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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)

SHARE TRANSACTION

ADDITIONAL INFORMATION IN RELATION TO THE ACQUISITION

Reference is made to the announcement of TradeGo FinTech Limited (the “**Company**”) dated 16 June 2026 (the “**Announcement**”) in relation to the Acquisition. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

In addition to the information provided in the Announcement, the Company would like to provide further information to the Shareholders and potential investors of the Company regarding the Acquisition.

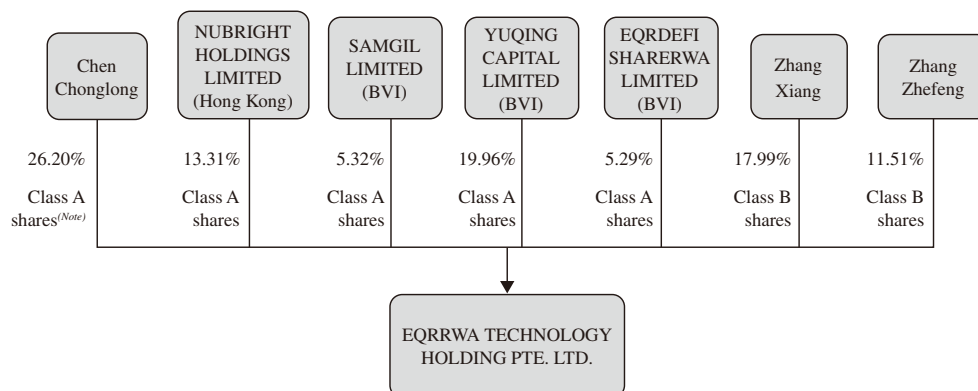
Ultimate Beneficial Owner of the Vendor and the Principal Business of the Vendor

(i) Ultimate beneficial owner and shareholding structure of the Vendor

As at the date of the Announcement, Mr. Zhang Xiang (張翔) is entitled to exercise approximately 33.94% of the voting rights of the Vendor and is the ultimate beneficial owner of the Vendor. Other than Mr. Zhang Xiang, no other person is entitled to exercise or control 30% or more voting rights in the Vendor.

The following are the shareholding structures of the Vendor prior to and upon completion of the Acquisition:

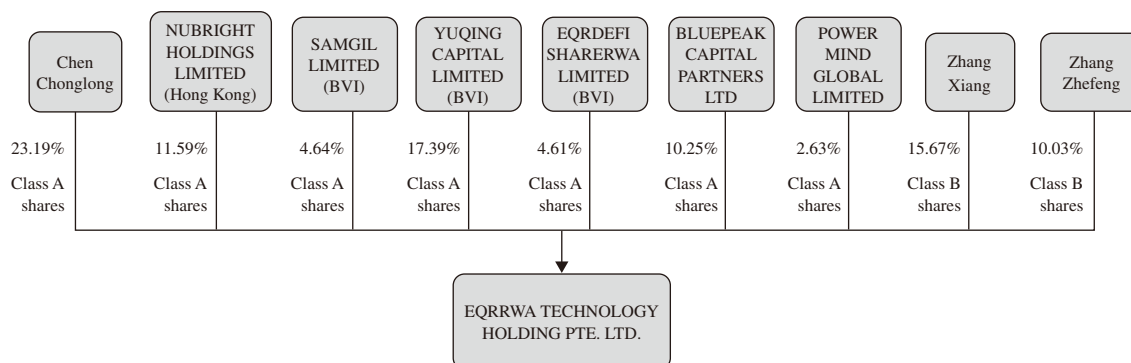
Prior to the Acquisition



Note:

The Vendor has issued two classes of shares. Class A shares have one voting right per share, whereas class B shares have three voting rights per share.

Upon completion of the Acquisition



Note:

The Vendor has issued two classes of shares. Class A shares have one voting right per share, whereas class B shares have three voting rights per share.

(ii) Principal business of the Vendor

The Vendor is principally engaged in providing information technology consultancy (excluding cybersecurity) services, including the planning and/or designing of computer systems that integrate computer hardware, software and/or communication technologies, provision of the hardware and/or software components of the system as part of their integrated services or these components may be provided by third parties or vendors, installation of the computer system, training and/or support for users of the computer system and computer system integration design services. The Vendor Group's business activities are primarily focused on customers and business opportunities in Africa and Latin America, as well as certain markets in the Middle East and Southeast Asia. The Vendor possesses various licences and qualifications, including 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. The licences and registrations held by the Vendor Group principally authorise the Vendor Group to conduct the relevant regulated activities in the United States and Saint Lucia, respectively, while any activities conducted relating to other jurisdictions are carried out only in compliance with the applicable laws and regulatory requirements of those jurisdictions. The details of the licenses and registrations held by the Vendor Group are as follows:

