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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)**

**(I) VOLUNTARY ANNOUNCEMENT – SUSPENSION OF PURPORTED  
STRATEGIC COOPERATION WITH CHINA CLOUD;  
AND  
(II) CONTINUED SUSPENSION OF TRADING**

This announcement is made by Zioncom Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on voluntary basis to provide shareholders and potential investors of the Company with information on the latest business development of the Group.

References are made to the announcement of the Company dated 14 January 2022 in relation to the Strategic Cooperation Agreement with China Cloud (the “**China Cloud Announcement**”), the announcements and circular of the Company dated 2 June 2022, 23 September 2022 and 13 October 2022 respectively in relation to the change of Chinese name of the Company (the “**Change of Name Announcements**”), and the announcements of the Company dated 31 October 2022, 3 November 2022 and 8 November 2022 in relation to certain inside information of the Company (the “**Inside Information Announcements**”, together with the China Cloud Announcement and the Change of Name Announcements, the “**Announcements**”). Unless otherwise defined, capitalized terms used herein shall have the same meaning as those defined in the Announcements.

## **SUSPENSION OF PURPORTED STRATEGIC COOPERATION WITH CHINA CLOUD**

As disclosed in the China Cloud Announcement, the Company and China Cloud entered into the Strategic Cooperation Agreement, pursuant to which the parties agreed to establish a comprehensive strategic partnership which the Company shall provide the information in relation to routers' production and development while China Cloud shall use its resources to jointly establish a distributed storage platform (the "**Purported Strategic Cooperation**"). Under the Strategic Cooperation Agreement, China Cloud and the Company may, subject to market conditions and development, enter into additional cooperation agreements for specific cooperation matters. To the best knowledge and information of the Board, as at the date of this announcement, the Company has not entered into any additional cooperation agreements with China Cloud in respect of the Purported Strategic Cooperation.

As part of the ongoing investigation on the Impugned Directors' potential breaches of their respective directors' duties, the Board has been examining and reviewing certain acts committed by the Impugned Directors, including the Purported Strategic Cooperation. Based on the limited information currently available to the Board, China Cloud is a newly incorporated in Hong Kong in June 2021 and ultimately owned by a PRC individual. Given China Cloud's short operation history based on public disclosure records, and the lack of other public information in relation to China Cloud's background and its alleged businesses, the Board has reason to believe that the disclosures made in the China Cloud Announcement as approved by the Impugned Directors may be inaccurate, particularly information relating to the alleged business focuses and strengths of China Cloud. Further, as at the date of this announcement, the Company has yet been able to retrieve the original duly signed Strategic Cooperation Agreement due to the Misappropriation as disclosed in the Inside Information Announcements and is therefore unable to ascertain the full scope and impact of the Purported Strategic Cooperation.

Having considered the aforesaid and with the view to protect the Company's and the Shareholders' interests as a whole, the Board has resolved to suspend the Company's performance under the Strategic Cooperation Agreement pending further investigation of the Purported Strategic Cooperation and the result of due diligence exercise to be conducted on China Cloud. Further announcement(s) in respect of the Purported Strategic Cooperation will be made as and when appropriate in accordance with the GEM Listing Rules.

## **PURPORTED CHANGE OF COMPANY NAME**

As disclosed in the Change of Name Announcements, the Impugned Directors has proposed to change the Company's Chinese name to “元宇宙雲基科技集團有限公司” (the **“Purported Change of Company Name”**) purportedly to reflect the future business plans and development of the Group and to distance itself from a company named “Bai Jia An”.

During the Board's investigation, it was noted that the purported Chinese name “元宇宙雲基科技集團有限公司” stroke close resemblance with the Chinese name of China Cloud namely “中國雲基投資集團有限公司”. The Board hereby clarifies that to the best of its knowledge, information and belief, the Group has no other cooperation or connection with China Cloud save and except for the Purported Strategic Cooperation which is subject to further investigation, and that the Company has no plan to expand the Group's business into the alleged business focuses of China Cloud. The Board will continue to investigate on the matters surrounding the Purported Change of Company Name, specifically on the possible connection between the Purported Strategic Cooperation and the Purported Change of Company Name and the potential implications and breaches of the relevant codes, rules and regulations in Hong Kong, and if necessary, will report its findings to the relevant regulatory authorities.

Further announcement(s) in respect of the Purported Change of Company Name will be made as and when appropriate in accordance with the applicable rules and regulations.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been halted with effect from 9:00 a.m. on 7 November 2022. Trading in the shares of the Company will remain suspended until further notice.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 15 November 2022

*As at the date of this announcement, the Board comprises Mr. Tang Yuxiao, Mr. Zhao Xiuming, 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 “Latest Listed Company Information” page of the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its publication and on the website of the Company.*