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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)**

**ANNOUNCEMENT OF INTERIM RESULTS  
FOR THE SIX MONTHS ENDED JUNE 30, 2023**

The board (the “**Board**”) of directors (the “**Directors**”) of Zero2IPO Holdings Inc. (the “**Company**”, together with its subsidiaries and consolidated affiliated entities, the “**Group**”) is pleased to announce that the unaudited condensed consolidated interim results of the Group for the six months ended June 30, 2023, together with the comparative figures for the six months ended June 30, 2022, which have been reviewed by the audit committee of the Company (the “**Audit Committee**”). The interim results for the six months ended June 30, 2023 have been reviewed by PricewaterhouseCoopers, the independent auditor of the Company in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants.

In this announcement, “we,” “us,” “our” and “Zero2IPO” refer to the Company and where the context otherwise requires, the Group.

**FINANCIAL HIGHLIGHTS**

	<b>For the six months ended June 30,</b>	
	<b>2023</b>	<b>2022</b>
	<b>RMB’000</b>	<b>RMB’000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Revenue	<b>85,778</b>	54,516
Gross profit	<b>17,228</b>	8,658
Loss before income tax	<b>(13,484)</b>	(30,692)
Loss for the period	<b>(9,790)</b>	(24,386)

\* For identification purposes only

## INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the six months ended June 30, 2023

(Expressed in RMB)

	<i>Notes</i>	<b>Unaudited Six months ended June 30, 2023 RMB'000</b>	<b>Unaudited June 30, 2022 RMB'000</b>
Revenue from contracts with customers	6	<b>85,778</b>	54,516
Cost of revenue	7	<b>(68,550)</b>	<u>(45,858)</u>
<b>Gross profit</b>		<b>17,228</b>	8,658
Selling and marketing expenses	7	<b>(8,495)</b>	(7,048)
General and administrative expenses	7	<b>(21,995)</b>	(19,736)
Research and development expenses	7	<b>(8,167)</b>	(7,877)
Net impairment losses on financial and contract assets		<b>(4,956)</b>	(4,099)
Other income		<b>3,140</b>	1,796
Other gains/(losses) – net		<b>2,474</b>	<u>(2,247)</u>
<b>Operating loss</b>		<b>(20,771)</b>	(30,553)
Finance income		<b>7,361</b>	713
Finance costs		<b>(976)</b>	<u>(400)</u>
Finance income – net		<b>6,385</b>	313
Share of profit/(loss) of associates accounted for using the equity method		<b>902</b>	<u>(452)</u>
<b>Loss before income tax</b>		<b>(13,484)</b>	(30,692)
Income tax credit	8	<b>3,694</b>	<u>6,306</u>
<b>Loss for the period</b>		<b>(9,790)</b>	<u><u>(24,386)</u></u>

		<b>Unaudited</b>	Unaudited
		<b>Six months ended June 30,</b>	<b>2022</b>
		<b>2023</b>	<b>2022</b>
	<i>Notes</i>	<b>RMB'000</b>	<b>RMB'000</b>
<b>Loss attributable to:</b>			
Owners of the Company		(9,456)	(24,386)
Non-controlling interests		(334)	–
		<u>          </u>	<u>          </u>
<b>Other comprehensive income, net of tax</b>			
Items that will not be reclassified to profit or loss:			
Currency translation differences		13,692	18,980
		<u>          </u>	<u>          </u>
<b>Total comprehensive income/(loss) for the period</b>		<b><u>          3,902          </u></b>	<b><u>          (5,406)          </u></b>
<b>Total comprehensive income/(loss) attributable to:</b>			
Owners of the Company		4,236	(5,406)
Non-controlling interests		(334)	–
<b>Losses per share for loss attributable to owners of the Company</b>			
Basic and diluted ( <i>RMB per share</i> )	9	<b><u>          (0.03)          </u></b>	<b><u>          (0.08)          </u></b>

## INTERIM CONDENSED CONSOLIDATED BALANCE SHEET

as at June 30, 2023

(Expressed in RMB)

		Unaudited As at June 30, 2023 RMB'000	Audited As at December 31, 2022 RMB'000
	<i>Notes</i>		
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment		54,604	54,085
Intangible assets		3,253	3,352
Investments accounted for using the equity method		3,225	2,323
Deferred income tax assets		15,621	10,072
Financial assets measured at fair value through profit or loss		32,643	30,973
Other non-current assets		19,506	6,398
<b>Total non-current assets</b>		<b>128,852</b>	<b>107,203</b>
<b>Current assets</b>			
Other receivables		3,629	2,991
Accounts receivable	12	20,525	54,964
Contract assets		5,184	12,441
Prepayments and other current assets		17,769	15,769
Financial assets measured at fair value through profit or loss	11	164,760	115,127
Cash held on behalf of customers		5,850	7,454
Short-term bank deposits	11	344,488	304,078
Cash and cash equivalents		56,952	142,281
<b>Total current assets</b>		<b>619,157</b>	<b>655,105</b>
<b>Total assets</b>		<b>748,009</b>	<b>762,308</b>

