

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).

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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)

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES;
RETIREMENT OF DIRECTORS AND
PROPOSED RE-ELECTION OF DIRECTORS;
CONDITIONAL GRANT OF SHARE OPTIONS TO
INDEPENDENT NON-EXECUTIVE DIRECTOR;
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at 2808, Phase II, Qianhai Shimao Financial Center, 3040 Xinghai Avenue Nanshan Street Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen the PRC on Friday, 30 August 2024 at 10:30 a.m. is set out on pages 18 to 22 of this circular. A proxy form for use at the AGM is enclosed with this circular.

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 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, 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 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.tradegomart.com.

26 July 2024

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.

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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 2808, Phase II, Qianhai Shimaofinancial Center, 3040 Xinghai Avenue Nanshan Street Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen the PRC on Friday, 30 August 2024 at 10:30 a.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 18 to 22 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 Act”	the Companies Act 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)
“Conditional Grant”	the conditional grant of 4,000,000 Shares under the Share Option Scheme to Mr. Man Kong Yui, independent non-executive Director of the Company
“Controlling Shareholders”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“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, as set out in resolution number 6 in the AGM Notice
“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”	19 July 2024, 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

DEFINITIONS

“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
“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
“Share Option Scheme”	the share scheme adopted by the Company on 29 August 2018, the principal terms of which are set out in the section headed “Statutory and General Information — E. Pre-IPO Equity Interest Incentive Scheme” in Appendix IV of the Prospectus
“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)
Mr. ZHANG Wenhua (張文華)

Non-executive Directors:

Mr. LIN Hung Yuan (林宏遠)
(formerly known as 林泓遠)
Mr. WANG Haihang (王海航)

Independent Non-executive Directors:

Ms. JIAO Jie (焦捷)
Mr. MAN Kong Yui (文剛銳)
Mr. HENG Victor Ja Wei (邢家維)

Registered office:

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Principal place of business in
Hong Kong:*

Room 3405, West Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

26 July 2024

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;
CONDITIONAL GRANT OF SHARE OPTIONS TO
INDEPENDENT NON-EXECUTIVE DIRECTOR;
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 600,000,000 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 120,000,000 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 60,000,000 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.

According to Article 112 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders at the general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

As such, Mr. ZHANG Wenhua, Mr. LIN Hung Yuan and Mr. WANG Haihang will offer themselves for re-election at the AGM.

The Nomination Committee having reviewed the Board's composition, nominated Mr. ZHANG Wenhua, Mr. LIN Hung Yuan and Mr. WANG Haihang to the Board for it to recommend to Shareholders for re-election at the AGM.

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 remain independent. The Nomination Committee has also (i) considered the structure, size and skill mix of the Board; and (ii) considered education, skills and experiences 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.

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.

CONDITIONAL GRANT OF THE SHARE OPTIONS TO INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the Company's announcement dated 11 August 2023 in relation to the proposed grant of 4,000,000 Shares under the 2018 Share Option Scheme to Mr. Man Kong Yui, independent non-executive Director of the Company, pursuant to the share option scheme (the "**Share Option Scheme**") adopted on 29 August 2018. As the total number of Shares to be issued upon exercise of the above Share Options proposed to be granted to Mr. Man exceeds 0.1% Limit in a 12-month period, the grant of the above Share Options to Mr. Man will therefore be conditional upon and subject to the approval by the Independent Shareholders at the Annual General Meeting.

LETTER FROM THE BOARD

Details of the key terms of the Share Options Scheme are set out in the Announcement of the Company dated 11 August 2023. The key terms of the Conditional Grant are set out below:

Grant date:	11 August 2023 (the “Share Options Grant Date”)
Number of Share Options granted:	A total of 4,000,000 Share Options (each Share Option shall entitle the holder of the Share Option to subscribe for one Share of the Company)
Exercise price of the Share Options granted:	HK\$0.365 per Share, being the higher of (i) the closing price of HK\$0.35 per Share as quoted on the Stock Exchange on the Share Options Grant Date; (ii) the average closing price of HK\$0.365 per Share as quoted on the Stock Exchange for the five business days immediately preceding the Share Options Grant Date; and (iii) share(s) with a nominal value of HK\$0.01 each
Consideration of the Grant:	Each Share Options Grantee shall pay HK\$1 upon acceptance of the Share Options
Validity period of the Share Options:	A total of five years from the Share Options Grant Date
Vesting period of the Share Options:	All Share Options granted shall be vested on the Share Options Grant Date

