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If you have sold or transferred all your shares in **Risecomm Group Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 28 APRIL 2023
PROPOSED SHARE CONSOLIDATION;
PROPOSED CHANGE IN BOARD LOT SIZE;
PROPOSED RE-ELECTION OF ADDITIONAL RETIRING DIRECTORS;
AND
SUPPLEMENTAL NOTICE OF POSTPONED ANNUAL GENERAL MEETING**

This supplemental circular should be read in conjunction with the circular of the Company dated 28 April 2023 (the “**Original Circular**”).

A notice (the “**Original Notice**”) convening the annual general meeting of the Company (the “**Annual General Meeting**”) to be held at Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Wednesday, 21 June 2023 at 11:00 a.m. has been issued by the Company on 28 April 2023. Due to the addition of the new resolutions, a supplemental notice of the postponed Annual General Meeting (the “**Supplemental Notice**”) which is postponed and rescheduled to Tuesday, 27 June 2023 at 11:00 a.m. (the “**Postponed Annual General Meeting**”) has been set out on pages 17 to 19 of this supplemental circular. The Supplemental Notice should be read in conjunction with the Original Notice.

A revised form of proxy (the “**Revised Proxy Form**”) for use at the Postponed Annual General Meeting is enclosed herewith and is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.risecomm.com.cn). Whether or not you intend to attend the Postponed Annual General Meeting, you are requested to complete and return the Revised Proxy Form in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the Postponed Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the Revised Proxy Form will not preclude you from attending the Postponed Annual General Meeting and voting in person if you so wish and in such event, the Revised Proxy Form shall be deemed to be revoked.

References to time and dates in this supplemental circular are to Hong Kong time and dates.

9 June 2023

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DEFINITIONS

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

“Articles”	the amended and restated articles of association of the Company (as amended from time to time)
“Board”	the board of Directors of the Company
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday in Hong Kong) on which commercial banks are generally open for business in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“Change in Board Lot Size”	the change in board lot size of the Shares for trading on the Stock Exchange from 2,500 Existing Shares to 5,000 Consolidated Shares
“Company”	Risecomm Group Holdings Limited 瑞斯康集團控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are traded on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company after the Share Consolidation becomes effective
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary share(s) of HK\$0.0001 each in the existing share capital of the Company before the Share Consolidation becomes effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company together with its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	7 June 2023, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information for inclusion in this supplemental circular
“Listing Rules”	the Rule Governing the Listing of Securities on the Stock Exchange
“Postponed Annual General Meeting/Postponed AGM”	the postponed annual general meeting of the Company to be held at Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Tuesday, 27 June 2023 at 11:00 a.m. (and at any adjournment thereof), to consider and, if appropriate, to approve the resolutions contained in the notice of the Annual General Meeting issued by the Company on 28 April 2023 and a supplemental notice of the Postponed Annual General Meeting which is set out on pages 17 to 19 of this supplemental circular
“PRC”	the People’s Republic of China
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trading Day(s)”	means a day on which trading of the Shares is conducted on the Stock Exchange in accordance with the rules and regulations of the Stock Exchange promulgated from time to time
“%”	per cent.

In this supplemental circular, the English names of the PRC entities are translation of their Chinese names and are included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the Postponed AGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

<i>Event</i>	<i>Time and Date</i>
Latest time for lodging the relevant share certificate with the Company's branch share registrar in order to attend the Postponed AGM	4:30 p.m. on Tuesday, 20 June 2023
Closure of the register of members of the Company	Wednesday, 21 June 2023 to Tuesday, 27 June 2023
Latest time for lodging the proxy form for the Postponed AGM	11 a.m. on Sunday, 25 June 2023
Record date	Tuesday, 27 June 2023
Date and time of the Postponed AGM	11 a.m. on Tuesday, 27 June 2023
Publication of announcement on poll results of the Postponed AGM	Tuesday, 27 June 2023
The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation:	
Effective date of the Share Consolidation	Thursday, 29 June 2023
Dealing in the Consolidated Shares commences	9:00 a.m. on Thursday, 29 June 2023
Original counter for trading in the Shares in board lots of 2,500 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Thursday, 29 June 2023
Temporary counter for trading in the Consolidated Shares in board lots of 250 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Thursday, 29 June 2023
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Thursday, 29 June 2023

