THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hatcher Group Limited, you should at once hand this circular and the accompanied proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

(1) PROPOSED REFRESHMENT OF GENERAL MANDATE;
(2) PROPOSED ADOPTION OF SHARE SCHEME;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

德健融資有限公司
DAKIN CAPITAL LIMITED

Capitalised terms used in this cover shall have the same meanings as defined in this circular.

A letter from the Board is set out on pages 5 to 19 of this circular. A letter of advice from the Independent Financial Adviser is set out on pages 21 to 40 of this circular.

A notice convening the extraordinary general meeting of the Company to be held at will be held at 21/F., Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong on Monday, 3 November 2025 at 5:00 p.m. (Hong Kong time), is set out on pages 53 to 56 of this circular. Whether or not you propose to attend the meeting, you are advised to complete the form of proxy attached to the notice of the EGM in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the accompanying form of proxy will not preclude you from attending and voting in person at the meeting should you so wish. In such event, the instrument appointing a proxy shall be deemed revoked.

* *For identification purpose only*

13 October 2025

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:

"2017 Share Option Scheme"	the share option scheme adopted by the Company on 4 May 2017, which will remain in force for a period of 10 years from the date of its adoption on 4 May 2017
"Acquisition"	the acquisition of the 2% of the issued share capital of EF Commodities by the Company from EF Holdings pursuant to the terms and conditions of the SP Agreement
"Adoption Date"	the date on which the Share Scheme is approved and adopted by the shareholders
"Articles"	the articles of association of the Company, as amended from time to time
"associate(s)"	has the meaning ascribed to this term under the GEM Listing Rules
"Award(s)"	the award(s) which may be granted by the Scheme Administrator under the Share Scheme subject to adoption of the Share Scheme by the Shareholders, which may take the form of a Share Option or a Share Award
"Award Letter"	a letter issued by the Company on the Grant Date in respect of each grant of Awards in such form as the Scheme Administrator may from time to time determine setting out the terms and conditions of the Award
"Board"	board of Directors
"Business Day"	any day on which the Stock Exchange is open for the business of dealing in securities
"Company"	Hatcher Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM (Stock Code: 8365)
"controlling shareholder(s)"	has the meaning ascribed to this term under the GEM Listing Rules
"Digitalised Gold-backed Instrument"	a digital certificate issued by EF Commodities which its holders may redeem one kilogram of 999.9 physical gold bars owned by EF Commodities and stored in a Hong Kong vault managed by Brink's Hong Kong Limited in exchange for 100,000 digital certificates with EF Commodities
"Director(s)"	the director(s) of the Company

"EF Commodities"	Esperanza Fintech (Commodities) Limited, a wholly-owned subsidiary of EF Holdings
"EF Holdings"	Esperanza Fintech Holdings Limited
"EF Hong Kong"	Esperanza Fintech (Hong Kong) Limited
"Eligible Participant(s)"	an Employee Participant
"Employee Participant"	any person who is an employee (whether full-time or part–time), director or officer of the Company or any of its subsidiaries on the Grant Date, including persons who are granted Awards under the Share Scheme as an inducement to enter into employment contracts with the Company or any of its subsidiaries, provided that a person shall not cease to be an employee in the case of (a) any leave of absence approved by the relevant member of the Group; or (b) any transfer of employment amongst members of the Group or any successor, and provided further that a person shall, for the avoidance of doubt, cease to be an employee with effect from (and including) the date of termination of his/her employment
"Esperanza"	EF Commodities, EF Hong Kong and their affiliates as a group
"Existing General Mandate"	the general mandate granted to the Directors by the resolution of the Shareholders passed at the Last AGM to allot, issue and deal with new Shares not exceeding 20% of the issued share capital as at the date of the Last AGM
"EGM"	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving (i) the New General Mandate; and (ii) the proposed adoption of the Share Scheme
"Exercise Price"	the price per Share at which a Grantee may subscribe for Shares upon the exercise of a Share Option
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Grant Date"	the date on which the grant of an Award is made to a Grantee, being the date of the Award Letter in respect of such Award
"Grantee"	any Eligible Participant approved for participation in the Share Scheme and who has been granted any Award
"Group"	the Company and its subsidiaries and "member(s) of the Group" shall be construed accordingly

"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administration Region of the People's Republic of China
"Independent Board Committee"	an independent board committee of the Company comprising all the independent non-executive Directors to advise the Independent Shareholders on the proposed grant of the New General Mandate
"Independent Financial Adviser" or "Dakin"	Dakin Capital Limited, the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the proposed grant of the New General Mandate, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance
"Independent Shareholders"	Shareholders other than any controlling Shareholders and their associates or, where there are no controlling Shareholders, any Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates
"Independent Third Party(ies)"	third party(ies) independent of the Company and the connected persons (as defined in the GEM Listing Rules) of the Company
"Latest Practicable Date"	10 October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Last AGM"	the annual general meeting of the Company held on 21 February 2025
"New General Mandate"	the new general mandate proposed to be sought at the EGM to authorise the Directors to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution at the EGM
"Partnership Agreement"	the partnership agreement dated 18 August 2025 entered into among the Company, EF Hong Kong and EF Commodities in relation to the strategic cooperation for Digitalised Gold-backed Instrument and security token business
"Remuneration Committee"	the remuneration committee of the Board
"Scheme Administrator"	the Board, the Remuneration Committee, and/or any committee of the Board or other person to whom the Board has delegated its authority to administer the Share Scheme in accordance with the Share Scheme Rules
"Scheme Mandate Limit"	10% of the total number of Shares in issue (excluding any treasury Shares) at the Adoption Date

"SFC"	the Securities and Futures Commission
"Share(s)"	ordinary share(s) of HK$0.25 each in the share capital of the Company
"Share Award"	an Award which vests in the form of the right to be issued such number of Shares as the Scheme Administrator may determine in accordance with the terms of the Share Scheme Rules
"Share Option"	an Award which vests in the form of the right to subscribe for such number of Shares as the Scheme Administrator may determine in accordance with the terms of the Share Scheme Rules
"Share Scheme"	the share incentive scheme of the Company proposed to be adopted by the Company, subject to the approval of the Shareholders at the EGM
"Share Scheme Rules"	the rules relating to the Share Scheme as amended from time to time
"Shareholder(s)"	holder(s) of the Share(s)
"SP Agreement"	the agreement dated 29 September 2025 entered into between the Company and EF Holdings in connection with the Acquisition
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"treasury share(s)"	Shares repurchased and held by the Company in treasury (if any), as authorized by the laws and regulations of the Cayman Islands and/or the Articles
"Trust"	any trust or similar arrangement established for the purposes of implementing and administrating the Share Scheme
"Trust Deed"	the deed constituting and/or governing any Trust or such other governing documents on custodian arrangements entered into between the Company and any Trustee as the Scheme Administrator considers appropriate
"Trustee"	any trustee or third party appointed by the Company to hold Shares under a Trust pursuant to a Trust Deed
"Vesting Date(s)"	the date or dates, as determined from time to time by the Scheme Administrator, on which an Award (or part thereof) is to vest in the relevant Grantee as determined by the Scheme Administrator pursuant to the Share Scheme Rules
"%"	per cent

HATCHER GROUP LIMITED
亦辰集團有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8365)

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

Registered office:
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P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
21/F., Grand Millennium Plaza
181 Queen's Road Central
Hong Kong

13 October 2025

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED REFRESHMENT OF GENERAL MANDATE; (2) PROPOSED ADOPTION OF SHARE SCHEME; AND (3) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the proposed grant of the New General Mandate; (ii) details of the proposed adoption of the Share Scheme; (iii) the recommendation from the Independent Board Committee to the Independent Shareholders; (iv) the recommendation from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the proposed grant of the New General Mandate; and (v) a notice of the EGM, at which ordinary resolutions will be proposed to the Independent Shareholders or the Shareholders (as the case may be) to consider and, if thought fit, approve the proposed grant of the New General Mandate and adoption of the Share Scheme.

* *For identification purpose only*

PROPOSED REFRESHMENT OF GENERAL MANDATE

The Board proposes to refresh the Existing General Mandate for the Directors to allot, issue and deal with new Shares up to 20% of the issued share capital of the Company as at the date of passing of the relevant resolution at the EGM.

Existing General Mandate

At the Last AGM, the Shareholders approved, among other things, the Existing General Mandate which authorised the Directors to allot, issue and deal with not more than 8,563,472 new Shares, being 20% of the issued share capital of the Company (i.e. 42,817,360 Shares) as at the date of the Last AGM.

References are made to (a) (i) the announcements of the Company dated 23 September 2024, 14 October 2024, 5 November 2024, 11 November 2024, 15 November 2024, 29 November 2024, 9 December 2024, 20 December 2024, 3 January 2025, 10 January 2025, 20 January 2025, 24 January 2025, 11 February 2025, 21 February 2025, 7 March 2025, 12 March 2025, 24 March 2025, 17 April 2025, 28 April 2025; (ii) the circular of the Company dated 10 January 2025; and (iii) the listing document of the Company dated 28 March 2025, in relation to, among others, the rights issue on the basis of three (3) rights shares for every one (1) Share held (the "**Rights Issue**"); and (b) the announcement of the Company dated 29 September 2025 in relation to the Acquisition.

Following completion of the Rights Issue, the number of Shares increased from 42,817,360 Shares to 171,269,440 Shares. Furthermore, upon completion of the Acquisition, approximately 93.4% of the Existing General Mandate will be utilised. Consequently, the maximum of 563,472 new Shares that could be issued under the Existing General Mandate represents approximately 0.33% of the issued share capital of the Company as at the Latest Practicable Date.

Proposed Grant of the New General Mandate

As the number of new Shares that could be issued under the Existing General Mandate has decreased from 20% to 5%, the Board proposes to convene the EGM at which an ordinary resolution will be proposed to the Independent Shareholders that:

(i) the Directors be granted the New General Mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the relevant resolution at the EGM; and

(ii) the New General Mandate be extended to Shares repurchased by the Company pursuant to the repurchase mandate granted to the Directors at the Last AGM.

The Company has not refreshed the Existing General Mandate since the Last AGM. The New General Mandate will last until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting is required by any applicable laws or the Articles to be held; and

(iii) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

As at the Latest Practicable Date, the Company has 171,269,440 Shares in issue. On the basis that there are no changes in the issued share capital of the Company from the Latest Practicable Date and up to the date of the EGM, the Directors will be authorised to allot and issue up to 34,253,888 new Shares under the New General Mandate, representing 20% of the issued share capital of the Company as at the date of the EGM.

Reasons for the Grant of the New General Mandate

The Group is principally engaged in the provision of (i) corporate finance advisory services, (ii) placing and underwriting services, (iii) business consultancy services, (iv) environmental, social and governance advisory services, (v) corporate secretarial services, (vi) accounting and taxation services, (vii) risk management and internal control advisory services, and (viii) human resources services in Hong Kong. The Group has been actively expanding and developing its business.

As at the Latest Practicable Date, the number of Shares increased from 42,817,360 Shares to 171,269,440 Shares following the completion of the Rights Issue, and a total of 8,000,000 Shares have been utilised under the Existing General Mandate for the Acquisition. Consequently, the maximum of 563,472 new Shares that could be issued under the Existing General Mandate represents approximately 0.33% of the issued share capital of the Company.

Recent business development of the Company

References are made to the announcements of the Company dated 26 September 2024, 18 August 2025 and 29 September 2025 in relation to the prospective business expansion into the gaming industry and the security token business respectively. Alongside the ongoing expansion attempts into gaming and entertainment business, the Company is actively exploring business expansion into real-world asset tokenisation (RWA) through collaborations with established industry players.

The Partnership Agreement and the Acquisition

On 18 August 2025, the Company entered into the Partnership Agreement with EF Hong Kong and EF Commodities, pursuant to which (i) EF Commodities granted the Company an exclusive, non-transferable right to introduce clients to trade Digitalised Gold-backed Instrument with EF Commodities within Hong Kong, an introductory role which involves no capital commitment or consideration for aforementioned right; and (ii) EF Hong Kong committed to procure its affiliate, which has a regulatory and technology infrastructure to establish and trade security tokens, to appoint the Company as its partner to market, promote and facilitate the sale and promotion of security tokens to clients in Hong Kong, with further details to be specified in definitive agreements. On the same date, the Company and EF Hong Kong entered into the memorandum of understanding in relation to a potential equity investment in Esperanza, in order to strengthen the strategic partnership. Consequently, on 29 September 2025, the Company entered into the SP Agreement with EF Holdings to acquire 2% of the issued share capital of EF Commodities.