		<b>Unaudited</b>	Audited
		<b>As at</b>	As at
		<b>June 30,</b>	December 31,
		<b>2023</b>	2022
<i>Notes</i>		<b><i>RMB'000</i></b>	<b><i>RMB'000</i></b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
		<b>10,257</b>	10,451
		<b>31,883</b>	32,175
		<b>–</b>	1
		<b>42,140</b>	42,627
<b>Current liabilities</b>			
	13	<b>5,089</b>	6,369
		<b>14,342</b>	24,150
		<b>4,984</b>	11,710
		<b>101,814</b>	102,196
		<b>18,267</b>	14,360
		<b>5,850</b>	7,454
		<b>4,528</b>	4,580
		<b>154,874</b>	170,819
		<b>197,014</b>	213,446
<b>EQUITY</b>			
<b>Equity attributable to the owners of the Company</b>			
		<b>200</b>	201
		<b>414,698</b>	418,332
		<b>90,523</b>	74,965
		<b>46,179</b>	55,635
		<b>551,600</b>	549,133
		<b>(605)</b>	(271)
		<b>550,995</b>	548,862
		<b>748,009</b>	762,308

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

*(Expressed in RMB unless otherwise indicated)*

## 1 GENERAL INFORMATION AND SIGNIFICANT EVENTS

### General information

Zero2IPO Holdings Inc. (the “**Company**”) was incorporated in the Cayman Islands on August 1, 2019, as an exempted company with limited liability under the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (together referred as to the “**Group**”) are principally engaged in providing integrated equity investment service, namely data services, marketing services, investment banking services and training services in the People’s Republic of China (the “**PRC**”).

Mr. Ni Zhengdong (倪正東) is the controlling shareholder of the Group.

The Group’s interim condensed consolidated financial information for the six months ended June 30, 2023 (the “**Interim Financial Information**”) is presented in Renminbi (“**RMB**”), unless otherwise stated.

## 2 SIGNIFICANT EVENTS IN THE CURRENT REPORTING PERIOD

During the first half of 2023, the Group repurchased a total of 734,800 ordinary shares at an aggregate consideration of approximately HKD1,960,000 (equivalent to RMB1,769,000) on The Stock Exchange of Hong Kong Limited (“**SEHK**”). Together with the shares repurchased but not cancelled during 2022, in total 1,436,400 ordinary shares had been cancelled during the six months ended June 30, 2023. The share repurchase and cancellation have been pre-approved by shareholders of the Company.

## 3 BASIS OF PREPARATION

The Interim Financial Information has been prepared in accordance with Hong Kong Accounting Standard (“**HKAS**”) 34, “Interim financial reporting”, issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

The unaudited Interim Financial Information does not include all of the information required for a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by HKICPA, and should be read in conjunction with the audited consolidated financial statements of the Group for the year ended December 31, 2022.

#### **4 MATERIAL ACCOUNTING POLICIES**

The Group has applied the following amendments for the first time for their interim reporting period commencing January 1, 2023:

HKFRS 17 Insurance Contracts;

Classification of Liabilities as Current or Non-current – Amendments to HKAS 1;

Disclosure of Accounting Policies – Amendments to HKAS 1 and HKFRS Practice Statement 2;

Definition of Accounting Estimates – Amendments to HKAS 8;

Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to HKAS 12.

Except as described above, the accounting policies applied in the preparation of the Interim Financial Information are consistent with those used in the preparation of the consolidated financial statements for the year ended December 31, 2022.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

#### **5 SEGMENT INFORMATION**

The Group's business activities are mainly in data services, marketing services, investment banking services and training services and are regularly reviewed and evaluated by the chief operating decision maker ("CODM"). As a result of this evaluation, the Group is organised into four reportable segments according to the revenue streams of the Group, and the revenue streams of the Group are data services, marketing services, investment banking services and training services.

The CODM assesses the performance of the operating segments based on the gross profit. The reconciliation of gross profit to profit before income tax is shown in the interim condensed consolidated statement of comprehensive income. There were no separate segment assets and segment liabilities information provide to the CODM, as the CODM does not use this information to allocate resources or to evaluate the performance of the operating segments.

