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**RISECOMM**

**瑞斯康**

**RISECOMM GROUP HOLDINGS LIMITED**

**瑞斯康集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1679)**

**PROPOSED AMENDMENTS TO THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
PROPOSED ADOPTION OF THE NEW  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Risecomm Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core shareholder protection standards regardless of their place of incorporation as set out in Appendix 3 to the Listing Rules.

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to adopt the second amended and restated memorandum of association and articles of association (the “**New M&A**”) which incorporates the proposed amendments (the “**Proposed Amendments**”) for the purpose of, among others, (i) bringing the existing memorandum of association and articles of association (the “**Existing M&A**”) in line with amendments made to the Listing Rules and the applicable laws and procedures in the Cayman Islands; and (ii) making certain minor housekeeping amendments to the Existing M&A.

A summary of the major changes, among others, in the Proposed Amendments to the Existing M&A is set out as follows:

- (a) To specify that the register of members may be closed on terms equivalent to the relevant section of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong as amended from time to time);
- (b) To provide that annual general meeting shall be held in each financial year which shall be held within six months after the end of the Company’s financial year;

- (c) To state that any one or more shareholders of the Company holding not less than 10% of voting rights at general meeting may make a requisition to convene an extraordinary general meeting and/or add resolution to the agenda of a meeting;
- (d) To specify that a notice of annual general meeting is required to be given not less than 21 clear days before the meeting and a notice of other general meeting is required to be not less than 14 clear days before the meeting;
- (e) To provide that a corporation which is a shareholder of the Company also has right to attend and vote at any meeting of the Company;
- (f) To specify that all shareholders of the Company (including a clearing house) shall have the right to speak and vote at a general meeting except when a shareholder of the Company is required to abstain from voting;
- (g) To state that a clearing house may authorise a person as it thinks fit to act as its proxy or corporate representative to attend any meeting of the Company (including general meetings and creditors meeting) with rights equivalent to the rights of other shareholders of the Company who attend the meeting;
- (h) To provide that a Director appointed by the Directors to fill a casual vacancy will be for a term until the first annual general meeting after his appointment;
- (i) To specify that the removal of a Director (including a managing Director or other executive Director) at any time before expiration of his term of office will be by ordinary resolution at a general meeting;
- (j) To state that the appointment of an auditor shall be by ordinary resolution at any annual general meeting;
- (k) To state that the removal of an auditor before expiration of his term of office shall be by ordinary resolution at any general meeting;
- (l) To provide that the auditor's remuneration shall be fixed by the Company in general meeting by ordinary resolution;
- (m) To specify that the auditor appointed to fill a vacancy shall be appointed until the next annual general meeting of the Company; and
- (n) To state that the financial year ends on 31st day of December each year.

The Board has proposed to put forward to the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company (the “**AGM**”) a special resolution to approve the Proposed Amendments and to adopt the New M&A in the form to be tabled at the AGM in substitution for and to the exclusion of the existing M&A.

A circular containing, among other things, the details of the Proposed Amendments, notice of the Annual General Meeting and the relevant proxy form will be despatched to the Shareholders in due course.

By order of the Board  
**Risecomm Group Holdings Limited**  
**Yue Jingxing**  
*Chairman and executive Director*

Hong Kong, 20 April 2023

*As at the date of this announcement, the executive Directors are Mr. Yue Jingxing, Mr. Lau Wai Leung, Alfred and Mr. Jiang Feng, the non-executive Directors are Mr. Yu Lu and Mr. Ding Zhigang and the independent non-executive Directors are Mr. Ong King Keung, Ms. Lo Wan Man and Mr. Zou Heqiang.*