



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)

FORM OF PROXY FOR 2020 FIRST EXTRAORDINARY GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ H shares/domestic shares <sup>(Note 2)</sup> of RMB1.00  
each in the share capital of Zhongguancun Science-Tech Leasing Co., Ltd. (the "Company"), hereby appoint **THE CHAIRMAN OF THE MEETING** <sup>(Note 3)</sup>,  
or \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and act for me/us at the 2020 first extraordinary general meeting (the "EGM") of the Company to be held at 3:00 p.m. on Wednesday, December 23, 2020 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 resolution as set out in the notice of EGM. I/We hereby instruct to vote on the resolution in accordance with the instructions set out in the box below <sup>(Note 4)</sup>. In case of no instructions, the proxy may vote on the resolution at his/her/its own discretion.

SPECIAL RESOLUTION <sup>(Note 5)</sup>		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
1.	To consider and approve the Proposed adoption of share appreciation rights incentive plan and grant scheme.			

Date: \_\_\_\_\_

Signature <sup>(Note 6)</sup>: \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number and indicate the class of shares registered in your name(s) to which this proxy relates. If no number and class of shares are inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting of the Company is preferred, please cross out the words "**THE CHAIRMAN OF THE MEETING, OR**" and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A holder of shares of the Company may appoint one or more proxies to attend and vote on his/her behalf at the EGM. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "ABSTAIN".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- The full descriptions of the resolution proposed to be considered and approved at the EGM are set out in the circular of the Company dated December 2, 2020, which is also available at the Company's website [www.zgclease.com](http://www.zgclease.com). This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of a director or attorney duly authorised to sign the same.
- In the case of joint holders of any shares of the Company, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto. However, if more than one of such joint holders are present at the EGM, either personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- To be valid, the form of proxy must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H shares) or 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) not less than 24 hours prior to the holding of the EGM (i.e. before 3:00 p.m. on Tuesday, December 22, 2020). If the form of proxy is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked. The proxy need not be a holder of shares of the Company but must attend the EGM in person to represent you.