

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.



ZIONCOM HOLDINGS LIMITED

百家淘客股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8287)

- (1) APPOINTMENT OF DIRECTORS;**
- (2) CHANGE IN COMPOSITION OF BOARD COMMITTEES;**
- (3) APPOINTMENT OF AUTHORISED REPRESENTATIVES UNDER GEM LISTING RULES; AND**
- (4) APPOINTMENT OF AUTHORISED REPRESENTATIVE UNDER THE COMPANIES ORDINANCE**

(1) APPOINTMENT OF DIRECTORS

The Board announces that, with effect from 30 October 2022, Mr. Zhao, Mr. Tang and Ms. Cai have been appointed as executive Directors and Mr. Lam has been appointed as independent non-executive Director.

(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES

With effect from 30 October 2022, the composition of the Board committees has been changed as follows:

Audit Committee

Mr. Ng has been appointed as the chairman of the Audit Committee and Mr. Lam and Mr. Wang have been appointed as members of the Audit Committee.

Remuneration Committee

Mr. Ng has been appointed as the chairman of the Remuneration Committee, Ms. Cai and Mr. Wang have been appointed as members of the Remuneration Committee.

Nomination Committee

Mr. Zhao has been appointed as the chairman of the Nomination Committee, Mr. Ng and Mr. Wang have been appointed as members of the Nomination Committee.

(3) APPOINTMENT OF AUTHORISED REPRESENTATIVE UNDER GEM LISTING RULES

With effect from 30 October 2022, Ms. Cai and Mr. Zhao have been appointed as the authorised representatives of the Company pursuant to Rule 5.24 of the GEM Listing Rules.

(4) APPOINTMENT OF AUTHORISED REPRESENTATIVE UNDER COMPANIES ORDINANCE

With effect from 30 October 2022, Ms. Cai has been appointed as the authorised representatives of the Company pursuant to the Companies Ordinance (Cap 622).

(1) APPOINTMENT OF DIRECTORS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Zioncom Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that with effect from 30 October 2022:

- (i) Mr. Zhao Xiuming (“**Mr. Zhao**”) has been appointed as an executive Director;
- (ii) Mr. Tang Yuxiao (“**Mr. Tang**”) has been appointed as an executive Director;
- (iii) Ms. Cai Peiyao (“**Ms. Cai**”) has been appointed as an executive Director; and
- (iv) Mr. Lam Chiu Chuen (“**Mr. Lam**”) has been appointed as an independent non-executive Director.

Set out below are the biographical details of each of the new Directors:

Executive Directors

Mr. Zhao Xiuming

Mr. Zhao, aged 47, obtained a professional degree in Electric Automation from 四川建築材料工業學校 (transliterated as Sichuan Construction Material Vocational School), which was renamed as 西南工學院 (transliterated as the Southwest College of Engineering) and as 西南科技大學 (transliterated as Southwest University of Science and Technology) in Sichuan in 1996 and a professional degree in business management from 吉林廣播電視大學 (transliterated as the University of Broadcast Television in Jilin) in 2006. He was an engineer from 1998 to 2013 in Jilin Province Maxcourt Hotel Limited and 吉林鼎泰企業發展有限公司 (transliterated as Jilin Dingtai Enterprise Development Company Limited). He has been doing business since 2013.

Mr. Zhao has not entered into any service agreement with the Company. Mr. Zhao is entitled to terminate his appointment at any time by giving the Company notice in writing. His appointment is subject to normal retirement and re-election by the shareholders (“**Shareholder(s)**”) of the Company at the annual general meeting of the Company. The remuneration in connection with Mr. Zhao’s position as the executive Director will be determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the date of this announcement, (i) Mr. Zhao is the compliance officer of the Company as required under Rule 5.19 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the chairman of the nomination committee. Save for the aforementioned, Mr. Zhao does not hold any other positions within the Group, nor other major appointments and professional qualifications; (ii) Mr. Zhao is the sole director of Bai Jia Tao Ke (BVI) Limited (a directly wholly-owned subsidiary of the Company) and Bai Jia Tao Ke (Hong Kong) Limited (an indirectly wholly-owned subsidiary of the Company), respectively. Mr. Zhao is also one of the directors of Absolute Skill Holdings Limited, which is the substantial shareholder of the Company. Save for the aforementioned, Mr. Zhao is the sole director of Bai Jia Tao Ke (BVI) Limited (a directly wholly-owned subsidiary of the Company) and Bai Jia Tao Ke (Hong Kong) Limited (an indirectly wholly-owned subsidiary of the Company), respectively. Mr. Zhao is also one of the directors of Absolute Skill Holdings Limited, which is the substantial shareholder of the Company. Save for the aforementioned, Mr. Zhao has no relationship with any Director, member of senior management of the Group or

