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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)

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.”

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

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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.
- (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.

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.