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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 OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Directors**”) of Zero2IPO Holdings Inc. (the “**Company**”, together with its subsidiaries and consolidated affiliated entities, the “**Group**”) announces that Mr. HUANG Xubin (“**Mr. Huang**”) has tendered his resignation as an independent non-executive Director of the Company, the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of the audit committee of the Company (the “**Audit Committee**”), all with effect from June 8, 2023, in order to devote more time to his personal endeavours. He will not hold any other position with the Group after his resignation.

Mr. Huang has confirmed that he has no disagreement with the Board and that there are no matters which need to be brought to the attention to shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to his resignation.

The Board would like to express its sincere gratitude to Mr. Huang for his valuable contributions to the Company during the tenure of his service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF BOARD COMMITTEES

The Board is pleased to announce that Mr. YE Daqing (“**Mr. Ye**”) has been appointed as an independent non-executive Director of the Company, the chairman of the Remuneration Committee and a member of the Audit Committee, all with effect from June 8, 2023.

The biographical details of Mr. Ye are set forth below:

Mr. Ye, aged 50, was appointed as an independent non-executive Director on June 8, 2023. Mr. Ye has over 20 years of experience in operations and management of internet business and consumer financial institutions in the United States and China. Mr. Ye has served as the chairman of board of directors and chief executive officer of Jianpu Technology Inc. (a company listed on the New York Stock Exchange with stock symbol of JT) since October 2017. He is a co-founder of RONG360 Inc. and has served as its CEO since its inception in October 2011. He served as head of marketing for PayPal, China from August 2009 to October 2011, as the director of digital marketing capabilities of risk, information & banking group at American Express Company in New York from September 2007 to August 2009, and as a senior manager of marketing analysis at America On Line Inc. from March 2004 to August 2007. Prior to that, Mr. Ye successively served as a risk data analyst, credit risk manager, statistical and data analysis manager in Capital One Financial Corporation from September 1998 to March 2004 in McLean, Virginia.

Mr. Ye received a bachelor’s degree in engineering from Hunan University in China in June 1994 and a master’s degree in finance from the George Washington University in the United States in May 1998. He is an EMBA candidate at the PBC School of Finance, Tsinghua University.

Mr. Ye has entered into an appointment letter with the Company as independent non-executive Director for a term of three years, subject to the requirements for retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company. He is entitled to receive a director’s fee being HK\$150,000 per annum in connection with the performance of his duties under the appointment as an independent non-executive Director. He is entitled to the reimbursement of all reasonable out-of-pocket expenses properly and reasonably incurred in relation to the business of the Company or in the discharge of his duties as director. The Company shall pay or provide to him such additional benefits as the Board shall in its absolute discretion deem appropriate.

As at the date of this announcement, Mr. Ye does not hold any interests in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Ye (i) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (ii) does not hold any other directorship and position in the Company and its subsidiaries or in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three year.

Save as disclosed above, the Company is not aware of any other matter relating to the appointment of Mr. Ye that needs to be brought to the attention of the shareholders of the Company and there is no other information that needs to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Rules Governing Listing of Securities on the Stock Exchange.

The Board would like to take this opportunity to welcome Mr. Ye to the Board.

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

Beijing, the PRC, June 8, 2023

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 purposes only*