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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 it has approved the adoption of the Scheme on 19 December 2018, pursuant to which all Eligible Persons will be entitled to participate.

The Scheme does not constitute a share option scheme nor an arrangement akin to a share option scheme for the purpose of Chapter 23 of the GEM Listing Rules and is a discretionary scheme of the Company. No Shareholders' approval is necessary for the adoption, administration or implementation of the Scheme.

The Scheme was adopted by the Board on the Adoption Date. Below sets out a summary of the Scheme Rules:

### **A. ADOPTION OF THE SCHEME**

The Board has approved the adoption of the Scheme on 19 December 2018.

### **B. SUMMARY OF THE SCHEME**

#### **Purposes**

The specific objectives of the Scheme are:

- (i) to provide incentives for the Employees to continuously make substantial contributions to the Group's long-term growth in the future; and
- (ii) to attract and retain talented Employees who may be beneficial to the growth and development of the Group.

## **Administration**

The Scheme shall be subject to the administration of the Board in accordance with the Scheme Rules and, where applicable, the Trust Deed.

Pursuant to the Scheme, the Board or its delegates may from time to time instruct the Trustee to acquire Shares On-market, and determine, among other things, the timing of awards, list of Selected Employees, number of Award Shares, vesting dates and conditions of vesting mainly based on the overall results and performance of the Group and contributions made by the Employees in the past. Unless otherwise determined by the Board at its discretion, the Trustee shall hold Award Shares until such Shares are vested in the Selected Employees in accordance with the Scheme Rules.

## **Duration**

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

## **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 25,000,000 Shares (representing 5% of the total number of issued Shares as at the Adoption Date, being 500,000,000 Shares). The total amount for purchase of Shares pursuant to the Scheme will not exceed HK\$15,000,000. The source of the funds for purchase of Shares pursuant to the Scheme is from the operating funds of the Company. The net proceeds from the Listing will not be used for or involved in the purchase of Shares pursuant to the Scheme.

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 Employee.

## **Participants for the Scheme**

The Board may, from time to time, select any Eligible Person to be a Selected Employee during the Award Period.

## **Vesting and Lapse**

The Board or Authorized Representatives may, from time to time, while the Scheme is in force and subject to all applicable laws, determine such vesting criteria and conditions or periods for the Award to be vested pursuant to the Scheme.

When a Selected Employee has satisfied all vesting conditions specified (and as may be waived or amended from time to time) by the Board and becomes entitled to the Shares forming the subject of the Award, the Trustee shall transfer the relevant Award Shares to such Selected Employee on the relevant vesting date. A Selected Employee shall have no rights in the Related Income (including the right to receive dividend) derived from unvested Award Shares prior to the vesting date.

Subject to the Trust Deed, in the event that a Selected Employee has ceased to be an Employee or in other situations specified in the terms of the Scheme, the relevant Award made to such Selected Employee will automatically lapse and the relevant Award Shares will not vest on the relevant vesting date but will remain part of the Trust Fund as Returned Shares.

The Trustee shall hold the Returned Shares exclusively for the benefit of all or one or more of the Employees and/or the Selected Employees (excluding any Excluded Employee), whether the awardee is a Selected Employee at the time of award, in accordance with instructions given by the Board in writing in the same manner as prescribed.

#### **Interest in the assets of the Trust**

The Board, Authorized Representatives or the Trustee may not exercise any voting rights in respect of any Award Shares that have not yet been vested.

#### **Restrictions**

No Award shall be made to Selected Employees 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(s) or Authorised Representative(s) is/are in possession of unpublished inside information in relation to the Company or where dealings by Directors 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 of the Company or, if shorter, the period from the end of the relevant financial year up to the publication date of the results of the Company; and
- (iii) during the period of 30 days immediately preceding the publication date of the half-year results or quarterly results of the Company or, if shorter, the period from the end of the relevant half-year or three-month period up to the publication date of such results.

## **Transferability and other rights to award Shares**

The Award Shares granted to a Selected Employee under the Scheme shall be personal to such Employee and shall not be transferable till the shares are vested. Each of the Selected Employees shall not sell, transfer, pledge or create any encumbrance in respect of the unvested Award Shares. The Selected Employees 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.

