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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)

ADOPTION OF SHARE AWARD SCHEME

The Board is pleased to announce that on 20 June 2022, the Company has adopted the Scheme to align the interests of Eligible Persons 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.

The Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date. The total number of Shares to be awarded under the Scheme throughout its duration is limited to 30,000,000 Shares (representing 5% of the total number of issued Shares as at the Adoption Date, being 600,000,000 Shares).

The Scheme does not constitute a share option scheme under Chapter 23 of the GEM Listing Rules and is a discretionary scheme of the Company. No Shareholders' approval is required to adopt the Scheme.

ADOPTION OF THE SCHEME

The Board is pleased to announce that on 20 June 2022, the Company has adopted the Scheme. A summary of the principal terms of the Scheme Rules is set out below.

Purposes and Objectives

The purposes of the Scheme are to align the interests of Eligible Persons 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.

Duration

Subject to any early termination as may be determined by the Board, the Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date.

Administration

The Scheme is subject to the administration of the Board in accordance with the Scheme Rules and the terms of the Trust Deed.

Operation of the Scheme

The Board may, from time to time, select any Eligible Person to be a Selected Participant and grant an Award to such Selected Participant during the Award Period in accordance with the Scheme Rules, provided that the number of Employees selected to be a Selected Participant in accordance with the Scheme Rules shall not exceed 15% of the total number Employees as at the date of such selection.

After the grant of Awards, the Company shall transfer to the Trust the necessary funds and instruct the Trustee to acquire Shares through on-market transactions at the prevailing market price. The Trustee must hold the Award Shares until they are vested in accordance with the Scheme Rules. No new Shares shall be issued and allotted by the Company to satisfy any grant of Awards made under the Scheme.

Vesting and Lapse

The Board or its delegate(s) may from time to time while the Scheme is in force and subject to all applicable laws, determine the vesting criteria and conditions or periods for the Award to be vested as it deems appropriate in its absolute discretion and shall inform the Trustee and such Selected Participant the relevant vesting conditions of the Award and the Award Shares pursuant to the Scheme.

Subject to the Scheme Rules and the fulfilment of all vesting conditions (if any) by such Selected Participant as specified in the Scheme and the relevant award letter, the respective Award Shares shall vest in such Selected Participant in accordance with the vesting schedule as set out in the award letter. For the purpose of vesting of the Award, the Board or its delegate(s) may either, at its absolute discretion (a) instruct the Trustee to transfer the relevant Award Shares to the Selected Participant; or (b) instruct the Trustee to sell the relevant Award Shares through on-market transactions at the prevailing market price and pay the Selected Participant the proceeds in cash arising from such sale.

If a Selected Participant ceases to be an Eligible Person by reason of retirement of the Selected Participant, any outstanding Award Shares and related income not yet vested shall continue to vest in accordance with the vesting schedule set out in the award letter, unless the Board or its delegate(s) determines otherwise at its absolute discretion. If a Selected Participant ceases to be an Eligible Person by reason of (i) death of the Selected Participant; (ii) termination of the Selected Participant's employment or contractual engagement with the Group or an Affiliate by reason of his/her permanent physical or mental disablement; or (iii) termination

of the Selected Participant's employment or contractual engagement with the Group by reason of redundancy, any outstanding Award Shares and related income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at its absolute discretion. If a Selected Participant, being an employee whose employment is terminated by the Group or an Affiliate by reason of the employer terminating the contract of employment without notice or payment in lieu of notice, or the Selected Participant having been convicted of any criminal offence involving his or her integrity or honesty, any outstanding Award Shares and related income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at its absolute discretion. If a Selected Participant is declared bankrupt or becomes insolvent or makes any arrangements or composition with his/her creditors generally, any outstanding Award Shares and related income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a Selected Participant ceases to be an Eligible Person for reasons other than those set out above, any outstanding Award Shares and related income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

Scheme Limit

The Board will not make any further grant of Award which will result in the aggregate number of Shares underlying all grants made pursuant to the Scheme (excluding Award Shares that have been forfeited in accordance with the Scheme) to exceed 30,000,000 Shares (representing 5% of the total number of issued Shares as at the Adoption Date, being 600,000,000 Shares). The total amount of funds to be used by the Company to purchase of Shares pursuant to the Scheme will not exceed HK\$20,000,000.

