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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)

(I) POLL RESULTS OF THE ANNUAL GENERAL MEETING AND THE EXTRAORDINARY GENERAL MEETING HELD ON 21 FEBRUARY 2025; AND (II) GRANT OF WHITEWASH WAIVER

References are made to (i) the circular of Hatcher Group Limited (the "**Company**") dated 15 January 2025 (the "**AGM Circular**"); (ii) the notice of the annual general meeting of the Company dated 15 January 2025 (the "**AGM Notice**"); (iii) the circular of the Company dated 10 January 2025 in relation to, among other things, the proposed Increase in Authorised Share Capital, proposed Change in Board Lot Size, the Rights Issue, the Underwriting Agreement, application for Whitewash Waiver, the proposed Capital Reduction and Sub-division and the CB Subscription (the "**EGM Circular**"); and (iv) the revised notice of the extraordinary general meeting of the Company dated 20 January 2025 (the "**Revised EGM Notice**"). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the AGM Circular and the EGM circular.

The Board announces on 21 February 2025 that, (i) all the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM; and (ii) all the proposed resolutions as set out in the Revised EGM Notice were duly passed by the Shareholders or the Independent Shareholders (as the case may be) by way of poll at the EGM.

Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, was appointed as the scrutineer for vote-taking at the AGM and the EGM.

The AGM was chaired by Mr. Hui Ringo Wing Kun. The EGM was chaired by Mr. Lau Pak Kin Patric. All Directors attended the AGM and the EGM either in person or by electronic means.

POLL RESULTS OF THE AGM

The poll results in respect of the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (Approximate % of total shares voted)	
		For	**Against**
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the auditor of the Company for the year ended 30 September 2024.	6,935,260 (99.99%)	120 (0.01%)
2.	(a) To re-elect Mr. Yeung Chun Yue David as an executive Director.	6,935,260 (99.99%)	120 (0.01%)
	(b) To re-elect Mr. Michael Stockford as an executive Director.	6,935,260 (99.99%)	120 (0.01%)
	(c) To re-elect Ms. Chan Hiu Shan as a non-executive Director.	6,935,260 (99.99%)	120 (0.01%)
	(d) To re-elect Mr. Lau Pak Kin Patric as an independent non-executive Director.	6,935,260 (99.99%)	120 (0.01%)
3.	To authorise the board of Directors to fix the remuneration of the Directors.	6,935,260 (99.99%)	120 (0.01%)
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.	6,935,260 (99.99%)	120 (0.01%)
5.	To grant a general mandate to the Directors to issue, allot and deal with additional shares of the Company.*	6,935,260 (99.99%)	120 (0.01%)
6.	To grant a general mandate to the Directors to repurchase the shares of the Company.*	6,935,260 (99.99%)	120 (0.01%)
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares of the Company by the addition of the aggregate number of the shares of the Company repurchased by the Company pursuant to the general mandate granted under resolution numbered 6.*	6,935,260 (99.99%)	120 (0.01%)

* *The full text of the resolutions is set out in the AGM Notice.*

As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions were duly passed as ordinary resolutions of the Company at the AGM.

As at the date of the AGM, there were 42,817,360 Shares in issue, which was the total number of Shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. No Shareholder was required under the GEM Listing Rules to abstain from voting on the resolutions at the AGM and there were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM pursuant to Rule 17.47A of the GEM Listing Rules. None of the Shareholders has stated their intention in the AGM Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

POLL RESULTS OF THE EGM

The poll results in respect of the resolutions proposed at the EGM were as follows:

Ordinary Resolutions^		**Number of Votes (Approximate % of total shares voted)**	
		For	**Against**
1.	To approve the proposed Increase in Authorised Share Capital.	7,537,580 (99.97%)	2,000 (0.03%)
2.	To approve the Rights Issue, the Underwriting Agreement, the Placing Agreement and the transactions contemplated thereunder.	7,537,580 (99.97%)	2,000 (0.03%)
3.	To approve the CB Subscription Agreement and the transactions contemplated thereunder.	7,537,580 (99.97%)	2,000 (0.03%)
Special Resolutions^		**Number of Votes (Approximate % of total shares voted)**	
		For	**Against**
4.	To approve the Capital Reduction and Sub-division.	7,537,580 (99.97%)	2,000 (0.03%)
5.	To approve the Whitewash Waiver and the transactions contemplated thereunder.	7,537,580 (99.97%)	2,000 (0.03%)

^ *The full text of the resolutions is set out in the Revised EGM Notice.*

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 3 above, all such resolutions were duly passed as ordinary resolutions of the Company.

As not less than 75% of the votes were cast in favour of each of the resolutions numbered 4 and 5 above, all such resolutions were duly passed as special resolutions of the Company.

As at the date of the EGM, there were 42,817,360 Shares in issue. As disclosed in the EGM Circular, 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 and their respective concert parties and associates, who collectively held 9,018,800 Shares, representing approximately 21.06% of the issued Shares, were required to abstain from voting on the resolutions numbered 2, 3 and 5 proposed at the EGM. Therefore, the total number of Shares entitling the holders to attend and vote for or against the resolutions numbered 1 and 4 proposed at the EGM was 42,817,360 Shares and the total number of Shares entitling the holders to attend and vote for or against the resolutions numbered 2, 3 and 5 proposed at the EGM was 33,798,560 Shares.