License/Registration	Activities Permitted to be Conducted under such License/Registration	Jurisdictions in which the Vendor Group is Permitted to Conduct Regulated Activities
Money Service Business Registration	granted by the U.S. Financial Crimes Enforcement Network Department of the Treasury, the registration allows the Vendor Group to deal in foreign exchange, money transmit and sale of money orders	The United States
Exempt Reporting Adviser under the U.S. Securities and Exchange Commission	allows the Vendor Group to provide investment advisory and investment management services to accredited investors, subject to the applicable exemptions under the US Securities Laws	The United States
Registrar of International Business Companies of Saint Lucia	allows the Vendor Group to carry out activities with regards to digital assets and virtual currencies, commercial, trade, service activities, Forex brokerage, training, managed accounts services, investment services, managing cryptoassets, and activities relating to currency Contract for Difference (CFD) agreements, precious metals CFD agreements, index CFD agreements, and any other CFD agreements entered into	Saint Lucia

The licences and registrations held by the Vendor Group are not maintained for the purpose of generating its current principal source of revenue through conducting regulated financial activities. Rather, they are maintained to support the commercial pilot operation, research and development testing, product validation, technology integration and the collection of prospective customer requirements for the Vendor Group's financial technology products, thereby enhancing the Vendor Group's capability to provide financial technology compliance solutions to its customers. Accordingly, the Vendor Group maintains such licences primarily to establish the necessary regulatory foundation for the development and validation of its financial technology products, which is currently at the development stage. Subject to the successful commercialisation of such products and future business development, the Vendor Group may consider obtaining additional licences in other jurisdictions to facilitate localized operations and better serve its customers.

As at the date of the Announcement, to the best knowledge of the Directors after making all reasonable enquiries, the Vendor Group is principally engaged in the provision of information technology consultancy and related technology services, with its current revenue generated through service fees charged to customers pursuant to contractual arrangements. The Vendor Group had secured four customers in its technology systems cooperation business segment and approximately 90 customers in its prediction market business segment. Among such customers, the Vendor had entered into a service agreement with one of its key customers pursuant to which the Vendor would provide technology-related services and support. The contract value of the agreement between the Vendor and such customer amounted to approximately US\$440,000. The Vendor Group had recognised revenue of approximately US\$440,000 from such engagement as at the date of the Announcement. The Directors are of the view that the Vendor had commenced substantive business operations as at the date of the Announcement and was not merely a holder of licences or technology assets.

Other Contractual Arrangements

1. Determination and settlement of the consideration

(i) Determination of the consideration

As disclosed in the Announcement, the consideration was determined after arm's length negotiations between the Company and the Vendor on normal commercial terms with reference to various factors, including but not limited to the value of the international financial licences and technology assets held by the Vendor Group. The licences held by the Vendor Group are application-based licences, the value of which are assessed based on the aggregate direct costs incurred in obtaining and maintaining such licences and registrations, being approximately US\$300,000. In addition, based on the management accounts of the Vendor Group, the aggregate carrying value of the technology assets (including hardware, software and related technology infrastructure) was approximately US\$600,000 as at 31 May 2026.

The consideration was determined on arm's length negotiations between the Company and the Vendor and was not based solely on the historical financial statistics of the Vendor Group, nor on any standalone valuation of the licences or technology assets held by the Vendor Group. In arriving at the consideration under the Acquisition, the Company considered the Acquisition to be a strategic investment and evaluated the transaction based on the overall commercial merits of the Vendor Group and the potential benefits to be derived by the Group from such strategic investment, and principally took into account the following factors:

- (a) the Vendor Group's possession of a portfolio of regulatory licences in multiple jurisdictions, which the Company considered to provide a regulatory foundation for the Vendor Group's business development. The Board considered that such licences would facilitate the Vendor Group's ability to conduct and expand its regulated business activities and therefore support its future business growth. Further, the Vendor Group will continuously maintain these licences which are essential to the operation of its business operations;
- (b) the Vendor Group's self-developed exchange system and related technology infrastructure, which the Company considered to be complementary to the Group's existing fintech and trading system capabilities and capable of supporting future cooperation in areas such as Web3 technology and exchange systems. The Board considered that, as a strategic investor and business partner of the Vendor, the Group is expected to have access to the Vendor Group's platform and related technology services on preferential commercial terms, which may reduce the Group's future development and integration costs as compared to procuring comparable services from independent third-party service providers;
- (c) the anticipated commercial synergies arising from the proposed strategic cooperation between the parties. In particular, the Company considered that the Vendor Group's licences, technology platform and overseas business network could complement the Group's existing technology capabilities and financial services ecosystem, thereby creating opportunities for future development and business expansion;
- (d) the fact that the Company subscribed for equity interest in the Vendor at the same subscription price as the Lead Investor, being an independent institutional investor holding an Australian AFSL licence and a reputable investment advisory firm and its business span across funds management, private market investments, corporate advisory, capital raising and property-related investment opportunities, which provided an independent commercial benchmark for the transaction. The Board considered that the Lead Investor's participation in the same financing round and at the same subscription price to provide an independent commercial benchmark for the transaction and a third-party validation of the pricing agreed between the Company and the Vendor, and to indicate that the Vendor Group has a potential prospect;

