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TradeGo

TradeGo FinTech Limited

捷利交易寶金融科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8017)

THIRD QUARTERLY RESULTS ANNOUNCEMENT FOR THE NINE MONTHS ENDED 31 DECEMBER 2021

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

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

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This announcement, for which the directors (the “**Directors**”, each being a “**Director**”) of TradeGo FinTech Limited (the “**Company**”, together with its subsidiaries, the “**Group**” or “**we**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

HIGHLIGHTS

- The Group recorded an unaudited revenue of approximately HK\$60.29 million for the nine months ended 31 December 2021 (the “**Reporting Period**”) compared with that of approximately HK\$47.58 million for the nine months ended 31 December 2020 (the “**Corresponding Period**”), representing an increase of approximately 26.7%.
- The net operating profit of the Group for the Reporting Period was approximately HK\$20.62 million, representing an increase of 55.6% from approximately HK\$13.25 million for the Corresponding Period.
- The number of registered users of the Group increased by 183,660 or 38.5% to 660,962 as at 31 December 2021 (477,302 as at 31 December 2020).
- The basic earnings per share attributable to owners of the Company for the Reporting Period was HK cent 2.87 (for the Corresponding Period: approximately HK cent 2.98).
- The board of Directors (the “**Board**”) does not declare the payment of any dividend for the Reporting Period (for the Corresponding Period: Nil).

The Board is pleased to announce the unaudited consolidated results of the Group for the three months and nine months ended 31 December 2021, together with the unaudited comparative figures for the Corresponding Period in 2020:

UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months ended 31 December 2021

(Expressed in Hong Kong dollars)

	Note	Three months ended 31 December		Nine months ended 31 December	
		2021	2020	2021	2020
Revenue	3	22,894,115	17,680,320	60,289,711	47,576,751
Operating expenses					
Direct costs		(2,933,201)	(2,928,975)	(9,722,150)	(8,919,519)
Staff costs		(5,714,177)	(5,255,068)	(15,231,910)	(15,184,823)
Depreciation and amortisation		(2,570,056)	(1,751,817)	(8,580,448)	(5,856,720)
Selling, general and administrative expenses		(1,397,722)	(1,420,588)	(6,137,773)	(4,363,331)
		(12,615,156)	(11,356,448)	(39,672,281)	(34,324,393)
Operating profit		10,278,959	6,323,872	20,617,430	13,252,358
Finance costs		(169,374)	(33,366)	(308,264)	(109,776)
Other (losses)/gains, net		(3,814,031)	344,457	(3,167,475)	1,880,274
Profit before taxation		6,295,554	6,634,963	17,141,691	15,022,856
Income tax	4	(243,718)	(202,036)	(864,531)	(866,242)
Profit for the period		6,051,836	6,432,927	16,277,160	14,156,614
Other comprehensive income (expense), net of nil tax:					
<i>Item that may be reclassified subsequently to profit or loss:</i>					
– Exchange differences on translation of financial statements of PRC subsidiaries		(2,379,205)	2,082,290	(1,398,841)	3,611,996
Total comprehensive income for the period		3,672,631	8,515,217	14,878,319	17,768,610
Earnings per share	5				
Basic and diluted (HK cent)		1.07	1.35	2.87	2.98

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2021

(Expressed in Hong Kong dollars)

