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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)

### RESUMPTION GUIDANCE AND CONTINUED SUSPENSION OF TRADING

This announcement is made by Zioncom Holdings Limited (the “**Company**”, together with its subsidiaries (the “**Subsidiaries**”), collectively the “**Group**”) pursuant to the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 17.10 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**”).

References are made to the following announcements (collectively, the “**Announcements**”) of the Company, (i) the announcement dated 3 November 2022, in relation to among other matters, the Ex-management failing and refusing to hand over all documents, properties and assets of the Company to the members of the Board (the “**Current Board**”) resulted in the missing of the Company’s books, statutory records and office equipment in its Hong Kong office; (ii) the announcement dated 8 November 2022, in relation to among other matters, the Current Board, despite its attempt, failing to establish contact with the principal Subsidiaries and the Ex-management refusing to return the Group’s books and records to the Current Board who considered that the Company had potentially lost control of the principal Subsidiaries; (iii) the announcement dated 14 November 2022, in relation to among other matters, the delay in publication of the third quarterly financial results of the Company for the nine months ended 30 September 2022; and (iv) the announcement dated 18 November 2022, in relation to among other matters, an ongoing investigation about the suspected withdrawal of the Company’s funds of approximately HK\$22.8 million by the Ex-management from the bank account of a Subsidiary (the “**Fund Withdrawal**”). Unless otherwise defined, capitalized terms used herein shall have the same meaning as those defined in the Announcements.

## RESUMPTION GUIDANCE

On 25 November 2022, the Company received a letter from the Stock Exchange setting out the following resumption guidance (the “**Resumption Guidance**”) for the resumption of trading in the Company’s shares:

- (a) publish all outstanding financial results required under the GEM Listing Rules and address any audit modifications;
- (b) demonstrate its compliance with Rule 17.26 of the GEM Listing Rules;
- (c) conduct an appropriate independent investigation into the Fund Withdrawal, announce the findings of the investigation and take appropriate remedial actions; and
- (d) inform the market of all material information for the Company’s shareholders and other investors to appraise the Company’s position.

The Company must remedy the issue(s) causing its trading suspension and fully comply with the GEM Listing Rules to the Stock Exchange’s satisfaction before trading in its securities is allowed to resume. The Stock Exchange may also modify or supplement the Resumption Guidance if the Company’s situation changes.

Under Rule 9.14A(1) of the GEM Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 12 months. In the case of the Company, the 12-month period expires on **6 November 2023**. If the Company fails to remedy the issue(s) causing its trading suspension, fully comply with the GEM Listing Rules to the Stock Exchange’s satisfaction and resume trading in its shares by **6 November 2023**, the Listing Division will recommend the GEM Listing Committee to proceed with the cancellation of the Company’s listing. Under Rule 9.15 of the GEM Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

The Company shall announce quarterly updates on its developments under Rule 17.26A of the GEM Listing Rules. The Company shall announce its first quarterly update on or before 7 February 2023 and every 3 months from that date until resumption or cancellation of listing (whichever is earlier).

The Company is required to devise its own resumption plan with a timetable setting out the actions that it considers appropriate to fulfil the resumption guidance to the satisfaction of the Stock Exchange and to comply with the GEM Listing Rules, work according to the plan, and announce quarterly updates as described above.

The Company is currently taking necessary steps to resolve the issues causing the suspension in trading in its shares and to comply with the GEM Listing Rules to the Stock Exchange's satisfaction, and will seek to resume trading in its shares as soon as possible.

Further announcement(s) will be made by the Company as and when appropriate and in accordance with the requirements of the GEM Listing Rules to update its shareholders and potential investors on the progress in complying with the Resumption Guidance.

## **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 should exercise caution when dealing in the Shares of the Company.**

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

Hong Kong, 28 November 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 "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.*