The segment results for the six months ended June 30, 2023 and 2022 are as follows:

	<b>Data services</b>	<b>Marketing services</b>	<b>Investment banking services</b>	<b>Training services</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>(Unaudited)</b>					
<b>Six months ended</b>					
<b>June 30, 2023</b>					
Revenue	28,849	27,884	5,111	23,934	85,778
Cost of revenue	<u>(14,445)</u>	<u>(15,854)</u>	<u>(19,962)</u>	<u>(18,289)</u>	<u>(68,550)</u>
<b>Gross profit/(loss)</b>	<b><u>14,404</u></b>	<b><u>12,030</u></b>	<b><u>(14,851)</u></b>	<b><u>5,645</u></b>	<b><u>17,228</u></b>
<b>(Unaudited)</b>					
<b>Six months ended</b>					
<b>June 30, 2022</b>					
Revenue	26,478	13,400	6,464	8,174	54,516
Cost of revenue	<u>(12,353)</u>	<u>(8,838)</u>	<u>(14,247)</u>	<u>(10,420)</u>	<u>(45,858)</u>
<b>Gross profit/(loss)</b>	<b><u>14,125</u></b>	<b><u>4,562</u></b>	<b><u>(7,783)</u></b>	<b><u>(2,246)</u></b>	<b><u>8,658</u></b>

## 6 REVENUE FROM CONTRACTS WITH CUSTOMERS

	<b>Unaudited</b>	<b>Unaudited</b>
	<b>Six months ended June 30,</b>	<b>Six months ended June 30,</b>
	<b>2023</b>	<b>2022</b>
	<i>RMB'000</i>	<i>RMB'000</i>
<b>Revenue from contracts with customers</b>		
<i>Recognised over time</i>		
Data services	8,015	10,814
Marketing services	27,884	13,400
Investment banking services	488	865
Training services	19,567	1,287
<i>Recognised at a point in time</i>		
Data services	20,834	15,664
Investment banking services	4,623	5,599
Training services	<u>4,367</u>	<u>6,887</u>
<b>Total</b>	<b><u>85,778</u></b>	<b><u>54,516</u></b>

The Group generally enters into service contracts with customers for a contract term less than one year. Therefore the Group has applied the practical expedient permitted under HKFRS 15 not to disclose the transaction price allocated to the unsatisfied performance obligations.



## 7 EXPENSES BY NATURE

	Unaudited Six months ended June 30, 2023 <i>RMB'000</i>	Unaudited 2022 <i>RMB'000</i>
Employee benefit expense	56,745	52,186
Offline event costs	16,098	4,126
Professional service fee	10,933	8,769
Depreciation and amortisation	10,531	7,383
Travel expenses	4,220	1,343
Advertisement expenses	2,534	2,417
Office expenses	2,443	1,944
Utilities and property management fee	1,521	964
Auditor's remuneration	726	726
Others	1,456	661
<b>Total</b>	<b>107,207</b>	<b>80,519</b>

## 8 INCOME TAX CREDIT

	Unaudited Six months ended June 30, 2023 <i>RMB'000</i>	Unaudited 2022 <i>RMB'000</i>
<b>Current income tax</b>		
Current tax on profits for the period	1,856	113
<b>Deferred income tax</b>		
Changes in deferred tax assets/liabilities	(5,550)	(6,419)
<b>Income tax credit</b>	<b>(3,694)</b>	<b>(6,306)</b>

## 9 LOSSES PER SHARE

### (a) *Basic*

The basic losses per share is calculated based on the loss attributable to equity holders of the Company for the six months ended June 30, 2023 and 2022 divided by the weighted average number of ordinary shares in issued during the period.

	<b>Unaudited Six months ended June 30, 2023 RMB'000</b>	Unaudited 2022 RMB'000
Loss attributable to owners of the Company (RMB'000)	(9,456)	(24,386)
Weighted average number of ordinary shares in issue (thousand) (i)	<u>307,230</u>	<u>311,110</u>
Basic losses per share (RMB per share)	<u><u>(0.03)</u></u>	<u><u>(0.08)</u></u>

- (i) The repurchase of shares for the six months ended June 30, 2023 and 2022 were accounted at time portion basis.

### (b) *Diluted*

For the six months ended June 30, 2023, there were no dilutive potential ordinary shares of the Company outstanding. Therefore, there was no dilution impact on weighted average number of shares on the Company.

## 10 DIVIDENDS

No dividend has been paid or declared by the Company for the six months ended June 30, 2023 (six months ended June 30, 2022: nil).

