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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)

SUPPLEMENTAL ANNOUNCEMENT

DISCLOSEABLE TRANSACTION

ACQUISITION OF THE TARGET GROUP

Reference is made to the announcement (the “**Announcement**”) of Risecomm Group Holdings Limited (瑞斯康集團控股有限公司) (the “**Company**”) dated 28 December 2017 regarding a sale and purchase agreement dated 28 December 2017 and entered into between the Company and the Vendor (as defined in the Announcement), in relation to the proposed acquisition by the Company of the entire issued share capital of the Target Company (as defined in the Announcement). Unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Announcement.

The Company would like to provide the Shareholders and potential investors with additional information in respect of the Acquisition contemplated under the Sale and Purchase Agreement in this announcement.

SALE AND PURCHASE AGREEMENT

Profit Guarantee

The 2018 Audited Profit as defined under the section headed “Sale and Purchase Agreement — Profit guarantee” in the Announcement will be prepared in accordance with the accounting policies adopted by the Group and will present the net profit of the Target Group (after deducting all costs of sales, operating and administrative expenses, interest, depreciation, amortization and taxation) for the year ending 31 December 2018 and will not be subject to any adjustment.

FINANCIAL INFORMATION

The following table sets out the financial information of the Target Group as extracted from its pro forma unaudited consolidated management accounts for the 10 months ended 31 October 2017.

	Ten months ended 31 October 2017 <i>approximately</i> <i>RMB</i>
Net profits before taxation	6,620,000
Net profits after taxation	5,520,000

The pro forma unaudited consolidated net asset value of the Target Group as at 31 October 2017 as extracted from its pro forma unaudited consolidated management accounts for the 10 months ended 31 October 2017 was approximately RMB56,450,000.

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

Hong Kong, 3 January 2018

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