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 your licensed securities dealer or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

HATCHER GROUP LIMITED
亦辰集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8365)

(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(3) EXTENSION OF GENERAL MANDATE TO ISSUE SHARES;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting ("**AGM**") of the Company to be held at Suites 707-709, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong on Monday, 9 February 2026 at 11:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the AGM is also enclosed with this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same to the Company's Hong Kong branch share registrar and transfer office, 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 less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular together with the form of proxy will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least 7 days from the date of its publication and on the Company's website at www.hatcher-group.com.

* *For identification purpose only*

16 January 2026

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

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, the following expressions have the following meanings unless the context requires otherwise:

"AGM"	the annual general meeting of the Company to be held at Suites 707-709, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong on Monday, 9 February 2026 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting as set out on pages 14 to 18 of this circular, or any adjournment thereof
"Articles"	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Company"	Hatcher Group Limited, a company incorporated under the laws of the Cayman Islands and the Shares of which are listed on GEM of the Stock Exchange (stock code: 8365)
"Director(s)"	the director(s) of the Company
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time
"General Mandates"	the Issue Mandate and the Repurchase Mandate
"Group"	the Company and its subsidiaries from time to time
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all the powers of the Company to issue, allot and deal with Shares (including any sale and transfer of treasury shares) not exceeding 20% of the aggregate number of the issued Shares (excluding any treasury shares) as at the date of passing the relevant resolution at the AGM

"Latest Practicable Date"	12 January 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all the powers of the Company to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares (excluding any treasury shares) as at the date of passing the relevant resolution at the AGM
"SFC"	the Securities and Futures Commission of Hong Kong
"Share(s)"	the ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
"treasury shares"	has the meaning ascribed to such term under the GEM Listing 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 *(Chief Executive Officer)*
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:
Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong:
Suites 707-709, 7/F
12 Taikoo Wan Road
Taikoo
Hong Kong

16 January 2026

To the Shareholders

Dear Sir or Madam,

(1) RE-ELECTION OF RETIRING DIRECTORS; (2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (3) EXTENSION OF GENERAL MANDATE TO ISSUE SHARES; AND (4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Directors wish to seek the approval of the Shareholders at the AGM for, among other matters, the proposed re-election of the retiring Directors, the proposed grant of the Issue Mandate and the Repurchase Mandate, the proposed extension of the Issue Mandate, and the proposed re-appointment of the auditor of the Company.

The purpose of this circular is to give you the information regarding the resolutions to be proposed at the AGM relating to the above matters and to provide you with the notice of the AGM.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises (i) three executive Directors, namely, Mr. Li Man Keung Edwin ("**Mr. Li**"), Mr. Hui Ringo Wing Kun ("**Mr. Hui**") and Mr. Yeung Chun Yue David, (ii) one non-executive Director, namely, Ms. Chan Hiu Shan, and (iii) three independent non-executive Directors, namely, Mr. William Robert Majcher ("**Mr. Majcher**"), Mr. Ho Lik Kwan Luke and Mr. Lau Pak Kin Patric.

Pursuant to Articles 83(3) and 84 of the Articles, Mr. Li, Mr. Hui and Mr. Majcher (the "**Retiring Directors**") will retire from office and being eligible, offer themselves for re-election at the AGM.

Mr. Majcher, being independent non-executive Director eligible for re-election at the AGM, has provided a confirmation of his independence to the Board. On such basis, and considering the factors set out in Rule 5.09 of the GEM Listing Rules, the Board considers that Mr. Majcher continues to be independent.

Mr. Majcher has solid knowledge and experience in anti-money laundering from his involvement in the investigation of money laundering cases in the United States of America and Canada. The Board is of the view that Mr. Majcher would bring to the Board his own perspectives, skills and experience, as further and more particularly described in his biographical details set out in Appendix I to this circular. Based on the Company's board diversity policy, the Board is of the view that Mr. Majcher can contribute to the diversity of the Board.

Having regard to the experience, skill and expertise as well as the overall board diversity of the Company, the nomination committee of the Company recommended re-election of the Retiring Directors to the Board. Accordingly, the Board has proposed that each of the Retiring Directors, namely Mr. Li, Mr. Hui and Mr. Majcher, stands for re-election as Director by way of separate resolution at the AGM.

Biographical details of the Retiring Directors proposed for re-election at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements of the GEM Listing Rules.

GENERAL MANDATE TO ISSUE SHARES

At an extraordinary general meeting of the Company held on 3 November 2025, an ordinary resolution was passed to approve the granting of a general mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the number of the issued shares of the Company as at that date (i.e. 34,253,888 Shares) (the "**Existing Issue Mandate**"). The Existing Issue Mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to issue, allot and deal with Shares (including any sale and transfer of treasury shares) not exceeding 20% of the aggregate number of the issued Shares (excluding any treasury shares) as at the date of the passing of the proposed resolution.

