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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 ANNUAL GENERAL MEETING HELD ON 30 JUNE 2022

The board (the “**Board**”) of directors (the “**Directors**”) of Zioncom Holdings Limited (the “**Company**”) is pleased to announce the voting results of the annual general meeting of the Company held on 30 June 2022 (the “**Annual General Meeting**”).

Reference is made to the circular of the Company (the “**Circular**”) incorporating, amongst others, the notice of the Annual General Meeting dated 2 June 2022 (the “**AGM Notice**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

At the Annual General Meeting, all the proposed resolutions as set out in the AGM Notice were taken by poll. The Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, was appointed as the scrutineer at the Annual General Meeting for the purpose of vote-taking.

As at the date of the Annual General Meeting, the total number of issued Shares was 660,000,000 Shares, which represented the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the Annual General Meeting. There was no restriction on any Shareholder casting votes on any of the proposed resolutions at the Annual General Meeting. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of any resolutions proposed at the Annual General Meeting as set out in Rule 17.47A of the GEM Listing Rules nor would any Shareholders be required under the GEM Listing Rules to abstain from voting at the Annual General Meeting. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the Annual General Meeting.

The poll results in respect of the respective resolutions proposed at the Annual General Meeting were as follows:

Ordinary Resolutions		No. of Votes (%) (<i>Note</i>)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of directors and of the auditors of the Company for the year ended 31 December 2021.	93,280,000 (100%)	0 (0%)
2.	(A) To re-elect Mr. Kim Jun Yeob as an executive director of the Company.	93,280,000 (100%)	0 (0%)
	(B) To re-elect Mr. Cheng Kwan Yu as an executive director of the Company.	93,280,000 (100%)	0 (0%)
	(C) To re-elect Ms. Sin Pui Ying as an independent non-executive director of the Company.	93,280,000 (100%)	0 (0%)
	(D) To re-elect Mr. Tsang Chung Yu as an independent non-executive director of the Company.	93,280,000 (100%)	0 (0%)
	(E) To re-elect Mr. Ng Thiam Chye (alias Huang Tiancai) as independent non-executive director of the Company.	4,010,000 (4.30%)	89,270,000 (95.70%)
	(F) To re-elect Mr. Wang Yow Hsiong as independent non-executive director of the Company.	4,010,000 (4.30%)	89,270,000 (95.70%)
3.	To authorise the board of directors of the Company to fix the remuneration of the directors.	93,280,000 (100%)	0 (0%)
4.	To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and authorise the board of directors of the Company to fix their remuneration for the year ending 31 December 2022.	93,280,000 (100%)	0 (0%)

Ordinary Resolutions		No. of Votes (%) (Note)	
		For	Against
5.	(A) To grant a general mandate to the directors of the Company to allot, issue and/or otherwise deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution.	93,280,000 (100%)	0 (0%)
	(B) To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution.	93,280,000 (100%)	0 (0%)
	(C) Conditional upon the passing of the ordinary resolutions numbered 5(A) and 5(B), to extend the authority given to the directors of the Company pursuant to ordinary resolution numbered 5(A) to issue shares by adding to the number of shares of the Company which may be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the number of shares repurchased under ordinary resolution numbered 5(B).	93,280,000 (100%)	0 (0%)

Note: The number of votes and approximate percentage of voting Shares as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the Annual General Meeting in person, by authorised representative or by proxy.

Save and except resolutions 2.(E) and 2.(F), more than 50% of votes were cast in favour of each of the resolutions and, were duly passed as ordinary resolutions of the Company.

Directors attended the Annual General Meeting physically or through electronic means. Directors who attended the Annual General Meeting are executive Directors, being Mr. Kim Jun Yeob and Mr. Cheng Kwan Yu; and independent non-executive Directors, being Mr. Tsang Chung Yu, Ms. Sin Pui Ying and Mr. Ng Thiam Chye (alias Huang Tiancai).

INSUFFICIENT NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Following the retirement of Mr. Ng Thiam Chye (alias Huang Tiancai) (“**Mr. Ng**”) and Mr. Wang Yow Hsiong (“**Mr. Wang**”), the Board would have two independent non-executive Directors only, as such the number of which falls below the minimum number of the three (3) independent non-executive Directors pursuant to Rule 5.05(1) of the GEM Listing Rules. As a result of the insufficient number of independent non-executive Directors, the Company has also failed to comply with the requirements set out in Rule 5.28 of the GEM Listing Rules with regard to the minimum number of members of the Audit Committee.

The Company is in the process of identifying and shall appoint a suitable candidate to fill up the vacancy of an independent non-executive Director as a result of the retirement of Mr. Ng and Mr. Wang as soon as practicable and in any event within three (3) months from the date of the retirement of Mr. Ng and Mr. Wang pursuant to Rule 5.06 and Rule 5.33 of the GEM Listing Rules.

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

Hong Kong, 30 June 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; 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.

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.