

APEC Group

Member of Hatcher Group Limited

July 2022



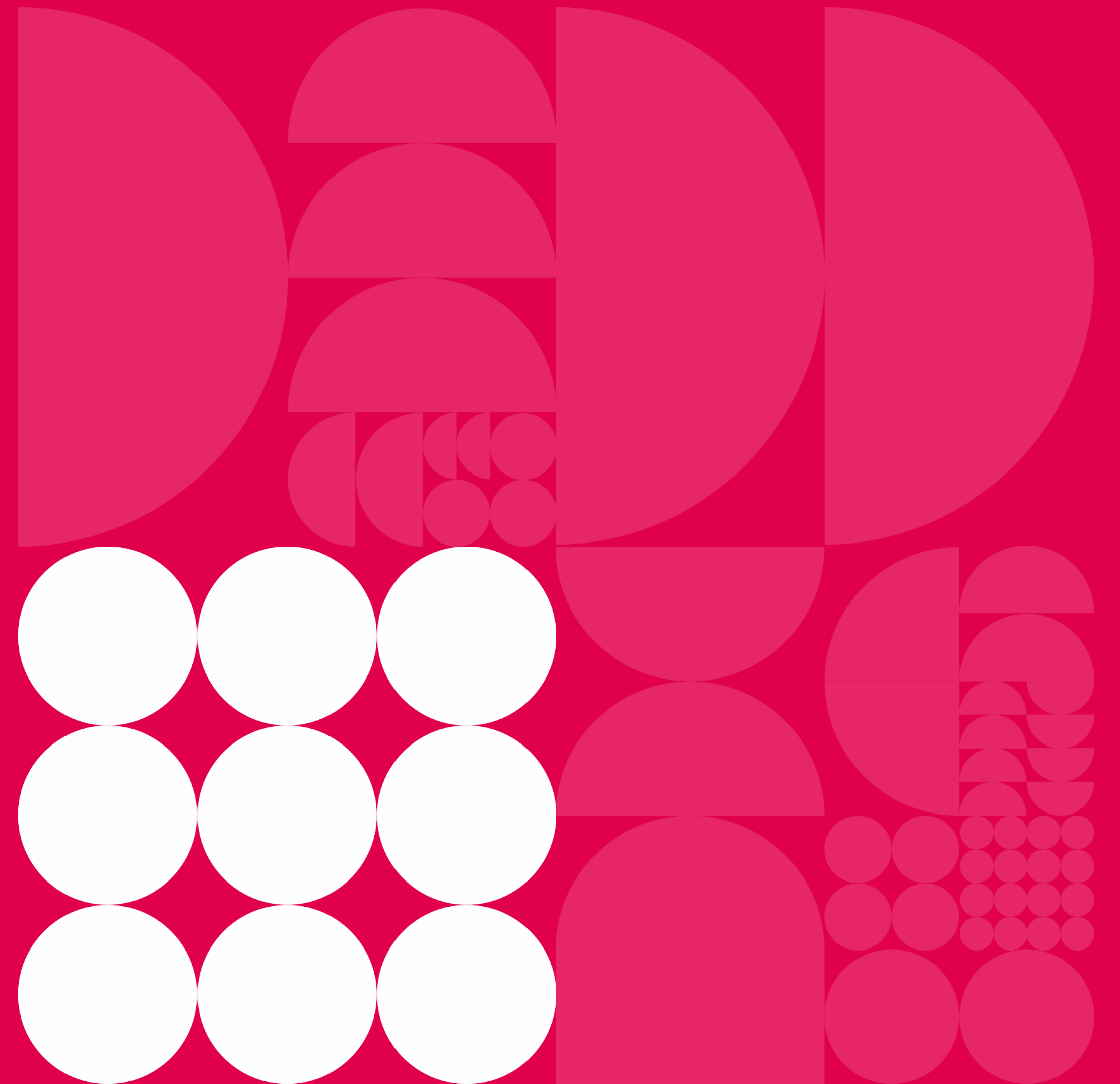
FINANCIAL & STRATEGIC ADVISOR

Members of Hatcher Group Limited
亦辰集團旗下成員 Stock Code 上市編號: 8365.hk

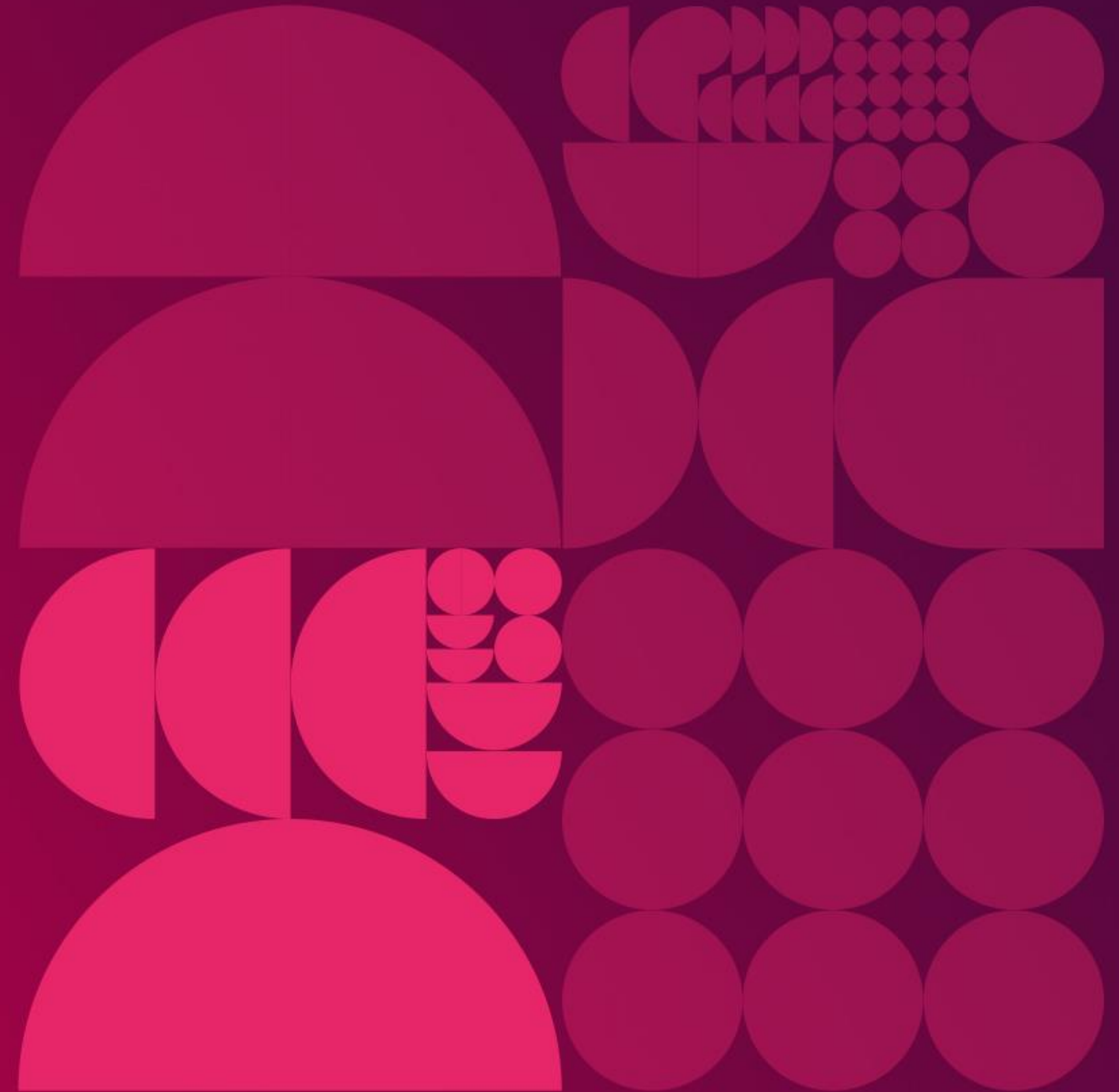


Content

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What are We?



