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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)

GRANT OF SHARE OPTIONS

This announcement is made by Hatcher Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 23.06A of 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 board (the “**Board**”) of Directors of the Company (the “**Director(s)**”) hereby announces that on 5 November 2025, the Company has offered to grant to certain employees of the Group (the “**Grantees**”), subject to acceptance by such Grantees, a total of 12,000,000 share options (the “**Share Option(s)**”) which will entitle the Grantees to subscribe for a total number of 12,000,000 ordinary shares of nominal value of HK\$0.25 each (the “**Share(s)**”) in the share capital of the Company under the share scheme adopted by the Company on 3 November 2025 (the “**Share Scheme**”).

Details of the Share Options granted to the Grantees are set out below:

Date of grant	:	5 November 2025 (after trading hours) (the “ Date of Grant ”)
Exercise price of the Share Options	:	HK\$2 to subscribe for one Share, which is determined based on the highest of: <ul style="list-style-type: none">(i) the closing price of HK\$1.87 per Share as quoted in the Stock Exchange’s daily quotation sheet on the Date of Grant;(ii) the average closing price of approximately HK\$1.97 per Share as quoted in the Stock Exchange’s daily quotation sheets for the five (5) business days immediately preceding the Date of Grant; and(iii) the nominal value of HK\$0.25 per Share.
Number of Share Options granted	:	12,000,000 Share Options (each Share Option shall entitle the holder of the Share Option to subscribe for one Share)

- Vesting date of the Share Options : The Share Options shall be vested on the first anniversary of the Date of Grant (the “**Vesting Date**”)
- The minimum vesting period stipulated in the Share Scheme is 12 months from the Date of Grant. The Board and remuneration committee of the Company (the “**Remuneration Committee**”) are of the view that a vesting period of 12 months for the Share Options is appropriate, having considered that the grant of Share Options serves as a recognition of the Grantees’ past contribution to the Group and as an incentive to the Grantees to continuous contribution to the development of the Group.
- Validity period of the Share Options : The Share Options shall be valid for 10 years commencing from the Date of Grant.
- Exercise period of the Share Options : From the Vesting Date to end of validity period of the Share Options
- Consideration for the grant : A fee of HK\$1 per Grantee is payable upon acceptance of the Share Options.
- Performance targets : There is no performance target attached to the Share Options.
- The purpose of the grant of the Share Options is to recognise, acknowledge and reward the Grantees for their past contributions to the Company, to provide incentives to the Grantees to further contribute to the Group and to align their interests with the best interests of the Company and its shareholders as a whole.
- Having considered that (i) the Share Options to be granted will give the Grantees an opportunity to have a personal stake in the Company, which will help motivate the Grantees in optimising their performance and efficiency; (ii) the number of Share Options to be granted is based on, among other things, the work performance, past contribution to the Group and potential of the Grantees; and (iii) the value of the Share Options is subject to the market price of the Shares, which in turn depends on the business performance of the Group, to which the Grantees would directly contribute, and the Grantees will benefit more from the Share Options if the price of the Shares increases, the Board and the Remuneration Committee considered that notwithstanding the absence of the performance targets, the grant of the Share Options aligns with the purpose of the Share Scheme.

- Clawback mechanism : The Share Options are subject to the clawback mechanism as set out in the rules of the Share Scheme, which may be triggered in certain circumstances, among others, the termination of a Grantee's employment for cause or serious misconduct.
- No financial assistance : The Group has not provided any financial assistance to the Grantees to facilitate the purchase of Shares under the Share Scheme.

As at the Date of Grant, the Company had 171,269,440 Shares in issue.

To the best knowledge of the Directors, as of the date of this announcement, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined under the GEM Listing Rules); and (ii) the Shares issued and to be issued in respect of all options and awards granted to each of the Grantees (excluding any options and awards lapsed in accordance with the terms of the scheme of the Company) in the 12-month period up to and including the Date of Grant does not exceed 1% of the total issued Shares (excluding treasury shares of the Company).

After the grant of the Share Options, a total of 5,126,944 Shares will be available for future grant pursuant to the Share Scheme.

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

Hong Kong, 5 November 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*)

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

* *for identification purpose only*