HATCHER GROUP LIMITED
亦辰集團有限公司*

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

CLARIFICATION ANNOUNCEMENT

Reference is made to (i) the circular of Hatcher Group Limited (the "**Company**") dated 10 January 2025 (the "**Circular**") in relation to, among other things, the Share Consolidation, the Change in Board Lot, the Rights Issue, the Underwriting Agreement, the Whitewash Waiver; and (ii) the announcement of the Company dated 24 January 2025 in relation to clarification of certain parts of the Circular (the "**First Clarification Announcement**"). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

The Company would like to provide further clarification of certain paragraphs in the Circular as below:

1. LETTER FROM THE BOARD

The Company hereby clarifies that (i) the second paragraph under the section headed "APPLICATION FOR WHITEWASH WAIVER" on page 34 in the Circular, and (ii) the second paragraph under the section headed "TAKEOVERS CODE IMPLICATIONS AND APPLICATION FOR WHITEWASH WAIVER" on page 46 in the Circular as follows, with relevant corrections being underlined:

"Assuming (i) there is no change in the number of issued Shares from 23 September 2024, being the date of the first Previous Announcement, up to and including the closing date of the Rights Issue; (ii) none of the Qualifying Shareholders have taken up their entitlements under the Rights Issue; and (iii)(a) a maximum of 88,452,080 Unsubscribed Rights Shares have been ~~taken up~~ underwritten by Tanner Enterprises and a maximum of 40,000,000 Unsubscribed Rights Shares have been placed under the Compensatory Arrangements, the aggregate shareholding of Mr. Li Man Keung Edwin, Tanner Enterprises and parties acting in concert with any of them in the Company (comprising Tanner Enterprises, Mr. Li Man Keung Edwin, Mr. Yeung Chun Yue David, Mr. Hui Ringo Wing Kun, Mr. Michael Stockford and Ms. Chan Hiu Shan), upon the close of the Rights Issue will increase from the current level of approximately 21.06% to approximately 56.91% of the issued share capital of the Company as enlarged by the issue of the Rights Shares; or (b) a maximum of 88,452,080 Unsubscribed Rights Shares have been underwritten by Tanner Enterprises and no Unsubscribed Rights Shares are placed under the Compensatory Arrangements, the aggregate shareholding of Mr. Li Man Keung Edwin, Tanner Enterprises and parties acting in concert with any of them in the Company (comprising Tanner Enterprises, Mr. Li Man Keung Edwin, Mr. Yeung Chun Yue David, Mr. Hui Ringo Wing Kun, Mr.

Michael Stockford and Ms. Chan Hiu Shan), upon the close of the Rights Issue will increase from the current level of approximately 21.06% to approximately 74.25% of the issued share capital of the Company as enlarged by the issue of the Rights Shares. Tanner Enterprises will, in the absence of the Whitewash Waiver, be obliged to make a mandatory cash offer for all issued Shares not already owned or agreed to be acquired by it pursuant to Rule 26.1 of the Takeovers Code."

Please refer to the shareholding structure of the Company on page 40 of the Circular for reference.

2. LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Company hereby clarifies that the second paragraph under the paragraph headed "Whitewash Waiver" on page 57 in the Circular as follows, with relevant corrections being underlined:

