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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)

**(1) CHANGE OF DIRECTORS;
(2) CHANGE OF AUTHORISED REPRESENTATIVE; AND
(3) CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board announces that with effect from 28 June 2024:

- (i) Ms. Guo has been re-designated as a non-executive Director, and has ceased to be the chairman of the Board, a member of the Remuneration Committee, a member of the Nomination Committee and an Authorised Representative;
- (ii) Ms. Zhao has been appointed as an executive Director, the chairman of the Board, a member of the Remuneration Committee, a member of the Nomination Committee and an Authorised Representative; and
- (iii) Mr. Tsang has been appointed as an executive Director.

RE-DESIGNATION OF A DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**” and each, a “**Director**”) of Risecomm Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that with effect from 28 June 2024, Ms. Guo Lei (“**Ms. Guo**”) has been re-designated from an executive Director to a non-executive Director due to her other work commitments. Following Ms. Guo’s re-designation to a non-executive Director with effect from 28 June 2024, she has also ceased to be the chairman of the Board.

The biographical details of Ms. Guo are as follows:

Ms. Guo Lei (郭磊), aged 56, was appointed as an executive Director, the chairman of the Board, a member of the Remuneration Committee and an Authorised Representative on 5 June 2023. Ms. Guo was further appointed as a member of the Nomination Committee on 26 October 2023.

Ms. Guo was appointed as a director of Risecomm Microelectronics (Shenzhen) Co., Ltd. (“**Risecomm WFOE**”), Risecomm (HK) Holding Co. Limited (“**Risecomm HK**”), Risecomm (HK) Technology Co. Limited (“**Risecomm HK Technology**”), Risecomm Co. Ltd. (“**Old Cayman**”), Harvest Year Global Limited, and Prime Key Holdings Limited in September 2023. In addition, she was appointed as a chairman of the board of Risecomm WFOE in September 2023. She was appointed as a general manager of Risecomm (HK) in October 2023. Ms. Guo was also appointed as a director of Shangyi (BVI) International Limited on 4 January 2024, a director of Zhongyi (BVI) International Limited on 27 March 2024, and a director of Zhongyi (Hong Kong) International Limited on 29 April 2024. With effect from 28 June 2024, Ms. Guo resigned from all such positions.

Ms. Guo obtained a bachelor degree in philosophy and a master degree in business administration from Nanjing University (南京大學) in July 1989 and March 2001, respectively.

Ms. Guo possesses rich experience in the new energy industry. From 2005 to 2006, Ms. Guo was the deputy general manager of Jiangsu New Energy Development Co., Ltd.* (江蘇省新能源開發股份有限公司) (“**Jiangsu New Energy**”), a company listed on the Shanghai Stock Exchange (stock code: 603693), she then became the general manager of Jiangsu New Energy since 2007. From 2015 to 2021, she was appointed as the general manager and chairman of Jiangsu New Energy. From 2021 to 2022, Ms. Guo acted as an external director of Jiangsu Guoxin Group* (江蘇省國信集團). Ms. Guo obtained a qualification of senior economist issued by the Personnel Department of Jiangsu Province in December 2001.

In light of the re-designation of Ms. Guo, on 28 June 2024, the original service agreement between Ms. Guo as an executive Director was terminated and Ms. Guo will enter into a new letter of appointment with the Company as a non-executive Director for an initial term of three years commencing from 28 June 2024 until terminated either by Ms. Guo or the Company by serving three months’ notice in writing. Ms. Guo is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association of the Company. Ms. Guo is entitled to receive a director’s fee of HK\$120,000 per annum which is subject to review, determined by the Board or its delegated committee with reference to her duties and responsibilities as well as the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, Ms. Guo (i) has not held any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, (ii) does not have any other major appointments and professional qualifications, (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company, and (iv) is not interested in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the date of this announcement, Ms. Guo has confirmed that there is no further information required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to the re-designation of Ms. Guo that need to be brought to the attention of the shareholders of the Company.

APPOINTMENT OF CHAIRMAN AND EXECUTIVE DIRECTORS

The Board also announces that with effect from 28 June 2024:

- (i) Ms. Zhao Luyi (“**Ms. Zhao**”) has been appointed as an executive Director and the chairman of the Board; and
- (ii) Mr. Tsang Wah Tak, Brian (“**Mr. Tsang**”) has been appointed as an executive Director.

The biographical details of Ms. Zhao are set out as follows:

Ms. Zhao Luyi (趙露憶), aged 37, possesses rich experience in investment and management. From 2009 to 2012, Ms. Zhao was a project manager in EV Capital Pte. Ltd., which was engaged in management consultancy services and corporate finance advisory services in Singapore. From 2012 to 2014, Ms. Zhao was the investment director of Shanghai Halo Capital, which was engaged in investment fund management and advisory services. Since 2014, Ms. Zhao acted as an executive director of Ho Hau Financial Leasing (Shanghai) Co. Limited (和厚融資租賃(上海)有限公司). Since 2015, she also acted as an executive director of Shanghai IHOME Investment Development Co. Limited (上海愛弘投資發展有限公司). Ms. Zhao has a master degree in finance.

On 28 June 2024, Ms. Zhao was appointed as a director of each of Risecomm HK, Risecomm HK Technology, Old Cayman, Harvest Year Global Limited and Prime Key Holdings Limited, and as a general manager of Risecomm (HK), subsequent to the resignation of Ms. Guo from such positions on the same day.

Save as disclosed above, Ms. Zhao (i) has not held any other position with the Company or any other members of the Group; (ii) has not held any directorships in the last three years preceding the date of this announcement in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iii) has no other major appointments and professional qualifications.

