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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)

**INTERIM RESULTS ANNOUNCEMENT
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2022**

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 (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

- Revenue of the Group for the six months ended 30 September 2022 (the “**Reporting Period**”) amounted to approximately HK\$50.55 million (for the six months ended 30 September 2021 (the “**Corresponding Period**”): approximately HK\$37.40 million), representing an increase of 35.2% as compared with the Corresponding Period.
- The net profit of the Group for the Reporting Period was approximately HK\$17.09 million, representing an increase of 67.2% from approximately HK\$10.23 million for the Corresponding Period.
- The number of registered users of the Group increased by 70,045 or 10.9% to 714,632 as at 30 September 2022 (644,587 as at 30 September 2021).
- The basic earning per share attributable to owners of the Company for the Reporting Period was HK cent 2.98 (for the Corresponding Period: approximately HK cent 1.81).
- The Board does not recommend the payment of any dividend for the Reporting Period (for the Corresponding Period: Nil).

INTERIM RESULTS

The board (the “**Board**”) of Directors is pleased to announce the unaudited consolidated results of the Group for the six months ended 30 September 2022 (the “**Reporting Period**”), together with the comparative figures for the six months ended 30 September 2021 (the “**Corresponding Period**”).

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 September 2022 – unaudited (Expressed in Hong Kong dollars)

	<i>Notes</i>	Six months ended 30 September 2022	2021
Revenue	3	50,552,140	37,395,596
Direct costs		(7,193,809)	(6,788,949)
Other gains, net		384,953	646,556
Staff costs	4(a)	(12,665,349)	(9,517,733)
Depreciation and amortization	4(b)	(7,225,993)	(6,010,392)
Selling, general and administrative expenses		(4,901,365)	(4,740,051)
Finance costs		(312,734)	(138,890)
Profit before taxation		18,637,843	10,846,137
Income tax	5	(1,543,916)	(620,813)
Profit for the period		17,093,927	10,225,324
Other comprehensive income, 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		(13,229,284)	980,364
Total comprehensive income for the period		3,864,643	11,205,688
Profit for the period attributable to:			
– Owners of the Company		17,854,413	10,225,324
– Non-controlling interests		(760,486)	–
		17,093,927	10,225,324
Total comprehensive income (expense) for the period attributable to:			
– Owners of the Company		4,954,300	11,205,688
– Non-controlling interests		(1,089,657)	–
		3,864,643	11,205,688
Earnings per share	6		
Basic and diluted (HK cent)		2.98	1.81

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2022 – unaudited (Expressed in Hong Kong dollars)

	Notes	As at 30 September 2022	As at 31 March 2022
Non-current assets			
Property, plant and equipment		2,441,258	2,678,139
Intangible assets		14,978,945	19,002,723
Right of use assets		12,596,676	13,163,237
Deferred tax assets		14,111	14,111
		<u>30,030,990</u>	<u>34,858,210</u>
Current assets			
Trade and other receivables	7	7,274,276	17,351,209
Amount due from a fellow subsidiary		–	246,265
Amount due from directors		600,000	–
Financial assets at fair value through profit or loss	12	12,579,211	5,714,515
Income tax recoverable		113,173	1,342,770
Cash and cash equivalents	8	124,730,162	155,221,382
		<u>145,296,822</u>	<u>179,876,141</u>
Current liabilities			
Trade and other payables and contract liabilities	9	28,625,022	36,710,550
Lease liabilities		851,834	2,317,772
Dividend payable		–	19,020,000
Tax payable		1,413,857	1,408,237
		<u>30,890,713</u>	<u>59,456,559</u>
Net current assets		<u>114,406,109</u>	120,419,582
Total assets less current liabilities		<u>144,437,099</u>	155,277,792
Non-current liability			
Lease liabilities		12,551,207	11,578,584
NET ASSETS		<u>131,885,892</u>	<u>143,699,208</u>
CAPITAL AND RESERVES			
Share capital	10	5,831,120	6,000,000
Reserves		123,567,593	134,122,372
Equity attributable of the company		<u>129,398,713</u>	140,122,372
Non-controlling interests		2,487,179	3,576,836
		<u>131,885,892</u>	<u>143,699,208</u>

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2022 – unaudited (Expressed in Hong Kong dollars)

