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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)**

**CHANGE OF EXECUTIVE DIRECTOR;  
CHANGE OF COMPANY SECRETARY;  
CHANGE OF MEMBER OF NOMINATION COMMITTEE AND  
CHANGE OF AUTHORISED REPRESENTATIVE AND  
PROCESS AGENT**

The Board announces that with effect from 31 July 2023:

- (i) Mr. Lau resigned as an executive Director, a company secretary, an Authorized Representative, a Process Agent, and a member of the Nomination Committee;
- (ii) Ms. Chen has been appointed as an executive Director and a member of the Nomination Committee; and
- (iii) Ms. Chau has been appointed as the company secretary, an Authorized Representative, and a Process Agent.

**RESIGNATION OF EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Risecomm Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that Mr. Lau Wai Leung, Alfred (“**Mr. Lau**”) has tendered his resignation as an executive Director and company secretary, due to his other work commitments with effect from 31 July 2023. Following the resignation of Mr. Lau, he will also cease to be a member of the nomination committee of the Company (the “**Nomination Committee**”), the authorised representative of the Company to accept service of process or notice in Hong Kong (“**Process Agent**”) on behalf of the Company under Rule 19.05(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Part 16 of the Companies Ordinance (Cap.622 of the Laws of Hong Kong) and authorised representative of the Company (the “**Authorised Representative**”) for the purpose of Rule 3.05 of the Listing Rules.

Mr. Lau has confirmed that he has no disagreement with the Board and there are no matters in respect of his resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholder(s)**”).

The Board would like to take this opportunity to express its gratitude to Mr. Lau for his valuable contribution to the Company during his tenure of office.

## **APPOINTMENT OF EXECUTIVE DIRECTOR**

The Board is pleased to announce that Ms. Chen Shuiying (“**Ms. Chen**”) has been appointed as an executive Director with effect from 31 July 2023.

The biographical details of Ms. Chen are set out as follows:

**Ms. CHEN Shuiying**, aged 48, obtained a bachelor’s degree in International Finance from Nanjing Audit University in the PRC in July 1997.

Ms. Chen has extensive working experience in the areas of finance and accounting. From 1997 to 2001, Ms. Chen worked as an account supervisor at Shenzhen Guanlanhu Golf Club Co., Ltd. From 2001 to 2008, Ms. Chen worked as a senior finance manager at Sylva Industries Limited, mainly responsible for all financial management of the Shenzhen office of the Hong Kong headquarters. From 2008 to 2012, Ms. Chen worked as the financial director at ASV Stuebbe Pumps & Valves (Shenzhen) Co., Ltd., responsible for overall financial management of all subsidiaries in Asia. In March 2013, Ms. Chen joined Risecomm Microelectronics (Shenzhen) Co.,Ltd. (“**Risecomm WFOE**”), the predecessor and currently a fellow subsidiary of the Group, as the financial controller. She has then been a director of Risecomm WFOE since May 2018, and has also been a vice president since April 2020. Ms. Chen currently serves as a director, a vice president and the financial controller of Risecomm WFOE. Ms. Chen has also been a director of each of Risecomm (HK) Holding Co. Limited and Risecomm (HK) Technology Co. Limited, each being a fellow subsidiary of the Group, since December 2015.

Ms. Chen has entered into a service agreement (the “**Service Agreement**”) with the Company for an initial term of three years from 31 July 2023, and the term of the Service Agreement shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term, until terminated either by Ms. Chen by giving not less than three months’ written notice expiring at the end of the initial term of her appointment or any time thereafter to the Company, or by the Company by giving not less than three months’ written notice expiring at the first anniversary of the initial term of her appointment or any time thereafter to her. Pursuant to the Listing Rules and the articles of association of the Company (the “**Articles**”), Ms. Chen is subject to retirement by rotation and re-election, whereby Ms. Chen shall retire at the next general meeting of the Company in accordance with Article 83(3) of the Articles. Under the Service Agreement, Ms. Chen is entitled to receive a director’s fee of HK\$120,000 per annum. A discretionary bonus equivalent to one month’s salary is payable to Ms. Chen in the month preceding the Chinese New Year. In each financial year of the Company, the Board may, at its discretion, distribute special annual bonuses to Ms. Chen. The timing, terms and amount of such distributions are at the discretion of the Board. If the Board decides to distribute the relevant special annual bonus, the amount will be calculated based on the percentage of net profit listed in the latest audited consolidated accounts of the Group. The above “net profit” refers to the net profit

of the Group less taxation and non-recurring expenses (the “**Consolidated Net Profit**”) for the financial year. The total amount of special annual bonus payable by the Company to all Directors in each financial year shall not exceed 10% of the Consolidated Net Profit of the Company in the previous financial year. The above remuneration of Ms. Chen is determined with reference to her duties and responsibilities as well as the prevailing market conditions, subject to revision by the Board based on the recommendation of the remuneration committee of the Company in the future.

Save as disclosed above, as at the date of this announcement, Ms. Chen (i) has not held any other positions in the Company or any other members of the Group; (ii) any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. As at the date of this announcement, Ms. Chen is interested in 116,722 shares (representing approximately 0.05% of the issued share capital) of the Company within the meaning of Part XV of the Securities and Futures Ordinance, chapter 571 of the Laws of Hong Kong.

Save as disclosed above, as at the date of this announcement, Ms. Chen has confirmed that there is no further information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters relating to the appointment of Ms. Chen that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its warm welcome to Ms. Chen in joining the Board.

#### **APPOINTMENT OF COMPANY SECRETARY**

The Board is pleased to announce that Ms. Chau Hing Ling (“**Ms. Chau**”) has been appointed as the company secretary with effect from 31 July 2023.

The biographic details of Ms. Chau are set out as follows:

**Ms. CHAU Hing Ling** (“**Ms. Chau**”) is currently an executive director of corporate services of Vistra Corporate Services (HK) Limited. She has over twenty years of experience in the corporate services industry. She is currently the company secretary/joint company secretary of certain listed companies.

Ms. Chau obtained a master of laws majoring in corporate and financial law from The University of Hong Kong in November 2007. She has been a fellow member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and a fellow member of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in United Kingdom since May 2013.

#### **CHANGE OF MEMBER OF NOMINATION COMMITTEE**

The Board further announced that after appointing Ms. Chen as the executive Director, Ms. Chen has also been appointed as a member of the Nomination Committee with effect from 31 July 2023.

## **CHANGE OF AUTHORISED REPRESENTATIVE AND PROCESS AGENT**

The Board also announced that after appointing Ms. Chau as the company secretary, Ms. Chau has also been appointed as the Authorised Representative and the Process Agent with effect from 31 July 2023.

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

Hong Kong, 31 July 2023

*As at the date of this announcement, the executive Directors are Ms. Guo Lei, Ms. Chen Shuiying 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.*