- (e) the contractual protections negotiated by the Company, including the repurchase mechanism under the Agreement pursuant to which the Company would have the right to unwind the investment in specified circumstances if the Vendor Group fails to achieve certain financing milestones within the agreed timeframe, and the investment made by the Company is conditional upon the introduction of the Lead Investor. The Board considered that such arrangements provided meaningful protection to the Company by mitigating the investment risk in the event that the Vendor Group failed to achieve the agreed financing milestones within the prescribed timeframe, and that such safeguard will provide the Company with a flexibility to opt not to proceed with the investment should the Lead Investor decides to withdrawn from the transaction with the Vendor Group, thus constituting the most important safeguard to protect the interest of the Group and the Shareholders as a whole;
- (f) as at 31 May 2026, the Company recorded net asset value of approximately US\$746,000. The Directors are of the view that the light asset model of the Vendor is in line with other peers in the industry of securities related businesses; and
- (g) the management team of the Vendor Group has abundant experience in the securities and financial industries. Both the chief executive officer and the chief technical officer have more than 20 years' experience in their respective expertise. The chief executive officer of the Vendor Group has years of global financial market experience in Hong Kong, Singapore and New Zealand. He was a co-founder of a securities firm in Hong Kong and had previously worked in Tencent and Guosen Securities. As to the chief operating officer of the Vendor Group, she has led initiatives involving the establishment of subsidiaries for large-scale technology brokerage firms in Australia and other jurisdictions, covering overseas wealth management and corporate finance operations. She served for nearly a decade as a senior business advisor and financial expert at a leading Australian payment company. She also participated in the design of both traditional finance and Web3-related financial systems and infrastructures. These experiences serve as an invaluable asset to the Vendor Group and its business prospects.

No specific value was attributed to any individual licence or technology asset of the Vendor Group in determining the consideration under the Acquisition. Rather, the consideration reflected the parties' overall assessment of the Vendor Group's business layout, strategic value, future development prospects and potential commercial synergies with the Group. Having considered the above factors as a whole, the Directors considered the consideration of US\$1.0 million to be fair and reasonable and in the interests of the Company and its shareholders as a whole.

(ii) *Settlement of the consideration*

As disclosed in the Announcement, the consideration of USD1.0 million will be settled by way of transfer of Consideration Shares, and the maximum number of shares that the Company can issue to satisfy the consideration is 6,854,400 treasury shares of the Company.

If the value of the 6,854,500 treasury shares of the Company is less than USD1.0 million, the Vendor will only be able to receive 6,854,500 treasury shares, and the Vendor will not be compensated with additional number of shares of the Company other than the such treasury shares nor will it receive additional cash. The Vendor accepts such arrangement as that the Company and the Vendor intend to establish a long-term strategic cooperation relationship in the future. As at the date of the Announcement, no definitive plan, terms or timetable for any further cooperation have been agreed, and no agreement, arrangement or understanding has been entered into between the Company and the Vendor in relation to any future cooperation with the Vendor or any compensation arrangement concerning such unsettled portion of the consideration.

2. *Introduction of the lead investor*

As at the date of the Announcement, the Vendor proposes to introduce two investors, namely the Lead Investor and the Company, and is expected to raise an aggregate amount of approximately US\$4.9 million in the current financing round.

The Lead Investor is an Australian based funds management and investment advisory firm focusing on providing strategic investment solutions to wholesale and sophisticated investors. Its principal business includes funds management, private market investments, corporate advisory, capital raising and property related investment opportunities. To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the Lead Investor and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

As at the date of the Announcement, the Lead Investor is expected to subscribe for 3,271,814 shares in the Vendor for a total consideration of approximately US\$3.9 million.

