
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zioncom Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**REQUISITION TO CONVENE AN EGM FOR
(A) PROPOSED REMOVAL OF DIRECTORS; AND
(B) APPOINTMENT OF DIRECTORS;
AND
NOTICE OF EGM**

A notice convening the extraordinary general meeting of Zioncom Holdings Limited (the “**Extraordinary General Meeting**”) to be held at Portion 2, 12/F., The Centre, 99 Queen’s Road Central, Central, Hong Kong on Friday, 29 April 2022 at 8:00 a.m. is set out on pages 12 to 15 of this circular. A form of proxy for use at the Extraordinary General Meeting is also enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.zioncom.net). If you intend to attend the Extraordinary General Meeting by proxy, you are required to duly complete the form of proxy according to the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting (i.e. before 8:00 a.m. on Wednesday, 27 April 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Extraordinary General Meeting (or any adjournment thereof) if they so wish.

This circular will remain on the “Latest Company Announcements” page of the website of GEM of the Stock Exchange at www.hkgem.com for a minimum period of 7 days from the date of publication and on the website of the Company at www.zioncom.net.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

12 April 2022

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

In light of the outbreak of the COVID-19 pandemic and in compliance with social distancing, personal and environmental hygiene, on the prevention of COVID-19, to safeguard the health and safety of Shareholders and other participants who might be attending the Extraordinary General Meeting in person, the Company will implement the following precautionary measures at the Extraordinary General Meeting:

1. There will be compulsory temperature screening/checks for all attendees at the Extraordinary General Meeting venue at Portion 2, 12/F., The Centre, 99 Queen's Road Central, Central, Hong Kong (the “**Venue**”). Any person with a body temperature above the usual body range, or is exhibiting flu-like symptoms may be denied entry into the Venue and be requested to leave the Venue;
2. Every attendee will be required to wear a surgical face mask before they are permitted to attend and throughout the Extraordinary General Meeting. All attendees are advised to sit at an appropriate distance from other attendees. Please note that no masks will be provided at the Venue and attendees should bring and wear their own masks;
3. All attendees of the Extraordinary General Meeting are required to fill in a travel and health declaration form to confirm that (i) he/she has no flu-like symptoms within 7 days immediately before the Extraordinary General Meeting; and (ii) within 14 days immediately before the Extraordinary General Meeting: (a) he/she has not travelled outside of Hong Kong; (b) he/she is/was not under compulsory quarantine or medical surveillance order by the Department of Health of Hong Kong; (c) he/she has not had/has close contact with confirmed case(s) and/or probable case(s) of COVID-19 patient(s); and (d) he/she does/did not live with any person under home quarantine. Any person who fails to provide the required confirmation may be requested to leave or denied entry into the Venue;
4. Seating at the Venue will be arranged in a manner to allow for appropriate social distancing. As a result, there may be limited capacity for Shareholders to attend the Extraordinary General Meeting. The Company may limit the number of attendees at the Extraordinary General Meeting as may be necessary to avoid over-crowding;
5. Any attendee who does not follow any of the abovementioned measures will be refused admission to the Venue or requested to leave the Venue;
6. No refreshments or drinks will be provided to attendees at the Extraordinary General Meeting; and
7. All attendees are recommended to clean their hands with alcohol-based hand sanitizer before entering the Venue.

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

Voting by proxy in advance of the Extraordinary General Meeting: In light of the continuing risks posed by the COVID-19 pandemic, for the health and safety of Shareholders, the Company encourages Shareholders to exercise their right to vote at the Extraordinary General Meeting by appointing the Chairman of the Extraordinary General Meeting as their proxy instead of attending the Extraordinary General Meeting in person. Physical attendance is not necessary for the purpose of exercising Shareholder rights. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof should they subsequently so wish.

The deadline to submit completed forms of proxy is Wednesday, 27 April 2022 at 8:00 a.m. Completed forms of proxy must be returned to the Hong Kong branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong.

Shareholders are strongly encouraged to cast their votes by submitting a form of proxy and appointing the Chairman of the Extraordinary General Meeting as their proxy.

Attendees are requested to observe and practise good personal hygiene at all times at the Venue. To the extent permitted under law, the Company reserves the right to deny entry into the Venue or require any person to leave the Venue so as to ensure the health and safety of the attendees at the Extraordinary General Meeting.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate. Shareholders should check the Company's website at www.zioncom.net for future announcements and updates on the Extraordinary General Meeting arrangements.

