



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



2020
FIRST QUARTERLY REPORT

CONTENT

4	Corporate Information
5	Unaudited Consolidated Statement of Profit or Loss and Other Comprehensive Income
6	Unaudited Consolidated Statement of Changes in Equity
7	Notes to the Unaudited Consolidated Financial Information
10	Management Discussion and Analysis
14	Other Information

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.

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*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 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 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.*

HIGHLIGHTS

- The Group recorded an unaudited revenue of approximately HK\$13.82 million for the three months ended 30 June 2020 compared with that of approximately HK\$10.64 million for the three months ended 30 June 2019, representing an increase of approximately 30.0%.
- The net profit of the Group for the three months ended 30 June 2020 was approximately HK\$3.79 million, representing an increase of 38.4% from approximately HK\$2.74 million for the three months ended 30 June 2019.
- The number of registered users of our open securities trading platform software “TradeGo Pro” increased by 52,369 or approximately 44.4% to 170,305 as at 30 June 2020 (117,936 as at 30 June 2019).
- The basic earning per share attributable to owners of the Company for the three months ended 30 June 2020 was HK cent 0.80 (for the three months ended 30 June 2019: the basic earning per share attributable to owners of the Company of approximately HK cent 0.58).
- The board of Directors (the “**Board**”) does not declare the payment of any dividend for the three months ended 30 June 2020 (for three months ended 30 June 2019: Nil).

CORPORATE INFORMATION

DIRECTORS

Executive Directors:

Mr. LIU Yong (*Chairman of the Board 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

SHINEWING (HK) CPA Limited

STOCK CODE

8017

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Wanchai
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LEGAL ADVISER AS TO HONG KONG LAWS

Adrian Yeung & Cheng Solicitors

PRINCIPAL BANKER

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

COMPANY'S WEBSITE

www.tradego8.com

The Board is pleased to announce the unaudited consolidated results of the Group for the three months ended 30 June 2020 (the “**Period**”), together with the unaudited comparable figures for the corresponding period in 2019:

UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 30 June 2020 (Expressed in Hong Kong dollars)

	Note	Three months ended 30 June	
		2020 HK\$	2019 HK\$
Revenue	3	13,822,962	10,636,468
Direct costs		(2,664,675)	(2,716,443)
Other gains, net		418,392	1,196,344
Staff costs		(4,270,655)	(3,034,333)
Depreciation and amortisation		(1,945,075)	(956,365)
Selling, general and administrative expenses		(1,300,066)	(2,345,420)
Profit before taxation		4,060,883	2,780,251
Income tax	4	(271,126)	(40,883)
Profit for the period		3,789,757	2,739,368
Other comprehensive income, net of tax:			
Item that may be reclassified subsequently to profit or loss:			
– Exchange differences on translation of financial statements of PRC subsidiaries		148,471	(528,601)
Total comprehensive income for the period		3,938,228	2,210,767
Earnings per share			
– Basic and diluted (HK cents)	5(a)&5(b)	0.80	0.58

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 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 reserve 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 three months ended 30 June 2019:									
Profit for the period	-	-	-	-	-	-	-	2,739,368	2,739,368
Other comprehensive income	-	-	-	-	(528,601)	-	-	-	(528,601)
Total comprehensive income	-	-	-	-	(528,601)	-	-	2,739,368	2,210,767
Purchase of the Company's shares for Share Award Scheme	(30,040)	-	(1,767,841)	-	-	-	-	-	(1,797,881)
Balance as at 30 June 2019 (Unaudited)	4,751,800	62,987,553	(13,995,060)	11,854,661	1,400,985	1,147,798	8,180,682	(27,980,275)	48,348,144
Changes in equity for the nine months ended 31 March 2020:									
Profit for the period	-	-	-	-	-	-	-	10,285,737	10,285,737
Other comprehensive income	-	-	-	-	(893,146)	-	-	-	(893,146)
Total comprehensive income	-	-	-	-	(893,146)	-	-	10,285,737	9,392,591
Equity-settled share-based transactions	-	-	-	347,597	-	-	-	-	347,597
Purchase of the Company's shares for Share Award Scheme	(1,800)	-	(92,360)	-	-	-	-	-	(94,160)
	-	-	-	347,597	(893,146)	-	-	10,285,737	9,740,188
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)	57,594,172
Changes in equity for the three months ended 30 June 2020:									
Profit for the period	-	-	-	-	-	-	-	3,789,757	3,789,757
Other comprehensive income	-	-	-	-	148,471	-	-	-	148,471
Total comprehensive income	-	-	-	-	148,471	-	-	3,789,757	3,938,228
Balance as at 30 June 2020 (Unaudited)	4,750,000	62,987,553	(14,087,420)	12,202,258	656,310	1,147,798	8,180,682	(13,904,781)	61,932,400

