

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)

QUARTERLY UPDATE ON STATUS OF RESUMPTION; AND CONTINUED SUSPENSION OF TRADING

This announcement is made by Zioncom Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 17.10(2)(a) and 17.26A of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to (i) the announcement of the Company dated 28 November 2022 (the “**Resumption Guidance Announcement**”) in relation to the resumption guidance (the “**Resumption Guidance**”) for the Company as set out in the letter from the Stock Exchange dated 25 November 2022; (ii) 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 (collectively, the “**Inside Information Announcements**”); and (iii) the voluntary announcements of the Company dated 15 November 2022, 19 November 2022, 25 November 2022 and 23 December 2022 in relation to the latest updates of the Group (collectively, the “**Business Update Announcements**”, together with the Resumption Guidance Announcement and the Inside Information Announcements, the “**Announcements**”). Unless otherwise defined, capitalized terms used herein shall have the same meaning as those defined in the Announcements.

RESUMPTION GUIDANCE

As disclosed in the Resumption Guidance Announcement, the Company received from the Stock Exchange the following 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 New Subsidiary Withdrawals, 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.

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 issues 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.

QUARTERLY UPDATE

Publication of outstanding financial results

As disclosed in the Announcements, the Company has reason to believe that the Group's Properties, including the Group's financial books and records, have been illegally retained or misappropriated by members of the Ex-management and other relevant personnel, including members of the Impugned Directors, Mr. Pang and former/current accounting staff of the Group.

As at the date of this announcement, the Company's legitimate requests to the aforesaid personnel were denied or were in vain and the Company is considering and exploring various means to retrieve the financial books and records of the Group, including but not limited to instituting legal proceedings against the relevant personnel for the retrieval of, among others, the Group's financial books and records, further announcement(s) in relation to the retrieval of the Group's Properties and the publication of the outstanding financial results will be made as and when appropriate.

Business operation of the Group

As disclosed in the Announcements, the Company has been experiencing difficulties in establishing contact with and taking control over the principal subsidiaries of the Group. As at the date of this announcement, the Company has already taken control of the boards of Zioncom HK and China Cloud Databases Group Co., Limited (中國雲基集團有限公司), both of which are wholly-owned subsidiaries of the Company incorporated in Hong Kong. Nevertheless, due to the possible illegal retention and misappropriation of Group's Properties by uncooperating members of the Ex-management and other relevant personnel as abovementioned, the Company is still in the course of retrieving the financial books and records as well as the properties of the aforesaid Hong Kong subsidiaries. At the same time, the Company is attempting to establish contact with and taking control of the remaining overseas and PRC incorporated principal subsidiaries. As such, the Board considers that the Company has still potentially loss control of its subsidiaries. Due to the limited information of the Group's operation available to the Company, the Board is presently unable to assess the degree of business operation maintained by the Group.

The Company is also considering and exploring different options and future opportunities with various business partners in order to prepare a viable resumption proposal to resolve the issues leading to the trading suspension and address the Resumption Guidance, and to work on the resumption of the trading in the shares of the Company as soon as possible. Further announcement(s) in relation to the business operation of the Group will be made as and when appropriate.

Investigation into the Fund Withdrawals

As disclosed in the Announcements, the Company has been undergoing in-dept investigations on the New Subsidiary Withdrawals and Zioncom HK Withdrawals (collectively, the "**Fund Withdrawals**"). As at the date of this announcement, the aforesaid investigations are still ongoing, further announcement(s) in relation to the Fund Withdrawals, findings of the investigations and remedial actions to be taken will be made as and when appropriate.

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.

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

Hong Kong, 7 February 2023

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 for at least 7 days from the date of its publication.