

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**EFFECTIVE DATE OF THE SHARE CONSOLIDATION
AND THE CHANGE IN BOARD LOT SIZE
AND
ADJUSTMENTS TO THE PRE-IPO SHARE OPTIONS
AND THE SHARE OPTIONS**

References are made to the circular of Risecomm Group Holdings Limited (the “**Company**”) dated 9 June 2023 (the “**Circular**”) and the announcement of the Company dated 27 June 2023 in respect of the poll results of the AGM held on the same date. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

**EFFECTIVE DATE OF THE SHARE CONSOLIDATION AND THE CHANGE IN
BOARD LOT SIZE**

The Board is pleased to announce that all the conditions of the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Thursday, 29 June 2023, upon which the board lot size of the Consolidated Shares for trading on the Stock Exchange will be changed from 2,500 Existing Shares to 5,000 Consolidated Shares. Dealing in the Consolidated Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, 29 June 2023.

Please refer to the Circular for the details, including the trading arrangement and the exchange of share certificates in connection with the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from blue to beige.

ARRANGEMENT ON ODD LOT TRADING

The Company has agreed to appoint DL Securities (HK) Limited as an agent to arrange for matching services, on a best effort basis, regarding the sale and purchase of odd lots of Consolidated Shares from 13 July 2023 to 2 August 2023 (both days inclusive). Shareholders who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or top up to a full board lot may, directly or through their brokers, contact DL Securities (HK) Limited at 29/F Vertical Square, 28 Heung Yip Road, Wong Chuk Hang, Hong Kong or by phone at (852) 3890 2966 during trading hours (i.e. 9:30 a.m. to 4:00 p.m.) of such period. Shareholders who would like to match odd lots are recommended to make an appointment in advance by dialling the telephone number of DL Securities (HK) Limited set out above.

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 on a best effort basis. Successful 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.

ADJUSTMENTS RELATING TO THE OUTSTANDING PRE-IPO SHARE OPTIONS UNDER THE PRE-IPO SHARE OPTION SCHEME AND THE OUTSTANDING SHARE OPTIONS UNDER THE SHARE OPTION SCHEME

As at the date of this announcement, there are (i) outstanding Pre-IPO Share Options entitling the holders thereof to subscribe for 856,555 Existing Shares under the Pre-IPO Share Option Scheme; and (ii) outstanding Share Options entitling the holders thereof to subscribe for 6,273,811 Existing Shares under the Share Option Scheme.

Pursuant to the terms and conditions of the Share Option Scheme, the Pre-IPO Share Option Scheme and the Listing Rules, the exercise prices and the number of the Consolidated Shares to be issued upon exercise of the outstanding Pre-IPO Share Options under the Pre-IPO Share Option Scheme and the outstanding Share Options under the Share Option Scheme will be adjusted, respectively, with effect from the effective date of the Share Consolidation (i.e. Thursday, 29 June 2023).

As a result of the Share Consolidation, the Company has calculated the necessary adjustments (the “**Share Options Adjustments**”) to the exercise prices of, and the number of Consolidated Shares falling to be issued upon exercise of, the outstanding Pre-IPO Share Options and the outstanding Share Options in accordance with the relevant terms of the Pre-IPO Share Option Scheme, the Share Option Scheme, Rule 17.03(13) of the Listing Rules, the Supplementary Guidance on Main Board Listing Rule 17.03(13) and the Note Immediately After the Rule attached to the Frequently Asked Question No. 072–2020 issued by the Stock Exchange on 6 November 2020 (the “**Stock Exchange Supplementary Guidance**”). Details of the Share Options Adjustments, which shall take effect from Thursday, 29 June 2023, being the date on which the Share Consolidation becoming effective, are set out below:

Pre-IPO Share Option Scheme

Date of grant	Before adjustment	Exercise price per Existing Share <i>USD</i>	After adjustment	Exercise price per Consolidated Share <i>USD</i>
	Number of Existing Shares to be issued upon exercise of the outstanding Pre-IPO Share Options		Number of Consolidated Shares to be issued upon exercise of the outstanding Pre-IPO Share Options	
25 August 2016	856,555	0.000302	85,655	0.00302

Save for the above adjustments, all other terms and conditions of the outstanding Pre-IPO Share Options granted under the Pre-IPO Share Option Scheme remain unchanged.

Share Option Scheme

Date of grant	Before adjustment	Exercise price per Existing Share <i>HK\$</i>	After adjustment	Exercise price per Consolidated Share <i>HK\$</i>
	Number of Existing Shares to be issued upon exercise of the outstanding Share Options		Number of Consolidated Shares to be issued upon exercise of the outstanding Share Options	
3 September 2018	6,273,811	1.724	627,381	17.24

Save for the above adjustments, all other terms and conditions of the outstanding Share Options granted under the Share Option Scheme remain unchanged.

The Company's auditors, RSM Hong Kong, has certified in writing that the adjustments made to the exercise prices of the Pre-IPO Share Options and the Share Options and the number of Consolidated Shares to be issued upon the exercise of the outstanding Pre-IPO Share Options and the outstanding Share Options are in compliance with the requirements set out in the relevant terms of the Pre-IPO Share Option Scheme and the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the Stock Exchange Supplementary Guidance.

By order of the Board
Risecomm Group Holdings Limited
Guo Lei
Chairman and executive Director

Hong Kong, 28 June 2023

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.