EXPECTED TIMETABLE

- Original counter for trading in the Consolidated Shares in
board lots of 5,000 Consolidated Shares
(in the form of new share certificates) re-opens 9:00 a.m. on
Thursday, 13 July 2023
- Parallel trading in the Consolidated Shares
(in the form of new share certificates and
existing share certificates) commences..... 9:00 a.m. on
Thursday, 13 July 2023
- 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
Thursday, 13 July 2023
- Designated broker ceases to stand in the market to
provide matching services for the sale and
purchase of odd lots of Consolidated Shares 4:00 p.m. on
Wednesday, 2 August 2023
- Temporary counter for trading in the Consolidated Shares in
board lots of 250 Consolidated Shares
(in the form of existing share certificates) closes..... 4:10 p.m. on
Wednesday, 2 August 2023
- Parallel trading in the Consolidated Shares
(in the form of new share certificates and
existing share certificates) ends 4:10 p.m. on
Wednesday, 2 August 2023
- Last day for free exchange of existing share certificates
for new share certificates for the Consolidated Shares Friday, 4 August 2023



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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1679)

Executive Directors:

Guo Lei (Chairman)
Lau Wai Leung, Alfred
Jiang Feng

Non-executive Directors:

Yu Lu
Ding Zhigang

Independent Non-executive Directors:

Victor Yang
Lo Wan Man
Zou Heqiang

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in

Hong Kong:

4/F., Yue Thai Commercial Building
128 Connaught Road Central
Sheung Wan
Hong Kong

9 June 2023

To the Shareholders

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 28 APRIL 2023
PROPOSED SHARE CONSOLIDATION;
PROPOSED CHANGE IN BOARD LOT SIZE;
PROPOSED RE-ELECTION OF ADDITIONAL RETIRING DIRECTORS;
AND
SUPPLEMENTAL NOTICE OF POSTPONED ANNUAL GENERAL MEETING**

1. INTRODUCTION

References are made to (i) the Original Circular and the Original Notice of the Annual General Meeting both dated 28 April 2023, which set out the time and venue of the Annual General Meeting and contain the resolutions to be proposed at the Annual General Meeting for Shareholders' consideration and approval; (ii) the announcement of the Company dated 5 June 2023 in relation to, among other matters, the change of Directors; and (iii) the announcement of the Company dated 7 June 2023 in relation to, among other matters, the Share Consolidation and the Change in Board Lot Size.

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This supplemental circular should be read in conjunction with the Original Circular. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Original Circular.

The main purpose of this supplemental circular is to provide you with information regarding the proposed re-election of additional Directors, the Share Consolidation and the Change in Board Lot Size, and the additional ordinary resolutions relating thereto to be proposed at the Postponed Annual General Meeting.

2. PROPOSED SHARE CONSOLIDATION

The Board proposes that every ten (10) Existing Shares in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Share.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$1,000,000 divided into 10,000,000,000 Shares of par value of HK\$0.0001 each, and there are 2,131,088,606 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued from the Latest Practicable Date up to the date of the Postponed Annual General Meeting, upon the Share Consolidation becoming effective, there will be 213,108,860 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will remain at HK\$1,000,000 but will be divided into 1,000,000,000 Consolidated Shares of par value of HK\$0.001 each.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the Postponed Annual General Meeting to approve the Share Consolidation;
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and

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- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

The Share Consolidation is expected to become effective on Thursday, 29 June 2023, being the second Business Day after the Postponed Annual General Meeting, subject to the fulfilment of the above conditions.

Listing application

An application will be made by the Company to the Stock Exchange for 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 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. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

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 (i) outstanding pre-IPO share options (the “**Pre-IPO Share Options**”) entitling the holders thereof to subscribe for 856,555 Existing Shares under the pre-IPO share option scheme of the Company which was adopted on 25 August 2016 (the “**Pre-IPO Share Option Scheme**”); and (ii) outstanding share options (the “**Share Options**”) entitling the holders thereof to subscribe for 6,273,811 Existing Shares under the share option scheme of the Company which was adopted on 16 May 2017 (the “**Share Option Scheme**”).

