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*Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated May 29, 2017 (the “**Prospectus**”) issued by Risecomm Group Holdings Limited (the “**Company**”).*

*This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.*

*This announcement and the information contained herein does not constitute an offer of securities for sale in the United States. Securities may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirement under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws of the United States. The Hong Kong Offer Shares are being offered and sold outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. There will not and it is not currently intended to be any public offering of securities in the United States.*

*In connection with the Global Offering, China Galaxy International Securities (Hong Kong) Co., Limited, as stabilising manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, to the extent permitted by the applicable laws of Hong Kong or elsewhere, may effect transactions with a view to stabilizing or maintaining the market price of our Shares at a level higher than that which might otherwise prevail in the open market for a limited period beginning on the Listing Date and expected to end on the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).*

*Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, and demand for the Shares and the price of the Shares could fall.*



**RISECOMM**

**瑞斯康**

**RISECOMM GROUP HOLDINGS LIMITED**

**瑞斯康集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**GLOBAL OFFERING**

<b>Number of Offer Shares under the Global Offering</b>	<b>: 200,000,000 Shares (subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>: 20,000,000 Shares (subject to adjustment)</b>
<b>Number of International Offer Shares</b>	<b>: 180,000,000 Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Maximum Offer Price</b>	<b>: HK\$1.00 per Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)</b>
<b>Nominal Value</b>	<b>: HK\$0.0001 per Share</b>
<b>Stock Code</b>	<b>: 1679</b>

*Sole Sponsor*



*Joint Bookrunners and Joint Lead Managers*



*Co-lead Managers*



An application has been made by the Company to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, (i) the Shares in issue; (ii) the Shares to be issued pursuant to the Global Offering (being 200,000,000 Shares); and (iii) the Shares that may be issued pursuant to the Capitalization Issue, the exercise of the Over-allotment Option, options issued under the Pre-IPO Share Option Scheme and the options which may be issued under the Share Option Scheme.

The Global Offering comprises the Hong Kong Public Offering of initially 20,000,000 Shares, representing approximately 10% of the total number of Offer Shares initially being offered in the Global Offering (subject to adjustment), and the International Offering of initially 180,000,000 Shares, representing approximately 90% of the total number of Offer Shares initially being offered in the Global Offering (subject to adjustment and the Over-

allotment Option). In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriter exercisable by China Galaxy International on behalf of the International Underwriter, to require the Company to sell up to an aggregate of 30,000,000 additional Offer Shares, representing approximately 15% of the initial number of Offer Shares to cover over-allocations in the International Offering. The allocation of the Shares between the Hong Kong Public Offering and the International Offering is subject to adjustment as stated in the section headed “Structure of the Global Offering — The Hong Kong Public Offering” in the Prospectus.

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, June 9, 2017, it is expected that dealings in our Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, June 9, 2017. In the event that the Over-allotment Option is exercised, an announcement will be made on the website of the Company at [www.risecomm.com.cn](http://www.risecomm.com.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board of the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$1.00 per Offer Share and is expected to be not less than HK\$0.90 per Offer Share unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$1.00 for each Offer Share together with a brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$1.00 per Offer Share.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.** Applicants who would like to be allocated the Hong Kong Offer Shares registered in their own names should complete and sign the **WHITE** Application Forms or submit applications online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like to have the allocated Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Form, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Monday, May 29, 2017 until 12:00 noon on Friday, June 2, 2017 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or their stockbroker, who may have such Application Forms and Prospectus available; or (ii) give electronic application instructions to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, May 29, 2017, until 12:00 noon on Friday, June 2, 2017 from:

- the following address of the Hong Kong Underwriters:

<b>Name</b>	<b>Address</b>
<b>China Galaxy International Securities (Hong Kong) Co., Limited</b>	Units 3501–3507 & 3513–14, 35/F, Cosco Tower, 183 Queen’s Road Central, Hong Kong
<b>Long Asia Securities Limited</b>	Unit A, 23/F, The Wellington, 198 Wellington Street, Sheung Wan, Hong Kong
<b>Pacific Foundation Securities Limited</b>	11/F New World Tower II, 16–18 Queen’s Road Central, Hong Kong
<b>Gransing Securities Co., Limited</b>	17/F, Hing Yip Commercial Centre, 272–284 Des Voeux Road, Central, Hong Kong
<b>Sinolink Securities (Hong Kong) Company Limited</b>	Units 2503, 2505–06, 25/F Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong
<b>Wellington Financial Limited</b>	Unit B 10/F, 128 Wellington Street, Central, Hong Kong

- any of the following branches of **Bank of China (Hong Kong) Limited**:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Gilman Street Branch	136 Des Voeux Road Central
	Johnston Road Branch	152–158 Johnston Road, Wan Chai
<b>Kowloon</b>	Shanghai Street (Mong Kok) Branch	611–617 Shanghai Street, Mong Kok
	Mei Foo Mount Sterling Mall Branch	Shop N47–49 Mount Sterling Mall, Mei Foo Sun Chuen
	Hoi Yuen Road Branch	55 Hoi Yuen Road, Kwun Tong
<b>New Territories</b>	Tai Po Branch	68–70 Po Heung Street, Tai Po Market

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, to which cheques or banker's cashier orders payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — RISECOMM GROUP PUBLIC OFFER**" should be securely stapled, should be deposited in the special collection boxes provided at any of the branches referred to above on the following dates during the following times:

**Monday, May 29, 2017 — 9:00 a.m. to 5:00 p.m.**  
**Wednesday, May 31, 2017 — 9:00 a.m. to 5:00 p.m.**  
**Thursday, June 1, 2017 — 9:00 a.m. to 5:00 p.m.**  
**Friday, June 2, 2017 — 9:00 a.m. to 12:00 noon.**

Applicants applying via the **HK eIPO White Form** may submit their applications through the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) from 9:00 a.m. on Monday, May 29, 2017 until 11:30 a.m. on Friday, June 2, 2017 (24 hours daily, except on the last application day) (or such later date as may apply in the case of a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning signal being in force as described in the section headed "How to Apply for Hong Kong Offer Shares — Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Monday, May 29, 2017 until 12:00 noon on Friday, June 2, 2017. The application lists will open from 11:45 a.m. to 12:00 noon on Friday, June 2, 2017 (or such later date as may apply in case of certain bad weather conditions as described in the section headed "How to Apply for Hong Kong Offer Shares — Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus). Please refer to the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of applications in the Hong Kong Public Offering, the level of indications of interest in the International Offering and the basis of allocation of the Hong Kong Offer Shares on Thursday, June 8, 2017 on the website of the Company at [www.risecomm.com.cn](http://www.risecomm.com.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocations of the Hong Kong Public Offering, the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) and the number of Hong Kong Offer Shares successfully applied for under **WHITE** and **YELLOW** Application Forms, by **HK eIPO White Form** and by giving **electronic application instructions** to HKSCC via CCASS, will be made available through a variety of channels on Thursday, June 8, 2017 as described in the section headed "How to Apply for Hong Kong Offer Shares — Publication of Results" in the Prospectus.

The Company will not issue temporary documents of title or receipt for application monies paid. Share certificates will only become valid documents of title provided that the Global Offering has become unconditional in all respects and the right of termination described in the section entitled "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for termination" has lapsed, which is expected to be at 8:00 a.m. on Friday, June 9, 2017.

Dealings in the Shares on the Main Board of the Stock Exchange are expected to commence at 9:00 a.m. on Friday, June 9, 2017. The Shares will be traded in board lots of 2,500 Shares each. The stock code of the Shares is 1679.

By order of the board of directors of  
**Risecomm Group Holdings Limited**  
**Leung Ka Lok**  
*Company Secretary*

Hong Kong, May 29, 2017

*As at the date of this announcement, the executive directors of the Company are Mr. Yue Jingxing, Mr. Wang Shiguang and Mr. Zhang Youyun, the non-executive director of the Company is Mr. Ng Benjamin Jin-ping and the independent non-executive directors of the Company are Mr. Pan Song, Mr. Chen Yong and Mr. Ong King Keung.*