	Attributable to equity shareholders of the Company										
	Share capital HK\$	Share Premium HK\$	Share Award Scheme (“SAS”) reserve HK\$	Employee share-based compensation reserve HK\$	Translation reserve HK\$	Merger reserves HK\$	Other reserve HK\$	Retained earnings HK\$	Total HK\$	Non-controlling interests HK\$	Total HK\$
At 31 March 2021 (Audited)	4,750,000	62,987,553	(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 six months ended 30 September 2021:											
Profit for the period	-	-	-	-	-	-	-	10,225,324	10,225,324	-	10,225,324
Other comprehensive income	-	-	-	-	980,364	-	-	-	980,364	-	980,364
Shares issued	1,000,000	28,700,000	-	-	-	-	-	-	29,700,000	-	29,700,000
Total comprehensive income	1,000,000	28,700,000	-	-	980,364	-	-	10,225,324	40,905,688	-	40,905,688
Balance as at 30 September 2021 (Unaudited)	5,750,000	91,687,553	(14,087,420)	1,087,181	5,029,405	1,147,798	8,180,682	24,964,125	123,759,324	-	123,759,324
Changes in equity for the six months ended 31 March 2022:											
Profit for the period	-	-	-	-	-	-	-	15,034,291	15,034,291	(121,068)	14,913,223
Other comprehensive income	-	-	-	-	2,033,170	-	-	-	2,033,170	(1,996)	2,031,174
Total comprehensive income	-	-	-	-	2,033,170	-	-	15,034,291	17,067,461	(123,064)	16,944,397
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
Share issued	-	-	-	-	-	-	-	-	-	-	-
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

Attributable to equity shareholders of the Company

	Share capital <i>HK\$</i>	Share Premium <i>HK\$</i>	Share Award Scheme ("SAS") reserve <i>HK\$</i>	Employee share-based compensation reserve <i>HK\$</i>	Translation reserve <i>HK\$</i>	Merger reserves <i>HK\$</i>	Other reserve <i>HK\$</i>	Retained earnings <i>HK\$</i>	Total <i>HK\$</i>	Non- controlling interests <i>HK\$</i>	Total <i>HK\$</i>
Changes in equity for the six months ended 30 September 2022:											
Profit for the period	-	-	-	-	-	-	-	17,854,413	17,854,413	(760,486)	17,093,927
Other comprehensive income	-	-	-	-	(12,900,113)	-	-	-	(12,900,113)	(329,171)	(13,229,284)
Shares issued	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	(12,900,113)	-	-	17,854,413	4,954,300	(1,089,657)	3,864,643
Equity-settled share-based transactions	-	-	-	-	-	-	-	-	-	-	-
Dividends declared	-	-	-	-	-	-	-	-	-	-	-
Purchase of the Company's shares for Share Award Scheme	(168,880)	-	(15,509,079)	-	-	-	-	-	(15,677,959)	-	(15,677,959)
Balance as at 30 September 2022 (Unaudited)	5,831,120	86,754,973	(15,509,079)	-	(5,837,538)	1,147,798	8,180,682	48,830,757	129,398,713	2,487,179	131,885,892

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 September 2022 – unaudited (Expressed in Hong Kong dollars)

	<i>Note</i>	Six months ended 30 September 2022	2021
Operating activities			
Cash generated from operations		29,136,299	16,715,563
Tax paid		(369,192)	–
Net cash from operating activities		28,767,107	16,715,563
Investing activities			
Payment for the purchase of property, plant and equipment		(331,632)	(1,664,640)
Payment for intangible assets		(5,489,188)	(3,528,842)
Other investing activities		(9,069,863)	(30,704,295)
Net cash used in investing activities		(14,890,683)	(35,897,777)
Financing activities			
Proceeds from shares issued		–	29,700,000
Repayment in lease liabilities		(1,116,310)	(901,698)
Purchase of the Company's shares for SAS		(15,677,959)	–
Dividend paid		(19,020,000)	–
Net cash (used in)/from financing activities		(35,814,269)	28,798,302
Net (decrease)/increase in cash and cash equivalents		(21,937,845)	9,616,088
Cash and cash equivalents as at 1 April		155,221,382	73,721,534
Effect of foreign exchanges rates changes		(8,553,375)	784,898
Cash and cash equivalents as at 30 September	8	124,730,162	84,122,520

NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENT

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 Act 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 Windward 3, Regatta Office Park, P.O. 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 Shimaofinancial 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 providers serving primarily Hong Kong Brokerage Firms and their clients. The Group's Hong Kong Brokerage Firm customers are all Category B and Category C Exchange Participants. The Group's integrated securities trading platform services mainly consist of front office trading system services, market data services and value-added services.

