

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in TradeGo FinTech Limited (the "Company"), you should at once hand this circular and the accompanying proxy form to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**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)**

**PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES;  
RETIREMENT OF DIRECTORS AND  
PROPOSED RE-ELECTION OF DIRECTORS;  
RE-APPOINTMENT OF AUDITOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at 208, 2/F, Fenghua Technology Tower, 7th Street Hi-Tech South Road, Yuehai Street Technology Park, Nanshan District, Shenzhen, the PRC on Tuesday, 18 August 2020 at 10:30 a.m. is set out on pages 17 to 21 of this circular. A proxy form for use at the AGM is enclosed with this circular.

**PRECAUTIONARY MEASURES FOR THE AGM**

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- compulsory body temperature checks and health declarations
- wearing of a surgical face mask for each attendee
- no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any PRC Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person.

Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon and deposit the same at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event no later than 48 hours before the time appointed for the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

This circular will remain on the website of the GEM of The Stock Exchange of Hong Kong Limited at [www.hkgem.com](http://www.hkgem.com) on the "Latest Listed Company Information" page for at least seven days from the date of its publication and on the website of the Company at [www.tradego8.com](http://www.tradego8.com).

29 June 2020

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED
---

**CHARACTERISTICS OF GEM (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (the “Stock Exchange”)**

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

## CONTENT

	<i>Page</i>
<b>Precautionary Measures for the AGM</b> .....	1
<b>Definitions</b> .....	2
<b>Letter from the Board</b>	
– Introduction .....	5
– Issue Mandate .....	6
– Repurchase Mandate .....	6
– Extension Mandate .....	6
– Re-election of Directors .....	7
– Re-appointment of the Auditor .....	7
– AGM .....	8
– Closure of Register of Members .....	8
– Responsibility statement .....	8
– Recommendation .....	9
– General .....	9
– Miscellaneous .....	9
<b>Appendix I – Explanatory statement</b> .....	10
<b>Appendix II – Details of the retiring Directors proposed for re-election</b> .....	14
<b>Notice of AGM</b> .....	17

## PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue;
- (ii) every attendee is required to wear surgical face masks before they are permitted to attend, and throughout their attendance of the AGM at all times, and they are encouraged to maintain a safe distance between seats;
- (iii) no refreshment will be served; and
- (iv) each attendee may be asked whether (a) he/she travels outside of PRC within the 14-day period immediately before the AGM; and (b) he/she is subject to any PRC Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form is attached to this circular for shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the "Investors" section of the Company's website at [www.tradego8.com](http://www.tradego8.com). If you are not a registered shareholder (if your shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong Branch Share Registrar, as follows:

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong  
Tel: 2810 8185  
Fax: 2980 1333

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be convened and held at 208, 2/F, Fenghua Technology Tower, 7th Street Hi-Tech South Road, Yuehai Street Technology Park, Nanshan District, Shenzhen, the PRC on Tuesday, 18 August 2020 at 10:30 a.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 17 to 21 of this circular
“Articles of Association”	the amended and restated articles of association of the Company and as amended from time to time, and the “Article” shall mean an article of the Articles of Association
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	TradeGo FinTech Limited (捷利交易寶金融科技有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM (Stock Code: 8017)
“controlling Shareholders”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be extended by the addition thereto the total number of Shares repurchased under the Repurchase Mandate

## DEFINITIONS

“Fortune Promise”	Fortune Promise Global Limited (富望環球有限公司), a company incorporated in the BVI with limited liability on 20 March 2017 and one of the controlling Shareholders
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders, as set out in resolution number 4 of the AGM Notice
“Latest Practicable Date”	23 June 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Mao Jia”	Mao Jia Holdings Limited (茂嘉控股有限公司), a company incorporated in the BVI with limited liability and one of the controlling Shareholders
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all the powers of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such repurchase mandate by the Shareholders, as set out in resolution number 5 in the AGM Notice

## DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stand Tall”	Stand Tall International Limited (立高國際有限公司), a company incorporated in the BVI with limited liability and one of the controlling Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchase as approved by the Securities and Futures Commission of Hong Kong
“Xin Cheng”	Xin Cheng International Limited (鑫誠國際有限公司), a company incorporated in the BVI with limited liability and one of the controlling Shareholders
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