Hatcher is...

We are a global professional services platform with over 120 professionals currently across different geographies, including China and Canada.

Listed in May 2017 on the GEM of the Hong Kong Stock Exchange (HKEx: 8365), the Hatcher Group is formed by a merger between the VBG Group, a financial services provider regulated under the SFC, and the APEC Group, who is a business services solution provider.

With our partners, D & Partners CPA Limited and Elegance Financial Printing Limited (8391. HK), we are able to provide a comprehensive, one-stop solutions to our clients.

With our can-do attitude, our Mission is to create a global professional services platform, enabling i) our clients to achieve their business objectives; ii) our employees to fulfil their career potentials; and iii) to create value for our shareholders and stakeholders.



Our Pillars

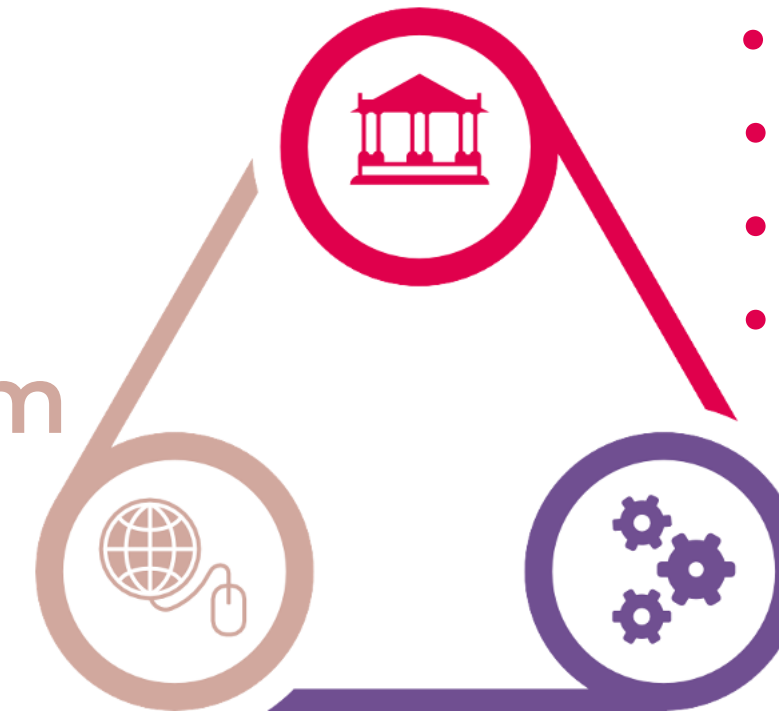
SFC License
VBG Capital
Type 1 and 6 (IPO Sponsor and Takeovers Code)
VBG Asset Management – Type 4 and 9

CR License
APEC Corporate Services
Trust or Company Service Provider (TCSP)

FRC
Our partner D & Partners
Hong Kong Certified Public Accountant

International Platform

- Nasdaq and NYSE Listing
- OTC Listing or Uplifting
- TSX/ ASX/ LSE Listing
- Property Investment and Immigration
- Cross-border M&A



Investment Banking

- Hong Kong IPO Sponsorship
- M&A Advisory
- Asset Management
- Placing and Underwriting
- Debt Financing

Corporate and Business Services

- Internal Control and Forensics
- ESG Advisory and Consulting
- Company Secretary
- Financial Communications
- Accounting and Taxation
- Banking, HR and IT advisory



Our Chairman

Edwin Li

Executive Chairman

Mr. Li is currently a member of the 14th Standing Committee Member of the Guangzhou City Panyu District, Chinese People's Political Consultative Conference (廣州市番禺區政協常委) and is an Honourable Citizen (榮耀市民) of Guangzhou.

He is a seasoned investor focusing on capital market and private equity, covering various sector such as technologies, F&B, and environmental, and also a foreign exchange trader. He is currently an executive director and shareholder of Cornerstone Technologies Limited, a company listed on the GEM of the Stock Exchange (HKEx: 8391). He is also a director of Kwoon Kwen Metal Ware Company Limited and Kwoon Kwen Ying Enterprises Limited, his family business in property investment and manufacturing in Hong Kong and China.



Our CEO

Ringo Hui Chief Executive Officer and Executive Director

Mr. Hui is the head of the corporate finance and capital market of the Group with over 15 years experience. He was responsible for the listing of the Group in 2017. Since then, Mr. Hui has been acting as Sponsor for the listing of Elegance Printing (8391. HK), Mindtell Technology (8611. HK) in 2018, Sheng Ye Capital (6069. HK) in 2019, SANVO Fine Chemicals (301.hk), Infinity Logistics (1442. HK), SG Group (1657. HK) Haina Intelligent Equipment (1645. HK) in 2020, and Grand Power Logistics (8489.hk) in 2021. In addition, he was also the financial advisor of a number of M&A deals, such as Nexion Technologies (8420. HK), Top Standard (8510. HK), Fullwealth Construction (1034. HK) and TOMO Holdings (6928. HK) in the last 2 years.

He was also a director of Jayden Resources Inc. a company listed on the Toronto Stock Exchange.

Mr. Hui obtained a Bachelor and Master of Science degree in Management from the London School of Economics and Political Science in UK.



Our CFO

David Yeung Chief Financial Officer and Executive Director

Mr. Yeung is currently a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a Certified Tax Advisor of the Taxation Institute of Hong Kong. He is also a member of the 14th Committee Member of the Guangzhou City Panyu District Chinese People's Political Consultative Conference. He serves as an independent non-executive director of a number of listed companies in Hong Kong, including Aeso Holding (8341. HK), SANVO Fine Chemicals (301. HK), Nexion Technologies (8420. HK).

Mr. Yeung was also an independent non-executive director of Mega Expo (1360. HK) and China Investment Fund (612. HK). He started his career as an accountant at Cheng & Cheng Limited and subsequently started his own CPA firm, D & Partners in 2017. He graduated from the City University of Hong Kong with a bachelor of business administration in accountancy.



Our Business Service Team

Derek Li

Managing Director, Corporate and Business Services

Mr. Li is responsible for the overall strategic direction of our corporate and business services. He obtained his Master degree from Imperial College London. He is a member of the Hong Kong Institute of Certified Public Accountant (HKICPA).

William Lau

Director, Internal Control and Forensics

Mr. Lau has over 15 years in audit and risk management advisory for listed companies and IPO applicants. He is a member of the HKICPA.

Dickson Chu

Director, Company Secretary

Mr. Chu has over 15 years in accounting and audit experience and is responsible for overseeing the company secretary department of the Group. He is a member of the HKICPA and is currently the company secretary for a number of listed companies on the Stock Exchange of Hong Kong.

Keith Lau

Director, Consulting Services

Mr. Lau has over 10 years experience in accounting and IPO consulting services and has helped over 10 companies listed on the Stock Exchange in the last 2 years. He is a member of the HKICPA.

Wilson Luk– Director, Taxation

Mr. Luk has over 10 years experience in the field of taxation. He is a member of the HKICPA and an associate member of the Hong Kong Taxation Institution.

Sandy Lam

Director, SSA

Ms. Lam oversees our sustainability and ESG advisory business. She has over 10 years experience in the field. She graduated from Hong Kong Shue Yan University with a bachelor degree in Journalism and Mass Communication. She is a certified ESG analyst (CESGA) under the European regime (EFFAS).

