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If you have sold or transferred all your shares in Risecomm Group Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Risecomm Group Holdings Limited to be held at Units 5906–12, 59/F, The Center, 99 Queen's Road Central, Hong Kong on Friday, June 24, 2022 at 1:00 p.m. (and at any adjournment thereof) is set out on pages 18 to 22 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.risecomm.com.cn).

If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited (“HKSCC”)), you should consult directly with your banks, brokers, custodians or HKSCC (as the case may be) to assist you in the appointment of proxy.

The Company reminds the Shareholders who wish to exercise his/her/its voting rights that they must appoint the chairman of the Annual General Meeting as his/her/its proxy to exercise his/her/its right to vote at the Annual General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 1:00 p.m. on Wednesday, June 22, 2022) or the adjourned meeting (as the case may be).

References to time and dates in this circular are to Hong Kong time and dates.

April 29, 2022

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Friday, June 24, 2022 at 1:00 p.m. (and at any adjournment thereof), to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 18 to 22 of this circular
“Articles”	the amended and restated articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Company”	Risecomm Group Holdings Limited 瑞斯康集團控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or deal with additional new Shares of not exceeding 20% of the aggregate number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular
“Latest Practicable Date”	April 22, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.0001 each in the issued capital of the Company

DEFINITIONS

“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the aggregate number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong (as amended from time to time)
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Yue Jingxing (*Chairman*)
Lau Wai Leung, Alfred
Jiang Feng

Non-executive Directors:

Yu Lu
Ding Zhigang
Sun Peng

Independent Non-executive Directors:

Ong King Keung
Lo Wan Man
Zou Heqiang

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

4/F., Yue Thai Commercial Building
128 Connaught Road Central
Sheung Wan
Hong Kong

April 29, 2022

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on June 24, 2022.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 84(1) of the Articles, Mr. Ong King Keung, Ms. Lo Wan Man and Mr. Zou Heqiang will retire at the forthcoming annual general meeting. In addition, Mr. Yu Lu (*who has been appointed as a non-executive Director by the Board on September 9, 2021*), Mr. Ding Zhigang (*who has been appointed as a non-executive Director by the Board on January 13, 2022*) and Mr. Sun Peng (*who has been appointed as a non-executive Director by the Board on April 22, 2022*) shall hold office until the forthcoming annual general meeting pursuant to Article 83(3) of the Articles. All of the above retiring Directors, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

Each of Mr. Ong King Keung, Ms. Lo Wan Man and Mr. Zou Heqiang, an independent non-executive Director, has confirmed his/her independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The nomination committee of the Company (“**Nomination Committee**”) has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s Board Diversity Policy and Director Nomination Policy and the Company’s corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee, in particular, assessed Mr. Ong King Keung, Ms. Lo Wan Man and Mr. Zou Heqiang, the independent non-executive Directors who are due to retire at the Annual General Meeting, their individual attributes enhancing the Board’s diversity and optimal composition (details as set out in their respective biographies in Appendix I hereto) and recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Directors. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning diversity.

Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on June 25, 2021, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the aggregate number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 18 to 22 (i.e. a total of 177,590,860 Shares on the basis that the existing number of Shares in issue (i.e. a total of 1,775,908,606 Shares as at the Latest Practicable Date) remains unchanged as at the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

LETTER FROM THE BOARD

The Share Repurchase Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the proposed resolution in respect of the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on June 25, 2021, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issue Mandate to the Directors to exercise all the powers of the Company to allot, issue or deal with additional new Shares of not exceeding 20% of the aggregate number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular (i.e. a total of 355,181,721 Shares on the basis that the existing number of Shares in issue (i.e. a total of 1,775,908,606 Shares as at the Latest Practicable Date) remains unchanged as at the date of the Annual General Meeting). An ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

The Issue Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 18 to 22 of this circular.

