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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Hatcher Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

HATCHER GROUP LIMITED

亦辰集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8365)

**(1) PROPOSED SHARE CONSOLIDATION;
(2) PROPOSED AMENDMENTS TO THE EXISTING SECOND AMENDED AND
RESTATED ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE
THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION; AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used on this cover shall have the same meanings as those defined in this circular, unless the context requires otherwise.

A letter from the Board is set out on pages 3 to 9 of this circular.

A notice convening the EGM to be held at 21/F., Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Wednesday, 3 January 2024 at 3:00 p.m. (Hong Kong time) is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. on or before Monday, 1 January 2024 at 3:00 p.m. (Hong Kong time)) or any adjournment thereof, provided that no account is to be taken of any part of a day that is a public holiday. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.

This circular will remain on the website of the Company at <https://www.hatcher-group.com/> and the website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page for at least seven days from the date of its posting.

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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EXPECTED TIMETABLE

Set out below is the expected timetable for the Share Consolidation, which is indicative only and has been prepared on the assumption that all the conditions of the Share Consolidation be fulfilled or otherwise waived:

Event	Date and Time
Expected despatch date of the Circular together with notice of EGM and proxy form for EGM	Friday, 8 December 2023
Latest time for lodging transfer documents of the Shares to qualify for attendance and voting at the EGM	4:30 p.m. on Friday, 22 December 2023
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM	Wednesday, 27 December 2023 to Wednesday, 3 January 2024 (both dates inclusive)
Latest time for lodging proxy forms for the EGM	3:00 p.m. on Monday, 1 January 2024
Record date for attendance and voting at the EGM	Wednesday, 3 January 2024
Expected date and time of the EGM to approve the proposed Share Consolidation	3:00 p.m. on Wednesday, 3 January 2024
Announcement of the poll results of the EGM	Wednesday, 3 January 2024
Register of members of the Company re-opens	Thursday, 4 January 2024
The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation.	
Effective date of the Share Consolidation	Friday, 5 January 2024
First day of free exchange of existing share certificates of Existing Shares for new share certificates of the Consolidated Shares	Friday, 5 January 2024
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Friday, 5 January 2024
Original counter for trading in the Existing Shares in board lots of 5,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Friday, 5 January 2024
Temporary counter for trading in board lots of 200 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Friday, 5 January 2024

EXPECTED TIMETABLE

Original counter for trading in Consolidated Shares in board lot of 5,000 Consolidated Shares (in the form of new share certificates for Consolidated Shares) re-opens	Friday, 19 January 2024
Parallel trading in the Consolidated Shares (in the form of existing share certificates and new share certificates for the Consolidated Shares) commences	9:00 a.m. on Friday, 19 January 2024
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares	9:00 a.m. on Friday, 19 January 2024
Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of the Consolidated Shares	4:00 p.m. on Thursday, 8 February 2024
Temporary counter for trading in Consolidated Shares in board lot of 200 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Thursday, 8 February 2024
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends	4:10 p.m. on Thursday, 8 February 2024
Last day and time for free exchange of existing share certificates of the Existing Shares for new share certificates of the Consolidated Shares	4:30 p.m. on Wednesday, 14 February 2024

DEFINITIONS

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

“Articles”	the articles of association of the Company as amended, supplemented or modified from time to time
“associates”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Hatcher Group Limited, a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on the Hong Kong Stock Exchange (stock code: 8365)
“connected person”	has the meaning set out in the GEM Listing Rules
“Consolidated Share(s)”	ordinary shares of HK\$0.25 each in the share capital of the Company after the Share Consolidation becoming effective
“Designated Broker” or “Funderstone”	Funderstone Securities Limited, a securities firm appointed by the Company to provide matching services, on a best effort basis, for the odd lots of the Consolidated Shares
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the proposed Share Consolidation and proposed amendments to the existing second amended and restated articles of association and the adoption of the third amended and restated articles of association
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation having become effective

DEFINITIONS

“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	4 December 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	has the meaning as defined in the GEM Listing Rules
“Share(s)”	the Existing Share(s) or the Consolidated Share(s), as the case may be
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	a subsidiary within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“%”	per cent.

LETTER FROM THE BOARD

HATCHER GROUP LIMITED 亦辰集團有限公司*

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

Executive Directors:

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

Independent non-executive Directors:

Mr. William Robert Majcher
Mr. Ho Lik Kwan Luke
Mr. Lau Pak Kin Patric

Registered office:

Cricket Square,
Hutchins Drive,
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

21/F., Low Block,
Grand Millennium Plaza
181 Queen's Road Central
Hong Kong

8 December 2023

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED SHARE CONSOLIDATION; AND
(2) PROPOSED AMENDMENTS TO THE EXISTING SECOND AMENDED AND
RESTATED ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE
THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

INTRODUCTION

Reference is made to the announcements of the Company dated 6 October 2023, 10 November 2023, 27 November 2023 and 4 December 2023 in relation to, among others, (i) the Share Consolidation; and (ii) proposed amendments to the existing second amended and restated articles of association and the adoption of the third amended and restated articles of association of the Company.

