日休日父香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>31/08/2018</u>

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | RISECOMM GROUP HOLDINGS LIMITED |
|----------------|---------------------------------|
| Date Submitted | 3 September 2018 |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares | | | |
|--------------------------------------|---------------------------|----------------------------------|---|
| (1) Stock code : <u>1679</u> Descrip | otion: <u>Ordinary</u> | Shares | |
| | No. of ordinary shares | Par value <i>(HK\$)</i> | Authorised share capital <i>(HK\$)</i> |
| Balance at close of preceding month | 10,000,000,000 | 0.0001 | 1,000,000 |
| Increase/(decrease) | <u> </u> | | <u> </u> |
| Balance at close of the month | 10,000,000,000 | 0.0001 | 1,000,000 |
| (2) Stock code : <u>N/A</u> Descrip | otion : | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

2. Preference Shares

| Stock code : | N/A | _Descripti | on : | | |
|------------------|----------------|------------|--------------------------------|----------------------------------|---|
| | | | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close | e of preceding | g month | | | |
| Increase/(decrea | ase) | _ | | | |
| Balance at close | e of the mont | h _ | | | |

3. Other Classes of Shares

| Stock code : | N/A | _Descript | ion : | | |
|------------------|---------------|-----------|--------------------------------------|----------------------------------|--|
| | | | No. of other classes of shares | Par value (State currency) | Authorised share capital <i>(State currency)</i> |
| Balance at close | e of precedin | g month | | <u> </u> | |
| Increase/(decre | ase) | - | | - | |
| Balance at close | e of the mon | th _ | | | |

Total authorised share capital at the end of the month (*HK*\$) : ______1,000,000

II. Movements in Issued Share Capital

| | No. of ordin | ary shares | No of preference | No. of other |
|--|--------------|------------|------------------|-------------------|
| | (1) | (2) | shares | classes of shares |
| Balance at close of preceding month | 811,247,421 | | <u>-</u> | <u>-</u> |
| Increase/ (decrease) during the month | | | <u>-</u> | |
| Balance at close of the month | 811,247,421 | | | |

III. Details of Movements in Issued Share Capital

| Share Options (unc | ler Share Opt | ion Schemes o | f the Issuer) | | | |
|----------------------|---------------|-----------------|---------------|------------|----------------------|------------------------|
| Particulars of | | | | | No. of new shares of | No. of new shares of |
| share option | | | | | | issuer which may be |
| scheme | | | | | the month pursuant | issued pursuant |
| including EGM | Ν | lovement durir | ng the month | | thereto | thereto as at close of |
| approval date | | | ig the month | | _ | the month |
| (dd/mm/yyyy) and | | | | | | |
| class of shares | | | | | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1. PRE-IPO | | | | | | |
| SHARE OPTION | | | | | | |
| SCHEME | | | | | | |
| adopted | | | | | | |
| (25/08/2016) | | | | | | |
| | | | | | | 10 000 444 |
| ordinary shares | | | | | - | 12,300,411 |
| (Note 1) | | | | | | |
| | | | | | | |
| 2. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| shares | | | | | | |
| | | · | | | · | |
| (Note 1) | | | | | | |
| 0 11/0 | | | | | | |
| 3. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| | | Tota | A. (Ordina | ry shares) | N/A | |
| | | iola | | | | |
| | | | | ce shares) | | |
| | | | | her class) | N/A | |
| Total funds raised o | | nth from exerci | se | | N/A | |
| of options (State cu | irrency) | | | | | |
| | | | | | | |

| Warrants to Issue Shares of the | lssuer which | are to be Listed | | | | |
|---|---------------------------------|--|----------------------------------|---|---|---|
| Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| 1. N/A | | | | | | |
| | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | \ \ | | | | |
| (dd/mm/yyyy) 2. N/A | (/ / |) | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| (if applicable) | | `` | | | | |
| (dd/mm/yyyy) 3. N/A | (/ / |) | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) Stock code (if listed) | | | | | | |
| Class of shares | | | • | | | |
| | | | | | | |
| Subscription price | | | · | | | |
| (if applicable) | | `` | | | | |
| (dd/mm/yyyy) <u>4. N/A</u> | (/ / |) | , | | | |
| | | | | | | |
| | | | | | | |
| (/ /) Stock code (if listed) | | | | | | |
| Stock code (if listed) Class of shares | | | • | | | |
| | | | | | | |
| Subscription price EGM approval date | | | , | | | |
| (if applicable) | , , , | , | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | |
| | | Total E | 3. (Ordina | ry shares) | N/A | - |
| | | | (Preference) | ce shares) | N/A | - |
| | | | (UI | ther class) | N/A | |

