position that has been impacted by HKFRS 9 and/or HKFRS 15:

	As at 31 March 2018 \$'000	Impact on initial application of HKFRS 9 (Note 3(a)) \$'000	Impact on initial application of HKFRS 15 (Note 3(b)) \$'000	As at 1 April 2018 \$'000
Trade and other receivables	17,021	(170)	(5,333)	11,518
<b>Total current assets</b>	<b>26,267</b>	<b>(170)</b>	<b>(5,333)</b>	<b>20,764</b>
Income tax payable	(1,269)		880	(389)
<b>Total current liabilities</b>	<b>(21,844)</b>		<b>880</b>	<b>(20,964)</b>
Deferred tax liabilities	(17)	28		11
<b>Total equity attributable to equity shareholders of the company</b>	<b>(14,077)</b>	<b>142</b>	<b>4,453</b>	<b>(9,482)</b>

Further details of these changes are set out in sub-sections (b) and (c) of this note.

## Notes to the Unaudited Interim Financial Statement

(Expressed in Hong Kong dollars unless otherwise indicated)

### 3 CHANGES IN ACCOUNTING POLICIES (CONTINUED)

#### (b) HKFRS 9, Financial instruments

HKFRS 9 replaces the current standard on accounting for financial instruments, HKAS 39, Financial instruments: Recognition and measurement. HKFRS 9 introduces new requirements for classification and measurement of financial assets, calculation of impairment of financial assets and hedge accounting. On the other hand, HKFRS 9 incorporates without substantive changes the requirements of HKAS 39 for recognition and derecognition of financial instruments and the classification of financial liabilities. The Group uses the exemption from restating comparative information and recognises any transition adjustments against the opening balance of equity as at 1 April 2018. Impacts of the new requirements on the Group's consolidated financial statements are as follows:

(i) *Classification and measurement*

HKFRS 9 contains three principal classification categories for financial assets: measured at (1) amortised cost, (2) fair value through profit or loss (FVTPL) and (3) fair value through other comprehensive income (FVTOCI). The classification is determined based on the contractual cash flow characteristics of the financial assets and the entity's business model for managing the financial assets. The Group expects that the new classification and measurement requirements will not have no material impact on its accounting for financial assets.

(ii) *Impairment*

The new impairment model in HKFRS 9 replaces the "incurred loss" model in HKAS 39 with an "expected credit loss ("ECL")" model. Under the ECL model, it is no longer necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure ECL as either 12-month ECL or lifetime ECL, depending on the asset and the facts and circumstances. This new impairment model may result in an earlier recognition of credit losses on the Group's trade and other receivables as well as other financial assets. The Group has performed an assessment on the impact of initial adoption of the ECL model. Based on the historical experience of the Group, there were no major defaults in outstanding trade receivables and therefore the directors of the Company do not anticipate the adoption of ECL model to result in significant increase in credit losses on the trade receivables. As a result of the initial adoption of the ECL model, the Group has recognised additional ECLs amounting to approximately HK\$170,000 with respect to the Group's other receivables, which increased accumulated losses by HK\$142,000 and increased gross deferred tax liabilities by HK\$28,000 as at 1 April 2018.



## Notes to the Unaudited Interim Financial Statement

(Expressed in Hong Kong dollars unless otherwise indicated)

**3 CHANGES IN ACCOUNTING POLICIES (CONTINUED)****(c) HKFRS 15, Revenue from contracts with customers**

HKFRS 15 establishes a comprehensive framework for recognising revenue and some costs from contracts with customers. HKFRS 15 replaces HKAS 18, Revenue, which covered revenue arising from sale of goods and rendering of services.

The Group has elected to use the cumulative effect transition method and has recognised the cumulative effect of initial application as an adjustment to the opening balance of equity as at 1 April 2018. Therefore, comparative information has not been restated and continues to be reported under HKAS 18. As allowed by HKFRS 15, the Group has applied the new requirements only to contracts that were not completed before 1 April 2018.