The purpose of this circular is to provide the Shareholders with, among other things, (i) further details of the Share Consolidation, the proposed amendments to the existing second amended and restated articles of association and the adoption of the third amended and restated articles of association of the Company; (ii) other information required under the GEM Listing Rules; and (iii) a notice convening the EGM.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board intends to put forward a proposal to the Shareholders to effect the Share Consolidation which involves the consolidation of every twenty-five (25) issued and unissued Existing Shares of par value HK\$0.01 each into one (1) Consolidated Share of par value of HK\$0.25 each. The Share Consolidation is conditional upon, among other things, the approval by the Shareholders by way of poll at the EGM.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon the following:

- (i) the passing of the ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation at the EGM;
- (ii) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation, if any; and
- (iii) the Listing Committee granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

The Share Consolidation will become effective on the second Business Day immediately following the fulfillment of the above conditions.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$20,000,000 divided into 2,000,000,000 Existing Shares of HK\$0.01 each, of which 892,034,000 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming no further Shares will be issued or repurchased between the date of the Latest Practicable Date and the date of the EGM, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$20,000,000 divided into 80,000,000 Consolidated Shares of HK\$0.25 each, of which 35,681,360 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank *pari passu* in all respects with each other in accordance with the Company's articles of association. The Share Consolidation will not result in any change in the relative rights or proportionate interests of the holders of shares of the same class.

Other than the relevant expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Group or the interests or rights of the Shareholders, save for any fractional Consolidated Shares which may arise and the necessary professional expenses for the implementation of the Share Consolidation.

LETTER FROM THE BOARD

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group and that on the date the Share Consolidation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Share Consolidation would be, unable to pay its liabilities as they become due. The Share Consolidation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Odd lot arrangements and matching services

In order to alleviate the difficulties arising from the existence of odd lot of the Consolidated Shares arising from the Share Consolidation, the Company has appointed an agent to stand in the market to provide matching services for sale and purchase of odd lot of the Consolidated Shares on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Shareholders who wish to take advantage of this facility should contact Mr. LAU Yan Kit at Funderstone at Room 1802, 18/F Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong (telephone number: (852) 2160 2124) from 9:00 a.m. on Friday, 19 January 2024 to 4:00 p.m. on Thursday, 8 February 2024.

Holders of odd lot of the Consolidated Shares should note that successful matching of the sale and purchase of odd lot of the Consolidated Shares are not warranted. Any Shareholder who is in any doubt about the odd lot arrangements is recommended to consult his/her/its own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation having become effective, Shareholders may, during the period from 9:00 a.m. on Friday, 5 January 2024 to 4:30 p.m. on Wednesday, 14 February 2024 (both days inclusive), submit the existing share certificates for the Existing Shares to the Registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares in green colour. Thereafter, existing share certificates for Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for Consolidated Shares at the expense of the Shareholders on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each existing share certificate cancelled or each new share certificate issued for Consolidated Shares (whichever is higher) but are not acceptable for delivery, trading and settlement purposes.

LETTER FROM THE BOARD

Closure of register of members for the EGM

The register of members of the Company will be closed from Wednesday, 27 December 2023 to Wednesday, 3 January 2024 (both dates inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM. No transfer of Shares will be registered during the above book closure period.

Listing and dealings

Application will be made by the Company to the Listing Committee for the granting of the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and the permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange, or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time and all necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, there are outstanding Share Options for subscription of an aggregate of 44,280,000 Existing Shares under the Share Option Scheme. The Share Consolidation may lead to adjustments to the exercise price and/or the number of Consolidated Shares falling to be issued upon exercise of the outstanding Share Options pursuant to the terms and conditions of the Share Option Scheme. The Company will publish announcement(s) on such adjustments as and when appropriate. Save for the aforesaid, the Company has no other outstanding convertible securities, options or warrants in issue which are convertible or exchangeable into Shares as at the Latest Practicable Date.