Honourable Mention (International)

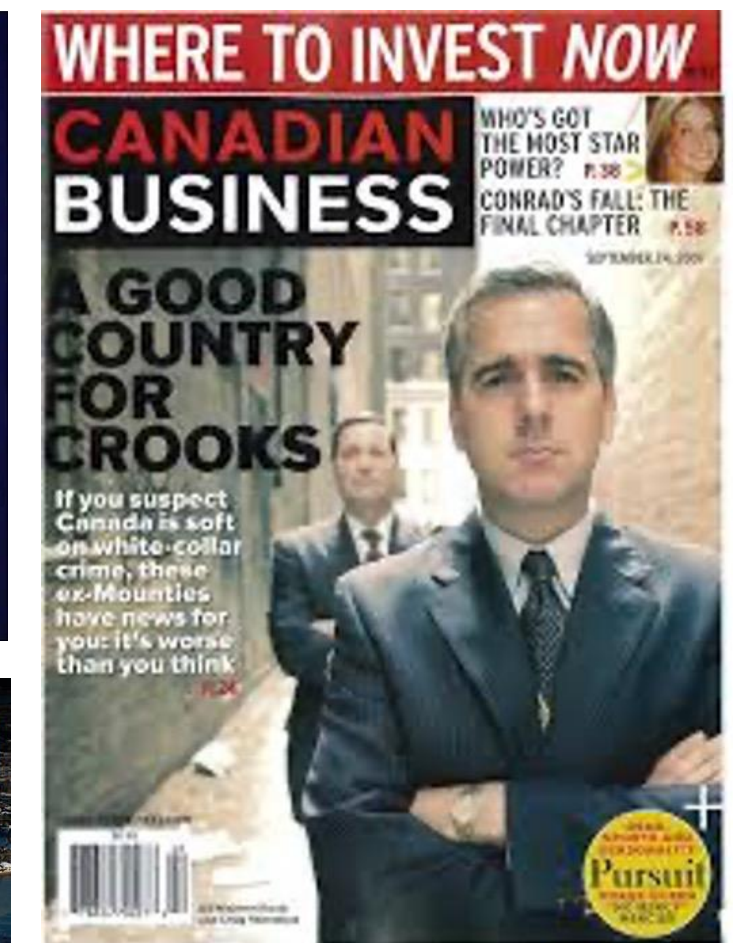
Bill Majcher

Independent Non-Executive Director

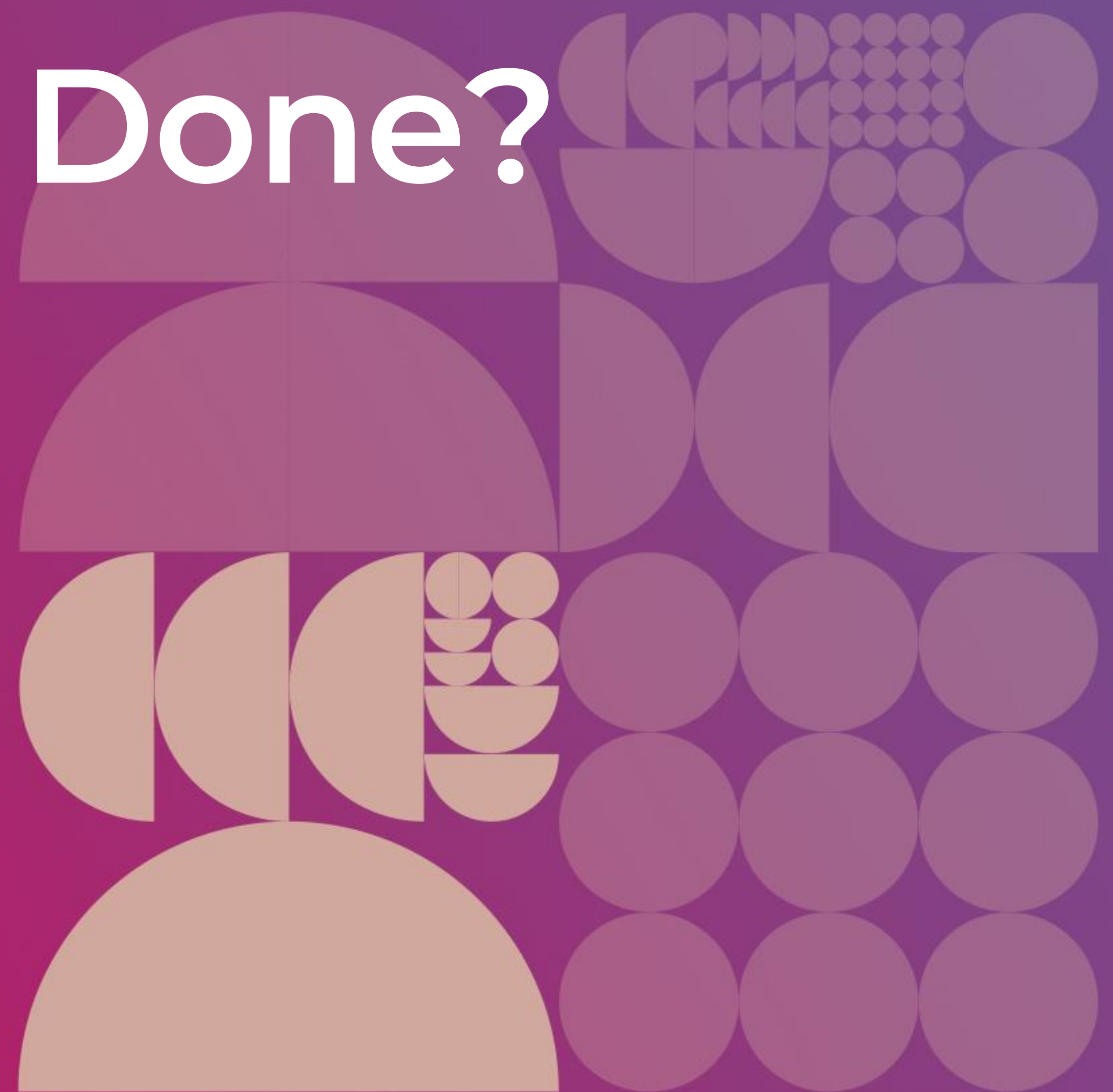
Mr. Majcher began his career as a Eurobond trader in London and left to join Royal Canadian Mounted Police (RCMP) in 1985 where he embarked on a career as a covert operative in money laundering and financial crime prosecutions.

He has been associated with our Group since 2006, representing a number of Chinese state-owned and non-state owned enterprise clients engaged in overseas capital market activities. More recently, he served as an advisor to a prominent family in the GCC region.

He is a frequent speaker on the subject of money-laundering and financial crime and is respected for his expertise in the area which leads to the association to governments and other MNCs.



What have we Done?



Market moves up and down. With Hatcher, we gets things Done, whether in Bull or Bear market, for our clients and investors

Since 2020, we have...

- A. Raised over HK\$1 billion for listed companies;
- B. Advised M&A transactions over HK\$1 billion;
- C. Assisted listed companies to address regulatory concerns, who would otherwise fail to get deals over;
- D. Helped investors to devise exit plan, even before they INVEST; and
- E. Arranged distressed assets sale and clients to bounce back.

IPO Client – SG Group (1657.HK)

We provide one-stop solution and cost efficient and able to keep long-lasting relationship with our clients.

