
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 2020;**
- (2) REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2020;**
- (3) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2020;**
- (4) ANNUAL REPORT FOR THE YEAR 2020;**
- (5) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2020;**
- (6) RE-APPOINTMENT OF AUDITORS FOR THE YEAR 2021;**
- (7) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR;**
- (8) PROPOSED APPOINTMENT OF SHAREHOLDER REPRESENTATIVE
SUPERVISOR;**
- (9) GENERAL MANDATE TO ISSUE BONDS;**
- AND**
- (10) NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Zhongguancun Science-Tech Leasing Co., Ltd. to 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 28, 2021 at 3:00 p.m. is set out on pages 12 to 14 of this circular.

The form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is 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, you are requested to complete and return the enclosed form 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 (i.e. before 3:00 p.m. on Thursday, May 27, 2021). Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person if you so wish.

April 21, 2021

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DEFINITIONS

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

“2020 Annual Report”	the annual report of the Company for the year ended December 31, 2020, 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”	the 2020 annual general meeting of the Company to be held on Friday, May 28, 2021 at 3:00 p.m., to consider and, if thought fit, to approve the resolutions contained in the notice of Annual General Meeting which is set out on pages 12 to 14 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board of Directors”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“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
“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 Shareholder(s)”	the holder(s) of the Domestic Share(s)
“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 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 15, 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC” or “China”	the People’s Republic of China, for the purpose of this circular, 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
“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
“Supervisor(s)”	the supervisor(s) 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

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

To the Shareholders

Dear Sir/Madam,

- (1) ANNUAL FINANCIAL REPORT FOR THE YEAR 2020;**
- (2) REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2020;**
- (3) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2020;**
- (4) ANNUAL REPORT FOR THE YEAR 2020;**
- (5) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2020;**
- (6) RE-APPOINTMENT OF AUDITORS FOR THE YEAR 2021;**
- (7) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR;**
- (8) PROPOSED APPOINTMENT OF SHAREHOLDER REPRESENTATIVE
SUPERVISOR;**
- (9) GENERAL MANDATE TO ISSUE BONDS;**
- AND**
- (10) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you notice of the Annual General Meeting 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 as described below.

ORDINARY RESOLUTIONS

(1) ANNUAL FINANCIAL REPORT FOR THE YEAR 2020

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 2020. 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 2020 have been set out in the 2020 Annual Report. Please refer to the 2020 Annual Report published on the websites of the Stock Exchange and the Company.

(2) REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2020

An ordinary resolution will be proposed at the Annual General Meeting to receive, consider and approve the report of the Board of Directors of the Company for the year 2020. Please refer to the report of the Board of Directors as set out in the 2020 Annual Report.

(3) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2020

An ordinary resolution will be proposed at the Annual General Meeting to receive, consider and approve the report of the Board of Supervisors of the Company for the year 2020. Please refer to the report of the Board of Supervisors as set out in the 2020 Annual Report.

(4) ANNUAL REPORT FOR THE YEAR 2020

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 2020. Please refer to the 2020 Annual Report published on the websites of the Stock Exchange and the Company.

LETTER FROM THE BOARD

(5) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2020

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 2020.

Pursuant to the relevant requirements as stipulated in the Company Law of the PRC 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 2020 as follows:

1. The net profit of the Group for the year 2020 amounted to RMB161.5 million; the total amount of profit distribution amounted to RMB58,000,000 (inclusive of tax), accounting for 36% of the net profit of the Group for the year 2020.
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 RMB0.0435 per Shares (inclusive of tax) to the Shareholders whose names appear on the register of members of the Company on Friday, June 11, 2021. 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 26, 2021, 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 2021

An ordinary resolution will be proposed at the Annual General Meeting 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 2021, respectively, and to authorize the audit committee of the Board of Directors 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 2020 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 2021, with the term of appointment starting from January 1, 2021 till the date of making a resolution relating to the appointment of the auditors at the 2021 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 2021 within the scope of no more than RMB2.6 million (inclusive of tax).

