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 adviser.

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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)

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS; PROPOSED CANCELLATION OF THE BOARD OF SUPERVISORS AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND NOTICE OF THE 2025 THIRD EXTRAORDINARY GENERAL MEETING

The notice convening the Extraordinary 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, September 12, 2025 at 9:30 a.m. is set out on pages 40 to 41 of this circular.

The relevant form of proxy for use at the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting (i.e. before 9:30 a.m. on Thursday, September 11, 2025). Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person if you so wish.

August 21, 2025

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

"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"	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 with stock code of 1601
"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)
"Extraordinary General Meeting" or "EGM"	the extraordinary general meeting of the Company to be held on Friday, September 12, 2025 at 9:30 a.m. to consider and, if thought fit, to approve the resolutions contained in the notice of the meeting which is set out on pages 40 to 41 of this circular
"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 Hong Kong dollars and listed on the Stock Exchange
"H Shareholder(s)"	the holder(s) of the H share(s)
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	August 18, 2025, being the latest practicable date prior to the publication of this circular for ascertaining certain information in this circular
"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

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. ZHANG Jian *(Chairman)*
Ms. ZHANG Chunlei

Executive Directors:
Mr. HE Rongfeng
Mr. HAUNG Wen

Independent Non-executive Directors:
Mr. WU Tak Lung
Ms. LIN Zhen

Registered Office:
610, 6/F, Block A
No. 2 Lizezhong 2nd 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,

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS; PROPOSED CANCELLATION OF THE BOARD OF SUPERVISORS AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND NOTICE OF THE 2025 THIRD EXTRAORDINARY GENERAL MEETING

INTRODUCTION

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

ORDINARY RESOLUTIONS

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS

Reference is made to the announcement of the Company dated August 12, 2025 in relation to, among other things, the proposed appointment of executive Directors. Ordinary resolutions will be proposed at the Extraordinary General Meeting to consider and approve the appointment of Mr. XU Jingquan and Ms. YANG Pengyan as the executive Directors (the "**Proposed Appointment of Directors**").

The biography of Mr. XU Jingquan is as follows:

Mr. XU Jingquan, aged 45. He has been serving as the Secretary of the Party General Branch of the Company since June 2025. From March 2023 to June 2025, he was the Vice Chairman and director of Beijing Science and Technology Innovation Investment Management Co., Ltd.* (北京市科技創新投資管理有限公司). Prior to that, from June 2021 to March 2023, Mr. Xu served as the Director of the Human Resources Department of Zhongguancun Development Group Co., Ltd. ("**ZGC Group**", the controlling shareholder of the Company). From October 2018 to June 2021, he was the Deputy Secretary of the Party General Branch, Director and General Manager of Zhongguancun Medical Device Park Co., Ltd.* (中關村醫療器械園有限公司). From August 2015 to October 2018, he served as the Director and Deputy General Manager of Beijing Zhongguancun Lingchuang Space Technology Service Co., Ltd.* (北京中關村領創空間科技服務有限責任公司). From July 2010 to August 2015, Mr. Xu successively held the positions of Deputy Director of the Office and Director of the General Manager's Office of ZGC Group. From November 2008 to July 2010, he was the Performance Appraisal Supervisor of the Human Resources Department, Office Cadre and Secretary to the Chairman of Beijing Science and Technology Park Construction (Group) Co., Ltd.* (北京科技園建設(集團)股份有限公司). From November 2005 to November 2008, he served as a Project Assistant in the Personnel Planning Division of the Human Resources Department of the Beijing Organizing Committee for the Olympic Games. From July 2002 to November 2005, he successively held the positions of Clerk of the Ideological Education Section of the Student Affairs Office and Secretary of the Youth League Committee of the School of Foreign Languages of the University of Science and Technology Beijing.

Mr. Xu studied in the major of Economic Law at the University of Science and Technology Beijing from September 1998 to July 2002 and obtained a Bachelor's Degree. He obtained a Master's Degree in Public Administration from Peking University in January 2010 and a Doctoral Degree in Management from the University of Chinese Academy of Sciences in June 2024.