The following table summarises the impact of transition to HKFRS 15 on accumulated losses and the related tax impact as at 1 April 2018:

	\$'000
<b>Accumulated losses</b>	
Later revenue and profit recognition for trading channel	5,333
Related tax	(880)
	<hr/>
Net increase in accumulated losses as at 1 April 2018	4,453
	<hr/> <hr/>

## Notes to the Unaudited Interim Financial Statement

(Expressed in Hong Kong dollars unless otherwise indicated)

### 3 CHANGES IN ACCOUNTING POLICIES (CONTINUED)

#### (c) HKFRS 15, Revenue from contracts with customers (continued)

Further details of the nature and effect of the changes on previous accounting policies are set out below:

(i) *Timing of revenue recognition*

Previously, other than front office trading system service income that is not related to the Post Delivery Support, <sup>(note)</sup> the Group's revenue related to provision of services is recognised over time when related services are rendered.

*Note:* The Group's income for front office trading system services is derived primarily from the provision of upfront work, including the customisation and delivery of trading system and the licence of right to use the trading system, and the provision of Post Delivery Support, including unspecified upgrades and technical and customer support during the licence period.

The portion of revenue attributable to the upfront work and the Post Delivery Support is determined by the management based on the internal statistics and management experience on research and development resource allocation and work arrangement with reference to the prevailing market practice for similar services provided in the securities trading platform service market. The management also conducts periodical review on such revenue recognition policy.

Under HKFRS 15, revenue is recognised when the customer obtains control of the promised goods or service in the contract. This may be at a single point in time or over time. HKFRS 15 identifies the following three situations in which control of the promised good or service is regarded as being transferred over time:

- A. When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs;
- B. When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;
- C. When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

If the contract terms and the entity's activities do not fall into any of these 3 situations, then under HKFRS 15 the entity recognises revenue for the sale of that service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that will be considered in determining when the transfer of control occurs. The Group has performed an assessment on the impact of initial adoption of HKFRS 15, according to which certain revenue that is currently recognised at a single point of time will be recognised over time upon the adoption of HKFRS 15. After taking into account of the income tax effect, the Group has a transition adjustment to be made to reduce the opening balance of its net assets and increase its accumulated losses as at 1 April 2018 by HK\$4.5 million upon the initial adoption of HKFRS 15. Other than these, the directors of the Company do not anticipate the adoption of HKFRS 15 to have a significant impact on the Group's future financial position and performance.

(ii) *Contract liabilities*

As a result of the adoption of HKFRS 15, receipt in advance meets the definition of contract liabilities (around HK\$7,663,000 as at 1 April 2018).

## Notes to the Unaudited Interim Financial Statement

(Expressed in Hong Kong dollars unless otherwise indicated)

**4 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 30 September	
	2018	2017 (Note)
	\$'000	\$'000
– Front office trading system services	9,822	8,558
– Market data services	8,248	8,884
– Value-added services	6,316	3,295
	<b>24,386</b>	20,737

Note: The Group has initially applied HKFRS 15 using the cumulative effect method. Under this method, the comparative information is not restated and was prepared in accordance with HKAS 18 (see note 3(c)).

**(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 30 September	
	2018	2017 (Note)
	\$'000	\$'000
Hong Kong	21,670	20,168
The PRC	2,716	569
	<b>24,386</b>	20,737

Note: The Group has initially applied HKFRS 15 using the cumulative effect method. Under this method, the comparative information is not restated and was prepared in accordance with HKAS 18 (see note 3(c)).