The entering of the Partnership Agreement represents the initial phase of the Company's strategic expansion into the security token business. By serving as an introducer, the Company is able to enter this emerging sector with minimal capital investment while leveraging its established client relationships and financial services expertise. The Company possesses adequate human resources, regulatory compliance and working capital to support the business at this stage. As no consideration or capital commitment was involved under the Partnership Agreement, the Company is of the view that the entering into of the Partnership Agreement does not constitute a notifiable transaction under Chapter 19 of the GEM Listing Rules.

The Acquisition serves as a subsequent step in this expansion strategy. As stated in the announcement dated 29 September 2025, the Acquisition aims to support the above ongoing initiative to develop new revenue streams in the digital asset sector, complementing the Group's existing financial services businesses.

Subject to market and business cooperation conditions, the Company may make further investments in the security token business to gain deeper access to specialised industry knowledge, regulatory licenses, and technological infrastructure essential for deeper integration into the security token ecosystem.

As at the Latest Practicable Date, no equity fund-raising plan with regards to the security token business has been established, and the overall expansion plan, including the scale of any potential investment will be subject to, among others, the progress of the distribution business, prevailing market conditions and the development of the overall cooperation. To maintain flexibility in pursuing suitable opportunities as they arise, the Company proposes to refresh the Existing General Mandate accordingly.

Information on Esperanza

Esperanza comprises two core operating entities, namely EF Hong Kong and EF Commodities. EF Hong Kong specialises in security token offerings solution, leveraging its affiliate's potential regulator permitted infrastructure to tokenise investment opportunities, including live entertainment assets under Hong Kong's securities law framework. EF Commodities issues Digitalized Gold-backed Instrument, its holders may redeem one kilogram of 999.9 physical gold bars owned by EF Commodities and stored in a Hong Kong vault managed by Brink's Hong Kong Limited in exchange for 100,000 digital certificates with EF Commodities, with trading facilitated through its platform.

Both entities operate under Esperanza's proprietary "Espetopia" platform, which combines institutional grade compliance with blockchain technology. Esperanza is backed by a team and advisors with proven expertise in financial regulation, including government advisors and professionals holding SFC licenses for digital asset management. Their track record includes establishment of Hong Kong's first regulator permitted tokenized real estate fund, demonstrating their ability to bridge traditional finance with innovative tokenization models while adhering to strict regulatory standards.

There is a possibility that the Group may have funding needs arising from the investment in the newly expanded security token business before the upcoming annual general meeting, which could potentially exceed the fund-raising size permitted by the Existing General Mandate.

To the Directors' knowledge, information and belief, and having made all reasonable enquiries, Esperanza and its ultimate beneficial owners are Independent Third Parties. Therefore, the Company is of the view that the entering into of the Partnership Agreement does not constitute a connected transaction under Chapter 20 of the GEM Listing Rules.

Given the dynamic nature of the possible investments as mentioned above, pursuing them may involve multiple transactions with different parties, investment timelines and structures, among others, (i) potential investments in target companies that involve issuance of the Company's securities; (ii) attracting strategic investors to invest in the Company through the Group's new business vertical; and (iii) fund-raising activities to support the business development. As a result, the Board believes that the refreshment of Existing General Mandate serves multiple strategic purposes beyond fund-raising, including facilitating potential investor participation and strategic collaborations as mentioned above, and balances shareholder oversight with the operational agility needed to capitalise on time-sensitive opportunities, as requiring specific mandates for each opportunity may impose impractical administrative burdens and delay execution in this case.

As at the Latest Practicable Date, save for the announced Partnership Agreement and memorandum of understanding, certain negotiations were undergoing. The Company will make further announcement(s) in accordance with the GEM Listing Rules as and when appropriate.

Greater flexibility as compared with issuing shares under specific mandate

The relevant resolution in respect of refreshment of general mandate is usually scheduled to be proposed for the Shareholders' approval at the next annual general meeting of the Company, which is expected to be held by end of February 2026. Given that the Existing General Mandate only represent 5% of the issued share capital of the Company, it largely limits the flexibility for the Company to further raise funds under the Existing General Mandate until the Existing General Mandate is refreshed.

In the context of the dynamic business environment and the current business development, time is of the essence in terms of securing suitable investment and fund-raising opportunities. Therefore, issuing Shares under specific mandate may not be the most suitable fund-raising method for the purpose of capturing investment opportunities in a timely manner due to the lengthy formalities associated with holding a general meeting to obtain the Shareholders' approval after the terms of the potential investment opportunities and proposed new Shares issuance are finalised. On the other hand, the grant of the New General Mandate would avoid the uncertainties of not obtaining a specific mandate in a timely fashion and is a more expeditious solution for the Company to respond quickly to market conditions and fund-raising opportunities. In addition, whenever an attractive offer for investment in the Shares is received by the Company from potential investors before the next annual general meeting, the Directors will be able to react promptly to such fund-raising opportunities by considering the issue of new Shares under the New General Mandate.

In light of the above, the Directors consider that the refreshment of the Existing General Mandate offers the Company with greater financing flexibility to cope with the funding needs of the Company and enables the Company to respond swiftly to market conditions and investment opportunities should such arise before the next annual general meeting by providing a more efficient process of fund-raising and avoiding the uncertainties of not obtaining a specific mandate in a timely fashion.

Other financing alternatives

The Board will also consider other financing alternatives apart from equity or equity-related financing by utilising the New General Mandate, such as debt financing, rights issue, open offer or internal cash resources to meet the financial requirements of the Group, if appropriate, taking into consideration of the then financial position, capital structure and cost of funding of the Group as well as the prevailing market condition. However, the Board notes that other financing alternatives may be less appropriate for the aforementioned security token business, as it focuses more on the specific partnerships and investments with industry players.

Debt financing

The Board considers equity or equity-related financing to be an important avenue of funding resource to the Group since it can reduce the reliance on debt financing, which will increase the debt gearing ratio of and create additional interest paying obligations on the Group. In addition, borrowing from financial institutions may be subject to lengthy due diligence and negotiations and less favourable terms as compared with equity-related financing. The terms of the financing facilities available to the Group may depend on the financial institutions' assessment and may require the Company to put up collateral and other securities for such financing facilities. Likewise, bond offering has similar concerns. Under current interest rate hikes, the investors may demand a higher yield from the Company to compensate for the increased cost of borrowing, which can make it more challenging for the Company to secure funding through bond offering. As the current interest rate remains relatively high level, the investors may demand a higher yield from the Company to compensate for the increased cost of borrowing, which can make it more challenging for the Company to secure funding through bond offering.

Pre-emptive issues

In respect of other pre-emptive issues such as rights issue and open offer, despite the fact that it allows existing Shareholders to subscribe for their entitlements and maintain their respective shareholding interests in the Company, it may impose financial burden on the existing Shareholders in uncertain market conditions and the ultimate fund-raising size could not be assured by the Company if conducted on a non-underwritten basis. Even if the Company is successful in procuring an underwriter, the underwriting commission is usually more costly than the placing commission as the obligation of the underwriter is on a fully underwritten basis while that of the placing agent is on a best effort basis, and may not be beneficial to the Company and the Shareholders as a whole. Furthermore, rights issue and open offer generally require preparation of legal documentation and fulfilment of additional administrative procedures, which are more time consuming and less cost effective. The Company may not be able to grasp potential business opportunities in a timely manner.

In particular, as the Company recently completed a rights issue in April 2025, it may be challenging for the Company to leverage pre-emptive issues to raise fund, considering potential investor fatigue and a reduced appetite for further offerings within a short timeframe.

Taking into account the above, the Directors are of the view that it is more preferable for the Company to issue Share under the New General Mandate if the funding size is relatively small to save undue administrative cost and time, which is fair and reasonable and in turn in the interests of the Company and the Shareholder as a whole. Also, the grant of the New General Mandate provides the Company a flexible tool of financing, which is fair and reasonable and is in the interests of the Company and the Shareholders as a whole. It is worth noting that the Company has not utilised the Existing General Mandate as at the Latest Practicable Date. The reduction in the potential issuance under the Existing General Mandate from 20% to 5% of the total issued Shares was attributable to the Rights Issue, which is a fund-raising mean that allows all Shareholders to participate. Therefore, the refreshment of the Existing General Mandate, together with previous fund-raising activities, would not result in any material dilution to minority Shareholders, as the total maximum share issuance under general mandate of the Company remains 20% of the total issued Shares, which is the usual threshold permitted under the GEM Listing Rules.

As at the Latest Practicable Date, the Company has no concrete plan or has not entered into any agreement, arrangement, understanding or undertaking in respect of any proposed issue of new Shares under the New General Mandate. In case any plans being crystallized, the Company would fulfil the funding needs after balancing its overall capital structure through utilising its internal resource and/or using suitable financing method. The Company will exercise due and careful consideration when choosing the financing method available.

PROPOSED ADOPTION OF THE SHARE SCHEME

The 2017 Share Option Scheme

The 2017 Share Option Scheme was adopted by the Company on 4 May 2017 which will remain in force for a period of 10 years from the date of its adoption. As at the Latest Practicable Date, there was no outstanding options granted under the 2017 Share Option Scheme, and the number of share options available for grant under the 2017 Share Option Scheme was 268,800. The Company has no intention or concrete plan to grant any share options under the 2017 Share Option Scheme.

The Share Scheme

The Share Scheme will take effect subject to the passing of an ordinary resolution by the Shareholders to approve the adoption of the Share Scheme.

As at the Latest Practicable Date, the Company has no concrete plan or intention to grant Awards to the Eligible Participant under the Share Scheme in the next 12-month period after the Adoption Date.

A summary of the principal terms of the proposed Share Scheme is set out in the Appendix to this circular. The full terms of the Share Scheme will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.hatcher-group.com for a period of at least 14 days before the date of the EGM (including the date of the EGM) and available for inspection at the EGM.

Summary of the Share Scheme Rules

Purpose

The purpose of the Share Scheme is to provide the Company with a flexible means of attracting, remunerating, incentivising, retaining, rewarding, compensating and/or providing benefits to Eligible Participants through aligning the interests of Eligible Participants with those of the Company and Shareholders by providing them with an opportunity to acquire proprietary interests in the Company and become Shareholders, and thereby encouraging Eligible Participants to contribute to the long-term growth, performance and profits of the Company and to enhance the value of the Company and its Shares for the benefit of the Company and the Shareholders as a whole.

Conditions precedent

The adoption of the Share Scheme is conditional upon:

(a) the passing of a resolution by the Shareholders to approve the adoption of the Share Scheme; and

(b) the GEM Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to the Share Scheme.

Awards

Awards granted under the Share Scheme, which may take the form of a Share Option or a Share Award, will be satisfied by the issue of new Shares.

Any grant of Awards under the Share Scheme shall be subject to the GEM Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to the Awards.

Duration

Subject to any early termination as may be determined by the Board pursuant to the terms thereof, the Share Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date and ending on the 10th anniversary of the Adoption Date.

Eligible Participants

The Eligible Participants under the Share Scheme comprise Employee Participants only. An Employee Participant is a person who is an employee (whether full-time or part-time), director or officer of the Company or any of its subsidiaries on the Grant Date, including persons who are granted Awards under the Share Scheme as an inducement to enter into employment contracts with the Company or any of its subsidiaries, provided that a person shall not cease to be an employee in the case of (a) any leave of absence approved by the relevant member of the Group; or (b) any transfer of employment amongst members of the Group or any successor, and provided further that a person shall, for the avoidance of doubt, cease to be an employee with effect from (and including) the date of termination of his/her employment. In assessing the eligibility of Employee Participants, the Board will consider all relevant factors as appropriate, including, among others (i) their skills, knowledge, experience, expertise and other relevant personal qualities; (ii) their performance, time commitment, responsibilities or employment conditions and the prevailing market practice and industry standard; (iii) their contribution expected to be made to the growth of the Group with reference to their historical contribution; (iv) their length of engagement or employment with the Group; and (v) their educational and professional qualifications, and knowledge in the industry.