The Company will appoint its auditor or independent financial advisors to review and certify the basis of such adjustments to the respective conversion prices of the outstanding Share Options and the number of Consolidated Shares to be issued upon the exercise of the share options in accordance with (i) the requirements set out in Rule 23.03(13) of the GEM Listing Rules, (ii) the supplementary guideline regarding the adjustments to Share Options issued by the Stock Exchange on 5 September 2005 and (iii) the terms of the Share Option Scheme. The Company will make further announcements regarding the adjustments in accordance with the GEM Listing Rules in due course.

LETTER FROM THE BOARD

BOARD LOT SIZE

In order to facilitate the trading of the Consolidated Shares in a sizeable value, the Board announces that the proposed change of board lot size from 5,000 Consolidated Shares to 2,000 Consolidated Shares will not be proceeded and the board lot size shall remain at 5,000 Consolidated Shares after the Share Consolidation.

Based on the closing price of HK\$0.037 per Existing Share (equivalent to the theoretical closing price of HK\$0.925 per Consolidated Share) as at the Latest Practicable Date, (i) the value of each board lot of 5,000 Existing Shares is HK\$185; and (ii) the value of each board lot of 5,000 Consolidated Shares would be HK\$4,625 on the assumption that the Share Consolidation becomes effective.

REASONS FOR THE PROPOSED SHARE CONSOLIDATION

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995, the Stock Exchange reserves the right to require the issuer to change the trading method or to proceed with a consolidation or splitting of its securities.

Pursuant to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated on 1 October 2020, the expected board lot value should be greater than HK\$2,000 per board lot taking into account the minimum transaction costs for a securities trade. As at the Latest Practicable Date, the closing price of each Existing Share is HK\$0.037, with a board lot size of 5,000 Existing Shares, the Existing Shares are trading under HK\$185 per board lot.

The Existing Shares have been trading not exceeding HK\$1.70 each and from time to time below HK\$0.100 during the past 12 months. The Board considers that the proposed Share Consolidation, resulting in a theoretical price HK\$0.925 per Consolidated Share and HK\$4,625 per board lot of 5,000 Consolidated Shares (based on the closing price of HK\$0.037 per Existing Share as at the Latest Practicable Date), would enable the Company to avoid the occurrence of non-compliance with the trading requirements under the GEM Listing Rules. The Board believes the Share Consolidation will not have any material adverse effect on the financial position of the Company nor result in change in the relative rights of the Shareholders and are in the interests of the Company and the Shareholders as a whole.

In addition, it is believed that the adjusted share price as a result of the Share Consolidation would maintain the trading amount for each board lot at a reasonable level and will enhance the corporate image of the Company so as to make investing in the Shares more attractive to a broader range of institutional and professional investors and thus help to further broaden the shareholder base of the Company. The Directors also believe that the Share Consolidation will provide greater opportunity for and more flexibility in the Company’s possible equity fund raising or transactions involving the issuing of equity and derivatives in the future.

The Board considers that the Share Consolidation is essential to achieve the above-mentioned purpose. Taking into account of the potential benefits and the insignificant amount of costs to be incurred, the Board is of the view that the Share Consolidation is in the best interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Other corporate actions and fundraising activities in the next twelve months

As at the Latest Practicable Date, the Company does not have any current intention or plans to undertake any fundraising plans or any other corporate actions in the coming 12 months which may affect the trading in its shares. However, the Directors will not rule out any fundraising activities they may consider when it is reasonably necessary for the Group to raise fund to meet its operational needs or for future development. The Directors will carefully consider the likely impact on the Shareholders before they will proceed on any fundraising exercises.

Listing application

The Share Consolidation is conditional upon, among other things, the approval by the Shareholders by way of poll at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as none of the Shareholders or their associates would have any interest in the Share Consolidation, no Shareholder would be required to abstain from voting in favour of the resolution(s) relating to the Share Consolidation at the EGM.

PROPOSED AMENDMENTS TO THE EXISTING SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to make necessary changes to their constitutional documents to conform to the core shareholder protection standards set out in Appendix 3 "CORE SHAREHOLDER PROTECTION STANDARDS" to the GEM Listing Rules. As such, the Board proposes to, based on the advice of the Company's legal advisor as to Cayman Islands laws, (i) make certain amendments to the existing second amended and restated articles of association of the Company for the purpose of bringing the articles of association of the Company in line with the core shareholder protection standards set out in Appendix 3 to the GEM Listing Rules as well as making other consequential and housekeeping amendments (collectively the "**Proposed Amendments**"); and (ii) adopt the third amended and restated articles of association of the Company (the "**Third Amended and Restated Articles of Association**") incorporating and consolidating all the Proposed Amendments.

Details of the Proposed Amendments to be incorporated and consolidated in the Third Amended and Restated Articles of Association are set out in Appendix I to this circular. The Board would like to remind the Shareholders that the English version of the Third Amended and Restated Articles of Association shall always prevail in case of any discrepancy or inconsistency between English version and its Chinese translation.