* *For identification purposes only.*

The biography of Ms. YANG Pengyan is as follows:

Ms. YANG Pengyan, aged 49, is currently serving as the deputy general manager, the secretary to the Board and the person in charge of finance of the Company. Ms. Yang joined the Company in April 2013 as a vice director of the business development department of the Company. In December 2014, she was promoted to serve as the director of strategy development team of the Company. Ms. Yang was further promoted to and she has been serving as a deputy general manager of the Company since September 2017. Prior to joining the Company, Ms. Yang served as the head of the planning and development department of ZGC Group from January 2012 to April 2013. From August 2010 to March 2011, she temporarily served as a president assistant in the insurance and non-banking service department of Beijing Financial Work Bureau (北京市金融局保險與非銀服務處) for training purpose. From March 2009 to May 2012, she was a postdoctoral fellow majoring in applied economics at Peking University (北京大學).

Ms. Yang graduated from University of Jinan (濟南大學, previously known as Shandong Construction Material & Industrial School (山東建築材料工業學院)) with a bachelor's degree in engineering in July 1998. She graduated from University of International Business and Economics with a master's degree in law in June 2003. She further obtained a doctoral degree in economics from University of International Business and Economics in June 2008. She was granted the legal professional qualification by the Ministry of Justice in September 2002. She obtained the certificate of senior economist granted by Beijing Senior Professional Technical Qualification Review Committee (北京市高級專業技術資格評審委員會) in September 2016.

Save as disclosed above, Mr. XU Jingquan and Ms. YANG Pengyan have confirmed that they do not hold any other position with the Company or any directorship in any other listed companies in the last three years. Also, Mr. XU Jingquan and Ms. YANG Pengyan do 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. XU Jingquan and Ms. YANG Pengyan do not or are 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 appointment of Mr. XU Jingquan and Ms. YANG Pengyan as executive Directors will be subject to the approval of the Shareholders by ordinary resolutions at the EGM and the approval of the Beijing Municipal Bureau of Local Financial Regulation and Supervision. Mr. XU Jingquan and Ms. YANG Pengyan will enter into service agreements with the Company as executive Directors. The term of office of Mr. XU Jingquan and Ms. YANG Pengyan will commence from the date of the approval of the Beijing Municipal Bureau of Local Financial Regulation and Supervision until the conclusion of the second session of the Board (being January 19, 2026). Mr. XU Jingquan and Ms. YANG Pengyan may be re-elected upon expiry of their terms of office pursuant to the Articles of Association. Mr. XU Jingquan and Ms. YANG Pengyan will not receive any director's fee from the Company. Mr. XU Jingquan and Ms. YANG Pengyan are entitled to receive a basic annual remuneration of RMB1,000,000 and RMB900,000 respectively for their other duties and responsibilities with the Company, subject to adjustment based on their respective annual performance appraisal results. Their remuneration is subject to decision by the Board from time to time with reference to their experience, duties and responsibilities, the prevailing market conditions, the remuneration policy of the Company and the recommendation from the remuneration committee of the Board.

Save as disclosed above, there are no other matters in relation to the Proposed Appointment of Directors that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company in respect of the Proposed Appointment of Directors pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

SPECIAL RESOLUTION

PROPOSED CANCELLATION OF THE BOARD OF SUPERVISORS AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated August 12, 2025 in relation to the proposed amendments to the Articles of Association. A special resolution will be proposed at the EGM to consider and approve the proposed cancellation of the Board of Supervisors and amendments to the Articles of Association.

In order to further enhance the level of corporate governance, in accordance with the latest Company Law of the People's Republic of China (《中華人民共和國公司法》), the Transitional Period Arrangements for the Implementation of the Rules of the Supporting Systems of the New Company Law (《關於新〈公司法〉配套制度規則實施相關過渡期安排》) issued by the China Securities Regulatory Commission and the relevant laws and regulations, as well as the work norms and reform requirements of the State-owned Assets Supervision and Administration Commission of the People's Government of Beijing Municipality in relation to the corporate governance of municipal state-owned enterprises, and taking into account the actual situation of the Company and the needs of its business development, and subject to meeting the level of the core protection of the shareholders, as resolved by the Board on August 12, 2025, the Company intends to (a) cancel the establishment of the Board of Supervisors, with the powers and functions of the Board of Supervisors to be performed by the audit committee of the Board (董事會審計委員會) (formerly known as the audit committee of the Board (董事會審核委員會)), and the Rules and Procedures of the Board of Supervisors will be repealed accordingly; and (b) amend the Articles of Association, making consequential improvements in accordance with the foregoing. The Proposed Amendments to the Articles of Association and the cancellation of the Board of Supervisors are subject to the approval of the extraordinary general meeting of the Company by way of special resolutions. Meanwhile, as the functions and powers of the Board of Supervisors will be performed by the audit committee of the Board after the cancellation of the establishment of the Board of Supervisors, upon consideration and approval of the Board, the Company will also make corresponding amendments to the Terms of Reference of the Audit Committee of the Board and publish the full text at the same time.