The Directors have no present intention to exercise the Issue Mandate (if granted to the Directors at the AGM).

The Issue Mandate allows the Company to issue, allot and deal with Shares only during the period ending on 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 of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, renewing or varying of the authority (the "**Relevant Period**").

As at the Latest Practicable Date, the issued share capital of the Company comprised 198,749,440 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are issued and allotted or repurchased prior to the date of the AGM, the Directors would be authorised to issue, allot and deal with a maximum of 39,749,888 new Shares under the Issue Mandate, representing 20% of the aggregate number of the issued Shares as at the date of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

On 21 February 2025, the Shareholders passed the resolution that general mandate to repurchase Shares (the "**Existing Repurchase Mandate**") was given to the Directors to repurchase Shares. The Existing Repurchase Mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares (excluding any treasury shares) as at the date of the passing of the proposed resolution. The Repurchase Mandate allows the Company to make purchases only during the Relevant Period.

The Directors have no present intention to exercise the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, the issued share capital of the Company comprised 198,749,440 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued and allotted or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 19,874,944 Shares under the Repurchase Mandate, representing 10% of the aggregate number of the issued Shares as at the date of the AGM.

An explanatory statement required by the GEM Listing Rules is set out in Appendix II to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Conditional upon the passing of the resolutions to grant the General Mandates, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

RE-APPOINTMENT OF AUDITOR

The Board proposed the re-appointment of Baker Tilly Hong Kong Limited as the auditor of the Company and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders at the AGM.

AGM

A notice convening the AGM is set out on pages 14 to 18 of this circular. The AGM will be held at Suites 707-709, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong on Monday, 9 February 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, approving the resolutions as set out therein. According to Rule 17.47(4) of the GEM Listing Rules, the voting at the AGM will be taken by poll.

A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the Company's Hong Kong branch share registrar and transfer office, 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 less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 4 February 2026 to Monday, 9 February 2026, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 3 February 2026.

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.

RECOMMENDATION

The Directors believe that the re-election of the Retiring Directors, the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-appointment of the auditor of the Company are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all of the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

Particulars of the Retiring Directors who will be proposed for re-election at the AGM are set out below:

EXECUTIVE DIRECTORS

Mr. Li Man Keung Edwin

Mr. Li Man Keung Edwin ("**Mr. Li**"), aged 58, was appointed as an executive Director and the Executive Chairman of the Board on 25 January 2022. He is primarily responsible for formulating the Group's corporate strategy, planning, and business development, as well as overseeing its financials and risk management.

Mr. Li obtained a Diploma in Mechanical Engineering Technician – Drafting Design in 1990 and a Diploma in Electro-Mechanical Engineering Technician in 1991, both from Humber College Institute of Technology and Advanced Learning in Canada. Since 1991, he has been a director of Kwoon Kwen Metal Ware Company Limited, a Hong Kong-incorporated company principally engaged in the manufacturing of small metal parts, power tools, and machinery parts. He has also been a director of Kwoon Kwen Ying Enterprises Limited since 1994, a Hong Kong-incorporated company principally engaged in property development.

Mr. Li has been an executive director of Cornerstone Technologies Holdings Limited (stock code: 8391), a company listed on GEM of the Stock Exchange, since 24 August 2020. Mr. Li currently serves as a standing committee member of the Guangzhou Panyu District Committee of the Chinese People's Political Consultative Conference. In 2025, he was awarded the Medal of Honour (M.H.) under The Hong Kong Special Administrative Region Honours and Awards System in recognition of his dedicated support and valuable contributions to charitable work in the community.

Mr. Li has entered into a letter of appointment with the Company for a term of three years commencing from 25 January 2025. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to the terms of his appointment, Mr. Li is entitled to a remuneration of HK$120,000 per annum which was determined with reference to the prevailing market conditions and his experience, duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Li is interested in 120,526,523 Shares, among which 82,966,723 Shares are held by Tanner Enterprises Group Limited and 37,559,800 Shares are held by him. Save as disclosed, Mr. Li does not have any other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Hui Ringo Wing Kun

Mr. Hui Ringo Wing Kun ("**Mr. Hui**"), aged 44, is an executive Director and chief executive officer of the Group. He has been a director of the Group since September 2013. He was appointed as a Director and was re-designated as an executive Director on 28 June 2016, appointed as the compliance officer of the Company on 29 June 2016 and chief executive officer of the Group on 25 January 2022. He is also a member of the remuneration committee of the Company. Mr. Hui is primarily responsible for overseeing the business corporate strategy, long term planning, all-round development and the daily operations of the Group and overseeing compliance and risk management. He is also responsible for business development of the Group, focusing on IPOs, M&A, capital markets and business consulting initiatives. Mr. Hui obtained a Bachelor of Science degree in management in July 2002 and a Master of Science degree in management in November 2003 from the London School of Economics and Political Science in the United Kingdom.

