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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)

**EXTENSION OF THE CONVERTIBLE BONDS LONG STOP DATE
AND
EXTENSION OF THE ACQUISITION LONG STOP DATE**

References are made to the announcement dated 28 December 2017 (the “**Acquisition Announcement**”), the supplemental announcement dated 3 January 2018 (the “**First Supplemental Acquisition Announcement**”), the supplemental announcement dated 10 January 2018 (the “**Second Supplemental Acquisition Announcement**”) and the supplemental announcement dated 12 February 2018 (the “**Third Supplemental Acquisition Announcement**”), respectively, of Risecomm Group Holdings Limited (瑞斯康集團控股有限公司) (the “**Company**”) regarding the Sale and Purchase Agreement and the Supplemental Agreement in relation to the Acquisition.

Reference is also made to the announcement dated 13 February 2018 of the Company in relation to the issue of the Convertible Bonds under the General Mandate (the “**Convertible Bonds Announcement**”). Unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Acquisition Announcement, the First Supplemental Acquisition Announcement, the Second Supplemental Acquisition Announcement, the Third Supplemental Acquisition Announcement and the Convertible Bonds Announcement.

EXTENSION OF THE CONVERTIBLE BONDS LONG STOP DATE

As disclosed in the Convertible Bonds Announcement, the completion of the subscription of the Convertible Bonds is conditional upon certain conditions being fulfilled or waived to the satisfaction of the Subscriber. The completion of the subscription of the Convertible Bonds will take place on the Issue Date, which shall be a date as early as practicable after such conditions are fulfilled or waived in accordance with the terms of the Subscription Agreement and no later than 23 March 2018 (the “**Convertible Bonds Long Stop Date**”) unless otherwise agreed by the Subscriber and the Company.

As additional time is required for the fulfilment of certain conditions under the Subscription Agreement, the Company entered into an extension letter with the Subscriber, pursuant to which, the parties agreed to extend the Convertible Bonds Long Stop Date to 31 May 2018 or such other date as may be further agreed between the Company and the Subscriber. Save for the extension of the Convertible Bonds Long Stop Date, all other terms and conditions of the Subscription Agreement remain unchanged and in full force and effect in all respects.

EXTENSION OF THE ACQUISITION LONG STOP DATE

As disclosed in the Acquisition Announcement, the completion of the Acquisition in accordance with the terms of the Sale and Purchase Agreement is conditional upon the fulfilment or waiver of the certain conditions. If such conditions of the Sale and Purchase Agreement are not fulfilled or waived on or before 31 March 2018 (the “**Acquisition Long Stop Date**”), the Sale and Purchase Agreement will be terminated and all rights, obligations and liabilities of the parties thereunder in relation to the Acquisition shall cease and terminate and none of the parties shall have any claim against the other save for any antecedent breach of any right or obligation under the Sale and Purchase Agreement.

As disclosed in the Convertible Bonds Announcement, the net proceeds raised from the issue of the Convertible Bonds will be used to partially settle the consideration for the Acquisition.

Due to the extension of the Convertible Bonds Long Stop Date, the Company and Vendor entered into a supplemental agreement to the Sale and Purchase Agreement on 23 March 2018 to extend the Acquisition Long Stop Date to 31 May 2018. Save as disclosed above, all other terms and conditions of the Sale and Purchase Agreement and the Supplemental Agreement remain unchanged and in full force and effect in all respects.

By order of the Board
Risecomm Group Holdings Limited
Yue Jingxing
Executive Director and Chief Executive Director

Hong Kong, 23 March 2018

As at the date of this announcement, the executive directors of the Company are Mr. Yue Jingxing, Mr. Wang Shiguang and Mr. Zhang Youyun, the non-executive directors of the Company are Mr. Ng Benjamin Jin-ping and Mr. Lau Wai Leung, Alfred and the independent non-executive directors of the Company are Mr. Pan Song, Mr. Chen Yong and Mr. Ong King Keung.