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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)

VOLUNTARY ANNOUNCEMENT MEMORANDUM OF UNDERSTANDING ON COOPERATION

This announcement is made by Hatcher Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to provide its shareholders and potential investors an update on the business development of the Group.

MEMORANDUM OF UNDERSTANDING ON COOPERATION

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 22 March 2023, VBG Asia Limited (“**VBG**”), a wholly-owned subsidiary of the Company, entered into a memorandum of understanding on cooperation (the “**MOU**”) with Smart Auto Australia Limited (“**Smart Auto**”), a company listed on the National Stock Exchange of Australia.

Pursuant to the MOU, VBG and Smart Auto intend to collaborate with each other so as to bring mutual benefits to each other, and the collaboration may be in form of, including but not limited to:

1. Smart Auto and VBG become business partners and VBG shall support Smart Auto and advise on proposed cross border merger and acquisition activities to be conducted by Smart Auto (the “**Proposed Transaction**”);
2. VBG shall assist Smart Auto in identifying suitable target(s) for the Proposed Transaction;
3. VBG shall assist Smart Auto in fund raising activities in the secondary market to raise expansion capital of approximately HK\$15,000,000 on a best effort basis; and
4. by pooling of relevant resources of VBG and Smart Auto, to establish other cooperative model(s) which aims to maximize each party’s benefits.

Term

The MOU shall be effective for a period of one year commencing from the date of the execution of the MOU, unless terminated by not less than 3 months’ prior written notice to the other party prior to the expiration of the term of the MOU.

Non-legally binding effect

Save for certain clauses regarding, among others, confidentiality, costs and expenses and governing law, the MOU is not legally binding on VBG and Smart Auto. The parties to the MOU shall enter into formal written agreements to set out the terms and conditions of the collaboration between VBG and Smart Auto.

INFORMATION ON SMART AUTO

Smart Auto is a company incorporated under the laws of Australia with limited liability and is listed on the National Stock Exchange of Australia. Smart Auto principally engages in the provision of (i) conventional bus rental and management services; (ii) bus body advertisement; (iii) vehicles and passenger service license trading services; (iv) distributorship of coaches and electric vehicle products; and (v) bus trading services.

REASONS FOR AND BENEFITS OF ENTERING INTO THE MOU

The Company is an investment holding company and the Group is principally engaged in (i) licensed business on the provision of corporate finance advisory services, placing and underwriting services and asset management services; and (ii) non-licensed business on the provision of environmental, social and governance advisory services, business consultancy services, corporate secretarial services, accounting and taxation services, risk management and internal control advisory services and human resources services in Hong Kong.

It is disclosed in the voluntary announcement published by the Company on 16 March 2023 that the Group intends to commence new business activity involving advising on overseas corporate finance activities, which may include advising on cross border listing on stock exchanges in Australia and the United Kingdom and/or other recognised overseas stock exchanges as well as advising on other cross border merger and acquisition transactions. The Board is of the view that the cooperation with Smart Auto is an excellent entry point to penetrate the overseas market and is in line with the overseas expansion plan of the Group, and such cooperation will bring additional returns to the Group which is in the interest of the Company and its shareholders as a whole.

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

Hong Kong, 22 March 2023

As at the date of this announcement, the Directors of the Company 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 Stock Exchange website at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting. This announcement will also be published and remains on the Company’s website at www.hatcher-group.com.

* *for identification purpose only*