The Share Consolidation will lead to adjustments to (i) the exercise prices of the Pre-IPO Share Options and the Share Options; and (ii) the number of Consolidated Shares to be issued upon the exercise of the outstanding Pre-IPO Share Options and Share Options. Such adjustments are to be made in accordance with the terms and conditions of the Pre-IPO Share Option Scheme, the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the Supplementary Guidance on Main Board Listing Rule 17.03(13) and the Note

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Immediately After the Rule attached to the Frequently Asked Question No. 072-2020 issued by the Stock Exchange on 6 November 2020. Further announcement will be made by the Company regarding the adjustments to the Pre-IPO Share Options and the Share Options on or before the effective date of the Share Consolidation.

Save as disclosed above, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, Shares.

3. PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 2,500 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange shall be changed from 2,500 Existing Shares to 5,000 Consolidated Shares.

Based on the closing price of HK\$0.166 per Existing Share (equivalent to the theoretical closing price of HK\$1.66 per Consolidated Share) as at the Latest Practicable Date, (i) the value per board lot of 2,500 Existing Shares is HK\$415; (ii) the value per board lot of 250 Consolidated Shares would be HK\$415 on the assumption that the Share Consolidation becomes effective; and (iii) the value per board lot of 5,000 Consolidated Shares would be HK\$8,300 on the assumption that the Change in Board Lot Size has also become effective.

4. REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. 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 updated on 1 October 2020 (the “**Guide**”) has further stated that market price of the shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules. It is also stated in the Guide that taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

Based on the closing price of HK\$0.166 per Existing Share and board lot size of 2,500 Existing Shares as at the Latest Practicable Date, the existing board lot value is HK\$415, which is lower than HK\$2,000. The Board considers that after the Share Consolidation (resulting in a theoretical price of HK\$1.66 per Consolidated Share) and the change in board lot size to 5,000 Consolidated Shares becoming effective, the estimated board lot value will be HK\$8,300.

In view of the recent trading price of the Shares, the Board considers that the Share Consolidation and the Change in Board Lot Size will enable the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since

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most of the banks/securities houses will charge a minimum transaction cost for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares, the Board believes that the Share Consolidation will make investing in the Shares more attractive to a broader range of investors, and therefore further broaden the shareholder base of the Company.

The Board considers that the Share Consolidation and the Change in Board Lot Size are 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 and the Change in Board Lot Size are in the best interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may affect the trading in the Shares, and the Company does not have any concrete plan to conduct any fund-raising activities in the next 12 months. The Directors will consider carefully the likely impact on the Shareholders before they will proceed on any such fund-raising exercises.

5. OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares (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 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.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint a securities firm as an agent to provide matching services, 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. Details of the odd lot arrangement will be set out in the supplemental circular to be despatched to the Shareholders.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Exchange of certificates for Consolidated Shares

Subject to the Share Consolidation having become effective, Shareholders may during the specified period submit share certificates for Shares to the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in exchange, at the expense of the Company, for

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new share certificates for the Consolidated Shares. Thereafter, share certificates for Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) for each share certificate for Existing Shares cancelled or each new share certificate issued for Consolidated Shares, whichever number of certificates cancelled/issued is higher. The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:10 p.m. on Wednesday, 2 August 2023, and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of title to the Consolidated Shares on the basis of ten (10) Shares for one (1) Consolidated Share. The new share certificates for the Consolidated Shares will be issued in beige colour in order to distinguish them from the share certificates for the Existing Shares which are in blue colour.

6. PROPOSED RE-ELECTION OF ADDITIONAL RETIRING DIRECTORS

As mentioned in the Original Circular and the Original Notice, Mr. Yue Jingxing shall retire at the Annual General Meeting, and being eligible, will offer himself for re-election at the Annual General Meeting. Since Mr. Yue Jingxing resigned as an executive Director on 5 June 2023, he will not be eligible for re-election at the Postponed Annual General Meeting. As such, the resolution in relation to his re-election at the Postponed Annual General Meeting will be removed.

