
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in Zhongguancun Science-Tech Leasing Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中關村科技租賃股份有限公司 ZHONGGUANCUN SCIENCE-TECH LEASING CO., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1601)

- (1) ANNUAL FINANCIAL REPORT FOR THE YEAR 2021;**
- (2) REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021;**
- (3) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2021;**
- (4) ANNUAL REPORT FOR THE YEAR 2021;**
- (5) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2021;**
- (6) RE-APPOINTMENT OF AUDITORS FOR THE YEAR 2022;**
- (7) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (8) PROPOSED REGISTRATION FOR ISSUE OF
INSURANCE ASSET-BACKED SECURITIES;**
- (9) GENERAL MANDATE TO ISSUE BONDS;**
- (10) GENERAL MANDATE TO ISSUE NEW H SHARES;**
- (11) GENERAL MANDATE TO REPURCHASE H SHARES;**
- AND**
- (12) NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

The Annual General Meeting, the Domestic Share Class Meeting and the H Share Class Meeting of Zhongguancun Science-Tech Leasing Co., Ltd. will be held at Conference Room 617, Floor 6, Suite 7, Courtyard 2, No. 1 West Third Ring North Road, Haidian District, Beijing, the PRC on Friday, May 20, 2022 at 3:00 p.m., 4:00 p.m. or immediately after the conclusion of the Annual General Meeting or any adjournment thereof (whichever is later), and 4:30 p.m. or immediately after the conclusion of the Domestic Share Class Meeting or any adjournment thereof (whichever is later), respectively. The notices convening the Annual General Meeting, the Domestic Share Class Meeting and the H Share Class Meeting are set out on pages 21 to 23, 24 to 25 and 26 to 27 of this circular, respectively.

The relevant forms of proxy for use at the Annual General Meeting, the Domestic Share Class Meeting and the H Share Class Meeting are enclosed with this circular and such forms of proxy are also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.zgclease.com). Whether or not you intend to attend the Annual General Meeting, the Domestic Share Class Meeting and the H Share Class Meeting, you are requested to complete and return the enclosed form(s) of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for the holding of the Annual General Meeting, the Domestic Share Class Meeting and the H Share Class Meeting or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending the meeting(s) and voting in person if you so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2021 Annual Report”	the annual report of the Company for the year ended December 31, 2021, which was despatched to the Shareholders and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.zgclease.com)
“Annual General Meeting” or “AGM”	the 2021 annual general meeting of the Company to be held on Friday, May 20, 2022 at 3:00 p.m., to consider and, if thought fit, to approve the resolutions contained in the notice of the Annual General Meeting which is set out on pages 21 to 23 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board of Supervisors”	the board of supervisors of the Company
“Board of Directors”	the board of directors of the Company
“Class Meetings”	collectively, the Domestic Share Class Meeting and the H Share Class Meeting
“Company”	Zhongguancun Science-Tech Leasing Co., Ltd. (中關村科技租賃股份有限公司), a joint stock company incorporated under the laws of the PRC with limited liability, H Shares of which are listed on the main board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for or credited as fully paid in RMB
“Domestic Share Class Meeting”	the 2022 first Domestic Share class meeting of the Company to be held on Friday, May 20, 2022 at 4:00 p.m. or immediately after the conclusion of the Annual General Meeting or any adjournment thereof (whichever is later), to consider and, if thought fit, to approve the resolutions contained in the notice of such meeting which is set out on pages 24 to 25 of this circular
“Domestic Shareholder(s)”	the holder(s) of the Domestic Share(s)

DEFINITIONS

“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in HK\$ and listed on the Stock Exchange
“H Share Class Meeting”	the 2022 first H Share class meeting of the Company to be held on Friday, May 20, 2022 at 4:30 p.m. or immediately after the conclusion of the Domestic Share Class Meeting or any adjournment thereof (whichever is later), to consider and, if thought fit, to approve the resolutions contained in the notice of such meeting which is set out on pages 26 to 27 of this circular
“H Shareholder(s)”	the holder(s) of the H share(s)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 11, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
“PRC” or “China”	the People’s Republic of China, for the purpose of this circular and for geographic reference, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

DEFINITIONS

“Share(s)”	collectively, the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“ZGC Group”	Zhongguancun Development Group Co., Ltd. (中關村發展集團股份有限公司), a company incorporated under the laws of the PRC with limited liability on March 31, 2010 and is one of the controlling Shareholders of the Company. The ultimate beneficial owner of which is the People’s Government of Beijing Municipality (北京市人民政府)
“ZGC Investment Center”	Beijing Zhongguancun Development & Investment Center (北京中關村發展投資中心), a company incorporated under the laws of the PRC with limited liability on November 27, 2013 and also one of the controlling shareholders of the Company

LETTER FROM THE BOARD



中關村科技租賃股份有限公司
ZHONGGUANCUN SCIENCE-TECH LEASING CO., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1601)

Non-executive Directors:

Mr. DUAN Hongwei (*Chairman*)
Mr. LOU Yixiang
Mr. ZHANG Shuqing
Mr. DU Yunchao

Executive Directors:

Mr. HE Rongfeng
Mr. HAUNG Wen

Independent Non-executive Directors:

Mr. CHENG Dongyue
Mr. WU Tak Lung
Ms. LIN Zhen

Registered Office:

1610, 16/F
Building 101 (2-16/F)
No. 21 Rongda Road
Chaoyang District, Beijing
the PRC

*Headquarters and Principal Place of
Business in China:*

Floor 5 & 6, Suite 7, Courtyard 2
No. 1 West Third Ring North Road
Haidian District, Beijing
the PRC

Principal Place of Business in Hong Kong:

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

April 20, 2022

To the Shareholders

Dear Sir/Madam,

- (1) ANNUAL FINANCIAL REPORT FOR THE YEAR 2021;
(2) REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021;
(3) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2021;
(4) ANNUAL REPORT FOR THE YEAR 2021;
(5) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2021;
(6) RE-APPOINTMENT OF AUDITORS FOR THE YEAR 2022;
(7) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(8) PROPOSED REGISTRATION FOR ISSUE OF
INSURANCE ASSET-BACKED SECURITIES;
(9) GENERAL MANDATE TO ISSUE BONDS;
(10) GENERAL MANDATE TO ISSUE NEW H SHARES;
(11) GENERAL MANDATE TO REPURCHASE H SHARES;
AND
(12) NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you notices of the Annual General Meeting and the Class Meetings and to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the Annual General Meeting and the Class Meetings as described below.

