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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)

CLARIFICATION ANNOUNCEMENT IN RELATION TO REQUISITION TO CONVENE AN EGM FOR (A) PROPOSED REMOVAL OF DIRECTORS; AND (B) APPOINTMENT OF DIRECTORS; AND NOTICE OF EGM

Reference is made to the circular of the Company dated 12 April 2022 (the “**Circular**”), in respect of the requisition to convene an EGM for (a) proposed removal of directors; and (b) appointment of directors; and notice of EGM. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

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, draft notice of extraordinary general meeting and draft proxy form regarding the proposed requisition of extraordinary general meeting and requiring the Board to convene an extraordinary general meeting (the “**Requisition Documents**”) 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.”
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.”

As at the date of this announcement, Party 1, Party 2, Party 3, Party 4, and the person(s) representing the Requisitionist, have yet to verify their identities to the Board. In view of the above, the Board has deemed the Requisition Documents from the persons who purportedly are on behalf of the Requisitionist to be invalid.

In order to avoid any confusion among shareholders and disputes over the legitimacy of the EGM, the Company will hold an EGM 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 as stated in the Circular, which shall be the only one recognised by the Company as valid. The ordinary resolutions in the Circular are substantially the same as the ordinary resolutions in the Requisition Documents from persons purportedly on behalf of the Requisitionist. 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.

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

Hong Kong, 13 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 Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.