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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution 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 the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the 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)

**PROPOSED CHANGE OF CHINESE NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover shall have the same meanings as defined in this circular.

A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held at Portion 2, 12/F., The Centre, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 13 October 2022 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) if you so wish.

This circular will remain on the “Latest Listed Company Information” 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 <http://www.zioncom.net>.

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

23 September 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 EGM

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 EGM in person, the Company will implement the following precautionary measures at the EGM:

1. There will be compulsory temperature screening/checks for all attendees at the EGM 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 EGM. 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 EGM 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 EGM; and (ii) within 14 days immediately before the EGM: (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 EGM. The Company may limit the number of attendees at the EGM 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 EGM; and
7. All attendees are recommended to clean their hands with alcohol-based hand sanitizer before entering the Venue.

PRECAUTIONARY MEASURES FOR THE EGM

Voting by proxy in advance of the EGM: 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 EGM by appointing the Chairman of the EGM as their proxy instead of attending the EGM 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 EGM or any adjournment thereof should they subsequently so wish.

The deadline to submit completed forms of proxy is Tuesday, 11 October 2022 at 10:00 a.m. Completed forms of proxy must be returned to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Shareholders are strongly encouraged to cast their votes by submitting a form of proxy and appointing the Chairman of the EGM 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 EGM.

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 EGM 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 EGM, please contact the Hong Kong branch share registrar as follows:

Telephone: +852 2980 1333 during business hours (9:00 a.m. to 5:00 p.m., Monday to Friday, excluding Hong Kong Public Holidays)

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DEFINITIONS

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

“Articles” or “Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Zioncom Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (stock code: 8287)
“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 Thursday, 13 October 2022 at 10:00 a.m. or any adjourned meeting thereof, to consider and, if thought fit, approve the Proposed Change of the Chinese Name
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“INED(s)”	the independent non-executive Director(s)
“Latest Practicable Date”	20 September 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Proposed Change of Chinese Name”	the proposed change of the Chinese name to “元宇宙雲基科技集團有限公司” as the dual foreign name of the Company

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

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

Independent non-executive Directors:

Ms. Sin Pui Ying

Mr. Tsang Chung Yu

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

23 September 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF CHINESE NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 2 June 2022 in respect of the Proposed Change of Chinese Name.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, information relating to the Proposed Change of Chinese Name and a notice of the EGM at which resolutions will be proposed to approve the Proposed Change of Chinese Name.

PROPOSED CHANGE OF CHINESE NAME

On 2 June 2022, the Board proposed to change the Chinese name to “元宇宙雲基科技集團有限公司” as the dual foreign name of the Company. The Proposed Change of Chinese Name is subject to (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Chinese Name at the EGM; and (ii) the Registrar of Companies in the Cayman Islands (the “**Registrar**”) approving the Proposed Change of Chinese Name, if any.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Chinese Name will take effect from the date of entry of the dual foreign name in Chinese of the Company on the register maintained by the Registrar. The Company will then carry out all necessary registration and/or filing procedures with the Registrar and the Companies Registry in Hong Kong.

REASONS FOR THE PROPOSED CHANGE OF CHINESE NAME

The Company is an investment holding company, and through its subsidiaries is principally engaged in the manufacturing and sales of networking products and non-networking products.

The Board considers the Proposed Change of Chinese Name will better reflect the future business plans and development of the Group and believes that the Proposed Change of Chinese Name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the best interests of the Company and the Shareholders as a whole.

EFFECTS OF THE PROPOSED CHANGE OF CHINESE NAME

The Proposed Change of Chinese Name will not affect any rights of the Shareholders or the Company’s daily business operation and its financial position.

All existing share certificates in issue bearing the existing name of the Company shall, after the Proposed Change of Chinese Name becoming effective, continue to be good evidence of legal title to such shares of the Company and the existing certificates will continue to be valid for trading, settlement, registration and delivery purposes.

LETTER FROM THE BOARD

Any new share certificates of the Company to be issued after the Proposed Change of Chinese Name becoming effective will bear both the existing English name and the new Chinese name of the Company. There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the English name and the new Chinese name of the Company.

Upon the Proposed Change of Chinese Name becoming effective, the Shares will be traded on the Stock Exchange under the existing English name and the new Chinese name and the Board intends and will apply to change the Chinese stock short name for the Company correspondingly.

Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the Proposed Change of Chinese Name and the corresponding change of Chinese stock short name of the Company for trading of the Shares on the Stock Exchange as and when appropriate. The English stock short name and stock code of the Company will remain unchanged as “ZIONCOM” and “8287”, respectively.

EGM

The notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular. The EGM will be held at Portion 2, 12/F., The Centre, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 13 October 2022 at 10:00 a.m. for the purpose of, considering and, if thought fit, to approve the Proposed Change of Chinese Name. Resolutions will be proposed to approve the Proposed Change of Chinese Name.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire and in such case, the proxy form shall be deemed to be revoked.

To the best of the Director’s knowledge, information and belief, having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolutions to be proposed at the EGM (save and except Absolute Skill Holdings Limited pursuant to an order of the Court as disclosed in the announcement of the Company dated 10 June 2022).

The resolutions proposed to be approved at the EGM will be taken by poll and an announcement on the results of the EGM will be made by the Company thereafter.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM to be held on Thursday, 13 October 2022, the register of members of the Company will be closed from Monday, 10 October 2022 to Thursday, 13 October 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 7 October 2022.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

RECOMMENDATION

The Directors (including the INEDs) consider that the Proposed Change of Chinese Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions at the EGM to approve the Proposed Change of Chinese Name.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 (“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 on Thursday, 13 October 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the approval of Registrar of Companies in the Cayman Islands having been obtained (if any), the Chinese name of “元宇宙雲基科技集團有限公司” be and is hereby changed and approved as the dual foreign name of the Company (the “**Change of Chinese Name**”) and that any Director or the secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents, including under seal where appropriate, or make all such arrangements as he shall, in his absolute discretion, deem necessary or expedient to give effect to the Change of Chinese Name and to attend to any registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 23 September 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
3. In order to be valid, the instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the EGM (i.e. before 10:00 a.m. on Tuesday, 11 October 2022) or adjourned meeting (as the case may be).
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto to, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 7:00 a.m. on date of the EGM, the EGM shall be postponed. The Company will publish an announcement on the websites of the Company at www.zioncom.net and on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com to notify the Shareholders of the date, time and place of the rescheduled meeting.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.