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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)**

## **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*

## 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

*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.*

*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](http://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](http://www.hatcher-group.com).*