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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zioncom Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED ADOPTION OF CHINESE NAME;
PROPOSED RE-ELECTION OF THE RETIRING DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover shall have the same meanings as defined in this circular.

A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held at Portion 2, 12/F., The Centre, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 14 November 2019 at 10:45 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) if you so wish.

This circular will remain on the “Latest Listed Company Information” page of the website of GEM of the Stock Exchange at www.hkgem.com for a minimum period of 7 days from the date of publication and on the website of the Company at <http://www.zioncom.net>.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

* for identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and midsized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles” or “Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Zioncom Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (stock code: 8287)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Portion 2, 12/F., The Centre, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 14 November 2019 at 10:45 a.m. or any adjourned meeting thereof, to consider and, if thought fit, approve the Proposed Adoption of the Chinese Name and the re-election of the retiring Director
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“INED(s)”	the independent non-executive Director(s)
“Latest Practicable Date”	23 October 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board

DEFINITIONS

“Proposed Adoption of Chinese Name”	the proposed adoption of the Chinese name of “百家淘客股份有限公司” as the dual foreign name of the Company
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

LETTER FROM THE BOARD



ZIONCOM HOLDINGS LIMITED

百家淘客股份有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8287)

Executive Directors:

Mr. Kim Byung Kwon (*Chairman*)
Mr. Kim Jun Yeob
Mr. Koo Ja Chun
Mr. Xiao Jingen
Mr. Zhao Xiuming

Registered Office:

P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman
KY1-1108 Cayman Islands

Independent non-executive Directors:

Mr. Ko Ming Tung, Edward
Mr. Shin Dongmin
Mr. Kwong Chun Man

*Head office and principal place
of business in Hong Kong:*

Office A, 9/F, Kings Wing Plaza 2
No.1 On Kwan Street
Shatin, New Territories
Hong Kong

28 October 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSED ADOPTION OF CHINESE NAME;
PROPOSED RE-ELECTION OF THE RETIRING DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 23 October 2019 in respect of the Proposed Adoption of Chinese Name.

* for identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, information relating to the Proposed Adoption of Chinese Name and the proposed re-election of the retiring Director, and a notice of the EGM at which resolutions will be proposed to approve the Proposed Adoption of Chinese Name and the re-election of the retiring Director.

PROPOSED ADOPTION OF CHINESE NAME

On 23 October 2019, the Board proposed to adopt the Chinese name of “百家淘客股份有限公司” as the dual foreign name of the Company. The Proposed Adoption of Chinese Name is subject to (i) the passing of a special resolution by the Shareholders approving the Proposed Adoption of Chinese Name at the EGM; and (ii) the Registrar of Companies in the Cayman Islands (the “**Registrar**”) approving the Proposed Adoption of Chinese Name, if any.

Subject to the satisfaction of the conditions set out above, the Proposed Adoption of Chinese Name will take effect from the date of entry of the dual foreign name in Chinese of the Company on the register maintained by the Registrar. The Company will then carry out all necessary registration and/or filing procedures with the Registrar and the Companies Registry in Hong Kong.

REASONS FOR THE PROPOSED ADOPTION OF CHINESE NAME

The Company is an investment holding company, and through its subsidiaries is principally engaged in the manufacturing and sales of networking products and non-networking products.

The Board considers the Proposed Adoption of Chinese Name will better reflect the future business plans and development of the Group. The Board believes that the Proposed Adoption of Chinese Name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the best interests of the Company and the Shareholders as a whole.

EFFECTS OF THE PROPOSED ADOPTION OF CHINESE NAME

The Proposed Adoption of Chinese Name will not affect any rights of the Shareholders or the Company’s daily business operation and its financial position.

All existing share certificates in issue bearing the existing name of the Company shall, after the Proposed Adoption of Chinese Name becoming effective, continue to be good evidence of legal title to such shares of the Company and the existing certificates will continue to be valid for trading, settlement, registration and delivery purposes.

LETTER FROM THE BOARD

Any new share certificates of the Company to be issued after the Proposed Adoption of Chinese Name becoming effective will bear both the existing English name and the new Chinese name of the Company. There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the English name and the new Chinese name of the Company.

Upon the Proposed Adoption of Chinese Name becoming effective, the Shares will be traded on the Stock Exchange under the existing English name and the new Chinese name and the Board intends and will apply to adopt a Chinese stock short name for the Company correspondingly.

Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the Proposed Adoption of Chinese Name and the corresponding adoption of Chinese stock short name of the Company for trading of the Shares on the Stock Exchange as and when appropriate. The English stock short name and stock code of the Company will remain unchanged as “ZIONCOM” and “8287”, respectively.

PROPOSED RE-ELECTION OF A RETIRING DIRECTOR

Reference is made to the announcement of the Company dated 26 June 2019, whereby Mr. Kwong Chun Man (“**Mr. Kwong**”) was appointed as an INED with effect from 26 June 2019. In accordance with Article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy shall retire at the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Accordingly, Mr. Kwong shall retire from office as a Director and, being eligible, offer himself for re-election at the EGM.

With regard to the appointment of Mr. Kwong as an INED, the Nomination Committee has considered Mr. Kwong’s experience and competence, the independence criteria of an independent non-executive director under Rule 5.09 of the GEM Listing Rules, together with the structure, size and skill mix of the Board, before making a recommendation to the Board for approval. He was subsequently appointed by the Board as an INED and the chairman of the audit committee of the Company and a member of each of the Remuneration Committee, the Nomination Committee and the compliance committee of the Company.

