

For the month ended

Monthly Return of Equity Issuer on Movements in Securities

(dd/mm/yyyy) :		31/8/2020					
To : Hong Kong Exchanges a	and Clea	ring Limited					
Name of Issuer RISECOMM GROUP HOLDINGS LIMITED (Incorporated in Cayman Islands with limited liability)							
Date Submitted 2 September 2020							
. Movements in Authorised Share Capital							
1. Ordinary Shares							
(1) Stock code : 1679	_Descrip	otion : RISECOI	MM GP				
		No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)			
Balance at close of precedin	g month	10,000,000,000	0.0001	1,000,000			
Increase/(decrease)		<u>-</u>					
Balance at close of the mont	h	10,000,000,000	0.0001	1,000,000			
(2) Stock code : N/A	_Descrip	otion :					
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of precedin	g month						
Increase/(decrease)							
Balance at close of the mont	h .						

2. Preference Shares			
Stock code : <u>N/A</u> Descrip	otion :		
	No. of preference shares	(State	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)		-	
Balance at close of the month			
3. Other Classes of Shares			
Stock code : <u>N/A</u> Descrip	otion :		
		(State	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)		-	
Balance at close of the month			
Total authorised share capital at the e (HK\$):	end of the month		1,000,000

II. Movements in Issued Share Capital

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

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) Particulars of No. of new shares of No. of new shares of share option issuer issued during issuer which may be scheme the month pursuant issued pursuant thereto thereto as at close of including EGM Movement during the month approval date the month (dd/mm/yyyy) and class of shares issuable Lapsed Granted Exercised Cancelled PRE-IPO SHARE OPTION SCHEME adopted (25/08/2016) ordinary shares 863,587 (Note 1) 2. SHARE OPTION SCHEME adopted (16/05/2017) ordinary shares 11,130,000 (Note 1) 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	e Issuer which	are to be Listed	d			
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						
				<u></u>		
(/ /)						
Stock code (if listed) Class of shares issuable (Note 1)			<u>-</u> -			
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			_			
! I. I / A I = 4 = 4 \						
Subscription price						
EGM approval date (if applicable)						
	(/ /)	_			
		Total E	R (∩rding	ary shares)	N/A	
		iolai I	Preferen)	ice shares)	N/A N/A	-
				other class)		-

Convertibles (i.e. Converti	ble ir	nto Sha	res of t	he Iss	suer which	are to be List	ed)		
Class and description		am	ency of ount anding	c pre	nount at lose of eceding 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									
Under General Mandate on									
13 August 2018							450 000 000		
Stock and (if listed)		H	(\$	150	0,000,000		150,000,000		187,500,000
Stock code (if listed) Class of shares									
issuable (Note 1)	Ord	inary							
Subscription price			Revised	l)					
EGM approval date		-							
(if applicable)	N 1 / A								
(dd/mm/yyyy))	N/A								
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									
Ot - (if i - t									
Stock code (if listed) Class of shares									
issuable (Note 1)									
Subscription price									
EGM approval date									
(if applicable)		, ,	, .						
(dd/mm/yyyy)		(/	/)		т.	stal C (Ordina	any oboros)	NI/A	
					IC	otal C. (Ordina Preferen	ary snares) ice shares)	N/A N/A	
							ther class)	N/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)

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	

Ot	her Movements	in Issued Sha	are Capital					
	Type of leave						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
	Type of Issue							monur
				Class of shares issuable (Note 1)				
1.	Rights issue	At price :	State currency	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(23)			N/A	N/A
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	N/A
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(44,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			N/A	N/A
				Class of shares issuable (Note 1)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(44,11111111111111111111111111111111111			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
	Type or reduc			Class of shares				
				issuable (Note 1)				
5.	Scrip dividend	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							N/A	<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	<u>N/A</u>
				Class of shares redeemed (Note 1)				
	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date:	(/ /)		
				(dd/mm/yyyy)			N/A	<u>N/A</u>
				Class of shares issuable (Note 1)				
8.	Consideration issue	At price :	State currency ———	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
Type of issue					
	Class of shares issuable (Note 1)				
9. Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
	EGM approval date: (dd/mm/yyyy)	(/ /)		
				N/A	<u>N/A</u>
	Class of shares issuable (Note 1)				
10. Other (Please specify) At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
	EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	<u>N/A</u>
	Total E. (O	rdinary	shares	s) N/A	<u> </u>
		ference	shares	N/A	<u>-</u>
		(Oth	er class	s)N/A	<u>.</u>
Total increase / (decrease) in ordinary shares during	g the month (i.e. Total of A	A to E):	(1)		N/A
			(2)		N/A
Total increase / (decrease) in preference shares dur	ring the month (i.e. Total o	of A to	E):		N/A
Total increase / (decrease) in other classes of share E):	es during the month (i.e. 1	Total of	A to		N/A
(These figures should be the same as the relevant to Capital").)	figures under II above ("N	/loveme	ents in l	ssued Share	
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;

(iv)	all the securities of each class are in all respects identical (Note 3);
(v)	all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
(vi)	all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
(vii)	completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
(viii)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.
Rema	rks (if any):
Submi	itted by: <u>LAU WAI LEUNG, ALFRED</u>
Title:	COMPANY SECRETARY
	(Director, Secretary or other duly authorised officer)

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.