substantial or controlling shareholders of the Company; (iii) save that Mr. Zhao was the executive Director from 11 October 2019 to 31 March 2022 of the Company, of the Company, Mr. Zhao did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this announcement; and (iv) Mr. Zhao does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571)(the “SFO”).

Save as disclosed herein, the Board is not aware of any matter in relation to the appointment of Mr. Zhao that needs to be brought to the attention of the Stock Exchange or the Shareholders nor any information to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Tang Yuxiao

Mr. Tang, aged 48, obtained his bachelor degree in 1996 from Shanghai University. Mr. Tang has more than 25 years of experience in media and entertainment industry. He was an officer with 上海永樂股份有限公司 (transliterated as Shanghai Yongle Company Limited) from 1996 to 2009. In 2004, Mr. Tang was promoted as general manager until he left that company in 2009. Since 2009, Mr. Tang served as the general manager of 上海浚哲廣告有限公司 (transliterated as Shanghai Junjie Advertising Company Limited). Since 2010, Mr. Tang also founded 風華秋實文化傳媒有限公司 (transliterated as Fenghua Rock Forward Company Limited) and he has been a director of that company since then. From 2014 and up to the date hereof, Mr. Tang has also been the managing director of 小隱影畫(上海)影視傳媒有限公司 (transliterated as Little Shadow Painting (Shanghai) Film and Television Media Co., Ltd).

Mr. Tang has not entered into any service agreement with the Company. Mr. Tang is entitled to terminate his appointment at any time by giving the Company notice in writing. His appointment is subject to normal retirement and re-election by the Shareholders at the annual general meeting of the Company. The remuneration in connection with Mr. Tang’s position as the executive Director will be determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the date of this announcement, (i) Mr. Tang does not hold any other positions within the Group, nor other major appointments and professional qualifications; (ii) Mr. Tang has no relationship with any Director, member of senior management of the Group or substantial or controlling shareholders of the Company; (iii) save that Mr. Tang was the independent non-executive Director from 24 September 2021 to 31 March 2022, Mr. Tang did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this announcement; and (iv) Mr. Tang does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed herein, the Board is not aware of any matter in relation to the appointment of Mr. Tang that needs to be brought to the attention of the Stock Exchange or the Shareholders nor any information to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Ms. Cai Peiyao

Ms. Cai, aged 35, received her Bachelor of Laws degree from the East China University of Political Science and Law, and her Masters in Laws degree from The Chinese University of Hong Kong. She has been a People's Republic of China registered lawyer since 2011 and a Hong Kong registered foreign lawyer since 2015. Ms. Cai is a registered foreign lawyer with Fongs solicitors and is experienced in cross border transactions, mergers and acquisitions, corporate finance, initial public offerings and civil litigation.

Ms. Cai has not entered into any service agreement with the Company. Ms. Cai is entitled to terminate his appointment at any time by giving the Company notice in writing. Her appointment is subject to normal retirement and re-election by the Shareholders at the annual general meeting of the Company. The remuneration in connection with Ms. Cai's position as the executive Director will be determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the date of this announcement, (i) Ms. Cai does not hold any other positions within the Group, nor other major appointments and professional qualifications; (ii) Ms. Cai has no relationship with any Director, member of senior management of the Group or substantial or controlling shareholders of the Company; (iii) save that Ms. Cai was the independent non-executive Director from 24 September 2021 to 31 March 2022 of the Company, Ms. Cai did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this announcement; and (iv) Ms. Cai does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed herein, the Board is not aware of any matter in relation to the appointment of Ms. Cai that needs to be brought to the attention of the Stock Exchange or the Shareholders nor any information to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Lam Chiu Chuen

