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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)

**GRANT OF AWARD SHARES
UNDER THE SHARE AWARD SCHEME**

On 5 February 2021, the Board has resolved to award an aggregate of 12,000,000 Award Shares to sixteen Selected Employees under the Scheme, of which the Grantees shall contribute HK\$0.5735 per Award Share. The Award Shares represent approximately 2.4% of the total number of Shares in issue as at the date of this announcement. Each Grantee shall be awarded from 500,000 to 2,000,000 Award Shares.

BACKGROUND

Reference is made to the Scheme adopted by the Company on 19 December 2018. To incentivise and retain talents and to effectively align the interests of the employees with that of the Company and its Shareholders as a whole, the Board has resolved to grant the Award Shares as set out below.

GRANT OF AWARD SHARES UNDER THE SCHEME

On 5 February 2021 (after trading hours), the Board has resolved to award an aggregate of 12,000,000 Award Shares to sixteen Selected Employees under the Scheme. The Trustee will hold the Award Shares on trust for the Selected Employees and will transfer the same to the relevant Grantees upon satisfaction of the vesting criteria and conditions in the letter of grant and the contribution of HK\$0.5735 per Award Share (“**Exercise Price**”) from the relevant Grantees. The Award Shares represent approximately 2.4% of the total number of Shares in issue as at the date of this announcement. Each Grantee shall be awarded from 500,000 to 2,000,000 Award Shares.

Details of the grant of the Award Shares are set out as follows:

Date of Grant: 5 February 2021

Total number of Award Shares granted: 12,000,000

All of the Grantees are employees of the Group and one of the Grantees is a member of the senior management of the Group. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, all of the Grantees are not connected persons of the Company or its associates (as defined under the GEM Listing Rules).

Material vesting criteria and conditions in the letter of grant

- (1) If the market price of the Shares on the Stock Exchange reaches HK\$0.64 per Share (“**Trigger Price**”) or above at any time during the trading hours within one year after the Date of Grant, the Grantees are entitled to purchase the Award Shares at the Exercise Price from the date when the Trigger Price is first met until the end of two year period from the Date of Grant; or
- (2) If the market price of the Shares on the Stock Exchange does not reach the Trigger Price within one year after the Date of Grant, the Grantees are still entitled to purchase the Award Shares at the Exercise Price after the end of one year period from the Date of Grant until the end of two year period from the Date of Grant.

Please refer to the Company’s announcement dated 19 December 2018 for a summary of the terms and other vesting criteria and conditions of the Scheme.

The Board has considered the historical price of the Shares and the prospect of the Group when determining the Exercise Price and Trigger Price. The closing price of the Shares on the Date of Grant was HK\$0.49.

Subject to the satisfaction of the vesting criteria and conditions, the Award Shares shall be vested to the Selected Employees as follows:

Vesting period	Percentage of the Award Shares to be vested
Commencing from the Date of Grant and ending on the two year period from the Date of Grant	100%

The Award Shares not vested as a result of the non-fulfilment of the vesting conditions during the vesting period shall lapse with immediate effect and be held by the Trustee for future award, provided that the Company shall refund the amounts contributed by the Selected Employees to the relevant Selected Employees.

Summary information of Award Shares up to the date of this announcement

Maximum deliverable Award Shares under grant as announced herein:	12,000,000
Maximum deliverable Award Shares under grant previously announced (<i>note 1</i>):	8,000,000
Deliverable Award Shares forfeited or not becoming vested:	—
Deliverable Award Shares (net of those forfeited or not becoming vested):	20,000,000
Percentage to number of Shares currently in issue:	4.0%

Note 1: For details, please refer to the Company's announcement dated 22 August 2019.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise.

“Award”	an award of the Award Shares granted by the Board to a Selected Employee in accordance with the terms of the Scheme Rules;
“Award Shares”	the Shares granted to a Selected Employee in an Award;
“Board”	the board of Directors;
“Company”	TradeGo FinTech Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM of the Stock Exchange;
“connected person”	shall have the meaning as set out in the GEM Listing Rules;
“Date of Grant”	being 5 February 2021, the date of grant of the Award Shares;

“Directors”	the directors of the Company; and the expression of “Director” means any of them;
“Eligible Person”	any individual, being an employee of any member of the Group or any Affiliate (including nominees and/or trustees of any employee benefit trust established for them) who the Board or its Authorised Representative(s) considers, in their sole discretion, to have contributed or will contribute to the Group;
“Employee”	any employee (whether full-time or part-time employee) of any members of the Group provided that an employee shall not cease to be an Employee in the case of (a) any leave or absence approved by the Company or the relevant member of the Group; or (b) transfer amongst the Company and any member of the Group or any successor, and provided further that an Employee shall, for the avoidance of doubt, cease to be an Employee with effect from (and including) the date of termination of his or her employment;
“GEM”	GEM operated by the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange;
“Grantees”	the employees of the Group who were granted Award Shares in accordance with the Scheme on the Date of Grant;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“PRC”	the People’s Republic of China;
“Scheme”	the share award scheme adopted by the Company in accordance with the Scheme Rules;
“Scheme Rules”	the rules relating to the Scheme as amended from time to time;
“Selected Employee(s)”	any Eligible Person(s) approved for participation in the Scheme and who has been granted any Award pursuant to the Scheme;

“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Trust”	the trust constituted by the Trust Deed to service the Scheme;
“Trust Deed”	the trust deed to be entered into between the Company and the Trustee (as may be restated, supplemented and amended from time to time); and
“Trustee”	the trustee appointed or to be appointed by the Company for the purpose of the Trust.

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

Shenzhen, People’s Republic of China, 5 February 2021

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 Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.