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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 SHARE AWARDS

GRANT OF THE SHARE AWARDS

References are made to the announcements of the Company dated 20 June 2022 and 21 June 2022 in relation to adoption of the Scheme. The Board is pleased to announce that on 17 February 2023 (after the trading hours), the Company approved to grant an aggregate of 18,400,000 Award Shares to five Grantees, including (i) a total of 16,600,000 Award Shares to four Directors, in which 6,500,000 Award Shares, 6,500,000 Award Shares, 1,800,000 Award Shares and 1,800,000 Award Shares will be granted to Mr. LIU, Mr. WAN, Mr. LIAO and Mr. ZHANG, respectively; and (ii) 1,800,000 Award Shares to an employee of the Company, in accordance with the Scheme Rules and the terms of the award letters, and subject to acceptance by the respective Grantee.

The Award Shares represent approximately 3.1% of the total issued share capital of the Company as at the Grant Date.

Grant and vesting

In accordance with the Scheme Rules and the terms of the award letters, the Awards are granted under the following terms:

Grant Date:	17 February 2023
Aggregate number of underlying Shares in respect of Awarded Shares granted:	18,400,000 Shares
Vesting date:	17 February 2023. The vesting of the Awarded Shares to the Grantees is shorter than 12 months because the grant of the Share Awards forms part of the remuneration package for the year 2022 and each of the Grantee had fulfilled their performance target as at the date of this announcement. There are no restrictions under the Scheme in respect of a vesting period of less than 12 months and the remuneration committee of the Company is of the view that such arrangement aligns with the purpose of the Scheme.

Out of the 18,400,000 Award Shares granted, 16,600,000 Award Shares will be granted to four Directors and 1,800,000 Award Shares will be granted to an employee of the Company, details of which are as follows:

Grantee	Position held within the Group	Number of Awarded Shares granted	Approximate percentage among the total Awarded Shares (%)	Approximate percentage of the total number of issued Shares as at the date of this announcement (%) (Note)
Mr. LIU	Chairman and executive Director	6,500,000	35.3	1.1
Mr. WAN	Executive Director	6,500,000	35.3	1.1
Mr. LIAO	Executive Director	1,800,000	9.8	0.3
Mr. Zhang	Executive Director	1,800,000	9.8	0.3
Mr. Wu Jieqiang	Chief Financial Officer	1,800,000	9.8	0.3
Total		18,400,000	100.0	3.1

Note: Calculated on the basis that there are 600,000,000 Shares in issue as at the date of this announcement.

Each Award Share is granted at a consideration of HK\$0.5. The Company, in determining the consideration, has taken into account the price of the Shares in the past and the prospects of the Group. Each Award Share granted represents the right to receive one Share on the date it vests. The Awarded Shares will be subject to a lock up period of one year upon the date of vesting to the relevant Grantees.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the employee of the Company is not a connected person of the Company (as defined under Chapter 20 of the GEM Listing Rules).

The Awarded Shares, being Shares purchased in the open market, are held on trust for the benefit of the Grantees by the Trustee. The Trustee shall transfer the Awarded Shares to the Grantees in accordance with the Scheme Rules. No new Shares will be issued and allotted by the Company to satisfy the grant of Awards.

Market value

Based on the closing price of HK\$0.92 per Share as stated in the daily quotation sheet issued by the Stock Exchange on the Grant Date, the market value of the Award Shares granted in the Awards amounts to HK\$16,928,000.

REASONS AND BENEFITS OF THE AWARDS

The grant of the Awarded Shares to the Grantees recognizes their past contributions to the Group's business performance and aims to secure their long-term continuous support and commitments to the Group which are crucial to the future development and business expansions of the Group. The purposes and objectives of the Awards are to (i) align the interests of the Grantees 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 (ii) to attract and retain the Grantees to continue to create value for the Group.

Furthermore, as the grant of Awards will be satisfied by way of acquisition of existing Shares through on-market transactions at the prevailing market price, the grant of Awards will not result in any dilution effect on the shareholdings of the existing Shareholders.

In this regard, the Directors (including independent non-executive Directors but excluding the relevant interested Directors) consider that the Awards are on normal commercial terms, fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

The grant of the Awarded Shares to the Grantee has been approved by the Remuneration Committee of the Company and the Board (including the independent non-executive Directors), except that the relevant Director(s) to whom the grant was related had abstained from approving the grant to himself.

The grant of the Awarded Shares to the four Directors who are connected persons of the Company constitutes connected transaction of the Company under Chapter 20 of the GEM Listing Rules. As all the applicable percentage ratios for the grant to each of the relevant Directors are more than 0.1% but less than 5%, each grant of the Awarded Shares to the four Directors is subject to the reporting and announcement requirements but is exempted from the independent Shareholders' approval requirement under Chapter 20 of the GEM Listing Rules.

DEFINITIONS

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

“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) approved and granted by the Board to the Grantees on 17 February 2023 in accordance with the Scheme Rules and the terms of the award letters;
“Award Shares”	the Shares granted to a Grantee 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 persons”	has the meaning ascribed to it 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 of the Stock Exchange;
“Grant Date”	17 February 2023, being the date on which the Awards were approved by the Board;
“Grantee(s)”	The Directors and employee approved by the Board for receiving the Award Shares;
“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;
“Mr. LIAO”	Mr. LIAO Jicheng, an executive Director;
“Mr. LIU”	Mr. LIU Yong, an executive Director and the chairman of the Board;
“Mr. WAN”	Mr. WAN Yong, an executive Director;
“Mr. ZHANG”	Mr. ZHANG Wenhua, an executive Director;
“Scheme”	the share award scheme adopted by the Company on 20 June 2022;
“Scheme Rules”	the rules relating to the Scheme, as amended from time to time;
“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 to service the Scheme;
“Trustee”	trustee 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, 17 February 2023

As at the date of this announcement, the board of directors of the Company 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 Mr. HENG Victor Ja Wei as independent non-executive directors.

This announcement, for which the directors of the Company 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 of the Company, 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.