The unaudited condensed consolidated interim financial information of the Group is presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Group.

2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements of the Group for the Reporting Period (the "Financial Statements") have been prepared in accordance with Hong Kong Financial Reporting Standards 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.

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.

(a) Revenue

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

	Six months ended	
	30 September	
	2022	2021
	\$'000	\$'000
– Front office trading system services	16,364	14,920
– Market data services	6,718	7,175
– Hosting and clouding infrastructure services	2,146	2,289
– SaaS services	16,375	11,829
– Other value-added services	8,949	1,183
	50,552	37,396

(b) Geographical information

The Group's revenue is mainly derived from customers located in Hong Kong and the PRC. The following table sets out information about the geographical location of the Group's revenue. The geographical location of customers is based on the location at which the service was provided.

	Six months ended	
	30 September	
	2022	2021
	\$'000	\$'000
Hong Kong	41,352	29,636
The PRC	9,200	7,760
	50,552	37,396

4 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

	Six months ended 30 September	
	2022	2021
	\$'000	\$'000
(a) Staff costs (including directors' remuneration)		
Salaries, wages and other benefits	12,196	9,134
Contributions to defined contribution retirement plans	469	384
	<u>12,665</u>	<u>9,518</u>
	Six months ended 30 September	
	2022	2021
	\$'000	\$'000
(b) Other items		
Depreciation	1,923	1,568
Amortization of intangible assets	5,303	4,442
	<u>7,226</u>	<u>6,010</u>

5 INCOME TAX

	Six months ended 30 September	
	2022	2021
	\$'000	\$'000
Current tax – Hong Kong Profits Tax	1,320	456
Current tax – The PRC	224	165
	<u>1,544</u>	<u>621</u>

6 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\$17,854,413 (for the six months ended 30 September 2021: HK\$10,225,324) and the weighted average of 598,417,311 ordinary shares (2021: 563,462,000 shares) for the six months ended 30 September 2022.

(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.

7 TRADE AND OTHER RECEIVABLES

All of the trade and other receivables were expected to be recovered within one year.

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

	As at 30 September 2022 \$'000	As at 31 March 2022 \$'000
Within 1 month	1,552	1,001
1 to 3 months	223	725
3 to 6 months	101	11
	<u>1,876</u>	<u>1,737</u>

8 CASH AND CASH EQUIVALENTS

	As at 30 September 2022 \$'000	As at 31 March 2022 \$'000
Cash at banks, financial institutions and on hand	<u>124,730</u>	<u>155,221</u>

9 TRADE AND OTHER PAYABLES AND CONTRACT LIABILITIES

	As at 30 September 2022 \$'000	As at 31 March 2022 \$'000
Trade payables	1,138	1,350
Contract liabilities	22,718	28,058
Other payable and accrued liabilities	4,769	7,303
	<u>28,625</u>	<u>36,711</u>

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

	As at 30 September 2022 \$'000	As at 31 March 2022 \$'000
Within 1 month	726	780
1 to 2 months	412	528
Over 3 months	-	42
	<u>1,138</u>	<u>1,350</u>

10 SHARE CAPITAL

Share capital as at 30 September 2022 and 31 March 2022 included in the consolidated statement of financial position represents the share capital of the Company as follows:

	Authorised		Issued and fully paid	
	<i>Number of shares</i>	<i>HK\$</i>	<i>Number of shares</i>	<i>HK\$</i>
At 31 March 2022	2,000,000,000	20,000,000	600,000,000	6,000,000
Purchase of shares for Share Award Scheme	–	–	16,888,000	168,880
At 30 September 2022	<u>2,000,000,000</u>	<u>20,000,000</u>	<u>583,112,000</u>	<u>5,831,120</u>

11 DIVIDENDS

The Board declared on 14 March 2022 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.

12 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

The valuation techniques and inputs used in fair value measurements of each financial instrument on a recurring basis are set out below:

		Fair value as at		Valuation technique and key inputs	Significant unobservable inputs	Relationship of key inputs and significant unobservable inputs to fair value
		30/9/2022	31/3/2022			
		<i>HK\$</i>	<i>HK\$</i>			
Financial assets at fair value through profit or loss						
- Listed equity investments	Level 1	12,579,211	5,714,515	Quoted bid prices in an active market	N/A	N/A

13 MATERIAL RELATED PARTY TRANSACTIONS

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

Compensation of directors of the Group:

	Six months ended	
	30 September	
	2022	2021
	\$'000	\$'000
– Directors' fees and salaries	1,718	1,380

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

14 CAPITAL COMMITMENTS OUTSTANDING

As at 30 September 2022, the Group did not have any significant capital commitments (31 March 2022: Nil).

