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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 LITIGATION

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).

Reference is made to the circular of the Company dated 12 April 2022 (the “**Circular**”), and the announcements of the Company dated 13 April 2022 and 14 April 2022 (the “**Announcements**”) in relation to the requisition to convene an EGM for the proposed removal of Directors and proposed appointment of Directors. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular and Announcements.

The Company has on 13 April 2022 received a petition dated 12 April 2022 (the “**Petition**”) filed by Absolute Skill Holdings Limited (the “**Petitioner**”), the controlling shareholder of the Company in the Court of First Instance of the High Court of Hong Kong, against the Company and each of its Directors.

The hearing of the Petition is scheduled for 17 May 2022.

According to the Petition, the Petitioner claim for, *inter alia*, the following orders:

1. that the Company forthwith take action to facilitate or assist the EGM to be convened pursuant to the March Letter for consideration of the March Letter matters; and

2. that the Company and each of Mr. Kim Jun Yeob, Mr. Koo Ja Chun, Mr. Xiao Jingen, Ms. Sin Pui Ying, Mr. Cheng Kwan Yu and Mr. Tsang Chung Yu be restrained, whether by their directors, servants, agents or otherwise howsoever, from:
 - a. delaying, blocking, obstructing, preventing or interfering with the implementation/execution of the March Letter or the convening of the EGM or considering or pass of resolutions on the March Letter matters; or
 - b. obstructing, preventing or interfering with the requisitioning by the Petitioner, for so long as the Petitioner is a member holding not less than 10% of the Company's paid capital, of an extraordinary general meeting of the Company pursuant to Article 64 of the Articles of Association for considering and passing if though fit the March Letter matters (the "**Subsequent Requisition Notice**") and/or the implementation/execution of the Subsequent Requisition Notice and/or convening of the EGM pursuant to the Subsequent Requisition Notice and/or considering or passing of resolutions on the March Letter matters pursuant to the Subsequent Requisition Notice; and
 - c. obstructing, preventing or interfering with the Petitioner's exercise of its voting rights on the considering or passing of resolutions on the March Letter matters whether pursuant to the March Letter or the Subsequent Requisition Notice; and
3. that the proposed rights issue (refer to the announcements of the Company dated 28 February 2022 and 9 March 2022 for more information) be forthwith terminated and an announcement be forthwith made to that effect; and
4. costs; and
5. further or other relief as the Honourable Court deems fit.

Based on the facts currently made known to the Directors, the Board considered that certain matters stated in the Petition are untrue and the Company has already published the Circular and notice of EGM for considering the resolutions which are substantially the same as the Petitioner's scheduled for 29 April 2022. Therefore, the Company shall take all appropriate and necessary steps to contest the Petition.

The Company is currently seeking legal advice in respect of the Petition and appropriate actions will be taken thereon if so advised. The Company will take every possible step to protect the interests of the Company as well as the interest of the shareholders and potential investors of the Company.

The Company will make further announcement(s) to keep its shareholders and potential investors informed of any significant development of the Petition as and when appropriate.

Shareholders of the Company and potential investors should accordingly exercise caution when dealing in the securities of the Company.

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

Hong Kong, 19 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 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.