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ZIONCOM HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8287)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that with effect from 1 April 2019, Mr. Yiu Kwing Sum has tendered his resignation as an independent non-executive Director, the chairman of the Audit Committee, and a member of the Compliance Committee.

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of Zioncom Holdings Limited (the “**Company**”) announces that with effect from 1 April 2019, Mr. Yiu Kwing Sum (“**Mr. Yiu**”) has tendered his resignation as an independent non-executive Director, the chairman of the audit committee of the Company (the “**Audit Committee**”), and a member of the compliance committee of the Company (the “**Compliance Committee**”) in order to pursue other commitments.

Mr. Yiu confirmed that he has no disagreement with the Board and that there are no matters relating to his resignation that should be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

The Board wishes to express its appreciation and gratitude to Mr. Yiu for his contribution to the Company during his tenure of office.

According to Rules 5.05(2) and 5.28 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (“**GEM Listing Rules**”), at least one independent non-executive Director and one of the members of the Audit Committee must have appropriate professional qualifications or accounting or related financial management expertise.

Following the resignation of Mr. Yiu, the Company has two independent non-executive Directors and the Audit Committee comprises two members who are all independent non-executive Directors. However, none of them has appropriate professional qualifications or accounting or related financial management expertise as specified in Rule 5.05(2) of the GEM Listing Rules. Therefore, the Company does not fully comply with the requirements of Rules 5.05(2) and 5.28 of the GEM Listing Rules as of the date of this announcement.

The Company shall make every effort to ensure that a suitable candidate be appointed to fulfill the requirements set out in Rules 5.05(2) and 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. Mr. Shin Dongmin will act as the chairman of the Audit Committee during the interim period. Further announcement will be made by the Company as and when appropriate.

By order of the Board
Zioncom Holdings Limited
Kim Byung Kwon
Chairman

Hong Kong, 1 April 2019

As at the date of this announcement, the executive Directors are Mr. Kim Byung Kwon, Mr. Kim Jun Yeob, Mr. Koo Ja Chun and Mr. Xiao Jingen; and the independent non-executive Directors are Mr. Ko Ming Tung, Edward and Mr. Shin Dongmin.

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 matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the website of GEM of the Stock Exchange at <http://www.hkgem.com> for at least seven days from the date of its posting. This announcement will also be published on the website of the Company at <http://www.zioncom.net>.