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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)**

## **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON MAY 21, 2026**

Reference is made to the circular of Zero2IPO Holdings Inc. (the “**Company**”) dated April 23, 2026 (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 21, 2026, 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 23, 2026.

As at the date of the AGM, the total number of issued Shares of the Company was 305,070,800 Shares of US\$0.0001 each, including 8,710,800 treasury Shares. The treasury Shares were excluded from the total number of Shares entitling the holder to attend and vote on the resolutions proposed at the AGM, and the Company has not exercised the voting rights of the treasury Shares at the AGM. There were no Shares repurchased by the Company which are pending for cancellation and should be excluded from the total number of shares of the Company in issue for the purpose of the AGM.

As at the date of the AGM, 6,004,000 Shares held by Kastle Limited (in its capacity as the trustee of the post-IPO restricted share units scheme adopted by the Company on December 7, 2020), which relate to underlying unvested awards thereunder, were required to abstain and did abstain from voting on the resolutions proposed at the AGM.

\* *For identification purpose only*

Save as disclosed in this announcement, (i) there were no Shares entitling the holders to attend and abstain from voting in favour of resolution proposed at the AGM as set out in Rule 13.40 of the Listing Rules, (ii) no Shareholders were required to abstain from voting at the AGM under the Listing Rules, and (iii) none of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on the resolution proposed at the AGM. Accordingly, the total number of Shares entitling the holders to attend and vote on the resolution at the AGM was 290,356,000.

All of the Directors, namely Mr. NI Zhengdong, Ms. FU Xinghua, Ms. ZHANG Yanyan, Mr. KUNG Hung Ka, Mr. YE Daqing, Mr. ZHANG Min and Ms. YU Bin, attended the AGM either in person or by electronic means.

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:

ORDINARY RESOLUTIONS		No. of Votes (Approximate %)	
		For	Against
1.	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 “ <b>Directors</b> ”) and auditor of the Company for the year ended December 31, 2025.	139,977,831 (100.00%)	0 (0.00%)
2.	(a) To re-elect Ms. ZHANG Yanyan as Director.	139,977,831 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. KUNG Hung Ka as Director.	139,977,831 (100.00%)	0 (0.00%)
	(c) To re-elect Mr. YE Daqing as Director.	139,977,831 (100.00%)	0 (0.00%)
	(d) To authorize the board of Directors (the “ <b>Board</b> ”) to fix remuneration of the Directors.	139,977,831 (100.00%)	0 (0.00%)
3.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorize the Board to fix remuneration of auditor.	139,977,831 (100.00%)	0 (0.00%)

<b>ORDINARY RESOLUTIONS</b>		<b>No. of Votes (Approximate %)</b>	
		<b>For</b>	<b>Against</b>
4.	(A) To give a general and unconditional mandate to the Directors to allot, issue and deal with additional shares and/or to sell or transfer treasury shares of the Company, not exceeding 20% of the number of issued shares of the Company (excluding treasury shares).	139,977,831 (100.00%)	0 (0.00%)
	(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 (excluding treasury shares).	139,977,831 (100.00%)	0 (0.00%)
	(C) To extend the authority given to the Directors pursuant to the ordinary resolution No. 4(A) to issue shares and/or to sell or transfer treasury shares of the Company by adding the number of shares repurchased under the ordinary resolution No. 4(B) to the number of issued shares of the Company (excluding treasury shares).	139,977,831 (100.00%)	0 (0.00%)
<b>SPECIAL RESOLUTION</b>		<b>No. of Votes (Approximate %)</b>	
		<b>For</b>	<b>Against</b>
5.	The fourth amended and restated memorandum and articles of association of the Company (the “ <b>New Articles of Association</b> ”) be and are hereby approved and adopted as new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of the Annual General Meeting and that any one director or company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the New Articles of Association.	139,977,831 (100.00%)	0 (0.00%)

As more than 50% of votes were casted in favour of each of the above ordinary resolutions numbered 1 to 4(C), and more than 75% of votes were casted in favour of the above special resolution numbered 5, 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 21, 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.*