Appointment of proxy by Non-registered Shareholders: Non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

If Shareholders have any questions relating to the Extraordinary General Meeting, please contact the Hong Kong branch share registrar as follows:

Telephone: +852 2849 3399

Facsimile: +852 2849 3319

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended and restated from time to time
“Board”	the board of Directors of the Company
“Company”	Zioncom Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM of the Stock Exchange (stock code: 8287)
“Current Requisition Notice”	a notice of requisition dated 15 March 2022 from the Requisitionist to the Board requiring the Board to convene the EGM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Portion 2, 12/F., The Centre, 99 Queen’s Road Central, Central, Hong Kong on Friday, 29 April 2022 at 8:00 a.m. for the Shareholders to consider and, if thought fit, approve, among other things, the proposed removal of Directors and proposed appointment of Directors
“Former Requisition Notice”	a notice of requisition dated 14 January 2022 from the Requisitionist to the Board requiring the Board to convene an extraordinary general meeting of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, modified, and supplemented from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Mr. Ng”	Mr. Ng Thiam Chye (alias Huang Tiancai), a proposed independent non-executive Director
“Mr. Wang”	Mr. Wang Yow Hsiong, a proposed independent non-executive Director
“PRC”	the People’s Republic of China and, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Directors”	collectively, Mr. Ng and Mr. Wang, and each a “Proposed Director”
“Proposed Resolutions”	the ordinary resolutions as set out in the notice of the EGM
“Registered Shareholder(s)”	such person or companies whose names are entered in the Company’s register of members in respect of their Shares
“Requisition(s)”	the requisition under the Former Requisition Notice or the Current Requisition Notice (as the case may be) proposing to remove Directors and appoint new Directors
“Requisition Notices”	together, the Former Requisition Notice and the Current Requisition Notice
“Requisitionist”	the parties who purportedly for and on behalf of Absolute Skill Holdings Limited, a Registered Shareholder holding Shares representing not less than one-tenth of the paid-up capital of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



ZIONCOM HOLDINGS LIMITED

百家淘客股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8287)

Executive Directors:

Mr. Kim Jun Yeob (*Chairman*)

Mr. Koo Ja Chun

Mr. Xiao Jingen

Mr. Cheng Kwan Yu

Registered office:

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman

KY1-1108

Cayman Islands

Independent Non-Executive Directors:

Ms. Sin Pui Ying

Mr. Tsang Chung Yu

*Head office and principal place of
business in Hong Kong:*

Office A, 9/F, Kings Wing Plaza 2
No.1 On Kwan Street
Shatin, New Territories
Hong Kong

12 April 2022

To the Shareholders

Dear Sir or Madam,

**REQUISITION TO CONVENE AN EGM FOR
(A) PROPOSED REMOVAL OF DIRECTORS; AND
(B) APPOINTMENT OF DIRECTORS;
AND
NOTICE OF EGM**

BACKGROUND

Reference are made to the announcement of the Company dated 23 March 2022 and 4 April 2022 in relation to the proposed requisition of EGM from the Requisitionist (the “Announcement”).

LETTER FROM THE BOARD

The January Letter

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 (the “Party 1”) for and on behalf of the Requisitionist 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 the Requisitionist was not and never has been the usual contact person of the Requisitionist, the Company has already been seeking legal advice in relation to the January Letter since 31 January 2022.

LETTER FROM THE BOARD

The March Letter

On 15 March 2022, the Board received the March Letter where another person who purportedly authorized the March Letter (the “Party 2”) for and on behalf of the Requisitionist 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.

LETTER FROM THE BOARD

As disclosed in the Announcement, the Company further received an e-mail dated 21 March 2022 from the person who purportedly authorized the January Letter for and on behalf of the Requisitionist 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 Party 1 and Party 2 and taking further legal advice on the appropriate actions to be taken.

The 1st E-mail

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”) (the “Party 3”) and purportedly the sole shareholder of the Requisitionist (“the 1st E-mail”) which amongst other things, she stated that (1) she has not authorized anyone who is a representative of the Requisitionist 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 the Requisitionist, 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.

LETTER FROM THE BOARD

The 2nd E-mail

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 (the “Party 4”) and purportedly the sole shareholder of the Requisitionist (“the 2nd E-mail”) clarifying that an unknown person had signed on her behalf and used the company chop of the Requisitionist 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 persons who issued the January Letter and the March Letter were persons duly authorized by the board of the Requisitionist, 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 the Party 1, the Party 2, the Party 3 and the Party 4. Thus, the Company has sent out a due diligence questionnaire to the Party 1, the Party 2, the Party 3 and the Party 4 to verify their identities. In the meantime, the Company has already reported this case to the Hong Kong Police for their further investigation.

