



清科创业
Zero2IPO Ventures

ZERO2IPO HOLDINGS INC.

清科創業控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1945)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We (Name) _____ (Block capitals, please) of
(Address) _____ being the holder(s) of
_____ (see Note 1) shares of US\$0.0001 each in the capital of Zero2IPO Holdings Inc. (the “Company”) hereby
appoint (Name) _____ of _____
(Address) _____ or
failing him/her (Name) _____ of _____
(Address) _____ or failing him/her, the chairman
of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the
Company to be held at 10:00 a.m. on Wednesday, May 18, 2022 at 10th Floor, Air China Century Building, No.1 Building, No. 40
Xiaoyun Road, Chaoyang District, Beijing, the PRC and at any adjournment thereof or on any resolution or motion which is proposed
thereat. My/our proxy is authorized and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

Special Resolution[#] (see Note 3)		For	Against
1.	To adopt the New Memorandum and Articles of Association.		
Ordinary Resolutions[#] (see Note 3)		For	Against
2.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and auditor of the Company for the year ended December 31, 2021.		
3.	(a) To re-elect Mr. KUNG Hung Ka as Director.		
	(b) To re-elect Mr. ZHANG Min as Director.		
	(c) To re-elect Ms. YU Bin as Director.		
	(d) To authorize the board of Directors (the “Board”) to fix remuneration of the Directors.		
4.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorize the Board to fix remuneration of auditor.		
5.	(A) To give a general and unconditional mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the number of issued shares of the Company.		
	(B) To give a general and unconditional mandate to the Directors to repurchase shares not exceeding 10% of the number of issued shares of the Company.		
	(C) To extend the authority given to the Directors pursuant to the ordinary resolution No. 5(A) to issue shares by adding the number of shares repurchased under the ordinary resolution No. 5(B) to the number of issued shares of the Company.		
	(D) To grant a specific mandate to the Directors to allot, issue and deal with additional shares of the Company under the Post-IPO RSU Scheme of the Company.		

The full text of the resolutions is set out in the notice of the Meeting.

Dated this _____ day of _____, 2022

Signature(s) (see Note 5) _____

* For identification propose only

Notes:

1. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. A member may appoint more than one proxy of his/her own choice. If such an appointment is made, please strike out the words “or failing him/her, the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
3. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
4. This form of proxy must be signed by you or your agent duly authorised in writing, or if the appointor is a corporation, must be under common seal or under the hand of an officer, attorney, or other person duly authorized on that behalf.
5. Where there are joint holders of any share of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
6. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time for holding the meeting (i.e. no later than 10 a.m. on Monday, May 16, 2022). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
7. A proxy needs not be a shareholder of the Company.
8. In light of the continuing risks posed by the COVID-19 epidemic, the Company recommends shareholders of the Company to appoint the chairman of the Annual General Meeting as their proxy to vote according to their indicated voting instructions in lieu of attending the Annual General Meeting in person.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your and your proxy’s Personal Data provided in this form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Annual General Meeting. Your supply of your and your proxy’s Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.
- (iii) Your and your proxy’s Personal Data may be disclosed or transferred by the Company to its branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency’s request, and retained for such period as may be necessary for our verification and record purposes.
- (iv) By providing your proxy’s Personal Data in this form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her personal data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her data may be used.
- (v) You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing to the Personal Data Privacy Officer, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.