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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)

DISCLOSEABLE TRANSACTION
FINANCE LEASE TRANSACTION

FINANCE LEASE AGREEMENTS

The board hereby announces that on December 1, 2023, the Company (as the Lessor) entered into the Finance Lease Agreement 5 with 1 subsidiary of Shanghai Xiangxiang Intelligent Technology Co., Ltd.* (上海箱箱智能科技有限公司), pursuant to which, (i) the Lessor shall acquire the production equipment related to returnable logistics packaging owned by 1 subsidiary of Shanghai Xiangxiang Intelligent Technology Co., Ltd. at a transfer consideration of RMB8,000,000; and (ii) the Lessor shall lease the production equipment related to returnable logistics packaging back to 1 subsidiary of Shanghai Xiangxiang Intelligent Technology Co., Ltd. for a term of 36 months with a total lease payment of RMB8,896,522, which shall include a finance lease principal of RMB8,000,000 and a finance lease interest income (inclusive of VAT) of RMB896,522.

Within the past 12 months, on November 30, 2023, the Company (as the Lessor) entered into a total of 4 Finance Lease Agreements (Four Finance Lease Agreements) with 4 subsidiaries of Shanghai Xiangxiang Intelligent Technology Co., Ltd., pursuant to which (i) the Lessor has acquired the production equipment related to returnable logistics packaging owned by 4 subsidiaries of Shanghai Xiangxiang Intelligent Technology Co., Ltd. at the aggregate transfer consideration of RMB32,000,000; and (ii) the Lessor has leased the production equipment related to returnable logistics packaging back to 4 subsidiaries of Shanghai Xiangxiang Intelligent Technology Co., Ltd. for the term of 36 months with the aggregate total lease payment of RMB35,409,018, which included the aggregate finance lease principle of RMB32,000,000 and the aggregate finance lease interest income (inclusive of VAT) of RMB3,409,018.

LISTING RULES IMPLICATIONS

As the Lessees are under the common control of the same ultimate beneficial owner, the Lessees are parties connected with one another (as set out under Rule 14.23 of the Listing Rules). As the transactions under the Finance Lease Agreements were entered into during the 12-month period, according to Rule 14.22 of the Listing Rules, the transactions thereunder shall be aggregated as a series of transactions. As the highest applicable percentage ratio under the Finance Lease Agreement 5 is less than 5%, while the highest applicable percentage ratio upon aggregation of the Finance Lease Agreements is higher than 5% but less than 25%, the transaction contemplated under the Finance Lease Agreement 5 constitute a discloseable transaction of the Company and are subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

BACKGROUND

The board hereby announces that on December 1, 2023, the Company (as the Lessor) entered into the Finance Lease Agreement 5 with 1 subsidiary of Shanghai Xiangxiang Intelligent Technology Co., Ltd.* (上海箱箱智能科技有限公司), pursuant to which, (i) the Lessor shall acquire the production equipment related to returnable logistics packaging owned by 1 subsidiary of Shanghai Xiangxiang Intelligent Technology Co., Ltd. at a transfer consideration of RMB8,000,000; and (ii) the Lessor shall lease the production equipment related to returnable logistics packaging back to 1 subsidiary of Shanghai Xiangxiang Intelligent Technology Co., Ltd. for a term of 36 months with a total lease payment of RMB8,896,522, which shall include a finance lease principal of RMB8,000,000 and a finance lease interest income (inclusive of VAT) of RMB896,522.

Within the past 12 months, on November 30, 2023, the Company (as the Lessor) entered into a total of 4 Finance Lease Agreements (Four Finance Lease Agreements) with 4 subsidiaries of Shanghai Xiangxiang Intelligent Technology Co., Ltd., pursuant to which (i) the Lessor has acquired the production equipment related to returnable logistics packaging owned by 4 subsidiaries of Shanghai Xiangxiang Intelligent Technology Co., Ltd. at the aggregate transfer consideration of RMB32,000,000; and (ii) the Lessor has leased the the production equipment related to returnable logistics packaging back to 4 subsidiaries of Shanghai Xiangxiang Intelligent Technology Co., Ltd. for the term of 36 months with the aggregate total lease payment of RMB35,409,018, which included the aggregate finance lease principle of RMB32,000,000 and the aggregate finance lease interest income (inclusive of VAT) of RMB3,409,018.