The Board is of the view that Mr. Kwong is able to continue to fulfill his role as an INED and thus recommends him for re-election at the EGM. Further, the Board is also of the view that Mr. Kwong meets the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and is independent in accordance with the terms of the guidelines. Details of Mr. Kwong are set out in Appendix I to this circular.

LETTER FROM THE BOARD

EGM

The notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular. The EGM will be held at Portion 2, 12/F., The Centre, 99 Queen's Road Central, Central, Hong Kong on Thursday, 14 November, 2019 at 10:45 a.m. for the purpose of, considering and, if thought fit, to approve the Proposed Adoption of Chinese Name and the proposed re-election of the retiring Director. Resolutions will be proposed to approve the Proposed Adoption of Chinese Name and the proposed re-election of the retiring Director.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire and in such case, the proxy form shall be deemed to be revoked.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolutions to be proposed at the EGM.

The resolutions proposed to be approved at the EGM will be taken by poll and an announcement on the results of the EGM will be made by the Company thereafter.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM to be held on Thursday, 14 November 2019, the register of members of the Company will be closed from Monday, 11 November 2019 to Thursday, 14 November 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 8 November 2019.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

RECOMMENDATION

The Directors (including the INEDs) consider that the Proposed Adoption of Chinese Name and the proposed re-election of the retiring Director is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions at the EGM to approve the Proposed Adoption of Chinese Name and the proposed re-election of the retiring Director.

INTERESTS OF COMPLIANCE ADVISER

As notified by the Company's compliance adviser, Lego Corporate Finance Limited (the “**Compliance Adviser**”), save for the Compliance Adviser's agreement entered into between the Company and the Compliance Adviser dated 22 June 2017, neither the Compliance Adviser nor its directors, employees or close associates (as defined under the GEM Listing Rules) had any interest in the Group or in the share capital of the Company or any member of the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules as at the Latest Practicable Date.

By order of the Board of
Zioncom Holdings Limited
Kim Byung Kwon
Chairman

The biographical and other details of the Director standing for re-election at the EGM are set out below:

Mr. Kwong, aged 41, is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants.

Mr. Kwong obtained a bachelor of arts in computing degree at The Hong Kong Polytechnic University in November 2001. Mr. Kwong was employed by Deloitte Touche Tohmatsu from 2001 to 2008 and was a manager when he left the employment. He was a vice president of Orient Securities Limited, an indirect wholly owned subsidiary of Orient Securities International Holdings Limited (stock code: 8001), from 1 June 2013 to 16 August 2015 and was responsible for its financial reporting and overall financial planning and budgeting. He is currently the company secretary of KNK Holdings Limited (stock code: 8039) and financial controller of its subsidiaries and is responsible for overall group financial reporting and corporate finance matters.

Save as disclosed, as at the Latest Practicable Date, Mr. Kwong confirmed that (i) he did not hold any position in the Company or any of its subsidiaries nor have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company; (ii) he had not held any directorship in other public company in the last three years; and (iii) he did not have, and was not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) of the Company. Mr. Kwong has entered into a letter of appointment with the Company for a term of three years commencing on 26 June 2019 which may be terminated by either party by giving not less than three months' written notice. Mr. Kwong is entitled to receive an annual fee in the sum of HK\$144,000, which was determined with reference to his qualifications, experience, his proposed duties and responsibilities, the prevailing market conditions as well as the recommendations of the Remuneration Committee. Mr. Kwong shall hold office until the next general meeting of the Company and will be eligible for and subject to re-election at such meeting in accordance with the articles of association of the Company.

Mr. Kwong has confirmed that he has met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed above, there was no matter relating to the appointment of Mr. Kwong that needs to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to any requirements of Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

NOTICE OF EXTRAORDINARY GENERAL MEETING



ZIONCOM HOLDINGS LIMITED

百家淘客股份有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8287)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Zioncom Holdings Limited (the “**Company**”) will be held at Portion 2, 12/F., The Centre, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 14 November 2019 at 10:45 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

ORDINARY RESOLUTION

1. **“THAT** Mr. Kwong Chun Man be re-elected as an independent non-executive director of the Company and the board (the “**Board**”) of directors (the “**Directors**”) be authorised to fix his remuneration.

SPECIAL RESOLUTION

2. **“THAT** subject to and conditional upon the approval of Registrar of Companies in the Cayman Islands having been obtained (if any), the Chinese name of “百家淘客股份有限公司” be and is hereby adopted and approved as the dual foreign name of the Company (the “**Adoption of Chinese Name**”) and that any Director or the secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents, including under seal where appropriate, or make all such arrangements as he shall, in his absolute discretion, deem necessary or expedient to give effect to the Adoption of the Chinese Name and to attend to any registration and/or filing for and on behalf of the Company.”

By order of the Board of
Zioncom Holdings Limited
Kim Byung Kwon
Chairman

Hong Kong, 28 October 2019

* for identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Registered office

P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman
KY1-1108 Cayman Islands

Head office and principal place

of business in Hong Kong
Office A, 9/F,
Kings Wing Plaza 2
No.1 On Kwan Street Shatin,
New Territories Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
3. In order to be valid, the instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM (i.e. before 10:45 a.m. on Tuesday, 12 November 2019) or adjourned meeting (as the case may be).
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto to, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force at or after 7:00 a.m. on date of the EGM, the EGM shall be postponed. The Company will publish an announcement on the websites of the Company at www.zioncom.net and on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com to notify the Shareholders of the date, time and place of the rescheduled meeting.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.