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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)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF FIVE (5) RIGHTS SHARES FOR EVERY ONE (1) CONSOLIDATED SHARE HELD ON THE RECORD DATE

References are made to the prospectus (the "**Prospectus**") of Risecomm Group Holdings Limited (the "**Company**") dated 29 August 2025 and the announcement of the Company dated 19 September 2025 (the "**Announcement**") in relation to, among other things, the Rights Issue. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Prospectus and the Announcement.

RESULTS OF THE RIGHTS ISSUE AND THE UNSUBSCRIBED ARRANGEMENTS

As disclosed in the Announcement, as at 4:00 p.m. on Friday, 12 September 2025, being the Latest Time for Acceptance, a total of 11 valid acceptances for a total of 82,712,068 Rights Shares had been received, representing approximately 32.34% of all the Rights Shares.

Accordingly, the Rights Issue was undersubscribed by 173,016,792 Rights Shares, representing approximately 67.66% of all the Rights Shares, which will be subject to the Unsubscribed Arrangements.

The Board wishes to announce that, as at 4:00 p.m. on Friday, 10 October 2025, being the latest time of Placing of the Unsubscribed Rights Shares by the Placing Agent, a total of 81,956,000 Unsubscribed Rights Shares were successfully placed at the price of HK$0.5 per Rights Share, which is equal to the Subscription Price, to ten independent placees, under the Placing. Accordingly, there is no Net Gain available to be distributed to the No Action Shareholders under the Unsubscribed Arrangements.

Based on the acceptance results of the Rights Issue and the Placing results of the Unsubscribed Arrangements, the Rights Shares (including the Unsubscribed Rights Shares) to be allotted and issued amounted to 164,668,068 Rights Shares, representing 64.39% of the total number of Rights Shares offered for subscription under the Rights Issue.

All conditions with respect to the Rights Issue and conditions under the Placing Agreement as set out in the Prospectus have been fulfilled and the Rights Issue and the Placing became unconditional at 6:00 p.m. on Tuesday, 14 October 2025.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the placees and where appropriate, their respective ultimate beneficial owner(s), is independent of, not acting in concert (within the meaning of the Takeovers Code) with and not connected with any directors or substantial shareholders of the Company or its subsidiaries or any of their respective associates; (ii) none of the placees has become a substantial shareholder of the Company (as defined under the Listing Rules) upon completion of the Placing; and (iii) none of the placees shall be obliged to make a mandatory general offer to the other Shareholders under the Takeovers Code.

USE OF PROCEEDS

The gross proceeds raised from the Rights Issue (including the Unsubscribed Arrangements) were approximately HK$82.33 million, and the net proceeds (after deducting all relevant expenses) from the Rights Issue were approximately HK$80.44 million.

As disclosed in the Prospectus, the Company intends to apply the net proceeds as to (i) approximately HK$64.16 million, which represents approximately 80% of the Net Proceeds, for repayment of the Group's current liabilities, specifically those debts, liabilities, or other payables that are expected to be due and payable within twelve months upon Completion, and (ii) approximately HK$16.08 million, which represents approximately 20% of the Net Proceeds, for the Group's general corporate and administration working capital purposes, which primarily includes (a) staff salaries expenses of approximately HK$11.2 million; (b) rental expenses of approximately HK$0.30 million; and (c) business development expenses of approximately HK$0.43 million. These funds of HK$0.43 million will support the Company's efforts in smart manufacturing and industrial automation, particularly in upgrading legacy systems and optimizing integrity management within petroleum and petrochemical operations, thereby supporting the Group's ongoing business activities. For further details on the use of proceeds, please refer to the section titled ''Reasons for the Rights Issue and the intended use of proceed'' in the Prospectus.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Based on the information available to the Company and to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, set out below is the shareholding structure of the Company immediately before and after the completion of the Rights Issue (the "**Completion**"):

	Immediately before the Completion		**Immediately after the Completion**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Substantial Shareholders				
Liu Beibei	6,754,423	13.21	40,526,534	18.78
Fu Xiaoqin	6,600,000	12.90	6,600,000	3.06
XinDaXin Group Company Limited *(Note 1)*	3,724,000	7.28	22,344,000	10.35
Directors				
Ding Zhigang *(Note 3)*	3,934,018	7.69	3,934,018	1.82
Yu Lu *(Note 3)*	3,450,450	6.75	3,450,450	1.60
Tsang Wah Tak Brian *(Note 2)*	263,000	0.51	263,000	0.12
Public Shareholders				
Ning Jun *(Note 4)*	2,556,000	5.00	2,556,000	1.18
The Placees	—	—	81,956,000	37.98
Other public Shareholders	27,587,881	53.94	54,183,838	25.11
Total	**51,145,772**	**100**	**215,813,840**	**100**

Notes:

1. XinDaXin Group Company Limited is indirectly wholly-owned by Mr. Wu Yueshi. By virtue of the SFO, Mr. Wu Yueshi is deemed to be interested in the same number of Shares held by XinDaXin Group Company Limited.

2. Mr. Tsang Wah Tak Brian is an executive Director.

3. Both Mr. Ding Zhigang and Mr. Yu Lu are non-executive Directors.

4. As disclosed in the Prospectus, Mr. Ning Jun is not a Substantial Shareholder and not a core connected person of the Company. In addition, Mr. Ning Jun does not fall within any of the categories specified under Rule 8.24 of the Listing Rules and is therefore regarded as a public Shareholder.

DESPATCH OF SHARE CERTIFICATES FOR RIGHTS SHARES

Share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risks on Wednesday, 22 October 2025.

COMMENCEMENT OF DEALINGS IN THE FULLY-PAID RIGHTS SHARES

Dealings in the fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Thursday, 23 October 2025.

By Order of the Board
Risecomm Group Holdings Limited
Zhao Luyi
Chairman and executive Director

Hong Kong, 21 October 2025

As at the date of this announcement, the executive Directors are Ms. Zhao Luyi, Mr. Tsang Wah Tak, Brian and Mr. Jiang Feng, the non-executive Directors are Ms. Guo Lei, Mr. Yu Lu and Mr. Ding Zhigang, and the independent non-executive Directors are Mr. Victor Yang, Ms. Lo Wan Man and Mr. Zou Heqiang.