

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.



ZERO2IPO HOLDINGS INC.

清科創業控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1945)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON MAY 18, 2022

Reference is made to the circular of Zero2IPO Holdings Inc. (the “**Company**”) dated April 13, 2022 (the “**Circular**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

At the AGM held on May 18, 2022, poll voting was demanded by the chairman of the AGM for voting on all the proposed resolutions, as set out in the notice of AGM dated April 13, 2022.

As at the date of the AGM, the total number of issued shares of the Company was 311,528,400 shares of US\$0.0001 each, which was the total number of Shares entitling the holders to attend and vote on the resolutions at the AGM. There were no Shares entitling the holder to attend and abstain from voting in favour of any resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholders were required to abstain from voting at the AGM under the Listing Rules and none of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

Among our seven Directors, Mr. NI Zhengdong, Ms. FU Xinghua, Ms. ZHANG Yanyan, Mr. KUNG Hung Ka, Mr. ZHANG Min and Ms. YU Bin attended the AGM, while Mr. XU Shaochun was unable to attend the AGM due to his prior commitment for other engagement.

The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results in respect of the resolutions proposed at the AGM were as follows:

SPECIAL RESOLUTION		No. of Votes (Approximate %)	
		For	Against
1.	To adopt the New Memorandum and Articles of Association.	164,867,358 (99.08%)	1,527,889 (0.92%)
ORDINARY RESOLUTIONS		No. of Votes (Approximate %)	
		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.	164,867,358 (99.08%)	1,527,889 (0.92%)
3.	(a) To re-elect Mr. KUNG Hung Ka as Director.	164,867,358 (99.08%)	1,527,889 (0.92%)
	(b) To re-elect Mr. ZHANG Min as Director.	164,867,358 (99.08%)	1,527,889 (0.92%)
	(c) To re-elect Ms. YU Bin as Director.	164,867,358 (99.08%)	1,527,889 (0.92%)
	(d) To authorize the board of Directors (the "Board") to fix remuneration of the Directors.	164,867,358 (99.08%)	1,527,889 (0.92%)
4.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorize the Board to fix remuneration of auditor.	164,867,358 (99.08%)	1,527,889 (0.92%)
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.	164,867,358 (99.08%)	1,527,889 (0.92%)
	(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.	164,867,358 (99.08%)	1,527,889 (0.92%)

ORDINARY RESOLUTIONS		No. of Votes (Approximate %)	
		For	Against
(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.	164,867,358 (99.08%)	1,527,889 (0.92%)
(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.	164,867,358 (99.08%)	1,527,889 (0.92%)

As more than 75% of votes were casted in favour of the above special resolution numbered 1, and more than 50% of votes were casted in favour of each of the above ordinary resolutions numbered 2 to 5(D), all of the above resolutions were duly passed at the AGM.

By order of the Board
Zero2IPO Holdings Inc.
NI Zhengdong
Chairman and Chief Executive Officer

Beijing, the PRC, May 18, 2022

As at the date of this announcement, the Board of Directors of the Company comprises Mr. NI Zhengdong, Ms. FU Xinghua and Ms. ZHANG Yanyan as executive Directors, Mr. KUNG Hung Ka as non-executive Director, and Mr. XU Shaochun, Mr. ZHANG Min and Ms. YU Bin as independent non-executive Directors.