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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)

CLARIFICATION ANNOUNCEMENT ON NOTICE OF EGM AND FORM OF PROXY

Reference is made to (i) the circular (the “**Circular**”) of Hatcher Group Limited (the “**Company**”) dated 8 December 2023 in relation to, among other things, the share consolidation of the Company, (ii) the notice (the “**Notice of EGM**”) of the extraordinary general meeting (the “**EGM**”) dated 8 December 2023 and (iii) the accompanying form of proxy (the “**Original Form of Proxy**”) for use at the EGM. Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Circular.

The Company noted an inadvertent clerical error in the Notice of EGM and would like to clarify that paragraph of the ordinary resolution as stated in the Notice of EGM should read as follow (with the correction underlined):

“**1. “THAT:**

subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for listing of, and permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective; and (ii) the compliance with the relevant procedures and requirements under Hong Kong laws (where applicable) and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Share Consolidation (as hereinafter defined), with effect from the second business day immediately following the date on which this resolution is passed or the above conditions are fulfilled (whichever is later):

- (a) every twenty-five (25) issued and unissued ordinary shares in the share capital of the Company be consolidated (the “**Share Consolidation**”) into one (1) ordinary share (each a “**Consolidated Share**”) in the share capital of the Company, such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company;”

The Company noted an inadvertent clerical error in the Notice of EGM and would like to clarify that paragraphs a. to c. of the special resolution as stated in the Notice of EGM should read as follows (with the correction underlined):

* *for identification purpose only*

““THAT

2. the proposed amendments to the existing second amended and restated articles of association of the Company (the “**Proposed Amendments**”), details of which are set out in Appendix I to the circular of the Company dated 8 December 2023, be and are hereby approved;
3. the third amended and restated articles of association of the Company (the “**Third Amended and Restated Articles of Association**”), which contains all the Proposed Amendments (a copy is tabled at the extraordinary general meeting for the purpose of identification), be and is hereby approved and adopted in substitution for and to the exclusion of the existing second amended and restated articles of association of the Company with immediate effect; and
4. any Director or company secretary of the Company be and is hereby authorised to take all steps and do all acts and things and execute all such documents or agreements or deeds as it considers necessary, appropriate desirable or expedient to implement and give full effect to or in connection with the Proposed Amendments and the adoption of the Third Amended and Restated Articles of Association and to attend to any necessary registration and/or filing for and on behalf of the Company.””

The Company noted an inadvertent clerical error in the Original Form of Proxy and would like to clarify that paragraphs 1. to 3. of the special resolution as stated in the Original Form of Proxy should read as follows (with the correction underlined):

- “2. To approve the proposed amendments to the existing second amended and restated articles of association of the Company (the “**Proposed Amendments**”), details of which are set out in Appendix I to the circular of the Company dated 8 December 2023.**
3. To approve the third amended and restated articles of association of the Company (the “**Third Amended and Restated Articles of Association**”).**
4. To approve any Director or company secretary of the Company to implement and give full effect to or in connection with the Proposed Amendments and the adoption of the Third Amended and Restated Articles of Association.**”

In addition, there was also an inadvertent omission of the meaning of the double asterisk (**) after the end of each of the special resolutions numbered 1., 2. and 3. as set out in the Original Form of Proxy. After paragraph numbered 10. under the section headed “Notes:” in the Original Form of Proxy, the note “** Full text of the resolutions is set out in the notice of the Meeting which is contained in the circular of the Company dated 8 December 2023 and despatched to the shareholders of the Company.” should be inserted.

Save for the above, the date, time and address for holding the EGM remain unchanged and that all other information stated in the Circular, the Notice of EGM and the Original Form of Proxy remains unchanged. This clarification announcement is supplemental to and should be read in conjunction with the Notice of EGM.

As a result of the aforementioned clarification, a revised form of proxy (the “**Revised Form of Proxy**”) containing the revised ordinary resolution and special resolutions for use at the EGM is published and shall replace the Original Form of Proxy. The Revised Form of Proxy is available on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at <https://www.hatcher-group.com>. Printed copies of the Revised Form of Proxy will also be despatched to the Shareholders on or about 19 December 2023.

For the avoidance of doubt, Original Form of Proxy lodged by the Shareholders shall be revoked and deemed invalid. Shareholders intending to cast their votes by way of proxy, and any of those Shareholders who have already lodged the duly completed Original Form of Proxy, shall use the Revised Form of Proxy instead.

Shareholders are reminded that completion and return of the Revised Form of Proxy will not preclude Shareholders from attending and voting in person at the EGM or at any adjourned meeting should they so wish.

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

Hong Kong, 15 December 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 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 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’s 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.