# HATCHER GROUP LIMITED
# 亦辰集團有限公司*

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

## VOLUNTARY ANNOUNCEMENT

## MEMORANDUM OF UNDERSTANDING IN RESPECT OF APPOINTMENT AS BROKER, DISTRIBUTOR, UNDERWRITER AND PROJECT FINANCIAL ADVISOR IN HONG KONG FOR SFC-PERMITTED TOKENISED INVESTMENTS MANAGED BY ESPERANZA

This announcement is made by Hatcher Group Limited (the "**Company**") on a voluntary basis to provide the Shareholders and potential investors of the Company with updated information in relation to the latest business development of the Group.

The Board is pleased to announce that on 25 February 2026, VBG Capital Limited ("**VBG Capital**"), a wholly owned subsidiary of the Company, and Esperanza Fintech (Securities) Limited ("**Esperanza**") entered into a non-legally binding memorandum of understanding ("**MOU**") in relation to VBG Capital acting as a broker, distributor and underwriter, and project financial advisor to its clients for tokenised investments managed by Esperanza (the "**Esperanza Tokenised Investments**").

Esperanza obtained confirmation from the SFC that it had no further comments regarding its application to conduct tokenised investment business, thereby permitting Esperanza to engage in tokenised investment activities.

Pursuant to the MOU:

1. Esperanza grants VBG Capital the priority rights to distribute Esperanza Tokenised Investments.

2. VBG Capital will provide underwriting services for designated Esperanza Tokenised Investments.

3. In respect of secondary market trading of Esperanza Tokenised Investments, VBG Capital will provide brokerage services to its clients.

4. Esperanza appoints VBG Capital as a designated financial advisor for tokenised investment projects, and will provide commercial and investor education support to VBG Capital and its clients in respect of tokenised investments.

The first batch of projects open for participation by eligible investors includes (i) Chris Wong 40th Anniversary Hong Kong Concert 2026; and (ii) a Korean pop boyband concert to be held in Malaysia on 11 April 2026 (project details to be announced upon ticket sales commencement). The Company expects that through this strategic cooperation with Esperanza, investors can enter the blockchain financial technology market in a compliant environment, practically implementing the concept of digital assets for the benefit of various industries in Hong Kong.

**Reasons and benefits of entering into the MOU**

To diversify its business operations and revenue streams, the Company has been actively seeking development opportunities in emerging financial sectors. The Board considers this partnership with Esperanza a strategic initiative to leverage the Group's expertise in financial services to expand the Group's business into Hong Kong's growing digital asset market. Through this collaboration, the Group obtains the right to distribute regulated security tokens, establishing its pioneering position in the institutional-grade digital asset distribution space. As security tokens gain significant attention among global institutional investors, this partnership comes at an opportune time. This strategic initiative not only diversifies the Group's service offerings but also provides a first-mover advantage in the rapidly developing tokenised asset market in a leading Asian financial centre.

The Board believes this collaboration will create sustainable value for Shareholders by establishing new revenue streams.

## INFORMATION ON ESPERANZA

Esperanza is a licensed corporation under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities. On 13 February 2026, Esperanza obtained confirmation from the SFC that it had no further comments on the tokenisation of funds managed by Esperanza, i.e. formal permission for Esperanza to conduct securities tokenisation business.

Esperanza Fintech (Hong Kong) Limited is a Hong Kong-headquartered financial technology group and an affiliated company of Esperanza. The licensed businesses of the group include (i) Esperanza Fintech (Commodities) Limited, which operates gold trading and tokenised gold business. It is a precious metals dealer registered with the Hong Kong Customs and Excise Department, with approved registered business including issuing, redeeming and trading gold-backed instruments at www.espetopia.com. Its Customs registration number is A-B-25-03-08913; (ii) Esperanza Fintech (Nominees) Limited, which operates custody of client assets. It is a trust or company service provider licensed by the Trust and Company Service Providers Register, with licensed business including providing asset custody services to clients. Its licence number is TC010260; and (iii) Esperanza, an associated company operating tokenised investment business.

## WARNING

The SFC's permission for Esperanza to conduct tokenised investment business does not represent support or encouragement for the public to invest in the relevant Esperanza Tokenised Investments. This announcement does not constitute a solicitation, invitation or recommendation to any person to enter into or attempt to enter into any of the transactions or any similar transactions referred to herein, nor does it constitute any prediction of future price movements. Investors should not make investment decisions solely based on this announcement. This announcement has not been reviewed by the SFC or any regulatory authority in Hong Kong.

## GENERAL

Shareholders and potential investors of the Company should note that the MOU only sets out the intentions of the parties to the possible cooperation, and the MOU will not be legally binding on the parties and will not create any statutory obligations. If a legally binding and formal agreement has been agreed and/or signed, the Company will make further announcement(s) in compliance with the GEM Listing Rules.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings:

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|---|---|
| "Board" | the board of Directors |
| "Director(s)" | the director(s) of the Company |
| "Esperanza" | Esperanza Fintech (Securities) Limited |
| "GEM Listing Rules" | the Rules Governing the Listing of Securities on GEM of the Stock Exchange |
| "Group" | the Company and its subsidiaries |
| "Hong Kong" | the Hong Kong Special Administrative Region of the People's Republic of China |

| | |
|---|---|
| "SFC" | the Securities and Futures Commission |
| "Shareholder(s)" | holder(s) of the Share(s) |
| "Shares(s)" | the ordinary share(s) in the share capital of the Company |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |

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

Hong Kong, 25 February 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*