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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)

ANNOUNCEMENT MADE PURSUANT TO RULES 13.51B(2), 13.51(2)(h) AND 13.51(2)(n)(iii) OF THE LISTING RULES

This announcement is made by Zero2IPO Holdings Inc. (the "**Company**", together with its subsidiaries and consolidated affiliated entities, the "**Group**") pursuant to Rules 13.51B(2), 13.51(2)(h) and 13.51(2)(n)(iii) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The board (the "**Board**") of directors (the "**Director(s)**") of the Company has recently become aware that the Tianjin Regulatory Bureau of the China Securities Regulatory Commission (the "**CSRC**") has issued a formal decision of administrative penalties numbered [2026]32 (the "**Decision**") to Vcanbio Cell & Gene Engineering Co., Ltd. (中源協和細胞基因工程股份有限公司) ("**Vcanbio Cell & Gene**"), a PRC incorporated company whose shares are listed on the Shanghai Stock Exchange (stock code: 600645), and certain directors of Vcanbio Cell & Gene, including Mr. KUNG Hung Ka (龔虹嘉) ("**Mr. Kung**"), a non-executive Director of the Company and the chairman of Vcanbio Cell & Gene.

Based on the Decision, in respect of Vcanbio Cell & Gene's disclosure relating to a connected lease entered into in July 2025 with Shanghai Yanli Biotechnology Co., Ltd. (上海延藜生物技術有限公司) for the establishment of its East China headquarters, the Decision considered that the relevant strategic planning and assessment were insufficient, the reasonableness and necessity of the lease were inadequately substantiated, and the disclosure in relation to the related party transaction was untrue and inaccurate, which constituted a breach of Article 3, paragraph 1 of the Measures for the Administration of Information Disclosure by Listed Companies (CSRC Order No. 226). The Decision further stated that Mr. Kung, together with the general manager and then board secretary of Vcanbio Cell & Gene, failed to perform their duties faithfully and diligently and bore primary responsibility for the non-compliance.

The CSRC therefore issued warning letters to Vcanbio Cell & Gene and the relevant individuals, including Mr. Kung. Based on the announcement of Vcanbio Cell & Gene dated September 16, 2026, it has terminated relevant lease and the related party has refunded the rent, and it will enhance its internal control measures on disclosure of information. Vcanbio Cell & Gene considered that such warning letter would not cause material adverse effect on its operation.

For further details of the Decision, please refer to the announcement published by Vcanbio Cell & Gene on the website of Shanghai Stock Exchange on September 16, 2026 at: https://static.sse.com.cn//disclosure/listedinfo/announcement/c/new/2026-09-16/600645_20260916_L33O.pdf and the notice published on the website of the CSRC on September 14, 2026 at: https://www.csrc.gov.cn/tianjin/c103610/c7658671/content.shtml.

The Board (other than Mr. Kung) has assessed the Decision and noted that (i) based on the publicly available information, Vcanbio Cell & Gene had in good faith disclosed the relevant transaction rather than concealed it, and the relevant warning letter mainly relating to the sufficiency and accuracy of disclosure concerning the relevant transaction; and (ii) the Decision does not affect the qualification of Mr. Kung to act, or prohibit him from acting as a director under the PRC laws. Having considered the implications of the Decision and Mr. Kung's character, previous compliance record, experience and integrity as a whole, the Board (with Mr. Kung abstained from making any consideration and decision) is of the view that the incident would not impair Mr. Kung's suitability to act as a Director and Mr. Kung is able to continue to fulfill his duties as Director under Rules 3.08 and 3.09 of the Listing Rules.

The Board considers that the Decision will not have any material adverse impact on the business and/or operations of the Group.

Mr. Kung has confirmed to the Company that, save as disclosed in this announcement, there is no information about him that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no matters about him that need to be brought to the attention of the shareholders of the Company.

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

Beijing, the PRC, September 22, 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*