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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)

**DISCLOSEABLE TRANSACTION
ACQUISITION OF THE TARGET GROUP
FURTHER EXTENSION OF MATURITY DATE OF
PROMISSORY NOTES AND CHANGE OF COUPON RATES**

References are made to the announcement dated 28 December 2017 (the “**Announcement**”), the supplemental announcement dated 3 January 2018 (the “**First Supplemental Announcement**”), the supplemental announcement dated 10 January 2018 (the “**Second Supplemental Announcement**”), the supplemental announcement dated 12 February 2018 (the “**Third Supplemental Announcement**”), the announcement dated 15 August 2018 (the “**Completion Announcement**”) and the announcement dated 15 March 2019 (the “**Extension Announcement**”) respectively, of Risecomm Group Holdings Limited (瑞斯康集團控股有限公司) (the “**Company**”) regarding a Sale and Purchase Agreement and the Supplemental Agreement in relation to the Acquisition (collectively, the “**Announcements**”). Unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Announcements.

As disclosed in the interim report of the Company for the six months ended 30 June 2019, the Group is holding two promissory notes payable with aggregate principal amount of approximately HK\$223 million. The principal of the first promissory note is HK\$100 million which carries 8% coupon rate per annum and will be due on 14 August 2020 (the “**First Promissory Note**”). The principal of the second promissory note is approximately HK\$123 million which carries 8% coupon rate per annum and will be due on 30 December 2020 (the “**Second Promissory Note**”). Such promissory notes were issued as part of the consideration for the acquisition of Green Harmony Limited.

On 25 November 2019, the Company and the Vendor entered into a supplemental agreement, pursuant to which, (i) the face value of the First Promissory Note was reduced to HK\$20 million as the Company has redeemed the principal amount of HK\$80 million of the First Promissory Note and the face value of the Second Promissory Note was reduced to approximately HK\$123 million due to the adjustment of the consideration pursuant to the adjustment mechanism under the sale and purchase agreement; (ii) the maturity date of the First Promissory Note and the Second Promissory Note was further extended to 14 August

2021 and 30 December 2021, respectively; and (iii) the coupon rates of the First Promissory Note and Second Promissory Note were reduced to 4% per annum, respectively, from the date of such supplemental agreement (i.e. 25 November 2019).

Save and except for the matters as set out above, the principal terms and conditions in relation to the Acquisition as set out in the Announcements remain unchanged.

By order of the Board
Risecomm Group Holdings Limited
Cheung Fan
Chairman and Non-executive Director

Hong Kong, 25 November 2019

As at the date of this announcement, the executive Directors are Mr. Yue Jingxing, Mr. Tang Andong and Mr. Lau Wai Leung, Alfred, the non-executive Directors are Mr. Wang Shiguang, Mr. Cheung Fan and Mr. Zhou, Francis Bingrong and the independent non-executive Directors are Mr. Ong King Keung, Ms. Lo Wan Man and Mr. Zou Heqiang.