Reference is made to the announcement of the Company dated 5 June 2023 in relation to, among other matters, the change of Directors. Pursuant to Article 83(3) of the Articles, Ms. Guo Lei (who has been appointed as an executive Director by the Board on 5 June 2023) and Mr. Victor Yang (who has been appointed as an independent non-executive Director by the Board on 5 June 2023) shall hold office until the Postponed Annual General Meeting. All of the above additional retiring Directors, being eligible, will offer themselves for re-election at the Postponed Annual General Meeting.

Mr. Victor Yang, an independent non-executive Director, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The nomination committee of the Company (the “**Nomination Committee**”) has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s board diversity policy and director nomination policy and the Company’s corporate strategy, and the independence of the independent non-executive Directors.

The Company has in place a nomination policy which sets out, inter alia, the selection criteria and the evaluation procedures in nominating candidates to be appointed or re-appointed as Directors. The re-appointment of each of Ms. Guo Lei and Mr. Victor Yang was recommended by the Nomination Committee, and the Board has accepted the recommendations following a review of their overall contribution and service to the Company, and whether they continue to satisfy the selection criteria.

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The Nomination Committee, in particular, assessed Mr. Victor Yang, the independent non-executive Director who is due to retire at the Postponed Annual General Meeting, his individual attributes enhancing the Board's diversity and optimal composition. The Company considers that he is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning diversity.

Details of the additional retiring Directors proposed for re-election at the Postponed Annual General Meeting are set out in the appendix to this circular.

7. SUPPLEMENTAL NOTICE AND REVISED PROXY FORM

Since the Original Notice and the first proxy form (the "**First Proxy Form**") sent together with the Original Circular do not contain the proposed resolutions in relation to the proposed re-election of Ms. Guo Lei and Mr. Victor Yang as Directors and the proposed Share Consolidation as set out in this supplemental circular, the Supplemental Notice is set out on pages 17 to 19 of this supplemental circular and the Revised Proxy Form is enclosed with this supplemental circular to include such proposed resolutions. The Revised Proxy Form for the Postponed Annual General Meeting is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.risecomm.com.cn).

Whether or not you are able to attend the Postponed Annual General Meeting, please complete and return the Revised Proxy Form in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, 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 later than 48 hours before the time appointed for holding the Postponed Annual General Meeting or any adjournment thereof (the "**Closing Time**"). Completion and return of the Revised Proxy Form will not preclude the Shareholders from attending and voting at the Postponed Annual General Meeting or any adjournment thereof (as the case may be) if they so wish. Pursuant to the Listing Rules, voting by poll is required for any resolution put to vote at the Postponed Annual General Meeting.

A Shareholder who has not yet lodged the First Proxy Form with the Company's branch share registrar in Hong Kong is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the Postponed Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar in Hong Kong.

A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar in Hong Kong should take note of the following:

- (i) subject to (iii) below, if no Revised Proxy Form is lodged with the Company's branch share registrar in Hong Kong, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed and signed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolutions for the proposed re-election of Ms. Guo Lei and Mr. Victor Yang as Directors and the

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proposed Share Consolidation as set out in the Supplemental Notice and the Revised Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions;

- (ii) if the Revised Proxy Form is lodged with the Company's branch share registrar in Hong Kong before the Closing Time, the Revised Proxy Form, if correctly completed and signed, shall revoke and supersede the First Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
- (iii) if the Revised Proxy Form is lodged with the Company's branch share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Company's branch share registrar in Hong Kong.

Accordingly, the Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Company's branch share registrar in Hong Kong before the Closing Time.

8. POSTPONEMENT OF ANNUAL GENERAL MEETING AND CHANGE OF DATES FOR CLOSURE OF REGISTER OF MEMBERS

Due to the additional ordinary resolution to be submitted to the Shareholders for consideration, the Company decided to postpone the AGM originally scheduled to be held on 21 June 2023 (Wednesday) at 11:00 a.m. to 27 June 2023 (Tuesday) at 11:00 a.m. The venue of the Postponed AGM will remain unchanged at Units 5906-12, 59/F, The Center, 99 Queen's Road Central, Hong Kong.