ORDINARY RESOLUTIONS

1. ANNUAL FINANCIAL REPORT FOR THE YEAR 2021

An ordinary resolution will be proposed at the Annual General Meeting to receive, consider and approve the annual financial report of the Company for the year 2021. The audited financial statements, which were prepared in compliance with the International Financial Reporting Standards, and the independent auditor's report of the Company for the year 2021 have been set out in the 2021 Annual Report. Please refer to the 2021 Annual Report published on the websites of the Stock Exchange and the Company.

2. REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021

An ordinary resolution will be proposed at the Annual General Meeting to receive, consider and approve the report of the Board of Directors for the year 2021. Please refer to the report of the Board of Directors as set out in the 2021 Annual Report.

3. REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2021

An ordinary resolution will be proposed at the Annual General Meeting to receive, consider and approve the report of the Board of Supervisors for the year 2021. Please refer to the report of the Board of Supervisors as set out in the 2021 Annual Report.

4. ANNUAL REPORT FOR THE YEAR 2021

An ordinary resolution will be proposed at the Annual General Meeting to receive, consider and approve the annual report of the Company for the year 2021. Please refer to the 2021 Annual Report published on the websites of the Stock Exchange and the Company.

LETTER FROM THE BOARD

5. PROFIT DISTRIBUTION PLAN FOR THE YEAR 2021

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the profit distribution plan of the Company for the year 2021.

Pursuant to the relevant requirements as stipulated in the Company Law of the PRC (the “**PRC Company Law**”) and the Articles of Association, and taking into consideration the needs of capital with respect to Shareholders’ returns and the business development of the Company, the Board of Directors recommended the profit distribution plan of the Company for the year 2021 as follows:

- (1) The net profit of the Group for the year 2021 amounted to approximately RMB196 million; the total amount of profit distribution amounted to RMB60,000,000 (inclusive of tax), accounting for 31% of the net profit of the Group for the year 2021.
- (2) Based on the total share capital of the Company of 1,333,334,000 Shares, the Board of Directors proposes to make a dividend distribution in cash of RMB0.045 per Share (inclusive of tax) to the Shareholders whose names appear on the register of members of the Company on Monday, June 6, 2022. In principle, payments will be made to Domestic Shareholders in RMB and H Shareholders in HK\$. Such dividend is expected to be paid on or around Monday, July 18, 2022, subject to the Shareholders’ approval at the Annual General Meeting. The exchange rate of HK\$ will be the average closing price of RMB against HK\$ announced by the People’s Bank of China for the five working days prior to the date of dividend distribution declaration.

6. RE-APPOINTMENT OF AUDITORS FOR THE YEAR 2022

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the re-appointment of auditors for the year 2022 and to authorize the audit committee of the Board to fix their remuneration.

Considering that KPMG Huazhen LLP (issuance of audit report in accordance with the standards in the PRC) and KPMG (issuance of audit report in accordance with the international standards) (hereinafter referred to as “**KPMG**”) can adhere to the principle of independent audit during the Company’s audit works in 2021 and perform their duties in accordance with the Accounting Standards for Business Enterprises and the relevant accounting rules, and the content of the reports is fair and impartial, the Board of Directors proposes to continue to appoint KPMG as its financial auditor and other conventional audit institution in 2022, with the term of appointment starting from January 1, 2022 till the date of making a resolution relating to the appointment of the auditors at the 2022 annual general meeting of the Company. It is also proposed at the Annual General Meeting to approve the authorization to the audit committee of the Board of Directors to determine the service fees of KPMG for the year 2022 within the scope of no more than RMB2.6 million (inclusive of tax).

LETTER FROM THE BOARD

SPECIAL RESOLUTIONS

7. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution will be proposed at the Annual General Meeting to consider and approve the proposed amendments to the Articles of Association.

Reference is made to the announcement of the Company dated March 28, 2022 regarding the proposed amendments to the Articles of Association.

Due to the change of the name of the Company's sponsor shareholder, the Board of Directors proposes to modify the provision relating to the name of the sponsor shareholder in the Articles of Association (the "**Proposed Amendment to the Articles of Association**"). Details of the proposed amendment are as follows:

Original Article

Article 2 ...

The promoters of the Company and their types of capital contributions, the number of shares subscribed, the proportion of shares and the time of contribution are as follows:

No.	Name of Promoter	Type of Capital Contribution	the Number of Shares Subscribed (10,000 shares)	Proportion of shares	Time of Contribution
1	Zhongguancun Development Group Co., Ltd.*	Net assets converted into shares	60,000	60%	August 13, 2019
2	Beijing Chaoyang State-owned Capital Operation and Management Center*	Net assets converted into shares	10,000	10%	August 13, 2019
3	Beijing Chaoyang District Wangjing Xinxing Industry Zone Comprehensive Development Company*	Net assets converted into shares	10,000	10%	August 13, 2019
4	Nanshan Group Capital Investment Co., Ltd.*	Net assets converted into shares	9,990	9.99%	August 13, 2019
5	Beijing OriginWater Technology Co., Ltd.*	Net assets converted into shares	6,010	6.01%	August 13, 2019
6	Beijing Zhongguancun Finance Group Co., Ltd.*	Net assets converted into shares	4,000	4%	August 13, 2019
Total		-	<u>100,000</u>	<u>100%</u>	-

LETTER FROM THE BOARD

Revised Article

Article 2 ...