## 11 FINANCIAL INSTRUMENTS BY CATEGORY

The Group holds the following financial instruments:

	<i>Notes</i>	<b>Unaudited As at June 30, 2023 RMB'000</b>	Audited As at December 31, 2022 RMB'000
<b>Financial assets</b>			
Financial assets at amortised cost	(a)		
– Accounts receivable	12	<b>20,525</b>	54,964
– Other receivables (including current and non-current portion)		<b>13,123</b>	9,389
– Cash held on behalf of customers		<b>5,850</b>	7,454
– Short-term bank deposits		<b>344,488</b>	304,078
– Long-term bank deposits		<b>10,012</b>	–
– Cash and cash equivalents		<b>56,952</b>	142,281
Financial assets measured at fair value through profit or loss (“ <b>FVPL</b> ”)			
– Investment in wealth management products (“ <b>WMPs</b> ”)	(b)	<b>164,760</b>	115,127
– Investment in TechStar Class B Share and Promoter Warrant ( <i>Note</i> )		<b>32,643</b>	30,973
		<b>648,353</b>	664,266
<b>Financial liabilities</b>			
Financial liabilities at amortised cost	(a)		
– Accounts payable	13	<b>(5,089)</b>	(6,369)
– Other payables (excluding employee benefits payables, accrual expense and other tax payables)		<b>(3,983)</b>	(3,655)
– Lease liabilities		<b>(50,150)</b>	(46,535)
– Customer brokerage deposits		<b>(5,850)</b>	(7,454)
		<b>(65,072)</b>	(64,013)

*Note:* TechStar Acquisition Corporation (“**TechStar**”) is a special purpose acquisition company (“**SPAC**”) incorporated in the Cayman Islands with limited liability.

- (a) As at June 30, 2023 and December 31, 2022, the fair values of the financial assets and financial liabilities at amortised cost approximated their respective carrying amounts.
- (b) The WMPs were not principal guaranteed, and were therefore classified as financial assets measured at FVPL.

## 12 ACCOUNTS RECEIVABLES

	<b>Unaudited</b> As at <b>June 30,</b> <b>2023</b> <i>RMB'000</i>	Audited As at December 31, 2022 <i>RMB'000</i>
From third parties	<b>34,483</b>	53,157
From related parties	–	11,496
	<b>34,483</b>	64,653
Less: allowance for impairment	<b>(13,958)</b>	(9,689)
Total accounts receivable	<b>20,525</b>	54,964

An aging analysis of the gross accounts receivable as at June 30, 2023 and December 31, 2022, based on date of recognition, is as follows:

	<b>Unaudited</b> As at <b>June 30,</b> <b>2023</b> <i>RMB'000</i>	Audited As at December 31, 2022 <i>RMB'000</i>
Less than 3 months	<b>11,016</b>	35,211
3 months to 12 months	<b>10,230</b>	14,567
12 months to 18 months	<b>267</b>	12,251
18 months to 24 months	<b>10,395</b>	1,726
Over 24 months	<b>2,575</b>	898
	<b>34,483</b>	64,653

Based on the contract terms, the credit period granted by the Group is normally not exceeding one year.

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9. To measure the expected credit losses, accounts receivables have been grouped based on shared credit risk characteristics. The expected credit losses also incorporate forward looking information.

### 13 ACCOUNTS PAYABLE

Aging analysis of the accounts payable as at June 30, 2023 and December 31, 2022 based on the date of recognition are as follows:

	<b>Unaudited</b> <b>As at</b> <b>June 30,</b> <b>2023</b> <b><i>RMB'000</i></b>	<b>Audited</b> <b>As at</b> <b>December 31,</b> <b>2022</b> <b><i>RMB'000</i></b>
Up to 6 months	2,868	5,840
6 months to 1 year	1,721	29
1 to 2 years	–	500
2 to 3 years	500	–
	<u>5,089</u>	<u>6,369</u>

## BUSINESS OVERVIEW AND OUTLOOK

### Overview

In the first half of 2023, we recorded revenue of RMB85.8 million and gross profit of RMB17.2 million, representing an increase of 57.4% and 97.7%, respectively, as compared to the corresponding period of previous year. We are confident that along with the steady economic recovery, we will create greater value for our shareholders, clients and business partners.

We are an integrated service platform for equity investment industry, which provides data, marketing, investment banking and training services to participants in the equity investment industry. We offer a broad range of services through both online and offline channels for all participants in the equity investment industry, including investors, entrepreneurs, growth enterprises and government agencies.

- **Data Services.** We enable convenient and easy-to-navigate access to industry data and informed decision-making through our PEdata Database and research report services, leveraging our extensive data resources as well as our robust data collection, analytics and research capabilities. Our PEDATA MAX, an upgraded SaaS-based version of our PEdata Database, integrates multi-dimensional data of China's equity investment industry and provides timely, accurate and comprehensive professional data services for investors, entrepreneurs, growth enterprises and government agencies. As of June 30, 2023, our proprietary PEdata Database and PEDATA MAX had over 337,200 registered users in aggregate. We also compile customized reports to address our customers' specific information needs and support their strategic decision-making process, as well as provide periodic standardized research reports enabling industry participants to track, understand and analyze China's equity investment industry. We compiled customized reports for nearly 100 customers for the six months ended June 30, 2023.
- **Marketing Services.** We offer omni-channel marketing services through our online information platforms such as PEdaily and offline industry events, which also track industry trends and facilitate intra- and inter-industry networking. Our online information platforms offer high-quality content focused on China's equity investment industry. As of June 30, 2023, our online information platforms have accumulated over 3.0 million subscribers across our mobile applications, websites and major third-party platforms including WeChat, Weibo, Toutiao, NetEase, Sohu, Baidu, Snowball and Tencent. Our PEdaily has served a diversified customer base with its online advertising services, including an increasing

