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**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)*

**(Stock Code: 1679)**

**COMPLETION OF  
ISSUE OF CONVERTIBLE BONDS  
UNDER GENERAL MANDATE**

Reference is made to the announcement of Risecomm Group Holdings Limited (the “**Company**”) dated 31 July 2018 in relation to, among other matters, the issue of the Convertible Bonds under the General Mandate (the “**Announcement**”). Unless defined otherwise, all capitalized terms used herein shall have the same meanings as those defined in the Announcement.

**COMPLETION OF ISSUE OF CONVERTIBLE BONDS**

The Board is pleased to announce that all the conditions precedent of the Subscription Agreement have been fulfilled and the issue of the Convertible Bonds was completed on 13 August 2018 in accordance with the terms and conditions of the Subscription Agreement.

Based on the initial conversion price of HK\$2.50 per Share, upon full exercise of the conversion rights attached to the Convertible Bonds, the Convertible Bonds will be convertible into 60,000,000 Conversion Shares (subject to customary adjustments set out in the conditions of the Convertible Bonds), representing (i) approximately 7.40% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 6.89% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares upon full conversion of the Convertible Bonds.

The approval for the listing of, and permission to deal in, the 60,000,000 Conversion Shares upon conversion of the Convertible Bonds has been granted by the Stock Exchange.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) upon full conversion of the Convertible Bonds of the Company:

	As at the date of this announcement		Immediately after full conversion of the Convertible Bonds into Conversion Shares	
	No. of Shares	% of issued share capital of the Company	No. of Shares	% of enlarged issued share capital of the Company
<b>Substantial Shareholder</b>				
Ms. Chen Junling <sup>(Note 1)</sup>	169,527,845	20.90%	169,527,845	19.46%
Magical Success <sup>(Note 1)</sup>	169,527,845	20.90%	169,527,845	19.46%
Mr. Andrew Y. Yan <sup>(Note 2)</sup>	197,340,537	24.33%	197,340,537	22.65%
SAIF <sup>(Note 2)</sup>	197,340,537	24.33%	197,340,537	22.65%
SAIF II GP L.P. <sup>(Note 2)</sup>	197,340,537	24.33%	197,340,537	22.65%
SAIF Partners II L.P. <sup>(Note 2)</sup>	197,340,537	24.33%	197,340,537	22.65%
SAIF II GP Capital Ltd. <sup>(Note 2)</sup>	197,340,537	24.33%	197,340,537	22.65%
Cisco Systems, Inc. <sup>(Note 3)</sup>	197,340,537	24.33%	197,340,537	22.65%
Seashore Fortune <sup>(Note 4)</sup>	91,943,624	11.33%	91,943,624	10.55%
The Subscriber	—	—	60,000,000	6.89%
<b>Directors</b>				
Mr. Wang Shiguang <sup>(Note 1)</sup>	169,527,845	20.90%	169,527,845	19.46%
Mr. Yue Jingxing <sup>(Note 4)</sup>	91,943,624	11.33%	91,943,624	10.55%
Mr. Zhang Youyun <sup>(Note 5)</sup>	940,859	0.12%	940,859	0.11%
<b>Public Shareholders</b>	<b>351,494,556</b>	<b>43.33%</b>	<b>351,494,556</b>	<b>40.34%</b>
<b>Total</b> <sup>(Note 6)</sup>	<b>811,247,421</b>	<b>100.00%</b>	<b>871,247,421</b>	<b>100.00%</b>

Notes:

- (1) Ms. Chen Junling is the sole shareholder of Magical Success Holdings Limited (“**Magical Success**”), which holds 169,527,845 Shares. Mr. Wang Shiguang is the spouse of Ms. Chen Junling. By virtue of the SFO, Ms. Chen Junling is deemed to be interested in the Shares in which Magical Success is interested and Mr. Wang Shiguang is deemed to be interested in Ms. Chen’s interest in the Company.
- (2) SB Asia Investment Fund II L.P. (“**SAIF**”) is an exempted limited partnership registered under the laws of the Cayman Islands. The general partner of SAIF is SAIF II GP L.P., a limited partnership established in the Cayman Islands, whose general partner is SAIF Partners II L.P., a limited partnership established in the Cayman Islands. The general partner of SAIF Partners II L.P. is SAIF II GP Capital Ltd., an exempted limited liability company incorporated in the Cayman Islands wholly owned by Mr. Andrew Y. Yan. By virtue of the SFO, SAIF II GP L.P., SAIF Partners II L.P., SAIF II GP Capital Ltd. and Mr. Andrew Y. Yan are deemed to be interested in the Shares in which SAIF is interested.

- (3) Cisco Systems, Inc., being a limited partner of SAIF, holds 38.9% of equity interest in SAIF. By virtue of the SFO, Cisco Systems, Inc. is deemed to be interested in the Shares in which SAIF is interested.
- (4) Mr. Yue Jingxing is the sole shareholder of Seashore Fortune Limited (“**Seashore Fortune**”), which holds 91,943,624 Shares. By virtue of the SFO, Mr. Yue Jingxing is deemed to be interested in the Shares in which Seashore Fortune is interested.
- (5) Mr. Zhang Youyun is the sole shareholder of Glorious Lead Limited (“**Glorious Lead**”), which holds 940,859 Shares. By virtue of the SFO, Mr. Zhang Youyun is deemed to be interested in the Shares in which Glorious Lead is interested.
- (6) The percentages of the Shares are rounded to the nearest two decimal places, and the total number of the percentages may not add up to 100% due to rounding.

By order of the Board  
**Risecomm Group Holdings Limited**  
**Yue Jingxing**  
*Executive Director and Chief Executive Director*

Hong Kong, 13 August 2018

*As at the date of this announcement, the executive directors of the Company are Mr. Yue Jingxing and Mr. Zhang Youyun, the non-executive directors of the Company are Mr. Wang Shiguang and Mr. Lau Wai Leung, Alfred and the independent non-executive directors of the Company are Mr. Pan Song, Mr. Chen Yong and Mr. Ong King Keung.*