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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)**

## **DISCLOSEABLE TRANSACTIONS LEASE AGREEMENT OF OFFICE PREMISES**

### **LEASE AGREEMENT OF OFFICE PREMISES**

The Board announces that on November 21, 2024, the Lessee, one of the Consolidated Affiliated Entities, entered into the Lease Agreement with the Lessor in respect of the Lease of the Premises for the use as office premises.

Pursuant to HKFRS 16 “Leases”, the Group will recognize a right-of-use asset in its financial statements when the Group enters into a lease transaction as the lessee and such transaction will be regarded as an acquisition of a capital asset for the purpose of the Listing Rules. The value of the right-of-use asset to be recognized by the Group under the Lease Agreement is estimated to be approximately RMB29.7 million, which is calculated in accordance with HKFRS 16 “Leases” with reference to the present value of the aggregated lease payments to be made under the Lease Agreement.

### **LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio (as defined in the Listing Rules), in respect of the transaction contemplated under the Lease Agreement exceeds 5% but is less than 25%, the transaction contemplated under the Lease Agreement constitutes discloseable transactions of the Company for the purpose of the Listing Rules and are subject to the notification and announcement requirements but exempt from the Shareholders’ approval requirement under Chapter 14 of the Listing Rules.

## INTRODUCTION

The Board announces that on November 21, 2024, the Lessee, one of the Consolidated Affiliated Entities, entered into the Lease Agreement with the Lessor in respect of the Lease of the Premises for the use as office premises.

## LEASE AGREEMENT

A summary of the principal terms of the Lease Agreement and other relevant information are set out below.

Date:	November 21, 2024
Parties:	(a) the Lessee, one of the Consolidated Affiliated Entities; and  (b) the Lessor
Location:	Units 2101-2109, Air China Century Building, Building No. 1, No. 40 Xiaoyun Road, Chaoyang District, Beijing, the PRC
Gross floor area:	3,552.27 square meters
Decoration period:	From November, 2024 to March 2025, during which no rent will be charged
Lease term:	Five years from April 1, 2025 to March 31, 2030 (both days inclusive)
Proposed use of the leased premises:	Office
Deposit:	RMB2,184,646.05 (including lease deposit of RMB1,864,941.75 and property management fee deposit of RMB319,704.30) payable within 10 days from the date of the Lease Agreement
Monthly rent:	RMB621,647.25 per month (including tax) from April 1, 2025 to March 31, 2029 payable in advance monthly;

RMB640,296.67 per month (including tax) from April 1, 2029 to March 31, 2030 payable in advance monthly; and

One-month rent-free period will be granted to the Lessee for every 12 months of the lease term.

Property management fee: RMB106,568.10 per month

Termination: The Lessee may unilaterally terminate the Lease Agreement with no less than three months' prior written notice. During the notice period, the Lessee shall continue to pay all applicable rent and fees. In the event of such termination, the deposit paid by the Lessee shall be non-refundable.

The Lessor may unilaterally terminate the Lease Agreement with no less than 90 days' prior written notice and shall refund the deposit to the Lessee without interest.

On November 21, 2024, Beijing Zero2IPO, an indirectly wholly-owned subsidiary of the Company, entered into an undertaking letter as a lease guarantor in connection with the Lease Agreement, providing a joint and several liability guarantee for the Lessee's obligations under the Lease Agreement. In the event that the Lessee fails to make timely payments of rent, property management fees, or other fees, or in case of any breach, tortious act, or other liability, Beijing Zero2IPO has undertaken to fulfill its guarantee obligations, including payment of any amounts due to the Lessor and undertaking corresponding compensation liabilities.

## **REASONS FOR AND BENEFITS OF THE LEASE AGREEMENT**

To deploy the resources more effectively and minimize the costs of relocation and any administrative disruption of the Group, the Directors consider it would be beneficial to the Group to relocate to the premises which is located adjacent to the previous head office of the Group within the same building. The Directors also consider that it is in the commercial interests of the Company to lease the premises as the premises is located within a well-equipped and well managed office building.

