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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)

COMPLETION OF DISCLOSEABLE TRANSACTION IN RELATION TO ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF THE TARGET COMPANY INVOLVING ISSUANCE OF PROMISSORY NOTES

Financial Adviser to the Company

建泉融資有限公司
VBG Capital Limited

Reference is made to the announcement of Hatcher Group Limited dated 25 September 2026 in relation to, among others, the acquisition of the entire issued share capital of Noah Ark International Group 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.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that all the condition precedents under the Agreement have been fulfilled and the Completion took place on 30 October 2026 in accordance with the terms and conditions of the Agreement. Upon Completion, the Target Company has become a direct wholly-owned subsidiary of the Company, and the financial results of the Target Group will be consolidated into the accounts of the Group. The Company has issued the Promissory Notes to the Vendor to settle the Consideration.

POSSIBLE SPIN-OFF AND SEPARATE LISTING OF THE TARGET COMPANY

As stated in the Announcement, the Target Company planned for listing in the United States ("**Listing**"). The Board is considering whether to continue the pursuit of Listing, which, if proceeded with, may be achieved by way of a spin-off in compliance with Practice Note 3 of the GEM Listing Rules. As at the date of this announcement, no further filing has been made with the Securities and Exchange Commission, and no final decision has been made as to whether to continue the pursuit of Listing.

Shareholders and potential investors in the Company should note that the possible spin-off is subject to, among other things, the final decisions of the respective boards of directors of the Company and the spun-off entity, the approval of the Shareholders pursuant to the articles of association of the Company for a distribution in specie, and the approval of the Stock Exchange. Accordingly, Shareholders and potential investors in the Company should be aware that there is no assurance that the possible spin-off will take place or as to when it may take place, and should therefore exercise caution when dealing in the Shares.

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

Hong Kong, 30 October 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 purpose only*