In addition, the Proposed Amendments also reflect the Listing Rules amendments in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications which took effect from December 31, 2023 and are in line with the Listing Rules amendments in relation to the further expansion of the paperless listing regime, including the requirement to enable online participation at general meetings and voting by securities holders by electronic means by the listed issuer's constitutional documents.

The Proposed Amendments have been considered and approved by the Board of Directors and will be adopted by way of a special resolution at the EGM. The Board of Directors will also propose at the EGM to authorise itself to make corresponding adjustments to the contents of the Proposed Amendments in accordance with the opinions or requirements of regulatory authorities (if any), and to sub-delegate the chairman to handle all matters related to the regulatory approval and filing with the market supervision and administration department for the Proposed Amendments. Upon the cancellation of the Board of Supervisors taking effect, the rules of procedures of the Board of Supervisors and other corporate governance systems related to the Board of Supervisors will be abolished, and the existing members of the Board of Supervisors shall cease to hold any positions as Supervisors.

Details of the Proposed Amendments are set out in Appendix to this circular.

EXTRAORDINARY GENERAL MEETING

The Extraordinary 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, September 12, 2025 at 9:30 a.m.

The notice of the Extraordinary General Meeting is set out on pages 40 to 41 of this circular.

Shareholders who intend to attend the Extraordinary General Meeting by proxy are required to complete and return the 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 holding of the Extraordinary General Meeting (i.e. before 9:30 a.m. on Thursday, September 11, 2025). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting thereof should you so wish.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Monday, September 8, 2025 to Friday, September 12, 2025, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary 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, Wan Chai, Hong Kong (for H Shareholders) not later than 4:30 p.m. on Friday, September 5, 2025, for registration. The record date for determining the entitlement of the Shareholders to attend and vote at the Extraordinary General Meeting will be Friday, September 12, 2025.

VOTING BY POLL

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

RECOMMENDATION

The Directors are of the view that the resolutions set out in the notice of the Extraordinary General Meeting to be considered and approved by the Shareholders is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favor of the resolutions to be proposed at the Extraordinary General Meeting.

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

Beijing, the PRC, August 21, 2025

COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF ZHONGGUANCUN SCIENCE-TECH LEASING CO., LTD.

No.	Provision before the amendments	Provision after the amendments
1	Article 5 The Chairman of the board of Directors of the Company is the legal representative of the Company.	Article 5 The ~~Chairman of the board of Directors of the Company~~**director who executes the Company's affairs on behalf of the Company or the manager** is the legal representative of the Company.**If a director or manager who serves as the legal representative resigns, he is deemed to have resigned as the legal representative at the same time. Upon resignation of the legal representative, the Company shall appoint a new legal representative within thirty (30) days from the date of such resignation. If a legal representative resigns, the Company shall assign a new legal representative within thirty (30) days from the date of the legal representative's resignation.**
2	Article 8 The Articles of Association are binding on the Company and its shareholders, directors,supervisors, general manager and other senior management,all of whom may assert rights in respect of the Company's affairs in accordance with the Articles of Association.The shareholders may institute legal proceedings against the Company pursuant to the Articles of Association; the Company may institute legal proceedings against the shareholders pursuant to the Articles of Association; the shareholders may institute legal proceedings against other shareholders pursuant to the Articles of Association; and the shareholders may institute legal proceedings against the directors, the supervisors, the general manager and other senior management members of the Company pursuant to the Articles of Association.	Article 8 The Articles of Association are binding on the Company and its shareholders, directors, ~~supervisors,~~ general manager and other senior management,all of whom may assert rights in respect of the Company's affairs in accordance with the Articles of Association. The shareholders may institute legal proceedings against the Company pursuant to the Articles of Association; the Company may institute legal proceedings against the shareholders pursuant to the Articles of Association; the shareholders may institute legal proceedings against other shareholders pursuant to the Articles of Association; and the shareholders may institute legal proceedings against the directors, ~~the supervisors,~~ the general manager and other senior management members of the Company pursuant to the Articles of Association.