number of renowned enterprises, which contributed to our business growth. We organize offline industry events, including Zero2IPO events, customized events and salons, offering industry participants the opportunities to interact and socialize face-to-face. For the six months ended June 30, 2023, we organized one offline Zero2IPO event, eight offline customized events and three offline salons, covering an aggregate of over 5,000 participants.

- **Investment Banking Services.** We not only connect early-stage entrepreneurs and growth enterprises with investors through our online investor-entrepreneur matching platform Deal-Market, but also assist them at their growth or later stages. With our dedicated offline investment banking services, we enable early-stage entrepreneurs and growth enterprises to capture business and financing opportunities, investors to identify appropriate investment targets, and government agencies to formulate targeted local economic development strategies. Moreover, we provide entrepreneurs and growth enterprises with advisory services in private placements and mergers and acquisitions, and securities sponsorship and underwriting services for them to access public equity markets. We also offer trading, investment consulting and asset management services to investors. To that end, we have assembled a boutique investment banking team well-versed in the industry, committed to bridging together Chinese enterprises with overseas capital markets. Our Zero2IPO Securities mobile application, a secondary market trading platform focusing on Hong Kong stock market, provides investors with a full range of trading services, including real-time quotes, online trading, IPO subscription, equity capital market information and financial information.
- **Training Services.** We offer a variety of equity investment-related online and offline training courses primarily through SandHill University, SandHill College and Investment College, targeting a wide variety of audience including investment professionals, entrepreneurs, government officials, and college students seeking a career in the equity investment industry. We also provide customized training services targeting institutional customers, especially government agencies and large enterprises. Specifically, we provide a series of industry specific courses, including primarily Master courses with prominent industry investors as mentors and equity investment strategy courses, in addition to our regular course offerings at SandHill College. Our online and offline training services have provided new entrants and experienced professionals with foundational knowledge of and perceptive insights into China's equity investment industry.

## **Outlook**

China's economy is on the track of steady recovery in 2023. After 20 years of rapid growth, China's economy is progressing towards high-quality development, during the course of which equity investment has become a vital source of funding for enterprises seeking growth.

In the ever-changing and evolving business environment and landscape, it is necessary for players of all sectors to cultivate self-empowerment and improve core competitiveness. Zero2IPO has been serving as a participant, observer, and promoter in China's equity investment industry for over two decades. We are devoted to providing industry participants with comprehensive and multi-dimensional services by diversified business offerings including data analytics, marketing, training and investment banking. Our closed-loop equity investment service ecosystem comprising five major applications, namely PEDATA MAX, PEdaily, SandHill University, Deal Market and Zero2IPO Securities, which fully cover all participants of the equity investment sector and all stages of equity investment service.

Looking ahead, we will remain firmly committed to our original aspiration and mission, closely follow national development strategies and resolutely pursue prosperity for serving all links of the equity investment sector with stronger support to sustainable and high-quality development of China's equity investment market. We will improve ourselves further to offer better services and build more efficient platforms for entrepreneurs and investors, with an aim to promote virtuous interaction of innovation, entrepreneurship and investment. Meanwhile, we will fulfill our social responsibilities faithfully to facilitate healthy development of the equity investment sector and make contributions to prosperity and progress of the society.



## MANAGEMENT DISCUSSION AND ANALYSIS

### Revenue

Our revenue increased by 57.4% from RMB54.5 million for the six months ended June 30, 2022 to RMB85.8 million for the corresponding period in 2023, primarily due to the resumption of our marketing services and training services along with the alleviation of the COVID-19 impact since December 2022 in China.

### Cost of revenue

Our cost of revenue increased by 49.5% from RMB45.9 million for the six months ended June 30, 2022 to RMB68.6 million for the corresponding period in 2023, primarily due to the increase in cost of revenue relating to our marketing services and training services as a result of the increase in the number of offline industry events and training courses we organized in the six months ended June 30, 2023 as compared to the corresponding period in 2022.

### Gross profit and gross profit margin

As a result of the foregoing, our gross profit increased by 97.7% from RMB8.7 million for the six months ended June 30, 2022 to RMB17.2 million for the corresponding period in 2023. Our gross profit margin increased from 15.9% for the six months ended June 30, 2022 to 20.0% for the corresponding period in 2023, primarily because the gross margin for our marketing services and training services is returning to normal levels as a result of the resumption of such businesses since the end of 2022.

