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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)

SUPPLEMENTAL ANNOUNCEMENT

(1) DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDER AND (2) CONNECTED TRANSACTION INVOLVING ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE

Reference is made to the announcement of Hatcher Group Limited dated 16 September 2025 relating to the disposal and subscription of shares by controlling shareholder (the "**Announcement**"). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board would like to further provide supplemental information in relation to the Disposal and the Subscription.

THE SALE AND SUBSCRIPTION AGREEMENTS

On 16 September 2025 (after trading hours), the Company, the Controlling Shareholder and the Purchasers (who are six independent individuals, namely Mr. Tang Wan Hoi, Mr. Lam Kwan Lok, Mr. Lee Yuk Tim, Ms. Chu Yat Kiu, Ms. Hong Mingjiao and Ms. Li Siu Kwan) entered into the Sale and Subscription Agreements, pursuant to which, (a) the Controlling Shareholder agreed to sell the Sale Shares, and the Purchasers agreed to purchase the Sale Shares at the Sale Price; and (b) the Company agreed to issue, and the Controlling Shareholder agreed to subscribe for the New Shares (equal to the number of Sale Shares) at Subscription Price per New Share equal to the Sale Price, in each case upon the terms and subject to the conditions set out in the Sale and Subscription Agreements.

Subscription Price

The Subscription Price, which is the same as the Sale Price, being HK$1.2 per New Share, was arrived at after arm's length negotiations between the Company and the Controlling Shareholder and was determined by reference to, among others, the Sale Price, the recent market prices of the Shares, giving particular regard to the closing price of the Shares in early September 2025, the prevailing volatility of the Share price since August 2025 and a discount in line with the market practice.

The Directors consider that the Subscription Price, being in line with arm's length dealings and market practice, is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Conditions Precedent of the Sale and Subscription Agreements

Completion is conditional upon the fulfilment or waiver (as the case may be) of the following conditions:

(i) the passing of all necessary resolutions by the Independent Shareholders at the EGM to approve the Sale and Subscription Agreements, including the Disposal, the Subscription and the Specific Mandate contemplated thereunder in accordance with the GEM Listing Rules;

(ii) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the New Shares and such approval has not been revoked prior to completion of the Sale and Subscription Agreements;

(iii) the necessary consents and approvals in relation to the Sale and Subscription Agreements, including the Disposal, the Subscription and the Specific Mandate contemplated thereunder having been obtained, including the approvals of the Board, the Controlling Shareholder and the Purchasers (as applicable);

(iv) the representations and warranties of each party remaining true and accurate in all material respects and not being misleading as at the date of the Sale and Subscription Agreements and the date of completion; and

(v) all applicable requirements of the GEM Listing Rules and any other relevant regulatory authorities having been complied with in full.

If the above conditions are not fulfilled or waived (conditions (iii) and (iv) may be waived in writing by the Controlling Shareholder only) on or before 5:00 p.m. on 31 December 2025 (or such other date as the Company, the Purchasers and the Controlling Shareholder may agree in writing), the Sale and Subscription Agreements will be automatically terminated and lapsed and none of the parties to the Sale and Subscription Agreements shall have any claim against any other party under the Sale and Subscription Agreements, save for any antecedent breaches thereof.

Completion of the Disposal and the Subscription

Completion of the Disposal and the Subscription shall take place within ten Business Days after the date upon all the conditions of the Sale and Subscription Agreements shall have been satisfied, or such later time or date as the Controlling Shareholder and the Company may agree in writing. Completion shall take place sequentially, commencing with the Disposal and followed by the Subscription, where the successful completion of each step is a condition precedent to the commencement of the next.

If the conditions of the Subscription are not fulfilled on or before 5:00 p.m. on 31 December 2025 or such other date, subject to compliance with the GEM Listing Rules, as may be agreed between the Company and the Controlling Shareholder, the obligations and liabilities of the Controlling Shareholder and the Company under the Sale and Subscription Agreements shall be null and void and neither the Company nor the Controlling Shareholder shall have any claim against the other in respect of the Sale and Subscription Agreements save for any antecedent breach or any rights and remedies accrued prior to such termination.

REASONS FOR THE DISPOSAL AND THE SUBSCRIPTION AND USE OF PROCEEDS

As the Subscription arises from the Disposal, the Directors (including the independent non-executive Directors but excluding Mr. Li) are of the view that the Disposal and the Subscription will benefit the Group's long-term development and broaden its Shareholder and capital base to facilitate the future growth and development of the Group's business. Furthermore, the introduction of these new investors could help enhance market confidence, thereby better positioning the Company to future fund-raising opportunities.

The Board intends to use the net proceeds from the Subscription for general corporate purposes. The Directors (including the independent non-executive Directors but excluding Mr. Li) are also of view that the Disposal and the Subscription is in the interests of the Company and the Shareholders as a whole and the terms of the Sale and Subscription Agreements, which were arrived at after arm's length negotiations between the Company, the Controlling Shareholder and the Purchasers, are fair and reasonable so far as the Shareholders are concerned.

GEM LISTING RULES IMPLICATIONS

As at the date of the Announcement, Mr. Li, an executive Director, together with the Controlling Shareholder (which is a company wholly owned by Mr. Li and therefore his associate), are interested in 120,856,523 Shares, representing approximately 70.56% of the total issued share capital of the Company. Therefore, pursuant to Rule 20.07(1) of the GEM Listing Rules, Mr. Li is a connected person of the Company. Accordingly, the Sale and Subscription Agreements, including the Disposal and the Subscription, constitute a connected transaction of the Company under Chapter 20 of the GEM Listing Rules, and are subject to the reporting, announcement, circular and Independent Shareholders' approval requirements.

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

Hong Kong, 10 October 2025

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)*

Non-executive Director:
Ms. Chan Hiu Shan

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*