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL INFORMATION

(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 Ocorian Trust (Cayman) Limited, P.O. Box 1350, Clifton House, 75 Fort Street, 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 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 financial information of the Group for the Period is presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Group.

2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

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

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

Notes to the Unaudited Consolidated Financial Information
(Expressed in Hong Kong dollars unless otherwise indicated)

3 REVENUE

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

	Three months ended 30 June	
	2020 HK\$	2019 HK\$
– Front office trading system services	5,707,830	5,195,212
– Market data services	3,585,736	3,480,691
– Hosting and cloud infrastructure services	1,110,819	1,110,965
– Online account opening appointment services	1,254,701	450,057
– TradeGo Pro	1,571,773	87,571
– Other value-added services	592,103	311,972
	13,822,962	10,636,468

4 INCOME TAX

	Three months ended 30 June	
	2020 HK\$	2019 HK\$
Current tax – Hong Kong Profits Tax	218,978	27,723
Current tax – The PRC	52,148	(68,606)
	271,126	(40,883)

Notes to the Unaudited Consolidated Financial Information

(Expressed in Hong Kong dollars unless otherwise indicated)

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 approximately HK\$3,789,757 (profit for the three months ended 30 June 2019: HK\$2,739,368) and the weighted average of 475,276,000 ordinary shares (2019: 476,071,560 shares).

(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 interim dividend was paid or declared by the Company during each of the periods for the three months ended 30 June 2019 and 2020.

7 EVENTS AFTER THE PERIOD

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

MANAGEMENT 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^{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.

BUSINESS REVIEW

During the Period, the total revenue of the Group increased by approximately HK\$3,186,494 or 30.0% to approximately HK\$13,822,962 (for the three months ended 30 June 2019: approximately HK\$10,636,468). During the Period, the Group signed the new front office trading system services contracts with five Hong Kong Brokerage Firms. The number of registered users of our open securities trading platform software "TradeGo Pro" increased by 52,369 or approximately 44.4% to 170,305 as at 30 June 2020 (117,936 as at 30 June 2019). The Group will continue to focus on marketing the new features and services launched on TradeGo Pro by online promotion and publication to attract more registered users.

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. During the Period, four new Hong Kong brokerage firms chose the Group as their online appointment booking service provider. Up to now, a total of 33 Hong Kong brokerages firms are using our online account opening appointment system, resulting in a revenue increase of 179% to HK\$1.25 million (approximately HK\$450,000 for the three months ended 30 June 2019) from our online account opening appointment services.

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

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

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

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

Management Discussion and Analysis

Hong Kong Exchanges and Clearing Limited (“**HKEx**”) implemented a number of Listing Rule amendments that have further strengthened the long-term health, quality and sustainability of the Hong Kong markets. In 2019, again, HKEx has been the world’s No.1 initial public offering (“**IPO**”) venue. That was the seven times in the last 11 years. This success in attracting HKEx global issuers and investors is testament to the opportunities available in world’s most dynamic and vibrant capital market. More and more investors are paying attention to and participating in the IPO activities.

The new feature incorporating the IPO information into TradeGo Pro (“**AiPO**”) has become an important tool for investors to access Hong Kong IPO market data. In addition to the huge market database, the AiPO also provides investors with functions such as online subscription of public offering shares. During the Period, the revenue of TradeGo Pro increased by 1,684% to HK\$1.57 million (approximately HK\$88,000 for the three months ended 30 June 2019).