The Proposed Amendments and the proposed adoption of the Third Amended and Restated Articles of Association are subject to the passing of a special resolution by the Shareholders at the EGM.

LETTER FROM THE BOARD

EGM

A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. The EGM will be convened at 21/F., Grand Millennium Plaza, 181 Queen's Road Central, Sheung Wan, Hong Kong on Wednesday, 3 January 2024 at 3:00 p.m. for the purpose of considering and, if thought fit, approving, among others, (i) the Share Consolidation; and (ii) the Proposed Amendments and the adoption of the Third Amended and Restated Articles of Association. According to Rule 17.47(4) of the GEM Listing Rules, the voting at the EGM will be taken by poll. As at the Latest Practicable Date, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the relevant resolutions to be proposed at the EGM.

A proxy form for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed on such form and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting at the EGM in person or any adjourned meeting, (as the case may be) should you so desire.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

RECOMMENDATION

The Directors consider that the Share Consolidation, and the Proposed Amendments and the adoption of the Third Amended and Restated Articles of Association as set out in the EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed in the EGM.

GENERAL

In case of any discrepancies between the Chinese and English versions of this circular, the English version shall prevail.

Your attention is also drawn to the additional information set out in the appendix to this circular.

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

Apart from the replacement of the word “Law” with “Act” in Articles 2.(1), 3.(2), 4., 4.(d), 6., 8.(1), 8.(2), 10., 12.(1), 13., 15., 19., 44., 48.(4), 49.(c), 61.(d), 70., 83.(2), 90., 98., 101.(3)(c), 107., 110.(2), 124.(1), 125.(2), 127., 128., 133., 134., 143.(1), 146., 147., 153. and 163.(2) of the existing second amended and restated articles of association of the Company, details of the Proposed Amendments are set out as follows.

Article No.	Proposed Amendments (showing changes to the existing second amended and restated articles of association of the Company)	
Table of contents	<u>Financial Year</u>	164A
Article 1.	The regulations in Table A in the Schedule to the Companies Act (<u>as defined in Article 22021-Revision</u>) do not apply to the Company.	
Article 2. (1)	<u>“Act”</u>	<u>the Companies Act, Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</u>
Article 2. (1)	“business day”	shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.
Article 2. (1)	<u>“clearing house”</u>	<u>a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction including but not limited to HKSCC.</u>
Article 2. (1)	<u>“close associate”</u>	<u>in relation to any Director, shall have the same meaning as defined in the rules governing the listing of securities on the Designated Stock Exchange (“Listing Rules”) as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.</u>

Article 2. (1)	“Law”	The Companies Act (2021 Revision) of the Cayman Islands.
Article 2. (1)	“HKSCC”	<u>Hong Kong Securities Clearing Company Limited.</u>
Article 2. (1)	“Statutes”	the Law <u>Act</u> and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.
Article 2. (h)	(h)	<p>references to a document (including, but without limitation, a resolution in writing) being <u>signed or</u> executed include references to it being <u>signed or</u> executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</p> <p>(i) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member; and</p> <p>(ij) Section 8 and Section 19 of the Electronic Transactions Act <u>Law</u> (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.</p>
Article 3. (4)	(4)	The Board may accept the surrender for no consideration of any fully paid share.
	(4)(5)	No share shall be issued to bearer.
Article 9.	9.	Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.
Article 10. (a)	(a)	<p>the necessary quorum (including other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and</p>

- Second sentence in Article 44. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in ~~an appointed newspaper or any other newspapers~~ in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.
- Article 51. 51. The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.
- Article 56. GENERAL MEETINGS
56. An annual general meeting of the Company shall be held ~~infor~~ each financial year other than the financial year of the Company's adoption of these Articles (~~within a period of not more than fifteen (15)and such annual general meeting must be held within six (6) months after the holdingend of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles,Company's financial year~~ (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.
- Article 58. 58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition.