Although independent non-executive Directors also fall within the categories of Employee Participants, the Company is mindful of the recommended best practices under E.1.9 of the Corporate Governance Code set out in Appendix C1 to the GEM Listing Rules which provides that issuers generally should not grant equity-based remuneration (e.g. share options or grants) with performance-related elements to independent non-executive Directors as this may lead to bias in their decision-making and comprise their objectivity and independence. Notwithstanding the above, the Company is of the view that independent non-executive Directors are important members of the Board and their contribution to the independence and impartiality of the Board is an important element for the Shareholders and investors of the Company to assess the performance and corporate governance of the Company. Therefore, it is important for the Company to be able to include them as one of the Eligible Participants in order to attract and retain suitable independent non-executive Directors so that they can continue to contribute to the success of the Company.

The Board is of the view that the independence and impartiality of the independent non-executive Directors will not be impaired by any potential grant of Awards under the Share Scheme for the following reasons: (i) the independent non-executive Directors are required to meet the independence criteria set out in Rule 5.09 of the GEM Listing Rules; (ii) the Remuneration Committee and the Board will consider whether the package offered to independent non-executive Directors may affect the independent non-executive Directors' objectivity and independence and it is expected that any equity-based remuneration that may be granted by the Company to any independent non-executive Director will make reference to the prevailing market benchmark as well as the time and effort devoted by such Director and such grant (if any) will only form part of (but not the integral of) the independent non-executive Director's remuneration package; and (iii) in the event that the Company decides to grant any Awards to any independent non-executive Director, the Company will comply with the applicable requirements under the GEM Listing Rules including in particular the recommended best practice E.1.9 of Appendix C1 to the GEM Listing Rules whereby any grants to them will not include any performance-related elements.

Exercise Price

The Exercise Price for Share Options granted under the Share Scheme shall be determined by the Board at its absolute discretion (subject to any adjustments made), provided that it shall not be less than the highest of:

(a) the closing price of the Shares as shown in the daily quotations sheet of the Stock Exchange on the Grant Date, which must be a Business Day;

(b) the average of the closing prices of the Shares as shown in the daily quotations sheets of the Stock Exchange for the five (5) consecutive Business Days immediately preceding the Grant Date; and

(c) the nominal value of the Share on the Grant Date.

Vesting period

Save for certain specific circumstances set out in the section headed "Vesting Period" in the Appendix to this circular, an Award must be held for at least 12 months before it vests in order to incentivise the Grantees to remain with the Group.

The Board and Remuneration Committee considers that such circumstances allow flexibility for the Company to (i) provide competitive terms to attract and induce valuable talent to join the Group; (ii) address instances where the 12-month vesting period requirement would not be practicable or fair due to administrative or technical reasons; (iii) reward exceptional performers with accelerated vesting; and (iv) motivate Employee Participants based on performance metrics rather than time-based vesting criteria. Therefore, the Board is of the view that the vesting period requirements (including the circumstances in which a shorter vesting period may apply) are appropriate and align with the purpose of the Share Scheme.

Performance targets

The Scheme Administrator may in respect of each Award and subject to all applicable laws, rules and regulations determine such performance targets or other criteria or conditions for vesting of Awards in its sole and absolute discretion on a case-by-case basis. Any such performance targets, criteria or conditions shall be set out in the Award Letter.

The performance targets refer to any performance measures, or derivations of such performance measures that may be related to the individual Grantee or the Group as a whole, or to a subsidiary, division, department, region, function or business unit of the Company. The following general factors will be taken into account when deciding the performance targets to be attached to an Award, including but not limited to (i) the financial results, operation performance, business growth or other indicators of the Group (or any of its segments); and (ii) the contribution, work performance as well as other specific personal factors of the individual Grantee that the Scheme Administrator may consider relevant. The performance targets will be assessed periodically, on an absolute basis or a relative basis (such as relative to a pre-established target, to previous year's results or to a designated comparison group), in each case as specified by the Scheme Administrator in its sole discretion.

Such performance targets serve as an incentive for Eligible Participants to work towards the development of the Group and align their interests, through contributions in meeting the performance targets, with the interests of the Group in line with the purpose of the Share Scheme. For the avoidance of doubt, no performance target will be attached to any Award granted to the independent non-executive Directors.

Clawback mechanism

Under the terms of the Share Scheme, where certain events as set out in the section headed "Clawback" in the Appendix to this circular arise, the Scheme Administrator may determine that, with respect to a Grantee, Awards granted but not yet vested shall immediately lapse, and with respect to any Shares delivered to the Grantee, the Grantee be required to transfer the same value, whether in Shares and/or cash, back to the Company (or its nominee). These events are:

(a) a Grantee ceases to be an Eligible Participant by reason of the termination of his/her employment or contractual engagement with the Group for cause or without notice, or as a result of being charged/penalised/convicted of an offence involving the Grantee's integrity or honesty;

(b) a Grantee has engaged in serious misconduct or breaches the terms, including with respect to a policy or code of or other agreement with the Group, which is considered to be material; or

(c) the Award to the Grantee will no longer be appropriate and aligned with the purpose of the Share Scheme.

The Directors are of the view that the above clawback mechanism enables the Company to clawback Awards (or the underlying Shares) received by those Grantees that have, for example, seriously violated the policies of the Group, put the Group into disrepute, adversely harmed the Group, or otherwise exposed the Group to significant risk. In these circumstances, the Company would not consider it in the Company or the Shareholders' best interests to incentivise them with proprietary interests of the Company under the Share Scheme, nor would the Company consider such Grantees benefiting under the Share Scheme to be in alignment with the purpose of the Share Scheme. As such, the Company considers this clawback mechanism appropriate and reasonable.

Scheme mandate limit

The total number of Shares that may be issued pursuant to all Awards to be granted under this Share Scheme and all options and awards to be granted under any other share scheme(s) of the Company shall not exceed 10% of the Shares in issue (excluding treasury shares) as at the Adoption Date.

As at the Latest Practicable Date, there were 171,269,440 Shares in issue (excluding treasury shares). Assuming that there is no change in the number of issued Shares during the period from the date of the Latest Practicable Date to the Adoption Date, the maximum number of Shares which may be issued by the Company in respect of all Awards to be granted under the Share Scheme and all options and awards to be granted under any other share scheme(s) of the Company, will be 17,126,944 Shares.

Reasons for the adoption of the Share Scheme

The Board proposes to adopt the Share Scheme, which will allow the grant of Awards to Eligible Participants providing them an incentive by way of an opportunity to become Shareholders and to align their interests with that of the Company in recognition of the contributions they have made or are expected to make to the Group. The ability for the Company to grant Awards provides alternative means for the Company to provide incentives which can be more tailored towards the specific Grantee and is in line with the purpose of the Share Scheme.

The Board believes that the Share Scheme will serve as a flexible and effective incentive tool to reward and retain key talents and contributors, and will encourage them to contribute to the long-term growth, performance and profits of the Company and to enhance the value of the Company and its Shares for the benefit of the Company and Shareholders as a whole.

GENERAL

As at the Latest Practicable Date, no trustee has been appointed to administer and implement the Share Scheme. None of the Directors is a Trustee or has any direct or indirect interest in the trustees of the Share Scheme, if any. As at the Latest Practicable Date, the Company has no other share option schemes or share award schemes other than the 2017 Share Option Scheme.

FUND-RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has conducted the following equity fund-raising activities in the past 12-month period immediately preceding the Latest Practicable Date:

Date of announcement/ prospectus	Event	Approximate net proceeds	Intended use of net proceeds	Actual use of net proceeds as at the Latest Practicable Date
16 September 2025	Subscription of new Shares under specific mandate	HK$11.3 million	General corporate purposes	Not applicable as the subscription is still ongoing
28 March 2025	Rights Issue	HK$31.1 million	(i) HK$6.4 million to be used as establishment of a wholly-owned subsidiary to be incorporated in a gaming-friendly jurisdiction and the hiring of operational staff for the gaming platform; (ii) HK$15.4 million to be used as marketing expense for capturing new customers to take part in the gaming platform; and (iii) HK$9.3 million to be used as general working capital in the operation of existing licensed and non-licensed businesses	(i) HK$2 million was used as establishment of a wholly-owned subsidiary to be incorporated in a gaming-friendly jurisdiction and the hiring of operational staff for the gaming platform; (ii) HK$2 million was used as marketing expense for capturing new customers to take part in the gaming platform; and (iii) HK$9.3 million was used as general working capital in the operation of existing licensed and non-licensed businesses

POTENTIAL DILUTION OF SHAREHOLDERS

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilisation of the New General Mandate (assuming no other Shares are issued or repurchased by the Company from the Latest Practicable Date up to and including the date when the New General Mandate is utilised in full), for illustrative and reference purpose:

	As at the Latest Practicable Date		**Upon full utilisation of the New General Mandate (assuming there is no other change in the shareholding structure of the Company from the Latest Practicable Date)**	
	No. of Shares	*%*	*No. of Shares*	*%*
Tanner Enterprises Group Limited *(Note 1)*	83,296,723	48.63	83,296,723	40.53
Mr. Li Man Keung Edwin *(Note 1)*	37,559,800	21.93	37,559,800	18.28
Mr. Yeung Chun Yue David *(Note 2)*	5,280,000	3.08	5,280,000	2.57
Mr. Hui Ringo Wing Kun *(Note 3)*	2,308,000	1.35	2,308,000	1.12
Public Shareholders	42,824,917	25.01	42,824,917	20.83
Maximum number of new Shares that can be issued under the New General Mandate	–	–	34,253,888	16.67
Total	171,269,440	100.00	205,523,328	100.00

Notes:

1. 83,296,723 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 37,559,800 Shares. The aggregate Shares beneficially owned by Mr. Li Man Keung Edwin is 120,856,523 Shares.

2. 5,280,000 Shares are held by Great Win Global Limited, which is wholly owned by Mr. Yeung Chun Yue David, an executive Director.

3. 2,308,000 Shares are held by Bright Music Limited, which is wholly owned by Mr. Hui Ringo Wing Kun, an executive Director.

Assuming that (i) the grant of the New General Mandate is approved at the EGM; and (ii) no Shares will be issued and/or repurchased and cancelled from the Latest Practicable Date up to the date of the EGM, upon full utilisation of the New General Mandate, 34,253,888 Shares can be issued, which represents 20% of the issued share capital of the Company of 171,269,440 Shares as at the date of the EGM.

GEM LISTING RULES IMPLICATIONS

Pursuant to Rule 17.42A of the GEM Listing Rules, the proposed refreshment of the Existing General Mandate will be subject to the Independent Shareholders' approval by way of an ordinary resolution at the EGM. Any controlling shareholders and their respective associates, or where there is no controlling shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolutions to approve the proposed refreshment of the Existing General Mandate.

As at the Latest Practicable Date, to the best knowledge, belief and information of the Directors having made all reasonable enquiries, Tanner Enterprises Group Limited, which is wholly owned by Mr. Li Man Keung Edwin, is a controlling Shareholder. Accordingly, Mr. Li Man Keung Edwin and his respective associates are required to abstain from voting in favour of the ordinary resolution regarding the grant of the New General Mandate at the EGM.

The Share Scheme constitutes a share scheme under Chapter 23 of the GEM Listing Rules. In accordance with the GEM Listing Rules, a share scheme involving the grant of new shares must be approved by shareholders of the listed issuer in a general meeting. Accordingly, the adoption of the Share Scheme will be subject to, among others, the Shareholders' approval at the EGM.

Application will be made to the GEM Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued in respect of all Share Options and/or Share Awards to be granted under the Share Scheme.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM in respect of the adoption of Share Scheme.

EGM

A notice convening the EGM is set out on pages 53 to 56 of this circular. All resolutions to be proposed at the EGM will be voted on by poll.

A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to be present at the EGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the EGM. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

RECOMMENDATION

The Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. William Robert Majcher, Mr. Ho Lik Kwan Luke and Mr. Lau Pak Kin Patric, has been established to advise the Independent Shareholders on the grant of the New General Mandate.

Dakin has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed grant of the New General Mandate.

Your attention is drawn to the letter of advice from Dakin set out on pages 21 to 40 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders in connection with the grant of the New General Mandate and the letter from the Independent Board Committee set out on page 20 of this circular which contains its recommendation to the Independent Shareholders in relation to the grant of the New General Mandate.

