
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Hatcher Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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

HATCHER GROUP LIMITED 亦辰集團有限公司*

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

- (1) RE-ELECTION OF RETIRING DIRECTORS;
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(3) EXTENSION OF GENERAL MANDATE TO ISSUE SHARES; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**
-

A notice convening an annual general meeting (“AGM”) of the Company to be held at 21/F., Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong on Friday, 10 February 2023 at 10:30 a.m. is set out on pages 13 to 16 of this circular. A form of proxy for use by the Shareholders at the AGM is also enclosed with this circular.

Whether or not you are able or intend to attend the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing Coronavirus Disease (COVID-19) epidemic, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection including, without limitation:

- (i) Compulsory body temperature checks and health declarations;
- (ii) Compulsory use of surgical face masks; and
- (iii) Maintaining appropriate distancing and spacing between seats.

Any person attending the AGM has a body temperature of over 37.5 degrees Celsius or does not comply with the above precautionary measures may be denied entry into the AGM venue or be required to leave the AGM venue.

This circular together with a form of proxy 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 on the Company’s website at www.hatcher-group.com.

* For identification purpose only

CHARACTERISTICS OF 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 the 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.

TABLE OF CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS FOR RE-ELECTION	7
APPENDIX II — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	9
NOTICE OF ANNUAL GENERAL MEETING	13

DEFINITIONS

In this circular, the following expressions shall have the following meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at 21/F., Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong on Friday, 10 February 2023 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting as set out on pages 13 to 16 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Company”	Hatcher Group Limited, a company incorporated under the laws of the Cayman Islands and the Shares of which are listed on GEM of the Stock Exchange (stock code: 8365)
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong” or “HK”	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 exercise all the powers of the Company to issue, allot and deal with Shares up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution granting such mandate
“Latest Practicable Date”	21 December 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional repurchase mandate proposed to be granted to the Directors at the AGM to exercise all the powers of the Company to repurchase Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	a subsidiary within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD

HATCHER GROUP LIMITED 亦辰集團有限公司*

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

Executive Directors:

Mr. Li Man Keung Edwin (*Executive Chairman*)
Mr. Hui Ringo Wing Kun (*Chief Executive Officer*)
Mr. Yeung Chun Yue David (*Vice Chairman*)

Independent non-executive Directors:

Mr. William Robert Majcher
Mr. Ho Lik Kwan Luke
Mr. Lau Pak Kin Patric

Registered office:

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

21/F., Low Block
Grand Millennium Plaza
181 Queen's Road Central
Hong Kong

30 December 2022

To the Shareholders

Dear Sir or Madam,

- (1) RE-ELECTION OF RETIRING DIRECTORS;
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(3) EXTENSION OF GENERAL MANDATE TO ISSUE SHARES; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed matters which include, inter alia, (1) the re-election of retiring Directors; and (2) the grant of the Issue Mandate and the Repurchase Mandate, and to send you the notice of the AGM.

RE-ELECTION OF RETIRING DIRECTORS

At the Latest Practicable Date, the Board comprises (i) three executive Directors, namely, Mr. Li Man Keung Edwin, Mr. Hui Ringo Wing Kun, and Mr. Yeung Chun Yue David and (ii) three independent non-executive Directors, namely, Mr. William Robert Majcher, Mr. Ho Lik Kwan Luke, and Mr. Lau Pak Kin Patric.

* For identification purpose only

LETTER FROM THE BOARD

Pursuant to Article 84 of the Articles, each of Mr. Li Man Keung Edwin (“**Mr. Li**”), Mr. Hui Ringo Wing Kun (“**Mr. Hui**”) and Mr. Lau Pak Kin Patric (“**Mr. Lau**”) will retire from office at the AGM and being eligible, offer themselves for re-election at the AGM.

Mr. Lau, being independent non-executive Director eligible for re-election at the AGM, has provided a confirmation of his independence to the Board. On such basis, and considering the factors set out in Rule 5.09 of the GEM Listing Rules, the Board considers that Mr. Lau continues to be independent.

