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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON FEBRUARY 27, 2024

Reference is made to the circular of Zero2IPO Holdings Inc. (the “**Company**”) dated January 26, 2024 (the “**Circular**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

At the EGM held on February 27, 2024, a poll voting was demanded by the chairman of the EGM for voting on the proposed resolution as set out in the notice of the EGM dated January 26, 2024.

As at the date of the EGM, the total number of issued shares of the Company was 306,124,000 Shares of US\$0.0001 each. As disclosed in the Circular, (i) Mr. NI Zhengdong, Ms. FU Xinghua, Ms. ZHANG Yanyan and Mr. KUNG Hung Ka and their respective associates; (ii) WD Group Limited, Linju Investment Limited and DHC Asset Management Limited, which are wholly owned by YANG Min, YUAN Runbing and XUE Xiangdong, respectively, were considered to have material interests in the Partnership Interest Transfer Agreements and the transactions contemplated thereunder. Such Shareholders holding 160,727,460 Shares in total, representing 52.50% of the issued share capital of the Company as at the date of the EGM, were required to abstain and did abstain from voting on the resolution proposed at the EGM. Kastle Limited (in its capacity as the trustee of the post-IPO restricted share units scheme adopted by the Company on December 7, 2020) held 6,004,000 Shares, representing 1.96% of the issued share capital of the Company as at the date of the EGM, was required to abstain and did abstain from voting on the resolution proposed at the EGM.

* 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 EGM as set out in Rule 13.40 of the Listing Rules, (ii) no Shareholders were required to abstain from voting at the EGM 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 EGM. Accordingly, the total number of Shares entitling the holders to attend and vote on the resolution at the EGM was 139,392,540.

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 EGM 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 EGM for the purpose of vote-taking. The poll results in respect of the resolution proposed at the EGM were as follows:

ORDINARY RESOLUTION		No. of Votes (Approximate%)	
		For	Against
1.	(a) To confirm, ratify and approve the Partnership Interest Transfer Agreements and the transactions contemplated thereunder; and	28,992,038 (94.99%)	1,527,889 (5.01%)
	(b) To authorize any one of the directors of the Company to do all such acts as he/she may consider necessary, desirable or expedient for the purpose of giving effect to, or in connection with the implementation and completion of the Partnership Interest Transfer Agreements and the transactions contemplated thereunder.		

As more than 50% of votes were casted in favour of the above resolution, it was duly passed by the Independent Shareholders as an ordinary resolution of the Company at the EGM.

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

Beijing, PRC, February 27, 2024

As at the date of this announcement, the Board 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.