The Directors (including members of the Independent Board Committee whose views are set out in the letter from the Independent Board Committee in this circular after taking into account the advice of the Independent Financial Adviser) consider that (i) the grant of the New General Mandate; and (ii) the proposed adoption of the Share Scheme are fair and reasonable and in the best interests of the Company and the Shareholders as a whole, and recommend the Independent Shareholders or the Shareholders (where applicable) to vote in favour of the relevant resolution(s) to be proposed at the EGM as set out in the notice of EGM attached to this circular.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

For and on behalf of the Board of
Hatcher Group Limited
Hui Ringo Wing Kun
Executive Director

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

HATCHER GROUP LIMITED
亦辰集團有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8365)

13 October 2025

To the Independent Shareholders

Dear Sir or Madam,

PROPOSED REFRESHMENT OF GENERAL MANDATE

We refer to the circular of the Company to the Shareholders dated 13 October 2025 (the "**Circular**"), in which this letter forms part. Unless the context requires otherwise, capitalised terms used in this letter will have the same meanings as defined in the Circular.

The Independent Board Committee has been established to advise the Independent Shareholders on whether the proposed grant of the New General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

We wish to draw your attention to the letter from the Board as set out on pages 5 to 19 of the Circular and the letter of advice from Dakin, the Independent Financial Adviser, appointed to advise the Independent Board Committee and the Independent Shareholders, as set out on pages 21 to 40 of the Circular in relation to the proposed grant of the New General Mandate.

Having taken into consideration the factors and reasons as stated in the letter from the Board, and the opinion as stated in the letter of advice from Dakin, we consider that the proposed grant of the New General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole, and accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution(s) to be proposed at the EGM to approve the proposed grant of the New General Mandate.

Yours faithfully, For and on behalf of the
Independent Board Committee
Hatcher Group Limited

Mr. William Robert Majcher **Mr. Ho Lik Kwan Luke** **Mr. Lau Pak Kin Patric**

Independent non-executive Directors

* *For identification purpose only*

The following is the text of a letter of advice from Dakin Capital Limited, which has been prepared for the purpose of incorporation into this circular, setting out its opinion to the Independent Board Committee and the Independent Shareholders in respect of the proposed grant of the New General Mandate.



13 October 2025

To: the Independent Board Committee and the Independent Shareholders of Hatcher Group Limited

Dear Sirs,

PROPOSED REFRESHMENT OF GENERAL MANDATE

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the refreshment of general mandate, details of which are set out in the letter from the Board (the "**Letter from the Board**") contained in the circular of the Company to the Shareholders dated 13 October 2025 (the "**Circular**"), of which this letter forms part. Unless otherwise stated, capitalised terms used in this letter shall have the same meanings as defined in the Circular.

On 6 August 2025, the Company announced that the Board proposes to refresh the Existing General Mandate for the Directors to allot, issue and deal with new Shares up to 20% of the issued Shares as at the date of passing of the relevant resolution at the EGM.

In accordance with Rule 17.42A of the GEM Listing Rules, the proposed refreshment of the Existing General Mandate will be subject to the Independent Shareholders' approval by way of an ordinary resolution at the EGM. Any controlling shareholders and their respective associates, or where there is no controlling shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolutions to approve the proposed grant of the New General Mandate.

The Company will seek approval from the Independent Shareholders in respect of the proposed grant of the New General Mandate by way of a poll at the EGM. As at the Latest Practicable Date, to the best knowledge, belief and information of the Directors having made all reasonable enquiries, Tanner Enterprises Group Limited, which is wholly owned by Mr. Li Man Keung Edwin, is a controlling Shareholder. Accordingly, Mr. Li Man Keung Edwin and his respective associates are required to abstain from voting in favour of the ordinary resolution regarding the proposed grant of the New General Mandate at the EGM. Save as Tanner Enterprises Group Limited and Mr. Li Man Keung Edwin, to the best of the knowledge, information and belief of the Directors, no other Shareholder will be required to abstain from voting on the resolution(s) to approve the proposed grant of the New General Mandate at the EGM.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, comprising all the three independent non-executive Directors, namely Mr. William Robert Majcher, Mr. Ho Lik Kwan Luke and Mr. Lau Pak Kin Patric, has been formed to advise the Independent Shareholders on whether the proposed grant of the New General Mandate are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote, taking into account the recommendation of the Independent Financial Adviser.

OUR INDEPENDENCE

We, Dakin Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard. Our appointment as the Independent Financial Adviser has been approved by the Independent Board Committee. During the past two years immediately preceding the Latest Practicable Date, we did not act as the financial adviser or the independent financial adviser to the other transactions of the Company. Save for the appointment as the Independent Financial Adviser in respect of the proposed grant of the New General Mandate, there were no other engagements between the Company and us during the past two years immediately preceding the Latest Practicable Date. Apart from normal professional fees for our services to the Company in connection with this engagement described above, no other arrangements exist whereby we will receive any fees and/or benefits from the Group. As at the Latest Practicable Date, we were not aware of any relationships or interests between us and the Company, or its substantial Shareholders, Directors, chief executive, or any of their respective associates. We are independent under Rule 17.96 of the GEM Listing Rules to act as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the proposed grant of the New General Mandate.

BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the accuracy of the statements, information, opinions and representations contained or referred to in the Circular, the information and representations provided to us by the Company, the Directors and the management of the Company and our review of the relevant public information. We have no reason to believe that any information and representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the information provided and the representations made to us untrue, inaccurate or misleading. We have assumed that all information, representations and opinions contained or referred to in the Circular, which have been provided by the Company, the Directors and the management of the Company and for which they are solely and wholly responsible, were true and accurate at the time when they were made and continue to be true up to the Latest Practicable Date. Lastly, where information in this letter has been extracted from published or otherwise publicly available sources, it is the responsibility of us to ensure that such information are true, accurate and complete in all material respects and not misleading or deceptive and has been correctly extracted from the relevant sources.

The Directors collectively and individually accept full responsibility, including 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 the Circular are accurate and complete in all material respects and not misleading or deceptive, and there are no other facts the omission of which would make any statement in the Circular misleading.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, its subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the grant of the New General Mandate. Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion to the Independent Board Committee and the Independent Shareholders in respect of the grant of the New General Mandate, we have considered the following principal factors and reasons:

1. Background and financial information of the Group

As stated in the Letter from the Board, the Group is principally engaged in (i) the provision of corporate finance advisory services and placing and underwriting services (the "**Licensed Business**"); and (ii) the provision of business consultancy services, environmental, social and governance advisory services, corporate secretarial services, accounting and taxation services, risk management and internal control advisory services and human resources services in Hong Kong (the "**Non-Licensed Business**").

The table below summarises the general financial information of the Group (i) for the financial years ended 30 September 2023 and 2024 which are extracted from the Company's annual report for the year ended 30 September 2024 (the "**Annual Report**"); and (ii) for the six months ended 31 March 2024 and 2025 which are extracted from the Company's interim report for the six months ended 31 March 2025 (the "**Interim Report**"):

	For the year ended 30 September		**For the six months ended 31 March**	
	2023	**2024**	**2024**	**2025**
	(audited) (restated)	**(audited)**	**(unaudited) (restated)**	**(unaudited)**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Financial performance				
Continuing operations				
Revenue				
Corporate finance advisory services	11,594	8,977	3,839	6.280
Placing and underwriting services	3,701	15,118	10,266	–
Asset management services	74	18	–	–
Licensed Business subtotal	15,369	24,113	14,105	6,280
Accounting and taxation services	14,735	15,664	17,530	18,128
Business consulting services	38,056	34,655	1,685	6,626
Corporate secretarial services	4,971	6,248	3,122	2,806
Environmental, social and governance advisory services	–	–	–	654
Human resources services	2,025	2,047	950	991
Risk management and internal control advisory services	2,730	2,766	3,899	1,204
Non-Licensed Business subtotal	62,517	61,380	27,186	30,409
Total revenue	77,886	85,493	41,291	36,689
Loss for the year/period from continuing operations	(17,528)	(73,110)	(14,387)	(10,839)

	For the year ended 30 September		For the six months ended 31 March	
	2023 (audited) (restated)	2024 (audited)	2024 (unaudited) (restated)	2025 (unaudited)
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Discontinued operations				
Profit/(Loss) for the year/period from discontinued operations				
Securities brokerage and margin financing services	5,008	–	–	–
Asset management services	–	–	(926)	(468)
Environmental, social and governance advisory services	(1,811)	(4,092)	(42)	–
Total profit/(loss) for the year/period from discontinued operations	3,197	(4,092)	(968)	(468)
Loss for the year/period	(14,331)	(77,202)	(15,355)	(11,307)

	As at 30 September 2023 (audited)	As at 30 September 2024 (audited)	As at 31 March 2025 (unaudited)
	HK$'000	*HK$'000*	*HK$'000*
Financial position			
Total assets	272,593	167,868	170,297
Total liabilities	74,367	35,688	42,472
Net assets	198,226	132,180	127,825

Annual results of the Group for the year ended 30 September 2024

The Group's continuing operations

According to the Annual Report, the Group's revenue was mainly derived from the two principal businesses, namely the Licensed Business and the Non-Licensed Business. The Group's revenue generated from (i) the Licensed Business amounted to approximately HK$15.4 million and HK$24.1 million for the year ended 30 September 2023 ("**FY2023**") and 30 September 2024 ("**FY2024**"), representing approximately 19.7% and 28.2% of the total revenue respectively; and (ii) the Non-Licensed Business amounted to approximately HK$62.5 million and HK$61.4 million for FY2023 and FY2024, representing approximately 80.3% and 71.8% of the total revenue respectively.

The Group's total revenue increased from approximately HK$77.9 million for FY2023 to approximately HK$85.5 million for FY2024, representing an increase of approximately 9.8%. As stated in the Annual Report, such increase in the Group's total revenue was mainly due to the increase in revenue generated from placing and underwriting services under the Licensed Business from approximately HK$3.7 million for FY2023 to approximately HK$15.1 million for FY2024 and partially offset by the decrease in revenue generated from business consulting services under the Non-Licensed Business from approximately HK$38.1 million for FY2023 to approximately HK$34.7 million for FY2024.

The revenue from the Licensed Business increased from approximately HK$15.4 million for FY2023 to approximately HK$24.1 million for FY2024, representing an increase of approximately 56.9%. Pursuant to the Annual Report, such increase in the revenue from the Licensed Business was mainly due to the increase in revenue generated from placing and underwriting services from approximately HK$3.7 million for FY2023 to approximately HK$15.1 million for FY2024, representing an increase of approximately 308.5% and partially offset by the decrease in revenue generated from corporate finance advisory services from approximately HK$11.6 million for FY2023 to approximately HK$9.0 million for FY2024, representing a decrease of approximately 22.6%.

The revenue from the Non-Licensed Business remained stable and slightly decreased from approximately HK$62.5 million for FY2023 to approximately HK$61.4 million for FY2024, representing a decrease of approximately 1.8%. According to the Annual Report, such slight decrease in the revenue from the Non-Licensed Business was mainly due to the decrease in revenue generated from business consulting services from approximately HK$38.1 million for FY2023 to approximately HK$34.7 million for FY2024, representing a decrease of approximately 8.9% and partially offset by the increase in revenue generated from corporate secretarial services from approximately HK$5.0 million for FY2023 to approximately HK$6.2 million for FY2024, representing an increase of approximately 25.7%.

The Group recorded a widened loss from continuing operations from approximately HK$17.5 million for FY2023 to approximately HK$73.1 million for FY2024. According to the Annual Report and the management of the Company, such widened loss from continuing operations for FY2024 was mainly due to

(i) the provision for impairment loss in respect of goodwill on APEC Group International Limited and its subsidiaries of approximately HK$33.2 million for FY2024 (FY2023: nil);

(ii) the provision for impairment loss in respect of goodwill on Earning Joy Development Limited and its subsidiaries of approximately HK$4.7 million for FY2024 (FY2023: nil);

(iii) the recognition of negative value of other income and other gains and losses, net of approximately HK$15.9 million for FY2024 (FY2023: positive value of other income and other gains and losses, net of approximately HK$22.9 million) which is mainly caused by (a) the decrease in net gain on disposal of financial assets at fair value through profit and loss from approximately HK$10.7 million for FY2023 to approximately HK$91,000 for FY2024; and (b) the recognition of a fair value loss on financial assets at fair value through profit and loss of approximately HK$16.7 million for FY2024, compared to a fair value gain on financial assets at fair value through profit and loss of approximately HK$13.6 million for FY2023;

(iv) the increase in provision of impairment loss in respect of trade receivables from approximately HK$52,000 for FY2023 to approximately HK$6.2 million for FY2024; and partially offset by

(v) the decrease in administrative expenses and other operating expenses from approximately HK$113.0 million for FY2023 to approximately HK$97.0 million for FY2024 which is mainly caused by (a) the absence of recognition of equity-settled share-based payment expenses during FY2024 (2023: approximately HK$23.0 million) in relation to the grant of share options by the Company; and (b) an increase in placing and related expenses of approximately HK$11.3 million (2023: nil) during FY2024, which comprise referral fees, in relation to placing and underwriting services provided by the Group.