15 EVENTS AFTER THE REPORTING PERIOD

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

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; and (5) other value added services.

BUSINESS REVIEW

During the Reporting Period, with geopolitical tensions causing volatility in global financial markets, in addition to Federal Reserve interest rate hikes and COVID-19 outbreaks across China, Hong Kong shares (shares traded on The Stock Exchange of Hong Kong Limited) hit their lowest level in more than a decade. Hong Kong's financial summit in November 2022 shows that this city still remains the only place in the world where the global advantages and the China advantage come together. We believe that the economy of Hong Kong will get better and better and Hong Kong is still the dominant financial hub in the world. During the Reporting Period, the Group's business remained stable and continued to grow. The revenue of our traditional business, such as front office trading system services, increased moderately. The revenue of our strategic emerging businesses, such as SaaS services increased. By constantly innovating new financial technologies, we have gradually become an important force in Fintech of Hong Kong. During the Reporting Period, we introduced new technologies such as financial cloud and VR official website to better integrate our customers into the new chapter of the Greater Bay Area.

During the Reporting Period, the total revenue of the Group increased by approximately HK\$13,156,544 or 35.2% to approximately HK\$50,552,140 (for the Corresponding Period: approximately HK\$37,395,596). Profit for the Reporting Period increased by approximately HK\$6,868,603 or 67.2% to HK\$17,093,927 (for the Corresponding Period: profit of HK\$10,225,324).

During the Reporting Period, research and development (the "R&D") expenses amounted to HK\$6,650,367 for the Reporting Period (for the Corresponding Period: HK\$4,655,367), representing an increase of HK\$1,995,000 or approximately 42.9% as compared with that of the Corresponding Period.

Note 1: Corporations licensed under 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.

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 88 Hong Kong brokerage firms are using our front-office trading system, resulting in a 9.7% increase, in related revenue to HK\$16,364,297 (Corresponding Period: approximately HK\$14,920,135). The revenue of trading system services accounted for 32.4% of the Group's total revenue during the Reporting Period (Corresponding Period: approximately 39.9%).

During the Reporting Period, the revenue generated from Market data services amounted to HK\$6,717,553 (for the Corresponding Period: HK\$7,175,124), representing a decrease of HK\$457,571 or 6.4% as compared with that of the Corresponding Period. With the decline of the index, investors' desire to transaction is declining. Their demand for data products is also decreasing. In order to reduce the impact of the decline in demand, we attract new demand through marketing promotion. 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\$8,949,211 (for the Corresponding Period: HK\$1,183,016). 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.

The number of registered users of the Group increased by approximately 70,045 or 10.9% to approximately 714,632 as at 30 September 2022 (approximately 644,587 as at 30 September 2021). During the Reporting Period, the overall revenue of SaaS services increased by 38.4% to HK\$16,374,569 (for the Corresponding Period: HK\$11,828,603) due to the increase in the number of institutional customers and individual users. SaaS service revenue accounted for 32.4% of the Group's total revenue for the Reporting Period (for the Corresponding Period: approximately 31.6%).

FINANCIAL REVIEW

Revenue and Direct Costs

Revenue of the Group for the Reporting Period was HK\$50,552,140 (for the Corresponding Period: HK\$37,395,596), representing an increase of HK\$13,156,544 or 35.2% 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 costs of the Group for the Reporting Period was HK\$7,193,809 (for the Corresponding Period: HK\$6,788,949), representing an increase of HK\$404,860 or 6.0% as compared with that of the Corresponding Period. The increase in direct costs was in line with the increase in revenue which is partially offset by additional cost savings.

Other Gains, net

The Group's other gains, net for the Reporting Period amounted to HK\$384,953 (for the Corresponding Period: HK\$646,556), representing a decrease of HK\$261,603 or 40.5% as compared with that of the Corresponding Period, mainly due to the decrease in government grants.

Staff Costs

The Group's staff costs for the Reporting Period amounted to HK\$12,665,349 (for the Corresponding Period: HK\$9,517,733), representing an increase of HK\$3,147,616 or 33.1% as compared with that of the Corresponding Period. Such increase was due to the increase in the number of employees of the Group and the increase in salaries and other benefits for staff.