The terms of the Lease Agreement were determined after arm's length negotiations between the Lessee and the Lessor with reference to the market terms of similar office properties. The Directors, including the independent non-executive Directors, consider that the transaction contemplated under the Lease Agreement to be in the ordinary and usual course of business of the Company and on normal commercial terms, and the terms of the Lease Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **RIGHT-OF-USE ASSET**

Pursuant to HKFRS 16 “Leases”, the Group will recognize a right-of-use asset in its financial statements when the Group enters into a lease transaction as the lessee and such transaction will be regarded as an acquisition of a capital asset for the purpose of the Listing Rules. The value of the right-of-use asset to be recognized by the Group under the Lease Agreement is estimated to be approximately RMB29.7 million, which is calculated in accordance with HKFRS 16 “Leases” with reference to the present value of the aggregated lease payments to be made under the Lease Agreement.

## **INFORMATION OF THE PARTIES**

### **Information on the Lessee**

Beijing Zero2IPO Venture Information Consulting Co., Ltd. (北京清科創業信息諮詢有限公司), the Lessee, is a limited liability company established under the laws of the PRC, one of the Consolidated Affiliated Entities, the financial results of which have been consolidated and accounted for as if it was a subsidiary of the Company. The Lessee primarily engages in online businesses under the data services, marketing services and investment banking services.

### **Information on the Lessor**

Air China Property Hotel Management Co., Ltd. (國航物業酒店管理有限公司), the Lessor, is a limited liability company established under the laws of the PRC and is primarily engaged in real estate business, including property management, hotel management, non-residential real estate leasing.

As of the date of this announcement and to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Lessor and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

### **Information on Beijing Zero2IPO**

Beijing Zero2IPO, an indirect wholly-owned subsidiary of the Company and the lease guarantor of the Lease Agreement, is a limited liability company established under the laws of the PRC. Beijing Zero2IPO primarily engages in offline services and training services under the data services, marketing services and investment banking services.

## LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined in the Listing Rules), in respect of the transaction contemplated under the Lease Agreement exceeds 5% but is less than 25%, the transaction contemplated under the Lease Agreement constitutes discloseable transaction of the Company for the purpose of the Listing Rules and are subject to the notification and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

## DEFINITIONS

“Beijing Zero2IPO”	Beijing Zero2IPO Innovation and Venture Consulting Co., Ltd (北京清科新創創業諮詢有限公司), a limited liability company established under the laws of the PRC on August 14, 2019 and an indirect wholly-owned subsidiary of the Company
“Board” or “Board of Directors”	the board of directors of the Company
“Company”	Zero2IPO Holdings Inc. (清科創業控股有限公司*), formerly known as Zero2ipo Holdings, an exempted company incorporated under the laws of Cayman Islands with limited liability on August 1, 2019, and, except where the context indicated otherwise, all of its subsidiaries
“Consolidated Affiliated Entities”	the entities the Company controls through the Contractual Arrangements, namely Beijing Zero2IPO Venture Information Consulting Co., Ltd. (北京清科創業信息諮詢有限公司) and its subsidiary, the financial accounts of which have been consolidated and accounted for as if they were subsidiaries of the Company by virtue of the Contractual Arrangements
“Director(s)”	director(s) of the Company
“Group”	the Company, its subsidiaries and the Consolidated Affiliated Entities
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“Lease Agreement”	the lease agreement dated November 21, 2024 entered into between the Lessee and the Lessor in respect of the Lease of the Premises

“Lease of the Premises”	the lease of the premises under the Lease Agreement
“Lessee”	Beijing Zero2IPO Venture Information Consulting Co., Ltd. (北京清科創業信息諮詢有限公司), a limited liability company established under the laws of the PRC, one of the Consolidated Affiliated Entities
“Lessor”	Air China Property Hotel Management Co., Ltd. (國航物業酒店管理有限公司), a limited liability company established under the laws of the PRC
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding, for the purpose of this announcement only, Hong Kong, Macau and Taiwan
“Share(s)”	ordinary shares in the issued capital of the Company with a nominal value of US\$0.0001
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the same meaning ascribed to it under the Listing Rules
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

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

Beijing, the PRC, November 21, 2024

*As at the date of this announcement, the Board of Directors comprises Mr. NI Zhengdong, Ms. FU Xinghua, 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 purpose only