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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)

INSIDE INFORMATION FORMATION OF A SUBSIDIARY

This announcement is made by the Company pursuant to the disclosure obligation under the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”) and Rule 17.10 of the GEM Listing Rules on the Stock Exchange.

The Board is pleased to announce that on 7 July 2020 (after trading hours), Tele-Trend Konson, an indirect wholly-owned subsidiary of the Company, entered into the Capital Contribution Agreement with AWSG (China), pursuant to which, Tele-Trend Konson and AWSG (China) have agreed to set up the Subsidiary which will be the holding company for the Hong Kong Subsidiary and the PRC Subsidiary, which are proposed to be principally engaged in the provision of over-the-counter services, institutional grey market trading services as well as professional institutional investors services in Hong Kong securities, and which shall be financed, operated and managed by the Subsidiary.

THE SUBSIDIARY

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Pursuant to the Capital Contribution Agreement, the initial registered capital of the Subsidiary shall be US\$50,000 which will be contributed by Tele-Trend Konson and AWSG (China) for the amounts of US\$25,500 and US\$24,500 respectively, representing 51% and 49% of their respective equity interest in the Subsidiary. Both Tele-Trend Konson and AWSG (China) have no other commitments for the Subsidiary other than the registered capital as at the date of this announcement. Further, Tele-Trend Konson is entitled to appoint a majority (two out of three) members of the board of directors of the Subsidiary and the chairman of the board shall be nominated by Tele-Trend Konson who shall be entitled to a casting vote in any meeting of the board. As such, the Group is expected to obtain control over the Subsidiary, and the results, assets and liabilities of the Subsidiary are expected to be consolidated into the consolidated financial statements of the Group.

Tele-Trend Konson and AWSG (China) have agreed on an initial business plan of establishing the Hong Kong Subsidiary to provide the over-the-counter services, institutional grey market trading services as well as professional institutional investors services in the Hong Kong securities upon its successful of obtaining the licences for Type 1 (dealing in securities) and Type 7 (providing automated trading services) regulated activities under the SFO.

It is proposed that the profits derived by the Subsidiary and its subsidiaries to be established (including the Hong Kong Subsidiary and the PRC Subsidiary) will be distributed by way of dividends in accordance with the shareholding structure of Tele-Trend Konson and AWSG (China) in the Subsidiary. All the dividends will be paid to the shareholders in the normal manner subject to the laws of the jurisdiction in which the Subsidiary and the relevant subsidiaries reside.

In order to obtain the relevant licences under Type 1 (dealing in securities) and Type 7 (providing automated trading services) regulated activities under the SFO for operating the business of the Hong Kong Subsidiary, Tele-Trend Konson and AWSG (China) in principal agreed to provide the requisite funding in cash in accordance with the Securities and Futures (Financial Resources) Rules (Chapter 571N of the Laws of Hong Kong) to the Hong Kong Subsidiary in accordance with the shareholding structure in the Subsidiary or with the percentage of contribution Tele-Trend Konson and AWSG (China) may further agree.

In the event the aforesaid relevant licences cannot be obtained by the Hong Kong Subsidiary, either Party may serve a written notice on the other Party to terminate the Capital Contribution Agreement.

REASONS FOR AND BENEFITS OF ENTERING INTO OF THE CAPITAL CONTRIBUTION AGREEMENT

Through the respective strengths of the Parties under the Subsidiary, the Group is expected to provide more comprehensive trading services for customers to satisfy their increasing demand for diversity in securities trading services in the Hong Kong securities markets.

AWSG (China) holds financial license(s) of Hong Kong trust(s) and fund(s), and focuses on the provision of capital services for global listed enterprises in securities in Hong Kong, United States of America and China A-Shares including initial public offering (“**IPO**”) financing, re-financing and mergers and acquisitions. However, the Stock Exchange was again the world’s No.1 IPO venue last year. That was the seventh time in the last 11 years. This success in attracting global issuers and investors to list on the Stock Exchange is a testament to the opportunities available in the world’s most dynamic and vibrant capital market. The Group’s open securities trading platform software, TradeGo Pro incorporating the new feature of IPO information has become an important tool for investors to obtain market data of Hong Kong IPO. Taking into consideration of the above, the Group expects to obtain better development opportunities together with AWSG (China) in Hong Kong’s new share market and jointly to provide services for listed enterprises.