Mr. Hui has entered into a service agreement with the Company for an initial term of three years commencing from 26 May 2017. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Pursuant to the terms of his appointment, Mr. Hui is entitled to a remuneration of HK$2,160,000 per annum which was determined by the Board with reference to prevailing market condition and his experience, duties and responsibility with the Company.

As at the Latest Practicable Date, Mr. Hui is interested in 2,308,000 Shares, which are held by Bright Music Limited. Save as disclosed, Mr. Hui does not have any other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. William Robert Majcher

Mr. William Robert Majcher ("**Mr. Majcher**"), aged 63, was appointed as an independent non-executive Director on 4 May 2017. He is also the chairman of the nomination committee, and a member of the audit and remuneration committees of the Company with effect from 26 May 2017. He is primarily responsible for providing independent advice to the Board in areas including conflict of interests, strategy, performance, resources and standard of conduct of the Company. From July 1985 to August 2007, Mr. Majcher served in the Royal Canadian Mounted Police (RCMP) and was involved in the detection and prosecution of some publicly reported money laundering cases in the United States of America and Canada as an undercover agent.

Mr. Majcher lectures extensively to financial professionals on anti-money laundering and compliance matters. He has been a guest lecturer of the Faculty of Law of the University of Hong Kong on money laundering and terrorist financing matters. Mr. Majcher obtained a degree of Bachelor of Commerce from St. Mary's University, Halifax, Nova Scotia, Canada in May 1984.

Mr. Majcher has entered into a letter of appointment with the Company as independent non-executive Director for a term of three years commencing from 27 May 2023. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to the terms of his appointment, Mr. Majcher is entitled to a remuneration of HK$120,000 per annum which weas determined by the Board with reference to prevailing market condition and his experience, duties and responsibility with the Company.

As at the Latest Practicable Date, Mr. Majcher did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li, Mr. Hui and Mr. Majcher (i) do not hold any other position with the Company or any of its subsidiaries; (ii) did not hold any other directorships in any other public companies the securities of which are listed on any security market in Hong Kong or overseas in the three years prior to the date hereof; (iii) do not hold any other major appointment or professional qualification; and (iv) do not have any relationship with other Directors, senior management or substantial or controlling Shareholders (as defined under the GEM Listing Rules).

Save as disclosed above, there are no other matters concerning Mr. Li, Mr. Hui and Mr. Majcher that need to be brought to the attention of the Shareholders nor is there any information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

This appendix serves as an explanatory statement, as required under the GEM Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate. Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 198,749,440 Shares in issue and the Company did not have any treasury shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 19,874,944 Shares, representing 10% of the aggregate number of the issued Shares (excluding any treasury shares) as at the date of passing the resolution.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to the market conditions and the Company's capital management needs at the relevant time any repurchase of Shares is made.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

REASONS FOR REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Company to have general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangement at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for such purpose in accordance with the Articles, applicable laws of the Cayman Islands and the GEM Listing Rules. The Company may not repurchase its own Shares on GEM for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited consolidated financial statements contained in the annual report of the Company for the year ended 30 September 2025) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. No repurchase pursuant to the Repurchase Mandate would be made where such repurchase would have a material adverse impact on the working capital or gearing position of the Company unless the Directors consider such repurchases were in the best interests of the Company and the Shareholders as a whole.

EFFECT OF TAKEOVERS CODE

If, on the exercise of the powers to repurchase Shares pursuant to the Repurchase Mandate, the Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Directors, the following Shareholders had interests representing 5% or more of the issued Shares:

Name of Shareholders	**Capacity**	**Number of Shares held[1]**	**Approximate percentage of total number of issued Shares**	**Approximate percentage of total number of issued Shares (assuming the Repurchase Mandate is exercised in full)**
Mr. Li Man Keung Edwin[2, 3] ("**Mr. Li**")	Interests of controlled corporation/Beneficial owner	120,526,523 (L)	60.64%	67.38%
Tanner Enterprises Group Limited[2] ("**Tanner Enterprises**")	Beneficial owner	82,966,723 (L)	41.74%	46.38%

Notes:

(1) The letter "L" denotes the long position in the relevant Shares.

(2) Tanner Enterprises is wholly and beneficially owned by Mr. Li, an executive Director. Under the SFO, Mr. Li is deemed to be interested in all the Shares held by Tanner Enterprises.