Pursuant to the Listing Rules and the Articles, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

Due to the recent development of Novel Coronavirus (the “**COVID-19**”) pandemic and the directions given under the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws

LETTER FROM THE BOARD

of Hong Kong) (together, the “**Regulations**”), **Shareholders are reminded to refer to the section headed “7. Special Arrangements for the Annual General Meeting” on page 6 of this circular.**

The Annual General Meeting will be conducted through electronic means where all participants can participate and ask questions in the Annual General Meeting. In order to do so, any Shareholders who wishes to join the Annual General Meeting must contact the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, to register no later than 1:00 p.m. on Wednesday, June 22, 2022 (being not less than 48 hours before the Annual General Meeting) by email to is-enquiries@hk.tricorglobal.com or by telephone hotline (852) 2980 1333. No remote voting system is provided. For the avoidance of doubt, presence through such electronic means is not counted as quorum or attendance of the Annual General Meeting, and will not revoke any proxy instrument previously delivered to the Company by the same Shareholder.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.risecomm.com.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 1:00 p.m. on Wednesday, June 22, 2022 or the adjourned meeting (as the case may be)). **The Company reminds the Shareholders who wish to exercise his/her/its voting rights that they must appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting.**

6. RECOMMENDATION

The Directors consider that the ordinary resolutions to be proposed at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions at the Annual General Meeting.

7. SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

Due to the recent development of the COVID-19 pandemic and the directions given under the Regulations, the Company is required to minimize the number of persons in physical attendance at the Annual General Meeting, the Company will adopt the following special arrangements at the Annual General Meeting:

- (a) The Annual General Meeting will be held with the minimum number of persons present as is legally required to form a quorate meeting by the Directors and/or other senior staff members who are Shareholders or proxy. No other Shareholder, proxy or corporate representative should attend the Annual General Meeting in person.

LETTER FROM THE BOARD

- (b) If a Shareholder (other than those who are required to attend the Annual General Meeting physically to form a quorate meeting) wishes to vote on any resolutions at the Annual General Meeting, he/she/it must appoint the chairman of the Annual General Meeting as his/her/its proxy to exercise his/her/its right to vote at the Annual General Meeting. If a person who is not the chairman of the Annual General Meeting is appointed as proxy, that person will not be permitted entry to the Annual General Meeting and will not be able to exercise the vote.
- (c) The Annual General Meeting will be conducted through electronic means where all participants can participate and ask questions at the Annual General Meeting. In order to do so, any Shareholders who wishes to join the Annual General Meeting must contact the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, to register no later than 1:00 p.m. on Wednesday, June 22, 2022 (being not less than 48 hours before the Annual General Meeting) by email to is-enquiries@hk.tricorglobal.com or by telephone hotline (852) 2980 1333.

No remote voting system is provided. For the avoidance of doubt, presence through such electronic means is not counted as quorum or attendance of the Annual General Meeting, and will not revoke any proxy instrument previously delivered to the Company by the same Shareholder.

- (d) Shareholders can submit questions relevant to the business of the Annual General Meeting by email to is-enquiries@hk.tricorglobal.com in advance. The Board will arrange for as many of the questions asked to be answered as possible at the Annual General Meeting.

Subject to the development of COVID-19, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the websites of the Company (www.risecomm.com.cn) and the Stock Exchange (www.hkexnews.hk) for further announcements and updates on the Annual General Meeting arrangements.

The Company reminds the Shareholders who wish to exercise his/her/its voting rights that they must appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Yue Jingxing
Chairman and Executive Director

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

- (1) Mr. Ong King Keung (“**Mr. Ong**”), aged 46, was appointed as an independent non-executive Director on May 16, 2017. Mr. Ong is responsible for providing independent judgment and scrutinizing the performance of the Group.

Mr. Ong obtained a bachelor’s degree in accountancy from the Hong Kong Polytechnic University and a master’s degree in corporate finance from the City University of Hong Kong. He is a member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has over 15 years of experience in auditing and accounting industry. Mr. Ong is currently the company secretary of Harbour Digital Asset Capital Limited (formerly known as Unity Investments Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 913).

Mr. Ong is an independent non-executive director of Bingo Group Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8220) since December 2016; K Group Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8475) since May 2021; and Kunming Dianchi Water Treatment Co., Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 3768) since November 2021.

Mr. Ong was an independent non-executive director of China Water Affairs Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 855) for the period from March 2007 to November 2019.

Mr. Ong had also been an independent non-executive director of Deson Construction International Holdings Limited (now known as Smart City Development Holdings Limited), a company listed on GEM of the Stock Exchange (stock code: 8268) since December 2014 and has been subsequently re-designated as a non-executive director since December 2015. In July 2019, Mr. Ong resigned as non-executive director of such company. Mr. Ong was an independent non-executive director of My Heart Bodibra Group Limited (now known as Ocean Star Technology Group Limited), a company listed on GEM of the Stock Exchange (stock code: 8297) for the period from December 2017 to May 2021.