	Attributable to equity shareholders of the Company								Total HK\$
	Share capital HK\$	Share Premium HK\$	SAS reserve HK\$	Employee share-based compensation reserve HK\$	Translation reserve HK\$	Merger reserves HK\$	Other reserve HK\$	(Accumulated losses)/ Retained earnings HK\$	
At 31 March 2020 (Audited)	4,750,000	62,987,553	(14,087,420)	12,202,258	507,839	1,147,798	8,180,682	(17,694,538)	57,994,172
Changes in equity for the nine months ended 31 December 2020:									
Profit for the period	-	-	-	-	-	-	-	14,156,614	14,156,614
Other comprehensive income	-	-	-	-	3,611,996	-	-	-	3,611,996
Total comprehensive income	-	-	-	-	3,611,996	-	-	14,156,614	17,768,610
At 31 December 2020 (Unaudited)	4,750,000	62,987,553	(14,087,420)	12,202,258	4,119,835	1,147,798	8,180,682	(3,537,924)	75,762,782
Changes in equity for the three months ended 31 March 2021:									
Profit for the period	-	-	-	-	-	-	-	6,422,064	6,422,064
Other comprehensive income	-	-	-	-	(70,794)	-	-	-	(70,794)
Total comprehensive income	-	-	-	-	(70,794)	-	-	6,422,064	6,351,270
Equity-settled share-based transactions	-	-	-	739,584	-	-	-	-	739,584
	-	-	-	739,584	(70,794)	-	-	6,422,064	7,090,854
At 31 March 2021 (Audited)	4,750,000	62,987,553	(14,087,420)	12,941,842	4,049,041	1,147,798	8,180,682	2,884,140	82,853,636
Changes in equity for the six months ended 30 September 2021:									
Profit for the period	-	-	-	-	-	-	-	10,225,324	10,225,324
Other comprehensive income	-	-	-	-	980,364	-	-	-	980,364
Shares issued	1,000,000	28,700,000	-	-	-	-	-	-	29,700,000
Total comprehensive income	1,000,000	28,700,000	-	-	980,364	-	-	10,225,324	40,905,688
Balance as at 30 September 2021 (Unaudited)	5,750,000	91,687,553	(14,087,420)	12,941,842	5,029,405	1,147,798	8,180,682	13,109,464	123,759,324
Changes in equity for the three months ended 31 December 2021:									
Profit for the period	-	-	-	-	-	-	-	6,051,836	6,051,836
Other comprehensive income	-	-	-	-	(2,379,205)	-	-	-	(2,379,205)
Total comprehensive income	-	-	-	-	(2,379,205)	-	-	6,051,836	3,672,617
At 31 December 2021 (Unaudited)	5,750,000	91,687,553	(14,087,420)	12,941,842	2,650,200	1,147,798	8,180,682	19,161,300	127,431,955

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 15 June 2017 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares (the “**Shares**”) have been listed on GEM of the Stock Exchange since 28 September 2018 (the “**Listing**”). The address of the Company’s registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the Company’s principal place of business in the People’s Republic of China (the “**PRC**”) is 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 Office No. 10, 16th Floor, Hong Kong Plaza, 188 Connaught Road West, Hong Kong.

The Group is an integrated securities trading platform service provider serving primarily Hong Kong brokerage firms and their clients. The Group’s Hong Kong brokerage firms customers are all Category B and Category C Exchange Participants. The Group’s integrated securities trading platform services mainly consist of front office trading system services, market data services, 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 set out in this announcement is presented in Hong Kong dollars (“**HK\$**”), which is the same as the functional currency of the Group.

2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The unaudited consolidated financial information for the Reporting Period set out in this announcement does not constitute the unaudited condensed consolidated financial statements of the Group for the Reporting Period (the “**Financial Statements**”) but is extracted from the financial statements which have been prepared in accordance with HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”), and the applicable disclosure provisions of the GEM Listing Rules. The Financial Statements should be read in conjunction with the Company’s consolidated financial statements for the year ended 31 March 2021.

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 2021, except for accounting policy changes that are expected to be reflected in the Group’s annual consolidated financial statements ending 31 March 2022. The effect of the adoption of these standards, amendments and interpretation is not material on these unaudited condensed consolidated financial statements.

3 REVENUE AND SEGMENT REPORTING

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

Revenue

The amount of each significant category of revenue recognised for the three and nine months ended 31 December 2021 and 2020 is as follows:

	Three months ended 31 December		Nine months ended 31 December	
	2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000
– Front office trading system services	7,705	5,958	22,625	17,418
– Market data services	3,514	3,555	10,689	10,914
– Hosting and clouding infrastructure services	1,219	1,121	3,508	3,439
– SaaS services	7,807	6,295	19,636	13,377
– Other value-added services	2,649	751	3,832	2,429
	<u>22,894</u>	<u>17,680</u>	<u>60,290</u>	<u>47,577</u>

4 INCOME TAX

	Three months ended 31 December		Nine months ended 31 December	
	2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000
Current tax – Hong Kong Profits Tax	84	288	540	846
Current tax – The PRC	159	(85)	324	21
	<u>243</u>	<u>203</u>	<u>864</u>	<u>867</u>

5 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of HK\$16,277,160 (for the Corresponding Period: HK\$14,156,614) and the weighted average of 567,336,000 ordinary shares (for the Corresponding Period: 475,000,000 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

No dividend has been paid or declared by the Company during each of the nine months ended 31 December 2020 and 2021.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Group provides cloud-based market trading integrated terminal products and system services for many 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^{Note 5}; and (5) other value added services^{Note 6}.