As at the date of the Announcement, to the best knowledge of the Directors after making all reasonable enquiries, the Lead Investor has entered into an investment agreement with the Vendor in relation to its proposed investment in the Vendor. However, the Lead Investor has not yet completed the remittance of its investment funds and its investment has not yet been completed. The Agreement contains a number of safeguards designed to protect the Company's interests in connection with the Lead Investor arrangement, in particular (a) the parties expressly agreed that the introduction of the Lead Investor is a pre-condition to the Company's transfer of the Consideration Shares to the Vendor; and (b) the Vendor has undertaken that the current financing round, comprising the investments by the Lead Investor and the Company, will be completed at a post-money valuation of not less than US\$39 million, and that the Lead Investor and the Company will subscribe for shares in the Vendor at the same price per share.

The Company considers that the above arrangements will ensure that the Company's investment is made as part of the same financing round as the Lead Investor and at the same subscription price, thereby reducing the risk that the Company would become the sole investor participating in the financing round or on materially different terms.

3. *Share repurchase right*

As disclosed in the Announcement, the Agreement has included a provision in relation to the right of the Company to repurchase the Consideration Shares in certain circumstances, while such arrangement was included solely as a contractual protection mechanism to safeguard the Company's interests under exceptional circumstances. The Company confirms that no consideration will be required to be paid by the Group in connection with the return of the Consideration Shares by the Vendor in the event that the Vendor Group fails to attain the relevant targets contemplated under the Agreement.

Further, in the unlikely event that such repurchase is triggered in the future, the Company will fully comply with, among others, the Share Buyback Code of the Securities and Futures Commission and the repurchase rules and the rules relating to disclosure of notifiable transactions under the GEM Listing Rules.

Shareholding Structure of the Company

As at the date of the Announcement and upon completion of the Acquisition, the shareholding structures of the Company are set out as below:

	As at the date of the Announcement		Upon completion of the Acquisition	
	<i>Number of Shares</i>	<i>Approximate % of shareholding</i>	<i>Number of Shares</i>	<i>Approximate % of shareholding</i>
Mao Jia Holdings Limited (茂嘉控股有限公司) (Note 1)	154,264,654	20.57%	154,264,654	20.57%
Xin Cheng International Limited (鑫誠國際有限公司) (Note 2)	26,233,582	3.50%	26,233,582	3.50%
Joint Smart Global Limited (合智環球有限公司) (Note 3)	19,703,553	2.63%	19,703,553	2.63%
Shenzhen Kingdom Sci-Tech Co., Ltd. (深圳市金證科技股份 有限公司) (Note 5)	119,500,000	15.93%	119,500,000	15.93%
Mr. LIU Yong (Notes 1 to 4)	18,200,000	2.43%	18,200,000	2.43%
Mr. WAN Yong (Notes 1 to 4)	13,084,000	1.74%	13,084,000	1.74%
Mr. ZHANG Wenhua	4,692,000	0.63%	4,692,000	0.63%
The Vendor	—	—	6,854,400	0.91%
Other Public Shareholders	351,258,211	46.83%	351,258,211	46.83%
Subtotal				
Public Shareholders	351,258,211	46.83%	358,112,611	47.75%
Treasury shares	43,064,000	5.74%	36,209,600	4.83%
Total	750,000,000	100%	750,000,000	100%

Notes:

1. As at the date of the Announcement and upon completion of the Acquisition, 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 under the Securities and Futures Ordinance (Cap. 571).
2. As at the date of the Announcement and upon completion of the Acquisition, Xin Cheng International Limited (“**Xin Cheng**”) held 26,233,582 shares of the Company. As Xin Cheng is wholly owned by Stand Tall International Limited (“**Stand Tall**”), the Stand Tall is deemed to be interested in the 26,233,582 shares held by Xin Cheng under the Securities and Futures Ordinance (Cap. 571). 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. As at the date of the Announcement and upon completion of the Acquisition, Joint Smart Global Limited (“**Joint Smart**”) held 19,703,553 shares of the Company. As Joint Smart is wholly owned by Mass Victory Ventures Limited, which is wholly-owned by Mr. WAN Yong. Mass Victory Ventures Limited and Mr. WAN Yong are deemed to be interested in the 19,703,553 shares held by Joint Smart under the Securities and Futures Ordinance (Cap. 571).
4. Mr. LIU Yong and Mr. WAN Yong had entered into a concert party agreement.
5. Shenzhen Kingdom Sci-Tech Co., Ltd. (“**Shenzhen Kingdom Sci-Tech**”) is a company established in the PRC with its shares listed on the Shenzhen Stock Exchange (stock code: 600446). As at the date of the Announcement, Shenzhen Kingdom Sci-Tech has no controlling shareholder, and neither Mr. LIU Yong nor Mr. WAN Yong is holding any shares of Shenzhen Kingdom Sci-Tech.

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

Hong Kong, 21 July 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 website at www.hkexnews.hk for a minimum period of seven days from the date of its publication and on the website of the Company at www.tradegomart.com.