The promoters of the Company and their types of capital contributions, the number of shares subscribed, the proportion of shares and the time of contribution are as follows:

No.	Name of Promoter	Type of Capital Contribution	the Number of Shares Subscribed (10,000 shares)	Proportion of shares	Time of Contribution
1	Zhongguancun Development Group Co., Ltd.*	Net assets converted into shares	60,000	60%	August 13, 2019
2	<u>Beijing Chaoyang State-owned Capital Operation Management Company Limited *</u>	Net assets converted into shares	10,000	10%	August 13, 2019
3	Beijing Chaoyang District Wangjing Xinxing Industry Zone Comprehensive Development Company*	Net assets converted into shares	10,000	10%	August 13, 2019
4	Nanshan Group Capital Investment Co., Ltd.*	Net assets converted into shares	9,990	9.99%	August 13, 2019
5	Beijing OriginWater Technology Co., Ltd.*	Net assets converted into shares	6,010	6.01%	August 13, 2019
6	Beijing Zhongguancun Finance Group Co., Ltd.*	Net assets converted into shares	4,000	4%	August 13, 2019
Total		-	100,000	100%	-

In respect of the Proposed Amendment to the Articles of Association, 1 article will be amended, and no article will be added or deleted. The number of articles of the amended Articles of Association remains the same. The Articles of Association is written in Chinese and the English translated version is for reference only. In case of inconsistency between the Chinese and English versions of the Articles of Association, the Chinese version shall prevail.

LETTER FROM THE BOARD

8. PROPOSED REGISTRATION FOR ISSUE OF INSURANCE ASSET-BACKED SECURITIES

A special resolution will be proposed at the Annual General Meeting to consider and approve the proposed registration for issue of insurance asset-backed securities.

(1) Issuance Plan of Insurance Asset-backed Securities

- (i) Original owner: the Company;
- (ii) Underlying assets: The rights of the Company to trade account receivables under its finance lease contracts;
- (iii) Offer size: Not more than RMB1 billion, to be issued in one single tranche or multiple tranches during the registered term subject to the market conditions and the actual capital requirements of the Company;
- (iv) Credit enhancement method: 1.1 times excess coverage; the Company provides the first shortfall payment undertaking and ZGC Group provides the second shortfall payment undertaking;
- (v) Term of issue: 5 + 5 years (after the expiration of the fifth year, it can be renewed for five years by consensus of the Company and the trustee of the insurance asset-backed securities);
- (vi) Interest rate: To be determined according to the guided price and market conditions at the time of issue;
- (vii) Use of proceeds: The proceeds will be used for replenishment of working capital, repayment of borrowings from financial institutions and any other purposes approved by trade associations/stock exchanges; and
- (viii) Term of validity of the resolution: Since the date of approval by the shareholders in the general meeting, and effective through the validity period of registration, issuance and existence of insurance asset-backed securities issued within the offer limit

(2) Authorisation

A special resolution will be proposed at the AGM to grant authorisation to the Board of Directors, or any person authorised by the Board of Directors, to determine at his sole discretion and to handle all matters relating to the issue of the insurance asset-backed securities, including but not limited to determining the issue place, timing of issue, issue method, size of issue, tranches of issue, interest rate and use of proceeds, signing necessary documents if required, appointing intermediaries such as the relevant underwriter, credit rating institution, certified public accounting firm and law firm, completing necessary formalities and taking such other relevant actions if required, subject to the issue plan set forth above.

LETTER FROM THE BOARD

9. GENERAL MANDATE TO ISSUE BONDS

A special resolution will be proposed at the Annual General Meeting to consider and approve the granting of a general mandate to the Board of Directors to issue bonds of the Company.

According to the provisions of the PRC Company Law, the Listing Rules and the Articles of Association, in order to broaden financing channels, enhance financing ability and reduce financing costs of the Company, the Board of Directors proposes to issue domestic bond products of the Company (the “**Bond Products**”) through single or multiple-tranche issuances. The Bond Products will consist of (as the case may be) super short-term commercial paper, asset securitization products (including but not limited to asset-backed securities, asset-backed note) and debt financing plan.

In order to leverage on the favorable opportunities in the market, the Board of Directors intends to propose at the Annual General Meeting to grant a general mandate to the Board of Directors to issue the Bond Products. Please see details as follows:

- (1) Issuer: the Company.
- (2) Size of issuance: the size of new issuances will be no more than RMB4.0 billion in aggregate, and shall be in compliance with the requirements prescribed in the relevant laws and regulations regarding the maximum amount of the Bond Products to be issued.
- (3) Method of issuance: by approval or filing with the China’s Stock Exchange and other relevant authorities according to the relevant regulations, the Bond Products will be offered on a single or multiple-tranche issuances to the public within the PRC, or issued under non-public targeted issuance specifically to qualified investors in accordance with the relevant regulations.
- (4) Guarantee arrangement: according to the characteristics and needs of financing, the Company will adopt internal and external credit enhancement mechanisms, including but not limited to guarantee provided by the Company, asset mortgage, pledge guarantee, third-party guarantee, balance supplement letter, balance payment commitment letter.
- (5) Use of proceeds: the proceeds, after deducting the issuing expense, will be used for repaying the debts of the Company, launching finance lease projects, replenishing liquidity and other purpose as permitted by applicable laws and regulations.