BUSINESS REVIEW

During the Reporting Period, the total revenue of the Group increased by HK\$12,712,960 or 26.7% to HK\$60,289,711 (for the Corresponding Period: HK\$47,576,751). Operating profit for the Reporting Period increased by HK\$7,365,072 or 55.6% to HK\$20,617,430 (for the Corresponding Period: operating profit of HK\$13,252,358).

During the Reporting Period, research and development (the "R&D") expenses amounted to HK\$7,185,882 (for the Corresponding Period: HK\$5,457,417), representing an increase of HK\$1,728,465 or 31.7% as compared with that of the Corresponding Period.

The COVID-19 pandemic ("COVID-19") continues to affect business activities, production and life around the world, and epidemic prevention and anti-epidemic precaution has become the norm. The staff of the Group in Hong Kong, China and mainland China conduct business under the background of strictly abiding by local epidemic prevention policies. With solid cloud infrastructure and mature online marketing system, the number of institutional customers and individual customers of the Group has maintained steady growth. The Group's overall revenue performance is excellent, and the revenue have remained steadily rising from the nine months ended 31 December 2020 to the Corresponding Period in 2021, which is mainly attributed to the revenue growth of SaaS services and the unremitting efforts in integrated securities trading platform 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.

Note 5: SaaS services refer to provision of online account opening appointment service and marketing or operation services provided through the Group's open securities trading platform "TradeGo Pro".

Note 6: Other value added services include big data service, simulation trading platform service, two-factor authentication service and customised software development service.

Our main services are provided to customers through online and cloud services. During the Reporting Period, the Group added 18 new institutional clients, including 13 Hong Kong brokerage firms. During the Reporting Period, the related revenue increase by 15.9% to approximately HK\$36.8 million (for the Corresponding Period: approximately HK\$31.8 million). We plan to increase R&D investment, so that our products and services can meet the changing market demand. As of 31 December 2021, we have provided market trading integrated terminal products and related system services to more than 150 brokerage firms, and have always maintained a leading position in the market in this field.

During the Reporting Period, 7 new Hong Kong brokerage firms used the Group's online account opening system, As of 31 December 2021, a total of 47 Hong Kong brokerage firms have used the Group's online account opening system. Since we launched the online account opening system, we have helped more than 100,000 users to complete online account opening applications. At the same time, the marketing and operation services we provide through "TradeGo Pro" are also helping these Hong Kong brokerage firms to improve their brand awareness and gain effective users. With the increasing number of users of "TradeGo Pro", more and more institutional customers use our marketing or operation services to increase their brand influence. During the Reporting Period, the revenue of SaaS service increased by 46.8% to HK\$19.6 million.

The number of registered users of the Group increased by 183,660 or 38.5% to 660,962 as at 31 December 2021 (477,302 as at 31 December 2020), of which about 57% of registered users came from Hong Kong or overseas. We will continue to increase advertising in Hong Kong and overseas regions to gain more users. We see that more and more Hong Kong brokerage firms and institutional customers are willing to market and cooperate in "TradeGo Pro", especially the newly listed companies that intend to conduct initial public offering in Hong Kong, which all depend on our data accumulation in the new stock market and our focus on data productization. During the Reporting Period, the mainland subsidiary of the Group established a joint venture subsidiary with an independent third-party company, which continued to focus on the research of data mining and big data products, and made efforts to expand value-added services related to data.

FINANCIAL REVIEW

Revenue and Direct costs

Revenue of the Group for the Reporting Period was HK\$60,289,711 (for the Corresponding Period: HK\$47,576,751), representing an increase of HK\$12,712,960 or 26.7% 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 which comprise of TradeGo Pro and online account opening system services.