The Board and the Remuneration Committee are of the view that a vesting period shorter than 12 months or no vesting period, as the case may be, is appropriate considering that the grants of the Share Options serve as rewards for the Share Options Grantees’ past contribution to the Group and as incentives for the Share Options Grantees to continuously contribute to the operation, development and long-term growth of the Group which align with the purpose of Share Option Scheme

LETTER FROM THE BOARD

Performance targets:	<p>Vesting of Share Options shall be not subject to any performance targets</p> <p>The Share Option Scheme aims to provide incentives to eligible participants in order to promote the development and success of the Group's business. The Share Options to be granted will give the Share Options Grantees an opportunity to have their own shares of the Company, which will help motivate the Share Options Grantees in improving their performance and efficiency. The number of Share Options to be granted is based on the work performance and potential of the Share Options Grantees and no additional performance targets are imposed before the Share Options are vested to the Share Options Grantees. In view of the aforementioned, the Remuneration Committee of the Company considered the grant of the Share Options aligned with the purpose of the Share Option Scheme</p>
Financial assistance:	<p>No financial assistance shall be provided by the Group to assist the Share Options Grantees for the purchase of Shares under the Share Option Scheme</p>
Clawback mechanism:	<p>The Share Options granted will be subject to the clawback mechanism set out in the Share Option Scheme as determined by the Board, in particular, the lapse of the Share Options upon cessation of employment of the Share Options Grantee and the cancellation of the Share Options at the discretion of the Board</p>

Pursuant to Rule 23.04(3) of the GEM Listing Rules, the grant of option by the Company to an independent non-executive Director in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the relevant class of shares in issue (excluding treasury shares), such further grant of options must be approved by shareholders of the listed issuer in general meeting in the manner set out in rule 23.04(4).

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 2808, Phase II, Qianhai Shimaofinancial Center, 3040 Xinghai Avenue Nanshan Street Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen the PRC on Friday, 30 August 2024 at 10:30 a.m. is set out on pages 18 to 22 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 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, 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 Tuesday, 27 August 2024 to Friday, 30 August 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, for registration no later than 4:30 p.m. on Monday, 26 August 2024.

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 600,000,000 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 60,000,000 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 Act 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 2024) 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, 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 were beneficially interested in 154,264,654 Shares and 32,133,582 Shares, respectively, representing approximately 25.71% and 5.35% 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 25.71% to approximately 28.57% and the interest of Xin Cheng and Stand Tall would be increased from approximately 5.35% to approximately 5.95%. Accordingly, the interest of Mr. Liu Yong would be increased from approximately 36.68% to approximately 40.76%. On the basis of the aforesaid, Mr. Liu Yong 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 Mr. Liu Yong 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
May	1.490	0.840
June	2.720	1.200
July	2.830	0.445
August	0.520	0.315
September	0.500	0.260
October	0.335	0.270
November	0.390	0.290
December	0.335	0.305
2024		
January	0.335	0.290
February	0.335	0.280
March	0.325	0.260
April	0.290	0.222
May	0.255	0.229
June	0.280	0.225
July (up to and including the Latest Practicable Date)	0.270	0.222

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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. Mr. ZHANG Wenhua (張文華)

Mr. ZHANG Wenhua (張文華), aged 45, was appointed as an executive director of the Company on 9 September 2021. Mr. Zhang is the Chief Technology Officer of the Group, and is responsible for the management of the R&D department of the Group. He joined the Group as the R&D manager in December 2010.

Mr. ZHANG graduated from the Jiangxi Normal University (江西師範大學) in December 1997, specialising in computer application. Prior to joining the Group, Mr. ZHANG worked at Konson Software (Shenzhen) Company Limited (港信軟件(深圳)有限公司) engaging in R&D work from September 2001 to February 2009.