The table below sets out the details of the Finance Lease Agreements:

Finance Lease Agreement	The Lessees	Date of finance lease agreement	Expiry date of finance lease agreement	Finance lease		Security deposits	Total lease payment	Net book value of Leased Assets (Approx.)
				principal amount	interest income (inclusive of VAT)			
				RMB	RMB	RMB	RMB	RMB
Finance Lease Agreement 1	Shanghai Xiangxiang Logistics Technology Co., Ltd.*	November 30, 2023	November 29, 2026	19,500,000	2,077,369	1,560,000	21,577,369	19,971,890.38
Finance Lease Agreement 2	Taizhou Honghui Logistics Packaging Technology Co., Ltd.*	November 30, 2023	November 29, 2026	7,500,000	798,989	600,000	8,298,989	7,581,120.73
Finance Lease Agreement 3	Jiaxing Hongteng Logistics Equipment Co., Ltd.*	November 30, 2023	November 29, 2026	3,200,000	340,903	256,000	3,540,903	3,457,345.14
Finance Lease Agreement 4	Jiangsu Xiangxiang Intelligent Technology Co., Ltd.*	November 30, 2023	November 29, 2026	1,800,000	191,757	144,000	1,991,757	1,905,685.77
Finance Lease Agreement 5	Jiangsu Xiangxiang Intelligent Technology Co., Ltd.*	December 1, 2023	November 30, 2026	8,000,000	896,522	640,000	8,896,522	8,004,529.90
Total				<u>40,000,000</u>	<u>4,305,540</u>	<u>3,200,000</u>	<u>44,305,540</u>	<u>40,920,571.92</u>

THE FINANCE LEASE AGREEMENTS

The principal terms of the Finance Lease Agreements are as follows:

Parties

Lessor: the Company

Lessees: the Lessees, as referred in the table below the section of “BACKGROUND”, are limited liability companies incorporated in the PRC, which are principally engaged in sales and rental operations of returnable logistics packaging.

To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, the Lessees and their ultimate beneficial owner are all independent third parties of the Company and its connected persons (as defined in the Listing Rules).

Leased Assets

The Leased Assets are production equipment related to returnable logistics packaging. The net book value of the Leased Assets under each of the Finance Lease Agreements is referred in the table below the section of “BACKGROUND”.

The Lessees do not separately calculate the profits before and after tax of the Leased Assets. The transfer consideration for the acquisition of the Leased Assets under the Finance Lease Agreements will be funded by the Company’s internal resources. If the Lessees have properly and fully performed all of their obligations under the Finance Lease Agreements, the Lessees are entitled to acquire the Leased Assets at the consideration of RMB100 in nominal value pursuant to the terms and conditions of the Finance Lease Agreements, upon the expiry of the Finance Lease Agreements respectively.

Lease Period

The lease period of the Finance Lease Agreement 1 to the Finance Lease Agreement 4 (Four Finance Lease Agreements) are 36 months, which commenced on November 30, 2023.

The lease period of the Finance Lease Agreement 5 is 36 months, which shall commence on December 1, 2023.

Lease Payment and Method of Payment

The total lease payment, the finance lease principal and the finance lease interest income (inclusive of VAT) under each of the Finance Lease Agreements is referred in the table below the section of “BACKGROUND”. The finance lease interest income under each of the Finance Lease Agreements is calculated based on the interest rate of 6.85% per annum. The Lessees shall pay the lease payment to the Lessor at the end of each quarter in installments in accordance with the terms and conditions of the Finance Lease Agreements during the lease period.

The terms of the Finance Lease Agreements, including the transfer consideration for the Leased Assets, finance lease principal, finance lease interest income and other expenses, were determined upon arm’s length negotiation between the Lessee and the Lessor with reference to net book value of the Leased Assets and prevailing market prices of the same category of finance lease products in the PRC.

Security Deposit

The security deposit (bearing nil interests) for each of the Finance Lease Agreements is referred in the table below the section of “FINANCIAL LEASE AGREEMENTS”. When the last lease payments are due to be paid, the lease payment and other payables under the final payment will automatically be deducted from the deposit, and the Lessor will refund the Lessees the remaining amount (if any).