Direct costs of the Group for the Reporting Period was HK\$9,722,150 (for the Corresponding Period: HK\$8,919,519), representing an increase of HK\$802,631 or 9.0% 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 (losses)/gains, net

The Group's other (losses)/gains, net for the Reporting Period amounted to HK\$(3,167,475) (for the Corresponding Period: HK\$1,880,274), representing a decrease of HK\$5,047,749 or 268.5% as compared with that of the Corresponding Period, mainly due to the increase of fair value loss on financial assets at fair value through profit or loss ("FVTPL").

Staff costs

The Group's staff costs for the Reporting Period amounted to HK\$15,231,910 (for the Corresponding Period: HK\$15,184,823), representing an increase of HK\$47,087 or 0.3% as compared with that of the Corresponding Period.

Depreciation and amortisation

The Group's depreciation and amortisation expenses for the Reporting Period amounted to HK\$8,580,448 (for the Corresponding Period: HK\$5,856,720), representing an increase of HK\$2,723,728 or 46.5% as compared with that of the Corresponding Period. Such increase was 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 HK\$6,137,773 (for the Corresponding Period: HK\$4,363,331), representing an increase of HK\$1,774,442 or 40.7% as compared with that of the Corresponding Period. The increase was mainly due to the increase in legal and professional fee.

Operating profit

During the Reporting Period, the Group recorded the operating profit of HK\$20,617,430 (for the Corresponding Period: HK\$13,252,358), representing an increase of HK\$7,365,072 or 55.6% as compared with that of the Corresponding Period, primarily attributable to the increase in revenue.

Profit for the period

During the Reporting Period, the Group recorded a profit for the period of HK\$16,277,160 (for the Corresponding Period: HK\$14,156,614), representing an increase of HK\$2,120,546 or 15.0% as compared with that of the Corresponding Period, primarily attributable to the increase in revenue as discussed above.

DIVIDEND

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

USE OF NET PROCEEDS FROM THE 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 dated 10 August 2020. Set forth below are details of the use of proceeds up to 31 December 2021:

Intended use of the net proceeds	Amount of net proceeds allocated at the Listing HK\$ million	Actual amount utilized from the date of Listing up to 10 August 2020 HK\$ million	Reallocation in use of unutilized net proceeds on 10 August 2020 HK\$ million	Amount of unutilized net proceeds after reallocation HK\$ million	Actual amount utilized up to 31 December 2021 HK\$ million	Unutilized net proceeds up to 31 December 2021 HK\$ million	Expected timeline for full utilization of the unutilized net proceeds (Note 1)
Developing innovative product offerings and enhance research and development capabilities	6.1	6.1	-	-	6.1	-	N/A
Apply for additional market data vendor licences and conduct further marketing activities	5.4	3.9	+5.3	6.8	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	-	-	+6.7	6.7	0.5	6.2	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)	-	-	+3.0	3.0	0.9	2.1	End of September 2022
General working capital	1.8	1.8	-	-	1.8	-	N/A
	41.5	15.9	-	25.6	33.2	8.3	

Notes:

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

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 places 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.

On 22 April 2021, all of the Placing Shares have been successfully placed by the Placing Agent to not less than six places 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 31 December 2021:

Intended use of the net proceeds	Amount of net proceeds <i>HK\$ million</i>	Amount of	Unutilized	Expected timeline for full utilization of the unutilized net proceeds
		utilized net proceeds up to 31 December 2021 <i>HK\$ million</i>	net proceeds up to 31 December 2021 <i>HK\$ million</i>	
(i) Research and development of the Group’s new products	17.82	4.23	13.59	End of September 2023
(ii) Strengthening the cloud infrastructure construction and information service capacity	8.91	1.4	7.51	End of September 2023
(iii) General working capital	2.97	1.71	1.26	End of September 2023
	29.7	7.34	22.36	

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

As at 31 December 2021, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its any associated corporation (within the meaning of Part XV of the SFO which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO); or as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO; or pursuant to the required standard of dealings set out in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long position/short position in the Shares