As a result of the postponement of the AGM, the book closure dates of the register of members of the Company will be changed as follows.

For determining the entitlement to attend and vote at the Postponed AGM, the register of members of the Company will be closed from Wednesday, 21 June 2023 to Tuesday, 27 June 2023, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Postponed AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar 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 Tuesday, 20 June 2023.

9. RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all

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reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental 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 supplemental circular misleading.

10. RECOMMENDATIONS

The Directors believe that all resolutions proposed for consideration and approval by the Shareholders at the Postponed Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of the resolutions to be proposed at the Postponed Annual General Meeting as set out in the Original Notice and the Supplemental Notice.

11. ADDITIONAL INFORMATION

References are made to pages 4, 5 and 14 of the Original Circular in which the number of Existing Shares in issue was stated. Following the despatch of the Original Circular, the Company completed a Share subscription on 2 June 2023 and the number of Existing Shares in issue was increased from 1,857,088,606 Existing Shares to 2,131,088,606 Existing Shares. In this regard, on the basis that the number of Existing Shares in issue of 2,131,088,606 Existing Shares shall remain unchanged as at the date of the Postponed AGM, (i) the maximum number of Existing Shares that the Directors would be authorized to allot, issue or deal with under the Issue Mandate shall be 426,217,721 Existing Shares (or 42,621,772 Consolidated Shares upon the Share Consolidation becoming effective) and (ii) the maximum number of Existing Shares that the Directors would be authorized to repurchase under the Share Repurchase Mandate shall be 213,108,860 Existing Shares (or 21,310,886 Consolidated Shares upon the Share Consolidation becoming effective).

12. WARNING

Shareholders and potential investors should take note that the Share Consolidation and the Change in Board Lot Size are conditional upon the fulfilment of their respective conditions. Therefore, the Share Consolidation and the Change in Board Lot Size may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

Yours faithfully,
By Order of the Board
Risecomm Group Holdings Limited
Guo Lei
Chairman and Executive Director

The following are details of the additional Directors who will retire and being eligible, offer themselves for re-election at the Postponed Annual General Meeting.

- (1) Ms. Guo Lei (郭磊) (“**Ms. Guo**”), aged 55, was appointed as an executive Director on 5 June 2023. She is also the chairman of the Board, an authorised representative under Rule 3.05 of the Listing Rules and a member of the remuneration committee of the Company. Ms. Guo obtained a bachelor degree in philosophy and a master degree in business administration from Nanjing University (南京大學) in July 1989 and March 2001, respectively.

Ms. Guo obtained a qualification of senior economist issued by the Personnel Department of Jiangsu Province in December 2001. Ms. Guo possesses rich experience in the new energy industry. From 2005 to 2006, Ms. Guo was the deputy general manager of Jiangsu New Energy Development Co., Ltd.* (江蘇省新能源開發股份有限公司) (“**Jiangsu New Energy**”), a company listed on the Shanghai Stock Exchange (stock code: 603693), she then became the general manager of the company since 2007. From 2015 to 2021, she was appointed as the general manager and chairman of Jiangsu New Energy. From 2021 to 2022, Ms. Guo acted as an external director of Jiangsu Guoxin Group* (江蘇省國信集團).

Ms. Guo entered into a service agreement with the Company for an initial term of service of three years commencing from 5 June 2023 (the “**Service Agreement**”), and the term of the Service Agreement shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term, until terminated either by Ms. Guo by giving not less than three months’ written notice expiring at the end of the initial term of her appointment or any time thereafter to the Company, or by the Company by giving not less than three months’ written notice expiring at the first anniversary of the initial term of her appointment or any time thereafter to her. Ms. Guo is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles, pursuant to which Ms. Guo shall retire from her office at the next general meeting of the Company in accordance with Article 83(3) of the Articles. As specified in the Service Agreement, Ms. Guo is entitled to receive a director’s fee of HK\$120,000 per annum. A discretionary bonus equals to one month’s salary is payable to Ms. Guo in the month preceding the Chinese New Year. In every financial year of the Company, the Board may at its discretion decide to distribute a special annual bonus to Ms. Guo. The timing, terms and amount of such distribution shall all be determined at the discretion of the Board. If the Board decides to distribute such special annual bonus, the amount shall be calculated based on a percentage of net profit stated in the Group’s latest audited consolidated account. The above “net profit” represents the Group’s net profit less taxation and non-recurring expenses for the financial year (the “**Consolidated Net Profit**”). The total amount of special annual bonus payable to all of the Directors in each financial year of the Company shall not exceed 10% of the Consolidated Net Profit of the previous financial year of the Company. The above emoluments of Ms. Guo have been determined with reference to her duties and responsibilities as well as