- Article 59.(1) 59. (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days ~~and not less than twenty (20) clear business days~~. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days ~~and not less than ten (10) clear business days~~ but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, ~~subject to the Law~~, if it is so agreed:
- Article 61.(2) (2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person ~~or by proxy or~~ (in the case of a Member being a corporation) by its duly authorised representative or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy shall form a quorum for all purposes. A meeting of Members may be held by means of such telephone, electronic or other communications facilities through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.
- Immediately after Article 73.(1) (1A) All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.
- Second sentence in Article 81.(2) Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, the right to speak and vote, and where a show of hands is allowed, the right to vote individually on a show of hands.
- Article 83.(3) (3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director ~~appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board~~so appointed shall hold office only until the next following first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

- Article 83.(5) (5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (~~including a managing or other executive Director~~) at any time before the expiration of his ~~period~~term of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).
- Article 83.(6) (6) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution of the Members at the meeting at which such Director is removed.
- Article 113.(2) (2) Directors may participate in any meeting of the Board by means of a ~~conference—such~~ telephone, electronic or other communications ~~equipment—facilities~~ through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.
- Article 152.(1) AUDIT
152. (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.
- Article 152.(2) (2) The Members may, at any general meeting convened and held in accordance with these Articles, by ~~special~~ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.
- Article 154. 154. The remuneration of the Auditor shall be fixed by ~~the Company in an~~ ordinary resolution passed at a general meeting or in such manner as the Members may by ordinary resolution determine.

Article 155. 155. The Directors may appoint Auditor to fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.~~If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.~~

Article 162.(1)

WINDING UP

162. (1) Subject to Article 162(2), ~~the~~ Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.

Article 162.(2)

(2) Unless otherwise provided by the Act, ~~a~~ resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.

Immediately after
Article 164.(2)

FINANCIAL YEAR

164A. Unless otherwise determined by the Directors, the financial year of the Company shall end on the 30 day of September in each year.

NOTICE OF EGM

HATCHER GROUP LIMITED

亦辰集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8365)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Hatcher Group Limited (the “**Company**”) will be held at 21/F., Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Wednesday, 3 January 2024 at 3:00 p.m., to consider and, if thought fit, to pass with or without amendments, the following resolution:

ORDINARY RESOLUTION

“THAT:

subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for listing of, and permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective; and (ii) the compliance with the relevant procedures and requirements under Hong Kong laws (where applicable) and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Share Consolidation (as hereinafter defined), with effect from the second business day immediately following the date on which this resolution is passed or the above conditions are fulfilled (whichever is later):

- (a) every twenty-five (25) issued ordinary shares in the share capital of the Company be consolidated (the “**Share Consolidation**”) into one (1) ordinary share (each a “**Consolidated Share**”) in the share capital of the Company, such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company;
- (b) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholder(s) of the Company concerned, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit and/or repurchased (and, if thought fit, cancelled) in such manner and on such terms as the Directors may think fit; and
- (c) the Directors be authorised to issue new share certificates in respect of the Consolidated Shares and the Directors and such person or persons authorised by the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, including under seal where applicable, and deliver all such documents, instruments and agreements, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

* *For identification purpose only*

NOTICE OF EGM

SPECIAL RESOLUTIONS

To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“**THAT**

- a. the proposed amendments to the existing second amended and restated articles of association of the Company (the “**Proposed Amendments**”), details of which are set out in Appendix I to the circular of the Company dated 8 December 2023, be and are hereby approved;
- b. the third amended and restated articles of association of the Company (the “**Third Amended and Restated Articles of Association**”), which contains all the Proposed Amendments (a copy is tabled at the extraordinary general meeting for the purpose of identification), be and is hereby approved and adopted in substitution for and to the exclusion of the existing second amended and restated articles of association of the Company with immediate effect; and
- c. any Director or company secretary of the Company be and is hereby authorised to take all steps and do all acts and things and execute all such documents or agreements or deeds as it considers necessary, appropriate desirable or expedient to implement and give full effect to or in connection with the Proposed Amendments and the adoption of the Third Amended and Restated Articles of Association and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 8 December 2023

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of business in
Hong Kong:*
21/F., Low Block, Grand Millennium Plaza
181 Queen’s Road Central
Hong Kong

NOTICE OF EGM

Notes:

- (1) Any member of the Company entitled to attend and vote at the extraordinary general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her and so appointed shall have the same right as the member to speak at the extraordinary general meeting. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the extraordinary general meeting is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the extraordinary general meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at the extraordinary general meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the extraordinary general meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall be accepted to exclusion of the votes of the other joint holders. Several executors or administrators of a deceased member of the Company in whose name any shares stands shall for this purpose be deemed joint holders thereof.
- (6) For determining the entitlement to attend and vote at the extraordinary general meeting, the register of members of the Company will be closed from Wednesday, 27 December 2023 to Wednesday, 3 January 2024, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the extraordinary general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 December 2023.

As at the date of this notice, the executive Directors are Mr. Li Man Keung Edwin (Executive Chairman), Mr. Hui Ringo Wing Kun and Mr. Yeung Chun Yue David (Vice Chairman), the independent non-executive Directors are Mr. William Robert Majcher, Mr. Ho Lik Kwan Luke and Mr. Lau Pak Kin Patric.