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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)

SHARE TRANSACTION
TRANSFER OF TREASURY SHARES UNDER GENERAL MANDATE TO ACQUIRE EQUITY INTERESTS IN THE TARGET COMPANY

ACQUISITION

The board (the "**Board**") of directors (the "**Directors**", and each a "**Director**") of TradeGo FinTech Limited (the "**Company**", together with its subsidiaries, the "**Group**") is pleased to announce that, on 5 June 2026 (after trading hours), the Company entered into a strategic investment agreement (the "**Agreement**") with Eqrrwa Technology Holding Pte. Ltd. (the "**Vendor**"). Pursuant to the Agreement, the Company conditionally agreed to acquire, and the Vendor conditionally agreed to issue additional shares (the "**Target Shares**") to the Company, which represent 2.63% of the enlarged issued share capital of the Vendor after the introduction of the Company and other investors in the same round of financing (the "**Acquisition**").

The consideration for the Acquisition is USD1.0 million, which will be settled by way of transfer of treasury shares of the Company (the "**Consideration Shares**").

PRINCIPAL TERMS OF THE AGREEMENT

Date

5 June 2026 (after trading hours)

Parties

(a) The Company (as purchaser); and

(b) Eqrrwa Technology Holding Pte. Ltd. (as Vendor, together with its subsidiaries, the "**Vendor Group**").

ASSETS TO BE ACQUIRED

Pursuant to the Agreement, the Company has conditionally agreed to acquire, and the Vendor has conditionally agreed to issue the Target Shares to the Company, representing 2.63% of the enlarged issued share capital of the Vendor after the introduction of the Company and other investors in the same round of financing.

CONSIDERATION AND METHOD OF PAYMENT

The consideration is in the sum of USD1.0 million, which will be settled by way of transfer of Consideration Shares. The number of Consideration Shares equals to USD1,000,000 divided by the average closing price of the Company's shares as quoted on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") for the five consecutive trading days prior to the date of transfer of the Consideration Shares (with any fractional share less than one share being truncated). The average closing price shall be converted based on the mid-point rate of US dollars against Hong Kong dollars as announced by the Hong Kong Monetary Authority on the date of transfer of Consideration Shares. The number of Consideration Shares shall not exceed the remaining limit of the general mandate (the "**General Mandate**") to issue shares granted to the Board at the annual general meeting of the Company on 20 August 2025 (i.e. 6,854,400 Shares, with the par value of HK$0.01 per Share).

BASIS FOR DETERMINATION OF CONSIDERATION

The consideration was determined after arm's length negotiations between the Company and the Vendor on normal commercial terms with reference to the following factors: (i) the value of the international financial licences and technology assets held by the Vendor Group; (ii) the assessment made by the Company regarding the prospects of cooperation with the Vendor Group; and (iii) the subscription price of the lead investor (the "**Lead Investor**"), Bluepeak Capital Partner Ltd (an institution holding an Australian AFSL license), which the Vendor proposes to introduce (with the Lead Investor and the Company subscribing at the same price).

Based on the aforesaid, the Directors (including the independent non-executive Directors) are of the view that the Consideration is fair and reasonable and on normal commercial terms and that entering into the Agreement is in the interests of the Company and the Shareholders as a whole.

COMPLETION

The Vendor shall issue the additional Target Shares to the Company or Power Mind Global Limited ("**Power Mind**"), a wholly-owned subsidiary of the Company, and the Company shall transfer the Consideration Shares to the Vendor on the even date. Completion shall take place no later than 30 June 2026 (or such other time as may be agreed in writing by both parties, but no later than 1 September 2026) (the "**Completion Date**").

LOCK-UP PERIOD FOR CONSIDERATION SHARES

Since the Completion Date, the Vendor shall not dispose of the Consideration Shares by way of sale, transfer, mortgage or otherwise, until the expiry of twelve months from the Completion Date and the occurrence of any of the following events (whichever is earlier): (i) the Vendor completes the next round of equity financing (with a pre-money valuation of not less than US$39 million); or (ii) the Vendor achieves monthly profitability for three consecutive months.

SHARE REPURCHASE RIGHT

If the Vendor fails to commence the next round of financing within two years from the date on which the Company or Power Mind is registered as a shareholder of the Vendor or complete such financing within four years from the date on which the Company or Power Mind is registered as a shareholder of the Vendor, or if the pre-money valuation in the next round of financing is less than US$39,000,000, the Company shall have the right to unconditionally repurchase the Consideration Shares, and the Vendor shall cooperate in completing the relevant procedures. The Vendor shall not bear any liability for compensation of the difference resulting from a decline in the Company's share price, and the Company shall not pay the Vendor any portion of gains representing the difference resulting from an increase in the Company's share price.

If the Vendor has lawfully disposed of part or all of the Consideration Shares for business needs at the time the Repurchase Right is triggered, the Vendor shall purchase the shares of the Company and return the relevant shares to the Company within fifteen working days from the date that the repurchase right of the Company is triggered, and shall cooperate in completing the relevant procedures.