The Group's discontinued operations

The Group recorded a loss from discontinued operations of approximately HK$4.1 million for FY2024, compared to a profit from discontinued operations of approximately HK$3.2 million for FY2023. As stated in the Annual Report, such loss from discontinued operations for FY2024 was generated from the disposal of the entire interests in ESGrowth Limited and Hong Kong Sustainability Strategic Advisory Limited (the "**ESG Disposal**") for a consideration of HK$1 on 30 September 2024. The ESG Disposal was completed on 30 September 2024.

Overall, the Group recorded a loss of approximately HK$77.2 million for FY2024 (FY2023: approximately HK$14.3 million).

Interim results of the Group for the six months ended 31 March 2025

The Group's continuing operations

The Group's revenue generated from (i) the Licensed Business amounted to approximately HK$14.1 million and HK$6.3 million for the six months ended 31 March 2024 ("**IR2024**") and 31 March 2025 ("**IR2025**"), representing approximately 34.2% and 17.1% of the total revenue respectively; and (ii) the Non-Licensed Business amounted to approximately HK$27.2 million and HK$30.4 million for IR2024 and IR2025, representing approximately 65.8% and 82.9% of the total revenue respectively.

The Group's total revenue decreased from approximately HK$41.3 million for IR2024 to approximately HK$36.7 million for IR2025, representing a decrease of approximately 11.1%. According to the Interim Report and the management of the Company, such decrease in the Group's total revenue was mainly due to the decrease in revenue generated from placing and underwriting services under the Licensed Business from approximately HK$10.3 million for IR2024 to nil for IR2025 and partially offset by the increase in revenue generated from business consulting services under the Non-Licensed Business from approximately HK$1.7 million for IR2024 to approximately HK$6.6 million for IR2025.

The revenue from the Licensed Business decreased from approximately HK$14.1 million for IR2024 to approximately HK$6.3 million for IR2025, representing a decrease of approximately 55.5%. Pursuant to the Interim Report, such decrease in the revenue from the Licensed Business was mainly attributable to the combined effect of the decrease in revenue from placing and underwriting services from approximately HK$10.3 million for IR2024 to nil for IR2025 and partially offset by the increase in revenue from corporate finance advisory services from approximately HK$3.8 million for IR2024 to approximately HK$6.3 million for IR2025, representing an increase of approximately 63.6%.

The revenue from the Non-Licensed Business increased from approximately HK$27.2 million for IR2024 to approximately HK$30.4 million for IR2025, representing an increase of approximately 11.9%. According to the Interim Report, such increase in the revenue from the Non-Licensed Business was mainly due to the increase in revenue generated from business consulting services from approximately HK$1.7 million for IR2024 to approximately HK$6.6 million for IR2025, representing an increase of approximately 293.2%.

The Group's loss from continuing operations narrowed from approximately HK$14.4 million for IR2024 to approximately HK$10.8 million for IR2025. According to the Interim Report and the management of the Company, such improvement for IR2025 was mainly due to

(i) the decrease in administrative expenses and other operating expenses from approximately HK$52.2 million for IR2024 to approximately HK$46.7 million for IR2025 which is mainly caused by (a) the absence of placing and related expenses during IR2025 (IR2024: approximately HK$7.9 million) in relation to placing and underwriting services provided by the Group; and (b) an increase in staff costs and related expenses of approximately HK$4.0 million during IR2025;

(ii) the recognition of other income, net of approximately HK$1.6 million for IR2025 (IR2024: other losses, net of approximately HK$2.1 million) which is mainly caused by (a) the recognition of bad debts recovery of approximately HK$0.6 million for IR2025 (IR2024: approximately HK$5,000); and (b) the absence of net loss on disposal of financial assets at fair value through profit and loss for IR2025 (IR2024: approximately HK$1.9 million); and partially offset by

(iii) the recognition of bad debt written off in respect of trade receivables of approximately HK$1.6 million for IR2025 (IR2024: nil).

The Group's discontinued operations

The Group recorded a loss from discontinued operations of approximately HK$1.0 million and HK$0.5 million for IR2024 and IR2025 respectively. As stated in the Interim Report, such loss from discontinued operations for IR2025 related to the disposal of 80% of the equity interests in VBG Asset Management Limited (the "**VBG Asset Management Disposal**") by the Company for a consideration of HK$600,000 on 28 February 2025. The VBG Asset Management Disposal was completed on 12 August 2025.

Overall, the Group recorded a loss of approximately HK$11.3 million for IR2025 (IR2024: approximately HK$15.4 million).

Financial position of the Group

Total assets of the Group as at 31 March 2025 amounted to approximately HK$170.3 million whereas total liabilities of the Group amounted to approximately HK$42.5 million, resulting in a net assets position of approximately HK$127.8 million.

2. Reasons for the grant of the New General Mandate

Proposed grant of the New General Mandate

At the Last AGM, the Shareholders approved, among other things, the Existing General Mandate which authorised the Directors to allot, issue and deal with not more than 8,563,472 new Shares, being 20% of the issued Shares (i.e. 42,817,360 Shares) as at the date of the Last AGM.

References are made to (a) (i) the announcements of the Company dated 23 September 2024, 14 October 2024, 5 November 2024, 11 November 2024, 15 November 2024, 29 November 2024, 9 December 2024, 20 December 2024, 3 January 2025, 10 January 2025, 20 January 2025, 24 January 2025, 11 February 2025, 21 February 2025, 7 March 2025, 12 March 2025, 24 March 2025, 17 April 2025 and 28 April 2025; (ii) the circular of the Company dated 10 January 2025; and (iii) the prospectus of the Company dated 28 March 2025, in relation to, among others, the rights issue on the basis of three (3) rights shares for every one (1) Share held (the "**Rights Issue**"); and (b) the Company's announcement dated 29 September 2025 in relation to the Acquisition. Following completion of the Rights Issue, the number of Shares increased from 42,817,360 Shares to 171,269,440 Shares. Furthermore, upon completion of the Acquisition, approximately 93.4% of the Existing General Mandate will be utilised. Consequently, the maximum of 563,472 new Shares that could be issued under the Existing General Mandate represent 0.33% of the issued Shares as at the Latest Practicable Date.

After the completion of the Rights Issue, the number of new Shares that could be issued under the Existing General Mandate has decreased from 20% to 5%. After the publication of the Acquisition, the number of new Shares that could be issued under the Existing General Mandate has further decreased from 5% to 0.33%. The Board proposes to convene the EGM at which an ordinary resolution will be proposed to the Independent Shareholders that:

(i) the Directors be granted the New General Mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the relevant resolution at the EGM; and

(ii) the New General Mandate be extended to Shares repurchased by the Company pursuant to the repurchase mandate granted to the Directors at the Last AGM.

The Company has not refreshed the Existing General Mandate since the Last AGM. The New General Mandate will last until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting is required by any applicable laws or the Company's articles of association to be held; and

(iii) its revocation or variation by an ordinary resolution of the Shareholders in general meeting.

As at the Latest Practicable Date, the Company has 171,269,440 Shares in issue. On the basis that there are no changes in the issued Shares from the Latest Practicable Date and up to the date of the EGM, the Directors will be authorised to allot and issue up to 34,253,888 new Shares under the New General Mandate, representing 20% of the issued Shares as at the date of the EGM. As at the Latest Practicable Date, the Company has not issued any Shares under the Existing General Mandate.

The relevant resolution in respect of refreshment of general mandate is usually scheduled to be proposed for the Shareholders' approval at the next annual general meeting of the Company, which is expected to be held by end of February 2026.

The Rights Issue was completed on 29 April 2025. Dealing in the fully-paid rights shares on the Stock Exchange commenced on 30 April 2025. Due to the Rights Issue, the issued Shares has been increased from 42,817,360 Shares to 171,269,440 Shares. For details, please refer to the Company's next day disclosure return dated 29 April 2025. Due to the Acquisition, a total of 8,000,000 Shares have been utilised under the Existing General Mandate. For details, please refer to the Company's announcement dated 29 September 2025.

As a result of such increase, the Existing General Mandate which has not been utilised up to the Latest Practicable Date only represents 0.33% of the existing issued Shares as at the Latest Practicable Date. The Directors consider that the Existing General Mandate largely limits the flexibility for the Company to further raise funds under the Existing General Mandate until the Existing General Mandate is refreshed. The proposed refreshment of the Existing General Mandate will give the Board the required flexibility for any future allotment and issue of Shares on behalf of the Company as and when considered necessary.

Recent business development of the Group

According to the Interim Report, the Group maintained a financially healthy position as at 31 March 2025, with a cash balance of approximately HK$42.0 million, a low gearing ratio (calculated by the Group's total interest-bearing borrowings and lease liabilities divided by the Group's total equity) of approximately 17.2%, and a net cash inflow from operating activities of approximately HK$9.0 million for IR2025. Based on such financial standing, the Group has been actively expanding and developing its business. Reference is made to the Company's announcement dated 26 September 2024, 18 August 2025 and 29 September 2025 in relation to the prospective business expansion into the gaming industry and the security token business (the "**Security Token Business**") respectively. Alongside the ongoing expansion attempts into gaming and entertainment business, the Company is actively exploring business expansion into real-world asset tokenisation (RWA) through collaborations with established industry players.

On 18 August 2025, the Company entered into the Partnership Agreement with EF Hong Kong and EF Commodities, pursuant to which (i) EF Commodities granted the Company an exclusive, non-transferable right to introduce clients to trade Digitalised Gold-backed Instrument with EF Commodities within Hong Kong, an introductory role which involves no capital commitment or consideration for aforementioned right; and (ii) EF Hong Kong committed to procure its affiliate, which has a regulatory and technology infrastructure to establish and trade security tokens, to appoint the Company as its partner to market, promote and facilitate the sale and promotion of security tokens to clients in Hong Kong, with further details to be specified in definitive agreements. On the same date, the Company and EF Hong Kong entered into the memorandum of understanding in relation to a potential equity investment in Esperanza, in order to strengthen the strategic partnership. Consequently, on 29 September 2025, the Company entered into the SP Agreement with EF Holdings to acquire 2% of the issued share capital of EF Commodities.

The entering of the Partnership Agreement represents the initial phase of the Company's strategic expansion into the Security Token Business. By serving as an introducer, the Company is able to enter this emerging sector with minimal capital investment while leveraging its established client relationships and financial services expertise. The Company possesses adequate human resources, regulatory compliance and working capital to support the business at this stage. As no consideration or capital commitment was involved under the Partnership Agreement, the Directors are of the view that the entering into of the Partnership Agreement does not constitute a notifiable transaction under Chapter 19 of the GEM Listing Rules.

The Acquisition serves as a subsequent step in this expansion strategy. As stated in the Company's announcement dated 29 September 2025, the Acquisition aims to support the above ongoing initiative to develop new revenue streams in the digital asset sector, complementing the Group's existing financial services businesses.

Subject to market and business cooperation conditions, the Company may make further investments in the Security Token Business to gain deeper access to specialised industry knowledge, regulatory licenses, and technological infrastructure essential for deeper integration into the security token ecosystem. As at the Latest Practicable Date, no equity fund-raising plan with regards to the Security Token Business has been established, and the overall expansion plan, including the scale of any potential investment will be subject to, among others, the progress of the distribution business, prevailing market conditions and the development of the overall cooperation. To maintain flexibility in pursuing suitable opportunities as they arise, the Company proposes to refresh the Existing General Mandate accordingly.

