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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)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Reference is made to the announcements of the Company dated 31 March 2022, 4 April 2022 and 13 May 2022 (the “**Announcements**”), in relation to, among other matters, the removal of executive director and independent non-executive director, and the court order concerning the Mr. Ng Thiam Chye (alias Huang Tiancai) (“**Mr. Ng**”) and Mr. Wang Yow Hsiong (“**Mr. Wang**”) as Directors of the Company. Mr. Ng and Mr. Wang are appointed as independent non-executive Directors of the Company with effect from 13 May 2022. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

Mr. Ng Thiam Chye (alias Huang Tiancai)

Mr. Ng aged 49, obtained his Bachelor of Business Administration from the University of Texas, Austin, the United States of America in 1994. He completed the professional level of the Association of Chartered Certified Accountants examinations in 2009.

Mr. Ng has not entered into any letter of appointment in relation to his appointment as independent non-executive Director, he is not appointed for a specific term but will be subject to retirement by rotation and re-election in accordance with the articles of association of the Company (the “**Articles**”) and the GEM Listing Rules.

As at the date of this announcement, Mr. Ng (i) does not hold any other positions with the Company and other members of the Group; (ii) did not hold 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 Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (“**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 74, obtained his Bachelor of Commerce degree from Nanyang University, Singapore in 1970. He is a registered accountant of Singapore.

Mr. Wang has not entered into any letter of appointment in relation to his appointment as independent non-executive Director, he is not appointed for a specific term but will be subject to retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules.

As at the date of this announcement, Mr. Wang (i) does not hold any other positions with the Company and other members of the Group; (ii) did not hold 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.

COMPLIANCE WITH RULES 5.05(1) OF THE GEM LISTING RULES

Following the appointment of Mr. Ng and Mr. Wang with effect from 13 May 2022, the Board comprises eight members with four executive Directors and four independent non-executive Directors. As such, the Company has re-complied with the requirements under Rules 5.05(1) of the GEM Listing Rules.

NON-COMPLIANCE WITH RULES 5.28 OF THE GEM LISTING RULES

As mentioned in the announcements of the Company dated 31 March 2022 and 4 April 2022, the audit committee of the Company comprises two independent non-executive Directors. The Company has failed to comply with the requirements set out in Rule 5.28 of the GEM Listing Rules with regard to the minimum number of members of the audit committee of the Company.

The Company shall make every effort to ensure that a suitable candidate be appointed to fulfill the requirements set out in 5.28 as soon as practicable and in any event within three months as required under Rules 5.06 and 5.33 of the GEM Listing Rules (i.e. by 30 June 2022). Further announcement will be made by the Company as and when appropriate.

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

Hong Kong, 23 May 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, Mr. Tsang Chung Yu, Mr. Ng Thiam Chye (alias Huang Tiancai) and Mr. Wang Yow Hsiong.

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 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.