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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)

INSIDE INFORMATION UPDATE ON POSSIBLE REQUISITIONS FOR AN EXTRAORDINARY GENERAL MEETING

This announcement is made by the board (“**Board**”) of directors (“**Directors**”) of Zioncom Holdings Limited (“**the Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM (“**the GEM Listing Rules**”) of the Stock Exchange of Hong Kong Limited (“**the Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcement of the Company dated 23 March 2022 in relation to a letter dated 15 March 2022 purporting to be a written requisition to the Company to convene an extraordinary general meeting (“**the Announcement**”). Capitalised terms used in this announcement shall bear the same meanings as defined in the Announcement unless otherwise stated.

BACKGROUND

The Company wishes to inform its shareholders on the contents of the January Letter and the March Letter. In the January Letter, the person who purportedly authorized the January Letter for and on behalf of Absolute Skill proposed considering and passing the following resolutions as an ordinary resolution of the Company: –

- (1) THAT Mr. Kim Byung Kwon be removed from office as a Director and/or Chairman pursuant to Article 114 of the Articles and from any position he holds in any committee of the Board (if any) with immediate effect from the conclusion of the EGM;
- (2) THAT Mr. Koo Ja Chun be removed from office as a Director pursuant to Article 114 of the Articles and from any position he holds in any committee of the Board (if any) with immediate effect from the conclusion of the EGM;

- (3) THAT Mr. Xiao Jingen be removed from office as a Director pursuant to Article 114 of the Articles and from any position he holds in any committee of the Board (if any) with immediate effect from the conclusion of the EGM;
- (4) THAT Mr. Kwong Chun Man be removed from office as an Independent Non-executive Director pursuant to Article 114 of the Articles and from any position he holds in any committee of the Board (if any) with immediate effect from the conclusion of the EGM;
- (5) THAT Mr. Tsang Chung Yu be removed from office as an Independent Non-executive Director pursuant to Article 114 of the Articles and from any position he holds in any committee of the Board (if any) with immediate effect from the conclusion of the EGM;
- (6) THAT election of new members to the board of directors;
- (7) THAT election of new members to the various committees of the board; and
- (8) THAT the maximum number of Directors be and is fixed at such number of Directors holding office at the close of the EGM.

Since the person who purportedly authorized the January Letter for and on behalf of Absolute Skill was not and never has been the usual contact person of Absolute Skill, the Company has already been seeking legal advice in relation to the January Letter since 31 January 2022.

On 15 March 2022, the Board received the March Letter where another person who purportedly authorized the March Letter for and on behalf of Absolute Skill proposed considering and passing the following resolutions as an ordinary resolution of the Company: –

- (1) THAT Mr. Kim Jun Yeob be and is hereby removed as a Director pursuant to article 114 of the Articles with immediate effect;
- (2) THAT Mr. Koo Ja Chun be and is hereby removed as a Director pursuant to article 114 of the Articles with immediate effect;
- (3) THAT Mr. Xiao Jingen be and is hereby removed as a Director pursuant to article 114 of the Articles with immediate effect;
- (4) THAT Mr. Cheng Kwan Yu be and is hereby removed as a Director pursuant to article 114 of the Articles with immediate effect;
- (5) THAT Ms. Sin Pui Ying be and is hereby removed as a Director pursuant to article 114 of the Articles with immediate effect;
- (6) THAT Mr. Tsang Chung Yu be and is hereby removed as a Director pursuant to article 114 of the Articles with immediate effect;

- (7) THAT any and all Directors may be appointed between the date of this requisition and immediately before the EGM and where there is an adjournment, the adjourned EGM, other than those persons who are to be appointed Directors at the EGM (including where there is an adjournment, the adjourned EGM), be and are hereby removed from office as Directors pursuant to article 114 of the Articles with immediate effect;
- (8) THAT the maximum number of directors of the Company be and is hereby fixed with immediate effect to a number that is the aggregate of the total number of directors of the Company immediately prior to the EGM;
- (9) THAT Mr. Ng Thiam Chye (alias Huang Tiancai) be and is hereby appointed as an independent non-executive Director pursuant to article 114 of the Articles with immediate effect;
- (10) THAT Wang Yao Hsiong be and is hereby appointed as an independent non-executive Director pursuant to article 114 of the Articles with immediate effect; and
- (11) THAT the Board be and is hereby authorized to fix the Director's remuneration.