Esperanza comprises two core operating entities, namely EF Hong Kong and EF Commodities. EF Hong Kong specialises in security token offerings solution, leveraging its affiliate's potential regulator permitted infrastructure to tokenise investment opportunities, including live entertainment assets under Hong Kong's securities law framework. EF Commodities issues Digitalized Gold-backed Instrument, its holders may redeem one kilogram of 999.9 physical gold bars owned by EF Commodities and stored in a Hong Kong vault managed by Brink's Hong Kong Limited in exchange for 100,000 digital certificates with EF Commodities, with trading facilitated through its platform.

Both entities operate under Esperanza's proprietary "Espetopia" platform, which combines institutional grade compliance with blockchain technology. Esperanza is backed by a team and advisors with proven expertise in financial regulation, including government advisors and professionals holding SFC licenses for digital asset management. Their track record includes establishment of Hong Kong's first regulator permitted tokenized real estate fund, demonstrating their ability to bridge traditional finance with innovative tokenization models while adhering to strict regulatory standards.

There is a possibility that the Group may have funding needs arising from the investment in the newly expanded Security Token Business before the next annual general meeting of the Company expected to be held by end of February 2026 (the "**Forthcoming AGM**"), which could potentially exceed the fund-raising size permitted by the Existing General Mandate.

To the Directors' knowledge, information and belief, and having made all reasonable enquiries, Esperanza and its ultimate beneficial owners are Independent Third Parties. Therefore, the Directors are of the view that the entering into of the Partnership Agreement does not constitute a connected transaction under Chapter 20 of the GEM Listing Rules.

In light of the Group's business expansion to the Security Token Business, we have discussed with the Directors and be advised that based on the preliminary assessment by the Directors, the funding needs of further equity investment in Esperanza is possibly to exceed the fund-raising size by using the Existing General Mandate (i.e. 563,472 new Shares issuable under the Existing General Mandate). If the proposed grant of the New General Mandate is approved by the Independent Shareholders on the EGM, 34,253,888 new Shares issuable under the New General Mandate can raise a higher fund-raising size, representing a higher flexibility in terms of the amount to be raised for the Company. The Directors are of the view that the proposed grant of the New General Mandate offers a higher amount of fund-raising to meet the funding needs of the further equity investment in Esperanza than the usage of the Existing General Mandate.

Given the dynamic nature of the possible investments as mentioned above, pursuing them may involve multiple transactions with different parties, investment timelines and structures, among others, (i) potential investments in target companies that involve issuance of the Company's securities; (ii) attracting strategic investors to invest in the Company through the Group's new business vertical; and (iii) fund-raising activities to support the business development. As a result, the Board believes that the refreshment of Existing General Mandate serves multiple strategic purposes beyond fund-raising, including facilitating potential investor participation and strategic collaborations as mentioned above, and balances shareholder oversight with the operational agility needed to capitalise on time-sensitive opportunities, as requiring specific mandates for each opportunity may impose impractical administrative burdens and delay execution in this case.

As at the Latest Practicable Date, save for the announced Partnership Agreement and memorandum of understanding, certain negotiations were undergoing. The Company will make further announcement(s) in accordance with the GEM Listing Rules as and when appropriate.

Greater flexibility as compared with issuing new Shares under specific mandate

In the context of the dynamic business environment and the current business development of the Group, time is of the essence in terms of securing suitable investment and fund-raising opportunities. As mentioned above in this paragraph, the Forthcoming AGM is about five months away from the Latest Practicable Date. As required under the GEM Listing Rules, should there be any further funding needs, including but not limited to the further equity investment in Esperanza, in excess of the Existing General Mandate which would allow the issue of up to 563,472 new Shares, the Company is required to publish announcement(s), issue circular(s) and seek for the Shareholders' approval in a general meeting. If the proposed grant of the New General Mandate is approved by the Independent Shareholders at the EGM, when there are any further funding needs, including but not limited to the further equity investment in Esperanza, or if attractive offer for investment in the Shares is received from potential investors before the Forthcoming AGM, the Board will be able to respond to the market or such investment offer promptly by considering the issue of Shares at the maximum of 20% of the issued Shares as at the date of the EGM. The Directors consider that fund-raising activities conducted under the New General Mandate are simpler and faster than other types of fund-raising activities. The Directors also consider that fund-raising activities conducted under specific mandate may not be the most suitable fund-raising method for the purpose of capturing investment opportunities in a timely manner due to the lengthy formalities associated with holding a general meeting to obtain the Shareholders' approval after the terms of the potential investment opportunities and proposed new Shares issuance are finalised. On the other hand, the grant of the New General Mandate would avoid the uncertainties of not obtaining a specific mandate in a timely fashion and is a more expeditious solution for the Company to respond quickly to market conditions and fund-raising opportunities. In addition, whenever an attractive offer for investment in the Shares is received by the Company from potential investors before the Forthcoming AGM, the Directors will be able to react promptly to such fund-raising opportunities by considering the issue of new Shares under the New General Mandate.

In light of the above, the Directors consider that the refreshment of the Existing General Mandate offers the Company with greater financing flexibility to cope with the funding needs of the Company and enables the Company to respond swiftly to market conditions and investment opportunities should such arise before the Forthcoming AGM by providing a more efficient process of fund-raising and avoiding the uncertainties of not obtaining a specific mandate in a timely fashion.

Our view

Having considered that

(i) the grant of the New General Mandate provides the Board a flexible tool of fund-raising for any future allotment and issue of Shares on behalf of the Company as and when considered necessary before the Forthcoming AGM;

(ii) the grant of the New General Mandate provides the Board a higher amount of fund-raising than the usage of the Existing General Mandate before the Forthcoming AGM;

(iii) it may not be fruitful for the Company to approach potential investors due to the uncertainties over the time required to secure approval for a specific mandate and that such approval may not be obtained;

(iv) the Existing General Mandate only represents approximately 0.33% of the existing issued Shares as at the Latest Practicable Date. Such reduction in the potential issuance under the Existing General Mandate from 20% to 0.33% of the total issued Shares was attributable to (i) the Rights Issue, which is a fund-raising mean that allows all Shareholders to participate; and (ii) the Acquisition. Therefore, the refreshment of the Existing General Mandate, together with previous fund-raising activities and the Acquisition, would not result in any material dilution to minority Shareholders;

(v) the Directors will exercise due and careful consideration when choosing the financing method available to maximize the interests of the Company and the Shareholders as a whole; and

(vi) appropriate announcement(s) of any future fund-raising activities, business developments and/or investment opportunities will be made as and when necessary in accordance with the GEM Listing Rules,

we concur with the Directors' view that the Group has immediate need to obtain the grant of the New General Mandate from the Independent Shareholders on the EGM so as to raise adequate fund in a timely manner for the further equity investment in Esperanza, which is fair and reasonable and in turn in the interests of the Company and the Shareholder as a whole.

3. Other financing alternatives

As discussed with the Directors, they also consider other financing alternatives apart from equity or equity-related financing by utilising the New General Mandate, such as debt financing, rights issue, open offer or internal cash resources to meet the financial requirements of the Group, if appropriate, taking into consideration of the Group's financial position, capital structure and cost of funding of the Group as well as the prevailing market condition. However, the Directors notes that other financing alternatives may be less appropriate for the aforementioned Security Token Business, as it focuses more on the specific partnerships and investments with industry players.

Debt financing

The Directors consider equity or equity-related financing to be an important avenue of funding resource to the Group since it can reduce the reliance on debt financing, which will increase the debt gearing ratio of and create additional interest paying obligations on the Group. In addition, borrowing from financial institutions may be subject to lengthy due diligence and negotiations and less favourable terms as compared with equity-related financing. The terms of the financing facilities available to the Group may depend on the financial institutions' assessment and may require the Company to put up collateral and other securities for such financing facilities. Likewise, bond offering has similar concerns. Under current interest rate hikes, the investors may demand a higher yield from the Company to compensate for the increased cost of borrowing, which can make it more challenging for the Company to secure funding through bond offering. As the current interest rate remains relatively high level, the investors may demand a higher yield from the Company to compensate for the increased cost of borrowing, which can make it more challenging for the Company to secure funding through bond offering.

Pre-emptive issues

In respect of other pre-emptive issues such as rights issue and open offer, despite the fact that it allows existing Shareholders to subscribe for their entitlements and maintain their respective shareholding interests in the Company, it may impose financial burden on the existing Shareholders in uncertain market conditions and the ultimate fund-raising size could not be assured by the Company if conducted on a non-underwritten basis. Even if the Company is successful in procuring an underwriter, the underwriting commission is usually more costly than the placing commission as the obligation of the underwriter is on a fully underwritten basis while that of the placing agent is on a best effort basis, and may not be beneficial to the Company and the Shareholders as a whole. Furthermore, rights issue and open offer generally require preparation of legal documentation and fulfilment of additional administrative procedures, which are more time consuming and less cost effective. The Company may not be able to grasp potential business opportunities in a timely manner.

In particular, as the Company recently completed the Rights Issue on 29 April 2025, it may be challenging for the Company to leverage pre-emptive issues to raise fund, considering potential investor fatigue and a reduced appetite for further offerings within a short timeframe.

Our view

Taking into account that (i) the factors as discussed in the paragraph headed "2. Reasons for the grant of the New General Mandate" above in this letter; (ii) debt financing generally involves longer processing time and would inevitably impose further interest burden and repayment obligation to the Group; and (iii) other equity financing methods are also less time-sensitive and not able to provide the flexibility as issuing new Shares under the New General Mandate does, we consider that the proposed grant of the New General Mandate is in the interests of the Company and the Shareholders as a whole.

4. Fund-raising activities in the past twelve months

The Company has conducted the following equity fund-raising activities in the past twelve months period immediately preceding the Latest Practicable Date:

Date of announcement/ prospectus	Event	Net proceeds (approximate)	Intended use of net proceeds	Actual use of net proceeds as at the Latest Practicable Date
16 September 2025	Subscription of new Shares under specific mandate	HK$11.3 million	General corporate purposes	Not applicable as the subscription is still ongoing
28 March 2025	Rights Issue	HK$31.1 million	(i) HK$6.4 million to be used as establishment of a wholly-owned subsidiary to be incorporated in a gaming-friendly jurisdiction and the hiring of operational staff for the gaming platform;	(i) HK$2.0 million was used as establishment of a wholly-owned subsidiary to be incorporated in a gaming-friendly jurisdiction and the hiring of operational staff for the gaming platform;
			(ii) HK$15.4 million to be used as marketing expense for capturing new customers to take part in the gaming platform; and	(ii) HK$2.0 million was used as marketing expense for capturing new customers to take part in the gaming platform; and
			(iii) HK$9.3 million to be used as general working capital in the operation of existing licensed and non-licensed businesses	(iii) HK$9.3 million was used as general working capital in the operation of existing licensed and non-licensed businesses

5. Potential dilution to shareholdings of the Shareholders

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilisation of the New General Mandate (assuming no other Shares are issued or repurchased by the Company from the Latest Practicable Date up to and including the date when the New General Mandate is utilised in full), for illustrative and reference purpose:

Shareholders	**As at the Latest Practicable Date**		**Upon full utilisation of the New General Mandate (assuming there is no other change in the shareholding structure of the Company from the Latest Practicable Date)**	
	Number of Shares	*%*	*Number of Shares*	*%*
Controlling shareholder				
Tanner Enterprises Group Limited *(Note 1)*	83,296,723	48.63	83,296,723	40.53
Mr. Li Man Keung Edwin *(Note 1)*	37,559,800	21.93	37,559,800	18.28
Subtotal	120,856,523	70.56	120,856,523	58.81
Other Shareholders				
Mr. Yeung Chun Yue David *(Note 2)*	5,280,000	3.08	5,280,000	2.57
Mr. Hui Ringo Wing Kun *(Note 3)*	2,308,000	1.35	2,308,000	1.12
Public Shareholders	42,824,917	25.01	42,824,917	20.83
Subtotal	50,412,917	29.44	50,412,917	24.52
Maximum number of new Shares that can be issued under the New General Mandate	–	–	34,253,888	16.67
Total	171,269,440	100.00	205,523,328	100.00

Notes:

1. 83,296,723 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 37,559,800 Shares. The aggregate Shares beneficially owned by Mr. Li Man Keung Edwin is 120,856,523 Shares;

2. 5,280,000 Shares are held by Great Win Global Limited, which is wholly owned by Mr. Yeung Chun Yue David, an executive Director; and

3. 2,308,000 Shares are held by Bright Music Limited, which is wholly owned by Mr. Hui Ringo Wing Kun, an executive Director.

