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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)**

### INSIDE INFORMATION

This announcement is made by Zioncom Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to 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**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 31 October 2022 in relation to certain inside information of the Company (the “**Announcement**”), unless otherwise defined, capitalized terms used herein shall have the same meaning as those defined in the Announcement.

### MISAPPROPRIATION OF COMPANY’S ASSETS AND DOCUMENTS

The Board announces that following the handing down of the Decision, the Board has commenced the handover process, including the retrieval of all documents, properties and assets of the Company in the possession and control of the Impugned Directors, Mr. Pang Kam Wing (“**Mr. Pang**”, together with the Impugned Directors, the “**Ex-management**”), being a former Director, the former in-house counsel and former assistant company secretary of the Company, and all other former staff and/or employees of the Group.

On 31 October 2022 and 1 November 2022, the Board on two separate occasions established contact with Mr. Pang by way of telephone conversation, wherein the Board requested the handover of all documents, properties and/or assets of the Company in his possession. Based on the information represented by Mr. Pang to the Board, Mr. Pang had resigned from all his offices and roles in the Group and that all documents, properties and assets had been handed over to Mr. Cheng Kwan Yu, being one of the Impugned Directors.

On 3 November 2022, as part of the handover process, a team comprising an executive Director, the Company's legal advisers and compliance adviser attended the Company's head office and principal place of business in Hong Kong with the view to recover the documents and records of the Group and to establish a new reporting line between the staffs and employees at the Company's Hong Kong office with the newly appointed Board. Upon arrival, it was discovered that there was no staff or employee present in the office, and that a lot of documents of the Group, including but not limited to statutory records, financial books and records of the Group in the office, as well as all Company's office equipment and appliances were missing. It is believed that members from the Ex-management and/or employees have without any authority removed the Company's documents, properties and assets from the office.

## **MEASURES TO BE TAKEN BY THE BOARD**

Based on the information currently available to the Board, it has come to the knowledge of the Board that the aforesaid documents, properties and assets of the Group may have been illegally retained by certain member(s) of the Ex-management and have so far failed and refused to hand over the said documents, properties and assets (the "**Misappropriation**"). Upon seeking preliminary legal advice in respect of the aforesaid incidents, the Company has reported the same to the Hong Kong police and will render all necessary assistance to its investigation. The Board will also contact the bankers to ascertain the status of the Group's bank accounts. The Company has also thus far issued demand letters to members of the Ex-management requesting the immediate return of the Company's documents, books and records, and is currently seeking further legal advice in respect of commencing recovery actions against the Ex-management to retrieve the Company's documents, properties and assets and to recoup any losses suffered by the Group as a result of the Misappropriation. The Company will not hesitate to take all proper and legal means to recover the Company's properties and pursue against those parties who are held accountable for their misconduct.

## **IMPACT OF THE MISAPPROPRIATION**

The Board is using its best endeavours to retrieve the financial books and records of the Company. At the date of this announcement, there is insufficient information for the Board to ascertain a definite timeline for the recovery of the Company's documents, books and records. To the best of the Directors' knowledge, information and belief, the Misappropriation and breach of duties of the Ex-management does not have a material impact on the day-to-day operation of the subsidiaries outside Hong Kong. Nonetheless, the third quarterly results of the Company for the nine months ended 30 September 2022 may or may not be published in time in accordance with the GEM Listing Rules.

Further announcement will be made by the Company as and when appropriate in accordance with the GEM Listing Rules.

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

Hong Kong, 3 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 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.*