Background:

- GEM (Stock code:8442) to Mainboard (Stock code: 1657)
- HKEX has a lot of issues with the Transfer, because the fashion retail business was in trouble in 2020, and that the Company has too many characteristics of a shell company

Our Solution:

- Introduce clients to the Company to boost revenue
- Advise on the financial treatment of the account to present a more comfortable picture to Exchange
- Listed on Main Board of the Stock Exchange in March 2020

Listing on GEM

- APEC: Pre-IPO Consultant, we help the Company to get through the audit of Deloitte
- Previous auditor: Deloitte Touche Tohmatsu

Listing on Mainboard

- VBG was the sponsor
- APEC Risk Management was their internal control consultant
- Auditor: D & Partners CPA Limited (appointed as the new auditor from 4 December 2020)
- Company Secretary: Dickson Chu (appointed on 1 March 2019)

IPO Client – Infinity Logistics (1442.HK)

Background:

- Agency Problem as both suppliers and customers
- Third-Party Payment, AML and capital control issues
- HKEX doesn't like Malaysian and Singaporean companies go listing in Hong Kong, due to the history of "shell trading"

港交所頻出新招防啤殼。圖為行政總裁李小加。(資料圖片) ◀ 1/3 ▶

香港已成「啤殼之都」，連東南亞公司都來港「啤殼」搵食！市場消息透露，近月有不少新加坡小型建築公司有意申請來港上創業板，由於沒有很充分理由要來港上市，且集資額極少，疑似來港「啤殼」。

Source: 東網

不過，東盟企業來港上市數目急升，並且多個申請都是集中於建築或地產等行業，情況一度引起市場關注，擔心部份集資額較少的企業或意圖透過在港掛牌後出售上市地位而套利，即所謂「賣殼」活動。然而，相比以往，去年上市的東盟企業整體上有較大的規模，而且香港監管機構亦有密切留意市場情況，加強上市審批的把關，相信這類殼股問題並不嚴重。

Source: BOCHK

Our Solution:

- VBG was the Sponsor
- APEC Risk Management was their internal control consultant
- We differentiate the Company from other shell-like Singapore/ Malaysian companies
- Extensive due diligence to clear Exchange concerns
- Listed on January 2020



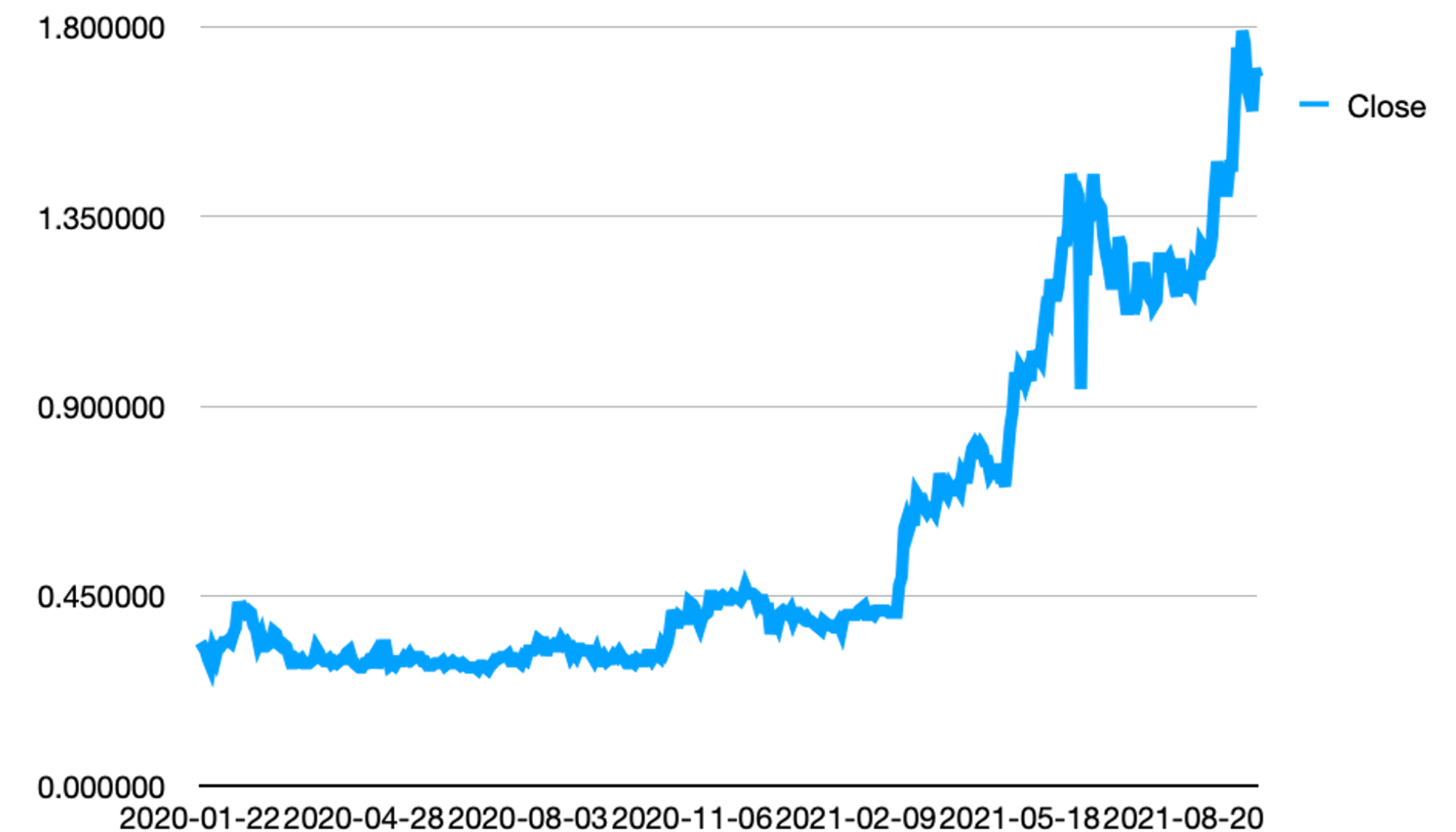
IPO Client – Infinity Logistics (1442.HK)

Increase the confidence of the investors

- Stock price increases from HKD 0.31 (IPO price) to HKD 1.68 (as of 30 September 2021)
- Market Cap at HK\$3.5 Billion

Closed(HKD)	(Category)	Chg
▼ 1.680		▼ 0.020
		Chg(%)
		▼ 1.176%
Range	1.680 - 1.740	
Volume	840.00K	Market Cap 3.47B
Turnover	1.42M	EPS ⁴ (?) 0.025
P/E Ratio ⁴ (?)	68.544	Yield ⁵ (?) 0.323%
Lot Size	10000	52 WK 0.285 - 1.810
Last Update: 2021/10/04 16:08		

Source: AASTOCK

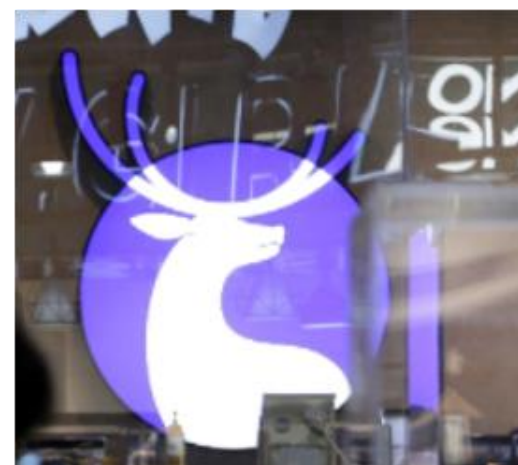


Source: Yahoo Finance

IPO Client – Haina Intelligent (1645.HK)

Background:

- Haina intelligent is a manufacturer engaging in the design and production of manufacturing deposable hygiene products
- Issues from HKEX
 1. Enterprises from Fujian; and
 2. Customers from developing countries which entails third-party payment (including sanctioned country)



The Xiamen, Fujian-based coffee chain will certainly face more hurdles

Our Solution:

- Provide One-stop solution
- Perform comprehensive due diligent work



Sole Sponsor



Internal Control Consultant



Underwriter

A Valuation M&A Game – Ping An Securities (231.HK)

Company Information:

- Securities company
- Small private company

Our Competitive Advantages:

- One-stop service
- Aggressive valuation and successful address the regulatory concern
- Customized services based on clients' needs

Background

- Sky-rocket valuation for listed securities firm
- IPO takes a long time
- Successful to locate a suitable target, but with a huge property asset

What we have Done?

