



(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8017



TradeGo FinTech Limited
捷利交易寶金融科技有限公司

2022 | First Quarterly Report

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CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board 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 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\$25.87 million for the three months ended 30 June 2022 (the “**Reporting Period**”) compared with that of approximately HK\$16.83 million for the three months ended 30 June 2021 (the “**Corresponding Period**”), representing an increase of approximately 53.7%.
- The net profit of the Group for the Reporting Period was approximately HK\$9.84 million, representing an increase of 132.1% from approximately HK\$4.24 million for the Corresponding Period.
- The number of registered users of the Group increased by approximately 74,910 or 12.2% to approximately 689,377 as at 30 June 2022 (approximately 614,467 as at 30 June 2021).
- The basic earning per share attributable to owners of the Company for the Reporting Period was HK cent 1.71 (for the Corresponding Period: approximately HK cent 0.77).
- The board of Directors (the “**Board**”) does not recommend to declare the payment of any dividend for the Reporting Period (for the Corresponding Period: Nil).

CORPORATE INFORMATION

DIRECTORS

Executive Directors:

Mr. LIU Yong (*Chairman of the Board and Chief Executive Officer*)
 Mr. WAN Yong
 Mr. LIAO Jicheng
 Mr. ZHANG Wenhua

Non-executive Directors:

Mr. LIN Hung Yuan
 Mr. WANG Haihang (appointed on 14 April 2022 and effective on 1 May 2022)

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

Mr. CHEUNG Kai Cheong Willie

AUTHORISED REPRESENTATIVES

Mr. LIU Yong
 Mr. CHEUNG Kai Cheong Willie

COMPLIANCE OFFICER

Mr. WAN Yong

AUDITOR

SHINEWING (HK) CPA Limited

STOCK CODE

8017

REGISTERED OFFICE IN THE CAYMAN ISLANDS

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PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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17/F, Far East Finance Centre
 16 Harcourt Road
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 (effect from 15 August 2022)

LEGAL ADVISER AS TO HONG KONG LAWS

Jingtian & Gongcheng LLP

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 2022, together with the unaudited comparable figures for the Corresponding Period in 2021:

UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 30 June 2022 (Expressed in Hong Kong dollars)

	Notes	Three months ended 30 June	
		2022 HK\$	2021 HK\$
Revenue	3	25,874,014	16,833,822
Direct costs		(4,223,631)	(3,127,215)
Other gains, net		2,571,259	126,163
Staff costs		(8,061,827)	(4,342,549)
Depreciation and amortisation		(3,567,323)	(2,548,303)
Selling, general and administrative expenses		(1,595,377)	(2,453,101)
Finance costs		(149,287)	(17,223)
Impairment losses (recognised) reversed on financial assets		(62,985)	41,782
Profit before taxation		10,784,843	4,513,376
Income tax	4	(943,564)	(274,037)
Profit for the period		9,841,279	4,239,339
Other comprehensive income, net of nil tax:			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of financial statements of PRC subsidiaries		(5,127,784)	929,175
Total comprehensive income for the year		4,713,495	5,168,514
Profit (loss) for the year attributable to:			
– Owners of the Company		10,234,742	4,239,339
– Non-controlling interests		(393,463)	–
		9,841,279	4,239,339
Total comprehensive income (expense) for the year attributable to:			
– Owners of the Company		5,282,031	5,168,514
– Non-controlling interests		(568,536)	–
		4,713,495	5,168,514
Earnings per share			
Basic and diluted (HK cents)	5(a)&5(b)	1.71	0.77

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 2022 (Expressed in Hong Kong dollars)

