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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)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBERS OF AUDIT COMMITTEE AND COMPLIANCE COMMITTEE, AND CHANGE IN CHAIRMAN OF REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

The Board announces that with effect from 9 July 2021, Mr. Shin Dongmin has tendered his resignation as an independent non-executive Director, the chairman of the Remuneration Committee and Nomination Committee, and a member of each of the Audit Committee and Compliance Committee.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBERS OF AUDIT COMMITTEE AND COMPLIANCE COMMITTEE

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of Zioncom Holdings Limited (the “**Company**”) announces that with effect from 9 July 2021, Mr. Shin Dongmin (“**Mr. Shin**”) has tendered his resignation as an independent non-executive Director, the chairman of the remuneration committee (the “**Remuneration Committee**”) and nomination committee (the “**Nomination Committee**”) of the Company, and a member of each of the audit committee (the “**Audit Committee**”) and compliance committee (the “**Compliance Committee**”) of the Company, in order to pursue other commitments.

Mr. Shin 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 Mr. Shin for his contributions to the Company during his tenure of office.

CHANGE IN CHAIRMAN OF REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

The Board further announces that with effect from 9 July 2021, Mr. Shin resigned as the chairman of the Remuneration Committee and Nomination Committee. Mr. Kwong Chun Man has been appointed as the chairman of the Remuneration Committee and Nomination Committee in place of Mr. Shin during the interim period. Further announcement will be made by the Company as and when appropriate.

NON-COMPLIANCE WITH THE GEM LISTING RULES

Following the resignation of Mr. Shin, the Company only has two independent non-executive Directors, thus the number of the independent non-executive Directors falls below the minimum number required under Rule 5.05(1) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”). As a result of the insufficient number of independent non-executive Directors, the Company has also failed to comply with the requirements set out in Rule 5.28 of the GEM Listing Rules with regard to the minimum number of members.

The Company shall make every effort to ensure that a suitable candidate be appointed to fulfill the requirements set out in Rules 5.05(1) and 5.28 as soon as practicable and in any event within three months as required under Rules 5.06 and 5.33 of the GEM Listing Rules. Further announcement will be made by the Company as and when appropriate.

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

Hong Kong, 9 July 2021

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

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 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.