

ZIONCOM HOLDINGS LIMITED

(the “**Company**”)

(“**本公司**”)

(Incorporated in Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code: 8287)

(股份代號: 8287)

SHAREHOLDERS’ RIGHTS

股東權利

1. The way in which shareholders of the Company (the “Shareholders”) can convene an extraordinary general meeting (“EGM”)

本公司股東（“股東”）召開股東特別大會（“股東特別大會”）的方式

Pursuant to Article 64 of the Articles of Association of the Company (the “**Articles**”), EGMs shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the board of directors of the Company (the “**Board**”) or the secretary of the Company (“**Company Secretary**”) for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

根據公司組織章程細則第 64 條，任何於提請要求當日持有不少於本公司繳足股本（附有權利在本公司股東大會投票）十分之一的一名或多名股東，可向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求所指明的事項。該會議須於提請該要求後兩個月內舉行。倘提請後 21 日內董事會未有召開大會，則提請要求的人士可自行召開，且本公司須償還提請要求的人士因董事會未有召開大會而引致的所有合理開支。

The requisition must state the purpose of the meeting, and must be signed by the requisitionist(s) and lodged to the Board or Company Secretary at the

Company's principal place of business in Hong Kong at Room 1, 6/F, Fortune Commercial Building, No.362, Sha Tsui Road, Tsuen Wan, Hong Kong and may consist of several documents in like form each signed by one or more requisitionists.

要求內必須列明召開大會的目的，並必須由遞交要求人士簽署及送交本公司主要營業地點（地址為香港荃灣沙咀道 362 號全發商業大廈 6 樓 1 室）交公司秘書收取，該要求可包含多份同樣格式的文件，各文件由一位或以上之要求人簽署。

2. The procedures for Shareholders to propose a person for election as a director of the Company ("Director") are set out below:

股東提議委任公司董事（“董事”）人選的程序如下：

No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected including that person's biographical details as required by Rule 17.50(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules", shall have been lodged at the Company's head office at Room 1, 6/F, Fortune Commercial Building, No.362, Sha Tsui Road, Tsuen Wan, Hong Kong or at the office of the Company's Hong Kong share registrar of Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. The period for lodgment of the notices required under the Company's Articles will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days. The lodgment of notice should also be in compliance with the other requirements of the GEM Listing Rules.

退任董事以外的人士概無資格於任何股東大會參選董事，除非經董事會推薦參選，且提議其參選董事的書面通知及其願意膺選董事的書面通知已送交本公司總部或登記處。本細則規定，送交該等通知的期間不得短於七日，不得早於寄發有關選舉的股東大會通知翌日開始，亦不得遲於該股東大會日期前七日結束。遞交有關通知亦須遵守上市規則所載的其他規定。

3. The procedures for sending enquiries to the Board

向董事會提出查詢的程序

Any shareholder of the Company who wishes to raise his/their enquiries concerning the Company to the Board may deliver his/their written enquiries to the principal place of business of the Company in Hong Kong with the address at at Room 1, 6/F, Fortune Commercial Building, No.362, Sha Tsui Road, Tsuen Wan, Hong Kong or at any address notified by the Company from time to time and for the attention of the chairman of the Board and the Company Secretary. Upon receipt of the enquiries, the Company would reply as soon as possible.

如本公司股東欲就有關本公司的事宜以書面方式向董事會提出查詢，有關書面查詢須本公司在香港的主要營業地點(地址為香港荃灣沙咀道 362 號全發商業大廈 6 樓 1 室)或本公司不時通知的任何地址，交董事會主席及公司秘書收取。本公司會於接獲有關查核後盡快回覆。

Date: 17 January 2018

日期: 2018 年 1 月 17 日