HKEX
香 港 交 易 所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/11/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer   RISECOMM GROUP HOLDINGS LIMITED

Date Submitted   4 December 2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 1679   Description: Ordinary Shares

	No. of ordinary shares	Par value *(HK$)*	Authorised share capital *(HK$)*
Balance at close of preceding month	10,000,000,000	0.0001	1,000,000
Increase/(decrease)	-		-
Balance at close of the month	10,000,000,000	0.0001	1,000,000

(2) Stock code : N/A   Description :

	No. of ordinary shares	Par value *(State currency)*	Authorised share capital *(State currency)*
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code : __N/A__   Description : _____

	No. of preference shares	Par value *(State currency)*	Authorised share capital *(State currency)*
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code : __N/A__   Description : _____

	No. of other classes of shares	Par value *(State currency)*	Authorised share capital *(State currency)*
Balance at close of preceding month	_____	_____	_____
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 ordinary shares (1)	No. of ordinary shares (2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	810,000,000	-	-	-
Increase/ (decrease) during the month	-	-	-	-
Balance at close of the month	810,000,000	-	-	-

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
1. PRE-IPO SHARE OPTION SCHEME adopted (25/08/2016) ordinary shares *(Note 1)*	-	-	-	-	-	15,179,405
2. N/A (/ /) shares *(Note 1)*						
3. N/A (/ /) shares *(Note 1)*						

Total A. (Ordinary shares)	Nil
(Preference shares)	N/A
(Other class)	N/A
Total funds raised during the month from exercise of options (State currency)	Nil

Warrants to Issue Shares of the 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
1. N/A _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) (/ /)						
2. N/A _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) (/ /)						
3. N/A _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) (/ /)						
4. N/A _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) (/ /)						

Total B.   (Ordinary shares) _____ N/A
(Preference shares) _____ N/A
(Other class) _____ N/A

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

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. N/A						
Stock code (if listed) _____						
Class of shares issuable *(Note 1)* _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy)) (/ /)						
2. N/A						
Stock code (if listed) _____						
Class of shares issuable *(Note 1)* _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy) (/ /)						
3. N/A						
Stock code (if listed) _____						
Class of shares issuable *(Note 1)* _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy) (/ /)						
4. N/A						
Stock code (if listed) _____						
Class of shares issuable *(Note 1)* _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy) (/ /)						

Total C. (Ordinary shares) _____ N/A
(Preference shares) _____ N/A
(Other class) _____ N/A

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

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. N/A (/ /) shares *(Note 1)*		
2. N/A (/ /) shares *(Note 1)*		
3. N/A (/ /) shares *(Note 1)*		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share 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
1. Rights issue	At price :	State currency ———	Class of shares issuable *(Note 1)* —————— Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		
				N/A	N/A
2. Open offer	At price :	State currency ———	Class of shares issuable *(Note 1)* —————— Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		
				N/A	N/A
3. Placing	At price :	State currency ———	Class of shares issuable *(Note 1)* —————— Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		
				N/A	N/A
4. Bonus issue			Class of shares issuable *(Note 1)* —————— Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		
				N/A	N/A

5. Scrip dividend	At price :	State currency ———	Class of shares issuable (Note 1) _____	
			Issue and allotment date : (dd/mm/yyyy) (/ /)	
			EGM approval date: (dd/mm/yyyy) (/ /)	
				N/A N/A

6. Repurchase of shares		Class of shares repurchased (Note 1) _____	
		Cancellation date : (dd/mm/yyyy) (/ /)	
		EGM approval date: (dd/mm/yyyy) (/ /)	
			N/A N/A

7. Redemption of shares		Class of shares redeemed (Note 1) _____	
		Redemption date : (dd/mm/yyyy) (/ /)	
		EGM approval date: (dd/mm/yyyy) (/ /)	
			N/A N/A

8. Consideration issue	At price :	State currency ———	Class of shares issuable (Note 1) _____	
			Issue and allotment date : (dd/mm/yyyy) (/ /)	
			EGM approval date: (dd/mm/yyyy) (/ /)	
				N/A N/A

9. Capital reorganisation		Class of shares issuable (Note 1) _____	
		Issue and allotment date : (dd/mm/yyyy) (/ /)	
		EGM approval date: (dd/mm/yyyy) (/ /)	
			N/A N/A

10. Other	At price: HK$ ——	Class of shares issuable *(Note 1)* _____		
		Issue and allotment date : (dd/mm/yyyy)	(/ /)	
		EGM approval date: (dd/mm/yyyy)	(/ /)	
			N/A	N/A

	Total E. (Ordinary shares)	N/A
	(Preference shares)	N/A
	(Other class)	N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	Nil
(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):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)	

Remarks (if any):

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Submitted by: <u>LEUNG KA LOK</u>

Title: <u>COMPANY SECRETARY</u>
          (Director, Secretary or other duly authorised officer)

Notes :

1.   State the class of shares (e.g. ordinary, preference or other).

2.   If there is insufficient space, please append the prescribed continuation sheet.