

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)

which this form of proxy relates (No

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 29 SEPTEMBER 2021

I/We ^{(A}	lote 2)			
of				
being	the regis	stered holder(s) of shares in the issued share capital of Risecomm	Group Holdings L	imited (the "Company")
hereby	appoin	t the Chairman of the meeting ^(Note 3) or		
of				
proxy	thinks f	xy to attend, act and vote for me/us and on my/our behalf in respect of the resolution as indicated b it, at the extraordinary general meeting (the "EGM") of the Company to be held at Units 5906–12, a Wednesday, 29 September 2021 at 10:30 a.m. (and at any adjournment thereof).	elow or, if no indice 59/F, The Center,	cation is given, as my/our 99 Queen's Road Central
Please	tick ("	✓") the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 4) .		
		ORDINARY RESOLUTION	FOR	AGAINST
1.	(a)	To approve, confirm and ratify the Second Amendment and Extension Agreement dated 13 August 2021 entered into between the Company and Software Research Associates, Inc. as holder of the Convertible Bonds in the principal amount of HK\$150,000,000 issued by the Company on 13 August 2018 in relation to the further extension of the maturity date of the Convertible Bonds to 13 August 2022 (a copy of the Second Amendment and Extension Agreement having been produced to the EGM and marked "A" and initialled by the chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder (including but not limited to the Second Proposed Amendment);		
	(b)	To grant the specific mandate to the directors of the Company to allot and issue the conversion shares upon exercise of the conversion rights attached to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds as amended by the Second Amendment and Extension Agreement; and		
	(c)	To authorise any one or more directors of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary, desirable or expedient to carry out and implement the Second Amendment and Extension Agreement and the transactions contemplated thereunder (including the execution of the Second Supplemental Deed) into full effect and to agree to such variation, amendment or waiver as are in the reasonable opinion of the directors of the Company in the interests of the Company and its shareholders as a whole provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Second Amendment and Extension Agreement.		
Date:		2021 Signature(s) ^(Note 5)		
Notes:				
1.		nsert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemen name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed mu		ares of the Company registered
2	-	ne(s) and address(es) to be inserted in RLOCK CAPITALS. In the case of joint registered holders, the names of all joint	*	ild he stated

- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent the member. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS 3. YOUR PROXY.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("\sqrt{"}") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("\sqrt{"}") THE BOX MARKED "AGAINST". If no direction is given, your proxy will vote or abstain at his discretion on any resolution(s) properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company. 6.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the EGM or the adjourned meeting (i.e. not later than 10:30 a.m. on Monday, 27 September 2021).
- No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 months from such date.
- 9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish and, in such event, the form of proxy shall be deemed to be
- 10 References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to Tricor Investor Services Limited at the above address.