### *Data services*

Our gross profit for data services remained relatively stable at RMB14.1 million and RMB14.4 million for the six months ended June 30, 2022 and 2023, respectively. Our gross profit margin for data services remained relatively stable at 53.3% and 50.0% for the six months ended June 30, 2022 and 2023, respectively.

### *Marketing services*

Our gross profit for marketing services increased significantly from RMB4.6 million for the six months ended June 30, 2022 to RMB12.0 million for the corresponding period in 2023. Our gross profit margin for marketing services increased from 34.0% for the six months ended June 30, 2022 to 43.0% for the corresponding period in 2023, primarily because we organized more offline industry events in the six months ended June 30, 2023 as compared to the corresponding period in 2022, and such events generally bear a relatively high gross profit margin.

### ***Investment banking services***

Our gross loss for investment banking services was RMB7.8 million and RMB14.9 million for the six months ended June 30, 2022 and 2023, respectively. Our gross loss margin for investment banking services was 120.4% and 292.2% for the six months ended June 30, 2022 and 2023, respectively, primarily because (i) the revenue generated from our investment banking services decreased while the cost of revenue, primarily comprising employee benefit expenses, remained relatively stable, and (ii) our Hong Kong investment banking business is still at the ramp-up stage.

### ***Training services***

We recorded gross profit for training services of RMB5.6 million for the six months ended June 30, 2023, as compared to gross loss of RMB2.2 million for the corresponding period in 2022. Our gross profit margin for training services was 23.4% for the six months ended June 30, 2023, as compared to gross loss margin of 27.5% for the corresponding period in 2022, primarily because we organized more offline training courses in the six months ended June 30, 2023 as compared to the corresponding period in 2022, which is in line with the increased business scale of our training services.

### **Selling and marketing expenses**

Our selling and marketing expenses increased by 21.4% from RMB7.0 million for the six months ended June 30, 2022 to RMB8.5 million for the corresponding period in 2023, primarily due to the increase in employee benefit expenses as a result of increased headcount of sales and marketing personnel.

### **General and administrative expenses**

Our general and administrative expenses increased by 11.7% from RMB19.7 million for the six months ended June 30, 2022 to RMB22.0 million for the corresponding period in 2023, primarily due to the increase in depreciation attributable to our newly-leased properties.

### **Research and development expenses**

Our research and development expenses remained relatively stable at RMB7.9 million and RMB8.2 million for the six months ended June 30, 2022 and 2023, respectively.

### **Finance income, net**

Our net finance income increased significantly from RMB0.3 million for the six months ended June 30, 2022 to RMB6.4 million for the corresponding period in 2023, primarily due to the increase in interest income earned on our bank deposits.

## **Income tax credit**

Our income tax credit decreased by 41.3% from RMB6.3 million for the six months ended June 30, 2022 to RMB3.7 million for the corresponding period in 2023, primarily due to the decrease in loss before income tax.

## **Loss for the period**

As a result of the foregoing, we recorded net loss of RMB24.4 million and RMB9.8 million for the six months ended June 30, 2022 and 2023, respectively. Our net loss margin was 44.7% and 11.4% for the six months ended June 30, 2022 and 2023, respectively.

## **Total assets**

Our total assets remained relatively stable at RMB762.3 million and RMB748.0 million as of December 31, 2022 and June 30, 2023, respectively.

## **Total liabilities**

Our total liabilities decreased by 7.7% from RMB213.4 million as of December 31, 2022 to RMB197.0 million as of June 30, 2023, primarily due to (i) an decrease of RMB9.8 million in other payables, and (ii) an decrease of RMB6.7 million in income tax payables, partially offset by an increase of RMB3.9 million in lease liabilities in connection with certain new or renewed leased properties.

## **Liquidity and capital resources**

We financed our capital expenditures and working capital requirements principally with cash generated from our operations. Our liquidity and capital resources remained solid as of June 30, 2023, with cash and cash equivalents and short-term bank deposits of approximately RMB401.4 million in multiple currencies. Our working capital, calculated by current assets less current liabilities, remained relatively stable at RMB484.3 million and RMB464.3 million as of December 31, 2022 and June 30, 2023, respectively.

We actively and regularly review and manage our capital structure to maintain a balance between shareholder return and solid capital position. Our management will continue to make adjustments, when necessary, to maintain a stable capital structure and to reduce the cost of capital and manage liquidity risk.

## **Exposure to exchange rate fluctuation**

Our operations are mainly carried out in mainland China and Hong Kong, with most transactions settled in Renminbi and Hong Kong dollars. Our cash and cash equivalents and short-term bank deposits were denominated in Renminbi, Hong Kong dollars and U.S. dollars. Our reporting currency is Renminbi. Any significant exchange rate fluctuations of foreign currencies against Renminbi may have an impact on our financial position and performance.

