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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)

APPOINTMENT OF EXECUTIVE DIRECTOR, RESIGNATION OF EXECUTIVE DIRECTOR, APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHANGE OF CHAIRMAN OF THE BOARD AND CHANGES IN COMPOSITION OF BOARD COMMITTEES

APPOINTMENT OF EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of the Company is pleased to announce that with effect from 14 January 2022, Mr. Cheng Kwan Yu (“**Mr. Cheng**”) has been appointed as executive Director.

Mr. Cheng, aged 38, received his Bachelor of Business Administration degree from the University of Management and Technology in the United States of America. Mr. Cheng has around 18 years of local and overseas property investment experience, including property trading, monitoring, risk management and consulting service experience. Mr. Cheng is a part-time assistant unit manager and licensed insurance agent of China Taiping Life Insurance (Hong Kong) Company Limited involved in developing new businesses, customer relations and recruitment.

Save as disclosed herein, as at the date of this announcement, Mr. Cheng 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 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) 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”)) of the Company.

Mr. Cheng has entered into a service agreement with the Company for a term of three years commencing on 14 January 2022 which may be terminated by either party by giving not less than three months' written notice. Mr. Cheng is entitled to receive an annual fee in the sum of HK\$360,000, 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.

Mr. Cheng 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.

Mr. Cheng has confirmed that there is no matter relating to his appointment 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 Mr. Cheng for joining the Company.

RESIGNATION OF EXECUTIVE DIRECTOR

The Board announces that Mr. Kim Byung Kwon (“**Mr. Kim**”) has resigned as an executive Director due to the pursuit of personal and other business commitments, with effect from 14 January 2022.

Mr. Kim 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. Kim for his contributions to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 14 January 2022, Ms. Sin Pui Ying (“**Ms. Sin**”) has been appointed as independent non-executive Director.

Ms. Sin, aged 41, graduated from the University of Hong Kong with a degree of Bachelor of Business Administration in Accounting and Finance. She is a practising certified public accountant of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants in England and Wales.

Ms. Sin has over 17 years of working experience in auditing, accounting, investment and corporate finance. She was an executive director of each of (i) Courage Investment Group Limited (stock code: 1145), which is listed on the Main Board of the Stock Exchange, for the period from 25 September 2020 to 30 November 2021; (ii) HongDa Financial Holding Limited (now known as China Wood International Holding Co., Limited) (stock code: 1822), which is listed on the Main Board of the Stock Exchange, for the period from 15 May 2020 to 24 August 2020; (iii) Aurum Pacific (China) Group Limited (stock code: 8148), which is listed on GEM of the Stock Exchange, for the period from 22 November 2019 to 15 September 2020; (iv) KNK Holdings Limited (stock code: 8039), which is listed on GEM of the Stock Exchange, for the period from 29 August 2019 to 8 January 2021; and (v) hmvod Limited (stock code: 8103), which is listed on GEM of the Stock Exchange, for the period from 21 April 2020 to 2 February 2021. She is currently an executive director of On Real International Holdings Limited (stock code: 8245), which is listed on GEM of the Stock Exchange, and Power Financial Group Limited (stock code: 397), which is listed on the Main Board of the Stock Exchange.

Ms. Sin was a director of the following private companies incorporated in Hong Kong, which were dissolved by deregistration under section 751 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) or under section 291AA of the then prevailing Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as these companies ceased to carry on business:

Name of company	Nature of business before dissolution	Date of dissolution
Everco Development Limited	Investment holding	21 April 2011
Royal Billion Corporate Services Limited	Investment holding	24 August 2018
China E-rental Group Limited	Investment holding	29 March 2018

As confirmed by Ms. Sin, each of the above companies was dissolved due to cessation of business and was solvent at the time of it being dissolved by deregistration.

Save as disclosed herein, as at the date of this announcement, Ms. Sin 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 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 SFO) of the Company.

Ms. Sin has entered into a letter of appointment with the Company for a term of three years commencing on 14 January 2022 which may be terminated by either party by giving not less than three months' written notice. Ms. Sin 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.

Ms. Sin 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. Sin has confirmed that she has 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. Sin 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. Sin for joining the Company.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Kwong Chun Man (“**Mr. Kwong**”) has resigned as an independent non-executive Director due to the pursuit of personal and other business commitments, with effect from 14 January 2022.

Mr. Kwong 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. Kwong for his contributions to the Company during his tenure of office.

CHANGE OF CHAIRMAN OF THE BOARD

The Board also announces that with effect from 14 January 2022:

- (i) Mr. Kim ceased to act as the chairman of the Board; and
- (ii) Mr. Kim Jun Yeob, an executive Director, has been appointed as the chairman of the Board.

CHANGES IN COMPOSITION OF THE BOARD COMMITTEES

The Board also announces that with effect from 14 January 2022:

- (i) Mr. Kwong ceased to act as the chairman of the audit committee of the Company and a member of each of the compliance committee, remuneration committee and nomination committee of the Company; and
- (ii) Ms. Sin has been appointed as the chairlady of the audit committee of the Company and a member of each of the compliance committee, remuneration committee and nomination committee of the Company.

By order of the Board
Zioncom Holdings Limited
Kim Jun Yeob
Chairman

Hong Kong, 14 January 2022

As at the date of this announcement, the executive Directors are Mr. Kim Jun Yeob, Mr. Koo Ja Chun, Mr. Xiao Jingen, Mr. Zhao Xiuming and Mr. Cheng Kwan Yu; and the independent non-executive Directors are Ms. Sin Pui Ying, 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.