LETTER FROM THE BOARD

- (6) Authorization: to ensure effective coordination of the issuance of Bond Products and specific matters in the issuance process, the Board of Directors proposes at the Annual General Meeting to authorize the Board of Directors to deal with all matters in relation to the issuance of Bond Products at its absolute discretion in accordance with the requirements under the relevant laws and regulations and the opinions and advice from the regulatory authorities, within the framework and under the principles considered and approved at the Annual General Meeting, and in compliance with the general principle of acting in the best interest of the Company, including but not limited to:
- (i) to determine the specific terms, conditions and related matters of the Bond Products to be issued under the general mandate (including but not limited to determination of the category, total principal amount, interest rate or its methods of determination, terms, credit rating, guarantee, protection measures for repayment, any repurchase or redemption terms, any placement arrangement, option to adjust nominal interest rate and use of proceeds.);
 - (ii) to make all necessary and incidental arrangements for the issue of the Bond Products under the general mandate (including but not limited to obtaining approvals, engaging intermediaries, determination of underwriting arrangements, preparation and dissemination of relevant application documents to regulatory authorities and obtaining approvals from such regulatory authorities);
 - (iii) to make all necessary arrangements for the implementation of the issue of the Bond Products under the general mandate (including but not limited to execution of all requisite documents and disclosures of relevant information in accordance with applicable laws); and
 - (iv) in case of any changes in regulatory policies or market conditions, to adjust the specific proposals relating to the issue or other related matters according to the opinion of regulatory authorities.
- (7) Validity Period of the aforesaid general mandate to issue Bond Products of the Company: the general mandate shall be valid from the date on which the resolution is passed at the Annual General Meeting until the conclusion of the next annual general meeting of the Company (if the registration period of any product exceeds the next annual general meeting of the Company, until the expiration date of the registration period of such product), except any offer, agreement or resolution made or granted by the Board of Directors in connection with the bond financing business during the validity period which may require the exercise of relevant powers after the end of the validity period.

LETTER FROM THE BOARD

10. GENERAL MANDATE TO ISSUE NEW H SHARES

A special resolution will be proposed at the Annual General Meeting to approve the granting of a general mandate to the Board of Directors to issue new H Shares.

Pursuant to the requirements of the PRC Company Law, the Securities Law of the PRC, the Listing Rules and the Articles of Association, and in order to grasp market opportunities, ensure flexibility in issuing new shares and stay in line with the practices of H-share listed companies, the Board of Directors intends to propose at the AGM to approve the granting of a general mandate to the Board of Directors by a special resolution to authorize the Board of Directors to decide to, subject to market condition and the needs of the Company, separately or concurrently issue, allot and deal with new H Shares not exceeding 20% of the aggregate number of H Shares in issue at the date of the passing of the resolution in the AGM.

(1) Details of the General Mandate

The details of the aforesaid general mandate to issue new H Shares include but are not limited to:

- (i) Granting of a general mandate to issue new H Shares to the Board of Directors to, subject to market condition and the needs of the Company, separately or concurrently issue, allot and deal with new shares of the issued H Shares and make or grant offers, agreements, or options in relation to such H Shares during the Relevant Period (as defined below).
- (ii) The aggregate number of H Shares to be conditionally or unconditionally allotted by the Board of Directors (whether pursuant to the exercise of options or otherwise) shall not exceed 20% of the number of the existing H Shares in issue as at the date of the passing of this resolution at the AGM.
- (iii) The Board of Directors be authorized to, when exercising its power under the general mandate to issue new H Shares, formulate and implement detailed issuance plan, including but not limited to the pricing mechanism and/or issuance price (including price range), number of H Shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to allot shares to existing H Shareholders.
- (iv) The Board of Directors be authorized to engage the services of professional advisors for H Share issuance related matters, and to approve and execute all acts, deeds, documents or other matters necessary, appropriate or required for the share issuances; approve and execute, on behalf of the Company, agreements related to H Share issuance, including but not limited to underwriting agreement and engagement agreements of professional advisors.

LETTER FROM THE BOARD

- (v) The Board of Directors be authorized to approve and execute, on behalf of the Company, statutory documents in relation to H Share issuance to be submitted to regulatory authorities, to carry out any necessary approval procedures as required by regulatory authorities and at venues in which the Company is listed, and to complete all necessary filings, registrations and records with the relevant governmental authorities of Hong Kong and/or any other regions and jurisdictions (if applicable).
- (vi) The Board of Directors be authorized to amend, as required by regulatory authorities within or outside the PRC, agreements and statutory documents referred to in (iv) and (v) above.
- (vii) The Board of Directors be authorized to increase the registered capital of the Company after a H Share issuance, and to make corresponding amendments to the Articles of Association relating to share capital and shareholdings, etc. and the operation management of the Company be authorized to carry out the relevant procedures.

As at the Latest Practicable Date, there were an aggregate of 493,334,000 H Shares in issue. Subject to the passing of the special resolution of the general mandate to issue new H Shares, the Company would be allowed under this general mandate to issue additional H Shares up to a maximum of 98,666,800 H Shares, on the basis that no further H Shares will be issued or repurchased prior to the Annual General Meeting.

(2) Validity Period of the General Mandate

The exercising of the mandate referred to above shall only be valid in the Relevant Period, except if the Board of Directors has made or granted offers, agreements or options during the Relevant Period in relation to the issuance of H Shares, which may require further promotion or implementation after the Relevant Period. The “Relevant Period” refers to the period from the passing of this resolution as a special resolution at the AGM until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the 12-month period following the passing of this resolution as a special resolution at the AGM; and
- (iii) the revocation or variation of the authority under this resolution by passing of a special resolution at a general meeting of the Company.

The exercising of the power granted under the aforesaid general mandate to issue new H Shares by the Board of Directors is subject to all the necessary approvals of the China Securities Regulatory Commission and/or the relevant authorities of the PRC and in accordance with the PRC Company Law and the relevant requirements under the Listing Rules.

LETTER FROM THE BOARD

11. GENERAL MANDATE TO REPURCHASE H SHARES

A special resolution will be proposed at the Annual General Meeting, Domestic Share Class Meeting and the H Share Class Meeting to approve the general mandate to repurchase H Shares.

