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**ZERO2IPO HOLDINGS INC.**

**清科創業控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1945)**

## **CHANGE IN USE OF PROCEEDS FROM THE GLOBAL OFFERING**

Reference is made to (i) the prospectus of Zero2IPO Holdings Inc. (the “**Company**”, together with its subsidiaries and consolidated affiliated entities, the “**Group**”) dated December 16, 2020 (the “**Prospectus**”) in relation to the global offering (the “**Global Offering**”), which sets out the intended use of the net proceeds from the Global Offering at the time of preparing the Prospectus, and (ii) the annual report of the Company for the year ended December 31, 2021 (the “**Annual Report**”), in which the utilization of the Net Proceeds up to December 31, 2021 was disclosed. Unless otherwise defined, terms used in this announcement shall bear the same meanings as those defined in the Prospectus and the Annual Report.

### **CHANGE IN USE OF PROCEEDS**

The net proceeds (after deduction of underwriting fees and commissions and related costs and expenses) received by the Company from the Global Offering amounted to approximately HK\$386.9 million, and an additional net proceeds of approximately HK\$66.0 million were received by the Company from the allotment and issue of Shares as a result of the full exercise of the over-allotment option (collectively, the “**Net Proceeds**”). The original intended use and allocation of the Net Proceeds was disclosed in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

As at April 30, 2022, the unutilized Net Proceeds amounted to approximately HK\$337.3 million. For the reasons set out in the section below headed “Reasons for and Benefits of the Change in Use of Proceeds” in this announcement, on June 6, 2022, the Board has resolved and approved to re-allocate the unutilized Net Proceeds.

The following table sets out the details of the Net Proceeds originally raised, utilized and unutilized Net Proceeds as of the dates indicated and the re-allocated Net Proceeds:

	<b>Intended use of the Net Proceeds</b>	<b>Originally raised Net Proceeds</b>	<b>Utilized Net Proceeds as at April 30, 2022</b>	<b>Unutilized Net Proceeds as at April 30, 2022</b>	<b>Balance of the unutilized Net Proceeds after re-allocation as at April 30, 2022</b>
	Percentage %	Amount <i>HK\$ million</i>	Amount <i>HK\$ million</i>	Amount <i>HK\$ million</i>	Amount <i>HK\$ million</i>
To expand geographical coverage in China	39.4	178.4	56.6	121.8	91.8
To improve offline service offerings and capture the industry trend toward online-offline integration	9.8	44.4	9.8	34.6	34.6
To upgrade online platforms and enrich online service offerings	5.8	26.3	17.6	8.7	8.7
To enhance sales and marketing efforts	9.9	44.8	10.3	34.5	34.5
To scale services into overseas emerging markets, such as Southeast Asia and India, in order to capture significant growth opportunities	5.6	25.4	–	25.4	25.4
To selectively pursue investment and acquisition opportunities	20.0	90.6	12.1	78.5	58.5
To develop investment banking services	–	–	–	–	50.0
To be used for additional working capital and other general corporate purposes	9.5	43.0	9.2	33.8	33.8
<b>Total</b>	<b>100.0</b>	<b>452.9</b>	<b>115.6</b>	<b>337.3</b>	<b>337.3</b>

The Company currently expects to fully utilize the Net Proceeds by December 2024. The expected timeline is based on estimation of the future market condition made by the Group. It may be subject to change based on the current and future development of market conditions.

## **REASONS FOR AND BENEFITS OF THE CHANGE IN USE OF PROCEEDS**

With the impact of the continuous outbreak of the COVID-19 pandemic, the Group's plan to expand geographical coverage in China had been delayed. In addition, only a small portion of the Net Proceeds which were originally planned by the Group to pursue investment and acquisition opportunities has been utilized. To facilitate the expansion of our investment banking services and improve the efficiency of capital use, the Board considered that original intended use of the Net Proceeds on expanding geographical coverage in China and selectively pursuing investment and acquisition opportunities could be relocated to the development of our investment banking services.

As an integrated service platform for equity investment industry, the Company maintains a proactive attitude towards the exploration of business opportunities and the optimization of business offerings. In 2021, the Group expanded and upgraded its consulting services, which has been renamed as investment banking services. In order to capture favourable business opportunities, the Group plans to continue to improve its investment banking services by devoting financial, operational and technical resources.

In view of the above, the Board considers that the re-allocation of the Net Proceeds as set out above is in line with the business strategies of the Group and will enhance the efficiency of utilizing the Net Proceeds. The Board believes that such change in the use of proceeds from the Global Offering is fair and reasonable and will not have any material adverse effect on the business operation of the Group, and is in the best interests of the Company and its Shareholders as a whole.

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

Beijing, the PRC, June 6, 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. HUANG Xubin, Mr. ZHANG Min and Ms. YU Bin as independent non-executive Directors.*