Mr. Ong has been appointed for an initial term of three years commencing from 16 May 2020. Either the Company or Mr. Ong may give a three months’ written notice to the other party for early termination of appointment. The appointments are subject to the provisions of the Articles with regard to vacation of office of Directors, removal and retirement by rotation of Directors. Mr. Ong is entitled to a director’s fee of HK\$240,000 per annum which is subject to review by the Board or its delegated committee with reference to Mr. Ong’s duties and responsibilities as well as the prevailing market conditions. Save for director’s fees, Mr. Ong is not expected to receive any other remuneration for holding his office as an independent non-executive Director.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

As at the Latest Practicable Date, Mr. Ong was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO. He does not have any relationship with any Directors, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

Mr. Ong does not hold any position with the other members of the Group. Save as disclosed above, he did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

- (2) Ms. Lo Wan Man (“**Ms. Lo**”), aged 47, has been appointed as the independent non-executive Director on May 29, 2019. On July 5, 2021, Ms. Lo was appointed as the chairman of nomination committee of the Company.

Ms. Lo has over 20 years of experience in the area of accounting, auditing and financial management for both listed and private companies in Hong Kong and the PRC by working in an international accounting firm and other listed companies. She obtained a master of science in finance from City University of Hong Kong in July 2005. She worked at Ernst & Young from March 2001 to December 2003. She was then employed by Emperor Motion Picture (Hong Kong) Limited as finance manager from May 2004 to July 2008. Subsequently, she worked at New World Telecommunications Limited as finance manager in July 2008 until her resignation in March 2010. She was a finance manager of Midland IC&I Limited from May 2011 to January 2014. Since May 2015 she has been employed by MCGI Consultancy Limited as a senior consultant. Since April 2019, she has been appointed as the company secretary and authorized representative of Man Shun Group (Holdings) Limited, a company listed on the Main board of the Stock Exchange (stock code: 1746). Ms. Lo is a certified public accountant of the Hong Kong Institute of Certified Public Accountants since January 2003.

Ms. Lo has entered into an appointment letter with the Company for an initial term of three years commencing from May 29, 2019. Either the Company or Ms. Lo may give a three months’ written notice to the other party for early termination of appointment. Ms. Lo is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles. Ms. Lo is entitled to receive a director’s fee of HK\$120,000 per annum which is subject to review by the Board or its delegated committee with reference to Ms. Lo’s duties and responsibilities as well as the prevailing market conditions. Save for director’s fees, Ms. Lo is not expected to receive any other remuneration for holding her office as an independent non-executive Director. The Company expects to enter into an appointment letter with Ms. Lo with these same terms upon the expiry of the existing appointment letter.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

As at the Latest Practicable Date, Ms. Lo was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO. She does not have any relationship with any Directors, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

Ms. Lo does not hold any position with the other members of the Group. Save as disclosed above, she did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

- (3) Mr. Zou Heqiang (“**Mr. Zou**”), aged 53, has been appointed as the independent non-executive Director on May 29, 2019.

Mr. Zou graduated from Shanghai Medical University in 1991 with major in forensic medicine and obtained a master degree in Law from the Shanghai Academy of Social Sciences in 2005. Mr. Zou holds the qualifications of lawyer and deputy chief physician of general surgery.

After graduating from undergraduate degree, Mr. Zou has been engaged in the clinical work and management of pathology research, general surgery and intensive care, and obtained the title of deputy chief physician of general surgery. He changed to the lawyer industry in 2008 and is currently practicing at Shanghai Yingdong Law Firm, mainly focusing on the medical dispute resolution, system construction in the field of medical safety management and contract disputes. Mr. Zou was appointed as the legal counsel of the Shanghai Jing’an District Health Commission (上海市靜安區衛生健康委員會) and the mediator of the Shanghai Jing’an District Medical Dispute Resolution Committee (上海市靜安區醫患糾紛調解委員會). At the same time, he has been employed as the legal advisor for certain companies and has accumulated extensive experiences in corporate compliance and risk control.