The Board believes that the strategic cooperation with AWSG (China) will broaden its business network and enable the Group to further explore the potential new business of over-the-counter and institutional grey market trading services in the Hong Kong securities markets, which is beneficial to the further growth and business development of the Group.

The Directors (including the independent non-executive Directors) consider that the Capital Contribution Agreement has been entered into on normal commercial terms, and the terms and conditions of the Capital Contribution Agreement are fair and reasonable and are in the interests of the Company and its shareholders as a whole. None of the Directors has material interest in the Capital Contribution Agreement or is required to abstain from voting on the relevant Board resolutions.

INFORMATION ON THE PARTIES TO THE CAPITAL CONTRIBUTION AGREEMENT

Tele-Trend Konson was incorporated in Hong Kong with limited liability on 17 March 2011 and is principally engaged in providing integrated securities trading platform service to Hong Kong brokerage firms and their clients.

AWSG (China) is a company incorporated in Hong Kong with limited liability on 26 November 2019 and is principally engaged in the provision of capital and financial cloud service for listed enterprises and financial institutions.

LISTING RULES IMPLICATIONS

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiry, AWSG (China) and its respective ultimate beneficial owner(s) are Independent Third Parties, and are not connected with the Company and its connected persons.

As each of the applicable percentage ratios (as defined under Rule 19.04(9) of the GEM Listing Rules) in respect of the Capital Contribution Agreement is below 5%, the entering into of the Capital Contribution Agreement by the Company does not constitute a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules.

As at the date of this announcement, AWSG (China) is in the process of setting up the Subsidiary. Hence, the Subsidiary may or may not be set up, and the information set out in this announcement are based on, among others, a preliminary assessment of the potential financial impact of the Subsidiary on the Group. Shareholders and potential investors of the Company are thus advised to exercise caution when dealing in the shares of the Company.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

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| “AWSG (China)” | AWSG (China) Limited (愛保信(中國)有限公司), a company incorporated in Hong Kong with limited liability, an Independent Third Party |
| “Board” | the board of Directors |
| “Capital Contribution Agreement” | the subsidiary agreement entered into between Tele-Trend Konson and AWSG (China) on 7 July 2020 in relation to the formation of the Subsidiary |
| “Company” | TradeGo FinTech Limited (捷利交易寶金融科技有限公司), a company incorporated under the laws of the Cayman Islands with limited liability, the shares of which are listed on GEM of the Stock Exchange (Stock code: 8017) |
| “connected person(s)” | has the meaning ascribed under the GEM Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “GEM” | GEM operated by the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM |

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| “Group” | the Company and its subsidiaries from time to time |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Subsidiary” | a company to be incorporated in Hong Kong with limited liability, which will be wholly-owned by the Subsidiary and will apply for the licences for Type 1 (dealing in securities) and Type 7 (providing automated trading services) regulated activities under the SFO |
| “Independent Third Party(ies)” | Any person or company and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, are third party(ies) who is/are not connected person(s) of the Company and is/are independent of and not connected with the Company and Directors, chief executives, controlling shareholders and substantial shareholders of the Company or any of its subsidiaries or their respective associates |
| “Party(ies)” | Parties to the Capital Contribution Agreement, being Tele-Trend Konson and AWSG (China), and “Party” shall mean any of them |
| “PRC” | the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan |
| “PRC Subsidiary” | a company to be established in the PRC with limited liability, which will be wholly-owned by Hong Kong Subsidiary |
| “Shareholder(s)” | holder(s) of the shares of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subsidiary” | a company to be incorporated in the British Virgin Islands with limited liability and which will be beneficially owned as to 51% by Tele-Trend Konson and as to 49% by AWSG (China) pursuant to the Capital Contribution Agreement |

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| “Tele-Trend Konson” | Tele-Trend Konson (Hong Kong) Limited (捷利港信(香港)有限公司), a company incorporated under the laws of Hong Kong with limited liability, which is an indirect wholly-owned subsidiary of the Company |
| “US\$” | United States dollars, the lawful currency of the United States of America |
| “%” | per cent |

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

Hong Kong, 7 July 2020

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

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. 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.

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.