If the Company repurchases the Consideration Shares, the Company shall simultaneously return the Target Shares to the Vendor, and shall cooperate in completing the relevant procedures.

GENERAL MANDATE

The Consideration Shares will be transferred pursuant to the General Mandate. Under the General Mandate, the total number of shares that the Company is authorised to issue (including transfer of treasury shares) is 126,142,400 shares, representing approximately 20% of the issued share capital of the Company (excluding treasury shares) as at the date of the 2025 annual general meeting.

Reference is made to the announcements of the Company dated 9 September 2025 and 19 November 2025, which provide that the Company has (i) sold 28,100,000 treasury shares on-market on 8 September 2025; (ii) sold 21,188,000 treasury shares on-market on 9 September 2025; (iii) placed 70,000,000 new shares of the Company (the "**Shares**", and each a "**Share**") to independent third parties on 19 November 2025, under the General Mandate. As of the date of this announcement, the remaining limit of treasury shares available for new Shares the General Mandate is approximately 6,854,400 Shares, representing approximately 1.09% of the issued share capital of the Company (excluding treasury shares) as at the date of the 2025 annual general meeting. The actual number of Consideration Shares under this transaction will be calculated based on the average closing price of the shares of the Company for the five business days prior to the Completion Date as agreed under the Agreement. The mandate is sufficient for the allotment and issue of the Consideration Shares, and the allotment and issue of the Consideration Shares shall not require further approval from the Shareholders.

FUNDRAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has conducted the following equity fund raising activities in the past 12-month period immediately preceding the date of this announcement.

(i) The July Placing

References being made to the announcements of the Company dated 24 June 2025, 2 July 2025 and 7 July 2025, the Company completed the placing of 80,000,000 shares on 7 July 2025 (the "**July Placing**"). As at the date of this announcement, a total of HK$22.23 million raised from the July Placing has been utilised, and the remaining unutilised proceeds will be utilised based on the original plan as disclosed in the announcement of the Company dated 2 July 2025.

The details of the use of proceeds from the July Placing are as follows:

Implementation plan	**Allocated amount of proceeds** *(HK$10'000)*	**Actual amount utilised as of 5 June 2026** *(HK$10'000)*	**Unutilised proceeds as of 5 June 2026** *(HK$10'000)*	**Expected timetable for full utilisation**
Develop the DeepTrade real-time trading engine	2,035.0	804.9	1,230.1	30 June 2028
Build the TradeSeek artificial intelligence interaction system based on large language model	1,191.0	811.8	379.2	30 June 2028
Upgrade the LiveReport big data product	1,042.0	497.4	544.6	30 June 2028
Upgrade the grey market trading system	695.0	108.5	586.5	30 June 2028
Total	**4,963.0**	**2,222.6**	**2,740.4**	

(ii) The September Disposal

References being made to the announcement of the Company dated 9 September 2025, the Company sold 28,100,000 and 21,188,000 treasury shares through on-market transactions on 8 September 2025 and 9 September 2025, respectively (the "**September Disposal**"). As at 31 March 2026, the total proceeds of HK$95.55 million from the September Disposal has been fully utilised.

The details of the use of proceeds from the September Disposal are as follows:

Implementation plan	**Allocated amount of proceeds** *(HK$10'000)*	**Actual amount utilised as of 5 June 2026** *(HK$10'000)*	**Unutilised proceeds as of 5 June 2026** *(HK$10'000)*	**Expected timetable for full utilisation**
Capital Injection into TGM	4,000.00	4,000.00	0.00	N/A
Replenishment of TGM's cash reserve for operation of IPO margin financing business	3,500.00	3,500.00	0.00	N/A
Provision of facilities to TGM's institutional and high-net-worth customers	2,055.12	2,055.12	0.00	N/A
Total	**9,555.12**	**9,555.12**	**0.00**	

(iii) The November Placing

References being made to the announcements of the Company dated 11 November 2025, 16 November 2025 and 19 November 2025, the Company completed the placing of 70,000,000 shares on 19 November 2025 (the "**November Placing**"). As at the date of this announcement, a total of HK$60.37 million raised from the November Placing has been utilised, and the remaining unutilised proceeds will be utilised based on the original plan as disclosed in the announcement of the Company dated 16 November 2025.

The details of the use of proceeds from the November Placing are as follows:

Implementation Plan	**Allocated amount of proceeds** *(HK$10,000)*	**Actual amount utilised as of 5 June 2026** *(HK$10,000)*	**Proceeds unutilised as of 5 June 2026** *(HK$10,000)*	**Expected timetable for full utilisation**
Capital injection into TGM	3,956.6	3,000.0	956.6	30 November 2028
Increasing the funding reserves for TGM's provision of IPO financing services to clients	3,037.0	3,037.0	0.00	N/A
Investing in the development of a virtual asset trading system (provisionally named as "**VirtuTrade Pro**")	2,208.4	0	2,208.4	30 November 2028
Total	**9,202.0**	**6,037.0**	**3,165.0**	

INFORMATION ON THE PARTIES

The Company is a financial technology group listed on the GEM of the Hong Kong Stock Exchange with a series of brokerage service systems and a number of financial institution clients, and holds the Type 1 (dealings in securities) and Type 7 (providing automated trading services) licences granted by the Hong Kong SFC through its wholly-owned subsidiary.

