

Monthly Return of Equity Issuer on Movements in Securities

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

31/10/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	RISECOMM GROUP HOLDINGS LIMITED (Incorporated in Cayman Islands with limited liability)
Date Submitted	4 March 2021

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>1679</u> Description : <u>RISECOMM GP</u>											
	No. of ordinary shares	Par value <i>(</i> HK\$ <i>)</i>	Authorised share capital <i>(</i> HK\$ <i>)</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 :										
(2) Stock code : <u>N/A</u> Descrip	otion : No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)								
(2) Stock code : <u>N/A</u> Descrip Balance at close of preceding month	No. of ordinary shares	(State currency)	capital								
	No. of ordinary shares	(State currency)	capital								

2. Preference Shares

Stock code : <u>N/A</u>	Descrip	tion :		
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preced	ling month			
Increase/(decrease)	-			
Balance at close of the mo	onth _			

3. Other Classes of Shares

Stock code : <u>N/A</u> Desc	ription :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mon	th		
Increase/(decrease)		-	
Balance at close of the month			

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	986,619,071		<u> </u>	
Increase/ (decrease) during the month	<u> </u>		<u> </u>	<u> </u>
Balance at close of the month	986,619,071		<u> </u>	

III. Details of Movements in Issued Share Capital

Share Options (und	ler Share Opti	ion Schemes o	of the Issuer)			
Particulars of share option scheme			i			No. of new shares of issuer which may be issued pursuant
including EGM	N	lovement durir	ng the month		thereto	thereto as at close of
approval date	IV		ly 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)						
ordinary shares	-	-	-	-	-	863,587
(Note 1)						
. ,						
2. SHARE						
OPTION SCHEME						
adopted						
(16/05/2017)						
ordinary shares	-	-	-	-	-	9,830,000
(Note 1)						
(1.000 1)						
3.						
shares						
(Note 1)						
		Tota	I A. (Ordinaı	ry shares)	N/A	
		TOLA	Preferenc		N/A	
			•	,	N/A	
T () ()))			•	her class)	N/A	
Total funds raised o		ith from exerci	se		N1/A	
of options (State cu	irrency)				N/A	

Warrants to Issue Shares of the	e 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
<u>1. 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)	()				
2. N/A	(/ /)				
(/ /)						
Stock code (if listed)						
Class of shares issuable <i>(Note 1)</i>						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
<u>3. N/A</u>						
Stock code (if listed)						
Class of shares			•			
EGM approval date (if applicable)						
	(/ /)				
4. N/A	•	·				
Stock code (if listed) Class of shares						
incurable (Nate 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	()				
(uu/mm/yyyy)	(/ /					
		Total E	. (Ordina	ary shares)	N/A	
			(Preferen	ce shares)	N/A	
			(O	ther class)	N/A	_

Convertibles (i.e. Convertibles	ble ir	nto Shares of th	he Issuer which	are to be List	ed)		
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
1. Issue of Convertible Bone	ds						
Under General Mandate on							
13 August 2018		1.112	450 000 000		450 000 000		407 500 000
Stock code (if listed)		HK\$	150,000,000		150,000,000		187,500,000
Subscription price EGM approval date (if applicable) (dd/mm/yyyy))	Ordi HK\$ N/A	0.80 (Revised))				
<u>2. N/A</u>							
Stock code (if listed) Class of shares issuable (Note 1) Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy) <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>4. N/A</u>		(/ /)					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)		·					
(dd/mm/yyyy)		(/ /)					
(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				otal C. (Ordina	ary shares)	N/A	
				(Preferen	ce shares)	N/A	-
				(O	other class)	N/A	-

Options (other than under Share Option Schemes)		sa, including
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.		
Z		
shares (Note 1)		
3		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)		
(Other class)	N/A	
(Other class)	N/A	

Ot	ther Movements	in Issued Sha	are 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
				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 (Note 1)	,					
2.	Open offer	At price :	State currency	lssue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)	N1/A	
									<u> </u>	N/A
				Class of shares						
				issuable (Note 1)	,	,	,	、		
3.	Placing	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 (Note 1)						
4.	Bonus issue			lssue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		
									<u> </u>	<u>N/A</u>

	Type of Issue							shares of issuer issued during the month pursuant thereto	shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares					
				issuable (Note 1)					
5.	Scrip dividend	At price :	State currency ———	lssue and allotment date : (dd/mm/yyyy)	()	/ /)		
				EGM approval date: (dd/mm/yyyy)	()	N/A	N/A
				Class of shares repurchased (<i>Note 1)</i>					
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	())		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
									<u> </u>
				Class of shares redeemed <i>(Note 1)</i>					
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	()	/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(33,1111,333,33)				<u> </u>	N/A
				Class of shares issuable (<i>Note 1</i>)					
8.	Consideration issue	At price :	State currency ———	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	()		
				(33,111,1,9999)				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 <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	N/#	<u>A N/A</u>
10. Other (Please specify	/) 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/#	<u> </u>
			Total E. (Ordinary shares)_ (Preference shares)_ (Other class)_) <u> </u>	Ň

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):			
(These figures should be the same as the relevant figures under II above ("Movements in Capital").)	Issued 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.

Remarks (if any):

Submitted by: LAU WAI LEUNG, ALFRED

Title:Executive Director and 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.