Pursuant to the requirements of the PRC Company Law, the Securities Law of the PRC, the Listing Rules and the Articles of Association, and in order protect the best interests of the Company and its shareholders, further improve the long-term investment value of the Company's Shares and enhance the confidence of investors, and stay in line with the practices of H-share listed companies, the Board of Directors intends to propose at the AGM and the Class Meetings to approve the granting of a general mandate to the Board of Directors by a special resolution to authorize the Board of Directors to decide to, subject to market condition and the needs of the Company, repurchase H Shares not exceeding 10% of the aggregate number of H Shares in issue at the date of the passing of the resolution in the AGM and the Class Meetings.

(1) the PRC Company Law and Listing Rules Requirements

The PRC Company Law provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the following purposes:

- (i) reducing its registered share capital;
- (ii) merging with another company that holds shares in the Company;
- (iii) utilising shares for employee stock ownership plan or share incentive scheme;
- (iv) making the repurchase at the request of its shareholders who disagree with shareholders' resolutions in connection with a merger or spin-off;
- (v) utilising shares for converting the convertible corporate bonds issued by the listed companies; or
- (vi) safeguarding its corporate value and its shareholders' rights and interests as a listed company, when necessary.

Therefore, the Company may, with the approval of the relevant competent authority and in accordance with the procedures stipulated in the Articles of Association, repurchase its outstanding Shares in issue for the above-mentioned purposes.

The Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the directors to repurchase the H shares of such company that are listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by its shareholders at a general meeting and special resolutions passed by holders of domestic shares and holders of H shares at separate class meetings.

LETTER FROM THE BOARD

(2) Details of the General Mandate

The details of the aforesaid general mandate to repurchase H Shares include but are not limited to:

- (i) establishing a special securities account for the repurchase and other related matters;
- (ii) selecting a good opportunity to repurchase the H Shares during the repurchase period, taking into account factors such as timing, price and quantity;
- (iii) making adjustment to specific implementation plans in accordance with relevant stipulations and the requirements of regulators, and handling other matters relating to the repurchase of H Shares;
- (iv) making corresponding modification to relevant clauses in the Articles of Association relating to the registered capital, total share capital and other items according to the actual repurchase situation, and conducting industrial and commercial registration formalities;
- (v) determining the continuation or termination of the Repurchase Scheme based on the Company's actual circumstance, the Company's share price performance and other comprehensive factors; and
- (vi) handling other matters that are not stated above but are necessary for the repurchase of H Shares in accordance with relevant stipulations (i.e. applicable laws and regulations, and relevant provisions of regulatory authorities).

(3) Validity Period of the General Mandate

The exercising of the mandate referred to above shall only be valid in the Relevant Period. The "Relevant Period" refers to the period from the passing of this resolution as a special resolution at the AGM and Class Meetings until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the 12-month period following the passing of this resolution as a special resolution at the AGM and Class Meetings; and
- (iii) the revocation or variation of the authority under this resolution by passing of a special resolution at a general meeting of the Company.

The exercising of the power granted under the aforesaid general mandate to repurchase H Shares by the Board of Directors is subject to all the necessary approvals of the China Securities Regulatory Commission and/or the relevant authorities of the PRC and in accordance with the PRC Company Law and the relevant requirements under the Listing Rules. An explanatory statement containing information regarding the general mandate to repurchase H Shares is set out in the Appendix to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING AND CLASS MEETINGS

The Annual General Meeting, the Domestic Share Class Meeting and the H Share Class Meeting will be held at Conference Room 617, Floor 6, Suite 7, Courtyard 2, No. 1 West Third Ring North Road, Haidian District, Beijing, the PRC on Friday, May 20, 2022 at 3:00 p.m., 4:00 p.m. or immediately after the conclusion of the Annual General Meeting or any adjournment thereof (whichever is later), and 4:30 p.m. or immediately after the conclusion of the Domestic Share Class Meeting or any adjournment thereof (whichever is later), respectively.

The notices of the Annual General Meeting, the Domestic Share Class Meeting and the H Share Class Meeting are set out on pages 21 to 23, pages 24 to 25 and pages 26 to 27 of this circular, respectively.

Shareholders who intend to attend the AGM and/or the Class Meetings by proxy are required to complete and return the relevant form(s) of proxy, in accordance with the instructions printed thereon as soon as possible and in any event not later than 24 hours before the time appointed for the holding of such meeting(s) or any adjournment thereof. Completion and return of the relevant form(s) of proxy will not preclude you from attending and voting in person at such meeting(s) or any adjournment thereof should you so wish.

CLOSURES OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the forthcoming Annual General Meeting and/or the Class Meetings, the register of members of the Company will be closed from Monday, May 16, 2022 to Friday, May 20, 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming Annual General Meeting and/or the Class Meetings, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's headquarters and principal place of business in China at Floor 6, Suite 7, Courtyard 2, No. 1 West Third Ring North Road, Haidian District, Beijing, the PRC (for holders of domestic shares) or the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) not later than 4:30 p.m. on Friday, May 13, 2022, for registration.

For determining the entitlement to the proposed final dividend, subject to approval by the Shareholders at the forthcoming Annual General Meeting, the register of members of the Company will be closed from Monday, May 30, 2022 to Monday, June 6, 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's headquarters and principal place of business in China at Floor 6, Suite 7, Courtyard 2, No. 1 West Third Ring North Road, Haidian District, Beijing, the PRC (for holders of domestic shares) or the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) not later than 4:30 p.m. on Friday, May 27, 2022, for registration.

LETTER FROM THE BOARD

VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, the votes of Shareholders at the Annual General Meeting and the Class Meetings will be taken by poll.

RECOMMENDATION

The Directors are of the view that all resolutions set out in the notices of the Annual General Meeting, the Domestic Share Class Meeting and the H Share Class Meeting to be considered and approved by the Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favor of all resolutions to be proposed at the Annual General Meeting, the Domestic Share Class Meeting and the H Share Class Meeting.

By order of the Board
Zhongguancun Science-Tech Leasing Co., Ltd.
DUAN Hongwei
Chairman

Beijing, the PRC, April 20, 2022

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the requisite information for the Shareholders to consider the proposed general mandate to repurchase H Shares.