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)**

*Executive Directors:*

Mr. LIU Yong (劉勇)

Mr. WAN Yong (萬勇)

Mr. LIAO Jicheng (廖濟成)

*Non-executive Director:*

Mr. LIN Hung Yuan (林宏遠)

(formerly known as 林泓遠)

*Independent Non-executive Directors:*

Ms. JIAO Jie (焦捷)

Mr. MAN Kong Yui (文剛銳)

Dr. LOKE Yu

(also known as LOKE Hoi Lam and

Jimmy Hoi Lam LOKE) (陸海林)

*Registered office:*

Ocorian Trust (Cayman) Limited

PO Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

*Principal place of business in*

*Hong Kong:*

Office No. 10, 16th Floor

Hong Kong Plaza

188 Connaught Road West

Hong Kong

29 June 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES;  
RETIREMENT OF DIRECTORS AND  
PROPOSED RE-ELECTION OF DIRECTORS;  
RE-APPOINTMENT OF AUDITOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to (i) provide you with information relating to the resolutions to be proposed at the AGM for the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate (collectively the “**Mandates**”), (ii) the re-election of relevant Directors; (iii) the proposed re-appointment of auditor; and (iv) to give you notice of the AGM.



## LETTER FROM THE BOARD

### ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with new Shares with an aggregate number of not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, a total of 500,000,000 Shares were in issue. Subject to the passing of the resolution for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 100,000,000 Shares.

### REPURCHASE MANDATE

At the AGM, an ordinary resolution will also be proposed to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares on the Stock Exchange with an aggregate amount of not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 50,000,000 Shares.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### EXTENSION MANDATE

In addition, a separate ordinary resolution will further be proposed for extending the Issue Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate (including the Extension Mandate), if granted at the AGM would expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) when varied or revoked by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

## LETTER FROM THE BOARD

### RE-ELECTION OF DIRECTORS

According to Article 108 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three (3), then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

As such, Mr. Lin Hung Yuan, Ms. Jiao Jie, and Mr. Man Kong Yui will retire and, being eligible, Ms. Jiao Jie and Mr. Man Kong Yui will offer themselves for re-election at the AGM while Mr. Lin Hung Yuan will not offer himself for re-election at the AGM, in order to devote more time for his other personal commitments.

The Nomination Committee having reviewed the Board's composition, nominated Ms. Jiao Jie and Mr. Man Kong Yui to the Board for it to recommend to Shareholders for re-election at the AGM. Ms. Jiao Jie and Mr. Man Kong Yui who are members of the Nomination Committee abstained from voting at the meeting of the Nomination Committee when his/her own nomination was being considered.

The Nomination Committee had assessed and reviewed each of the independent non-executive Directors' written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules, and is of the view that all of them, namely Ms. Jiao Jie and Mr. Man Kong Yui remain independent. The Nomination Committee has also (i) considered the structure, size and skill mix of the Board; and (ii) considered education, skills and experience of the independent non-executive Directors and is of the view that the independent non-executive Directors can contribute to the diversity of the Board.

By taking into account the board diversity policy and nomination policy of the Company, the Nomination Committee considered Ms. Jiao Jie and Mr. Man Kong Yui are suitable candidates as independent non-executive Directors based on his/her background, experience, contribution to the Board and commitment to his/her role. In addition, the Board also considered that their educational backgrounds and work experiences can bring contributions to the Board's diversity. The Board considers that the re-election of Ms. Jiao Jie and Mr. Man Kong Yui as independent non-executive Directors is in the interest of the Company and Shareholders as a whole. Ms. Jiao Jie and Mr. Man Kong Yui have abstained from the discussion and voting at the Board meeting regarding his/her respective nomination.

Particulars of each of the retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular.

### RE-APPOINTMENT OF THE AUDITOR

SHINEWING (HK) CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, offer itself for re-appointment as the auditor of the Company.