	Attributable to equity shareholders of the Company										
	Share capital HK\$	Share Premium HK\$	SAS reserve HK\$	Employee share-based compensation reserve HK\$	Translation reserve HK\$	Merger reserves HK\$	Other reserve HK\$	Accumulated losses HK\$	Total HK\$	Non-controlling interests HK\$	Total HK\$
At 31 March 2021 (Audited)	4,750,000	82,987,553	(14,087,420)	1,087,181	4,049,041	1,147,798	8,180,682	14,738,801	82,853,636	-	82,853,636
Changes in equity for the three months ended 30 June 2021:											
Profit for the period	-	-	-	-	-	-	-	4,239,339	4,239,339	-	4,239,339
Other comprehensive income	-	-	-	-	929,175	-	-	-	929,175	-	929,175
Shares issued	1,000,000	28,700,000	-	-	-	-	-	-	29,700,000	-	29,700,000
Total comprehensive income	1,000,000	28,700,000	-	-	929,175	-	-	4,239,339	34,868,514	-	34,868,514
Balance as at 30 June 2021 (Unaudited)	5,750,000	91,687,553	(14,087,420)	1,087,181	4,978,216	1,147,798	8,180,682	18,978,140	117,722,150	-	117,722,150
Changes in equity for the nine months ended 31 March 2022:											
Profit for the period	-	-	-	-	-	-	-	21,020,276	21,020,276	(121,068)	20,899,208
Other comprehensive income	-	-	-	-	2,084,359	-	-	-	2,084,359	(1,996)	2,082,363
Total comprehensive income	-	-	-	-	2,084,359	-	-	21,020,276	23,104,635	(123,064)	22,981,571
Establishment of a subsidiary	-	-	-	-	-	-	-	-	-	3,699,900	3,699,900
Equity-settled share-based transactions	-	-	-	3,978,167	-	-	-	-	3,978,167	-	3,978,167
Vesting of share awards	-	-	14,087,420	(14,087,420)	-	-	-	-	-	-	-
Exercise of share awards	250,000	14,087,420	-	9,022,072	-	-	-	(9,022,072)	14,337,420	-	14,337,420
Dividends declared	-	(19,020,000)	-	-	-	-	-	-	(19,020,000)	-	(19,020,000)
At 31 March 2022 (Audited)	6,000,000	86,754,973	-	-	7,062,575	1,147,798	8,180,682	30,976,344	140,122,372	3,576,836	143,699,208
Changes in equity for the three months ended 30 June 2022:											
Profit for the period	-	-	-	-	-	-	-	10,234,742	10,234,742	(383,463)	9,841,279
Other comprehensive income	-	-	-	-	(4,952,711)	-	-	-	(4,952,711)	(175,073)	(5,127,784)
Total comprehensive income	-	-	-	-	(4,952,711)	-	-	10,234,742	5,282,031	(568,536)	4,713,495
Balance as at 30 June 2022 (Unaudited)	6,000,000	86,754,973	-	-	2,109,864	1,147,798	8,180,682	41,211,086	145,404,403	3,008,300	148,412,703

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 (the “**Shares**”) have been listed on GEM of the Stock Exchange since 28 September 2018 (the “**Listing**”). The address of the Company’s registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the Company’s principal place of business in the People’s Republic of China (the “**PRC**”) is 2808, Place II, Qianhai Shimao Financial Center, 3040 Xinghai Avenue, Nanshan Street, Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen, the PRC. The address of the Company’s principal place of business in Hong Kong is Room 3405, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, 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 hosting and cloud infrastructure services, SaaS services and other value-added services.

The unaudited condensed consolidated financial information of the Group for the Reporting 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 Reporting Period set out in this report does not constitute the unaudited condensed consolidated financial statements of the Group for the Reporting Period (the “**Financial Statements**”) but is extracted from the financial statements which have been prepared in accordance with HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”), and the applicable disclosure provisions of the GEM Listing Rules. The financial information should be read in conjunction with the Company’s consolidated financial statements for the year ended 31 March 2022.

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 2022, except for the accounting policy changes that are expected to be reflected in the Group’s annual consolidated financial statements ending 31 March 2023. 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 AND SEGMENT REPORTING

The principal activities of the Group are the provision of front office trading system services, market data services, hosting and cloud infrastructure services, SaaS services and other 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, reviews the consolidated results of the Group for the purpose of resource allocation and performance assessment. Therefore, no additional reportable segment information has been presented.

Revenue

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

	Three months ended 30 June	
	2022 HK\$	2021 HK\$
– Front office trading system services	8,289,235	7,551,580
– Market data services	3,375,722	3,563,217
– Hosting and cloud infrastructure services	1,077,976	1,093,377
– SaaS services	8,873,466	4,166,892
– Other value-added services	4,257,615	458,756
	25,874,014	16,833,822

4 INCOME TAX

	Three months ended 30 June	
	2022 HK\$	2021 HK\$
Current tax – Hong Kong Profits Tax	747,115	274,037
Current tax – The PRC	196,449	–
	943,564	274,037

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\$10,234,742 (profit for the Corresponding Period: HK\$4,239,339) and the weighted average of 600,000,000 ordinary shares (2021: 551,667,000 shares) for the Reporting Period.