"Assuming (i) there is no change in the number of issued Shares from 23 September 2024, being the date of the first Previous Announcement, up to and including the closing date of the Rights Issue; (ii) none of the Qualifying Shareholders have taken up their entitlements under the Rights Issue; and (iii)(a) a maximum of 88,452,080 Unsubscribed Rights Shares have been ~~taken up~~ underwritten by Tanner Enterprises and a maximum of 40,000,000 Unsubscribed Rights Shares have been placed under the Compensatory Arrangements, the aggregate shareholding of Mr. Li Man Keung Edwin, Tanner Enterprises and parties acting in concert with any of them in the Company (comprising Tanner Enterprises, Mr. Li Man Keung Edwin, Mr. Yeung Chun Yue David, Mr. Hui Ringo Wing Kun, Mr. Michael Stockford and Ms. Chan Hiu Shan), upon the close of the Rights Issue will increase from the current level of approximately 21.06% to approximately 56.91% of the issued share capital of the Company as enlarged by the issue of the Rights Shares; or (b) a maximum of 88,452,080 Unsubscribed Rights Shares have been underwritten by Tanner Enterprises and no Unsubscribed Rights Shares are placed under the Compensatory Arrangements, the aggregate shareholding of Mr. Li Man Keung Edwin, Tanner Enterprises and parties acting in concert with any of them in the Company (comprising Tanner Enterprises, Mr. Li Man Keung Edwin, Mr. Yeung Chun Yue David, Mr. Hui Ringo Wing Kun, Mr. Michael Stockford and Ms. Chan Hiu Shan), upon the close of the Rights Issue will increase from the current level of approximately 21.06% to approximately 74.25% of the issued share capital of the Company as enlarged by the issue of the Rights Shares. Tanner Enterprises will, in the absence of the Whitewash Waiver, be obliged to make a mandatory cash offer for all issued Shares not already owned or agreed to be acquired by it pursuant to Rule 26.1 of the Takeovers Code."

The Company hereby clarifies that the second paragraph under the paragraph headed "3.6 Whitewash Waiver" on page 86 in the Circular as follows, with relevant corrections being underlined:

"Upon completion of the Rights Issue, assuming (i) there is no change in the number of issued Shares from 23 September 2024, being the date of the first Previous Announcement, up to and including the closing date of the Rights Issue; (ii) none of the Qualifying Shareholders have taken up their entitlements under the Rights Issue; and (iii)(a) a maximum of 88,452,080 Unsubscribed Rights Shares have been ~~taken up~~ underwritten by Tanner Enterprises and a maximum of 40,000,000 Unsubscribed Rights Shares have been placed under the Compensatory Arrangements, the aggregate shareholding of

Mr. Li Man Keung Edwin, Tanner Enterprises and parties acting in concert with any of them in the Company (comprising Tanner Enterprises, Mr. Li Man Keung Edwin, Mr. Yeung Chun Yue David, Mr. Hui Ringo Wing Kun, Mr. Michael Stockford and Ms. Chan Hiu Shan), upon the close of the Rights Issue will increase from the current level of approximately 21.06% to approximately 56.91% of the issued share capital of the Company as enlarged by the issue of the Rights Shares; or (b) a maximum of 88,452,080 Unsubscribed Rights Shares have been underwritten by Tanner Enterprises and no Unsubscribed Rights Shares are placed under the Compensatory Arrangements, the aggregate shareholding of Mr. Li Man Keung Edwin, Tanner Enterprises and parties acting in concert with any of them in the Company (comprising Tanner Enterprises, Mr. Li Man Keung Edwin, Mr. Yeung Chun Yue David, Mr. Hui Ringo Wing Kun, Mr. Michael Stockford and Ms. Chan Hiu Shan), upon the close of the Rights Issue will increase from the current level of approximately 21.06% to approximately 74.25% of the issued share capital of the Company as enlarged by the issue of the Rights Shares. Tanner Enterprises will, in the absence of the Whitewash Waiver, be obliged to make a mandatory cash offer for all issued Shares not already owned or agreed to be acquired by it pursuant to Rule 26.1 of the Takeovers Code."

Please refer to the shareholding structure of the Company on page 96 of the Circular for reference.

The Independent Financial Adviser has confirmed that the above clarification does not affect its opinion and recommendation as set out in the "Letter from the Independent Financial Adviser" in the Circular.

Save as disclosed above and in the First Clarification Announcement, all other information and contents stated in the Circular shall remain unchanged. This clarification announcement is supplemental to and should be read in conjunction with the Circular.

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

Hong Kong, 11 February 2025

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

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

Non-executive Director:
Ms. Chan Hiu Shan

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

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

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any such statement contained in this announcement misleading.

* *for identification purpose only*