

**Monthly Return of Equity Issuer on Movements in Securities**

For the month ended  
(dd/mm/yyyy) :

29/2/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer

RISECOMM GROUP HOLDINGS LIMITED

Date Submitted

2 March 2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 1679 Description : Ordinary Shares

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>10,000,000,000</u>	<u>0.0001</u>	<u>1,000,000</u>
Increase/(decrease)	<u>-</u>	<u>-</u>	<u>-</u>
Balance at close of the month	<u>10,000,000,000</u>	<u>0.0001</u>	<u>1,000,000</u>

(2) Stock code : N/A Description : \_\_\_\_\_

	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 : <b>N/A</b>	Description : _____		
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code : <b>N/A</b>	Description : _____		
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

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

**1,000,000**

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## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<b>986,619,071</b>	-	-	-
Increase/ (decrease) during the month	-	-	-	-
Balance at close of the month	<b>986,619,071</b>	-	-	-

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
1. PRE-IPO SHARE OPTION SCHEME adopted (25/08/2016) ordinary shares (Note 1)	-	-	-	-	-	863,587
2. SHARE OPTION SCHEME adopted (16/05/2017) ordinary shares (Note 1)	-	-	-	-	-	13,730,000
3. _____ _____ _____ ( / / ) shares (Note 1)						
			Total A. (Ordinary shares)			N/A
			(Preference shares)			N/A
			(Other class)			N/A
Total funds raised during the month from exercise of options (State currency)					N/A	

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	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 _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
3. N/A						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
4. N/A						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
Total B. (Ordinary shares) _____					N/A	
(Preference shares) _____					N/A	
(Other class) _____					N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	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
<u>1. Issue of Convertible Bonds</u> <u>Under General Mandate on</u> <u>13 August 2018</u>	<u>HK\$</u>	<u>150,000,000</u>	<u>-</u>	<u>150,000,000</u>	<u>-</u>	<u>60,000,000</u>
Stock code (if listed) _____						
Class of shares issuable ( <i>Note 1</i> ) <u>Ordinary</u>						
Subscription price <u>HK\$2.50 per share</u>						
EGM approval date (if applicable) (dd/mm/yyyy) <u>N/A</u>						
<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) <u>( / / )</u>						
<u>3. 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) <u>( / / )</u>						
<u>4. 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) <u>( / / )</u>						
				Total C. (Ordinary shares)	<u>N/A</u>	
				(Preference shares)	<u>N/A</u>	
				(Other class)	<u>N/A</u>	

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

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, 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. _____ _____ _____ ( / / ) shares (Note 1)		
2. _____ _____ _____ ( / / ) shares (Note 1)		
3. _____ _____ _____ ( / / ) shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

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
1. Rights issue	At price :	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
2. Open offer	At price :	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
3. Placing	At price :	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
4. Bonus issue			Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	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
5.	Scrip dividend	At price : State currency _____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
6.	Repurchase of shares		Class of shares repurchased ( <i>Note 1</i> ) _____ Cancellation date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
7.	Redemption of shares		Class of shares redeemed ( <i>Note 1</i> ) _____ Redemption date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
8.	Consideration issue	At price : State currency _____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	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
9. Capital reorganisation	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
10. Other (Please specify) At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
Total E. (Ordinary shares)		N/A	
(Preference shares)		N/A	
(Other class)		N/A	

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
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

