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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 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.

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

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.

As at the date of this notice, the executive Directors are Ms. Guo Lei, 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. Victor Yang, Ms. Lo Wan Man and Mr. Zou Heqiang.