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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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “EGM”) of Zero2IPO Holdings Inc. (the “Company”) will be held at 10th Floor, Air China Century Building, No.1 Building, No. 40 Xiaoyun Road, Chaoyang District, Beijing, the PRC on Wednesday, September 15, 2021 at 10 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

To consider and, if thought fit, pass with or without amendments, the following resolutions, as ordinary resolutions:

1. “**THAT:**

- (a) the grant of 1,637,600 RSUs to Ms. FU Xinghua pursuant to the Post-IPO RSU Scheme be and is hereby approved and confirmed; and
- (b) any one of the Directors be and is hereby authorised to exercise the powers of the Company to allot and issue the shares of the Company pursuant to the proposed RSU grant under the specific mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on June 4, 2021 in accordance with the terms of the Post-IPO RSU Scheme and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant to Ms. FU Xinghua.”

\* For identification purpose only

2. “**THAT:**

- (a) the grant of 1,637,600 RSUs pursuant to the Post-IPO RSU Scheme to Ms. ZHANG Yanyan be and is hereby approved and confirmed;
- (b) any one of the Directors be and is hereby authorised to exercise the powers of the Company to allot and issue the shares of the Company pursuant to the proposed RSU grant under the specific mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on June 4, 2021 in accordance with the terms of the Post-IPO RSU Scheme and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant to Ms. ZHANG Yanyan.”

3. “**THAT:**

- (a) the grant of 272,800 RSUs pursuant to the Post-IPO RSU Scheme to Mr. ZHANG Lei be and is hereby approved and confirmed; and
- (b) any one of the Directors be and is hereby authorised to exercise the powers of the Company to allot and issue the shares of the Company pursuant to the proposed RSU grant under the specific mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on June 4, 2021 in accordance with the terms of the Post-IPO RSU Scheme and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with the implementation and completion of the transactions contemplated pursuant to the proposed RSU grant to Mr. ZHANG Lei.”

By order of the Board  
**Zero2IPO Holdings Inc.**  
**NI Zhengdong**  
*Chairman*

Beijing, the PRC, August 27, 2021

*Registered office:*  
PO Box 309, Uglan House,  
Grand Cayman, KY1-1104,  
Cayman Islands

*Principal place of business in Hong Kong:*  
40th Floor, Dah Sing Financial Centre,  
248 Queen’s Road East,  
Wanchai, Hong Kong

*Notes:*

- (i) Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- (ii) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person if he is subsequently able to be present.
- (iii) A form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer or attorney duly authorized to sign the same.
- (iv) In the case of joint holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- (v) On a poll, every shareholder present at the EGM shall be entitled to one vote for every fully paid-up share of which he is the holder. The result of such poll shall be deemed to be the resolutions of the EGM at which the poll was so required or demanded.
- (vi) For determining the entitlement to attend and vote at the EGM, the transfer books and register of members of the Company will be closed from Friday, September 10, 2021 to Wednesday, September 15, 2021, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the EGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, September 9, 2021.

(vii) Please refer to page 10 of the circular of the Company dated August 27, 2021 for measures being taken to try to prevent and control the spread of the Novel Coronavirus 2019 (COVID-19) at the EGM, including, among others:

- compulsory temperature checks and health declarations;
- wearing of surgical face masks throughout the EGM; and
- no distribution of corporate gifts and refreshments.

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue. Attendees of the EGM should wear face masks at all times at the EGM venue and the Company reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.

*As at the date of this notice, 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.*