

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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



ZIONCOM HOLDINGS LIMITED

百家淘客股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8287)

ANNOUNCEMENT OF

(1) RESULTS OF THE VALID ACCEPTANCE OF RIGHTS SHARES; AND (2) NUMBER OF THE UNSUBSCRIBED RIGHTS SHARES AND ES UNSOLD RIGHTS SHARES UNDER THE COMPENSATORY ARRANGEMENTS

Reference is made to the prospectus of Zioncom Holdings Limited (the “**Company**”) dated 2 September 2022 (the “**Prospectus**”), and the announcements of the Company dated 28 February 2022 and 8 August 2022 in relation to, among other things, the Rights Issue. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Prospectus.

As at the Record Date, the total number of issued Shares was 660,000,000, and the maximum number of Shares to be issued pursuant to the Rights Issue is 330,000,000.

RESULTS OF THE VALID APPLICATIONS AND ACCEPTANCES OF THE RIGHTS SHARES

The Board is pleased to announce that, as at 4:00 p.m. on Monday, 19 September 2022, being the latest time for acceptance of and payment for the Rights Shares, a total of 5 valid application and acceptance under the PAL in respect of a total of 173,474,234 Rights Shares had been received, representing approximately 52.57% of the total number of the Rights Shares available for subscription under the Rights Issue. There will be no fractional entitlements to the Rights Shares arising under the Rights Issue.

Based on the subscription results, the Rights Issue was under-subscribed by 156,525,766 Rights Shares, representing approximately 47.43% of the total number of the Rights Shares available for subscription under the Rights Issue.

NUMBER OF THE UNSUBSCRIBED RIGHTS SHARES AND ES UNSOLD RIGHTS SHARES UNDER THE COMPENSATORY ARRANGEMENTS

Pursuant to Rule 10.31(1)(b) of the GEM Listing Rules, the Company has made arrangements to dispose of the Unsubscribed Rights Shares and the ES Unsold Rights Shares by offering the Unsubscribed Rights Shares and the ES Unsold Rights Shares to independent places for the benefit of the Shareholders to whom they were offered by way of the Rights Issue. The Company appointed the Placing Agent to place the Unsubscribed Rights Shares and the ES Unsold Rights Shares pursuant to the terms of the Placing Agreement as described in the paragraph headed “THE PLACING AGREEMENT” in the Prospectus.

As at the Record Date, there was no Excluded Shareholders and the number of the ES Unsold Rights Shares is therefore nil. Based on the above results of applications and acceptances, the total number of Unsubscribed Rights Shares under the Compensatory Arrangements shall be 156,525,766 Shares, which will be placed by the Placing Agent to independent places on a best effort basis in accordance with the Placing Agreement. It is expected that the placing of the Unsubscribed Rights Shares by the Placing Agent (the “**Placing**”) will commence on Thursday, 22 September 2022 according to the Placing Agreement and will end by not later than 5:00 p.m. Wednesday, 28 September 2022. Any Unsubscribed Rights Shares and the ES Unsold Rights Shares (if any) remain not placed under the Compensatory Arrangements will be dealt with in accordance with the terms of the Underwriting Agreement.

An announcement of the results of the Rights Issue (including the results of the Placing) is expected to be published on the Stock Exchange’s website and the Company’s website on Thursday, 29 September 2022.

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

Hong Kong, 21 September 2022

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