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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 ANNUAL GENERAL MEETING HELD ON JUNE 4, 2021**

Reference is made to the circular of Zero2IPO Holdings Inc. (the “**Company**”) dated April 22, 2021 (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 June 4, 2021, 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 22, 2021.

As at the date of the AGM, the total number of issued shares of the Company was 306,000,000 shares of US\$0.0001 each, which was the total number of Shares entitling the holders to attend and vote on the resolutions at the AGM. There were no Shares entitling the holder to attend and abstain from voting in favour of any resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholders were required to abstain from voting at the AGM under the Listing Rules and none of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

\* *For identification purpose only*

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, 2020.	168,079,930 (99.55%)	763,945 (0.45%)
2.	(a) To re-elect Mr. NI Zhengdong as Director.	168,843,875 (100.00%)	0 (0.00%)
	(b) To re-elect Ms. ZHANG Yanyan as Director.	168,079,930 (99.55%)	763,945 (0.45%)
	(c) To re-elect Ms. FU Xinghua as Director.	168,079,930 (99.55%)	763,945 (0.45%)
	(d) To authorize the board of Directors (the “ <b>Board</b> ”) to fix remuneration of the Directors.	168,079,930 (99.55%)	763,945 (0.45%)
3.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorize the Board to fix remuneration of auditor.	168,079,930 (99.55%)	763,945 (0.45%)
4.	(A) To give a general and unconditional mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the number of issued shares of the Company.	168,079,930 (99.55%)	763,945 (0.45%)
	(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.	168,843,875 (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 by adding the number of shares repurchased under the ordinary resolution No. 4(B) to the number of issued shares of the Company.	168,079,930 (99.55%)	763,945 (0.45%)
	(D) To grant a specific mandate to the Directors to allot, issue and deal with additional shares of the Company under the Post-IPO RSU Scheme of the Company.	168,079,930 (99.55%)	763,945 (0.45%)

As more than 50% of votes were casted in favour of each of the above ordinary resolutions numbered 1 to 4(D), all of the above ordinary resolutions were duly passed as ordinary resolutions.

In relation to the resolution numbered 4(D) above, the Board will, during the Relevant Period, exercise the Proposed Specific Mandate to allot, issue and deal with Shares that may underlie RSUs to be granted under the Post-IPO RSU Scheme with a nominal value not exceeding 3% of the aggregate nominal value of the share capital of the Company in issue on the Listing Date (i.e. not exceeding 9,000,000 Shares).

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

Beijing, the PRC, June 4, 2021

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