Mr. Zou has entered into an appointment letter with the Company for an initial term of three years commencing from May 29, 2019. Either the Company or Mr. Zou may give a three months’ written notice to the other party for early termination of appointment. Mr. Zou is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles. Mr. Zou is entitled to receive a director’s fee of HK\$120,000 per annum which is subject to review by the Board or its delegated committee with reference to Mr. Zou’s duties and responsibilities as well as the prevailing market conditions. Save for director’s fees, Mr. Zou is not expected to receive any other remuneration for holding his office as an independent non-executive Director. The Company expects to enter into an appointment letter with Mr. Zou with these same terms upon the expiry of the existing appointment letter.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

As at the Latest Practicable Date, Mr. Zou was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO. He does not have any relationship with any Directors, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

Mr. Zou does not hold any position with the other members of the Group. Save as disclosed above, he did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

- (4) Mr. Yu Lu (“**Mr. Yu**”), aged 59, was appointed as a non-executive Director on September 9, 2021. He obtained a bachelor of Arts degree in English from Beijing Union University (北京聯合大學) in July 1988 and obtained an Executive Master’s degree of Business Administration (EMBA) from Nankai University (南開大學) in December 2012. Mr. Yu has worked in Tianjin Precious Metals Exchange Co., Ltd. since 2008 and has been its vice-chairman since 2013. He has extensive experience in the areas of investment and financial services.

Mr. Yu entered into a letter of appointment with the Company for an initial term of service of three years commencing from September 9, 2021. Either the Company or Mr. Yu may give a three months’ written notice to the other party for early termination of appointment. He is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles. Mr. Yu is entitled to receive a director’s fee of HK\$120,000 per annum which is subject to review by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions. Save for director’s fees, Mr. Yu is not expected to receive any other remuneration for holding his office as a non-executive Director.

As at the Latest Practicable Date, Mr. Yu was interested in 172,522,500 Shares, representing approximately 9.7% of the entire issued share capital of the Company. Save as disclosed above, Mr. Yu was not interested or deemed to be interested in any other shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO. He does not have any relationship with any Directors, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

Mr. Yu does not hold any position with the other members of the Group and he did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

- (5) Mr. Ding Zhigang (“**Mr. Ding**”), aged 61, was appointed as a non-executive Director on January 13, 2022. Mr. Ding obtained a bachelor of laws degree in economic law from China University of Political Science and Law (中國政法大學) in July 1986. He then obtained a master’s degree of monetary banking from Chinese

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Academy of Social Sciences (中國社會科學院) in November 1998. Mr. Ding is a lawyer of the People's Republic of China, and he also has extensive experience in investment.

Mr. Ding entered into a letter of appointment with the Company for an initial term of service of three years commencing from January 13, 2022. Either the Company or Mr. Ding may give a three months' written notice to the other party for early termination of appointment. He is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles. Mr. Ding is entitled to receive a director's fee of HK\$120,000 per annum which is subject to review by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions. Save for director's fees, Mr. Ding is not expected to receive any other remuneration for holding his office as a non-executive Director.

As at the Latest Practicable Date, Mr. Ding was interested in 340,700,925 Shares, representing approximately 19.2% of the entire issued share capital of the Company. Save as disclosed above, Mr. Ding was not interested or deemed to be interested in any other shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO. He does not have any relationship with any Directors, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

Mr. Ding does not hold any position with the other members of the Group and he did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

- (6) Mr. Sun Peng (“**Mr. Sun** ”), aged 38, was appointed as a non-executive Director on April 22, 2022. He obtained a bachelor of laws degree from Tianjin University (天津大學) in July 2006. Mr. Sun has extensive experience in investment and corporate finance. He is currently the chairman of Shenzhen Futian Supply Chain Technology Finance Association (深圳市福田區供應鏈科技金融協會).

Mr. Sun entered into a letter of appointment with the Company for an initial term of service of three years commencing from April 22, 2022. Either the Company or Mr. Sun may give a three months' written notice to the other party for early termination of appointment. He is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles. Mr. Sun is entitled to receive a director's fee of HK\$120,000 per annum which is subject to review by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions. Save for director's fees, Mr. Sun is not expected to receive any other remuneration for holding his office as a non-executive Director.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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As at the Latest Practicable Date, Mr. Sun was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO. He does not have any relationship with any Directors, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

Mr. Sun does not hold any position with the other members of the Group. Save as disclosed above, he did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