Assuming that (i) the grant of the New General Mandate is approved at the EGM; and (ii) no Shares will be issued and/or repurchased and cancelled from the Latest Practicable Date up to the date of the EGM, upon full utilization of the New General Mandate, 34,253,888 Shares can be issued, which represents 20% and approximately 16.67% of the aggregate number of the issued Shares as at the Latest Practicable Date and the aggregate number of the enlarged issued Shares respectively. The aggregate shareholdings of the other Shareholders will be diluted from approximately 29.44% as at the Latest Practicable Date to approximately 24.52% upon full utilisation of the New General Mandate, representing a potential maximum dilution in terms of shareholdings by approximately 16.67%.

We are aware of the potential dilution effect as a result of the utilisation of the New General Mandate. Nonetheless, we consider that the foregoing should be balanced by the following factors:

(i) the factors as discussed in the paragraph headed "2. Reasons for the grant of the New General Mandate" above in this letter;

(ii) the grant of the New General Mandate will empower the Directors to issue new Shares under the New General Mandate and provide the Company with flexibility and ability to capture any appropriate fund-raising or to capture investment opportunities in a timely manner if an attractive offer for investment in the Shares is received from potential investors before the Forthcoming AGM; and

(iii) the grant of the New General Mandate provides an alternative method of raising fund in a more efficient and cost-effective manner,

Having considered the above, we consider that the dilution effect on the shareholding interests of the other Shareholders as a result of the grant of the New General Mandate is acceptable.

RECOMMENDATION

Having taken into consideration of the above factors and reasons, we concur with the Directors' view that the proposed grant of the New General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend (i) the Independent Board Committee to advise the Independent Shareholders; and (ii) the Independent Shareholders, to vote in favour of the relevant resolution(s) at the EGM to approve the proposed grant of the New General Mandate.

Yours faithfully,
For and on behalf of
Dakin Capital Limited
Tam Kin Fong
Managing Director

Note: Mr. Tam Kin Fong is a responsible officer of Dakin Capital Limited, which is licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. He has been active in the field of corporate finance advisory for over 20 years, and has been involved in and completed various corporate finance advisory transactions.

The following is a summary of the principal terms of the Share Scheme Rules to be considered and approved by Shareholders at the EGM. It does not form part of, nor is it intended be part of, the Share Scheme Rules and it should not be taken as affecting the interpretation of the Share Scheme. The Directors reserve the right at any time prior to the EGM to make such amendments to the Share Scheme as they may consider necessary or appropriate provided that such amendments do not conflict in any material aspects with the summary in this appendix.

Purpose	The purpose of the Share Scheme is to provide the Company with a flexible means of, attracting, remunerating, incentivising, retaining, rewarding, compensating and/or providing benefits Eligible Participants through aligning the interests of Eligible Participants with those of the Company and Shareholders by providing them with an opportunity to acquire proprietary interests in the Company and become Shareholders, and thereby encouraging Eligible Participants to contribute to the long-term growth, performance and profits of the Company and to enhance the value of the Company and its Shares for the benefit of the Company and Shareholders as a whole.
Awards	An award granted under the Scheme by the Board to a Grantee, which may take the form of a Share Option or a Share Award, and which can be funded by new Shares (including treasury shares).
Scheme Administration	The Share Scheme shall be administered by the Scheme Administrator, being either the Board, the Remuneration Committee, and/or any committee of the Board or other person to whom the Board has delegated its authority to administer the Share Scheme in accordance with the Share Scheme Rules.
Eligible Participants	Eligible Participants are determined by the Scheme Administrator from time to time to be eligible to participate as grantees under the Share Scheme, and shall comprise Employee Participants only. An Employee Participant is any person who is an employee (whether full-time or part-time), director or officer of the Company or any of its subsidiaries on the Grant Date, including persons who are granted Awards under the Scheme as an inducement to enter into employment contracts with the Company or any of its subsidiaries, provided that a person shall not cease to be an employee in the case of (a) any leave of absence approved by the relevant member of the Group; or (b) any transfer of employment amongst members of the Group or any successor, and provided further that a person shall, for the avoidance of doubt, cease to be an employee with effect from (and including) the date of termination of his/her employment.

In assessing the eligibility of Employee Participants, the Board will consider all relevant factors as appropriate, including, among others (i) their skills, knowledge, experience, expertise and other relevant personal qualities; (ii) their performance, time commitment, responsibilities or employment conditions and the prevailing market practice and industry standard; (iii) their contribution expected to be made to the growth of the Group with reference to their historical contribution; (iv) their length of engagement or employment with the Group; and (v) their educational and professional qualifications, and knowledge in the industry.

Scheme mandate limit

The total number of new Shares which may be issued pursuant to all Awards to be granted under this Share Scheme and all options and awards to be granted under any other share schemes of the Company shall not exceed 10% of the Shares in issue (excluding treasury shares) as at the Adoption Date.

Awards that have lapsed in accordance with the terms of the Share Scheme will not be regarded as utilised for the purpose of calculating the Scheme Mandate Limit.

Awards that have been cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit.

Refreshing the scheme limit

The Company may refresh the Scheme Mandate Limit as currently in place from time to time, with the approval of Shareholders at general meeting and in accordance with the relevant requirements set out in the GEM Listing Rules (including Rule 23.03C(1)):

(a) from the later of three years after the Adoption Date or three years after the date of the previous shareholder approval for refreshment of the Scheme Mandate Limit, with the prior approval of Shareholders in general meeting by way of ordinary resolution; or

(b) at any time, with the prior approval of the Shareholders in general meeting and subject to compliance with relevant requirements set out in the GEM Listing Rules.

Maximum entitlement of each Eligible Participant

Unless approved by the Shareholders in the manner set out herein, the total number of Shares issued and to be issued in respect of all Awards granted under the Share Scheme together with all options and awards granted under any other share schemes of the Company to each Eligible Participant (excluding any options and awards lapsed) in any 12-month period up to and including the date of such grant shall not exceed 1% of the total number of Shares in issue (excluding treasury shares) on the date of such grant. Any further grant of Awards to an Eligible Participant which would exceed this limit shall be subject to the relevant requirements in the GEM Listing Rules, including:

(a) separate approval of the Shareholders in general meeting with the relevant Eligible Participant and their close associates (or associates if the relevant Eligible Participant is a connected person) abstaining from voting;

(b) a circular shall be sent to the Shareholders disclosing the information required to be disclosed under the GEM Listing Rules; and

(c) the number and terms of the Awards to be granted to such Eligible Participant shall be fixed before the Shareholders' approval is sought.

Further approval requirements

Any grant of Awards to any Director, chief executive or substantial shareholder of the Company, or any of their respective associates, shall be subject to the prior approval of the Remuneration Committee (excluding any member who is the proposed grantee) and the independent non-executive Directors (excluding any independent non-executive Director who is the proposed grantee). In addition:

(a) where any grant of Awards to any Director (other than an independent non-executive Director) or chief executive of the Company (or any of their respective associates) would result in the Shares issued and to be issued in respect of all the Awards (not Share Options) granted under the Share Scheme and (if any) all awards granted under any other share scheme(s) (excluding any Awards and any other awards lapsed in accordance with the terms of the share schemes) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue (excluding treasury shares) on the date of such grant; or

(b) where any grant of Awards to an independent non-executive Director or substantial shareholder of the Company (or any of their respective associates) would result in the number of Shares issued and to be issued in respect of all the Awards granted under the Share Scheme and (if any) all options and awards granted under any other share scheme(s) (excluding any Awards and any other options and awards lapsed in accordance with the terms of the share schemes) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of Shares in issue (excluding treasury shares) on the date of such grant;

such further grant of Awards must be approved by the Shareholders in general meeting in the manner required, and subject to the requirements set out, in the GEM Listing Rules. In particular, the Company must send a circular to the Shareholders. The Grantee, his associates and all core connected persons of the Company must abstain from voting in favour at such general meeting. The Company must comply with the relevant requirements under Rules 17.47A, 17.47B and 17.47C of the GEM Listing Rules.

Grant of Awards

The Scheme Administrator may, from time to time, in its absolute discretion select any Eligible Participant to be a Grantee and, subject to the Share Scheme Rules and all applicable laws, rules and regulations (including the GEM Listing Rules), grant an Award, which may take the form of a Share Option or a Share Award to such Grantee at any time within the period of 10 years from the Adoption Date. The nature, amount, terms and conditions of any such Award so granted shall be determined by the Scheme Administrator in its sole and absolute discretion.

In determining the number of Shares to be subject to the Award, the Scheme Administrator shall specify the number of Shares the Grantee shall receive upon vesting.

The Company shall, in respect of each Award, on the Grant Date issue an Award Letter to each Grantee in such form as the Scheme Administrator may from time to time determine setting out the terms and conditions of the Award, which may include the number of Shares the Grantee will receive upon vesting, the vesting criteria and conditions, the Vesting Date, any minimum performance targets that must be achieved and any such other details as the Scheme Administrator may consider necessary, and requiring the Grantee to undertake to hold the Award on the terms of the Award Letter and be bound by the provisions of the Share Scheme Rules.

Acceptance

The Scheme Administrator may determine in its absolute discretion the amount (if any) payable on application or acceptance of an Award and the period within which any such payments must be made, and such amounts (if any) and periods shall be set out in the Award Letter. Unless otherwise specified in the Award Letter, the Grantee shall have 10 Business Days from the Grant Date to accept the Award, following which, the portion not accepted by the Grantee shall automatically lapse.

Exercise Price

The Exercise Price for Share Options granted under the Share Scheme shall be determined by the Board at its absolute discretion (subject to any adjustments made), provided that it shall not be less than the highest of:

(a) the closing price of the Shares as shown in the daily quotations sheet of the Stock Exchange on the Grant Date, which must be a Business Day;

(b) the average of the closing prices of the Shares as shown in the daily quotations sheets of the Stock Exchange for the five (5) consecutive Business Days immediately preceding the Grant Date; and

(c) the nominal value of the Share on the Grant Date.

Vesting period

The Scheme Administrator may determine the vesting period and specify such period in the Award Letter. The vesting period may not be for a period less than 12 months from the Grant Date provided that for Employee Participants the Vesting Date may be less than 12 months from the Grant Date (including on the Grant Date) in the following circumstances:

(a) grants of "make whole" Awards to a new Employee Participant to replace the awards that the Employee Participant forfeited when leaving their previous employers;

(b) grants to an Employee Participant whose employment is terminated due to death or disability or event of force majeure, including an event of change in control of the Company as the result of a merger, scheme of arrangement or general offer, or in the event of a dissolution or liquidation of the Company. In those circumstances the vesting of Awards may accelerate;

(c) grants of Awards which are subject to the fulfilment of performance targets as determined in the conditions of the Grantee's grant;

(d) grants of Awards that are made in batches during a year for administrative and compliance reasons, in which case the vesting period may be shortened to take into account of the time from which the Award would have been granted if not for such administrative or compliance requirements;

(e) grants of Awards with a mixed or accelerated vesting schedule such that the Awards vest evenly over a period of 12 months or such that the Awards vest by several batches with the first batch to vest within 12 months from the Grant Date and the last batch to vest after 12 months from the Grant Date; or

(f) grants of Awards with a total vesting and holding period of more than 12 months.

Performance targets

The Scheme Administrator may in respect of each Award and subject to all applicable laws, rules and regulations determine such performance targets or other criteria or conditions for vesting of Awards in its sole and absolute discretion on a case-by-case basis. Any such performance targets, criteria or conditions shall be set out in the Award Letter. The performance targets refer to any performance measures, or derivations of such performance measures that may be related to the individual Grantee or the Group as a whole, or to a subsidiary, division, department, region, function or business unit of the Company. The following general factors will be taken into account when deciding the performance targets to be attached to an Award, including but not limited to (i) the financial results, operation performance, business growth or other indicators of the Group (or any of its segments); and (ii) the contribution, work performance as well as other specific personal factors of the individual Grantee that the Scheme Administrator may consider relevant. The performance targets will be assessed periodically, on an absolute basis or a relative basis (such as relative to a pre-established target, to previous year's results or to a designated comparison group), in each case as specified by the Scheme Administrator in its sole discretion.

For the avoidance of doubt, no performance target will be attached to any Award granted to the independent non-executive Directors.