On 12 April 2022, the Company received an e-mail from the persons who purportedly on behalf of the Requisitionist which enclosed a draft circular regarding the proposed requisition of EGM and requiring the Board to convene an extraordinary general meeting for considering and, if thought fit, passing the following ordinary resolutions:

1. “That Mr. Kim Jun Yeob be and is hereby removed as a Director pursuant to Article 114 of the Articles of Association with immediate effect.”
2. “That Mr. Koo Ja Chun be and is hereby removed as a Director pursuant to Article 114 of the Articles of Association with immediate effect.”
3. “That Mr. Xiao Jingen be and is hereby removed as a Director pursuant to Article 114 of the Articles of Association with immediate effect.”
4. “That Mr. Cheng Kwan Yu be and is hereby removed as a Director pursuant to Article 114 of the Articles of Association with immediate effect.”
5. “That Ms. Sin Pui Ying be and is hereby removed as a Director pursuant to Article 114 of the Articles of Association with immediate effect.”
6. “That Mr. Tsang Chung Yu be and is hereby removed as a Director pursuant to Article 114 of the Articles of Association with immediate effect.”
7. “That any and all Directors who may be appointed between the date of the Requisition Notice and immediately before the EGM and where there is an adjournment, the adjourned EGM, other than those persons who are to be appointed as 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 of Association with immediate effect.”

LETTER FROM THE BOARD

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 of Association with immediate effect.”
10. “That Mr. Wang Yow Hsiong be and is hereby appointed as an independent non-executive Director pursuant to Article 114 of the Articles of Association with immediate effect.”
11. “That the Board be and is hereby authorised to fix the Director ’s remuneration.”

RELEVANT PROVISIONS UNDER THE ARTICLES OF ASSOCIATION

Pursuant to Article 114 of the Articles of Association, the Registered Shareholders may, at any general meeting convened and held in accordance with the Articles of Association, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in the Articles of Association or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

Pursuant to Article 64 of the Articles of Association, any one or more Registered Shareholders holding, at the date of deposit of a requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings has the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such extraordinary general meeting must be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may convene the extraordinary general meeting in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

EGM

In order to avoid any confusion among shareholders and disputes over the legitimacy of the extraordinary general meeting, the Company will hold an extraordinary general meeting on 29 April 2022, Friday at 8:00 a.m. at Portion 2, 12/F., The Centre, 99 Queen’s Road Central, Central, Hong Kong, which shall be the only one recognised by the Company as valid. At the same time, the Board will continue to verify and confirm the identity of the person(s) representing the Requisitionist to protect the interests of all shareholders.

LETTER FROM THE BOARD

As required under Rule 17.05(2) of the GEM Listing Rules, biographical details of the Proposed Directors are set out in the Appendix to this Circular.

A notice convening the EGM to be held at Portion 2, 12/F., The Centre, 99 Queen's Road Central, Central, Hong Kong on Friday, 29 April 2022 at 8:00 a.m. is set out on pages 13 to 15 of this circular.

A form of proxy for use in connection with the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to Union Registrars Limited, the branch share registrar of the Company in Hong Kong, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event, no later than 48 hours before the time appointed for holding the EGM or the adjourned EGM (as the case may be).

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the resolutions proposed to be considered and, if thought fit, approved at the EGM, will be voted by way of a poll by the Shareholders.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

Yours faithfully,
By order of the Board
Zioncom Holdings Limited
Kim Jun Yeob
Chairman

The biographical details of the Proposed Directors proposed to be appointed at the EGM as set out in the Requisition Notice are provided below:

Mr. Ng Thiam Chye (alias Huang Tiancai)

Mr. Ng, aged 48, has over 20 years of experience in accounting and finance sector. Mr. Ng obtained his Bachelor of Arts degree in Business Administration and Accounting from the University of Texas, Austin, the United States of America (“US”) in 1994. He is a member of the Association of Chartered Certified Accountants. Mr. Ng was the Accountant of Chin Ming Trading Pte Ltd in Singapore from 1999 to 2000. Mr. Ng was the Finance Manager of Di Chuan Management Co. Ltd in the PRC from 2000 to 2007 where he was responsible for the accounting and finance functions of that company. Mr. Ng was the Finance Manager of Newtex Asia Pacific Pte Ltd. in Singapore from 2007 to 2018 and he was responsible for the accounting and finance functions for a leading US manufacturer for thermal insulation products in Singapore and the PRC. From 2019 to present, Mr. Ng was a freelance accountant.

Mr. Ng (i) has not held any other positions with the Company and other members of the Group; (ii) has not held any other major appointments and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any other directors, senior management of the Company, substantial shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters relating to the appointment of Mr. Ng that need to be brought to the attention of the Shareholders.

Mr. Wang Yow Hsiong

Mr. Wang, aged 73, has over 20 years of experience in banking and finance. Mr. Wang obtained his Bachelor of Commerce degree from Nanyang University, Singapore in 1970. He is a registered accountant of Singapore. From 1970 to 1990, Mr. Wang worked with the Industrial & Commercial Bank, Singapore, with his last position as acting general manager. From 2018 up to present, Mr. Wang is a Senior Consultant of Helicap Pte Ltd. in Singapore and he is responsible for the investments in North Asia market.