- Riding on the red hot market in 2014 and 2015, successful to value the target company at HK\$1.2B;
- Cleared all professional parties and regulatory concern;
- Successfully injected into the Listco

Result

- Transform the listed company into a financial listed company, which attracts greater valuation at the time
- The listed company was sold to another investor for HK\$1.8 B in 2017
- The original shareholder acquired the property from the Listco in 2016

Value Creation – Cornerstone (8391.HK)



GEM Listing as
Financial Printer

April 2018

Controlling Stake
Changes Hand

November 2019

Merge the Charging
Equipment Business

July 2020

Link up Business
Opportunity with our
Network

Provide Total
Solution

What we have Done?

- Fulfil client's requirement
- Conquer challenges
- Create value

A Distressed Story – Top Standard (8510.HK)

Company Information:

- Catering group that provides different cuisine including 三希樓, 心齋, 浪人



Concern in 2020

- Miserable financial performance due to protest and COVID-19
- Cannot pay rent or even their workers

What we have Done?

- Despite having only 3 brands, APEC Consulting assisted the company to get listed with minimum business scope, by providing accounting services, pre-IPO advisory and also act as their company secretary;
- Became their auditor to save costs with Big 4 accounting firm
- In 2019 and 2020, actively procure investors to acquire the shell to reduce the listed company from bankruptcy

Result

- Successfully introduce a Malaysian group to acquire the shell
- Cleaned up the debt issues with the listed company
- Continue to become their professional service support
- After disposal of the listed shares, assist the original operator to find investor to operate new restaurants

A Turnaround Hope – Project Chill

Company Information:

1. Was 100% acquired by a Nasdaq listed company
 - Terms unfair to the operatorCannot trade the shares >no capital gain on Nasdaq shares
2. Project cooperation with HAECO (香港飛機工程有限公司)
 - High capital investment cost (exceed HK\$50 million)
 - Expected to earn HK\$15-20 million cash inflow per year
 - In return, only HK\$8 million due to the outbreak of COVID-19

In a bad box...

- Overloaded debt
- No cash
- Cannot fulfil Hong Kong listing requirements
- Even with good future image, cannot handle the current challenge

What we have Done?

- Help to find pre-IPO investors to fund Nasdaq listing
- Agree to underwrite not less than US\$10 million
- Fee sharing to Hatcher as fees (5%)

Patents & Awards

China Patents

Awards

Hong Kong Most Outstanding Business Awards 2021

Most Valuable Companies in Hong Kong Awards 2021

The Hong Kong's Most Outstanding Business (HKMOB) Awards 2021. Known as one of the most significant awards in Hong Kong business sector, HKMOB is attended by top CEOs and executive directors from multinational companies and listed companies globally.

The Most Valuable Companies in Hong Kong (HKMVC) Award 2021 is the original international business awards program of Hong Kong which started with the direct endorsement of the Hong Kong Government.

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A North American Startup Story – Helius Medical

Company information:

- Medical Technology Company
- Use PoNS Device to activate the brain



NASDAQ: HSDT

TSX: HSM

Background

- Three professors with a great ideas, looking for fund raising and capital market experience
- Too small for bigger market such as Nasdaq at the time

What we have Done?

- We helped them to get listed in Canada first in 2015
- Raised a total of C\$15 million to develop the product
- Act as their independent director and CFO to oversee the whole capital market process
- Assist in the migration to the main board of TSX and Nasdaq in 2017

Now

- Listed in Nasdaq with the aim to achieve FDA 3rd stage approval

ESG Beyond Reporting – China Overseas

- Should be the 1st complete TCFD project in Hong Kong’s construction industry
- Objective: Quantifying climate risks on P&L



TCFD Recommendations and Supporting Recommended Disclosures

Governance	Strategy	Risk Management	Metrics and Targets
<p>Disclose the organization's governance around climate-related risks and opportunities.</p>	<p>Disclose the actual and potential impacts of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning where such information is material.</p>	<p>Disclose how the organization identifies, assesses and manages climate-related risks.</p>	<p>Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.</p>
<p>Recommended Disclosures</p> <p>a. Describe the board's oversight of climate-related risks and opportunities.</p> <p>b. Describe management's role in assessing and managing climate-related risks and opportunities.</p>	<p>Recommended Disclosures</p> <p>a. Describe the climate-related risks and opportunities the organization has identified over the short, medium, and long term.</p> <p>b. Describe the impact of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning.</p> <p>c. Describe the resilience of the organization's strategy, taking into consideration different climate-related scenarios, including a 2C or lower scenario.</p>	<p>Recommended Disclosures</p> <p>a. Describe the organization's processes for identifying and assessing climate-related risks.</p> <p>b. Describe the organization's processes for managing climate related risks.</p> <p>c. Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organization's overall risk management.</p>	<p>Recommended Disclosures</p> <p>a. Disclose the metric used by the organization to assess climate-related risks and opportunities in line with its strategy and risk management process.</p> <p>b. Disclose Scope 1, Scope 2, and, Scope 3 greenhouse gas (GHG) emissions, and the related risks.</p> <p>c. Describe the targets used by the organization to manage climate-related risks and opportunities and performance against targets.</p>

TCFD (2017)

Consultants:



What do we See?



Hatcher sees...



GDP of China has been growing constantly and yet to see downturn.



The solid economic growth in China encourages cross-border fund raising, M&A or investments activities.



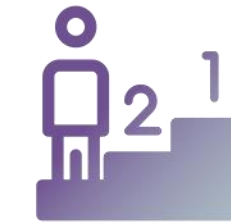
Regulators in Hong Kong are implementing more stringent rules.



The HK and PRC stock market has been struggling for the past years.



Listing overseas is becoming another value adding solution.



Listing is not the final destination.