As disclosed in the Announcement, the Company received an e-mail dated 21 March 2022 from the person who purportedly authorized the January Letter for and on behalf of Absolute Skill notifying that the January Letter be withdrawn and that it will be superseded by the March Letter. As such, the Company has been undergoing the verification process of the two different persons who purportedly authorized the January Letter and the March Letter for and on behalf of Absolute Skill and taking further legal advice on the appropriate actions to be taken.

UPDATES ON THE POSSIBLE REQUISITIONS ON EGM

On 28 March 2022 at 2:39 p.m., the Board has received an e-mail from a person claiming to be Ms. Sui Xiaohe ("**Ms. Sui**") and purportedly the sole shareholder of Absolute Skill ("**the 1st E-mail**") which amongst other things, she stated that (1) she has not authorized anyone who is a representative of Absolute Skill to issue the January Letter or the March Letter and (2) she has no knowledge of the existence of the January Letter and the March Letter.

Further, in the 1st E-mail, for and on behalf of Absolute Skill, Ms. Sui proposed the following resolutions to be passed as an ordinary resolution of the Company: –

- (1) THAT Mr. Koo Ja Chun be and is hereby removed from office as a Director pursuant to article 114 of the Articles with immediate effect;
- (2) THAT Mr. Xiao Jingen be and is hereby removed from office as a Director pursuant to article 114 of the Articles with immediate effect;
- (3) THAT Mr. Zhao Xiuming be and is hereby removed from office as a Director pursuant to article 114 of the Articles with immediate effect;

- (4) THAT Ms. Sin Pui Ying be and is hereby removed from office as a Director pursuant to article 114 of the Articles with immediate effect;
- (5) THAT Ms. Cai Peiyao be and is hereby removed from office as a Director pursuant to article 114 of the Articles with immediate effect;
- (6) THAT Mr. Tsang Chun Yu be and is hereby removed from office as a Director pursuant to article 114 of the Articles with immediate effect;
- (7) THAT the Board shall remove Mr. Kwok Kai Hung from the office as company secretary pursuant to article 144 of the Articles with immediate effect; and
- (8) THAT HLB Hodgson Impey Cheng Limited be and is hereby removed from office as auditor pursuant to article 176(b) of the Articles with immediate effect.

However, on 28 March 2022 at 9:10 p.m., the Board received another e-mail from a person who claims to be Ms. Sui Xiaohe and purportedly the sole shareholder of Absolute Skill (“**the 2nd E-mail**”) clarifying that an unknown person had signed on her behalf and used the company chop of Absolute Skill to issue the 1st E-mail, and therefore it was a forgery. The Ms. Sui Xiaohe in the 2nd E-mail also claimed that the two persons who issued the January Letter and the March Letter were persons duly authorized by the board of Absolute Skill, and asks the Company to convene an EGM as soon as possible. From the 2nd E-mail. The Company believes that there must be some fraudulent activities taken part by these FOUR parties. Thus, the Company has sent out a due diligence questionnaire to these FOUR parties to verify their identities. In the meantime, the Company has already reported this case to the Hong Kong Police for their further investigation.

Once the identity of the person(s) allegedly representing Absolute Skill is verified, the Company will forthwith convene an EGM in accordance with the Company’s Articles.

With the view to avoid any further unnecessary confusion from correspondences that may be sent to the Company to convene an EGM, the Company is in the course of seeking legal advice on the above matter. The Company will keep its shareholders and potential investors informed of any material developments in connection to the existing (and upcoming, if any) possible requisitions by way of further announcement(s) as and when appropriate.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Zioncom Holdings Limited
Kim Jun Yeob
Chairman

Hong Kong, 4 April 2022

As at the date of this announcement, the executive Directors are Mr. Kim Jun Yeob, Mr. Koo Ja Chun, Mr. Xiao Jingen, and Mr. Cheng Kwan Yu; and the independent non-executive Directors are Ms. Sin Pui Ying, and Mr. Tsang Chung Yu.

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