(b) Diluted earnings per share

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

6 DIVIDENDS

The Board declared on 14 March that it has resolved the declaration and payment of the Special Dividend of 3.17 HK cents per ordinary share of the Company, absorbing a total amount of about HK\$19.02 million, paid in cash on Wednesday, 20 April 2022.

7 EVENTS AFTER THE REPORTING PERIOD

No subsequent event has occurred after 30 June 2022 which may have a significant effect on the assets and liabilities of the Group.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group provides cloud-based market and trading integrated terminal products and system services for Hong Kong brokerage firms, and has a leading market position in providing front-office trading system services and market data services for Hong Kong brokerage firms. We mainly serve 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) SaaS services; and (5) other value added services.

BUSINESS REVIEW

During the Reporting Period, the total revenue of the Group increased by approximately HK\$9,040,192 or 53.7% to approximately HK\$25,874,014 (for the Corresponding Period: approximately HK\$16,833,822). Profit for the Reporting Period increased by approximately HK\$5,601,940 or 132.1% to HK\$9,841,279 (for the Corresponding Period: profit of HK\$4,239,339).

The Group has provided cloud-based market and trading integrated terminal products and system services to more than 150 brokerage firms to improve their operational efficiency through a variety of our products. During the Reporting Period, a total of 89 Hong Kong brokerage firms are using our front-office trading system, resulting in a 9.8% increase, in related revenue to HK\$8,289,235 (Corresponding Period: approximately HK\$7,551,580). The revenue of trading system services accounted for 32.0% of the Group's total revenue during the Reporting Period (Corresponding Period: approximately 44.9%).

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.

As more and more Hong Kong brokerage firms choose our system and terminal products, there had been an increase in number of individual investors who use our applications through their terminal device. Most of our users are active investors. The Group's products provide these active investors with a number of value-added services, such as initial public offering (“**IPO**”) information, market quotes, listed company information, online account opening services, IPO subscription services and share trading services.

The number of registered users of the Group increased by approximately 74,910 or 12.2% to approximately 689,377 as at 30 June 2022 (approximately 614,467 as at 30 June 2021). During the Reporting Period, the overall revenue of SaaS services increased by 114.9% to HK\$8,873,466 (for the Corresponding Period: HK\$4,130,011) due to the increase in the number of institutional customers and individual users. SaaS service revenue accounted for 34.3% of the Group's total revenue for the Reporting Period (for the Corresponding Period: approximately 24.8%).

During the Reporting Period, research and development (the “**R&D**”) expenses amounted to HK\$2,850,951 for the Reporting Period (for the Corresponding Period: HK\$2,306,524), representing an increase of HK\$544,427 or approximately 23.6% as compared with that of the Corresponding Period.

We have developed a series of products or services based on big data to provide services to institutional customers and individual investors, especially the data of the IPO market, which are well received by our users. We have established a joint venture subsidiary with an independent third-party company, which will focus on data mining and big data product researching, and is committed to expanding value-added services related to data. During the Reporting Period, revenue from other value-added services increased significantly to HK\$4.26 million (for the Corresponding Period: HK\$0.46 million). We believe that the revenue of other value-added services will continue to grow as the gradual expansion of the customer base and service scope of our data products.

As a leading service provider of integrated securities trading platform, the Group always regards protecting information security as the top priority, and is committed to ensuring information system security in all directions. During the Reporting Period, the Group had carried out and successfully passed the testing and evaluation of the graded protection of information systems security (the “**Graded Protection Testing and Evaluation**”) in accordance with relevant provisions of the Administrative Measures for the Graded Protection of Information Security (《信息安全等級保護管理辦法》) of the People's Republic of China, hence was issued the “Notification of the Results of the Shenzhen Network Security Graded Protection Testing and Evaluation” and granted the rating of “Grade 3” for “TradeGo” System by the Office of the Shenzhen Information Security Graded Protection Coordination and Leading Group (深圳市信息安全等級保護工作協調領導小組).