1. DESCRIPTION AND NUMBER OF SHARES PROPOSED TO BE REPURCHASED

As at the Latest Practicable Date, the total number of Shares issued by the Company is 1,333,334,000 (including 840,000,000 Domestic Shares and 493,334,000 H Shares).

Subject to the approval of the proposed resolution(s) for the grant of the General Mandate to repurchase H shares and on the basis that no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the Annual General Meeting and the Class Meetings, the Company will be allowed under the General Mandate to repurchase a maximum of 49,333,400 H Shares, representing 10% of the total H Shares in issue as at the date of passing the relevant resolution. The exact number of Shares to be repurchased shall be determined by the actual number of Shares repurchased at the end of the repurchase period.

2. REASONS FOR REPURCHASE

In order to enable the Company to make full use of share repurchase as a means for adjusting the capital structure in line with the market conditions and the needs of the Company, the net asset value and/or earnings per Share may be increased under the principle of protecting investors' interests.

The Board of Directors believes that the repurchase of Shares will be in the interests of the Company and its Shareholders as a whole, and conducive to boosting investors' confidence.

3. SOURCE OF FUNDS

The Company shall apply funds from the Company's internal resources (which may include surplus reserve and retained earnings), which according to the Articles of Association and the applicable PRC laws, regulations and statutes, shall be legally available for the purpose of share repurchase.

4. IMPACT ON WORKING CAPITAL

The Directors believe that the exercise of the mandate for the repurchase of Shares in full at any time during the proposed repurchase period would not cause a material adverse impact on the working capital or gearing ratio of the Company (as compared with the disclosures of the latest audited accounts set out in the Company's annual report for the year ended December 31, 2021). However, if the Company's working capital or assets and liabilities level would be materially and adversely affected as a result of the repurchase of Shares, then the Directors shall not propose the exercise of general mandate to repurchase H Shares to such extent. The Directors shall at an appropriate time consider the prevailing market conditions, and in the best interests of the Company, determine on the number, price of Shares to be repurchased and other terms.

5. PRESENT INTENTION OF DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), has any present intention to sell to the Company any of the Shares according to the general mandate to repurchase H shares if the relevant resolution is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as such provisions may be applicable, they will exercise the powers of the Company to repurchase H Shares pursuant to the Listing Rules, the applicable PRC laws and the Articles of Association and in accordance with the Special Resolutions set out in the AGM notice, notices of the Class Meetings and the circular.

7. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the power of the Company to repurchase H Shares pursuant to the general mandate to repurchase H Shares, such an increase will be treated as an acquisition of the voting rights pursuant to Rule 32 of the Takeovers Code. If such an increase results in the change in control, it could, under certain circumstances, result in an obligation to make a mandatory offer for Shares in accordance with Rule 26 of the Takeovers Code.

Assuming that the Substantial Shareholder has not disposed of its Shares, and if the general mandate to repurchase H Shares is exercised in full, the percentage of shareholding of the Substantial Shareholder before and after such repurchase would be as follows:

Substantial Shareholder	Before repurchase	After repurchase
ZGC Group	48% ⁽¹⁾	49.84%
ZGC Investment Center	48% ⁽²⁾	49.84%

⁽¹⁾ As at the Latest Practicable Date, ZGC Group directly holds 600,000,000 Domestic Shares. ZGC Group is also deemed to be interested in 40,000,000 Domestic Shares held by Beijing Zhongguancun Finance Group Co., Ltd. (北京中關村科技創業金融服務集團有限公司), its wholly-owned subsidiary, under the SFO. ZGC Group holds and is deemed to hold 640,000,000 Domestic Shares, representing approximately 76.19% of shareholding in the total issued relevant class of Shares and 48.00% of shareholding in the total issued Shares.

⁽²⁾ As at the Latest Practicable Date, under the SFO, ZGC Investment Center is deemed to be interested in the entire interest held by ZGC Group, a company directly held by it as to 55.4%.

On the basis of the shareholdings held by the Substantial Shareholders named above, an exercise of the general mandate to repurchase H Shares in full will not have any implications for the Substantial Shareholders under the Takeovers Code.

Assuming that there is no issue of H Shares between the Latest Practicable Date and the date of a repurchase of H Shares, an exercise of the general mandate to repurchase H Shares whether in whole or in part will not result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the general mandate to repurchase H Shares to an extent which may result in a public shareholding of less than such minimum percentage.

As at the Latest Practicable Date, save as disclosed above, to the best knowledge and belief of the Directors, the Directors are not aware of any consequence which may arise under the Takeovers Code or any similarly applicable laws as a consequence of any repurchase of H Shares under the general mandate to repurchase H Shares.

8. H SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of H Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

9. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so in the event that the repurchase of Shares is approved by the Shareholders' general meeting.

10. MARKET PRICES

The highest and lowest prices of each month at which the H Shares have been traded on the Stock Exchange over the last 12 months are as follows:

	Highest <i>Hong Kong dollars</i>	Lowest <i>Hong Kong dollars</i>
2021		
April	1.22	1.05
May	1.12	1.00
June	1.11	0.87
July	1.00	0.88
August	1.20	0.90
September	1.26	0.84
October	1.01	0.86
November	0.95	0.78
December	0.88	0.76
2022		
January	0.84	0.76
February	0.80	0.69
March	0.82	0.59
April (up to the Latest Practicable Date)	0.75	0.70

NOTICE OF ANNUAL GENERAL MEETING



中關村科技租賃股份有限公司
ZHONGGUANCUN SCIENCE-TECH LEASING CO., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1601)