Ms. Zhao entered into a service agreement with the Company for an initial term of service of three years commencing from 28 June 2024, and the term of her service agreement shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term, until terminated either by Ms. Zhao by giving not less than three months’ written notice expiring at the end of the initial term of her appointment or any time thereafter to the Company, or by the Company by giving not less than three months’ written notice expiring at the first anniversary of the initial term of her appointment or any time thereafter to her. Ms. Zhao is subject to retirement by rotation and re-election in accordance with the Listing Rules and the articles of association of the Company (the “**Articles of Association**”), pursuant to which Ms. Zhao shall retire from her office at the next general meeting of the Company in accordance with Article 83(3) of the Articles of Association. As specified in her service agreement, Ms. Zhao is entitled to receive a director’s fee of HK\$120,000 per annum. A discretionary bonus equals to one month’s salary is payable to Ms. Zhao in the month preceding the Chinese New Year. In every financial year of the Company, the Board may at its discretion decide to distribute a special annual bonus to Ms. Zhao. The timing, terms and amount of such distribution shall all be determined at the discretion of the Board. If the Board decides to distribute such special annual bonus, the

amount shall be calculated based on a percentage of net profit stated in the Group's latest audited consolidated account. The above "net profit" represents the Group's net profit less taxation and non-recurring expenses for the financial year (the "**Consolidated Net Profit**"). The total amount of special annual bonus payable to all of the Directors in each financial year of the Company shall not exceed 10% of the Consolidated Net Profit of the previous financial year of the Company. The above emoluments of Ms. Zhao have been determined with reference to her duties and responsibilities as well as the prevailing market conditions and are subject to revision in the future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

Save as disclosed above, Ms. Zhao does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of this announcement, Ms. Zhao does not have any other interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, Ms. Zhao has confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and no matter regarding her appointment that needs to be brought to the attention of the Shareholders.

The biographical details of Mr. Tsang are set out as follows:

Mr. Brian Wah Tak Tsang (曾華德), aged 40, possesses over 15 years of experience in the fields of insurance, financial services and management. From 2008 to 2011, Mr. Tsang worked as financial advisor in CBS Insurance Inc. He further acted as financial advisor for Affinity Financial Services Inc. since 2012. He is also currently an executive director of Enrich Developments which is engaged in real estate development in Canada. Mr. Tsang achieved a qualifying member of the Million Dollar Round Table from 2014 to 2016, and became a member of the Top of the Table in 2021. Mr. Tsang is a licensed person authorized by the Insurance Council of British Columbia to carry on insurance business.

Save as disclosed above, Mr. Tsang (i) has not held any other position with the Company or any other members of the Group; (ii) has not held any directorships in the last three years preceding the date of this announcement in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iii) has no other major appointments and professional qualifications.

Mr. Tsang entered into a service agreement with the Company for an initial term of service of three years commencing from 28 June 2024, and the term of his service agreement shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term, until terminated either by Mr. Tsang by giving not less than three months' written notice expiring at the end of the initial term of his appointment or any time thereafter to the Company, or by the Company by giving not less than three months' written notice expiring at the first anniversary of the initial term of his appointment or any time thereafter to him. Mr. Tsang is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association, pursuant to which Mr. Tsang shall retire from his office at the next general meeting of the Company in accordance with Article 83(3) of the Articles of Association. As specified in his service agreement, Mr. Tsang is entitled to receive a director's fee of HK\$120,000 per annum. A discretionary

bonus equals to one month's salary is payable to Mr. Tsang in the month preceding the Chinese New Year. In every financial year of the Company, the Board may at its discretion decide to distribute a special annual bonus to Mr. Tsang. The timing, terms and amount of such distribution shall all be determined at the discretion of the Board. If the Board decides to distribute such special annual bonus, the amount shall be calculated based on a percentage of net profit stated in the Group's latest audited consolidated account. The above "net profit" represents the Group's Consolidated Net Profit. The total amount of special annual bonus payable to all of the Directors in each financial year of the Company shall not exceed 10% of the Consolidated Net Profit of the previous financial year of the Company. The above emoluments of Mr. Tsang have been determined with reference to his duties and responsibilities as well as the prevailing market conditions and are subject to revision in the future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

Save as disclosed above, Mr. Tsang does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of this announcement, Mr. Tsang has personal interest in 1,315,000 Shares, representing approximately 0.5% of the total number of Shares in issue as at the date of this announcement within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, Mr. Tsang has confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and no matter regarding his appointment that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its warm welcome to Ms. Zhao and Mr. Tsang in joining the Board.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board further announces that with effect from 28 June 2024:

- (i) subsequent to the re-designation of Ms. Guo as a non-executive Director, Ms. Guo has ceased to be an authorised representative of the Company under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Authorised Representative**"); and
- (ii) Ms. Zhao has been appointed as an Authorised Representative.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

Following the re-designation of Ms. Guo, together with the appointment of Ms. Zhao and Mr. Tsang, with effect from 28 June 2024, the composition of the following Board committees has been changed as follow:

- (i) Ms. Guo has ceased to be a member of the Remuneration Committee and a member of the Nomination Committee; and
- (ii) Ms. Zhao has been appointed as a member of the Remuneration Committee and a member of the Nomination Committee.

By order of the Board
Risecomm Group Holdings Limited
Zhao Luyi
Chairman and executive Director

Hong Kong, 28 June 2024

As at the date of this announcement, the executive Directors are Ms. Zhao Luyi, Mr. Jiang Feng and Mr. Brian Wah Tak Tsang, the non-executive Directors are Mr. Yu Lu, Mr. Ding Zhigang and Ms. Guo Lei, and the independent non-executive Directors are Mr. Victor Yang, Ms. Lo Wan Man and Mr. Zou Heqiang.

* *For identification purposes only*