| Convertibles (i.e. Convertil | ble ir | nto Shares o | of the | e Issuer which | are to be List | ed) | | |
|--|--------|----------------------------------|--------|---|----------------------------------|------------------------------------|---|---|
| Class and description | | Currency amount outstandir | | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| 1. Issue of Convertible Bon | ds | | | | | | | |
| Under General Mandate on | | | | | | | | |
| <u>13 August 2018</u> | | | | | | | | |
| | | HK\$ | | N/A | - | 150,000,000 | | 60,000,000 |
| | | inary \$2.50 per sh N/A | are | | | | | |
| | | | | | | | | |
| <u>2. N/A</u> | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| Stock code (if listed) | | | | | | | | |
| Class of shares | | | | | | | | |
| issuable (<i>Note 1</i>) Subscription price | | | | | | | | |
| EGM approval date | | | | | | | | |
| (if applicable) | | | | | | | | |
| (dd/mm/yyyy) | | (1 1 |) | | | | | |
| 3. N/A | | | _/ | | | | | |
| <u>3. N/A</u> | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | · | | | | | | |
| Stock code (if listed) | | | | | | | | |
| Class of shares | | | | | | | | |
| issuable (Note 1) | | | | | | | | |
| Subscription price | | | | | | | | |
| EGM approval date (if applicable) | | | | | | | | |
| | | (/ / |) | | | | | |
| 4. N/A | | |) | | | | | |
| <u>4. N/A</u> | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| Stock code (if listed) | | | | | | | | |
| Class of shares | | | | | | | | |
| issuable (Note 1) | | | | | | | | |
| Subscription price | | | | | | | | |
| EGM approval date | | | | | | | | |
| (if applicable) (dd/mm/yyyy) | | (| ١ | | | | | |
| (uu/IIIII/yyyy) | | (/ / |) | | tal C (Ordina | ary shares) | N/A | |
| | | | | 10 | | ice shares) | | |
| | | | | | | ther class) | | |
| | | | | | (0 | | IN/A | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| if a | l particulars including EGM approval date (dd/mm/yyyy), pplicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|------|---|---|---|
| 1. | N/A | | |
| - | | | |
| - | | | |
| - | shares (Note 1) | | |
| 2. | N/A | | |
| - | | | |
| - | | | |
| - | shares (Note 1) | | |
| 3. | N/A | | |
| - | | | |
| - | (/ /) | | |
| - | shares (Note 1) | | |
| | Total D. (Ordinary shares) | N1/A | |
| | Total D. (Ordinary shares) (Preference shares) | N/A N/A | |
| - | (Other class) | N/A | |
| | (-) | | |

| | Type of Issue | | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----|---------------|------------|-------------------|---|-------|---|---|---|
| | | | | Class of shares issuable (<i>Note 1)</i> | | | | |
| 1. | Rights issue | At price : | State currency | lssue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | | | |
| | | | | Class of shares issuable <i>(Note 1)</i> | | | | |
| 2. | Open offer | At price : | State currency | lssue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | | | |
| | | | | Class of shares issuable <i>(Note 1)</i> | | | | |
| 3. | Placing | At price : | State currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | | | |
| | | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 4. | Bonus issue | | | lssue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | | | |

Other Movements in Issued Share Capital

| | | | | Class of shares issuable <i>(Note 1)</i> | | | | | | |
|----|------------------------|------------|-----------------------|--|---|---|---|---|----------------|------------|
| 5. | Scrip dividend | At price : | State currency ——— | lssue and allotment date : (dd/mm/yyyy) | (| / | / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | | | | | | <u>N/A</u> | <u>N/A</u> |
| | | | | Class of shares repurchased (Note 1) | _ | | | | | |
| 6. | Repurchase of shares | | | Cancellation date : (dd/mm/yyyy) | (| / | / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | N/A | N/A |
| | | | | | | | | | | |
| | | | | Class of shares redeemed (<i>Note 1</i>) | | | | | | |
| 7. | Redemption of shares | | | Redemption date : (dd/mm/yyyy) | (| / | 1 |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | N/A | N/A |
| | | | | | | | | | | |
| | | | | Class of shares issuable (<i>Note 1</i>) | _ | | | | | |
| 8. | Consideration issue | At price : | State currency ——— | Issue and allotment date : (dd/mm/yyyy) | (| / | 1 |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | | | | | | <u>N/A</u> | <u>N/A</u> |
| | | | | Class of shares issuable (<i>Note 1</i>) | | | | | | |
| 9. | Capital reorganisation | | | Issue and allotment date : (dd/mm/yyyy) | (| / | 1 |) | | |
| | | | | | (| / | / |) | | |
| | | | | (| | | | | N/A | <u>N/A</u> |
| | | | | | | | | | | |

| | | Class of shares issuable <i>(Note 1)</i> | |
|-----------|------------------|---|----------|
| 10. Other | At price: HK\$ – | Issue and allotment (/ /) date : (dd/mm/yyyy) | |
| | | EGM approval date: (/ /) (dd/mm/yyyy)N/A | <u> </u> |
| | | Total E. (Ordinary shares) <u>N/A</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u> | <u>.</u> |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1) | N/A |
|---|--------------|
| (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | N/A |
| (These figures should be the same as the relevant figures under II above ("Movements in Capital").) | Issued Share |

Submitted by: LEUNG KA LOK

 COMPANY SECRETARY (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.