Mr. Lau has solid knowledge and experience in banking industry focusing on loans and credit risk management. The Board is of the view that Mr. Lau would bring to the Board his own perspectives, skills and experience, as further and more particularly described in his biographical details set out in Appendix I to this circular. Based on the Company’s board diversity policy, the Board is of the view that Mr. Lau can contribute to the diversity of the Board. Therefore, the Board recommends the Shareholders to re-elect Mr. Lau as independent non-executive Director at the AGM.

Biographical details of the above retiring Directors proposed for re-election at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements of the GEM Listing Rules.

GENERAL MANDATE TO ISSUE SHARES

On 25 February 2022, the Shareholders passed the resolution that general mandate to issue Shares (the “**Existing Issue Mandate**”) was given to the Directors to issue, allot and deal with unissued Shares. The Existing Issue Mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to issue, allot and deal with Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the proposed resolution.

The Directors have no present intention to exercise the Issue Mandate (if granted to the Directors at the AGM).

The Issue Mandate allows the Company to issue, allot and deal with Shares only during the period ending on 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 or any applicable laws of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, renewing or varying of the authority (the “**Relevant Period**”).

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 721,200,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are issued and allotted or repurchased prior to the date of the AGM, the Directors would be authorised to issue, allot and deal with a maximum of 144,240,000 new Shares under the Issue Mandate, representing 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

On 25 February 2022, the Shareholders passed the resolution that general mandate to repurchase Shares (the “**Existing Repurchase Mandate**”) was given to the Directors to repurchase Shares. The Existing Repurchase Mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the proposed resolution. The Repurchase Mandate allows the Company to make purchases only during the Relevant Period.

The Directors have no present intention to exercise the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, the issued share capital of the Company comprised 721,200,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued and allotted or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 72,120,000 Shares under the Repurchase Mandate, representing 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the AGM.

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix II to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Conditional upon the passing of the resolutions to grant the General Mandates, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

AGM

A notice convening the AGM is set out on pages 13 to 16 of this circular. The AGM will be held at 21/F., Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong on Friday, 10 February 2023 at 10:30 a.m. for the purpose of considering and, if thought fit, approving the resolutions as set out therein. According to Rule 17.47(4) of the GEM Listing Rules, the voting at the AGM will be taken by poll.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 7 February 2023 to Friday, 10 February 2023, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 6 February 2023.

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.

RECOMMENDATION

The Board considers that the proposed resolutions in relation to the re-election of retiring Directors, the granting of the General Mandates and the extension of the Issue Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

GENERAL INFORMATION

In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
Hatcher Group Limited
Hui Ringo Wing Kun
Executive Director

APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS FOR RE-ELECTION

The following are the relevant biographical details of those Directors proposed for re-election at the AGM:

Mr. Li Man Keung Edwin

Mr. Li Man Keung Edwin (“**Mr. Li**”), aged 55, is an executive Director and executive Chairman of the Company. He is primarily responsible for formulating corporate strategy, planning, business development and overseeing financials and risk management of the Group. Mr. Li obtained his diploma of Mechanical Engineering Technician – Drafting Design and diploma of Electro-Mechanical Engineering Technician from Humber College Institute of Technology and Advanced Learning in Canada in 1990 and 1991, respectively. Since 1991, he has been a director of Kwoon Kwen Metal Ware Company Limited, a company incorporated in Hong Kong, which is principally engaged in manufacturing of small metal parts, power tools and machinery parts. He has also been a director of Kwoon Kwen Ying Enterprises Limited since 1994, a company incorporated in Hong Kong, which is principally engaged in the business of property development.

Mr. Li has been an executive director of Cornerstone Technologies Holdings Limited (a company listed on GEM of the Stock Exchange, stock code: 8391) since 24 August 2020.

Mr. Li has entered into a letter of appointment with the Company as executive Director for a term of three years commencing from 25 January 2022. His appointment is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Pursuant to the terms of his appointment, Mr. Li is entitled to an annual director’s fee of HK\$120,000 which were determined by the Board with reference to prevailing market condition and his experience, duties and responsibility with the Company.

