HATCHER GROUP LIMITED
亦辰集團有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8365)

DESPATCH OF CIRCULAR IN RELATION TO (1) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; (2) PROPOSED CHANGE IN BOARD LOT SIZE; (3) PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY ONE (1) SHARE HELD ON THE RECORD DATE; (4) CONNECTED TRANSACTION IN RELATION TO THE UNDERWRITING AGREEMENT; (5) APPLICATION FOR WHITEWASH WAIVER; (6) PROPOSED SUBSCRIPTION OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE; AND (7) PROPOSED CAPITAL REDUCTION

Reference is made to the announcements of the Company dated 23 September 2024, the holding announcement of the Company dated 27 September 2024, the supplemental announcement of the Company dated 14 October 2024, the further supplemental and clarification announcement of the Company dated 5 November 2024, the further delay in despatch of circular announcement of the Company dated 11 November 2024, the revised expected timetable announcement of the Company dated 15 November 2024, the further delay is despatch of circular announcement of the Company dated 29 November 2024, the revised expected timetable announcement of the Company dated 9 December 2024, the further delay in despatch of circular announcement dated 20 December 2024 and the revised expected timetable announcement of the Company dated 3 January 2025 (the "**Previous Announcements**") Capitalised terms used herein shall have the same meanings as those defined in the Previous Announcements unless the context requires otherwise.

DESPATCH OF CIRCULAR

The Board is pleased to announce that the Circular containing, among other things, (i) further details of the Change in Board Lot Size, the Increase in Authorised Share Capital, the Rights Issue, the Underwriting Agreement, the Whitewash Waiver, the CB Subscription, the Capital Reduction and Sub-division; (ii) a letter of recommendations from the Listing Rules IBC in respect of the Rights Issue and the Underwriting Agreement; (iii) a letter of recommendations from the Takeovers Code IBC in respect of the Rights Issue, the Underwriting Agreement and the Whitewash Waiver; (iv) a letter of advice from the Independent Financial Adviser to the Listing Rules IBC, the Takeovers Code IBC and the

Independent Shareholders in respect of the aforesaid; (v) other information required under the Listing Rules and the Takeovers Code; and (vi) the notice of the EGM, has been despatched to the Shareholders on Friday, 10 January 2025.

The EGM will be held at 21/F., Grand Millennium Plaza, 181 Queen's Road Central, Sheung Wan, Hong Kong at 11:00 a.m. on Tuesday, 28 January 2025, details of which are set out in the notice of the EGM which is despatched together with the Circular and the proxy form for the EGM to the Shareholders on 10 January 2025.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND/OR RIGHTS SHARES IN NIL-PAID FORM

The Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms and the Underwriter not having terminated the Underwriting Agreement.

Please refer to the paragraph headed "Conditions of the Rights Issue" in the circular. If the conditions to the Rights Issue are not fulfilled, the Rights Issue will not proceed. Any Shareholder or other person dealing in the Shares and/or Rights Shares up to the date on which all the conditions of the Rights Issue are fulfilled will accordingly bear the risk that the Rights Issue may not proceed.

Subject to the fulfilment of conditions, the Rights Issue will proceed on a non-fully underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares and is subject to the fulfilment of conditions. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholders in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.

Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

By Order of the Board
Hatcher Group Limited
Hui Ringo Wing Kun
Executive Director

Hong Kong, 10 January 2025

As at the date of this announcement, the Directors are:

Executive Directors:
Mr. Li Man Keung Edwin *(Executive Chairman)*
Mr. Hui Ringo Wing Kun
Mr. Yeung Chun Yue David *(Vice Chairman)*
Mr. Michael Stockford

Non-executive Directors:
Ms. Chan Hiu Shan

Independent Non-executive Directors:
Mr. William Robert Majcher
Mr. Ho Lik Kwan Luke
Mr. Lau Pak Kin Patric

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 Stock Exchange's website at www.hkexnews.hk for at least 7 days from the date of its publication and will be published on the Company's website at www.hatcher-group.com.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any such statement contained in this announcement misleading.

* *for identification purposes only*