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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 INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF AUDIT COMMITTEE**

Reference is made to the announcement of the Company dated 30 June 2022 (the “**Announcement**”), in relation to, among other matters, the annual general meeting of the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that with effect from 30 September 2022, Mr. Wang Zhenxing (“**Mr. Wang**”) has been appointed as independent non-executive Director and a member of the audit committee of the Company.

Mr. Wang, aged 52, received his Bachelor of Financial Accounting degree from Henan University, China. Mr. Wang has over 30 years of working experience in financial service industry.

Save as disclosed herein, as at the date of this announcement, Mr. Wang 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 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 SFO) of the Company.

Mr. Wang has entered into a letter of appointment with the Company for a term of three years commencing on 30 September 2022 which may be terminated by either party by giving not less than three months’ written notice. Mr. Wang is entitled to receive an annual fee in the sum of HK\$120,000, 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. Wang 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. Wang has confirmed that he 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 Mr. Wang 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. Wang for joining the Company.

## **COMPLIANCE WITH MINIMUM NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

Following the appointment of Mr. Wang as an independent non-executive Director, the Board comprises seven Directors including four executive Directors and three independent non-executive Directors. As the Board comprises at least one-third of the directors who are independent non-executive Directors, the Company is in compliance with the requirement of the minimum number of independent non-executive directors prescribed under Rule 5.05A of the GEM Listing Rules with effect from 30 September 2022 after trading hours.

## **COMPLIANCE WITH RULE 5.28 OF THE GEM LISTING RULES**

Following the appointment of Mr. Wang, the audit committee of the Company comprises three independent non-executive Directors. The Company has re-complied 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 of the Company.

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

Hong Kong, 30 September 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, Mr. Tsang Chung Yu and Mr. Wang Zhenxing.*

*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](http://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](http://www.zioncom.net).*