## Notes to the Unaudited Interim Financial Statement

(Expressed in Hong Kong dollars unless otherwise indicated)

**5 PROFIT BEFORE TAXATION**

Profit before taxation is arrived at after charging:

	Six months ended	
	2018	2017
	\$'000	\$'000
<b>(a) Staff costs (including directors' remuneration)</b>		
Salaries, wages and other benefits	10,066	5,063
Contributions to defined contribution retirement plans	708	472
Equity-settled share-based payments	571	433
	<b>11,345</b>	5,968
	Six months ended	
	2018	2017
	\$'000	\$'000
<b>(b) Other items</b>		
Depreciation	286	238
Amortisation of intangible assets	1,385	929
	<b>1,671</b>	1,167

## Notes to the Unaudited Interim Financial Statement

(Expressed in Hong Kong dollars unless otherwise indicated)

**6 INCOME TAX**

	Six months ended 30 September	
	2018 \$'000	2017 \$'000
Current tax – Hong Kong Profits Tax	404	609
Current tax – The PRC	423	185
Deferred taxation	–	507
	<b>827</b>	<b>1,301</b>

**7 (LOSSES)/EARNINGS PER SHARE****(a) Basic (losses)/earnings per share**

The calculation of basic (losses)/earnings per share is based on the loss attributable to ordinary equity shareholders of the Company of approximately HK\$10,374,000 (profit for the six months ended 30 September 2017: HK\$2,024,000) and the weighted average of 376,374,000 ordinary shares (2017: 375,000,000 shares) for the six months ended 30 September 2018. In determining the weighted number of ordinary shares in issue, the effect of 569,800 shares issued in the reorganisation detailed in the Prospectus of the Company dated 17 September 2018 and 374,430,200 shares issued upon the capitalisation issue completed on 28 September 2018 were adjusted retrospectively, as if such shares had been issued during the periods presented.

**(b) Diluted (losses)/earnings per share**

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

**8 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 30 September 2018 \$'000	As at 31 March 2018 (Note) \$'000
Within 1 month	3,147	7,593
1 to 3 months	829	2,605
3 to 6 months	230	294
Over 6 months	222	202
	<b>4,428</b>	<b>10,694</b>

Note: The Group has initially applied HKFRS 15 using the cumulative effect method. Under this method, the comparative information is not restated and was prepared in accordance with HKAS 18 (see note 3(c)).

## Notes to the Unaudited Interim Financial Statement

(Expressed in Hong Kong dollars unless otherwise indicated)

**9 CASH AND CASH EQUIVALENTS**

	<b>As at 30 September 2018 \$'000</b>	<b>As at 31 March 2018 \$'000</b>
Cash at bank and on hand	<b>79,872</b>	8,087

**10 TRADE AND OTHER PAYABLES**

	<b>As at 30 September 2018 \$'000</b>	<b>As at 31 March 2018 \$'000</b>
Trade payables	<b>1,309</b>	1,351
Receipt in advance ( <i>note</i> )	<b>6,445</b>	7,663
Other payable and accrued liabilities	<b>12,983</b>	4,149
Amount due to the fellow subsidiary	<b>–</b>	7,412
	<b>20,737</b>	20,575

Note: As a result of the adoption of HKFRS 15, receipt in advance is included in contract liabilities (see note 3(c)).

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

	<b>As at 30 September 2018 \$'000</b>	<b>As at 31 March 2018 \$'000</b>
Within 1 month	<b>740</b>	735
1 to 2 months	<b>569</b>	616
	<b>1,309</b>	1,351

Note: As a result of the adoption of HKFRS 15, receipt in advance meets the definition of contract liabilities (see note 3).