Management Discussion and Analysis

During the Reporting Period, the relevant shareholders of the Company, including the controlling shareholder, have voluntarily made a lock-up commitment only for their equity in the Shares, and the approximate percentage of the Company's shareholding subject to the Lock-up Undertaking is 54.27%. During the Reporting Period, a number of management members of the Company also voluntarily increased their shareholdings. For details, please refer to the Company's announcement dated 1 April 2022, 22 April 2022, 26 April 2022 and 30 June 2022. All of the above shows that they are full of confidence in the Company's development prospects and growth potential.

FINANCIAL REVIEW

Revenue and direct cost

Revenue of the Group for the Reporting Period was approximately HK\$25,874,014 (for the Corresponding Period: approximately HK\$16,833,822), representing an increase of approximately HK\$9,040,192 or 53.7% as compared with that of the Corresponding Period. Such increase in revenue of the Group was primarily attributable to the increase in revenue from SaaS services and other value-added services.

Direct cost of the Group for the Reporting Period was approximately HK\$4,223,631 (for the Corresponding Period: approximately HK\$3,127,215), representing an increase of approximately HK\$1,096,416 or 35.1% as compared with that of the Corresponding Period. The increase in direct costs was in line with the increase in revenue offset by additional cost savings.

Other gains, net

The Group's other income for the Reporting Period amounted to HK\$2,571,259 (for the Corresponding Period: HK\$126,163) representing an increase of HK\$2,445,096 or 1,938% as compared with that of the Corresponding Period, mainly due to the increase of fair value of financial assets.

Staff costs

The Group's staff costs for the Reporting Period amounted to HK\$8,061,827 (for the Corresponding Period: HK\$4,342,549) representing an increase of HK\$3,719,278 or 85.6% as compared with that of the Corresponding Period. The increase was mainly due to the increase in salaries and other benefits for staff and the increase in bonus to staff for project development.

Depreciation and amortisation

The Group's depreciation and amortisation for the Reporting Period amounted to HK\$3,567,323 (for the Corresponding Period: HK\$2,548,303) representing an increase of HK\$1,019,020 or 40% as compared with that of the Corresponding Period. The increase was mainly due to the increase in amortisation of internally developed software system.

Selling, general and administrative expenses

The Group's selling, general and administrative expenses for the Reporting Period amounted to approximately HK\$1,595,377 (for the Corresponding Period: approximately HK\$2,453,101) representing a decrease of HK\$857,724 or 35.0%. The decrease was mainly due to the decrease in legal and professional fee.

Profit for the Reporting Period

During the Reporting Period, the Group recorded a profit of HK\$9,841,279 (for the Corresponding Period: profit of HK\$4,239,339), representing an increase of HK\$5,601,940 or 132.1%. 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 Reporting Period (for the Corresponding Period: Nil).

PROSPECTS

We believe that to continuously improve our capability of R&D is the cornerstone to maintain our leading position in fintech in Hong Kong. To adapt to the continuous changes in financial market demand, we are constantly improving and upgrading existing products and services, and even more, trying to develop and launch new products. We have launched many characteristic data products that have won high praise from the market, such as IPO data and China-Hong Kong Stock Connect data. We will continue to increase our investment in data research and data mining, and provide more extensive and practical financial data products for institutional and individual investors. We plan to continuously increase R&D investment so that our products and services can always meet the rapidly changing market demand.

During the Reporting Period, TradeGo Markets Limited ("**TradeGo Markets**"), an indirect wholly-owned subsidiary of the Company, submitted an application to SFC for Type 1 (dealing in securities) and Type 7 (providing automated trading services) regulated activities' licenses in Hong Kong. TradeGo Markets intends to operate an over-the-counter electronic trading platform for non-trading hours whereby shares in companies which will have an IPO to be listed on the Stock Exchange can be traded prior to their official listing.

The Group will continue to assess new business opportunities in a prudent manner in order to maximize returns for shareholders and promote the Group's long-term business growth.