In order to let more Hong Kong investors know TradeGo Pro, the Group launched an outdoor advertising promotion of AiPO in May 2020 in Central, the financial center of Hong Kong. We published monthly operating data, including the number of registered users of TradeGo Pro and the number of users for “AiPO Book” (new function incorporated in the AiPO launched on 4 May 2020). As of 30 June 2020, the number of registered users of TradeGo Pro and AiPO Book have reached 170,000 and 18,078, respectively.

FINANCIAL REVIEW

Revenue and direct cost

Revenue of the Group for the Period was approximately HK\$13,822,962 (for the three months ended 30 June 2019: approximately HK\$10,636,468), representing an increase of approximately HK\$3,186,494 or 30.0% as compared with that of the corresponding period of 2019. 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 cost of the Group for the Period was approximately HK\$2,664,675 (for the three months ended 30 June 2019: approximately HK\$2,716,443), representing a slight decrease of approximately HK\$51,768 or 1.9% as compared with that of the corresponding period of 2019.

Other gains, net

The Group's other income for the Period amounted to HK\$418,392 (for the three months ended 30 June 2019: HK\$1,196,344) representing a decrease of HK\$777,952 or 65.0% as compared with that of the corresponding period in 2019. The decrease was mainly due to the decrease in exchange gain and government grants.

Staff costs

The Group's staff costs for the Period amounted to HK\$4,270,655 (for the three months ended 30 June 2019: HK\$3,034,333) representing an increase of HK\$1,236,322 or 40.7% as compared with that of the corresponding period in 2019. The increase was due to the decrease in capitalization of new research and development (the "R&D") projects.

Depreciation and amortisation

The Group's depreciation and amortisation for the Period amounted to HK\$1,945,075 (for the three months ended 30 June 2019: HK\$956,365) representing an increase of HK\$988,710 or 103.4% as compared with that of the corresponding period in 2019. The increase was mainly 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 Period amounted to approximately HK\$1,300,066 (for the three months ended 30 June 2019: approximately HK\$2,345,420) representing a decrease of HK\$1,045,354 or 44.6%. The decrease was mainly due to the decrease of the rental expense which is booked as the amortization of right-of-use of assets according to the accounting policy.

Profit for the Period

During the Period, the Group recorded a profit of HK\$3,789,757 (for the three months ended 30 June 2019: profit of HK\$2,739,368), representing an increase of HK\$1,050,389 or 38.3%. Such change in the Group's financial performance was primarily attributable to the increase in revenue.

DIVIDEND

The Board did not declare the payment of any dividend for the Period (for the three months ended 30 June 2019: Nil).

Management Discussion and Analysis

PROSPECTS

Business objectives, future strategies and prospects

Given the market's keen interest in innovative trading solutions for stocks and futures, 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 the TradeGo system, the Group hopes to attract more institutional clients with an enhanced system to seize opportunities for business expansion and create higher returns.

The Group has built cross-border cloud infrastructure since 2018, and has helped some visionary institutional clients transferring their service systems to the cloud. In recent years, we have continuously increased investment in cloud facilities. Due to the outbreak of the novel coronavirus disease (“**COVID-19**”), more and more institutional clients realize the necessity of transferring the service system to the cloud. The company expects that more institutional clients will transfer their face-to-face services to internet-facing services.

At the same time, we are also very concerned about the business related to the Hong Kong IPO and will continue to increase our investment in the TradeGo Pro to serve market participants. On 7 July 2020, Tele-Trend Konson (Hong Kong) Limited, an indirect wholly-owned subsidiary of the Company, entered into the subsidiary agreement with AWSG (China) Limited, pursuant to which, Tele-Trend Konson (Hong Kong) Limited and AWSG (China) Limited have agreed to set up a subsidiary to be incorporated in the British Virgin Islands with limited liability which will be the holding company for a company to be incorporated in Hong Kong with limited liability and a company to be established in the People's Republic of China with limited liability, which are proposed to be principally engaged in the provision of over-the-counter services, institutional grey market trading services as well as professional institutional investors services in Hong Kong securities, and which shall be financed, operated and managed by the holding subsidiary. For details, please refer to the announcement of the Company dated on 7 July 2020.