Depreciation and Amortization

The Group's depreciation and amortization for the Reporting Period amounted to HK\$7,225,993 (for the Corresponding Period: HK\$6,010,392), representing an increase of HK\$1,215,601 or 20.2% as compared with that of the Corresponding Period. The increase was mainly due to the increase in amortization 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\$4,901,365 (for the Corresponding Period: HK\$4,740,051), representing an increase of HK\$161,314 or 3.4% as compared with that of the Corresponding Period.

Finance costs

The Group's finance costs for the Reporting Period amounted to HK\$312,734 mainly arising from the Group's lease liabilities (for the Corresponding Period: HK\$138,890).

Profit for the Reporting Period

During the Reporting Period, the Group recorded a net profit of HK\$17,093,927 (for the Corresponding Period: HK\$10,225,324), representing an increase of HK\$6,868,603 or 67.2% as compared with that of the Corresponding Period, primarily attributable to the increase in revenue as discussed above.

LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

As at 30 September 2022, the Group held cash at banks, financial institutions and cash on hand of HK\$113,988,236 (as at 31 March 2022: HK\$144,006,071) and HK\$10,696,320 (as at 31 March 2022: HK\$11,170,391) and HK\$45,606 (as at 31 March 2022: HK\$44,920), respectively. Net current assets amounted to HK\$114,406,109 (as at 31 March 2022: HK\$120,419,582). Approximately 40% of the Group's cash and cash equivalents were denominated in Hong Kong dollars (“**HK\$**”), and the remaining was denominated in Renminbi (“**RMB**”) and United States dollars. As at 30 September 2022, the Group's gearing ratio (defined as total borrowing divided by total equity plus total borrowing) was not applicable, as the borrowing of the Group was nil (as at 30 September 2021: Nil).

Capital Structure

The shares of the Company (the “**Shares**”) were successfully listed on GEM (the “**Listing**”) on 28 September 2018. There has been no change in the capital structure of the Company since then. The share capital of the Company only comprises ordinary Shares.

As at 30 September 2022, the Company's issued share capital was HK\$6,000,000 and the number of its issued ordinary Shares was 600,000,000 of HK\$0.01 each.

DIVIDEND

The Board does not recommend the payment of any dividend for the Reporting Period (for the Corresponding Period: Nil). The Board had declared a special dividend of HK3.17 cents per ordinary share of the Company on 14 March 2022 which was paid on 20 April 2022.

PROSPECTS

Business objectives, future strategies and prospects

We believe that to continuously improve our capability in 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.

USE OF PROCEEDS

The net proceeds from the Listing were approximately HK\$41.5 million (after deducting the underwriting fees and the Listing expenses). The unutilized proceeds were placed with a licensed 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 (the “**Announcement on Change in Use of Proceeds**”). As at 30 September 2022, the Group had utilized all the proceeds from the Listing. Set forth below are details of the use of proceeds up to 30 September 2022:

Intended use of the net proceeds	Amount of net proceeds allocated at the Listing <i>HK\$ million</i>	Actual amount utilized from the date of Listing up to 10 August 2020 <i>HK\$ million</i>	Reallocation in use of unutilized net proceeds on 10 August 2020 <i>HK\$ million</i>	Amount of unutilized net proceeds after reallocation <i>HK\$ million</i>	Actual amount utilized up to 30 September 2022 <i>HK\$ million</i>	Unutilized net proceeds up to 30 September 2022 <i>HK\$ million</i>	Expected timeline for full utilization of the unutilised net proceeds
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	6.7	-	N/A
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 (<i>Note 1</i>)	-	-	+3.0	3.0	3.0	-	N/A
General working capital	1.8	1.8	-	-	1.8	-	N/A
	41.5	15.9	-	25.6	41.5	-	

Note:

1. Tele-Trend Konson (Hong Kong) Limited 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

References are made to the announcements of the Company dated 9 April 2021 and 22 April 2021. For the purposes 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 30 September 2022:

Intended use of the net proceeds	Amount of net proceeds HK\$ million	Amount of utilized net proceeds up to	Unutilized net proceeds up to	Expected timeline for full utilization of the unutilized net proceeds (Note 1)
		30 September 2022 HK\$ million	30 September 2022 HK\$ million	
(i) Research and development of the Group's new products	17.82	10.84	6.98	End of September 2023
(ii) Strengthening the cloud infrastructure construction and information service capacity	8.91	2.82	6.09	End of September 2023
(iii) General working capital	2.97	2.97	–	N/A
	<u>29.7</u>	<u>16.63</u>	<u>13.07</u>	

Note:

- 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.