GENERAL

As far as the Directors are aware and save as disclosed above, there is no information of any of the above Directors that need to be disclosed pursuant to any of the requirements under paragraph 13.51(2) of the Listing Rules; and there are no other matters concerning any of the above Directors that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,775,908,606 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the existing number of Shares in issue (i.e. a total of 1,775,908,606 Shares as at the Latest Practicable Date) remains unchanged as at the date of the Annual General Meeting, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 177,590,860 Shares, representing approximately 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its memorandum of association and Articles, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2021) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	0.230	0.204
May	0.209	0.183
June	0.214	0.179
July	0.265	0.171
August	0.223	0.192
September	0.221	0.188
October	0.216	0.189
November	0.223	0.195
December	0.210	0.161
2022		
January	0.201	0.175
February	0.190	0.172
March	0.185	0.138
April (<i>up to the Latest Practicable Date</i>)	0.209	0.154

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

On the basis of the respective shareholding held by each of the substantial Shareholders as at the Latest Practicable Date set out below, a mandatory offer under Rule 26 of the Takeovers Code will not arise as a result of the exercise in full of the Share Repurchase Mandate.

Name of Shareholder	Number of Shares	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
SB Asia Investment Fund II L.P. ("SAIF") (Note 1)	197,340,537	11.1%	12.3%
Spitzer Fund VI L.P.	123,763,311	7.0%	7.7%
Magical Success Holdings Limited (Note 2)	97,527,845	5.5%	6.1%
Seashore Fortune Limited (Note 3)	93,543,624	5.3%	5.9%
Mr. Yu Lu	172,522,500	9.7%	10.8%
Mr. Ding Zhigang	340,700,925	19.2%	21.3%

Notes:

- SAIF is an exempted limited partnership registered under the laws of the Cayman Islands. The general partner of SAIF is SAIF II GP L.P., a limited partnership established in the Cayman Islands, whose general partner is SAIF Partners II L.P., a limited partnership established in the Cayman Islands. The general partner of SAIF Partners II L.P. is SAIF II GP Capital Ltd., an exempted limited liability company incorporated in the Cayman Islands wholly owned by Mr. Andrew Y. Yan. By virtue of the SFO, SAIF II GP L.P., SAIF Partners II L.P., SAIF II GP Capital Ltd. and Mr. Andrew Y. Yan are deemed to be interested in the Shares in which SAIF is interested.
- Magical Success Holdings Limited is wholly-owned by Ms. Chen Junling ("Ms. Chen"). Ms. Chen is the spouse of Mr. Wang Shiguang, who was a non-executive Director within the last 12 months of the Latest Practicable Date.
- Seashore Fortune Limited is wholly owned by Mr. Yue Jingxing, chairman of the Board and an executive Director.

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE
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The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Risecomm Group Holdings Limited (the “**Company**”) will be held at Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Friday, June 24, 2022 at 1:00 p.m. (and at any adjournment thereof) for the following purposes:

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 December 31, 2021;
2. To consider and approve, each as a separate resolution, if thought fit, the following resolution:
 - (a) to re-elect Mr. Yu Lu as non-executive director of the Company;
 - (b) to re-elect Mr. Ding Zhigang as non-executive director of the Company;
 - (c) to re-elect Mr. Sun Peng as non-executive director of the Company;
 - (d) to re-elect Mr. Ong King Keung as independent non-executive director of the Company;
 - (e) to re-elect Ms. Lo Wan Man as independent non-executive director of the Company;
 - (f) to re-elect Mr. Zou Heqiang as independent non-executive director of the Company; and
 - (g) to authorize the board of directors of the Company to fix the directors’ remuneration;
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;

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of shares of the Company in issue at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws or the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meetings.”

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the Company and to make or grant offers, agreements and options which might require the exercise of such powers during and after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations be and is hereby generally and unconditionally approved;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) the exercise of options under all share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of shares of the Company in issue at the date immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws or the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands to be held; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meetings.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares of the Company repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares of the Company shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
Yue Jingxing
Chairman and Executive Director

Hong Kong, April 29, 2022

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Due to the recent development of the COVID-19 pandemic and in view of the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong), Shareholders are reminded to refer to section “7. Special Arrangements for the Annual General Meeting” on page 6 of the circular dated April 29, 2022 issued by the Company for details.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 1:00 p.m. on Wednesday, June 22, 2022) or the adjourned meeting (as the case may be). **The Company reminds the shareholders of the Company who wish to exercise his/her/its voting rights that they must appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting.**
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, June 21, 2022 to Friday, June 24, 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4: 30 p.m. on Monday, June 20, 2022.
5. References to time and dates in this notice are to Hong Kong time and dates.