## LETTER FROM THE BOARD

### AGM

A notice convening the AGM to be held at 208, 2/F, Fenghua Technology Tower, 7th Street Hi-Tech South Road, Yuehai Street Technology Park, Nanshan District, Shenzhen, the PRC on Tuesday, 18 August 2020 at 10:30 a.m. is set out on pages 17 to 21 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the Issue Mandate (including the Extension Mandate) and the Repurchase Mandate and the re-election of Directors.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon and deposit the same at the Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

All the resolutions proposed to be approved at the AGM will be voted by way of a poll by the Shareholders and an announcement will be made by the Company after the AGM on the poll results of the AGM.

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining entitlement to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Thursday, 13 August 2020 to Tuesday, 18 August 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 12 August 2020.

### RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate (including the Extension Mandate) and the Repurchase Mandate; and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
For and on behalf of the Board of  
**TradeGo FinTech Limited**  
**Liu Yong**  
*Chairman and Executive Director*

*This Appendix I serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.*

## **1. THE GEM LISTING RULES**

The GEM Listing Rules permit a company with a primary listing on the Stock Exchange to repurchase its shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue was 500,000,000 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased following the Latest Practicable Date and up to the date of the AGM, exercise in full of the Repurchase Mandate could accordingly result in up to 50,000,000 Shares (representing 10% of the total number of Shares in issue as at the date of passing of the resolution) being repurchased by the Company during the period from the passing of the Repurchase Mandate at the AGM up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying the Repurchase Mandate, whichever occurs first.

## **3. REASONS FOR THE REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Articles of Association, the Companies Law and the GEM Listing Rules. The Company will not repurchase its Shares listed on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

**5. IMPACT ON WORKING CAPITAL OR GEARING POSITION**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2020) in the event that the Repurchase Mandate is exercised in full at any time. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

**6. DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

**7. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

**8. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Mao Jia and Xin Cheng was beneficially interested in 154,264,654 Shares and 74,039,137 Shares, respectively, representing approximately 30.85% and 14.81% of the entire issued share capital of the Company, respectively.

Mao Jia is an investment-holding company incorporated in the BVI and wholly-owned by Fortune Promise, which is in turn wholly-owned by Mr. Liu Yong. As such, each of Mr. Liu Yong and Fortune Promise is deemed, or taken to be, interested in all the Shares held by Mao Jia for the purposes of the SFO.

Xin Cheng is an investment-holding company incorporated in the BVI and wholly-owned by Stand Tall. As such, Stand Tall is deemed, or taken to be, interested in all the Shares held by Xin Cheng for the purposes of the SFO. Mr. Liu Yong is the sole director of Xin Cheng and Stand Tall, and Mr. Liu Yong is also the only controlling shareholder of Stand Tall. Accordingly, Mr. Liu Yong deemed, or taken to be, interested in all the Shares held by Xin Cheng for the purposes of the SFO.

In the event that the Repurchase Mandate is exercised in full, the interest of Mao Jia and Fortune Promise would be increased from approximately 30.85% to approximately 34.28% and the interest of Xin Cheng and Stand Tall would be increased from approximately 14.81% to approximately 16.45%. Accordingly, the interest of Mr. Liu Yong would be increased from approximately 45.66% to approximately 50.73%. On the basis of the aforesaid, each of Mr. Liu Yong, Fortune Promise and Mao Jia would be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full. The Directors have no intention to exercise the Repurchase Mandate to such extent that would give rise to an obligation on each of Mr. Liu Yong, Fortune Promise and Mao Jia to make a mandatory offer under Rule 26 of the Takeovers Code. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Saved as aforesaid, the Board is not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Company's Shares in public hands.