Any Awards that are not vested and/or are forfeited in accordance with the Scheme Rules shall be applied towards further Awards in accordance with the Scheme Rules.

Save as prescribed under the Scheme Rules or as otherwise restricted by the GEM Listing Rules, there shall be no limit on the total number of non-vested Award Shares that may be granted to a Selected Participant.

Restrictions

No Award shall be made to Selected Participants and no directions or recommendation shall be given to the Trustee with respect to a grant of an Award under the Scheme:

- (i) where any Director is in possession of unpublished inside information in relation to the Company or where dealings by directors of the Company are prohibited under any code or requirement of the GEM Listing Rules or any applicable laws, rules or regulations;
- (ii) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (iii) during the period of 30 days immediately preceding the publication date of the quarterly results and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.

Transferability and other rights to award Shares

The Award Shares granted to a Selected Participant under the Scheme shall be personal to such Eligible Person and shall not be transferable till the shares are vested. Each of the Selected Participants shall not sell, transfer, pledge or create any encumbrance in respect of the unvested Award Shares. The Selected Participants are not entitled to any rights attached to the unvested Award Shares, including but not limited to any voting right and entitlement to dividends that have accrued prior to the vesting of such Award Shares.

Alteration of the Scheme

The terms of the Scheme may be altered, amended or waived in any respect by a resolution of the Board, provided that such alteration, amendment or waiver shall (i) not affect any subsisting rights of any Selected Participants; and (ii) not contravene any GEM Listing Rules or any applicable laws.

Termination

The Scheme shall terminate on the earlier of (i) the end of the Award Period; or (ii) such date of early termination as determined by the Board.

LISTING RULES IMPLICATIONS

The Scheme does not constitute a share option scheme under Chapter 23 of the GEM Listing Rules and is a discretionary scheme of the Company. No Shareholders' approval is required to adopt the Scheme.

DEFINITIONS

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

“Adoption Date”	20 June 2022, being the date on which the Scheme was approved and adopted by the Board;
“Affiliate”	a company that directly, indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Company;
“Award(s)”	award(s) granted by the Board to a Selected Participant in accordance with the terms of the Scheme Rules;
“Award Period”	the period of 10 years commencing on the Adoption Date;
“Award Shares”	the Shares granted to a Selected Participant 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;
“Director(s)”	the director(s) of the Company;
“Eligible Person(s)”	any individual, being an Employee, Director, officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider 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 delegate(s) considers, in its 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 or any Affiliate provided 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 employment;
“GEM”	GEM operated by the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Scheme”	the share award scheme adopted by the Board as described in the Scheme Rules;
“Scheme Rules”	the rules relating to the Scheme, as amended from time to time;
“Selected Participant”	any Eligible Person approved for participation in the Scheme and who has been granted any Award in accordance with the terms of the Scheme Rules;
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company, or, if there has been a sub-division, consolidation, re-classification or re-construction of the share capital of the Company, shares forming part of the ordinary share capital of the Company of such other nominal amount as shall result from any such sub-division, consolidation, re-classification or re-construction;

“Shareholder(s)”	the holder of the Shares;
“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(s) to be entered into between the Company and the Trustee for the administration of the Scheme, as may be restated, supplemented and amended from time to time;
“Trustee”	the trustee appointed or to be appointed by the Company for the purpose of the Trust; and
“%”	per cent.

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

Shenzhen, People’s Republic of China, 20 June 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, 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 website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page for a minimum period of seven days from the date of its publication and on the website of the Company at www.tradego8.com.