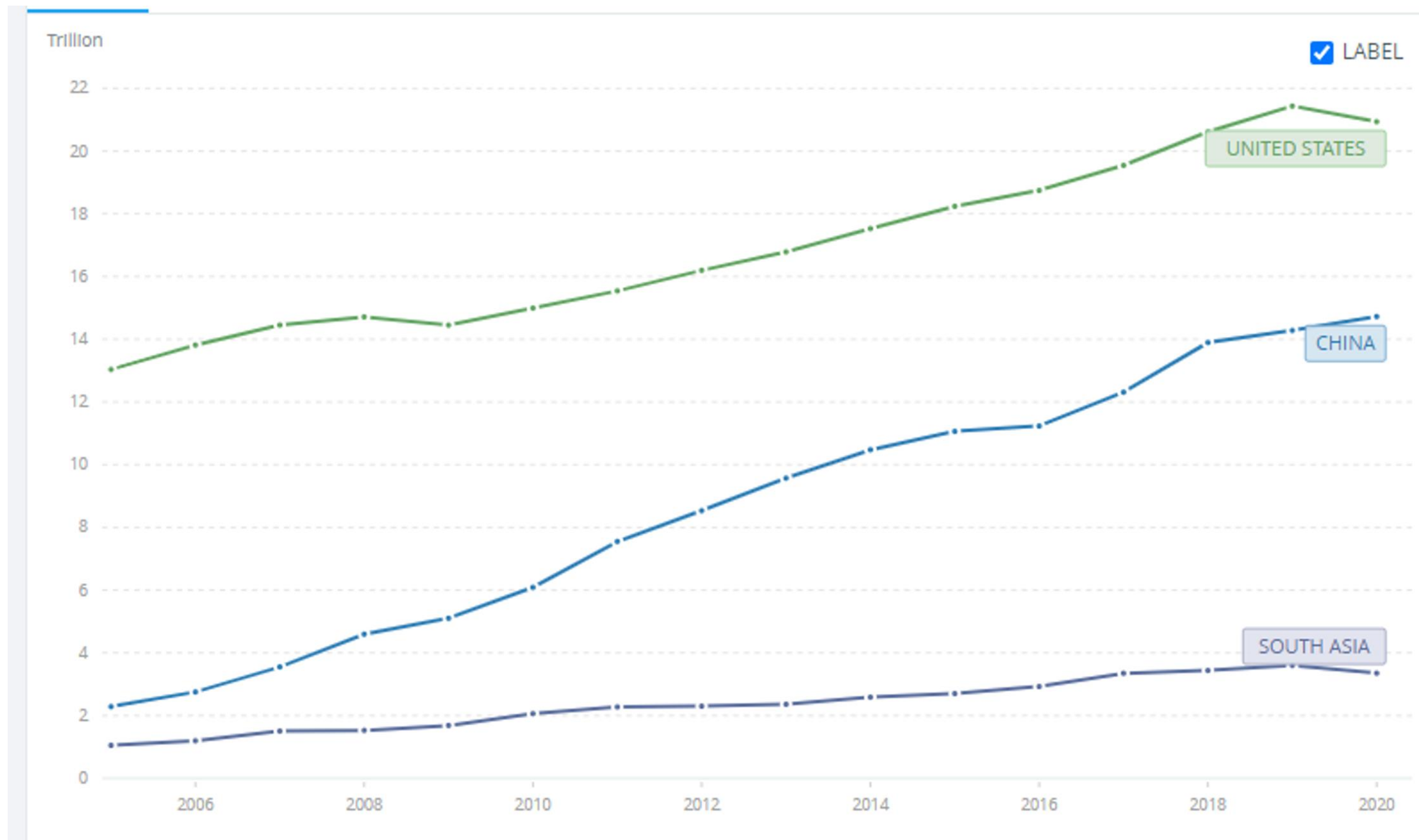


ESG and Green Finance has become a considerable focus in the financial services industry.



Hatcher is here to provide you with comprehensive and suitable corporate solutions

China's GDP Is Growing Faster than other Regions



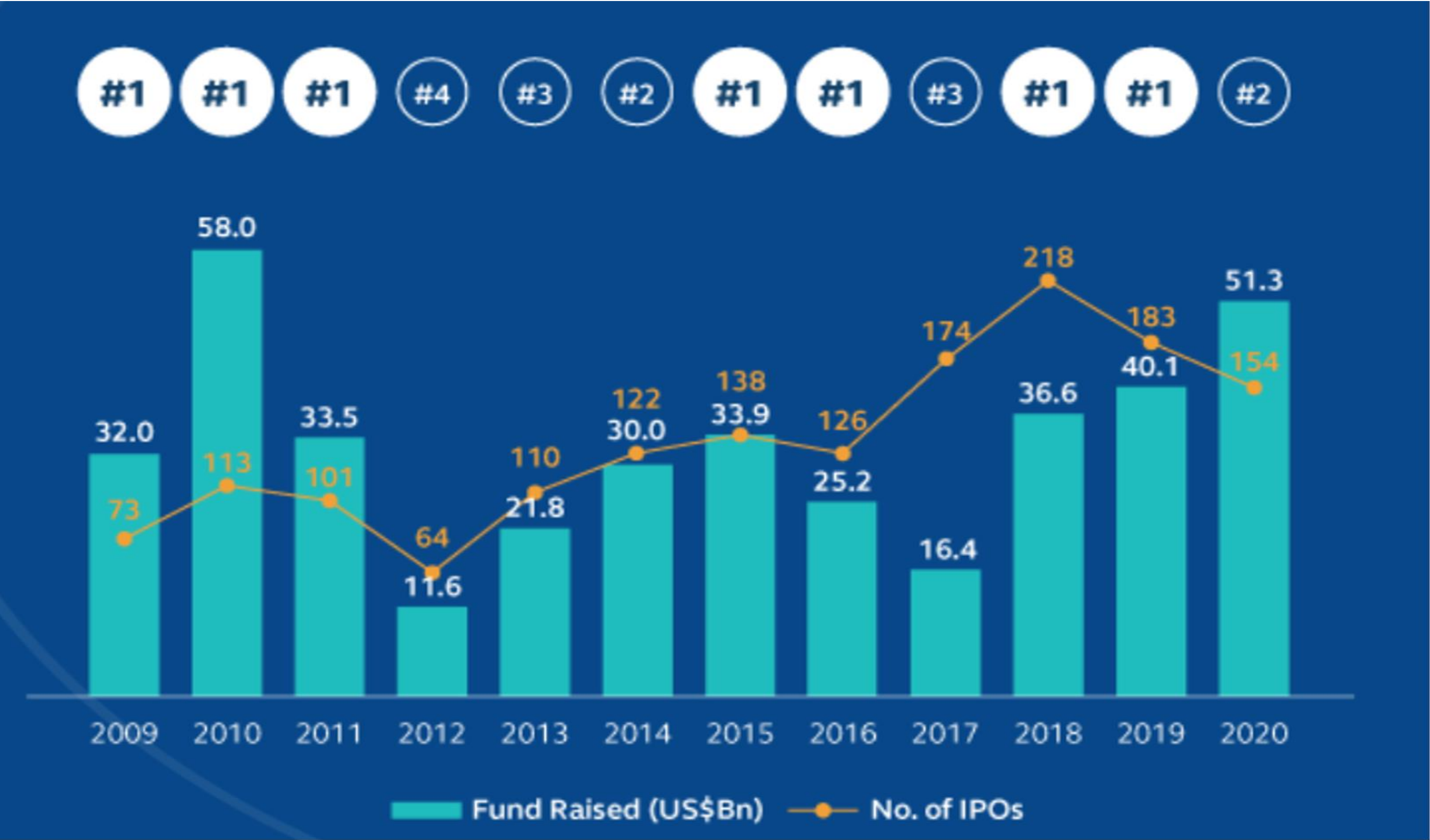
Source: World Bank

China's GDP has been growing constantly at a faster pace when comparing with other regions since 2000s despite the occurrence of financial tsunami in 2008 and the global pandemic in 2019, while the US's and South Asia's GDP had a significant downturn after both incidences.

The significant and solid economic growth in China has encouraged or attracted overseas investments and cross broader M&A activities. Companies in China wish to obtain global exposure to increase competitiveness while foreign companies are attracted to enter the colossal market in China.

In light of that, the demand for financing activities is also surging and one of the most common method is raising capital through an Initial Public Offering. To a certain extent, due to the political reason and FX controls in China, companies are looking for solutions to be listed on stock exchanges outside Mainland China, and Hong Kong is generally their first choice.

Hong Kong Is A Prime Location for IPO, Especially for Chinese Enterprises



Hong Kong’s IPO market has ranked #1 in the world in seven of the last twelve years, in 2020 alone HK\$398 billion was raised in Hong Kong market. The market expected to reach historical high, raising HK\$500 billion in 2021.

