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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 3 JANUARY 2024

Reference is made to (i) the circular (the “**Circular**”) of Hatcher Group Limited (the “**Company**”) dated 8 December 2023 incorporating, amongst others, the notice of the EGM (the “**EGM Notice**”) in relation to the share consolidation of the Company, the proposed amendments to the existing second amended and restated articles of association of the Company and the proposed adoption of the third amended and restated articles of association of the Company, (ii) the clarification announcement of the Company dated 15 December 2023 and (iii) the revised form of proxy for use at EGM despatched by the Company to the Shareholders on or about 19 December 2023. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the proposed resolutions (the “**Resolutions**”) as set out in the EGM Notice (as clarified by the clarification announcement of the Company dated 15 December 2023) were duly passed by the Shareholders by way of poll at the EGM held on Wednesday, 3 January 2024.

Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, was appointed as the scrutineer for the vote-taking for the EGM. Full text of the Resolutions was set out in the EGM Notice (as clarified by the clarification announcement of the Company dated 15 December 2023). The poll results in respect of the Resolutions are as follows:

Ordinary resolution		Number of votes (percentage of total number of votes %)		Total number of votes cast
		For	Against	
1.	<p>“THAT:</p> <p>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):</p> <p>(a) every twenty-five (25) issued and unissued 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;</p>	201,223,600 (99.98%)	50,020 (0.02%)	201,273,620 (100.00%)

Ordinary resolution		Number of votes (percentage of total number of votes %)		Total number of votes cast
		For	Against	
	<p>(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</p> <p>(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.”</p>			

Special resolutions		Number of votes (percentage of total number of votes %)		Total number of votes cast
		For	Against	
2.	To approve 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.	201,223,600 (99.98%)	50,020 (0.02%)	201,273,620 (100.00%)
3.	To approve the third amended and restated articles of association of the Company (the “ Third Amended and Restated Articles of Association ”).	201,223,600 (99.98%)	50,020 (0.02%)	201,273,620 (100.00%)
4.	To approve any Director or company secretary of the Company 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.	201,223,600 (99.98%)	50,020 (0.02%)	201,273,620 (100.00%)

As more than 50% of the votes were cast in favour of the proposed ordinary resolution as set out in the EGM Notice (as clarified by the clarification announcement of the Company dated 15 December 2023) for Resolution numbered (1) in relation to the Share Consolidation of the Company at the EGM, such Resolution was duly passed as ordinary resolution of the Company at the EGM.

As more than 75% of the votes were cast in favour of each of the proposed special resolutions as set out in the EGM Notice (as clarified by the clarification announcement of the Company dated 15 December 2023) for Resolutions numbered (2), (3) and (4) in relation to the proposed amendments to the existing second amended and restated articles of association of the Company and the proposed adoption of the third amended and restated articles of association of the Company at the EGM, each of such Resolutions numbered (2), (3) and (4) were duly passed as special resolution of the Company at the EGM.

As at the date of the EGM:

- (a) the total number of Shares in issue was 892,034,000, which was the total number of shares entitling the holders thereof to attend and vote for or against all the Resolutions; and
- (b) to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, there was no Share entitling the Shareholders to attend and abstain from voting in favour of any of the Resolutions proposed at the EGM pursuant to Rule 17.47A of the GEM Listing Rules and no Shareholder was required under the GEM Listing Rules to abstain from voting on any of the Resolutions proposed at the EGM.

All directors of the Company attended the EGM in person or by electronic means.

By Order of the Board
Hatcher Group Limited
Yeung Chun Yue David
Vice Chairman and Executive Director

Hong Kong, 3 January 2024

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*)

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 Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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*