Voting, dividend, transfer and other rights

Awards do not carry any right to vote at general meetings of the Company, nor any right to dividends, transfer or other rights (including those arising on a liquidation of the Company). No Grantee shall enjoy any of the rights of a Shareholder by virtue of the grant of an Award unless and until the Shares underlying an Award are delivered to the Grantee pursuant to the vesting of such Award. Subject to the foregoing, the Shares to be delivered to the Grantee upon the vesting of the Award shall be subject to all the provisions of the Articles and shall rank *pari passu* in all respects with, and shall have the same dividends, transfer or other rights (including those arising on a liquidation of the Company) as the existing fully paid Shares in issue on the date on which those Shares are delivered pursuant to the vesting of the Award.

Clawback

In the event that:

(a) a Grantee ceases to be an Eligible Participant by reason of the termination of his/her employment or contractual engagement with the Group for cause or without notice, or as a result of being charged/penalised/convicted of an offence involving the Grantee's integrity or honesty;

(b) a Grantee has engaged in serious misconduct or breaches the terms, including with respect to a policy or code of or other agreement with the Group, which is considered to be material; or

(c) the Award to the Grantee will no longer be appropriate and aligned with the purpose of the Scheme,

then the Scheme Administrator may make a determination at its absolute discretion that: (A) any Awards issued to that Grantee but not yet vested shall immediately lapse, regardless of whether such Awards have vested or not, (B) with respect to any Shares issued or transferred to that Grantee, the Grantee shall be required to transfer back to the Company or its nominee (1) the equivalent number of Shares, (2) an amount in cash equal to the market value of such Shares, or (3) a combination of (1) and (2), and/or (C) with respect to any Shares held by the Trustee for the benefit of the Grantee, those Shares shall no longer be held on trust for nor inure to the benefit of the Grantee.

Lapse of Awards

An Award shall lapse automatically upon the following events:

(a) the clawback mechanism being triggered;

(b) the expiry of any of the periods for accepting such Award;

(c) in respect of Awards which are subject to performance target(s) or other vesting condition(s), the Grantee fails to satisfy any performance target(s) or such other condition(s) as set out in the Award Letter;

(d) the Grantee breaching the rule against transferring such Award; and

(e) the Grantee forfeiting such Award.

Cancellation of Awards

The Scheme Administrator may cancel an Award with the prior consent of the Grantee.

Where the Company cancels an Award granted to an Eligible Participant and makes a new grant to the same Eligible Participant, such new grant may only be made within the available Scheme Mandate Limit approved by the Shareholders. The Awards cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit.

Duration of the Share Scheme

10 years commencing on the Adoption Date unless terminated earlier.

Amendment

The Scheme Administrator may amend the Share Scheme or an Award granted under the Share Scheme, provided that:

(a) the amendment must comply with the relevant requirements of Chapter 23 of the GEM Listing Rules; and

(b) Shareholders' approval at general meeting is required for the following:

(i) any amendment or alteration to the terms and conditions of the Share Scheme that is of a material nature or any amendment or alteration to those provisions that relate to the matters set out in Rule 23.03 of the GEM Listing Rules to the advantage of Eligible Participants;

(ii) any change to the authority of the Board or the Scheme Administrator to alter the terms of the Share Scheme; and

(c) any amendment or alteration to the terms of an Award the grant of which was subject to the approval of a particular body (such as the Board or any committee thereof, the independent non-executive Directors, or the Shareholders in general meeting) shall be subject to approval by that same body, provided that this requirement does not apply where the relevant alteration takes effect automatically under existing terms of the Share Scheme.

Termination

The Share Scheme shall terminate on the earlier of: (a) the 10th anniversary of the Adoption Date; and (b) such date of early termination as determined by the Board, provided that such termination shall not affect any subsisting rights in respect of the Awards already granted to any Grantee.

Restrictions on Transferability

Awards shall be personal to the Grantee to whom they are made and shall not be assignable or transferable, except in circumstances where the written consent of the Company has been obtained and a waiver has been granted by the Stock Exchange for such transfer in compliance with the requirements of the GEM Listing Rules and provided that any such transferee agrees to be bound by the Share Scheme Rules and the relevant Award Letter as if the transferee were the Grantee.

Restrictions on granting and Vesting of Awards

No Award shall be granted to any Eligible Participant nor shall a Vesting Date occur:

(a) in circumstances prohibited by the GEM Listing Rules or at a time when the relevant Eligible Participant would be prohibited from dealing in the Shares by the GEM Listing Rules (including the restriction on dealing in any securities of the listed issuer set out in GEM Listing Rules 5.56(a)) or by any other applicable rules, regulations or law;

(b) where the Company is in possession of any unpublished inside information in relation to the Company, until (and including) the trading day after such inside information has been announced;

(c) if the Company or any of its subsidiaries is required under applicable laws, rules or regulations to issue a prospectus or other offer documents in respect of such grant or the Share Scheme;

(d) where such grant or dealing in the Shares in respect of such grant would result in a breach by the Company or any of its subsidiaries or any of its directors of any applicable laws, rules, regulations or codes in any jurisdiction from time to time;

(e) in circumstances where the requisite approval from any applicable governmental or regulatory authority has not been obtained, provided that to the extent permissible in accordance with applicable laws, rules and regulations, an Award may be made conditional upon such approval being obtained;

(f) in circumstances which would result in a breach of the Scheme Mandate Limit, provided that to the extent permissible in accordance with applicable laws, rules and regulations, an Award may be made conditional upon the Scheme Mandate Limit being refreshed or approval of Shareholders being otherwise obtained; or

(g) where such Award is to a connected person and under the GEM Listing Rules requires the specific approval of Shareholders, until such approval of Shareholders is obtained, provided that to the extent permissible in accordance with applicable laws, rules and regulations, an Award may be made conditional upon such specific shareholder approval being obtained,

and any such grant or vesting so made (or made without being subject to the necessary conditions contemplated above) shall be null and void to the extent (and only to the extent) that it falls within the circumstances described above.

Alterations in share capital

In the event of any alteration in the capital structure of the Company by way of capitalisation issue, rights issue, subdivision or consolidation of Shares or reduction of the share capital of the Company (other than as a result of an issue of Shares as consideration in a transaction) after the Adoption Date, the Scheme Administrator shall make such corresponding adjustments as the Scheme Administrator in its discretion may deem appropriate to reflect such change with respect to:

(a) the number of Shares comprising the Scheme Mandate Limit, provided that in the event of any Share subdivision or consolidation the Scheme Mandate Limit as a percentage of the total issued Shares at the date immediately before any consolidation or subdivision shall be the same on the date immediately after such consolidation or subdivision;

(b) the number of Shares comprised in each Award to the extent any Award has not vested; and

(c) the exercise price of any Share Option,

or any combination thereof, as the auditors or an independent financial adviser engaged by the Company for such purpose have certified to the Directors in writing that the adjustments (other than any made on a capitalisation issue) satisfy the relevant requirements of the GEM Listing Rules and are, in their opinion, fair and reasonable either generally or as regards any particular Grantee, provided always that: (i) such adjustment should give each Grantee the same proportion of the equity capital of the Company, rounded to the nearest whole Share, as that to which that Grantee was previously entitled prior to such adjustments; and (ii) no such adjustments shall be made which would result in a Share being issued at less than its nominal value. The capacity of the auditors or the independent financial adviser (as the case may be) is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on the Company and the Grantees.

To the extent not otherwise determined by the Scheme Administrator in accordance with the above and the requirements of the GEM Listing Rules, the default method of adjustment for various alterations in share capital events are set out below:

Capitalisation issue	***Adjustment of number of Shares underlying outstanding Awards*** $Q = Q0 \times (1 + n)$ Where: Q0 represents the number of Shares underlying outstanding Awards prior to adjustment; n represents the rate of increase per Share resulting from the capitalization issue; Q represents the number of Shares underlying outstanding Awards after adjustment.
Rights issue	***Adjustment of number of Shares underlying outstanding Awards*** $Q = Q0 \times P1 \times (1 + n) \div (P1 + P2 \times n)$ Where: Q0 represents the number of Shares underlying outstanding Awards prior to adjustment; P1 represents the closing price of Shares on the record date; P2 represents the subscription price of the rights issue of Shares; n represents the ratio of the rights issue allotment; Q represents the number of Shares underlying outstanding Awards after adjustment.
Share consolidation, share subdivision or reduction of share capital	***Adjustment of number of Shares underlying outstanding Awards*** $Q = Q0 \times n$ Where: Q0 represents the number of Shares underlying outstanding Awards prior to adjustment; n represents the ratio of share consolidation, share subdivision or reduction of share capital; Q represents the number of Shares underlying outstanding Awards after adjustment.

HATCHER GROUP LIMITED
亦辰集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8365)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**Meeting**") of Hatcher Group Limited (the "**Company**") will be held at 21/F., Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong on Monday, 3 November 2025 at 5:00 p.m. (Hong Kong time), or at any adjournment thereof, for the purpose of considering and, if thought fit, passing (with or without amendment) the following resolutions:

ORDINARY RESOLUTIONS

1. "**THAT,**

   a) the general mandate (the "**Existing General Mandate**") granted to the directors of the Company (the "**Directors**") to allot, issue and deal with the unissued shares of the Company pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 21 February 2025 (the "**Last AGM**") be and is hereby revoked (without prejudice to any valid exercise of the Existing General Mandate prior to the passing of this resolution); and

   b) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company ("**Shares**") (including any sale or transfer of treasury shares) and to make or grant offers, agreements and options, which would or might require Shares to be allotted, issued or dealt with, whether during or after the end of the Relevant Period be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant: (i) a rights issue where Shares are offered to shareholders ("**Shareholders**") of the Company on a fixed record date in proportion to their then holdings of Shares in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company); or (ii) any scrip dividend or similar arrangement providing for the allotment of securities in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or (iii) the exercise of subscription rights attaching to share options under any option scheme; or (iv) a specific authority granted by the Shareholders in general meeting of the Company, the additional Shares allotted, issued or dealt with (including Shares agreed conditionally or to be allotted, issued or dealt with, whether pursuant to an option or otherwise) shall not in aggregate exceed 20% of the aggregate number of Shares in issue at the date of passing this ordinary resolution and the said approval shall be limited accordingly; and

c) for the purpose of this ordinary resolution, "**Relevant Period**" means the period from the passing of this ordinary resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting is required by any applicable laws or the Company's articles of association to be held; and

(iii) the revocation or variation of the authority given under this ordinary resolution by an ordinary resolution of the Shareholders in general meeting."

2. "**THAT** conditional upon the passing of resolution numbered 1 set out above, the general and unconditional mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with Shares (including any sale or transfer of treasury shares) pursuant to resolution numbered 1 set out above be and is hereby extended by the addition thereto an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 as set out in the notice convening the Last AGM, provided that such amount shall not exceed 10% of the total number of Shares in issue at the date of the Last AGM."

3. "**THAT** the share incentive scheme, named as the Share Scheme (the "**Share Scheme**") proposed by the Board, a copy of which is produced to this meeting marked "A" and signed by the Chairman of the meeting for the purpose of identification, with the Scheme Mandate Limit (as defined in the Share Scheme) of 10% of the total issued and outstanding Shares as at the date of the Shareholders' approval of the Share Scheme, be and is hereby approved and adopted, and the Scheme Administrator (as defined in the Share Scheme) be and are hereby authorised to grant the awards ("**Awards**"), and do all such acts and execute all such documents as the Scheme Administrator may consider necessary or expedient in order to give full effect to the Share Scheme."

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

Hong Kong, 13 October 2025

* *For identification purpose only*

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Principal place of business in Hong Kong:
21/F., Grand Millennium Plaza,
181 Queen's Road Central,
Sheung Wan,
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.

2. Where The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

3. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM, i.e. not later than 5:00 p.m. on Saturday, 1 November 2025 (Hong Kong time), or any adjournment thereof.

4. The register of members of the Company will be closed from Tuesday, 28 October 2025 to Monday, 3 November 2025, both days inclusive, to determine the eligibility of the Shareholders to attend and vote at the Meeting. The record date for determining the entitlement of the Shareholders to attend and vote at the Meeting will be Monday, 3 November 2025. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Monday, 27 October 2025 (Hong Kong time).

5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

7. The voting at the Meeting shall be taken by way of poll.

8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions" announced by the Government of Hong Kong is/are in effect any time after 3:00 p.m. on the date of the EGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.hatcher-group.com and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, 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