Guarantee and Security

The Guarantee and security arrangements under the Finance Lease Agreements are set out below:

The controlling shareholder and the ultimate beneficial owner of the Lessees provides joint and several liabilities guarantee for the debts under the Finance Lease Agreements respectively.

REASONS FOR AND BENEFITS OF ENTERING INTO THE FINANCE LEASE AGREEMENTS

The Company's principal activities are to provide finance leasing and advisory services to customers. The entering of the Finance Lease Agreements is part of the Company's ordinary and usual course of business, which is expected to provide a stable revenue and cashflow to the Company.

The Directors consider that entering into the Finance Lease Agreements will generate revenue and profit to the Company over the lease period and is consistent with the Company's business development strategy. Since the Finance Lease Agreements was entered into under normal commercial terms, the Directors are of the view that the terms under the Finance Lease Agreements are fair and reasonable and are in the interests of the Company and its shareholders as a whole.

INFORMATION OF THE PARTIES

Information of the Company

The Company is a pioneer and a dedicated finance lease company in serving technology and new economy companies in China. As the sole finance lease platform under Zhongguancun Development Group Co., Ltd. (中關村發展集團股份有限公司), the Company offers efficient finance lease solutions and a variety of advisory services to satisfy technology and new economy companies' needs for financial services at different stages of their growth. The Company's finance lease solutions primarily take the form of direct lease and sale-and-leaseback. The Company also delivers a variety of advisory services, including policy advisory and management and business consulting, to help its customers achieve rapid growth.

Information of the Lessees

The Lessees, as referred in the table below the section of "BACKGROUND", are limited liability companies incorporated in the PRC, which are principally engaged in sales and rental operations of returnable logistics packaging.

LISTING RULES IMPLICATIONS

As the Lessees are under the common control of the same ultimate beneficial owner, the Lessees are parties connected with one another (as set out under Rule 14.23 of the Listing Rules). As the transactions under the Finance Lease Agreements were entered into during the 12-month period, according to Rule 14.22 of the Listing Rules, the transactions thereunder shall be aggregated as a series of transactions. As the highest applicable percentage ratio under the Finance Lease Agreement 5 is less than 5%, while the highest applicable percentage ratio upon aggregation of the Finance Lease Agreements is higher than 5% but less than 25%, the transactions contemplated under the Finance Lease Agreement 5 constitute a discloseable transaction of the Company and are subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“Board”	the board of directors 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, the H shares of which are listed on the Stock Exchange with stock code of 1601
“Director(s)”	the director(s) of the Company
“Finance Lease Agreements”	The Four Finance Lease Agreements and the Finance Lease Agreement 5
“Four Finance Lease Agreements”	a total of 4 Finance Lease Agreements entered into between the Lessor and 4 subsidiaries of Shanghai Xiangxiang Intelligent Technology Co., Ltd. on November 30, 2023, which are from Finance Lease Agreement 1 to Finance Lease Agreement 4 as referred in the table below the section of “FINANCIAL LEASE AGREEMENTS”
“Finance Lease Agreement 5”	the finance lease agreement 5 entered into between the Lessor and 1 subsidiary of Shanghai Xiangxiang Intelligent Technology Co., Ltd. on December 1, 2023 as referred in the table below the section of “FINANCIAL LEASE AGREEMENTS”
“independent third party(ies)”	any individual or company not being the connected persons (as defined under the Listing Rules) of the Company, independent of the Company and its connected persons (as defined under the Listing Rules) and not connected with them
“Leased Assets”	the production equipment related to returnable logistics packaging, the net book value of the Leased Assets is referred in the table below the section of “BACKGROUND”
“Lessees”	5 subsidiaries of Shanghai Xiangxiang Intelligent Technology Co., Ltd.* (上海箱箱智能科技有限公司), which are principally engaged in sales and rental operations of returnable logistics packaging, with the same ultimate beneficial owner of LIAO Qingxin* (廖清新). The name of the Lessees under each of the Finance Lease Agreements are referred in the table below the section of “FINANCIAL LEASE AGREEMENTS”
“Lessor”	the Company
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“PRC” or “China”	the People’s Republic of China, which, for the purpose of this announcement, excludes the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“VAT”	value-added tax

By order of the Board
Zhongguancun Science-Tech Leasing Co., Ltd.
ZHANG Shuqing
Chairman

Beijing, the PRC, December 1, 2023

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

* *For identification purposes only.*