

HATCHER GROUP LIMITED

亦辰集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8365)

REVISED FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary share(s) of HK\$0.01 each in the capital of Hatcher Group Limited (the “Company”) hereby appoint the Chairman of the Meeting or ^(Note 3) _____ of _____ as my/our proxy, to act for me/us and on my/our behalf at the extraordinary general meeting (the “Meeting”) of the Company to be held at 21/F., Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong on Wednesday, 3 January 2024 at 3:00 p.m. and at any adjournment thereof and in particular (but without limitation) to attend the Meeting and to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice convening the Meeting as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	<p>“THAT:</p> <p>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):</p> <p>(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;</p> <p>(b) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholder(s) of the Company concerned, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “Directors”) may think fit and/or repurchased (and, if thought fit, cancelled) in such manner and on such terms as the Directors may think fit; and</p> <p>(c) the Directors be authorised to issue new share certificates in respect of the Consolidated Shares and the Directors and such person or persons authorised by the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, including under seal where applicable, and deliver all such documents, instruments and agreements, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”</p>		
SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
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 1 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.**		

Dated _____ Shareholder’s signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this revised form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS REVISED FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the Notice.
- In order to be valid, the revised form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for holding the EGM (i.e. not later than 3:00 p.m. on Monday, 1 January 2024) or any adjournment thereof.
- This revised form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Any alteration made to this form should be initialed by the person who signs the form.
- Completion and return of this revised form of proxy will not preclude you from attending and voting in person at the EGM should you wish.

** 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.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this revised form of proxy has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the “PDPO”), which includes your and your proxy’s name and address.

Your and your proxy’s Personal Data provided in this revised form of proxy will be used in collection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Extraordinary General Meeting. The supply of your and your proxy’s Personal Data is on a voluntary basis. However, we may not be able to process your request unless you provide us with your and your proxy’s Personal Data.

Your and your proxy’s Personal Data will be disclosed or transferred to the Company’s branch share registrar and transfer office in Hong Kong and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency’s request, and will be retained for such period as may be necessary for our verification and record purpose.

By providing your proxy’s Personal Data in this revised form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this revised form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.

* For identification purpose only