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HATCHER GROUP LIMITED

亦辰集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8365)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



建泉融資有限公司
VBG Capital Limited

Reference is made to the announcements of Hatcher Group Limited (the “**Company**”) dated 13 January 2023 and 20 January 2023 in relation to the placing of new shares under the general mandate (the “**Placing Announcements**”). Capitalised terms used herein shall have the same meanings as those defined in the Placing Announcements unless otherwise specified.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions set out in the Placing Agreement have been fulfilled and completion of the Placing took place on 10 February 2023. A total of 57,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at Placing Price of HK\$0.69 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing approximately 6.68% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon completion of the Placing.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, (i) each of the Placees and their respective ultimate beneficial owner (if any) is third parties independent of the Company and its connected persons; and (ii) none of the Placees has become a substantial Shareholder (as defined under the GEM Listing Rules) upon completion of the Placing.

The net proceeds from the Placing, after deduction of the placing commission and other related expenses, amounted to approximately HK\$37,363,500. The Company intends to use such net proceeds for the set up of and the investment to be acquired by the investment fund, and for general working capital of the Group.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and upon completion of then Placing is as follows:

Controlling Shareholder, Substantial Shareholders and Directors	Immediately before completion of the Placing		Immediately upon completion of the Placing and as at date of the announcement	
	<i>Number of Shares</i>	<i>Approx.% of shareholding</i>	<i>Number of Shares</i>	<i>Approx.% of shareholding</i>
Mr. Li Man Keung Edwin	46,240,000	5.81%	46,240,000	5.42%
Tanner Enterprises Group Limited (<i>Note 1</i>)	113,730,000	14.28%	113,730,000	13.33%
Great Win Global Limited (<i>Note 2</i>)	33,000,000	4.14%	33,000,000	3.87%
Bright Music Limited (<i>Note 3</i>)	17,500,000	2.20%	17,500,000	2.05%
The Places	-	-	57,000,000	6.68%
Other public Shareholders	<u>585,874,000</u>	<u>73.57%</u>	<u>585,874,000</u>	<u>68.65%</u>
Total	<u>796,344,000</u>	<u>100.00%</u>	<u>853,344,000</u>	<u>100.00%</u>

Notes:

- (1) 113,730,000 Shares are held by Tanner Enterprises Group Limited which is wholly owned by Mr. Li Man Keung Edwin, an executive Director. Mr. Li Man Keung Edwin also directly holds 46,240,000 Shares. The aggregate Shares beneficially owned by Mr. Li Man Keung Edwin is 159,970,000 Shares.
- (2) 33,000,000 Shares are held by Great Win Global Limited, which is wholly owned by Mr. Yeung Chun Yue David, an executive Director.
- (3) 17,500,000 Shares are held by Bright Music Limited, which is wholly owned by Mr. Hui Ringo Wing Kun, an executive Director.

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

Hong Kong, 10 February 2023

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*)

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.

** for identification purpose only*