Mr. ZHANG had the following interest in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date:

Name	Capacity/Nature of interest	Number of Shares held/ interested in	Percentage of interest in the Company
Mr. ZHANG Wenhua	Interests held jointly with another person (<i>Note 1</i>)	32,133,582	5.35%
	Beneficial Owner	<u>5,468,000</u>	<u>0.92%</u>
		<u><u>37,601,582</u></u>	<u><u>6.27%</u></u>

Note:

- 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. The shareholding of Stand Tall is more specifically set out in the section headed "Statutory and General Information – E. Pre-IPO Equity Interest Incentive Scheme" in Appendix IV to the prospectus of the Company dated 17 September 2018. By virtue of the Pre-IPO Equity Interest Incentive Scheme, all voting power in Xin Cheng and Stand Tall is vested in the board of Xin Cheng (as at the Latest Practicable Date, Mr. Liu Yong was the sole director of Xin Cheng), and each of Mr. Liu Yong, Mr. Liao Jicheng and Mr. Wan Yong are shareholders of Stand Tall. Accordingly, Mr. Wan Yong is deemed, or taken to be, interested in all the Shares held by Xin Cheng for the purposes of the SFO.

Save as disclosed above, Mr. ZHANG Wenhua (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.

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. ZHANG Wenhua who is proposed to be re-elected at the AGM.

2. Mr. LIN Hung Yuan (林宏遠)

Mr. LIN Hung Yuan (林宏遠) (formerly known as 林泓遠), aged 47, was appointed as a non-executive Director of the Company on 23 June 2017. Mr. LIN is mainly responsible for overseeing the general corporate, financial and compliance affairs of the Group. Mr. LIN obtained a Bachelor Degree of Arts in June 1999 from National Chengchi University. He further obtained the Master Degree of Science in Management in June 2001 from National Sun Yat-sen University. In addition, Mr. LIN is a financial risk manager accredited by Global Association of Risk Professionals since September 2013.

Mr. LIN entered into a service agreement with the Company for a term of one year commencing from 28 September 2018. Mr. LIN has renewed his service agreement with the Company for a term of three years commencing from 16 August 2019 unless the service agreement is terminated in accordance with the terms of the service agreement. According to the service agreement, Mr. LIN has not received any emolument from the Company for the year ended 31 March 2022.

Save as disclosed above, Mr. LIN (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.

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. LIN who is proposed to be re-elected at the AGM.

3. Mr. WANG Haihang (王海航)

Mr. WANG Haihang (王海航), aged 56, was appointed as a non-executive director of the Company on 14 April 2022. Mr. WANG is mainly responsible for providing independent judgement on the issues of strategy, marketing directions and the development of technology of the Company. Mr. WANG graduated from University of Electronic Science and Technology of China, majoring in Technology of Computer Application. From October 2010 to September 2015 Mr. WANG served as General Manager of Information Technology Development and Co-General Manager of Information Security of Shenwan Hongyuan Securities Co., LTD. From September 2015 to August 2018, he served as deputy General Manager of Jiuzhou Securities Co., LTD. From October 2018 to November 2019, he served as Assistant to President and President of Information Technology Center of Minsheng Securities Co., LTD. Since December 2019, he served as the Senior Vice President of Shenzhen Kingdom Sci-Tech Co., Ltd. (“Kingdom”), a substantial shareholder of the Company.

Mr. WANG Haihang has entered into an appointment letter (the “**Appointment Letter**”) with the Company for an initial term of service of three years commencing from 1 May 2022. As specified in the Appointment Letter, Mr. WANG Haihang will not receive any remuneration as a non-executive Director from the Company.

Save as disclosed above, Mr. WANG (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.

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. WANG 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 2808, Phase II, Qianhai Shimao Financial Center, 3040 Xinghai Avenue Nanshan Street Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen the PRC on Friday, 30 August 2024 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 2024;
2.
 - (a) To re-elect Mr. ZHANG Wenhua as an executive Director;
 - (b) To re-elect Mr. LIN Hung Yuan as a non-executive Director;
 - (c) To re-elect Mr. WANG Haihang as a non-executive Director;
 - (d) 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;

NOTICE OF AGM

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;
- (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

NOTICE OF AGM

(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;

“**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 Act of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF AGM

- (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.”
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.”
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:
- “**THAT** the grant of 4,000,000 Share Options under the 2018 Share Option Scheme to Mr. Man Kong Yui, independent non-executive Director of the Company.”

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

Hong Kong, 26 July 2024

Registered office:
Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal place of business in Hong Kong:
Room 3405, West Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

NOTICE OF AGM

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 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, 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 Tuesday, 27 August 2024 to Friday, 30 August 2024 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 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, for registration no later than 4:30 p.m. on Monday, 26 August 2024.
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 this circular.
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 this circular.
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.tradegomart.com and on the GEM website of the Stock Exchange at 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.