Save as disclosed above, no Shareholder was required under the GEM Listing Rules and the Takeovers Code to abstain from voting on the resolutions at the EGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the EGM pursuant to Rule 17.47A of the GEM Listing Rules. None of the Shareholders has stated their intention in the EGM Circular to vote against or to abstain from voting on any of the resolutions at the EGM.

GRANT OF WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on 19 February 2025, subject to, among other things, (i) the approval of the Whitewash Waiver by at least 75% of the Independent Shareholders at the EGM by way of poll; (ii) the approval by more than 50% of the Independent Shareholders at the EGM by way of poll in respect of the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder; and (iii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Underwriter, Mr. Li Man Keung Edwin and parties acting in concert with any of them between the date of the First Announcement and the completion of the Rights Issue. As at the date of this announcement, the aforesaid conditions (i) and (ii) have been fulfilled.

SHAREHOLDING STRUCTURE OF THE COMPANY

Sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon completion of the Rights Issue:

Substantial Shareholders and Directors	As at the date of this announcement		Assuming all Qualifying Shareholders take up their respective entitlements		Assuming no Qualifying Shareholders take up their respective entitlements under the Rights Issue and the Unsubscribed Rights Shares and the NQS Unsold Rights Shares are underwritten by the Underwriter and placed under the Compensatory Arrangements		Assuming the maximum Unsubscribed Shares and the NQS Unsold Rights Shares are underwritten by the Underwriter and no Unsubscribed Rights Shares are placed under the Compensatory Arrangements	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*	*Number of Shares*	*Approximate %*	*Number of Shares*	*Approximate %*
Tanner Enterprises *(Note 1)*	4,549,200	10.62%	18,196,800	10.62%	93,001,280	54.30%	93,001,280	70.85%
Mr. Li Man Keung Edwin *(Note 1)*	2,049,600	4.79%	8,198,400	4.79%	2,049,600	1.20%	2,049,600	1.56%
Mr. Yeung Chun Yue David *(Note 2)*	1,520,000	3.55%	6,080,000	3.55%	1,520,000	0.89%	1,520,000	1.16%
Mr. Hui Ringo Wing Kun *(Note 3)*	900,000	2.10%	3,600,000	2.10%	900,000	0.53%	900,000	0.69%
Total Shares held by Tanner Enterprises and concert parties	9,018,800	21.06%	36,075,200	21.06%	97,470,880	56.91%	97,470,880	74.25%
Public Shareholders								
Mr. Gan Fanglun	7,416,000	17.32%	29,664,000	17.32%	7,416,000	4.33%	7,416,000	5.65%
Placees	–	0.00%	–	0.00%	40,000,000	23.36%	–	0.00%
Other public shareholders	26,382,560	61.62%	105,530,240	61.62%	26,382,560	15.40%	26,382,560	20.10%
Total	42,817,360	100.00%	171,269,440	100.00%	171,269,440	100.00%	131,269,400	100.00%

Notes:

1. 4,549,200 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 2,049,600 Shares. The aggregate Shares beneficially owned by Mr. Li Man Keung Edwin is 6,598,800 Shares.

2. 1,520,000 Shares are held by Great Win Global Limited, which is wholly owned by Mr. Yeung Chun Yue David, an executive Director.

3. 900,000 Shares are held by Bright Music Limited, which is wholly owned by Mr. Hui Ringo Wing Kun, an executive Director.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHTS BASIS AND DESPATCH OF THE PROSPECTUS DOCUMENTS

The Rights Issue will proceed in accordance with the expected timetable set out in the revised expected timetable announcement of the Company dated 20 January 2025. Pursuant to the expected timetable, it is expected that the last day of dealings in the Shares on a cum-rights basis relating to the Rights Issue will be Tuesday, 25 February 2025 and the Shares will be dealt in on an ex-rights basis from Wednesday, 26 February 2025. The Prospectus Documents are expected to be despatched to the Qualifying Shareholders (or the Prospectus is expected to be despatched to the Non-Qualifying Shareholders for information only) on Friday, 7 March 2025.

WARNING OF THE RISKS OF DEALING IN THE EXISTING SHARES AND NIL-PAID RIGHTS SHARES

The Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms and the Underwriter not having terminated the Underwriting Agreement.

Please refer to the paragraph headed "Conditions of the Rights Issue" in the EGM Circular. If the conditions to the Rights Issue are not fulfilled, the Rights Issue will not proceed.

Any Shareholder or other person dealing in the Shares and/or Rights Shares up to the date on which all the conditions of the Rights Issue are fulfilled will accordingly bear the risk that the Rights Issue may not proceed.

Subject to the fulfilment of conditions, the Rights Issue will proceed on a non-fully underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares and is subject to the fulfilment of conditions. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholders in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.

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

Hong Kong, 21 February 2025

As at the date of this announcement, the Board comprises:

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 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.

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*