Due to the geographical advantage and nature of Hong Kong, New Economy and Chinese enterprises remain as the main drivers for listing activities, successfully diversifying Hong Kong’s capital market and laying an important foundation for the future development of Hong Kong IPO market.

It is also expected that Hong Kong will be becoming the best listing platform for biotech companies in Asia.

Source: Website of HKEX, PWC

Downsides of the Hong Kong IPO Market

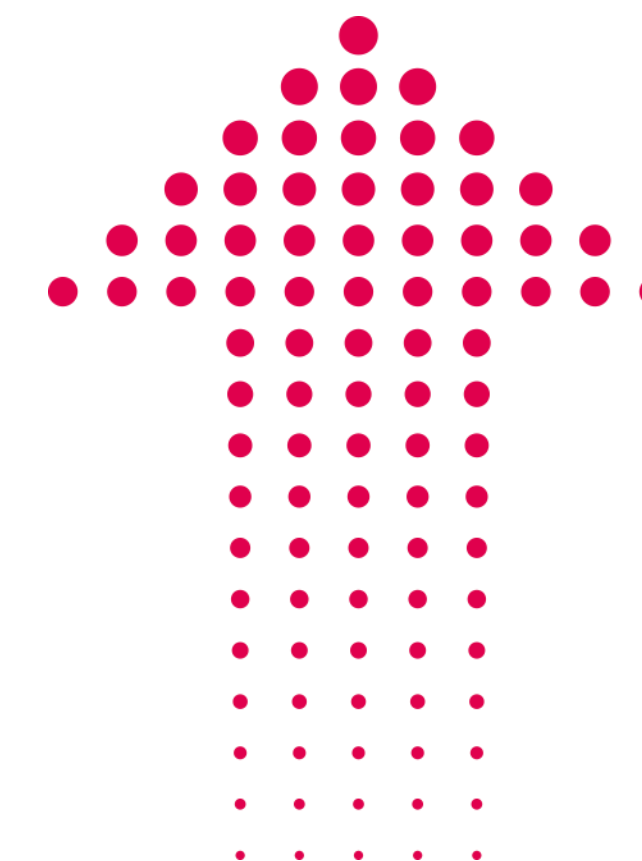
Although the Hong Kong market is among the best options for Chinese enterprises, there are still several downsides that may be obstacles.

-  The cost for an initial public offering in Hong Kong is relatively higher than that in other countries, such as the United States.
-  Regulators in Hong Kong, the SEHK and SFC, have been implementing more stringent rules which (1) impose more constraints for potential issuers; and (2) incur extra costs for compliance for listed issuers.
-  The stock market of Hong Kong has been struggling since 2008. Unlike the Hong Kong market, the US market has been constantly breaking through the historical high.
-  Listing overseas is becoming another value-adding solution.

Number of Delisted Companies in Hong Kong for the Past Years

It is witnessed that the regulators are imposing stricter rules on the listed issuers

Number of Delisted Companies	Total	Main Board	GEM
1 January – 30 September 2021	45	36	9
1 January – 30 September 2020	65	47	18
1 January – 30 September 2019	49	23	26
1 January – 30 September 2018	21	11	10



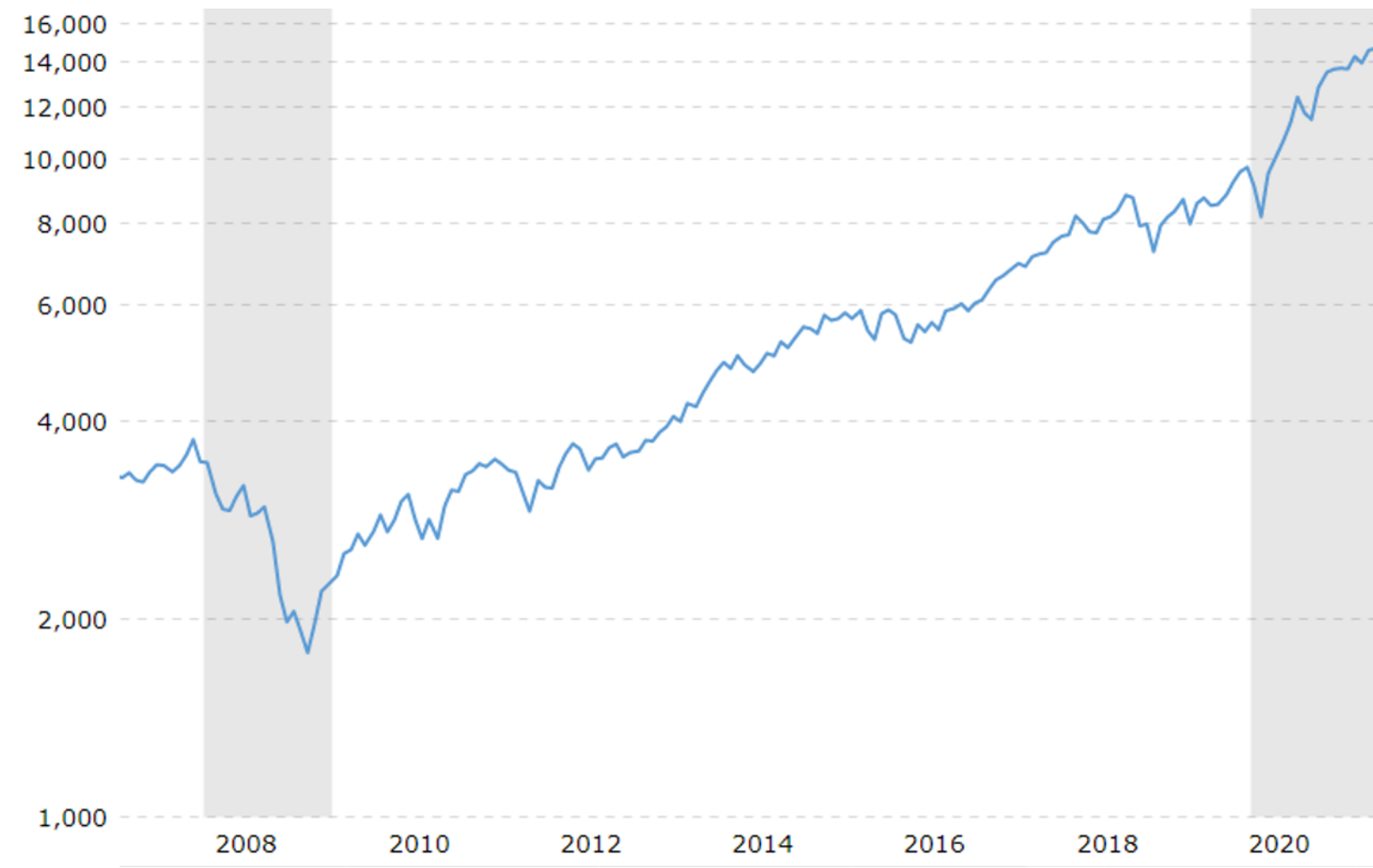
Listing overseas is becoming another value-adding solution.

