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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)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND COMPOSITION OF BOARD COMMITTEES

Reference is made to the announcement of Zioncom Holdings Limited (the “**Company**”) dated 9 July 2021 in relation to, among other things, the resignation of independent non-executive director and members of board committees of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of the Company is pleased to announce that with effect from 24 September 2021, Ms. Cai Peiyao (“**Ms. Cai**”) and Mr. Tsang Chung Yu (“**Mr. Tsang**”) have been appointed as independent non-executive Directors.

Ms. Cai, aged 34, received her Bachelor of Laws degree from the East China University of Political Science and Law, and her Masters in Laws degree from The Chinese University of Hong Kong. She has been a People’s Republic of China registered lawyer since 2011 and a Hong Kong registered foreign lawyer since 2015. Ms. Cai is a registered foreign lawyer with Fongs solicitors and is experienced in cross border transactions, mergers and acquisitions, corporate finance, initial public offerings and civil litigation.

Save as disclosed herein, as at the date of this announcement, Ms. Cai confirms that (i) she does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial or controlling shareholders (as defined under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”)) of the Company; (ii) she has not held any directorship in other public company in the last three years; and (iii) she does not have, and is not deemed to have, any interests or short positions in the shares, underlying shares or debentures (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”)) of the Company.

Ms. Cai has entered into a letter of appointment with the Company for a term of three years commencing on 24 September 2021 which may be terminated by either party by giving not less than three months' written notice. Ms. Cai is entitled to receive an annual fee in the sum of HK\$144,000, which was determined with reference to her qualifications, experience, her proposed duties and responsibilities, the prevailing market conditions as well as the recommendations of the remuneration committee of the Company.

Mr. Tsang, aged 52, has over 29 years experience in sales, developing commercial relationships with customers, analysing market trends and strategic planning. Mr. Tsang also has 5 years' experience in cryptocurrency trading and blockchain technology as a consultant in the daily operation of a cryptocurrency exchange platform.

Save as disclosed herein, as at the date of this announcement, Mr. Tsang confirms that (i) he does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company; (ii) he has not held any directorship in other public company in the last three years; and (iii) he does not have, and is not deemed to have, any interests or short positions in the shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company.

Mr. Tsang has entered into a letter of appointment with the Company for a term of three years commencing on 24 September 2021 which may be terminated by either party by giving not less than three months' written notice. Mr. Tsang is entitled to receive an annual fee in the sum of HK\$144,000, which was determined with reference to his qualifications, experience, his proposed duties and responsibilities, the prevailing market conditions as well as the recommendations of the remuneration committee of the Company.

Ms. Cai and Mr. Tsang shall hold office until the next general meeting of the Company and will be eligible for and subject to re-election at such meeting in accordance with the articles of association of the Company.

Ms. Cai and Mr. Tsang have confirmed that they have met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed above, there was no matter relating to the appointment of Ms. Cai and Mr. Tsang that needs to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to any requirements of Rules 17.50(2)(h) to Rules 17.50(2)(v) of the GEM Listing Rules.

The Board would like to express its welcome to Ms. Cai and Mr. Tsang for joining the Company.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Lee Tsung Wah, Jonathan (“**Mr. Lee**”) has resigned as an independent non-executive Director due to the pursuit of personal and other business commitments, with effect from 24 September 2021.

Mr. Lee has confirmed to the Board that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board would like to take this opportunity to express its appreciation to Mr. Lee for his contributions to the Company during his tenure of office.

CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

The Board also announces that with effect from 24 September 2021:

- (i) Mr. Lee ceased to act as the chairman of the compliance committee of the Company and a member of each of the audit committee, remuneration committee and nomination committee of the Company;
- (ii) Mr. Kwong Chun Man, an independent non-executive Director, has been re-designated from the chairman of the remuneration committee and nomination committee of the Company to a member of each of the remuneration committee and nomination committee of the Company;
- (iii) Ms. Cai has been appointed as the chairwoman of the compliance committee of the Company and a member of each of the audit committee, remuneration committee and nomination committee of the Company; and
- (iv) Mr. Tsang has been appointed as the chairman of each of the remuneration committee and nomination committee of the Company and a member of each of the audit committee and compliance committee of the Company.

COMPLIANCE WITH RULES 5.05(1) AND 5.28 OF THE GEM LISTING RULES

Following the appointment of Ms. Cai and Mr. Tsang with effect from 24 September 2021, the Board comprises eight members with five executive Directors and three independent non-executive Directors. The audit committee of the Company comprises three independent non-executive Directors. As such, the Company has re-complied with the requirements under Rules 5.05(1) and 5.28 of the GEM Listing Rules.

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

Hong Kong, 24 September 2021

As at the date of this announcement, the executive Directors are Mr. Kim Byung Kwon, Mr. Kim Jun Yeob, Mr. Koo Ja Chun, Mr. Xiao Jingen and Mr. Zhao Xiuming; and the independent non-executive Directors are Mr. Kwong Chun Man, Ms. Cai Peiyao and Mr. Tsang Chung Yu.

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 will remain on the GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at www.zioncom.net.