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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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 29 SEPTEMBER 2021**

Reference is made to the circular (the “**Circular**”) of Risecomm Group Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of the Company both dated 8 September 2021. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

At the EGM of the Company held on 29 September 2021, the proposed ordinary resolution as set out in the Notice was taken by poll. The poll results are as follows:

Ordinary Resolution	Number of Votes (Approximate %)	
	For	Against
(a) To approve, confirm and ratify the Second Amendment and Extension Agreement dated 13 August 2021 entered into between the Company and Software Research Associates, Inc. as holder of the Convertible Bonds in the principal amount of HK\$150,000,000 issued by the Company on 13 August 2018 in relation to the further extension of the maturity date of the Convertible Bonds to 13 August 2022 (a copy of the Second Amendment and Extension Agreement having been produced to the EGM and marked “A” and initialled by the chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder (including but not limited to the Second Proposed Amendment);	538,207,944 (100.00%)	0 (0.00%)

Ordinary Resolution	Number of Votes (Approximate %)	
	For	Against
<p>(b) To grant the specific mandate to the directors of the Company to allot and issue the conversion shares upon exercise of the conversion rights attached to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds as amended by the Second Amendment and Extension Agreement; and</p> <p>(c) To authorise any one or more directors of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary, desirable or expedient to carry out and implement the Second Amendment and Extension Agreement and the transactions contemplated thereunder (including the execution of the Second Supplemental Deed) into full effect and to agree to such variation, amendment or waiver as are in the reasonable opinion of the directors of the Company in the interests of the Company and its shareholders as a whole provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Second Amendment and Extension Agreement.</p>		

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the EGM in person or by proxy.
- (b) As all votes were cast in favour of the above resolution, the above resolution proposed at the EGM was duly passed as an ordinary resolution of the Company.
- (c) As at the date of the EGM, the total number of shares of the Company in issue was 1,183,939,071 shares.
- (d) The total number of shares of the Company entitling the holders to attend and vote on the ordinary resolution at the EGM was 1,183,939,071 shares.
- (e) There were no shares entitling the holders to attend and abstain from voting in favour of the ordinary resolution at the EGM as set out in Rule 13.40 of the Listing Rules.
- (f) No shareholder of the Company was required under the Listing Rules to abstain from voting on the ordinary resolution at the EGM.
- (g) None of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on the ordinary resolution at the EGM.

- (h) The Company's branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

By Order of the Board
Risecomm Group Holdings Limited
Yue Jingxing
Chairman and Executive Director

Hong Kong, 29 September 2021

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. Cheung Fan and Mr. Yu Lu, and the independent non-executive Directors are Mr. Ong King Keung, Ms. Lo Wan Man and Mr. Zou Heqiang