## Notes to the Unaudited Interim Financial Statement

(Expressed in Hong Kong dollars unless otherwise indicated)

**11 SHARE CAPITAL**

	Number of shares Shares	Share capital HK\$
<b>Ordinary Shares of HK\$0.01 each</b>		
<b>Authorised:</b>		
As at 15 June 2017 (date of incorporation)	38,000,000	380,000
<b>Ordinary Shares of HK\$0.01 each</b>		
<b>Authorised:</b>		
As at 29 August 2018 (Increase in authorised share capital) (Note 1)	1,962,000,000	19,620,000
As at 30 September 2018	2,000,000,000	20,000,000
<b>Issued and fully paid</b>		
As at date of incorporation	1	–
Issuance of Shares (as at 21 August 2017)	569,799	5,698
Capitalisation Issue (Note 2)	374,430,200	3,744,302
Issuance of new Shares upon Listing (Note 3)	125,000,000	1,250,000
As at 30 September 2018	500,000,000	5,000,000

Note 1: Pursuant to the resolutions of the shareholders passed on 29 August 2018, the authorised share capital of the Company was increased from HK\$380,000 to HK\$20,000,000 by the creation of an additional 1,962,000,000 Shares of HK\$0.01 each.

Note 2: Pursuant to the resolutions of the shareholders passed on 29 August 2018, conditional upon the share premium account of the Company being credited as a result of the share offer and Listing, the Directors were authorised to capitalise the amount of HK\$3,744,302 from the amount standing to the credit of the share premium account of the Company to pay up in full at par of 374,430,200 Shares for allotment and issuance (“**Capitalisation Issue**”).

Note 3: On 28 September 2018, 125,000,000 ordinary shares with a par value of HK\$0.01 each of the Company were issued at a price of HK\$0.64 per Share by way of share offer.

## Notes to the Unaudited Interim Financial Statement

(Expressed in Hong Kong dollars unless otherwise indicated)

**12 OTHER BORROWING**

During the current interim period, the Group raised a new borrowing amounting to HK\$5,000,000 (unaudited) (six months ended 30 September 2017: Nil (unaudited)) from an independent investment consultants company.

**13 DIVIDENDS**

No dividend has been paid or declared by the Company during each of the periods ended 30 September 2017 and 2018.

**14 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 30 September 2018.

**15 MATERIAL RELATED PARTY TRANSACTIONS**

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

Compensation of directors of the Group:

	Six months ended	
	30 September 2018	2017
	\$'000	\$'000
– Directors' fees and salaries	521	408

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

**16 CAPITAL COMMITMENTS OUTSTANDING**

As at 30 September 2018, the Group did not have any significant capital commitments (31 March 2018: Nil).



## Notes to the Unaudited Interim Financial Statement

(Expressed in Hong Kong dollars unless otherwise indicated)

## 17 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2018

A number of amendments and new standards are effective for annual periods beginning after 1 April 2019 and earlier application is permitted.

The Group has the following update to the information provided in the last consolidated financial statements in respect of HKFRS 16, Leases, which may have an impact on the Group's consolidated financial statements.

### HKFRS 16, Leases

Upon the adoption of HKFRS 16, where the Group is the lessee under the lease the Group will be required to account for all leases in a similar way to recognise and measure a lease liability at the present value of the minimum future lease payments and recognise a corresponding "right-of-use" asset at the commencement date of the lease, subject to practical expedients. HKFRS 16 will primarily affect the Group's accounting as a lessee of leases for items of property which are currently classified as operating leases.

The Group leases various offices under non-cancellable operating lease agreements. The following table sets forth its future minimum lease payments under non-cancellable operating leases that have been entered into by 30 September 2018:

	Properties \$'000
Amounts payable:	
Within 1 year	2,067
After 1 year but within 5 years	1,141
	3,208

Upon the initial adoption of HKFRS 16 on 1 April 2019, the present value of most of the future minimum lease payments that are payable will be recognised as lease liabilities, with corresponding right-of-use assets recognised as non-current assets. The Group will need to perform a more detailed analysis to determine the amounts of new assets and liabilities arising from operating lease commitments on adoption of HKFRS 16, after taking into account the applicability of the practical expedient and adjusting for any leases entered into or terminated between now and the adoption of HKFRS 16.

## 18 EVENTS AFTER THE REPORTING PERIOD

No subsequent event has occurred after 30 September 2018 which may have a significant effect on the assets and liabilities or future operation of the Group.