

*Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 28 December 2017 (the “**Prospectus**”) issued by Zioncom Holdings Limited (the “**Company**”).*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for Shares or other securities of the Company. Prospective investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities in the United States.*

Zioncom Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

NOTICE OF LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

Number of Offer Shares	: 198,000,000 Shares
Number of Placing Shares	: 178,200,000 Shares (subject to re-allocation)
Number of Public Offer Shares	: 19,800,000 Shares (subject to re-allocation)
Maximum Offer Price	: HK\$0.52 per Offer Share, plus brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full upon application in Hong Kong dollars, subject to refund)
Nominal value	: HK\$0.01 per Share
Stock code	: 8287

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company through its Sole Sponsor, Lego Corporate Finance Limited, which is located at Room 1601, 16/F, China Building, 29 Queen's Road Central, Central, Hong Kong, to the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares issued and to be issued pursuant to the Share Offer. Assuming the Share Offer becomes unconditional, it is expected that dealings in the Shares on GEM will commence at 9:00 a.m. on Thursday, 18 January 2018.

The Share Offer comprises the Public Offer of initially 19,800,000 Shares, representing 10% of the total number of Offer Shares and the Placing of initially 178,200,000 Shares, representing 90% of the total number of Offer Shares. The allocation of the Shares between the Public Offer and the Placing is subject to adjustment as stated in the sub-section headed "Structure and conditions of the Share Offer — Re-allocation between the Placing and the Public Offer" in the Prospectus.

Subject to the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares on the Stock Exchange and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.52 per Offer Share and is expected to be not less than HK\$0.28 per Offer Share. Applicants must pay the maximum Offer Price of HK\$0.52 per Offer Share plus a brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% in full upon application for the Offer Shares under the terms set out in the Application Forms.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms. The Share Offer is conditional upon the fulfillment of the conditions as set out in the sub-section headed "Structure and conditions of the Share Offer — Conditions of the Share Offer" in the Prospectus. If any of such conditions has not been fulfilled or waived in accordance with the terms and conditions of the Underwriting Agreements prior to the time(s) and date(s) specified therein, the Share Offer shall lapse and the Stock Exchange will be notified immediately. Notice of lapse of the Share Offer will be caused to be published by our Company on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.zioncom.net the next day following such lapse. In such event, all application monies will be refunded, without interest.

Prospective investors should note that the Joint Lead Managers (for themselves and on behalf of the Underwriters) are entitled to terminate their obligations under the Underwriting Agreements by notice in writing to the Company given by the Joint Lead Managers (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set forth in the sub-section headed "Underwriting — Underwriting arrangements, commissions and expenses — Grounds for termination" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Thursday, 18 January 2018.

Applicants who would like to have the Public Offer Shares to be allotted and issued in their own names should use a **WHITE** Application Form. Applicants who would like to have the Public Offer Shares to be allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to their stock accounts or their designated CCASS Investor Participant's stock accounts should either (i) complete and sign the **YELLOW** Application Form, or (ii) give **electronic application instructions** to HKSCC via CCASS.

As required by the GEM Listing Rules and the Companies (Winding up and Miscellaneous Provisions) Ordinance, printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 28 December 2017 until 12:00 noon on Monday, 8 January 2018 (both days inclusive) (or such later date as may apply as described in the sub-section headed "How to apply for Public Offer Shares — 9. Effect of bad weather on the opening of the Application Lists" in the Prospectus) from:

- the following address of the Public Offer Underwriters:

Lego Securities Limited Room 804, 8/F., Jubilee Centre
46 Gloucester Road
Wanchai, Hong Kong

CLC Securities Limited 13/F, Nan Fung Tower, 88 Connaught Road Central,
Central, Hong Kong

Ping An Securities Limited Unit 02, 2/F
China Merchants Building
152–155 Connaught Road Central
Hong Kong

Ruibang Securities Limited 9/F Sang Woo Building
227–228 Gloucester Road
Wanchai
Hong Kong

