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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)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE

References are made to the prospectus of Zioncom Holdings Limited (the “**Company**”) dated 2 September 2022 (the “**Prospectus**”) and the announcement of the Company dated 21 September 2022 (the “**Announcement**”) in relation to, among other things, the Rights Issue. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

All the conditions of the Rights Issue have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter, the Rights Issue became unconditional at 4:00 p.m. on Tuesday, 20 September 2022.

As disclosed in the Announcement, 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 (the “**Accepted Rights Shares**”) had been received, representing approximately 52.57% of the total number of 330,000,000 Rights Shares offered under the Rights Issue. Accordingly, the Rights Issue had been under-subscribed.

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 subscription results, 156,525,766 Unsubscribed Rights Shares, representing approximately 47.43% of the total number of Rights Shares offered under the Rights Issue, were subject to the placing by the Placing Agent pursuant to the Placing Agreement.

The Board is pleased to announce that a total of 156,525,766 Unsubscribed Rights Shares (the “**Placing Shares**”, and each a “**Placing Share**”) were placed to not less than 6 placees at the placing price of HK\$0.07 per Placing Share, which is equal to the Subscription Price. Accordingly, there is no Net Gain available to be distributed to the No Action Shareholders under the Compensatory Arrangement.

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, (i) each of the placees and where appropriate, their respective ultimate beneficial owners, is independent of and not connected with the Company and its connected persons and not a connected person of the Company; and (ii) none of the placees has become a substantial shareholder of the Company (as defined under the GEM Listing Rules) upon completion of the placing of the Placing Shares.

A total of 330,000,000 Shares, being the aggregate number of the Accepted Rights Shares and the Placing Shares, had been accepted, applied for or placed, representing approximately 100.00% of the total number of Rights Shares available for subscription under the Rights Issue. Accordingly, pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriter under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged and the Underwriter is not required to take up any Underwritten Shares.

The gross proceeds raised from the Rights Issue were approximately HK\$23.1 million and the net proceeds from the Rights Issue after deducting the expenses were approximately HK\$21.5 million. The Company intends to apply the net proceeds from the Rights Issue as disclosed in the Prospectus.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) immediately before the completion of the Rights Issue; and (ii) immediately after the completion of the Rights Issue:

	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
Absolute Skill Holdings Limited (“ Absolute Skill ”) (<i>Note 1</i>)	296,980,000	45.00	346,980,000	35.00
Independent placees	–	–	156,525,766	15.80
Public Shareholders	363,020,000	55.00	486,494,234	49.20
Total	<u>660,000,000</u>	<u>100.00</u>	<u>990,000,000</u>	<u>100.00</u>

Notes:

1. As Ms. Sui Xiaohe held 100% interest in Absolute Skill, by virtue of the SFO, she is deemed to be interested in all the shares beneficially held by Absolute Skill.
2. The above percentage figures are subject to rounding adjustments. Accordingly, figures shown as total may not be an arithmetic aggregation of the figures preceding it.

DESPATCH OF SHARE CERTIFICATES FOR RIGHTS SHARES

Share certificates for all fully-paid Rights Shares are expected to be despatched by ordinary post on or before Friday, 30 September 2022 to the registered address of those entitled thereto, at their own risk.

COMMENCEMENT OF DEALINGS OF RIGHTS SHARES IN FULLY- PAID FORM

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Monday, 3 October 2022.

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

Hong Kong, 29 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.