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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 MAY 22, 2024**

Reference is made to the circular of Zero2IPO Holdings Inc. (the “**Company**”) dated April 24, 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 AGM held on May 22, 2024, 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 24, 2024.

As at the date of the AGM, the total number of issued shares of the Company was 306,124,000 shares of US\$0.0001 each. 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 AGM, was required to abstain and did abstain from voting on the resolutions proposed at the AGM.

Save as disclosed in this announcement, (i) there were no Shares entitling the holders to attend and abstain from voting in favour of resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules, (ii) no Shareholders were required to abstain from voting at the AGM 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 resolutions proposed at the AGM. Accordingly, the total number of Shares entitling the holders to attend and vote on the resolutions at the AGM was 300,120,000.

\* *For identification purpose only*

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 AGM 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 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, 2023.	158,886,886 (99.05%)	1,527,889 (0.95%)
2.	(a) To re-elect Mr. NI Zhengdong as Director.	158,886,886 (99.05%)	1,527,889 (0.95%)
	(b) To re-elect Mr. KUNG Hung Ka as Director.	158,886,886 (99.05%)	1,527,889 (0.95%)
	(c) To re-elect Mr. YE Daqing as Director.	158,886,886 (99.05%)	1,527,889 (0.95%)
	(d) To authorize the board of Directors (the " <b>Board</b> ") to fix remuneration of the Directors.	154,303,218 (96.19%)	6,111,557 (3.81%)
3.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorize the Board to fix remuneration of auditor.	158,886,886 (99.05%)	1,527,889 (0.95%)

ORDINARY RESOLUTIONS		No. of Votes (Approximate %)	
		For	Against
4.	(A) To give a general and unconditional mandate to the Directors to allot, issue and deal with additional shares and/or to sell or transfer treasury shares of the Company (if and when permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), not exceeding 20% of the number of issued shares of the Company (excluding treasury shares).	154,303,218 (96.19%)	6,111,557 (3.81%)
	(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 (excluding treasury shares).	158,886,886 (99.05%)	1,527,889 (0.95%)
	(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 (excluding treasury shares).	154,303,218 (96.19%)	6,111,557 (3.81%)

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

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

Beijing, the PRC, May 22, 2024

*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.*