OTHER INFORMATION

USE OF PROCEEDS FROM LISTING

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. The Company has utilized the proceeds in accordance with the plans set out in the Prospectus of the Company dated 17 September 2018 (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 June 2020 HK\$ million	Unutilized amount up to 30 June 2020 HK\$ million (Note)
Developing innovative product offerings and enhance R&D capabilities	14.7%	6.1	6.1	0
Apply for additional market data vendor licences and conduct further marketing activities	12.9%	5.4	3.9	1.5
Expand the hardware infrastructure capacities and software portfolio	5.7%	2.3	1.3	1.0
Recruit non-R&D staff and conduct staff trainings	7.2%	3.0	2.8	0.2
Establish an R&D centre in the PRC	37.5%	15.6	0	15.6
Establish a marketing centre in Hong Kong	17.7%	7.3	0	7.3
General working capital	4.3%	1.8	1.8	0
	100%	41.5	15.9	25.6

Note: In order to maximise the returns for shareholders of the Company, the Directors have re-evaluated the usage of the unutilized amount of the net proceeds. For details, please refer to the paragraph headed “Significant events after the Period” under this section of this report.

Other Information

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

As at 30 June 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (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		Approximate percentage of shareholding ⁽¹⁾
		Shares held/ interested in	Long position/ Short position	
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	
	Total:	126,689,190	Long position	25.34%
Mr. LIN Hung Yuan ⁽⁵⁾	Interest of a controlled corporation	56,150,000	Long position	11.23%

Notes:

- (1) As at 30 June 2020, the total number of issued Shares was 500,000,000 Shares.
- (2) Mao Jia Holdings Limited (茂嘉控股有限公司) (“**Mao Jia**”) holds a total of 154,264,654 Shares. Mao Jia is wholly owned by Fortune Promise Global Limited (富望環球有限公司) (“**Fortune Promise**”), which is in turn wholly-owned by Mr. LIU Yong. Therefore, Mr. LIU Yong is deemed, or taken to be, interested in all the Shares held by Mao Jia for the purposes of the SFO.
- (3) Xin Cheng International Limited (鑫誠國際有限公司) (“**Xin Cheng**”), holds a total of 74,039,137 Shares. Xin Cheng is wholly-owned by Stand Tall International Limited (立高國際有限公司) (“**Stand Tall**”). Therefore, according to the SFO, Stand Tall is deemed or taken to be interested in the Shares held by Xin Cheng. The details of the Shares held by Stand Tall are set out in the section headed “Statutory and General Information – (E) Pre-IPO Equity Interest Incentive Scheme” in the Appendix IV to the Prospectus. According to Pre – IPO Equity Interest Incentive Scheme, all of the power to vote as shareholder of Xin Cheng (and/or Stand Tall) was delegated to the board of Xin Cheng (as at 30 June 2020, Mr. LIU Yong is the sole director of Xin Cheng), and Mr. LIU Yong, Mr. LIAO Jicheng and Mr. WAN Yong are all shareholders of Stand Tall. Therefore, Mr. LIU Yong, Mr. LIAO Jicheng and Mr. WAN Yong are deemed to be or are taken to be interested in all the Shares held by Xin Cheng.
- (4) The total number of Shares held by Joint Smart Global Limited (合智環球有限公司) (“**Joint Smart**”) was 52,650,053 Shares. Joint Smart is wholly-owned by Mass Victory Ventures Limited (眾勝創投有限公司) (“**Mass Victory**”), which is in turn owned as to 75% by Mr. WAN Yong. Therefore, Mr. WAN Yong is deemed, or taken to be, interested in all the Shares held by Joint Smart for the purposes of the SFO.
- (5) VMI Mega Growth Fund SPC – VMI Mega Equity Investment Fund SP (“**VMI**”) holds a total of 56,150,000 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 June 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.