FOREIGN EXCHANGE EXPOSURE

The Group's income, direct cost, expenses, investment and borrowings are mainly denominated in HK\$ and RMB. Fluctuations of the exchange rates of RMB could affect the operating costs of the Group. The Group currently does not have a foreign currency hedging policy. However, the Directors will continue to monitor foreign exchange exposure and will take prudent measure to minimise the currency translation risk. The Group will consider hedging significant foreign currencies when the need arises.

CONTINGENT LIABILITIES

As at 30 September 2022, the Group did not have any contingent liabilities (as at 30 September 2021: Nil).

CAPITAL COMMITMENT

As at 30 September 2022, the Group did not have any significant capital commitment (as at 30 September 2021: Nil).

CHARGES ON ASSETS

As at 30 September 2022, the Group did not have any material charges on assets (as at 30 September 2021: Nil).

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

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

SIGNIFICANT INVESTMENTS, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in the implementation plan as disclosed in the Prospectus (as revised in the Company's Announcement dated 10 August 2020 on Change in Use of Proceeds) as well as the formation of a subsidiary as disclosed in the Company's announcements published on 7 July 2020, 22 October 2020 and 9 August 2021, as at 30 September 2022, the Group did not have any significant investments and did not have any other concrete plans for significant or material investments or capital assets during the Reporting Period and in the foreseeable future. Nonetheless, if any acquisition opportunity arises and is identified, the Group will conduct a feasibility study and consider whether it is beneficial to the Group and the Shareholders as a whole.

EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2022, the Group had 147 employees (as at 30 September 2021: 107). The Group continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training. The Group remunerates its employees mainly based on industry practices and individual performance and experience. On top of ordinary remuneration, discretionary bonus and share options may be granted to eligible employees by reference to the Group's performance as well as individual performance.

For the Reporting Period, total employee benefits expense (including Directors' emoluments) was HK\$12,665,349 (for the Corresponding Period: HK\$9,517,733).

The remuneration of the Directors are determined by the Board, under the recommendation from the Remuneration Committee of the Company, with reference to the background, qualifications, experience of such Directors, their respective duties and responsibilities within the Group and the prevailing market conditions.

OTHER INFORMATION

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

As at 30 September 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 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 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	
	Beneficial Owner	800,000	Long position	
		Total: 187,198,236		31.19%
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: 32,301,582		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	200,000	Long position	
		Total: 52,037,135		8.67%

Mr. ZHANG Wenhua ⁽³⁾ Interest held jointly with another person	32,133,582	Long position
Beneficial Owner	<u>168,000</u>	Long position
	<u>Total: 32,301,582</u>	5.38%

Notes:

- (1) As at 30 September 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. 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 September 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 September 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 September 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	33,000,000	Long position	5.50%
Coast International Asset Management Limited ⁽³⁾	Investment Manager	33,000,000	Long position	5.50%
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	
		<u>Total: 32,133,582</u>	Long position	5.35%

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) ⁽⁴⁾	Interest of a controlled corporation	32,133,582	Long position	5.35%
Ms. LIU Xiaoming ⁽⁵⁾	Interest of spouse	187,198,236	Long position	31.19%
Ms. CHEN Zhaoxia ⁽⁶⁾	Interest of spouse	52,037,135	Long position	8.67%
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%

Notes:

- (1) As at 30 September 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 September 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 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 the Share Option Scheme to 30 September 2022, 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 “**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.

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 September 2022, the trustee of the Share Award Scheme had purchased a total of 16,888,000 Shares from the secondary market at a total consideration of approximately HK\$15,677,959. As at 30 September 2022, no Shares purchased under the New Share Award Scheme have been awarded to any eligible persons as set out under New 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.

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 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.

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, Mao Jia, Stand Tall and Xin Cheng 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 the controlling shareholders of the Company, being Mr. LIU Yong, Fortune Promise, Mao Jia, Stand Tall and Xin Cheng (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 be 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 of the Company.

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.

SIGNIFICANT EVENTS AFTER REPORTING PERIOD

Save as disclosed above, the Directors confirmed that no significant event that affected the Group has occurred after 30 September 2022 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 six months ended 30 September 2022 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, 8 November 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 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.

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.