

**Monthly Return of Equity Issuer on Movements in Securities**

For the month ended (dd/mm/yyyy) : 31/01/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer RISECOMM GROUP HOLDINGS LIMITED

Date Submitted 1 February 2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>1679</u> Description: <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>10,000,000,000</u>	<u>0.0001</u>	<u>1,000,000</u>
Increase/(decrease)	<u>-</u>		<u>-</u>
Balance at close of the month	<u>10,000,000,000</u>	<u>0.0001</u>	<u>1,000,000</u>
(2) Stock code : <u>N/A</u> 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 : <u>  N/A  </u>	Description : _____		
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code : <u>  N/A  </u>	Description : _____		
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
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		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	811,247,421	-	-	-
Increase/ (decrease) during the month	11,436,824	-	-	-
Balance at close of the month	822,684,245	-	-	-

## 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)	-	11,436,824	-	-	11,436,824	863,587
2. SHARE OPTION SCHEME adopted (16/05/2017) ordinary shares (Note 1)	-	-	-	-	-	15,500,000
3. N/A ( / / ) shares (Note 1)						
			Total A. (Ordinary shares)		11,436,824	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)					US\$3,493.61	

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						





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 ( <i>Note 1</i> )	Issue and allotment date : ( / / ) (dd/mm/yyyy)	EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
6. Repurchase of shares			Class of shares _____ repurchased ( <i>Note 1</i> )	Cancellation date : ( / / ) (dd/mm/yyyy)	EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
7. Redemption of shares			Class of shares _____ redeemed ( <i>Note 1</i> )	Redemption date : ( / / ) (dd/mm/yyyy)	EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
8. Consideration issue	At price :	State currency _____	Class of shares _____ issuable ( <i>Note 1</i> )	Issue and allotment date : ( / / ) (dd/mm/yyyy)	EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
9. Capital reorganisation			Class of shares _____ issuable ( <i>Note 1</i> )	Issue and allotment date : ( / / ) (dd/mm/yyyy)	EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>



10. Other	At price: HK\$ _____	Class of shares _____ issuable ( <i>Note 1</i> )		
		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)	11,436,824
	(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
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