Other Information

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

As at 30 June 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%
VMI Mega Growth Fund SPC – VMI Mega Equity Investment Fund SP ⁽⁴⁾	Beneficial owner	56,150,000	Long position	11.23%
VMI Capital Group Limited ⁽⁴⁾	Investment manager	56,150,000	Long position	11.23%
Joint Smart Global Limited (合智環球有限公司) ⁽⁵⁾	Beneficial owner	52,650,053	Long position	10.53%
Mass Victory Ventures Limited (眾勝創投有限公司) ⁽⁵⁾	Interest of a controlled corporation	52,650,053	Long position	10.53%
Ms. LIU Xiaoming ⁽⁶⁾	Interest of spouse	228,303,791	Long position	45.66%
Ms. ZHANG Tian ⁽⁷⁾	Interest of spouse	56,150,000	Long position	11.23%
Ms. CHEN Zhaoxia ⁽⁸⁾	Interest of spouse	126,689,190	Long position	25.34%
Ms. LU Ximeng ⁽⁹⁾	Interest of spouse	74,039,137	Long position	14.81%
First Shanghai Securities Limited ⁽¹⁰⁾	Trustee	25,000,000	Long position	5.00%

Notes:

- (1) As at 30 June 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) 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.
- (10) The 25,000,000 Shares are award Shares held by First Shanghai Securities Limited in the capacity as trustee of a share award scheme adopted by the Company on 19 December 2018.

Other Information

Save as disclosed above, as at 30 June 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 2019. The purpose of the share option scheme is to attract and retain employees with outstanding performance, the best available personnel, to provide additional incentive to employees (full-time or part-time), Directors, consultants or 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 June 2020, no share option was granted, exercised or cancelled and there was no outstanding share option as at 30 June 2020.

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 are set out in the section headed “Statutory and General Information – E. Pre-IPO Equity Interest Incentive Scheme” in Appendix IV of the Prospectus.

SHARE AWARD SCHEME

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

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

The Company shall comply with the relevant GEM Listing Rules when granting the award shares. As at 30 June 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 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 Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities.

COMPETING BUSINESS

During the 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.

Other Information

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

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 Rules.

CORPORATE GOVERNANCE PRACTICE

During the 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.

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 by the Company, 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.

CHANGES IN DIRECTORS

During the Period, there was no change in Directors.

SIGNIFICANT EVENTS AFTER THE PERIOD

As disclosed in the section headed "Prospects – Business objectives, future strategies and prospects" above, Tele-Trend Konson (Hong Kong) Limited, an indirect wholly-owned subsidiary of the Company has entered into a subsidiary agreement with AWSG (China) Limited on 7 July 2020 for setting up a holding subsidiary proposing for engaging in the provision of, inter alia, over-the-counter services, in Hong Kong securities. As at the date of this report, the parties are preparing the documentation for setting up the holding subsidiary.

Further, the Directors noted that the net proceeds from the Listing to be used for establishing a R&D centre in the People's Republic of China and for establishing a marketing centre in Hong Kong have remained unutilized as at the date of this report. The Group acts cautiously for its business expansion and utilises the net proceeds prudently. After the publication of the supplemental announcement to the annual report of the Company for the year ended 31 March 2019 and for the year ended 31 March 2020 on 17 July 2020, the Directors re-evaluated the usage for the net proceeds on the aforesaid two plans as well as the potential risks if the usage based on the aforesaid two plans continues. Such risks include the rapid and continuing rise in the real estate market in the People's Republic of China since 2019 and the widespread of COVID-19 in Hong Kong after the Period. Having considered the Group's business operation with the potential risks, it is considered that the original plans of usage of the net proceeds on establishing a R&D centre in the People's Republic of China and for establishing a marketing centre in Hong Kong may have to be changed in order to bring more benefits to the Group for the Group's future business expansion. The Group will comply with the disclosure requirements under the GEM Listing Rules on the further update on the use of the net proceeds.

Save as disclosed above, the Directors confirmed that no significant event that affected the Group has occurred after 30 June 2020 and up to the date of this report.

Other Information

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 results of the Group for the three months ended 30 June 2020 and was of the view that such results 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, 10 August 2020

As at the date of this report, 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.