We did not enter into any hedging transaction or forward contract arrangement to hedge our foreign exchange exposure in the first half of 2023. We manage our foreign exchange risk by closely monitoring the movement of the foreign currency rates. Our management will continue to closely monitor our capital and operational needs and manage foreign exchange risks accordingly.

## **Capital commitments**

As of June 30, 2023, we had a capital investment commitment to an investee amounting to RMB1.8 million.

## **Contingent liabilities**

As of June 30, 2023, we did not have any material contingent liability, guarantee or any litigation or claim of material importance, pending or threatened against any member of our Group.

## **Future plans for material investments and capital assets**

Save as disclosed in the prospectus of the Company dated December 16, 2020, we did not have other substantial future plans for material investments and capital assets.

## **Significant investments, material acquisitions and disposals**

For the six months ended June 30, 2023, we did not hold any significant investments, except the wealth management products we invested in to preserve the time value of our cash reserves. As of June 30, 2023, none of the aforementioned wealth management products that subscribed with the same financial institution had an aggregate value of 5% or more of the total assets of our Group.

For the six months ended June 30, 2023, we did not make any material acquisitions or disposals of subsidiaries or affiliated companies.

## **Charge on Group's assets**

As of June 30, 2023, we had no charges on our assets.

## **Borrowings**

As of June 30, 2023, we did not have any outstanding bank loans or other borrowings.

## **Gearing ratio**

As of June 30, 2023, our gearing ratio, calculated as total liabilities divided by total assets, was 26.3%, which decreased slightly from 28.0% as of December 31, 2022.

## **OTHER INFORMATION**

### **Employees**

The Group had 333 employees as of June 30, 2023, as compared to 329 employees as of June 30, 2022. For the six months ended June 30, 2023, the Group incurred a total staff costs (including Directors' emoluments) of RMB56.7 million. The Group enters into employment contracts with its employees to cover matters such as position, term of employment, wage, employee benefits and liabilities for breaches and grounds for termination.

Remuneration of the Group's employees includes salaries, performance-based cash bonuses and other incentives. As required under applicable laws and regulations, the Group makes contributions to social insurance fund, including pension, medical, unemployment, maternity and work-related injury, and to housing provident fund for the Group's employees. The Group has adopted a training protocol, pursuant to which the Group provides pre-employment and regular continuing management and technical training to the Group's employees.

We recognize the importance of keeping the Directors updated with the latest information of duties and obligations of a director of a company whose shares are listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the general regulatory and environmental requirements for such listed company. To meet this goal, we are committed to our employees' continuing education and development.

### **Use of Proceeds**

The ordinary shares of the Company (the "**Shares**") were listed and commenced trading on Stock Exchange on December 30, 2020. The net proceeds (after deduction of underwriting fees and commissions and related costs and expenses) received by the Company from the global offering of the Company amounted to approximately HK\$386.9 million, and an additional net proceeds of approximately HK\$66.0 million were received by the Company from the allotment and issue of Shares as a result of the full exercise of the over-allotment option (collectively, the "**Net Proceeds**").

As disclosed in the Company’s announcement dated June 6, 2022 (the “**Change in Use of Proceeds Announcement**”), having carefully considered the business environment and development needs of the Group, the Board had resolved and approved to re-allocate the unutilized Net Proceeds.

The following table sets forth the details of the Net Proceeds originally raised, utilized and unutilized Net Proceeds as of the dates indicated:

	Originally raised Net Proceeds Amount <i>HK\$ million</i>	Unutilized Net Proceeds as of April 30, 2022 as disclosed in the Change in Use of Proceeds Announcement Amount <i>HK\$ million</i>	Balance of the unutilized Net Proceeds after re-allocation as of April 30, 2022 as disclosed in the Change in Use of Proceeds Announcement Amount <i>HK\$ million</i>	Utilized Net Proceeds since April 30, 2022 and up to June 30, 2023 Amount <i>HK\$ million</i>	Unutilized Net Proceeds as of June 30, 2023 Amount <i>HK\$ million</i>
To expand geographical coverage in China	178.4	121.8	91.8	51.8	40.0
To improve offline service offerings and capture the industry trend toward online-offline integration	44.4	34.6	34.6	0.2	34.4
To upgrade online platforms and enrich online service offerings	26.3	8.7	8.7	8.4	0.3
To enhance sales and marketing efforts	44.8	34.5	34.5	7.5	27.0
To scale services into overseas emerging markets, such as Southeast Asia and India, in order to capture significant growth opportunities	25.4	25.4	25.4	–	25.4
To selectively pursue investment and acquisition opportunities	90.6	78.5	58.5	–	58.5
To develop investment banking services	–	–	50.0	35.3	14.7
To be used for additional working capital and other general corporate purposes	43.0	33.8	33.8	4.0	29.8
<b>Total</b>	<b>452.9</b>	<b>337.3</b>	<b>337.3</b>	<b>107.2</b>	<b>230.1</b>

The Company currently expects to fully utilize the Net Proceeds by December 2024. The expected timeline is based on the estimation of future market conditions made by the Group. It may be subject to changes based on the current and future development of market conditions.

