

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ZERO2IPO HOLDINGS INC.

清科創業控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1945)

PROFIT WARNING

This announcement is made by Zero2IPO Holdings Inc. (the “**Company**”, together with its subsidiaries and consolidated affiliated entities, the “**Group**”) pursuant to Rule 13.09 of Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors (the “**Board**”) of the Company hereby informs shareholders and potential investors of the Company that, based on the preliminary assessment of the information currently available to the Board, including the unaudited management accounts of the Group for the year ended 31 December 2021, the Group is expected to record (i) a total revenue for the year ended 31 December 2021 of approximately RMB200.0 million to RMB220.0 million, representing an increase of approximately 12.0% to 23.2%, as compared to the revenue of RMB178.5 million for the year ended 31 December 2020; (ii) a net profit for the year ended 31 December 2021 of approximately RMB11.0 million to RMB12.0 million, representing a decrease of approximately 61.8% to 65.0%, as compared to the net profit of RMB31.4 million recorded in the year ended 31 December 2020; and (iii) an adjusted net profit, as a non-HKFRS measure, for the year ended 31 December 2021 of approximately RMB32.0 million to RMB35.0 million, representing a decrease of approximately 30.3% to 36.2%, as compared to the adjusted net profit of RMB50.2 million recorded in the year ended 31 December 2020.

Based on the information currently available, the Board believes that the decrease in net profit for the year ended 31 December 2021 is mainly attributable to the following factors: (i) in order to improve the Group’s business modules and enhance its competitiveness in the market, the Group invested heavily in the upgrade of existing products and the development of new investment banking services during 2021, and successfully launched a more powerful data product, PEDATA MAX, and a brand new product, Zero2IPO Securities mobile application, with related expenses of approximately RMB26.0 million in total; (ii) the Group focused on staff motivation and granted restricted share units under its employee share incentive scheme during 2021, with the related share-based compensation expenses being approximately RMB27.0 million; and (iii) affected by the COVID-19, training services and marketing services in cities nationwide, including Beijing, Shanghai, Shenzhen, Changsha, Chongqing and Sanya, were postponed, resulting in an impact of approximately RMB20.0 million on revenue.

The Board wishes to highlight that “adjusted net profit” is not defined under the Hong Kong Financial Reporting Standards (“**HKFRS**”). The Group defines it as profit for the year excluding the effect of listing expenses, share-based compensation expenses and government grants. The management of the Company believes that the presentation of such non-HKFRS measure when shown in conjunction with the corresponding HKFRS measures provides useful information to investors and management in facilitating a comparison of our operating performance from period to period by eliminating potential impacts of certain non-operational or non-recurring expenses that do not affect the ongoing operating performance of the Company.

Although the COVID-19 outbreak in 2021 was mitigated by the strong measures taken by the PRC government, there were still regional rebound and spread from time to time due to the global impact. The Group’s training services, marketing services and other services involving offline activities were affected to various degrees, resulting in postponement or cancellation, which had a greater impact on the Group’s revenue recognition. Nevertheless, in order to cope with the impact of the epidemic on offline activities and to meet the demand for online services from customers, the Group continued to enhance its online services and successfully organized a number of online training and exhibition activities. The Board believes that in the post-epidemic era, the Company’s management will continue to manage the Group’s business in a prudent and disciplined manner and to create value for our customers, partners and shareholders.

The Board is of the view that the Group is more focused on its long-term layout and development than short-term profit growth. In 2021, the Group has consistently built a matrix of five data-driven internet products and services, with PEDATA MAX as the centrepiece. In 2021, the Group invested heavily in the development of and successfully rolled out PEDATA MAX, a SAAS platform for our equity investment services, which provides timely and accurate information to a wide range of users, including VC/PE investment institutions, government-related organizations, banks, insurance and securities companies, universities and research institutes, enterprises,

investors venture capitalists and practitioners. relying on the Group's robust data capabilities and combined with AI technology. At the same time, in conjunction with our new investment banking services we have developed a brand new product, Zero2IPO Securities mobile application, which enables online trading of Hong Kong stocks and has become new growth potentials to the Group. Moreover, in 2021, the Group has successfully obtained Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (providing asset management) regulated licenses from The Securities and Futures Commission of Hong Kong, helping more Chinese enterprises access the international markets by listing in Hong Kong. With the innovation and iteration of the Group's business modules and the further development of the venture capital ecosystem, the Group will develop a more diverse customer base in more locations. The Board is therefore confident in the long-term development and business prospects of the Group.

The Board hereby reminds the Shareholders and potential investors of the Company that the information set out in this announcement is based on a preliminary assessment with reference to the information currently available to the Board and has not been reviewed or audited by the independent auditors of the Company or reviewed by the audit committee of the Company, and may differ with the actual annual results for the year ended 31 December 2021 of the Group. Shareholders and potential investors of the Company are advised to read carefully the annual results of the Group for the year ended 31 December 2021, which is expected to be published in March 2022 in accordance with the Listing Rules.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Beijing, the PRC, 14 March 2022

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.

* *For identification purpose only*