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## ZIONCOM HOLDINGS LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8287)**

### **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board announces that with effect from 28 December 2018:

1. Mr. KH Kim has tendered his resignation as an independent non-executive Director, the chairman of the Nomination Committee, and a member of each of the Audit Committee, the Remuneration Committee and the Compliance Committee;
2. Mr. Oh has tendered his resignation as an independent non-executive Director, the chairman of the Remuneration Committee, and a member of each of the Audit Committee, the Nomination Committee and the Compliance Committee;
3. Mr. Shin has been appointed as an independent non-executive Director, the chairman of each of the Nomination Committee and the Remuneration Committee, and a member of each of the Audit Committee and the Compliance Committee; and
4. Mr. Ko, currently an independent non-executive Director, has been appointed as a member of each of the Nomination Committee and the Remuneration Committee.

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of Zioncom Holdings Limited (the “**Company**”) announces that with effect from 28 December 2018:

1. Mr. Kim Kwang Hyun (“**Mr. KH Kim**”) has tendered his resignation as an independent non-executive Director, the chairman of the nomination committee of the Company (the “**Nomination Committee**”), and a member of each of the audit committee of the Company (the “**Audit Committee**”), the remuneration committee of the Company (the “**Remuneration Committee**”) and the compliance committee of the Company (the “**Compliance Committee**”) in order to pursue his personal commitments; and

2. Mr. Oh Sung Jin (“**Mr. Oh**”) has tendered his resignation as an independent non-executive Director, the chairman of the Remuneration Committee, and a member of each of the Audit Committee, the Nomination Committee and the Compliance Committee in order to pursue his personal commitments.

Each of Mr. KH Kim and Mr. Oh confirmed that he has no disagreement with the Board and that there are no matters relating to his resignation that should be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

The Board wishes to express its appreciation and gratitude to each of Mr. KH Kim and Mr. Oh for his contributions to the Company during his tenure of office.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board also announces that in order to fill the casual vacancies following the resignations of Mr. KH Kim and Mr. Oh, with effect from 28 December 2018:

1. Mr. Shin Dongmin (“**Mr. Shin**”) has been appointed as an independent non-executive Director, the chairman of each of the Nomination Committee and the Remuneration Committee, and a member of each of the Audit Committee and the Compliance Committee; and
2. Mr. Ko Ming Tung, Edward (“**Mr. Ko**”), currently an independent non-executive Director, has been appointed as a member of each of the Nomination Committee and the Remuneration Committee.

## **BIOGRAPHY OF MR. SHIN**

The biography of Mr. Shin is as follows:

Mr. Shin Dongmin, aged 44, has over 18 years of experience in finance. He is currently the chief financial officer of Nanogen Pharmaceutical Biotechnology JSC in Vietnam, being a biological product company, and responsible for finance, accounting and investment relationship. Prior to that, he was a deputy general manager of the investment banking department in the period from January 2015 to December 2015 and the period from September 2012 to August 2013, a deputy general manager of the operation department from September 2013 to December 2014, and a deputy general manager of the private equity department from February 2012 to August 2012, in Mirae Asset Securities (HK) Limited (formerly known as Daewoo Securities (Hong Kong) Limited), being a securities firm, and was responsible for investments. He was a deputy general manager of the IPO business department of Mirae Asset Daewoo Co., Ltd., (formerly known as (KDB) Daewoo Securities Co., Ltd.) from July 1999 to December 2011, and was responsible for execution of initial public offerings projects.

Mr. Shin graduated from Hongik University with a bachelor degree in business administration in February 1997. He obtained a master degree in business administration in the Hong Kong University of Science and Technology in November 2015.

Save as disclosed herein, as at the date of this announcement, Mr. Shin confirms that (i) he does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”)) of the Company; (ii) he has not held any directorship in other listed public company in the last three years; and (iii) he does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) of the Company.

Mr. Shin has entered into a letter of appointment with the Company for a term of three years commencing on 28 December 2018 which may be terminated by either party by giving not less than three months’ written notice. Mr. Shin is entitled to receive an annual fee in the sum of HK\$84,000, which was determined with reference to his qualifications, experience, his proposed duties and responsibilities, the prevailing market conditions as well as the recommendations of the Remuneration Committee.

Mr. Shin shall hold office until the next general meeting of the Company and will be eligible for and subject to re-election at such meeting in accordance with the articles of association of the Company.

Save as disclosed above, there was no matter relating to the appointment of Mr. Shin that needs to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to any requirements of Rules 17.50(2)(h) to Rules 17.50(2)(v) of the GEM Listing Rules.

The Board would like to express its welcome to Mr. Shin joining the Company.

By order of the Board  
**Zioncom Holdings Limited**  
**Kim Byung Kwon**  
*Chairman*

Hong Kong, 28 December 2018

*As at the date of this announcement, the executive Directors are Mr. Kim Byung Kwon, Mr. Kim Jun Yeob, Mr. Koo Ja Chun and Mr. Xiao Jingen; and the independent non-executive Directors are Mr. Yiu Kwing Sum, Mr. Ko Ming Tung, Edward and Mr. Shin Dongmin.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the website of GEM of the Stock Exchange at <http://www.hkgem.com> for at least seven days from the date of its posting. This announcement will also be published on the website of the Company at <http://www.zioncom.net>.*