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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)

**(1) POLL RESULTS OF THE POSTPONED ANNUAL GENERAL MEETING
HELD ON 27 JUNE 2023**

AND

(2) SHARE CONSOLIDATION

References are made to (i) the circular of the Company (the “**Original Circular**”) dated 28 April 2023, (ii) the notice (the “**Original Notice**”) of the annual general meeting of the Company (the “**AGM**”) dated 28 April 2023, (iii) the announcement of the Company regarding, among other things, the postponement of the AGM dated 7 June 2023, (iv) the supplemental circular of the Company (the “**Supplemental Circular**”) dated 9 June 2023, and (v) the supplemental notice (the “**Supplemental Notice**”) of the Company in relation to the postponed AGM (the “**Postponed AGM**”) dated 9 June 2023. Save as defined herein, capitalised terms used in this announcement have the same meanings as defined in the Original Circular, the Original Notice, the Supplemental Circular and the Supplemental Notice.

POLL RESULTS OF THE POSTPONED AGM

At the Postponed AGM held on 27 June 2023, all the proposed ordinary resolutions (the “**Ordinary Resolutions**”) and special resolution (the “**Special Resolution**”, together with the Ordinary Resolutions, collectively, the “**Resolutions**”) as set out in the Original Notice and the Supplemental Notice were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (Note (a))	
		<i>(Approximate %)</i>	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2022.	554,398,874 (100.00%)	0 (0.00%)
2(a).	To re-elect Ms. Guo Lei as an executive director of the Company;	554,398,874 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (Note (a)) (Approximate %)	
		For	Against
2(b).	To re-elect Mr. Lau Wai Leung, Alfred as an executive director of the Company;	554,398,874 (100.00%)	0 (0.00%)
2(c).	To re-elect Mr. Jiang Feng as an executive director of the Company;	554,398,874 (100.00%)	0 (0.00%)
2(d).	To re-elect Mr. Victor Yang as an independent non-executive director of the Company; and	554,398,874 (100.00%)	0 (0.00%)
2(e).	To authorize the board of directors of the Company to fix the directors' remuneration.	554,398,874 (100.00%)	0 (0.00%)
3.	To re-appoint RSM Hong Kong as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.	554,398,874 (100.00%)	0 (0.00%)
4.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution (the " Share Repurchase Mandate ").	554,048,874 (99.94%)	350,000 (0.06%)
5.	To give a general mandate to the directors to allot, issue and deal with authorised and unissued shares of the Company not exceeding 20% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution (the " Issue Mandate ").	554,048,874 (99.94%)	350,000 (0.06%)
6.	Conditional upon the passing of resolutions nos. 4 and 5, to extend the Issue Mandate granted to the directors of the Company to issue, allot and deal with authorized and unissued shares of the Company by the aggregate numbers of shares repurchased by the Company under the Share Repurchase Mandate.	554,048,874 (99.94%)	350,000 (0.06%)
6A.	To authorize the proposed share consolidation of every ten (10) issued and unissued ordinary shares of par value of HK\$0.0001 each into one (1) consolidated share of par value of HK\$0.001 each and to authorize the board of directors of the Company to do all such acts and things necessary to give effect to the aforesaid.	554,048,874 (99.94%)	350,000 (0.06%)
Special Resolution		Number of Votes (Note (a)) (Approximate %)	
		For	Against
7.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and the adoption of the second amended and restated memorandum and articles of association of the Company.	554,048,874 (99.94%)	350,000 (0.06%)

Notes:

- (a) The number and percentage of votes are based on the total number of Shares voted by the Shareholders at the Postponed AGM in person or by proxy.
- (b) As more than 50% of the votes were cast in favour of each of the above Ordinary Resolutions and more than 75% of votes were cast in favour of the Special Resolution, all the Resolutions were duly passed at the Postponed AGM.
- (c) As at the date of the Postponed AGM, the total number of Shares in issue was 2,131,088,606 Shares.
- (d) The total number of Shares entitling the holder to attend and vote on the Resolutions at the Postponed AGM was 2,131,088,606 Shares.
- (e) There were no Shares entitling the holder to attend and abstain from voting in favour of the Resolutions at the Postponed AGM as set out in rule 13.40 of the Listing Rules.
- (f) No Shareholder was required under the Listing Rules to abstain from voting on the Resolutions at the Postponed AGM.
- (g) None of the Shareholders have stated their intention in the Original Circular and the Supplemental Circular to vote against or to abstain from voting on any of the Resolutions at the Postponed AGM.
- (h) The Company's branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the Postponed AGM.
- (i) Except for Mr. Yu Lu and Mr. Ding Zhigang, all other Directors attended the Postponed AGM in person or by electronic means.

SHARE CONSOLIDATION

Subject to the fulfillment of the conditions as set out in the paragraph headed “Conditions of the Share Consolidation” in the Supplemental Circular, the Share Consolidation will become effective on Thursday, 29 June 2023. Please refer to the Supplemental Circular for details, including the trading arrangement and the exchange of share certificates. Further announcement will be made by the Company to inform the Shareholders of, among other things, the details of matching services for odd lots of the Consolidated Shares in connection with the Share Consolidation.

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

Hong Kong, 27 June 2023

Following the conclusion of the Postponed AGM and as at the date of this announcement, 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.