Name of Directors	Nature of Interest	Number of Shares held/ interested in	Long position/ Short position	Approximate percentage of shareholding ⁽¹⁾
Mr. LIU Yong ⁽²⁾⁽³⁾	Interest of a controlled corporation	189,359,801	Long position	31.55%
Mr. LIAO Jicheng ⁽³⁾	Interests held jointly with another person	35,095,147	Long position	5.84%
Mr. WAN Yong ⁽³⁾⁽⁴⁾	Interest of a controlled corporation	19,703,553	Long position	
	Interests held jointly with another person	35,095,147	Long position	
		Total: 54,798,700	Long position	9.13%
Mr. ZHANG Wenhua ⁽³⁾	Interests held jointly with another person	35,095,147	Long position	5.84%

Notes:

- As at 31 December 2021, the total number of issued Shares was 600,000,000 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 35,095,147 Shares. Xin Cheng is wholly-owned by Stand Tall International Limited (立高國際有限公司) (“**Stand Tall**”). Therefore, according to the SFO, Stand Tall is deemed or taken to be interested in the Shares held by Xin Cheng. The details of the Shares held by Stand Tall are set out in the section headed “Statutory and General Information – (E) Pre-IPO Equity Interest Incentive Scheme” in the Appendix IV to the Prospectus of the Company dated 17 September 2018 (the “**Prospectus**”). According to Pre-IPO Equity Interest Incentive Scheme, all of the power to vote as shareholder of Xin Cheng (and/or Stand Tall) was delegated to the board of Xin Cheng (as at 31 December 2021, 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 31 December 2021, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or pursuant to the required standard of dealings set out in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

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

As at 31 December 2021 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%
Xin Cheng International Limited (鑫誠國際有限公司) ⁽³⁾	Beneficial owner	33,910,521	Long position	
	Trustee	1,184,626	Long position	
		<u>Total: 35,095,147</u>	Long position	5.84%

Names of shareholders	Capacity/ Nature of Interest	Number of Shares held/ interested in	Long position/ Short position	Approximate percentage of shareholding ⁽¹⁾
Stand Tall International Limited (立高國際有限公司) ⁽³⁾	Interest of a controlled corporation	35,095,147	Long position	5.84%
Joint Smart Global Limited (合智環球有限公司) ⁽⁴⁾	Beneficial owner	19,703,553	Long position	3.28%
Mass Victory Ventures Limited (眾勝創投有限公司) ⁽⁴⁾	Interest of a controlled corporation	19,703,553	Long position	3.28%
Ms. LIU Xiaoming ⁽⁵⁾	Interest of spouse	189,359,801	Long position	31.55%
Ms. CHEN Zhaoxia ⁽⁶⁾	Interest of spouse	54,798,700	Long position	9.13%
Ms. LU Ximeng ⁽⁷⁾	Interest of spouse	35,095,147	Long position	5.84%
Ms. YE Liqin ⁽⁸⁾	Interest of spouse	35,095,147	Long position	5.84%
Coast International Asset Management Limited ⁽⁹⁾	Investment manager	50,000,000	Long position	8.33%
Coast Flagship Investment SPC-Harvest IPO Mixed Strategy Investment SP ⁽⁹⁾	Investment manager	50,000,000	Long position	8.33%

Notes:

- (1) As at 31 December 2021, 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) Xin Cheng holds 33,910,521 and 1,184,626 Shares as beneficial owner and trustee respectively. The 1,184,626 Shares are held by Xin Cheng as trustee arising from or in relation to the employee share ownership scheme of Tele-Trend Konson (Hong Kong) Limited (捷利港信(香港)有限公司) which is an indirectly wholly-owned subsidiary of the Company. Xin Cheng is wholly-owned by Stand Tall. Therefore, Stand Tall is deemed, or taken to be, interested in all the Shares held by Xin Cheng for the purposes of the SFO. The detailed information in relation to the Shares held by Stand Tall is set out in the section headed “Statutory and General Information – (E) Pre-IPO Equity Interest Incentive Scheme” in Appendix IV to the Prospectus. According to Pre-IPO Equity Interest Incentive Scheme, all of the power to vote as shareholder of Xin Cheng (and/or Stand Tall) was delegated to the board of Xin Cheng.
- (4) Joint Smart is wholly-owned by Mass Victory. Therefore, Mass Victory is deemed, or taken to be, interested in all the Shares held by Joint Smart for the purposes of the SFO.
- (5) Ms. LIU Xiaoming is the spouse of Mr. LIU Yong. Therefore, Ms. LIU Xiaoming is deemed, or taken to be, interested in all the Shares held by Mr. LIU Yong for the purpose of the SFO.
- (6) Ms. 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.