OTHER INFORMATION

USE OF PROCEEDS

Use of Net 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. On 10 August 2020, the Board has resolved to change the use of the unutilized net proceeds to allow the Company to deploy its financial resources more efficiently. For details, please refer to the Company's Announcement on Change in Use of Proceeds. Set forth below are details of the use of proceeds up to 30 June 2022:

Intended use of the net proceeds	Actual amount	Reallocation	Amount of	Actual	Unutilized	Expected	
	Amount of net proceeds allocated at the Listing	utilized from the date of Listing up to 10 August 2020	in use of unutilized net proceeds on 10 August 2020	unutilized net proceeds after reallocation	amount utilized up to 30 June 2022	net proceeds up to 30 June 2022	timeline for full utilization of the unutilized net proceeds (Note 1)
	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	
Developing innovative product offerings and enhance research and development capabilities	6.1	6.1	-	-	6.1	-	N/A
Apply for additional market data vendor licences and conduct further marketing activities	5.4	3.9	+5.3	6.8	10.7	-	N/A
Expand the hardware infrastructure capacities and software portfolio	2.3	1.3	+2.3	3.3	4.6	-	N/A
Recruit non-R&D staff and conduct staff trainings	3.0	2.8	-	0.2	3.0	-	N/A
Establish an R&D centre in the PRC	15.6	-	-15.6	-	-	-	N/A
Establish a marketing centre in Hong Kong	7.3	-	-7.3	-	-	-	N/A
Developing over-the-counter and grey market trading system (Note 3)	-	-	+6.7	6.7	2.5	4.2	End of September 2022
Developing initial public offer simulation subscription system	-	-	+5.6	5.6	5.6	-	N/A
Applying licences and the daily operations of the subsidiary(ies) under the Capital Contribution Agreement (Note 2 & Note 3)	-	-	+3.0	3.0	0.8	2.2	End of September 2022
General working capital	1.8	1.8	-	-	1.8	-	N/A
	41.5	15.9	-	25.6	35.1	6.4	

Notes:

1. The expected timeline for utilizing the unutilized net proceeds is based on the best estimation of the future market conditions made by the Group. It is subject to change based on the current and future development of the market condition.
2. Tele-Trend Konson (Hong Kong) Limited, an indirect wholly-owned subsidiary of the Company, entered into the Capital Contribution Agreement on 7 July 2020 for setting up subsidiaries which will principally engage in, inter-alia, the provision of over-the-counter services in Hong Kong securities.
3. Although the progress of related work has been slowed down due to the COVID-19, we are still following up with such works actively.

In order to maximise the return for shareholders, the Directors will continue to assess the business environment and explore market opportunities to broaden the source of income of the Group. Subject to the final decision of the Board, the Company will make further announcement and will comply with the disclosure requirement under the GEM Listing Rules, if there is any change or further update on the use of proceeds.

Use of Net Proceeds from Placing

Reference is made to the announcements of the Company dated 9 April 2021 and 22 April 2021. For the purpose of strengthening the Company's capital base (including working capital) and improving its research and development and cloud infrastructure construction and information service capacity, the Company entered into a placing agreement (the "**Placing Agreement**") with the placing agent, Valuable Capital Limited (the "**Placing Agent**"), whereby the Company has conditionally agreed to place, through the Placing Agent, up to an aggregate of 100,000,000 Shares (the "**Placing Shares**") with the aggregate nominal value of HK\$1,000,000 on a best effort basis to not less than six placees at a price of HK\$0.30 per Placing Share pursuant to the terms and conditions of the Placing Agreement. The market price of the Placing Shares was HK\$0.345 on the date of the Placing Agreement.

Other Information

On 22 April 2021, all of the Placing Shares have been successfully placed by the Placing Agent to not less than six placees who are Independent Third Parties of the Company at a price of HK\$0.30 per Placing Share and the placing was completed. The net proceeds from the placing (after deduction of commission and other expenses of the Placing) amount to approximately HK\$29.7 million, representing a net issue price of approximately HK\$0.297 per Placing Share. The proceeds from the placing are proposed to be used according to the intentions previously disclosed by the Company. Set forth below are details of the use of proceeds from the placing up to 30 June 2022:

Intended use of the net proceeds	Amount of net proceeds HK\$ million	Amount of utilized up to 30 June 2022 HK\$ million	Unutilized net proceeds up to 30 June 2022 HK\$ million	Expected timeline for full utilization of the unutilized net proceeds
(i) Research and development of the Group's new products	17.82	8.52	9.3	End of September 2023
(ii) Strengthening the cloud infrastructure construction and information service capacity	8.91	2.41	6.5	End of September 2023
(iii) General working capital	2.97	1.12	1.85	End of September 2023
	29.7	12.05	17.65	

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

As at 30 June 2022, 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 SFO which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO); or as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO; or pursuant to the required standard of dealings set out in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long position/short position in the Shares

Name of Directors	Nature of Interest	Number of Shares held/ interested in	Long position/ Short position	Approximate percentage of shareholding ⁽¹⁾
Mr. LIU Yong ⁽²⁾⁽³⁾	Interest of a controlled corporation	186,398,236	Long position	31.07%
Mr. LIAO Jicheng ⁽³⁾	Interests held jointly with another person	32,133,582	Long position	
	Person having a security interest in shares	168,000	Long position	
	Total:	<u>32,301,582</u>	Long position	5.38%
Mr. WAN Yong ⁽³⁾⁽⁴⁾	Interest of a controlled corporation	19,703,553	Long position	
	Interests held jointly with another person	32,133,582	Long position	
	Beneficial owner	160,000	Long position	
	Total:	<u>51,997,135</u>	Long position	8.66%
Mr. ZHANG Wenhua ⁽³⁾	Interests held jointly with another person	32,133,582	Long position	
	Beneficial owner	168,000	Long position	
	Total:	<u>32,301,582</u>	Long position	5.38%

Other Information

Notes:

- (1) As at 30 June 2022, the total number of issued Shares was 600,000,000 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 32,133,582 Shares. Xin Cheng is wholly-owned by Stand Tall International Limited (立高國際有限公司) ("**Stand Tall**"). Therefore, according to the SFO, Stand Tall is deemed or taken to be interested in the Shares held by Xin Cheng. The details of the Shares held by Stand Tall are set out in the section headed "Statutory and General Information – (E) Pre-IPO Equity Interest Incentive Scheme" in the Appendix IV to the Prospectus of the Company dated 17 September 2018 ("**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 2022, Mr. LIU Yong is the sole director of Xin Cheng), and Mr. LIU Yong, Mr. LIAO Jicheng, Mr. WAN Yong and Mr. ZHANG Wenhua are all shareholders of Stand Tall. Therefore, Mr. LIU Yong, Mr. LIAO Jicheng, Mr. WAN Yong and Mr. ZHANG Wenhua 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 19,703,553 Shares. Joint Smart is wholly-owned by Mass Victory Ventures Limited (眾勝創投有限公司) ("**Mass Victory**"), which is in turn owned as to 75% by Mr. WAN Yong. Therefore, Mr. WAN Yong is deemed, or taken to be, interested in all the Shares held by Joint Smart for the purposes of the SFO.

Save as disclosed above and so far as is known to the Directors, as at 30 June 2022, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or pursuant to the required standard of dealings set out in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

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

As at 30 June 2022 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	25.71%
Fortune Promise Global Limited (富望環球有限公司) ⁽²⁾	Interest of a controlled corporation	154,264,654	Long position	25.71%
Shenzhen Kingdom Sci-Tech Co., Ltd.	Beneficial owner	119,500,000	Long position	19.92%
Probest Limited	Interest of a controlled corporation	119,500,000	Long position	19.92%
SBI China Capital Financial Services Limited	Beneficial owner	119,500,000	Long position	19.92%
SBI China Capital Holdings Limited	Interest of a controlled corporation	119,500,000	Long position	19.92%
Mr. CAO Guoqi	Interest of a controlled corporation	119,500,000	Long position	19.92%
Coast Flagship Investment SPC-Harvest IPO Mixed Strategy Investment SP ⁽³⁾	Beneficial owner	50,000,000	Long position	8.33%
Coast International Asset Management Limited ⁽³⁾	Investment Manager	50,000,000	Long position	8.33%
Xin Cheng International Limited (鑫誠國際有限公司) ⁽⁴⁾	Beneficial owner	30,948,956	Long position	
	Trustee	1,184,626	Long position	
		Total:		
		32,133,582	Long position	5.35%
Stand Tall International Limited (立高國際有限公司) ⁽⁴⁾	Interest of a controlled corporation	32,133,582	Long position	5.35%
Ms. LIU Xiaoming ⁽⁵⁾	Interest of spouse	186,398,236	Long position	31.07%
Ms. CHEN Zhaoxia ⁽⁶⁾	Interest of spouse	51,997,135	Long position	8.66%
Ms. LU Ximeng ⁽⁷⁾	Interest of spouse	32,301,582	Long position	5.38%
Ms. YE Liqin ⁽⁸⁾	Interest of spouse	32,301,582	Long position	5.38%