- any of the following branches of Industrial and Commercial Bank of China (Asia) Limited, the receiving bank for the Public Offer:

District	Branch name	Address
Hong Kong Island	Caine Road Branch	G/F., Caine Building, 22 Caine Road, Hong Kong
	Siu Sai Wan Branch	Shop Nos 17–19, Ground Floor, Harmony Garden, No.9 Siu Sai Wan Road, Hong Kong
Kowloon	Jordan Branch	1/F, JD Mall, No. 233 Nathan Road, Jordan, Kowloon
	Lai Chi Kok Branch	Shop G06, G/F, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road, Lai Chi Kok, Kowloon
New Territories	Kwai Chung Branch	Unit G02, Tower A, Regent Centre, 63 Wo Yi Hop Road, Kwai Chung, New Territories

Printed copies of the Prospectus together with the **YELLOW** Application Form may be obtained during normal business hours from 9:00 a.m. on Thursday, 28 December 2017 until 12:00 noon on Monday, 8 January 2018 (both days inclusive) from:

1. the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
2. your stockbroker, who may have the **YELLOW** Application Forms and the Prospectus available.

The completed **WHITE** and **YELLOW** Application Forms, together with a cheque or a banker's cashier order attached and marked payable to "ICBC (Asia) Nominee Limited — Zioncom Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above on such dates and during such time as specified in the Application Forms.

The application for the Offer Shares will commence on Thursday, 28 December 2017 through Monday, 8 January 2018, being longer than normal market practice of four days. The application monies (including the brokerages, SFC transaction levies and Hong Kong Stock Exchange trading fees) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interest on Wednesday, 17 January 2018. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Thursday, 18 January 2018.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 28 December 2017 until 12:00 noon on Monday, 8 January 2018 or such later time as described in the sub-section headed "How to apply for Public Offer Shares — 9. Effect of bad weather on the opening of the Application Lists" in the Prospectus.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Public Offer Shares on your behalf.

Please refer to the sections headed "Structure and conditions of the Share Offer" and "How to apply for Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The final Offer Price will not be more than HK\$0.52 per Offer Share and is expected to be not less than HK\$0.28 per Offer Share. The final Offer Price is expected to be fixed by the Price Determination Agreement to be entered into between the Joint Lead Managers (for themselves and on behalf of the other Underwriters) and the Company on the Price Determination Date, which is expected to be on or about Thursday, 11 January 2018 or such later date as the Joint Lead Managers (for themselves and on behalf of the other Underwriters) and the Company may agree. If, for any reason, the Joint Lead Managers (for themselves and on behalf of the other Underwriters) and the Company are unable to reach an agreement on the Offer Price on or before the Price Determination

Date, the Share Offer (including the Public Offer) will not proceed and will lapse. In such event, the Company will issue an announcement to be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.zioncom.net.

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on or before Wednesday, 17 January 2018 on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.zioncom.net. Results of allocations in the Public Offer with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer, will be made available at the times and dates and in the manner specified in the sub-section headed "How to apply for Public Offer Shares — 10. Publication of results" in the Prospectus.

The Company will not issue any temporary documents of title. No receipt will be issued for application monies paid. All share certificates will only become valid documents of title when the Share Offer has become unconditional in all respects and the Public Offer Underwriting Agreement has not been terminated in accordance with its terms pursuant to the Underwriting Agreements prior to 8:00 a.m. (Hong Kong time) on the Listing Date which is expected to be on Thursday, 18 January 2018.

Assuming the Share Offer becomes unconditional in all respects and Public Offer Underwriting Agreement is not terminated, dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 18 January 2018. The Shares will be traded in board lots of 10,000 Shares each. The GEM stock code for the Shares is 8287.

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

Hong Kong, 28 December 2017

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. Kim Kwang Hyun, Mr. Oh Sung Jin, Mr. Yiu Kwing Sum and Mr. Ko Ming Tung, Edward.

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 and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk and in the case of this announcement, on the "Latest Company Announcements" page for at least seven days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.zioncom.net.