Mr. Hui Ringo Wing Kun

Mr. Hui Ringo Wing Kun (“**Mr. Hui**”), aged 41, is an executive Director and Chief Executive Officer of the Company. He has been a director of the Group since September 2013. He was appointed as a Director and was redesignated as an executive Director on 28 June 2016 and was appointed as the compliance officer of the Company on 29 June 2016. Mr. Hui is primarily responsible for overseeing the business corporate strategy, long term planning, all-round development and the daily operations of the Group and overseeing compliance and risk management. He is also responsible for business development of the Group, focusing on IPOs, M&A, capital markets and business consulting initiatives. Mr. Hui obtained a Bachelor of Science degree in management in July 2002 and a Master of Science degree in management in November 2003 from the London School of Economics and Political Science in the United Kingdom.

Mr. Hui was a non-executive director of Jayden Resources Inc. from May 2009 to June 2016, a company listed on TSX Venture Exchange in Canada.

Mr. Hui has entered into a service agreement with the Company for an initial term of three years commencing from 26 May 2017. His appointment is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Pursuant to the terms of his appointment, Mr. Hui is entitled to an annual director’s fee of HK\$2,160,000 which were determined by the Board with reference to prevailing market condition and his experience, duties and responsibility with the Company.

APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS FOR RE-ELECTION

Save as disclosed above and on pages 203 to 205 of the Prospectus, the Company considers that in relation to the re-election of Mr. Hui as an executive Director, there is no other information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Lau Pak Kin Patric

Mr. Lau Pak Kin Patric (“**Mr. Lau**”), aged 42, is an independent non-executive Director. Mr. Lau has more than 15 years of experience in the banking industry focusing on loans and credit risk management. During the period from December 2000 to April 2010, Mr. Lau had worked in the loan departments of Bank of China (Hong Kong) Limited, Chong Hing Bank Limited and Dah Sing Bank, Limited. During the period from April 2010 to April 2018, Mr. Lau had worked in the credit risk management divisions of OCBC Wing Hang Bank Limited, China Development Bank Corporation, CMB Wing Lung Bank Limited and Shanghai Pudong Development Bank Co., Ltd.

Mr. Lau is registered with the Securities and Futures Commission as a representative for Types 1, 2 and 4 regulated activities and as a responsible officer for Type 9 regulated activities for Funderstone Securities Limited, Funderstone Futures Limited and Funderstone Asset Management (HK) Limited, which are subsidiaries of G-Resources Group Limited (stock code: 1051), a company listed on the Main Board of the Stock Exchange. Mr. Lau is a deputy general manager of Funderstone Securities Limited.

Mr. Lau obtained a Master of Science degree in Finance from University College Dublin of National University of Ireland in 2015 and a Bachelor degree of Business Studies from University College Dublin of National University of Ireland in 2013. Mr. Lau achieved the Certified ESG Planner CEP® in International Chamber of Sustainable Development on 11 March 2022.

Mr. Lau has entered into a letter of appointment with the Company as an independent non-executive Director for three years commencing from 1 January 2022, His appointment is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Pursuant to the terms of his appointment, Mr. Lau is entitled to an annual director’s fee of HK\$120,000 which were determined by the Board with reference to prevailing market condition and his experience, duties and responsibility with the Company.

Save as disclosed above, Mr. Lau did not previously hold any directorship in any listed companies in the last three years. Mr. Lau does not have any relationship with any Directors, senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

This appendix serves as an explanatory statement, as required under the GEM Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 721,200,000. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 72,120,000 Shares, being 10% of the entire issued share capital of the Company as at the date of passing the resolution.