Other Information

Notes:

- (1) As at 30 June 2022, the total number of issued Shares was 600,000,000 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) Coast Flagship Investment SPC-Harvest IPO Mixed Strategy Investment SP is wholly-owned by Coast International Asset Management Limited. Therefore, Coast International Asset Management Limited is deemed, or taken to be, interested in all the Shares held by Coast Flagship Investment SPC-Harvest IPO Mixed Strategy Investment SP.
- (4) Xin Cheng holds 30,948,956 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.
- (5) Ms. LIU Xiaoming is the spouse of Mr. LIU Yong. Therefore, Ms. LIU Xiaoming is deemed, or taken to be, interested in all the Shares held by Mr. LIU Yong for the purpose of the SFO.
- (6) Ms. 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.
- (7) 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.
- (8) Ms. YE Liqin is the spouse of Mr. ZHANG Wenhua. Therefore, Ms. YE Liqin is deemed, or taken to be, interested in all the Shares held by Mr. ZHANG Wenhua for the purpose of the SFO.

Save as disclosed above, as at 30 June 2022, 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 2022, no share option was granted, exercised or cancelled and there was no outstanding share option as at 30 June 2022.

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 “**Previous Share Award Scheme**”). The purpose of the Previous 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 Previous 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, 22 August 2019 and 5 February 2021 and 30 December 2021, respectively.

Other Information

On 20 June 2022, the Company had adopted a new share award scheme (the “**New Share Award Scheme**”). The purpose of the New Share Award Scheme is to align the interests of eligible persons under the scheme with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the shares so as to motivate the personnel whom the Company considers as necessary to make contributions to the long-term growth of the Group, and to attract and retain eligible persons to continue to create value for the Group.

For details of the New Share Award Scheme, please refer to the announcements of the Company dated 20 June 2022 and 21 June 2022.

The Company shall comply with the relevant GEM Listing Rules on granting of award shares under the New Share Award Scheme. As at 30 June 2022, the trustee of the New Share Awards Scheme had not purchased shares from the secondary market. As at 30 June 2022, no shares purchased under the New Share Award Scheme have been awarded to any employee of the Company. As all award shares have been granted to employees, the trustee of the Previous Share Award Scheme has been terminated on 23 February 2022.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

COMPETING BUSINESS

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

DEED OF NON-COMPETITION

The deed of non-competition (the “**Deed of Non-Competition**”) dated 29 August 2018 was entered into by Mr. LIU Yong, Fortune Promise Global Limited (富望環球有限公司), Mao Jia Holdings Limited (茂嘉控股有限公司), Stand Tall International Limited (立高國際有限公司) and Xin Cheng International Limited (鑫誠國際有限公司) in favour of the Company (for the Company and as trustee for and on behalf of the subsidiaries of the Company) in regard to non-competition undertakings. The details of the Deed of Non-Competition have been disclosed in the Prospectus under the section headed “Relationship with Controlling Shareholders – Non-Competition Undertakings”.

CORPORATE GOVERNANCE PRACTICE

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

Code Provision C.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 C.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

The Group appointed Mr. WANG Haihang as a non-executive Director on 14 April 2022 and with effect from 1 May 2022.

CHANGES IN DIRECTOR’S BIOGRAPHICAL DETAILS UNDER RULE 17.50A(1) OF THE GEM LISTING RULES

There has been no change in the Directors’ biographical details which is required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules since the date of 2021-2022 annual report of the Company.

Other Information

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

The Directors confirmed that no significant event that affected the Group has occurred after 30 June 2022 and up to the date of this report.

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 2022 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, 8 August 2022

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