## **9. SHARES REPURCHASES MADE BY THE COMPANY**

The Company has not purchased any of its Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

## **10. CONNECTED PERSON**

No connected persons (as defined in the GEM Listing Rules) has notified the Company that he/she/it has a present intention to sell any Shares to the Company or its subsidiaries, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

**11. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months and up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
2019		
June	0.560	0.480
July	0.530	0.350
August	0.480	0.310
September	0.400	0.260
October	0.420	0.250
November	0.460	0.300
December	0.445	0.330
2020		
January	0.405	0.345
February	0.520	0.365
March	0.520	0.335
April	0.445	0.300
May	0.385	0.280
June (up to and including the Latest Practicable Date)	0.350	0.265



*Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:*

## RE-ELECTION OF DIRECTORS

### 1. MS. JIAO JIE (焦捷)

Ms. JIAO Jie (焦捷), aged 39, was appointed as an independent non-executive Director of the Company on 29 August 2018, and is mainly responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Company. She is also a member of each of the Audit Committee, the Remuneration Committee and Nomination Committee.

Ms. Jiao has over 10 years of experience in initial public offerings, private equity financing and corporate legal affairs. Ms. Jiao worked as a legal assistant at Beijing Jingtian & Gongcheng (北京市競天公誠律師事務所) from November 2004 to February 2007. Thereafter, she joined China Sunshine Paper Holdings Company Limited (stock code: 2002) (“China Sunshine”), the shares of which are listed on the Main Board of the Stock Exchange, as the board secretary and special assistant to the chairman of China Sunshine from March 2007 to January 2010. From January 2010 to February 2012, Ms. Jiao worked as chief counsel and head of investor relations in Beijing SouFun Network Technology Company Limited (北京搜房網絡技術有限公司). She then joined Huijin Stone (Xiamen) Co. Ltd. (滙金石(廈門)有限公司), a subsidiary of ArtGo Holdings Limited (formerly known as ArtGo Mining Holdings Limited) (stock code: 3313), the shares of which are listed on the Main Board of the Stock Exchange, as vice president and general counsel from March 2012 to June 2014. She was appointed to the position of joint company secretary of ArtGo Holdings Limited in December 2013 and resigned in May 2014. From June 2014 to December 2018, Ms. Jiao was the chief financial officer of iClick Interactive Asia Limited: (NASDAQ: ICLK). Since June 2019, Ms. Jiao has served as the chief financial officer of Play for Dream, Inc.,. Since January 2014, she has been an independent non-executive director of China Sunshine Paper Holdings Limited (02002.HK). She has been an independent director of China Index Holdings Limited (NASDAQ: CIH) since June 2019 and has been an independent non-executive director of MOG Holdings Limited (01942.HK) since April 2020.

Ms. Jiao obtained the degree of Laws and Economics from Peking University in July 2003. She further obtained the degree of Magister Juris from University of Oxford in July 2005. In addition, she obtained the Legal Professional Qualification Certificate (法律職業資格證書) from the Ministry of Justice of the PRC in March 2010. She has also obtained the Registered Qualification Certificate of Enterprise Legal Adviser (企業法律顧問執業資格證書) accredited jointly by the Ministry of Human Resources and Social Security of the PRC, the State-owned Assets Supervision and Administration Commission of the State Council of the PRC and the Ministry of Justice of the PRC in October 2011. Ms. Jiao has been a chartered financial analyst accredited by the CFA Institute since September 2014.

Ms. Jiao entered into a letter of appointment with the Company for a term of one year commencing from 28 September 2018. Ms. Jiao has entered into a new letter of appointment with the Company for a term of three years commencing from 16 August 2019 unless the letter of appointment is terminated in accordance with the terms of the letter of appointment. According to the new letter of appointment, Ms. Jiao was entitled to a director’s fee of HK\$200,000 per calendar year, which was determined by the Board based on the recommendation of the Remuneration Committee and with regard to the prevailing market conditions and her duties and responsibilities as an independent non-executive Director.

Save as disclosed above, Ms. Jiao Jie (i) does not hold any directorship in listed public companies in the last three years; (ii) does not have any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO; and (iii) does not hold any other positions with the Company or any of its subsidiaries nor does she has any other relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company.

In addition, there are no other matters that need to be brought to the attention of the Shareholders nor is there other information required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules in respect of Ms. Jiao Jie who is proposed to be re-elected at the AGM.

## 2. MR. MAN KONG YUI (文剛銳)

Mr. Man Kong Yui (文剛銳), aged 60, was appointed as an independent non-executive Director on 29 August 2018, and is mainly responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Company. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee.