Mr. Wang (i) has not held any other positions with the Company and other members of the Group; (ii) has not held any other major appointments and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any other directors, senior management of the Company, substantial shareholders (having the meaning ascribed to it in the GEM Listing Rules) or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters relating to the appointment of Mr. Wang that need to be brought to the attention of the Shareholders.

EGM NOTICE



ZIONCOM HOLDINGS LIMITED

百家淘客股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8287)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Zioncom Holdings Limited (the “Company”) will be held at Portion 2, 12/F., The Centre, 99 Queen’s Road Central, Central, Hong Kong (the “Principal Meeting Venue”) on Friday, 29 April 2022 at 8:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. “THAT KIM JUN YEOB be and is hereby removed as a director (“Director(s)”) of the board (the “Board”) of the Company pursuant to Article 114 of the Articles of Association with immediate effect.”
2. “THAT KOO JA CHUN be and is hereby removed as a Director pursuant to Article 114 of the Articles of Association with immediate effect.”
3. “THAT XIAO JINGEN be and is hereby removed as a Director pursuant to Article 114 of the Articles of Association with immediate effect.”
4. “THAT CHENG KWAN YU be and is hereby removed as a Director pursuant to Article 114 of the Articles of Association with immediate effect.”
5. “THAT SIN PUI YING be and is hereby removed as a Director pursuant to Article 114 of the Articles of Association with immediate effect.”
6. “THAT TSANG CHUNG YU be and is hereby removed as a Director pursuant to Article 114 of the Articles of Association with immediate effect.”
7. “THAT any and all Directors who may be appointed between the date of the requisition notice, i.e. 15 March 2022 and immediately before the EGM and where there is an adjournment, the adjourned EGM, other than those persons who are to be appointed as 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 of Association with immediate effect.”

EGM NOTICE

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 NG THIAM CHYE (ALIAS HUANG TIANCAI) be and is hereby appointed as an independent non-executive Director pursuant to Article 114 of the Articles of Association with immediate effect.”
10. “THAT WANG YOW HSIONG be and is hereby appointed as an independent non-executive Director pursuant to Article 114 of the Articles of Association with immediate effect.”
11. “THAT the Board be and is hereby authorised to fix the Director’s remuneration.”

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

Hong Kong, 12 April 2022

Registered office:

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Office A, 9/F, Kings Wing Plaza 2
No.1 On Kwan Street
Shatin, New Territories
Hong Kong

EGM NOTICE

Notes:

- (i) All resolutions at the Extraordinary General Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules.
- (ii) A shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one proxy or if he/she/it holds two or more shares, more than one proxy to attend, speak and vote in his/her/it stead. A proxy does not need to be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (iii) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Hong Kong branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting (i.e. before 8:00 a.m. on Wednesday, 27 April 2022) or any adjournment thereof and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
- (iv) Delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (v) In light of the outbreak of the COVID-19 pandemic and in compliance with social distancing, personal and environmental hygiene, on the prevention of COVID-19, to safeguard the health and safety of shareholders of the Company and other participants who might be attending the Extraordinary General Meeting in person, the Company will implement the following precautionary measures at the Extraordinary General Meeting including without limitation:
 - compulsory temperature screening/checks;
 - mandatory use of surgical face masks;
 - mandatory health declaration (i) he/she has no flu-like symptoms within 7 days immediately before the Extraordinary General Meeting; and (ii) within 14 days immediately before the Extraordinary General Meeting: (a) he/she has not travelled outside of Hong Kong; (b) he/she is/was not under compulsory quarantine or medical surveillance order by the Department of Health of Hong Kong; (c) he/she has not had/has close contact with confirmed case(s) and/or probable case(s) of COVID-19 patient(s); and (d) he/she does/did not live with any person under home quarantine. Any person who fails to provide the required confirmation may be requested to leave or denied entry into the venue;
 - appropriate social distancing and spacing will be maintained and as such, the Company may limit the number of attendees at the Extraordinary General Meeting as may be necessary to avoid over-crowding;
 - No refreshments or drinks will be provided at the Extraordinary General Meeting; and
 - attendees to clean their hands with alcohol-based hand sanitizer before attending the Extraordinary General Meeting.

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- (vi) For the health and safety of shareholders of the Company, the Company encourages shareholders of the Company to appoint the Chairman of the Extraordinary General Meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the Extraordinary General Meeting in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
- (vii) If Typhoon Signal No. 8 or above is hoisted, or a “black” rainstorm warning signal or “extreme conditions after super typhoons” announced by the Hong Kong Government is/are in force in Hong Kong at or at any time after 10:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.zioncom.net and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.