REASONS FOR REPURCHASE OF SHARES

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

FUNDING OF REPURCHASES

Repurchases by the Company must be funded out of funds legally available for such purpose in accordance with its Articles, the applicable laws and regulations of the Cayman Islands and the GEM Listing Rules. A listed company is prohibited from repurchasing its own securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Subject to the foregoing, any repurchases by the Company may be made out of its profits, share premium, or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase and in the case of any premium payable on a repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company. Subject to the Companies Law of the Cayman Islands and if so authorised by the Articles, a repurchase may also be made out of the capital of the Company.

IMPACT OF REPURCHASES

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position as at 30 September 2022, being the date of the Company's latest published audited consolidated financial statements. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

DIRECTORS’ DEALINGS AND CORE CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules) currently intends to sell Shares to the Company or its subsidiaries under the Repurchase Mandate if the same is approved by the Shareholder.

No core connected person (as defined in the GEM Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

DIRECTORS’ UNDERTAKING

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

EFFECT OF THE TAKEOVERS CODE

If, as a result of a securities repurchase, a Shareholder’s proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and the provision may apply as a result of any such increase.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name of Shareholder	Nature of interests	Number of Shares held	Number of underlying Shares held	Shares and underlying Shares held	Approximate Total percentage of the issued share capital of the Company
Ms. Wan Ho Yan Letty (“ Ms. Letty Wan ”)	Interests of controlled corporation/Beneficial owner	143,305,000	–	143,305,000 <i>(Note 1)</i>	19.87%
Jayden Wealth Limited (“ Jayden Wealth ”)	Beneficial owner	143,100,000	–	143,100,000 <i>(Note 1)</i>	19.84%
Mr. Li Man Keung Edwin (“ Mr. Li ”)	Interests of controlled corporation/Beneficial owner	116,870,000	–	116,870,000 <i>(Note 2)</i>	16.20%

Name of Shareholder	Nature of interests	Number of Shares held	Number of underlying Shares held	Approximate	
				Total number of Shares and underlying Shares held	percentage of the issued share capital of the Company
Tanner Enterprises Group Limited (“Tanner Enterprises”)	Beneficial owner	113,730,000	–	113,730,000 (Note 2)	15.77%
LUCK ACHIEVE DEVELOPMENTS LIMITED (“Luck Achieve”)	Beneficial owner	50,000,000	25,000,000	75,000,000 (Note 3)	10.40%

Notes:

- (1) Jayden Wealth is a company incorporated in the BVI and wholly owned by Ms. Letty Wan as at the Latest Practicable Date. Under the SFO, Ms. Letty Wan is deemed to be interested in all the Shares held by Jayden Wealth. Ms. Letty Wan also directly holds 205,000 Shares.
- (2) Tanner Enterprises is a company incorporated in the BVI and wholly owned by Mr. Li, an executive Director, as at the Latest Practicable Date. Under the SFO, Mr. Li is deemed to be interested in all the Shares held by Tanner Enterprises. Mr. Li also directly holds 3,140,000 Shares.
- (3) Luck Achieve is a company incorporated in the BVI and owned as to 60% by Mr. Li Chun Fung, 20% by Mr. Li Man Keung Edwin and 20% by Mr. Li Man Chun as at the Latest Practicable Date respectively. Under the SFO, Mr. Li Chun Fung is deemed to be interested in all the Shares held by Luck Achieve. Luck Achieve is the beneficial owner of the convertible note of the Company which is convertible into a maximum of 25,000,000 Shares (the “Convertible Note”). Therefore, Luck Achieve is deemed to be interested in 25,000,000 Shares which may fall to be issued and allotted by the Company following the exercise of the conversion rights attaching to the Convertible Note (assuming full conversion of the Convertible Note).
- (4) The approximate percentage of shareholdings is based on 721,200,000 Shares in issue as at the Latest Practicable Date.

