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This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of Zioncom Holdings Limited.



ABSOLUTE SKILL HOLDINGS LIMITED

(Incorporated in Samoa with limited liability)

ZIONCOM HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8287)

JOINT ANNOUNCEMENT

DELAY IN DESPATCH OF COMPOSITE DOCUMENT

Financial adviser to the Offeror



Celestial Capital Limited

Reference is made to the joint announcement (the “**Joint Announcement**”) dated 22 July 2019 jointly issued by Zioncom Holdings Limited (the “**Company**”) and Absolute Skill Holdings Limited (the “**Offeror**”), in relation to, among others, the Sale and Purchase Agreement and the Offer. Capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement unless otherwise specified.

DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document (together with the form of acceptance and transfer (the “**Form of Acceptance**”)) regarding the Offer is required to be despatched to the Independent Shareholders within 21 days of the date of the Joint Announcement, i.e. on or before 12 August 2019.

Since the Offer is subject to the Completion of the Sale and Purchase Agreement and the fulfillment (or the waiver, as the case may be) of the conditions precedent to the Sale and Purchase Agreement, an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent and the consent has been granted by the Executive on 9 August 2019 to extend the latest time for the despatch of the Composite Document (together with Form of Acceptance) to a date falling within seven (7) days from the date of the Completion of the Sale and Purchase Agreement or 23 September 2019, whichever is earlier.

Further announcement will be jointly made by the Company and the Offeror when the Composite Document and the accompanying Form of Acceptance are despatched.

WARNING

The Offer is subject to the Completion which is conditional upon the fulfillment or waiver (where applicable) of certain conditions under the Sale and Purchase Agreement. Accordingly, the Sale and Purchase Agreement may or may not be completed and the Offer may or may not proceed. The issue of this joint announcement does not in any way imply that the Offer will be made. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If Shareholders and potential investors of the Company are in any doubt about their position, they should consult their professional advisers.

By order of the board of director
Absolute Skill Holdings Limited
Mao Jie
Director

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

Hong Kong, 12 August 2019

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

This joint 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 joint announcement (other than that relating to the Offeror, its associates and parties acting in concert with it) 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 joint announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror, its associates and parties acting in concert with it (excluding the Vendor)) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are Mr. Mao Jie and Ms. Sui Xiaohe.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group and the Vendor) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint announcement will be published on GEM website at <http://www.hkgem.com> on the "Latest Company Announcement" page for at least 7 days from the date of publication and on the Company's website at www.zioncom.net.

In case of any inconsistency, the English text of this joint announcement shall prevail over the Chinese text.