Comparison between the HSI, Nasdaq and S&P500

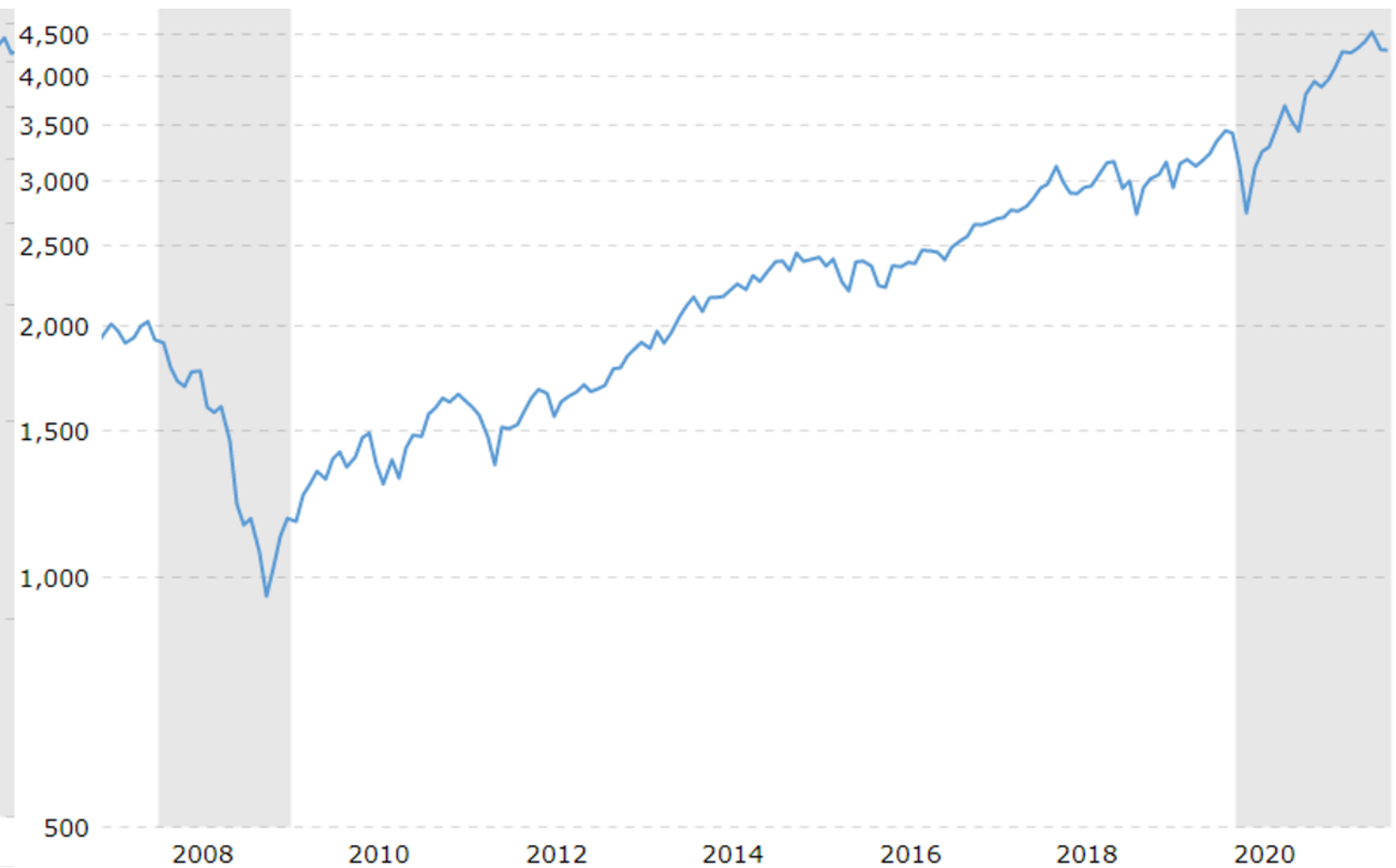
Hong Kong Stock Market is struggling while the US Market is constantly breaking the historical high



HSI



Nasdaq



S&P 500



Listing overseas is becoming another value-adding solution.

New Opportunity in the Financial Services Industry

ESG is the next blue sea



With ESG becoming a popular consideration factor for the investment sector in recent years, along with the support of government policies of different countries, environmental protection has become more and more important around the world, and more and more investors have begun to pay attention to related companies.

More ESG related business enterprises will be listed on the HKEX in the second half of this year or next year.

ESG consulting is also gaining popularity in the industry. Consultants such as HKSAA are providing services including but not limited to ESG/sustainability reporting, Sustainable Financing Framework, TCFD (Climate Risk Identification and Management Advisory) etc.

What can we do, Better?



We can...

Our Strategies

1. Offer one-stop solutions to our clients, at reasonable costs and professionalism, so they don't have to worry about other service providers and getting ahead of regulators;
2. Increasing cross-border services requirement for SMEs, our international platform can service them, even the transaction amount is small;
3. We identify exit strategies at the time of THE investments and provide our investees with our professional services to achieve their goals, whether it's our network of investors, customers and international capabilities; and
4. Scale-up our ESG and Green team, to leverage the evolving change in policy regarding climate change, carbon emission and ESG issues.

One-Stop Solutions

With our 4 platforms, Hatcher is able to offer one-stop financial solutions to our clients, especially listed companies and companies which wish to get listed.

Advantages for using Hatcher:

- You can deal with one service provider instead of 5;
- You always have access to the seniors, instead of just the staffs who doesn't know your needs;
- We understand the client's needs, not only from a financial advisor or an auditor's perspective, but the client's REAL needs; and
- When you deal with Hatcher, we save you MONEY!



International Platform

With the increasing presence of small and medium-sized Chinese and ASEAN investors in the global markets, whether it is a financial investment or project participation, there are growing needs for professional services for these investors internationally, especially in the major commonwealth and financial centers.

Our team and international track record can help you to open doors to all major global markets.

Our plan is to establish our presence in mainland China, UK, Australia, the USA, ASEAN countries (i.e. Singapore, Malaysia and Vietnam), to complement our Canadian office. We further will seek a listing in all major financial markets, such as Canada, the USA, Australia and UK.



Locations



“Always start at the end before you begin. Professional investors always have an exit strategy before they invest. Knowing your exit strategy is an important investment fundamental.”

Robert Kiyosaki (Rich Dad Poor Dad)

Our private equity fund advisory always look for the exit before we invest. At Hatcher, we understand that while there are lots of good investment opportunities in many different sectors, a market downturn is happening more often and policy changes in an unprecedented pace.

Therefore, we only focus on (1) where Hatcher can assist in the IPO or M&A of the transactions or providing other business services, (2) the management and the investors have clear objectives and interests aligned, and/or (3) the investor and/or Hatcher team can proactively add value to the investment by (a) expanding its client base, (b) cutting cost, (c) expand geographically, (d) and/or introducing strategic investors.

Of course, we shall never forget the fundamentals.

Green, Green, Green

A future trend...

ESG Standards:

TCFD, GRI, CDP, CDSB, IIRC, SASB

Members of WEF-IBC increase ESG efforts

- Bank of America, Deloitte, EY, KPMG and so on

More and more ESG financial products

- Green Loans
- Sustainability Linked Loans (SLLs)
- Carbon Credits

Green Tech Fund (Hong Kong)

- The Government has set up a \$200 million Green Tech Fund (GTF) to fund research and development (R&D) projects which help Hong Kong decarbonize and enhance environmental protection.

“Around 50% of investors in Asia-Pacific countries, excluding Australia, New Zealand and Japan, consider climate change metrics for decision-making compared with the global average of 42%, the MSCI report showed.”



ESG investments surged in Asia-Pacific in 2020 as sustainable investing takes off, MSCI survey finds

PUBLISHED WED, MAR 3 2021-10:31 PM EST | UPDATED THU, MAR 4 2021-1:32 AM EST

Source: CNBC

PERSONAL FINANCE

Money invested in ESG funds more than doubles in a year

PUBLISHED THU, FEB 11 2021-12:44 PM EST | UPDATED THU, FEB 11 2021-1:15 PM EST



SHARE



GO FAR with DIVERSE Financial Services.

Thank You.

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