the prevailing market conditions and are subject to revision in the future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

- (2) Mr. Victor Yang (楊岳明) (“**Mr. Yang**”), aged 77, was appointed as an independent non-executive Director. He is also the chairman of the remuneration committee and a member of each of the nomination committee and the audit committee of the Company. He obtained a Juris Doctorate degree from University of British Columbia in Canada in May 1970. Mr. Yang obtained his bachelor degree in commerce from University of British Columbia in Canada in November 1972.

Mr. Yang has over 49 years of experience in legal practice primarily in the areas of corporate finance, commercial law, mergers, acquisitions and private wealth. Mr. Yang is a qualified lawyer in Hong Kong, British Columbia, Canada and the United Kingdom. Mr. Yang is presently a governor of the Canadian Chambers of Commerce in Hong Kong. He is also a member of the University of British Columbia, Canada, Dean of Law’s Council of Advisors, since 2010.

Mr. Yang was one of the founders of Boughton Peterson Yang Anderson (“**BPYA**”) and served as a managing partner from July 1996 to March 2015. Mr. Yang’s partnership was continued under the name of Zhong Lun Law Firms in March 2015, when BPYA changed its name to Zhong Lun Law Firm, and he continues to be a managing partner till March 2017 and remained as a partner till June 2019. In June 2019, Mr. Yang joined Yang Chan & Jamison LLP, a member firm of the Deloitte Legal network, as a managing partner until February 2023. After resigning from Yang Chan & Jamison LLP by the end of February 2023, Mr. Yang set up a new law firm Yang & Yang, Solicitors. The new law firm commenced business on 14 April 2023.

From January 2007 to August 2015, Mr. Yang was an independent non-executive director of China Agri-Industries Holdings Limited (stock code: 606), a company previously listed on the Stock Exchange. From July 2007 to August 2019, Mr. Yang was an independent non-executive director of Playmates Toys Limited (stock code: 869), a company listed on the Stock Exchange, primarily engaged in design, development, and distribution of toys and family products. From April 2008 to July 2019, Mr. Yang was an independent non-executive director of Singamas Container Holdings Limited (stock code: 716), a company listed on the Stock Exchange, primarily engaged in the business of manufacturing of containers and providing logistics services. From April 2014 to August 2019, Mr. Yang was an independent non-executive director of One Media Group Limited (stock code: 426), a company listed on the Stock Exchange, primarily engaged in media business in Hong Kong. From May 2015 to January 2016, Mr. Yang was an independent non-executive director of China Hanking Holdings Limited (stock code: 3788), a company listed on the Stock Exchange, primarily engaged in iron ore mining.

Mr. Yang entered into a letter of appointment with the Company for an initial term of service of three years commencing from 5 June 2023 (the “**Letter of Appointment**”) unless terminated by either the Company or Mr. Yang giving not less than three months’ prior written notice. Mr. Yang is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association, pursuant to which Mr. Yang shall retire from his office at the next general meeting of the Company in accordance with Article 83(3) of the Articles of Association. As specified in the Letter of Appointment, Mr. Yang is entitled to receive a director’s fee of HK\$240,000 per annum which is subject to review by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions.

GENERAL

Save as disclosed above, as at the Latest Practicable Date, none of Ms. Guo and Mr. Yang holds any other positions in the Company or any of its subsidiaries or holds any directorship in any listed companies in the past three years preceding the Latest Practicable Date or has other major appointments and professional qualifications, and nor are they related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company, or interested in any Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. Save as disclosed above, there are no other matters that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters relating to their re-election that need to be brought to the attention of the Shareholders.