NOTICE OF 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that 2021 annual general meeting (the “**Annual General Meeting**”) of Zhongguancun Science-Tech Leasing Co., Ltd. (the “**Company**”) will be held on Friday, May 20, 2022 at 3:00 p.m. at Conference Room 617, Floor 6, Suite 7, Courtyard 2, No. 1 West Third Ring North Road, Haidian District, Beijing, the People's Republic of China (the “**PRC**” or “**China**”), for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the annual financial report of the Company for the year 2021;
2. To receive, consider and approve the report of the board of directors (the “**Board**”) of the Company for the year 2021;
3. To receive, consider and approve the work report of the board of supervisors of the Company for the year 2021;
4. To receive, consider and approve the annual report of the Company for the year 2021;
5. To consider and approve the profit distribution plan of the Company for the year 2021; and
6. To consider and approve the re-appointment of KPMG and KPMG Huazhen LLP as the international auditors and domestic auditors of the Company for the year 2022, respectively, and to authorise the audit committee of the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

7. To consider and approve amendments to the articles of association of the Company;
8. To consider and approve registration for issue of insurance asset-backed securities;
9. To consider and approve the general mandate to issue bonds of the Company;
10. To consider and approve general mandate to issue new H shares of the Company; and
11. To consider and approve general mandate to repurchase H shares of the Company.

By order of the Board
Zhongguancun Science-Tech Leasing Co., Ltd.
DUAN Hongwei
Chairman

Beijing, the PRC, April 20, 2022

Notes:

1. CLOSURES OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from Monday, May 16, 2022 to Friday, May 20, 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's headquarters and principal place of business in China at Floor 6, Suite 7, Courtyard 2, No. 1 West Third Ring North Road, Haidian District, Beijing, the PRC (for holders of domestic shares) or the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) not later than 4:30 p.m. on Friday, May 13, 2022, for registration.

For determining the entitlement to the proposed final dividend, subject to approval by the Shareholders at the forthcoming Annual General Meeting, the register of members of the Company will be closed from Monday, May 30, 2022 to Monday, June 6, 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's headquarters and principal place of business in China at Floor 6, Suite 7, Courtyard 2, No. 1 West Third Ring North Road, Haidian District, Beijing, the PRC (for holders of domestic shares) or the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) not later than 4:30 p.m. on Friday, May 27, 2022, for registration.

NOTICE OF ANNUAL GENERAL MEETING

2. PROXY

Shareholders entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend and vote in their stand. A proxy need not be a shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorised in writing. If the shareholder is a corporate body, the form of proxy must be either executed under its common seal or under the hand of its legal representative(s) or director(s) or duly authorised attorney(s). If the form of proxy is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarised.

The form of proxy together with the power of attorney or other authorisation documents (if any) must be lodged at the Company's headquarters and principal place of business in China at Floor 6, Suite 7, Courtyard 2, No. 1 West Third Ring North Road, Haidian District, Beijing, the PRC (for holders of domestic shares) or the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) in person or by post not less than 24 hours before the time fixed for holding the Annual General Meeting (i.e. before 3:00 p.m. on Thursday, May 19, 2022) or any adjournment thereof (as the case may be). Shareholders can still attend and vote in person at the Annual General Meeting upon completion and return of the form of proxy.

3. CONTACT DETAILS OF THE COMPANY

Contact Address: Floor 6, Suite 7, Courtyard 2, No. 1 West Third Ring North Road, Haidian District, Beijing, the PRC
Contact Person: HE Rongfeng/HUANG Wen
Contact Telephone: (86) 010 8345 3806/ (86) 010 8345 3805
Contact Fax: (86) 010 8345 3809

4. VOTING BY POLL

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at the Annual General Meeting must be taken by poll.

5. OTHER BUSINESS

The Annual General Meeting is expected to last for approximately half a day. Shareholders (in person or by proxy) attending the Annual General Meeting are responsible for their own transportation and accommodation expenses.

Shareholders or their proxies attending the Annual General Meeting shall produce their identity documents.

The details about the aforesaid resolutions proposed at the Annual General Meeting are set out in the circular of the Company dated April 20, 2022.

As at the date of this notice, the Board comprises Mr. HE Rongfeng and Mr. HUANG Wen as executive Directors, Mr. DUAN Hongwei, Mr. LOU Yixiang Mr. ZHANG Shuqing and Mr. DU Yunchao as non-executive Directors, and Mr. CHENG Dongyue, Mr. WU Tak Lung and Ms. LIN Zhen as independent non-executive Directors.

NOTICE OF DOMESTIC SHARE CLASS MEETING



中關村科技租賃股份有限公司 ZHONGGUANCUN SCIENCE-TECH LEASING CO., LTD.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1601)

NOTICE OF 2022 FIRST DOMESTIC SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that 2022 first domestic share class meeting (the “**Domestic Share Class Meeting**”) of Zhongguancun Science-Tech Leasing Co., Ltd. (the “**Company**”) will be held on Friday, May 20, 2022 at 4:00 p.m. (or immediately after the conclusion of 2021 annual general meeting of the Company to be held on the same date or any adjournment thereof) (whichever is later) at Conference Room 617, Floor 6, Suite 7, Courtyard 2, No. 1 West Third Ring North Road, Haidian District, Beijing, the People's Republic of China (the “**PRC**” or “**China**”), for the purposes of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

1. To consider and approve general mandate to repurchase H shares of the Company.

By order of the Board
Zhongguancun Science-Tech Leasing Co., Ltd.
DUAN Hongwei
Chairman

Beijing, the PRC, April 20, 2022

Notes:

1. CLOSURES OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Domestic Share Class Meeting, the domestic share register of members of the Company will be closed from Monday, May 16, 2022 to Friday, May 20, 2022, both dates inclusive, during which period no transfer of domestic shares will be registered. In order to be eligible to attend and vote at the Domestic Share Class Meeting, all domestic share transfer documents accompanied by the relevant domestic share certificates must be lodged with the Company's headquarters and principal place of business in China at Floor 6, Suite 7, Courtyard 2, No. 1 West Third Ring North Road, Haidian District, Beijing, the PRC not later than 4:30 p.m. on Friday, May 13, 2022, for registration.