Mr. Lam, aged 37, obtained his Bachelor of Business Administration from The Hong Kong Polytechnic University. Mr. Lam has more than 10 years' experiences in finance and accounting field. Mr. Lam started his career with BDO Limited in February 2011. He left BDO Limited in December 2013 with his last position as Assistant Manager. Mr. Lam worked with PricewaterhouseCoopers from December 2013 to March 2017 with his last position as Manager. From March 2017 to December 2019 Mr. Lam served as the financial controller of Hang Yi Holdings Limited. Since December 2019, Mr. Lam has been Senior Finance Manager of GCL Technology Holdings Limited (Stock code 3800).

Mr. Lam has not entered into any letter of appointment with the Company. Mr. Lam is entitled to terminate his appointment at any time by giving the Company notice in writing. His appointment is subject to normal retirement and re-election by the Shareholders at the annual general meeting of the Company. The remuneration in connection with Mr. Lam's position as the independent non-executive Director will be determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the date of this announcement, (i) Mr. Lam does not hold any other positions within the Group, nor other major appointments and professional qualifications; (ii) Mr. Lam has no relationship with any Director, member of senior management of the Group or substantial or controlling shareholders of the Company; (iii) Mr. Lam did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this announcement; and (iv) Mr. Lam does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Lam has confirmed that he has met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed herein, the Board is not aware of any matter in relation to the appointment of Mr. Lam that needs to be brought to the attention of the Stock Exchange or the Shareholders nor any information to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Compliance with Rules 5.05(1), 5.05A, 5.28 and 5.34 of the GEM Listing Rules

Following the appointment of Mr. Lam, the Company has fulfilled the requirements of (i) having at least three independent non-executive Directors on the Board; (ii) the number of the independent non-executive Directors representing at least one-third of the Board; (iii) the Audit Committee comprising at least three members; and (iv) the Remuneration Committee being chaired by an independent non-executive Director and comprising a majority of independent non-executive Directors under Rules 5.05(1), 5.05A, 5.28 and 5.34 of the GEM Listing Rules respectively.

The Board would like to express its welcome to Mr. Zhao, Mr. Tang, Ms. Cai and Mr. Lam for joining the Board.

(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES

With effect from 30 October 2022, the composition of the Board committees has been changed as follows:

Audit Committee

Mr. Ng Thiam Chye (Alias Huang Tiancai) (“**Mr. Ng**”) has been appointed as the chairman of the audit committee of the Company (the “**Audit Committee**”), Mr. Lam and Mr. Wang Yow Hsiong (“**Mr. Wang**”) have been appointed as members of the Audit Committee.

Remuneration Committee

Mr. Ng has been appointed as the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”), Ms. Cai and Mr. Wang have been appointed as members of the Remuneration Committee.

Nomination Committee

Mr. Zhao has been appointed as the chairman of the nomination committee of the Company (the “**Nomination Committee**”), Mr. Ng and Mr. Wang have been appointed as members of the Nomination Committee.

(3) APPOINTMENT OF AUTHORISED REPRESENTATIVE UNDER GEM LISTING RULES

With effect from 30 October 2022, Ms. Cai and Mr. Zhao have been appointed as the authorised representatives of the Company pursuant to Rule 5.24 of the GEM Listing Rules.

(4) APPOINTMENT OF AUTHORISED REPRESENTATIVE UNDER COMPANIES ORDINANCE

With effect from 30 October 2022, Ms. Cai has been appointed as the authorised representatives of the Company pursuant to the Companies Ordinance (Cap 622).

By Order of the Board
Zioncom Holdings Limited
Tang Yuxiao
Executive Director

Hong Kong, 31 October 2022

As at the date of this announcement, the Board comprises Mr. Tang Yuxiao, Mr. Zhao Xiuming, and Ms. Cai Peiyao, as executive Directors and Mr. Ng Thiam Chye (Alias Huang Tiancai), Mr. Wang Yow Hsiong and Mr. Lam Chiu Chuen as independent non-executive Directors.

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 Company Announcements” page for at least 7 days from the date of its publication.