HATCHER GROUP LIMITED
亦辰集團有限公司*

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

SUPPLEMENTAL ANNOUNCEMENT

DISCLOSEABLE TRANSACTION IN RELATION TO FORMATION OF JOINT VENTURE COMPANY IN PROVIDING AUTOMATED TRADING SERVICES FOR TOKENISED INVESTMENTS INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of Hatcher Group Limited dated 4 March 2026 relating to the formation of joint venture company with Esperanza Fintech Holdings Limited (the "**Announcement**"). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board would like to further provide supplemental information in relation to the JV Agreement.

THE JV AGREEMENT

On 3 March 2026 (after trading hours), the Company entered into the JV Agreement with Esperanza, pursuant to which the Company and Esperanza will hold 51% and 49% equity interest in JV BVI Co respectively.

Capital commitment

As stated in the Announcement, the capital commitment for the JV Group is estimated at approximately HK$5 million (the "**Initial Commitment**"), to be contributed by the Parties in proportion to their respective equity interest in JV BVI Co. Accordingly, the Company's capital commitment will be HK$2,550,000 (representing 51% of the Initial Commitment), and Esperanza's capital commitment will be HK$2,450,000 (representing 49% of the Initial Commitment). Any further capital commitment required for the future expansion of the JV Group's business shall be mutually agreed by the Parties.

Basis of consideration

In light of the Company's capital commitment of HK$2,550,000 and the market value of the Consideration Shares of HK$99,060,000 (derived from the closing price of HK$2.54 per Share as at 3 March 2026, being the date of the JV Agreement), the total consideration for the 51% equity interest in JV BVI Co amounts to HK$101,610,000 (the "**Consideration**").

The Consideration was arrived at after arm's length negotiations between the Company and Esperanza, taking into account, among others, (i) the minimal amount of paid-up share capital for the Licence as required under the SFO; (ii) the business development and future prospects of the JV Group; and (iii) the market value of companies engaged in relevant businesses. The Company's share of the Initial Commitment will be financed by internal resources of the Group.

As Completion is subject to the fulfilment or waiver (as the case may be) of the conditions precedent set out in the JV Agreement, the JV Agreement may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

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

Hong Kong, 5 March 2026

As at the date of this announcement, the Directors are:

Executive Directors:
Mr. Li Man Keung Edwin *(Executive Chairman)*
Mr. Hui Ringo Wing Kun
Mr. Yeung Chun Yue David *(Vice Chairman)*

Non-executive Director:
Ms. Chan Hiu Shan

Independent non-executive Directors:
Mr. William Robert Majcher
Mr. Ho Lik Kwan Luke
Mr. Lau Pak Kin Patric

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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

* *for identification purposes only*