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ZIONCOM HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8287)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

Reference is made to the announcement of Zioncom Holdings Limited (the “**Company**”) dated 1 April 2019 in relation to, among other things, the resignation of independent non-executive director.

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of the Company is pleased to announce that Mr. Kwong Chun Man (鄺振文) (“**Mr. Kwong**”) has been appointed as an independent non-executive Director, the chairman of the audit committee of the Company and a member of each of the remuneration committee of the Company, nomination committee of the Company and the compliance committee of the Company with effect from 26 June 2019.

Mr. Kwong, aged 40, is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. Mr. Kwong obtained a Bachelor of Arts in Computing degree at The Hong Kong Polytechnic University in November 2001.

Mr. Kwong was employed by Deloitte Touche Tohmatsu from 2001 to 2008 and was a manager when he left the employment. He was a vice president of Orient Securities Limited, an indirect wholly owned subsidiary of Orient Securities International Holdings Limited (stock code: 8001), from 1 June 2013 to 16 August 2015 and was responsible for its financial reporting and overall financial planning and budgeting. He is currently the company secretary of KNK Holdings Limited (stock code: 8039) and financial controller of its subsidiaries and is responsible for overall group financial reporting and corporate finance matters.

Save as disclosed herein, as at the date of this announcement, Mr. Kwong 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 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. Kwong has entered into a letter of appointment with the Company for a term of three years commencing on 26 June 2019 which may be terminated by either party by giving not less than three months' written notice. Mr. Kwong is entitled to receive an annual fee in the sum of HK\$144,000, 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 of the Company.

Mr. Kwong 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.

Mr. Kwong has confirmed that he has met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed above, there was no matter relating to the appointment of Mr. Kwong 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 17.50(2)(v) of the GEM Listing Rules.

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

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

Hong Kong, 26 June 2019

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. Ko Ming Tung, Edward, Mr. Kwong Chun Man and Mr. Shin Dongmin.

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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 other matters the omission of which would make any statement herein or this announcement misleading.*

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at www.zioncom.net.