Mr. Man obtained a Bachelor Degree in Business Administration from The Chinese University of Hong Kong. He has been an independent non-executive director of each of Get Nice Holdings Limited (stock code: 64) since 3 October 2005, Global Mastermind Capital Limited (stock code: 905) (formerly known as Mastermind Capital Limited) from 26 September 2014 to 18 April 2017 and Huanxi Media Group Limited (formerly known as 21 Holdings Limited) (stock code: 1003) on 10 April 2014 and resigned with effect from 18 September 2015, the shares of all of which are listed on the Main Board of the Stock Exchange. Mr. Man has also been a director of Global Mastermind Securities Limited, a wholly-owned subsidiary of Global Mastermind Holdings Limited (stock code: 8063), the shares of which are listed on GEM of the Stock Exchange, from 25 August 2017 to 1 April 2020.

Mr. Man entered into a letter of appointment with the Company for a term of one year commencing from 28 September 2018. Mr. Man has entered into a new letter of appointment with the Company for a term of three years commencing from 16 August 2019 unless the letter of appointment is terminated in accordance with the terms of the letter of appointment. According to the new letter of appointment, Mr. Man is entitled to a director's fee of HK\$200,000 per calendar year, which was determined by the Board based on the recommendation of the Remuneration Committee and with regard to the prevailing market conditions and his duties and responsibilities as an independent non-executive Director.

Save as disclosed above, Mr. Man (i) does not hold any directorship in listed public companies in the last three years; (ii) does not have any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO; and (iii) does not hold any other positions with the Company or any of its subsidiaries nor does he has any other relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company.

<b>APPENDIX II     DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION</b>
---

In addition, there are no other matters that need to be brought to the attention of the Shareholders nor is there other information required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules in respect of Mr. Man who is proposed to be re-elected at the AGM.



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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of shareholders of TradeGo FinTech Limited (the “**Company**”) will be held at 208, 2/F, Fenghua Technology Tower, 7th Street Hi-Tech South Road, Yuehai Street Technology Park, Nanshan District, Shenzhen, the People’s Republic of China on Tuesday, 18 August 2020 at 10:30 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) of the Company and the independent auditor of the Company for the year ended 31 March 2020;
2.
  - (a) To re-elect Ms. JIAO Jie as an independent non-executive Director;
  - (b) To re-elect Mr. MAN Kong Yui as an independent non-executive Director; and
  - (c) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and to authorise the board of Directors to fix its remuneration;
4. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.01 each in the capital of the Company (the “**Shares**” and each a “**Share**”) and to make or grant offers, agreements and options, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

## NOTICE OF AGM

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (i) 20 per cent. of the total number of Shares in issue as at the date of the passing of this resolution; and
  - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of Shares in issue as at the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

## NOTICE OF AGM

**“Rights Issue”** means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase the Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10 per cent. of the total number of the Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, **“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the applicable laws of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

## NOTICE OF AGM

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby approved to be extended by adding to the total number of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the total number of the Shares purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

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

Hong Kong, 29 June 2020

*Registered office:*

Ocorian Trust (Cayman) Limited  
PO Box 1350  
Clifton House, 75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

*Principal place of business in Hong Kong:*

Office No. 10, 16th Floor  
Hong Kong Plaza  
188 Connaught Road West  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. Where there are joint registered holders of any shares, any one of such joint holders may vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders by present at the Meeting personally or by proxy, that one of the said joint holders, whether in person or by proxy, so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the complete form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
4. The transfer books and register of members of the Company will be closed from Thursday, 13 August 2020 to Tuesday, 18 August 2020 both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 12 August 2020.

## NOTICE OF AGM

5. In relation to the proposed resolution no. 2 above, details of the retiring Directors standing for re-election are set out in Appendix II to the circular of the Company dated 29 June 2020.
6. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
7. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 29 June 2020.
8. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the website of Company at [www.tradego8.com](http://www.tradego8.com) and on the GEM website of the Stock Exchange at [www.hkgem.com](http://www.hkgem.com) to notify shareholders of the Company of the date, time and place of the adjourned meeting.

The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Meeting under bad weather conditions bearing in mind their own situations.