The Vendor is a private company incorporated in Singapore, which holds a Money Service Business licence, Exempted Reporting Adviser Registration Qualification, Regulation D Exemption Qualification in the United States and a Virtual Asset Business License in Saint Lucia through its wholly-owned subsidiaries, and has its self-developed exchange system.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, as of the date of this announcement, the Vendor and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined in the GEM Listing Rules).

Set out below is certain financial information of the Vendor based on its unaudited financial statements for the period from 9 September 2025 (date of incorporation) to 31 May 2026:

	For the period from 9 September 2025 (date of incorporation) to 31 May 2026 *(unaudited)* *Approximate USD*
Net loss before tax	644,177.98
Net loss after tax	644,177.98

The net asset value of the Vendor as at 31 May 2026 was approximately USD745,822.

REASONS FOR AND BENEFITS OF THE STRATEGIC INVESTMENT

The Board believes that the investment can effectively complement the Group's presence in real-world assets ("**RWA**") and global trading systems. Both parties will carry out product development and business exploration on Web3 technology, regulated stablecoins, regulated RWA tokenisation and other aspects, and will engage in in-depth cooperation across multiple areas such as real-world event contract trading platforms, exchange systems, RWA asset introduction. The collaboration will integrate the strengths of both parties in technology, licences and customer resources, and accelerate the Group's provision of more comprehensive services to professional investors and financial institutions. The Directors believe that terms of the transaction are fair and reasonable, and are in the interests of the Company and its shareholders as a whole.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, assuming the maximum of 6,854,400 treasury shares of the Company are transferred to the Vendor, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon the transfer of the Consideration Shares (assuming that there are no other changes in the issued share capital of the Company prior to thereto) are set out as follows:

	As at the date of this announcement		**Immediately upon the transfer of the Consideration Shares**	
	Number of Shares	*Approximate % of shareholding*	*Number of Shares*	*Approximate % of shareholding*
Mao Jia Holdings Limited (茂嘉控股有限公司) *(Note 1)*	154,264,654	20.57%	154,264,654	20.57%
Shenzhen Kingdom Sci-Tech Co., Ltd.	119,500,000	15.93%	119,500,000	15.93%
Mr. LIU Yong *(Note 1 & 2 & 3 & 4)*	18,200,000	2.43%	18,200,000	2.43%
Mr. WAN Yong *(Note 1 & 2 & 3 & 4)*	13,084,000	1.74%	13,084,000	1.74%
The Vendor	–	–	6,854,400	0.91%
Other Shareholders	444,951,346	59.33%	438,096,946	58.42%
Total	750,000,000	100%	750,000,000	100%

Notes:

1. Mao Jia Holdings Limited ("**Mao Jia**") is wholly-owned by Fortune Promise Global Limited ("**Fortune Promise**"), which is in turn wholly-owned by Mr. LIU Yong. Fortune Promises and Mr. LIU Yong are deemed to be interested in the Shares held by Mao Jia.

2. Xin Cheng International Limited ("**Xin Cheng**") is wholly-owned by Stand Tall International Limited ("**Stand Tall**"). All of the power to vote as shareholder of Xin Cheng (and/or Stand Tall) was delegated to the board of Xin Cheng (Mr. LIU Yong is the sole director of Xin Cheng), and Mr. LIU Yong and Mr. WAN Yong are all shareholders of Stand Tall. Mr. LIU Yong and Mr. WAN Yong are deemed to be interested in the Shares held by Xin Cheng.

3. Joint Smart Global Limited ("**Joint Smart**") is wholly-owned by Mass Victory Ventures Limited, which is wholly-owned by Mr. WAN Yong. Mr. WAN Yong is deemed to be interested in the Shares held by Joint Smart.

4. Mr. LIU Yong and Mr. WAN Yong had entered into a concert party agreement.

IMPLICATIONS OF THE GEM LISTING RULES

As all the applicable percentage ratios in respect of the Acquisition under Rule 19.07 of the GEM Listing Rules are below 5%, and the consideration is paid through the transfer of treasury shares, the Acquisition constitutes a share transaction of the Company under Chapter 19 of the GEM Listing Rules, and is therefore subject to the announcement and reporting requirements.

Completion of the potential investment and the transactions contemplated thereunder is subject to the satisfaction of conditions under the Agreement. As the potential investment may or may not proceed, the shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 5 June 2026

As at the date of this announcement, the Board comprises Mr. LIU Yong, Mr. WAN Yong and Mr. ZHANG Wenhua as executive Directors; Mr. WANG Haihang as non-executive Director; and Ms. JIAO Jie, Mr. MAN Kong Yui and Mr. HENG Victor Ja Wei as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of its publication and on the website of the Company at www.tradegomart.com.