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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)**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 29 APRIL 2022**

Reference is made to the circular (the “**Circular**”) of Zioncom Holdings Limited (the “**Company**”) dated 12 April 2022, the notice of the extraordinary general meeting (the “**EGM**”) of the Company dated 12 April 2022, the inside information announcement dated 28 April 2022 (the “**Inside Information Announcement**”) and the supplemental announcement dated 14 April 2022 (the “**Supplemental Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Circular, the Inside Information Announcement and the Supplemental Announcement unless the context requires otherwise.

#### **POLL RESULTS OF THE EGM**

At the EGM, the chairman (the “**Chairman**”) read out the complaint against Absolute Skill Holdings Limited (“**Absolute Skill**”) as announced in the Inside Information Announcement. An objection was raised by a Shareholder (the “**Objector**”) regarding the qualification and admissibility of Absolute Skill to vote at the EGM. If there is an objection raised after the votes are given or tendered, Article 84 of the Article of Association provides that, “No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.”

The Chairman must consider whether the Objector’s objection is an objection to the qualification of the vote or the admissibility of the vote and whether or not the objection has been brought forward at the EGM where the vote is tendered.

In this case, it appeared to the Chairman that an objection had been made against the qualification of Absolute Skill and the admissibility of the vote. In addition, it was clear that it had been brought forward at the EGM where the vote was tendered.

Following due consideration and consultation with the Company's legal advisers, the Chairman declared that the voting rights purportedly held by Absolute Skill should not be counted in the EGM.

As at the date of the EGM, there were a total of 660,000,000 Shares in issue. Based on the disclosures made, a total of 296,980,000 Shares (100,000,000 Shares were held under Absolute Skill's name and 196,980,000 were held through nominee companies, such as securities house) were identified as being held by Absolute Skill. Accordingly, the voting rights in respect of these Shares are excluded from this EGM. After deduction of the 296,980,000 Shares, there were a total of 363,020,000 Shares entitling the Shareholders to attend and vote on the resolutions. There were no Shares entitling the Shareholders to attend the EGM and abstain from voting in favour of any of the resolutions as set out in Rule 17.47A of the GEM Listing Rules. None of the Shareholders had stated his/her/its intention in the Circular to vote against any of the resolutions or to abstain from voting at the EGM.

As such, the total number of Shares that the Shareholders had attended and voted for or against the proposed resolutions at the EGM was 100,090,000 Shares.

Union Registrars Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the EGM.

Set out below is the poll results in respect of the resolutions proposed at the EGM and put to vote at the EGM:

| Ordinary Resolutions |  | Number of Votes (%) <sup>1</sup> |                        |
|----------------------|--|----------------------------------|------------------------|
|                      |  | For                              | Against                |
| 1.                   | That Mr. Kim Jun Yeob be and is hereby removed as a Director of the Board of the Company pursuant to Article 114 of the Articles of Association of the Company (the "Articles") with immediate effect. | 5,000,000<br>(5.00%)             | 95,090,000<br>(95.00%) |
| 2.                   | That Mr. Koo Ja Chun be and is hereby removed as a Director pursuant to Article 114 of the Articles with immediate effect.   | 5,000,000<br>(5.00%)             | 95,090,000<br>(95.00%) |
| 3.                   | That Mr. Xiao Jingen be and is hereby removed as a Director pursuant to Article 114 of the Articles with immediate effect.   | 5,000,000<br>(5.00%)             | 95,090,000<br>(95.00%) |
| 4.                   | That Mr. Cheng Kwan Yu be and is hereby removed as a Director pursuant to Article 114 of the Articles with immediate effect.   | 5,000,000<br>(5.00%)             | 95,090,000<br>(95.00%) |
| 5.                   | That Ms. Sin Pui Ying be and is hereby removed as a Director pursuant to Article 114 of the Articles with immediate effect.  | 5,000,000<br>(5.00%)             | 95,090,000<br>(95.00%) |
| 6.                   | That Mr. Tsang Chung Yu be and is hereby removed as a Director pursuant to Article 114 of the Articles with immediate effect.  | 5,000,000<br>(5.00%)             | 95,090,000<br>(95.00%) |

| Ordinary Resolutions |  | Number of Votes (%) <sup>1</sup> |                        |
|----------------------|--|----------------------------------|------------------------|
|                      |  | For                              | Against                |
| 7.                   | That any and all Directors who may be appointed between the date of the requisition notice, i.e. 15 March 2022 and immediately before the EGM and where there is an adjournment, the adjourned EGM, other than those persons who are to be appointed as Directors at the EGM (including where there is an adjournment, the adjourned EGM), be and are hereby removed from office as Directors pursuant to Article 114 of the Articles with immediate effect. | 5,000,000<br>(5.00%)             | 95,090,000<br>(95.00%) |
| 8.                   | That the maximum number of Directors be and is hereby fixed with immediate effect to a number that is the aggregate of the total number of Directors immediately prior to the EGM.   | 5,000,000<br>(5.00%)             | 95,090,000<br>(95.00%) |
| 9.                   | That Mr. Ng Thiam Chye (Alias Huang Tiancai) be and is hereby appointed as an independent non-executive Director pursuant to Article 114 of the Articles with immediate effect.  | 5,000,000<br>(5.00%)             | 95,090,000<br>(95.00%) |
| 10.                  | That Wang Yow Hsiong be and is hereby appointed as an independent non-executive Director pursuant to Article 114 of the Articles with immediate effect.  | 5,000,000<br>(5.00%)             | 95,090,000<br>(95.00%) |
| 11.                  | That the Board be and is hereby authorised to fix the Directors' remuneration.   | 5,000,000<br>(5.00%)             | 95,090,000<br>(95.00%) |

*Note 1:* The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the EGM in person, by authorised corporate representative(s) or by proxy(ies) (excluding 296,980,000 Shares (100,000,000 Shares were held under Absolute Skill's name and 196,980,000 were held through nominee companies, such as securities house), which were not counted at the EGM for the reasons set out above), being 100,090,000 Shares in total.

As more than 50% of the votes were cast against the above, they were not passed as ordinary resolutions of the Company at the EGM.

### **Another Meeting not held by the Company**

As mentioned in the Supplemental Announcement, Absolute Skill convened a meeting (the "Another Meeting") which would be held on the same date of the Company's EGM to approve the same proposed resolutions of the Company's EGM. The Board is of the view that the Another Meeting is invalid as the Company had already convened its EGM to approve the same proposed resolutions, and to the best knowledge of the Board, a number of Shareholders held their Shares through nominee companies, such as securities houses, and generally do not have a personal CCASS account. Therefore, a number of Shareholders did not receive any relevant information in relation to the Another Meeting.

## **Update to the Inside Information Announcement**

The Board would like to provide further update that the Company had reported the Stock Investment Scams to the Hong Kong Police Force. The Company will continue to work with the Hong Kong Police Force in this matter.

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

Hong Kong, 29 April 2022

*As at the date of this announcement, the executive Directors are Mr. Kim Jun Yeob, Mr. Koo Ja Chun, Mr. Xiao Jingen and Mr. Cheng Kwan Yu; the non-executive Directors are Ms. Wong Ngar Lai and Mr. Pang Kam Wing; and the independent non-executive Directors are Ms. Sin Pui Ying and Mr. Tsang Chung Yu.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the The Stock Exchange of Hong Kong Limited 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.*

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