In the event that the Directors exercise in full the Repurchase Mandate, the interests of Ms. Letty Wan, Jayden Wealth, Mr. Li, Tanner Enterprises and Luck Achieve in the Shares would be increased to approximately 22.08%, 22.05%, 18.01%, 17.52% and 11.55% respectively. The Directors consider that such increase in shareholding would give rise to an obligation on them to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer under the Takeovers Code and/or result in the number of Shares held by the public being reduced to less than 25%. Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

MARKET PRICES OF SHARES

The following table shows the highest and lowest prices at which the Shares have traded on GEM during each of the twelve months preceding the Latest Practicable Date:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
December	0.570	0.465
2022		
January	0.630	0.450
February	0.710	0.500
March	0.750	0.640
April	0.740	0.680
May	0.800	0.710
June	1.400	0.560
July	0.840	0.500
August	0.620	0.320
September	0.455	0.295
October	0.700	0.360
November	0.540	0.355
December (up to and including the Latest Practicable Date)	0.970	0.475

SHARE REPURCHASE MADE BY THE COMPANY

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

NOTICE OF ANNUAL GENERAL MEETING

HATCHER GROUP LIMITED

亦辰集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8365)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Hatcher Group Limited (the “**Company**”) will be held at 21/F., Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong on Friday, 10 February 2023 at 10:30 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 30 September 2022 and the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended 30 September 2022;
2. To re-elect Mr. Li Man Keung Edwin as an executive Director;
3. To re-elect Mr. Hui Ringo Wing Kun as an executive Director;
4. To re-elect Mr. Lau Pak Kin Patric as an independent non-executive Director;
5. To authorise the board of Directors to fix the remuneration of the Directors;
6. To re-appoint Mazars CPA Limited as auditor of the Company and its subsidiaries and authorise the board of Directors to fix auditor’s remuneration;
7. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional shares of HK\$0.01 each in the capital of the Company (“**Shares**”) or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements or options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval given in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of aforesaid powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be issued and allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraphs (a) and (b) of this resolution, otherwise than pursuant to:
 - i. a Rights Issue (as hereinafter defined); or
 - ii. any issue of Shares upon exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares; or
 - iii. the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
 - iv. any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company in force from time to time, shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of 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 of the Company or any 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, renewing or varying of the authority set out in this resolution.

“**Rights Issue**” means the issue, allotment or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (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 any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT**:
- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on GEM of the Stock Exchange or on 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, subject to and in accordance with rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the articles of association of the Company and all applicable laws of the Cayman Islands and/or other applicable laws in this regards, be and the same is hereby generally and unconditional approved;
 - (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
 - (c) the aggregate nominal amount of the Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
 - (d) for the purpose of this resolution, “**Relevant Period**” means the period from the time 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 of the Company or any applicable laws to be held; and
 - iii. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, renewing and varying the authority set out in this resolution.”
9. “**THAT** conditional upon the passing of Resolutions numbered 7 and 8 as set out in the notice of the annual general meeting at which this resolution is considered, the general mandate granted to the Directors to issue, allot and deal with additional Shares pursuant to Resolution numbered 7 above of which this resolution forms part be and is hereby extended by the addition thereto of the aggregate nominal amount of the Shares which may be

NOTICE OF ANNUAL GENERAL MEETING

repurchased or agreed to be repurchased by the Company under the authority granted pursuant to Resolution numbered 8 above, provided that such amount of Shares so repurchased by the Company shall not exceed 10% of aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

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

Hong Kong, 30 December 2022

Notes:

- (1) Any member of the Company entitled to attend and vote at the annual general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her and so appointed shall have the same right as the member to speak at the annual general meeting. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the annual general meeting is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the annual general meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the annual general meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the annual general meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall be accepted to exclusion of the votes of the other joint holders. Several executors or administrators of a deceased member of the Company in whose name any shares stands shall for this purpose be deemed joint holders thereof.
- (6) For determining the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Tuesday, 7 February 2023 to Friday, 10 February 2023, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 6 February 2023.

As at the date of this notice, the executive Directors are Mr. Li Man Keung Edwin (Executive Chairman), Mr. Hui Ringo Wing Kun and Mr. Yeung Chun Yue David (Vice Chairman), and the independent non-executive Directors are Mr. Mr. William Robert Majcher, Mr. Ho Lik Kwan Luke and Mr. Lau Pak Kin Patric.