- (9) Coast Flagship Investment SPC-Harvest IPO Mixed Strategy Investment SP is a Fund that is managed by Coast International Asset Management Limited in its capacity as an investment manager. 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 for the purpose of the SFO.

Save as disclosed above, as at 31 December 2021, the Directors were not aware of any interests or short positions owned by any other persons (other than the Directors or chief executive of the Company) in the Shares or underlying shares of the Company which were required to be notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

SHARE OPTION SCHEME

The Company has conditionally adopted a share option scheme on 29 August 2018 (the “**Share Option Scheme**”). The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (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 31 December 2021, no share option was granted, exercised or cancelled and there is no outstanding share option pursuant to the Share Option Scheme.

PRE-IPO EQUITY INTEREST INCENTIVE SCHEME

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

SHARE AWARD SCHEME

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

For details of the Share Award Scheme, please refer to the announcements of the Company dated 19 December 2018, 21 January 2019, 1 February 2019, 28 February 2019, 7 March 2019, 12 March 2019, 14 March 2019, 28 March 2019, 9 April 2019, 4 July 2019, 22 August 2019, 5 February 2021 and 30 December 2021, respectively.

The Company shall comply with the relevant GEM Listing Rules when granting the award shares. As at 31 December 2021, 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.

Save as disclosed in the Company's announcement dated 30 December 2021. During the Reporting Period, no shares purchased under the Share Award Scheme have been awarded to any employee of the Company under the Share Award Scheme.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

The Group did not hold any financial instruments which need to be measured by the fair value as at 31 December 2021.

CAPITAL COMMITMENTS OUTSTANDING

As at 31 December 2021, the Group did not have any significant capital commitments (30 September 2021: Nil).

DIRECTORS' SECURITIES TRANSACTIONS

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

CORPORATE GOVERNANCE PRACTICE

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

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

SUFFICIENCY OF PUBLIC FLOAT

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

COMPETING BUSINESS

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

DEED OF NON-COMPETITION

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

During the Reporting Period, the Company had not received any information in writing from any of, Mr. LIU Yong, Fortune Promise Global Limited (富望環球有限公司), Mao Jia Holdings Limited (茂嘉控股有限公司), Stand Tall International Limited (立高國際有限公司) and Xin Cheng International Limited (鑫誠國際有限公司), (each a “**Controlling Shareholder**” and collectively the “**Controlling Shareholders**”) in respect of any new business opportunity which competed or might compete with the existing and future business of the Group which were offered to or came to the knowledge of the Controlling Shareholders or their associates (other than any member of the Group), and the Company has received a written confirmation from each Controlling Shareholder in respect of him/it and his/its associates in compliance with the Deed of Non-Competition during the Reporting Period and up to the date of this announcement.

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

CHANGES IN DIRECTORS

The Group appointed Mr. ZHANG Wenhua as an executive Director on 9 September 2021 and with effect from 1 October 2021.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

The Directors confirmed that no significant event that affected the Group has occurred after 31 December 2021 and up to the date of this announcement.

REVIEW BY AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) was established on 29 August 2018 with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and Code Provision C.3 of the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process, risk management and internal control systems, nominate and monitor external auditors and to provide advice and comments to the Board on matters related to corporate governance. The Audit Committee currently comprises three independent non-executive Directors, namely Dr. LOKE Yu, Ms. JIAO Jie and Mr. MAN Kong Yui. Dr. LOKE Yu is the chairman of the Audit Committee. The Audit Committee has reviewed the unaudited consolidated financial statements of the Group for the three months and the nine months ended 31 December 2021 and was of the view that such statements have been prepared in compliance with the applicable accounting standards, the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

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

Shenzhen, People’s Republic of China, 7 February 2022

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

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