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ZIONCOM HOLDINGS LIMITED

百家淘客股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8287)

MEMORANDUM OF UNDERSTANDING

This announcement is made by Zioncom Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

MEMORANDUM OF UNDERSTANDING

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to announce that on 31 December 2020 (after trading hours), Zioncom (Hong Kong) Technology Limited (“**Zioncom Hong Kong**”), an indirect wholly-owned subsidiary of the Company, entered into a non-legally binding memorandum of understanding (“**MOU**”) with an independent third party (the “**Purchaser**”) pursuant to which Zioncom Hong Kong proposed to sell approximately 22.5% equity interest in Công Ty TNHH Zioncom (Vietnam) (Zioncom (Vietnam) Co., Ltd.*) (“**Zioncom Vietnam**”). As at the date hereof, Zioncom Hong Kong owns 72.37% of Zioncom Vietnam.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Purchaser and its ultimate beneficial owners are independent third parties not connected with the Company and its connected persons (as defined in the GEM Listing Rules).

The Purchaser shall be entitled to conduct due diligence on Zioncom Vietnam (the “**Due Diligence Review**”) within 14 days from the date of the MOU. Subject to the Purchaser’s satisfaction of the Due Diligence Review, the parties shall enter into a formal agreement (the “**Formal Agreement**”) within 14 days from the date of completion of the Due Diligence Review (or such other date as the parties may agree).

GENERAL

The MOU is not intended to be legally binding between the parties. The potential transaction is subject to the execution of the Formal Agreement.

The Board wishes to emphasise that no legally binding agreement in relation to the potential transaction has been entered into as at the date of this announcement and the potential transaction may or may not materialise. Shareholders and potential investors of the Company are urged to exercise caution when dealing in the securities of the Company.

The potential transaction, if materialise, may constitute a notifiable transaction under Chapter 19 of the GEM Listing Rules. Further announcement will be made by the Company as and when necessary.

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

Hong Kong, 31 December 2020

As at the date of this announcement, the executive Directors are Mr. Kim Byung Kwon, Mr. Kim Jun Yeob, Mr. Koo Ja Chun, Mr. Xiao Jingen and Mr. Zhao Xiuming; and the independent non-executive Directors are Mr. Kwong Chun Man, Mr. Shin Dongmin and Mr. Lee Tsung Wah, Jonathan.

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 other matters the omission of which would make any statement herein or this announcement misleading.

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

* For identification purpose only