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)

SUPPLEMENTAL NOTICE OF POSTPONED ANNUAL GENERAL MEETING

Reference is made to the notice (the “**Original Notice**”) of the annual general meeting (the “**Annual General Meeting**”) of Risecomm Group Holdings Limited (the “**Company**”) dated 28 April 2023, which sets out the resolutions to be considered and, if thought fit, to be approved at the Annual General Meeting to be held at Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Wednesday, 21 June 2023 at 11:00 a.m.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the postponed Annual General Meeting (the “**Postponed Annual General Meeting**”) will be held at the same venue on Tuesday, 27 June 2023 at 11:00 a.m. Due to the matters as set out in the supplemental circular of the Company dated 9 June 2023, (i) the resolutions under item numbered 2 in the Original Notice should be deleted in its entirety and replaced by the following new resolutions under item numbered 2; and (ii) the following new resolution will be included under item numbered 6A:

ORDINARY RESOLUTIONS

2. To consider and approve, each as a separate resolution, if thought fit, the following resolution:
 - (a) to re-elect Ms. Guo Lei as executive director of the Company;
 - (b) to re-elect Mr. Lau Wai Leung, Alfred as executive director of the Company;
 - (c) to re-elect Mr. Jiang Feng as executive director of the Company;
 - (d) to re-elect Mr. Victor Yang as independent non-executive director of the Company; and
 - (e) to authorize the board of directors of the Company to fix the directors’ remuneration.

SUPPLEMENTAL NOTICE OF POSTPONED ANNUAL GENERAL MEETING

6A. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Consolidated Shares (as defined below) arising from the Share Consolidation (as defined below) and with effect from the second business day immediately following the date on which this resolution is passed:

- (a) every ten (10) issued and unissued ordinary shares with a par value of HK\$0.0001 each in the share capital of the Company be consolidated into one (1) ordinary share with a par value of HK\$0.001 each (the “**Consolidated Shares**”) (the “**Share Consolidation**”), such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum of association and articles of association of the Company, so that following the Share Consolidation, the authorised share capital of the Company shall be changed from HK\$1,000,000 divided into 10,000,000,000 shares of a nominal or par value of HK\$0.0001 each to HK\$1,000,000 divided into 1,000,000,000 shares of a nominal or par value of HK\$0.001 each;
- (b) following the Share Consolidation, the directors of the Company (the “**Directors**”) be and are hereby authorised to make arrangements for the settlement and disposal of fractional entitlements, if any, arising from or in connection therewith and, in particular (but without prejudice to the generality of the foregoing), by aggregating any fractional entitlements arising as a result thereof and selling the same for the benefit of the Company in such manner and on such terms as the Directors may think fit; and
- (c) any one of the Directors be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he/she considers necessary, desirable or expedient to give effect to the Share Consolidation and the transactions contemplated thereunder.”

This supplemental notice should be read in conjunction with the Original Notice. Apart from the amendments set out above, all the information contained in the Original Notice shall remain to have full force and effect.

By Order of the Board
Risecomm Group Holdings Limited
Guo Lei
Chairman and Executive Director

Hong Kong, 9 June 2023

SUPPLEMENTAL NOTICE OF POSTPONED ANNUAL GENERAL MEETING

Notes:

1. A revised form of proxy (the “**Revised Proxy Form**”) containing the revised ordinary resolutions under item 2 and the new ordinary resolution under item 6A is enclosed with the supplemental circular dated 9 June 2023 (the “**Supplemental Circular**”). Please refer to the section headed “7. Supplemental Notice and Revised Proxy Form” on pages 11 to 12 of the Supplemental Circular and the notes to the Revised Proxy Form for arrangements about the completion and submission of the Revised Proxy Form.
2. Please refer to the Original Notice for details of the other resolutions to be considered at the Postponed Annual General Meeting and other relevant matters.
3. Shareholders are reminded that completion and return of the First Proxy Form and/or the Revised Proxy Form will not preclude a member from attending the Postponed Annual General Meeting or any adjournment thereof (as the case may be) if they so wish.