LETTER FROM THE BOARD

(7) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated March 19, 2021 in relation to, among others, the proposed appointment of non-executive Director. An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the appointment of Mr. DU Yunchao (“**Mr. Du**”) as a non-executive Director.

The biography of Mr. Du is as follows:

Mr. Du, aged 50, obtained a college degree in trade economy in July, 1997, and a bachelor’s degree in Business Administration in July, 2001, from Capital University of Economics and Business. Mr. Du currently serves as finance director of Beijing Chaoyang District Wangjing Xinxing Industry Zone Comprehensive Development Company (北京望京新興產業區綜合開發有限公司) since July, 2017. Mr. Du served as the deputy director of Chaoyang District of Beijing Municipal Audit Bureau (北京市朝陽區審計局) from December, 2011 to July, 2017. From December, 2003 to December, 2011, he successively served as a vice director, a principal staff member (主任科員) and a vice principal staff member in planning and finance division of administration and finance department of Liaison Office of the Central People’s Government in the Hong Kong Special Administrative Region (中央人民政府駐香港特別行政區聯絡辦公室). He served as a deputy section chief of the office of statistics and evaluation in the Chaoyang District of Beijing Municipal Finance Bureau (北京市朝陽區財政局) from January, 2002 to December, 2003. From July, 1993 to January, 2002, he successively served as a deputy section chief, a vice principal staff member and a staff member of comprehensive department in Chaoyang District of Beijing Municipal Administration of State-owned Assets (北京市朝陽區國有資產管理局).

Save as disclosed above, Mr. Du has confirmed that he does not hold any other position with the Company or any directorship in any other listed companies in the last three years. Also, Mr. Du does not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Du does not or is not deemed to have any interest in any Shares, underlying Shares or debenture of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

Mr. Du will enter into a service agreement with the Company as a non-executive Director. The term of office of Mr. Du will commence from the date of the Annual General Meeting until the conclusion of the first session of the Board of Directors (being August 13, 2022). Mr. Du may be re-elected upon expiry of his/her term of office pursuant to the Articles of Association. Mr. Du will not receive any Director’s fee from the Company. His remuneration is subject to decide by the Board of Directors from time to time with reference to his experience, duties and responsibilities, the prevailing market conditions, the remuneration policy of the Company and the recommendation from the remuneration committee of the Board of Directors.

Save as disclosed above, there are no other matters in relation to the appointment of Mr. Du as a non-executive Director that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

LETTER FROM THE BOARD

(8) PROPOSED APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISOR

Reference is made to the announcement of the Company dated March 19, 2021 in relation to, among others, the proposed appointment of shareholder representative Supervisor. An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the appointment of Mr. KAN Wei (“**Mr. Kan**”) as a shareholder representative Supervisor of the Company.

The biography of Mr. Kan is as follows:

Mr. Kan, aged 53, obtained a bachelor’s degree in industrial foreign trade major of department of economics and management from Hunan University in June, 1990, and a master’s degree in international finance in business school from University of New South Wales, Australia in April, 2002. He successively served as an assistant to president, a finance director, and a vice finance director in Beijing OriginWater Technology Co., Ltd. (北京碧水源科技股份有限公司) from June, 2017. Mr. Kan served as CEO of Beijing Origin Water Purification Technology Co., Ltd. (北京碧水源淨水科技有限公司) from December, 2016, served as executive deputy general manager of Beijing Origin Water Purification Technology Co., Ltd. from April, 2011 to April, 2013, successively served as President, vice president, CFO, and Chief representative of Shanghai representative office in Altron (Guangzhou) Information Technology Co., Ltd. (阿爾創(廣州)信息技術有限公司) from April, 2001 to May, 2010, and served as deputy Manager of Dalian branch of Kawasaki steamship (China) Co., Ltd from May, 1990 to June, 1998.