### **Compliance with Corporate Governance Code**

The Company recognizes the importance of good corporate governance for enhancing the management of the Company as well as preserving the interests of the shareholders of the Company as a whole. The Company has adopted the code provisions set out in the Corporate Governance Code (the “**CG Code**”) as contained in Appendix 14 to the Listing Rules as its own code to govern its corporate governance practices.

In the opinion of the Directors, the Company has complied with the code provisions contained in the CG Code for the six months ended June 30, 2023, save for deviation from code provision C.2.1 of the CG Code.

Code provision C.2.1 of the CG Code stipulates that the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. The roles of the chairman and chief executive officer of the Company are held by Mr. NI Zhengdong. The Board believes that vesting the roles of both chairman and chief executive officer in Mr. NI Zhengdong has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. In light of the above, the Board considers that the deviation from code provision C.2.1 of the CG Code is appropriate in the circumstances of the Company.

The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

### **Compliance with the Model Code for Securities Transactions**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuer (the “**Model Code**”) set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors’ securities transactions. Having made specific enquiries of all Directors, each of the Directors has confirmed that he/she has complied with the required standards as set out in the Model Code during the six months ended June 30, 2023.

The Group’s employees, who are likely to be in possession of inside information of the Group, are also subject to the Model Code for securities transactions. No incident of non-compliance of the Model Code by the employees was noted by the Company during the six months ended June 30, 2023.

## Purchase, Sale or Redemption of the Company's Listed Securities

During the six months ended June 30, 2023, the Company repurchased a total of 734,800 Shares at an aggregate consideration of approximately HK\$1.96 million on the Stock Exchange in order to reflect the Company's confidence in its long-term business prospects and to enhance the value of the Shares thereby improving the return to shareholders of the Company. The details of the repurchase of such Shares are set out as follows:

Month of repurchase	Number of Shares repurchased	Maximum price paid per Share (HK\$)	Minimum price paid per Share (HK\$)	Total consideration (HK\$'000)
January 2023	350,400	3.00	2.80	1,007
February 2023	253,600	2.90	2.58	690
March 2023	29,200	2.40	2.25	68
April 2023	24,400	2.31	2.22	55
May 2023	9,600	1.81	1.66	17
June 2023	67,600	1.95	1.70	123
<b>Total</b>	<b>734,800</b>			<b>1,960</b>

All the 734,800 Shares repurchased during the six months ended June 30, 2023 were cancelled as at the date of this announcement and the issued share capital of the Company was reduced by the nominal value thereof.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended June 30, 2023.

## Audit Committee and Review of Financial Statements

The Audit Committee comprising three independent non-executive Directors, namely Ms. YU Bin (being the chairwoman of the Audit Committee), Mr. YE Daqing and Mr. ZHANG Min, has reviewed with the management of the Company the interim results of the Company for the six months ended June 30, 2023. The Audit Committee has also reviewed the accounting policies and practices adopted by the Company and discussed matters in relation to, among others, risk management, internal control and financial reporting of the Group with the management and the auditor of the Company. The Audit Committee was satisfied that the Group's interim financial results for the six months ended June 30, 2023 were prepared in accordance with applicable accounting standards and fairly present the Group's financial position and results for the six months ended June 30, 2023.



In addition, the Company's external auditor, PricewaterhouseCoopers, has performed an independent review of the Group's interim condensed consolidated financial information for the six months ended June 30, 2023 in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants.

### **Interim Dividend**

The Board has resolved not to recommend payment of any interim dividend for the six months ended June 30, 2023.

### **Subsequent Event**

Save for the repurchase of 27,200 Shares by the Company on the Stock Exchange during the period from July 3, 2023 to July 10, 2023, there has been no other significant event subsequent to June 30, 2023 and up to the date of this announcement that is required to be disclosed by the Company.

### **PUBLICATION OF INTERIM RESULTS ANNOUNCEMENT AND INTERIM REPORT**

This announcement is published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.zero2ipo.cn](http://www.zero2ipo.cn)). The interim report of the Company for the six months ended June 30, 2023 will be dispatched to the shareholders of the Company and published on the aforesaid websites in due course.

### **APPRECIATION**

On behalf of the Board, I would like to thank all our colleagues for their diligence, dedication, loyalty and integrity. I would also like to thank all our shareholders, customers, bankers and other business associates for their trust and support.

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

Beijing, the PRC, August 11, 2023

*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.*