(3) Mr. Li also directly holds 37,559,800 Shares.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate. The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances which they deem appropriate for the benefit of the Company and the Shareholders as a whole. However, the Directors have no intention to exercise the Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25% under the GEM Listing Rules.

GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on GEM during each of the previous twelve months and up to the Latest Practicable Date were as follows:

Month	**Highest**	**Lowest**
	HK$	*HK$*
2025		
January	0.340	0.310
February	0.385	0.223
March	0.360	0.285
April	0.390	0.260
May	0.405	0.270
June	0.305	0.242
July	0.280	0.245
August	2.160	0.249
September	2.490	1.450
October	2.500	1.870
November	2.100	1.850
December	2.750	2.030
2026		
January (up to the Latest Practicable Date)	2.410	2.000

SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on GEM or otherwise) during the previous six months immediately preceding the Latest Practicable Date.

HATCHER GROUP LIMITED
亦辰集團有限公司*

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Hatcher Group Limited (the "**Company**") will be held at Suites 707-709, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong on Monday, 9 February 2026 at 11:00 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "**Directors**") and the auditor of the Company for the year ended 30 September 2025.

2. (a) To re-elect Mr. Li Man Keung Edwin as an executive Director.

   (b) To re-elect Mr. Hui Ringo Wing Kun as an executive Director.

   (c) To re-elect Mr. William Robert Majcher as an independent non-executive Director.

3. To authorise the board of Directors to fix the remuneration of the Directors.

4. To re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company and to authorise the board of Directors to fix its remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. "**THAT**:

   (a) subject to paragraph (c) of this resolution, pursuant to the Rules (the "**GEM Listing Rules**") Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional shares (including any sale and transfer of treasury shares) of HK$0.01 each in the capital of the Company ("**Shares**") or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements or options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

* *For identification purpose only*

(b) the approval given in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of aforesaid powers after the end of the Relevant Period;

(c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be issued and allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) and (b) of this resolution, otherwise than pursuant to:

(i) a Rights Issue (as hereinafter defined); or

(ii) any issue of Shares upon exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares; or

(iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or

(iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company in force from time to time, shall not in total exceed 20% of the aggregate number of the issued Shares (excluding any treasury shares) at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the date of passing of this 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 of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, renewing or varying of the authority set out in this resolution.

"**Rights Issue**" means the issue, allotment or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion 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 jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

6. "**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on GEM of the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the articles of association of the Company and all applicable laws of the Cayman Islands and/or other applicable laws in this regards, be and the same is hereby generally and unconditional approved;

(b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

(c) the aggregate number of the Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of the issued Shares (excluding any treasury shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the time of the passing of this 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 of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, renewing and varying the authority set out in this resolution."

7. "**THAT** conditional upon the passing of resolutions numbered 5 and 6 as set out in the notice of the annual general meeting at which this resolution is considered, the general mandate granted to the Directors to issue, allot and deal with additional Shares (including any sale and transfer of treasury shares) pursuant to resolution numbered 5 above of which this resolution forms part be and is hereby extended by the addition thereto of the aggregate number of the Shares which may be repurchased or agreed to be repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such number of Shares so repurchased by the Company shall not exceed 10% of the aggregate number of the issued Shares (excluding any treasury shares) as at the date of passing of this resolution."

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

Hong Kong, 16 January 2026

Notes:

(1) Any member of the Company entitled to attend and vote at the annual general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her and so appointed shall have the same right as the member to speak at the annual general meeting. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.

(2) A form of proxy for use at the annual general meeting is enclosed herewith.

(3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.

(4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the annual general meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the annual general meeting or at any adjourned meeting (as the case may be) should they so wish.

(5) Where there are joint registered holders of any share, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the annual general meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall be accepted to exclusion of the votes of the other joint holders. Several executors or administrators of a deceased member of the Company in whose name any shares stands shall for this purpose be deemed joint holders thereof.

(6) For determining the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Wednesday, 4 February 2026 to Monday, 9 February 2026, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 3 February 2026.

(7) 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 9:00 a.m. on the date of the Meeting, the Meeting will be adjourned in accordance with the articles of association of the Company. 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 adjourned meeting.

As at the date of this notice, the executive Directors are Mr. Li Man Keung Edwin (Executive Chairman), Mr. Hui Ringo Wing Kun and Mr. Yeung Chun Yue David (Vice Chairman), the non-executive Director is Ms. Chan Hiu Shan, and the independent non-executive Directors are Mr. William Robert Majcher, Mr. Ho Lik Kwan Luke and Mr. Lau Pak Kin Patric.