Save as disclosed above, Mr. Kan has confirmed that he does not hold any other position with the Company or any directorship in any other listed companies in the last three years. Also, Mr. Kan does not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Kan does not or is not deemed to have any interest in any Shares, underlying Shares or debenture of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

The term of office of Mr. Kan will commence from the date of Annual General Meeting until the conclusion of the first session of the Board of Supervisors (being August 13, 2022).

The Company will not enter into a service contract or an employment agreement with Mr. Kan solely in respect of his role as the shareholder representative Supervisor, and Mr. Kan will not receive any remuneration (including bonus payments, subsidies, allowances, and social insurance) in his position as the shareholder representative Supervisor.

Save as disclosed above, there are no other matters in relation to the appointment of Mr. Kan as a shareholder representative Supervisor that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

LETTER FROM THE BOARD

SPECIAL RESOLUTION

(9) GENERAL MANDATE TO ISSUE BONDS

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

According to the provisions of the Company Law of the PRC, 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 (such as 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 (the “**General Mandate**”). Please see details as follows:

1. Issuer: the Company.
2. Size of issuance: the size of new issuances will be no more than RMB3.5 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:
- (1) 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.);
 - (2) 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);
 - (3) 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
 - (4) 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 General Mandate: 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

ANNUAL GENERAL MEETING

The Annual General 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 28, 2021 at 3:00 p.m.

The notice of the Annual General Meeting is set out on pages 12 to 14 of this circular.

Shareholders who intend to attend the Annual General Meeting by proxy are required to complete and return the accompanying form 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 Annual General Meeting (i.e. before 3:00 p.m. on Thursday, May 27, 2021) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at Annual General Meeting or any adjournment thereof should you so wish.

CLOSURES OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, May 24, 2021 to Friday, May 28, 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 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 Domestic Shareholders) 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 H Shareholders) not later than 4:30 p.m. on Friday, May 21, 2021, for registration.

For determining the entitlement to the proposed final dividend, subject to approval by the Shareholders at the Annual General Meeting, the register of members of the Company will be closed from Monday, June 7, 2021 to Friday, June 11, 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, 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 Domestic Shareholders) 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 H Shareholders) not later than 4:30 p.m. on Friday, June 4, 2021, for registration.

VOTING BY POLL

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

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the view that all resolutions set out in the notice of the Annual General 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.

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

Beijing, the PRC, April 21, 2021

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 2020 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that 2020 annual general meeting (the “**Annual General Meeting**”) of Zhongguancun Science-Tech Leasing Co., Ltd. (the “**Company**”) will be held on Friday, May 28, 2021 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 2020;
2. To receive, consider and approve the report of the board of directors (the “**Board**”) of the Company for the year 2020;
3. To receive, consider and approve the report of the board of supervisors of the Company for the year 2020;
4. To receive, consider and approve the annual report of the Company for the year 2020;
5. To consider and approve the profit distribution plan of the Company for the year 2020;
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 2021, respectively, and to authorise the audit committee of the Board to fix their remuneration;
7. To consider and approve the appointment of Mr. DU Yunchao as a non-executive director of the Company; and
8. To consider and approve the appointment of Mr. KAN Wei as a shareholder representative supervisor of the Company.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

9. To consider and approve the general mandate to issue bonds of the Company.

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

Beijing, the PRC, April 21, 2021

Notes:

1. CLOSURES OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, May 24, 2021 to Friday, May 28, 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 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 21, 2021, for registration.

For determining the entitlement to the proposed final dividend, subject to approval by the shareholders of the Company at the Annual General Meeting, the register of members of the Company will be closed from Monday, June 7, 2021 to Friday, June 11, 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, 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, June 4, 2021, for registration.

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 27, 2021) 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.

NOTICE OF ANNUAL GENERAL MEETING

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 21, 2021.

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 and Mr. ZHANG Shuqing as non-executive Directors, and Mr. CHENG Dongyue, Mr. WU Tak Lung and Ms. LIN Zhen as independent non-executive Directors.