## **Cessation of employment and other events**

Any outstanding Award Shares not yet vested shall be immediately forfeited (unless the Board or its Authorised Representative(s) determines otherwise at their absolute discretion) under, inter alia, any of the following circumstances:

- (i) the Selected Employee ceases to be an Employee for whatever reason; or
- (ii) other circumstances as provided in the Scheme Rules.

Upon occurrence of any of the above circumstances, any Award Shares granted but have not been vested will be returned to the Trust in accordance with the Scheme Rules.

## **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 Employees; and (ii) not contravene any GEM Listing Rules or any applicable laws.

## **Termination**

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

## **C. LISTING RULES IMPLICATIONS**

### **Listing Rules Implications**

The Scheme does not constitute a share option scheme nor an arrangement akin to a share option scheme for the purpose of Chapter 23 of the GEM Listing Rules and is a discretionary scheme of the Company. No Shareholders' approval is necessary for the adoption, administration or implementation of the Scheme.

Shares will not be awarded to any connected persons of the Group pursuant to the Scheme. If Shares are awarded to connected persons of the Group, such award shall constitute connected transactions under Chapter 20 of the GEM Listing Rules and the Company shall comply with the relevant requirements under the GEM Listing Rules.

## D. DEFINITIONS

“Adoption Date”	19 December 2018, being the date on which the Scheme is adopted by the Board;
“Affiliate”	means a company that directly, indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Company and includes any company which is (a) the holding company of the Company; or (b) a subsidiary of holding company of the Company; or (c) a subsidiary of the Company or a company the results of which are consolidated into those of the Company by way of contractual arrangements entered into; or (d) a fellow subsidiary of the Company; or (e) the controlling shareholder of the Company; or (f) a company controlled by the controlling shareholder; or (g) a company controlled by the Company; or (h) an associated company of the holding company of the Company; or (i) associated company of the controlling shareholder of the Company;
“Authorised Representative(s)”	authorised representative(s) appointed by the Board to give instructions or notices to the Trustee on all matters in connection with the Scheme and other matters in the routine administration of the Trust;
“Award(s)”	an award(s) of the Award Shares granted by the Board to a Selected Employee in accordance with the terms of the Scheme Rules;
“Award Period”	the period of ten years commencing on the Adoption Date;
“Award Shares”	the Shares granted to a Selected Employee in an Award;
“Board”	the Board of Directors;
“Business Day(s)”	any day(s) on which the Stock Exchange is open for the business of dealing in securities;
“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;

“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;
“Excluded Employee”	any Employee who is resident in a place where (i) the award of the Award Shares and/or the award of the Returned Shares and/or vesting or transfer of Shares pursuant to the terms of the Scheme is not permitted under the laws and regulations of such place or (ii) where in the view of the Board compliance with applicable laws and/or regulations in such place make it necessary or expedient to exclude such employee, in each case as determined by the Board in its absolute discretion;
“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 from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Listing”	the listing of the Shares on GEM;
“Related Income”	all cash income derived from the Award Shares (i.e., cash dividends declared and paid on the Award Shares) excluding any interest earned on such cash income and held on Trust for the benefit of the Selected Participant;

“Returned Shares”	such Award Shares which are not vested in accordance with the terms of the Scheme, or were forfeited in accordance with the terms of the Scheme, or such Shares being deemed to be returned shares;
“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”	any Eligible Person approved for participation in the Scheme and who has been granted any Award pursuant to the Scheme;
“Shareholders”	the shareholders of the Company;
“Shares”	ordinary share with a nominal value of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary” or “Subsidiaries”	any subsidiary (as defined in the GEM Listing Rules) of the Company;
“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);
“Trust Fund”	all properties held or deemed to be held upon the trust of the Trust Deed; 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*

Hong Kong, 19 December 2018

*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 Company Announcements” page of the GEM website at [www.hkgem.com](http://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](http://www.tradego8.com).*