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**ZERO2IPO HOLDINGS INC.**

**清科控股有限公司\***

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

**(Stock Code: 1945)**

**PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM  
AND ARTICLES OF ASSOCIATION AND ADOPTION OF  
THE FOURTH AMENDED AND RESTATED MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

This announcement is made by Zero2IPO Holdings Inc. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes (a) to make certain amendments (the “**Proposed Amendments**”) to the memorandum and articles of association of the Company currently in effect (the “**Existing M&A**”) for the purposes of, among other things, (i) enabling the Company to allow the shareholders of the Company (the “**Shareholders**”) to have the option to attend and participate at general meetings of the Company virtually using virtual meeting technology and to cast votes and deliver proxy-related instructions to the Company by electronic means, and making corresponding amendments to the related proceedings and procedures in relation to virtual general meetings of the Company; (ii) bringing the Existing M&A in line with the latest regulatory requirements in relation to the further expanded paperless listing regime and electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules; and (iii) incorporating certain minor consequential and housekeeping amendments; and (b) to adopt the fourth amended and restated memorandum and articles of association of the Company (the “**Amended M&A**”) incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the Existing M&A.

The Proposed Amendments and the proposed adoption of the Amended M&A are subject to the consideration and approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”) and shall be effective thereupon.

A circular containing, among other things, particulars in relation to the Proposed Amendments and the adoption of the Amended M&A together with a notice of the AGM will be dispatched to the Shareholders, if requested, and published on the websites of the Company ([www.zero2ipo.cn](http://www.zero2ipo.cn)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) in due course.

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

Beijing, the PRC, March 25, 2026

*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. YE Daqing, Mr. ZHANG Min and Ms. YU Bin as independent non-executive Directors.*

\* *For identification purpose only*