NOTICE OF DOMESTIC SHARE CLASS MEETING

2. PROXY

Domestic shareholders entitled to attend and vote at the Domestic Share Class Meeting may appoint one or more proxies to attend and vote in their stand. A proxy need not be a domestic shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a domestic shareholder or his/her attorney duly authorised in writing. If the domestic shareholder is a corporate body, the form of proxy must be either executed under its common seal or under the hand of its legal representative(s) or director(s) or duly authorised attorney(s). If the form of proxy is signed by an attorney of the domestic shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarised.

The form of proxy together with the power of attorney or other authorisation documents (if any) must be lodged at the Company's headquarters and principal place of business in China at Floor 6, Suite 7, Courtyard 2, No. 1 West Third Ring North Road, Haidian District, Beijing, the PRC in person or by post not less than 24 hours before the time fixed for holding the Domestic Share Class Meeting (i.e. before 4:00 p.m. on Thursday, May 19, 2022) or any adjournment thereof (as the case may be). Domestic shareholders can still attend and vote in person at the Domestic Share Class Meeting upon completion and return of the form of proxy.

3. CONTACT DETAILS OF THE COMPANY

Contact Address: Floor 6, Suite 7, Courtyard 2, No. 1 West Third Ring North Road, Haidian District, Beijing, the PRC
Contact Person: HE Rongfeng/HUANG Wen
Contact Telephone: (86) 010 8345 3806/ (86) 010 8345 3805
Contact Fax: (86) 010 8345 3809

4. VOTING BY POLL

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of domestic shareholders at the Domestic Share Class Meeting must be taken by poll.

5. OTHER BUSINESS

The Domestic Share Class Meeting is expected to last for approximately half a day. Domestic shareholders (in person or by proxy) attending the Domestic Share Class Meeting are responsible for their own transportation and accommodation expenses.

Domestic shareholders or their proxies attending the Domestic Share Class Meeting shall produce their identity documents.

The details about the aforesaid resolution proposed at the Domestic Share Class Meeting are set out in the circular of the Company dated April 20, 2022.

As at the date of this notice, the Board comprises Mr. HE Rongfeng and Mr. HUANG Wen as executive Directors, Mr. DUAN Hongwei, Mr. LOU Yixiang, Mr. ZHANG Shuqing and Mr. DU Yunchao as non-executive Directors, and Mr. CHENG Dongyue, Mr. WU Tak Lung and Ms. LIN Zhen as independent non-executive Directors.

NOTICE OF H SHARE CLASS MEETING



中關村科技租賃股份有限公司
ZHONGGUANCUN SCIENCE-TECH LEASING CO., LTD.
(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1601)

NOTICE OF 2022 FIRST H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that 2022 first H share class meeting (the “**H Share Class Meeting**”) of Zhongguancun Science-Tech Leasing Co., Ltd. (the “**Company**”) will be held on Friday, May 20, 2022 at 4:30 p.m. (or immediately after the conclusion of 2022 first domestic share class meeting of the Company to be held on the same date or any adjournment thereof) (whichever is later) at Conference Room 617, Floor 6, Suite 7, Courtyard 2, No. 1 West Third Ring North Road, Haidian District, Beijing, the People's Republic of China (the “**PRC**” or “**China**”), for the purposes of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

1. To consider and approve general mandate to repurchase H shares of the Company.

By order of the Board
Zhongguancun Science-Tech Leasing Co., Ltd.
DUAN Hongwei
Chairman

Beijing, the PRC, April 20, 2022

Notes:

1. CLOSURES OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the H Share Class Meeting, the H share register of members of the Company will be closed from Monday, May 16, 2022 to Friday, May 20, 2022, both dates inclusive, during which period no transfer of H shares will be registered. In order to be eligible to attend and vote at the H Share Class Meeting, all H share transfer documents accompanied by the relevant H share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, May 13, 2022, for registration.

NOTICE OF H SHARE CLASS MEETING

2. PROXY

H Shareholders entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies to attend and vote in their stead. A proxy need not be a H shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a H Shareholder or his/her attorney duly authorised in writing. If the H Shareholder is a corporate body, the form of proxy must be either executed under its common seal or under the hand of its legal representative(s) or director(s) or duly authorised attorney(s). If the form of proxy is signed by an attorney of the H Shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarised.

The form of proxy together with the power of attorney or other authorisation documents (if any) must be lodged at the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not less than 24 hours before the time fixed for holding the H Share Class Meeting (i.e. before 4:30 p.m. on Thursday, May 19, 2022) or any adjournment thereof (as the case may be). H shareholders can still attend and vote in person at the H Share Class Meeting upon completion and return of the form of proxy.

3. CONTACT DETAILS OF THE COMPANY

Contact Address: Floor 6, Suite 7, Courtyard 2, No. 1 West Third Ring North Road, Haidian District, Beijing, the PRC
Contact Person: HE Rongfeng/HUANG Wen
Contact Telephone: (86) 010 8345 3806/ (86) 010 8345 3805
Contact Fax: (86) 010 8345 3809

4. VOTING BY POLL

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of H Shareholders at the H Share Class Meeting must be taken by poll.

5. OTHER BUSINESS

The H Share Class Meeting is expected to last for approximately half a day. H shareholders (in person or by proxy) attending the H Share Class Meeting are responsible for their own transportation and accommodation expenses.

H shareholders or their proxies attending the H Share Class Meeting shall produce their identity documents.

The details about the aforesaid resolution proposed at the H Share Class Meeting are set out in the circular of the Company dated April 20, 2022.

As at the date of this notice, the Board comprises Mr. HE Rongfeng and Mr. HUANG Wen as executive Directors, Mr. DUAN Hongwei, Mr. LOU Yixiang, Mr. ZHANG Shuqing and Mr. DU Yunchao as non-executive Directors, and Mr. CHENG Dongyue, Mr. WU Tak Lung and Ms. LIN Zhen as independent non-executive Directors.