No.	Provision before the amendments	Provision after the amendments
3	Article 37 (II) the share purchasers and each of the shareholders, directors, supervisors and senior management members of the Company shall agree, and the Company acting on its own behalf and for the benefit of each director, supervisor and senior management member shall agree with each shareholder that, all disputes and claims arising from the Articles of Association, or the disputes or assertion of rights arising from the rights and obligations provided by the Company Law or other relevant laws or administrative regulations in the PRC or in relation to the affairs of the Company shall be submitted to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive.	Article 37 (II) the share purchasers and each of the shareholders, directors~~, supervisors~~ and senior management members of the Company shall agree, and the Company acting on its own behalf and for the benefit of each director~~, supervisor~~ and senior management member shall agree with each shareholder that, all disputes and claims arising from the Articles of Association, or the disputes or assertion of rights arising from the rights and obligations provided by the Company Law or other relevant laws or administrative regulations in the PRC or in relation to the affairs of the Company shall be submitted to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive.
4	Article 38 The share certificates shall be signed by the legal representative. Where the signatures of senior management members of the Company are required by the stock exchange(s) on which the Company's shares are listed, the share certificates shall also be signed by such other senior management member. The share certificates shall become valid after the company seal is affixed thereto or imprinted thereon. The affixing of the company seal to the share certificates shall be authorized by the Board. The signature of the Chairman or such other senior management member of the Company on the share certificates may also be in printed form.	Article 38 The share certificates shall be signed by the legal representative. Where the signatures of senior management members of the Company are required by the stock exchange(s) on which the Company's shares are listed, the share certificates shall also be signed by such other senior management member. The share certificates shall become valid after the company seal is affixed thereto or imprinted thereon. The affixing of the company seal to the share certificates shall be authorized by the Board. The signature of the ~~Chairman~~ **legal representative** or such other senior management member of the Company on the share certificates may also be in printed form.

No.	Provision before the amendments	Provision after the amendments
5	Article 52 Holders of ordinary shares of the Company shall be entitled to the following rights: (2) personal information of directors, supervisors, general manager and other senior management members of the Company,…… (11) resolutions of meetings of the Board of Supervisors; (12) financial reports; (13) the latest audited financial statements, and report of the Board, auditors and the Board of Supervisors.	Article 52 Holders of ordinary shares of the Company shall be entitled to the following rights: (2) personal information of directors, ~~supervisors,~~ general manager and other senior management members of the Company,…… (11) ~~resolutions of meetings of the Board of Supervisors;~~ ~~(12)~~ financial reports; ~~(13)~~ **(12)** the latest audited financial statements, and report of the Board, **and** auditors ~~and the Board of Supervisors~~.

No.	Provision before the amendments	Provision after the amendments
6	Article 55 If the Company suffers any losses arising from any breach of laws, administrative regulations or provisions of the Articles of Association by any Director or senior management members in executing the Company's duties, shareholders who have held, separately or in aggregate, more than 1% of the shares of the Company for more than 180 consecutive days shall be entitled to make a request in writing to the Board of Supervisors to initiate litigation at the people's court. If the Company suffers any losses arising from any breach of laws, administrative regulations or provisions of the Articles of Association by the Board of Supervisors in executing Company's duties, shareholders may make a request in writing to the Board to institute litigation at the people's court. If, upon receipt of the written request from the shareholders as stipulated in the preceding paragraph, the Board of Supervisors or the Board refuses to initiate litigation, or fails to initiate litigation within 30 days or if, in case of emergency, failing to institute litigation immediately may cause irreparable damage to the interest of the Company, the shareholders as mentioned in the above mentioned shall have the right to initiate litigation directly at the people's court in their own names for the interest of the Company.	Article 55 If the Company suffers any losses arising from any breach of laws, administrative regulations or provisions of the Articles of Association by any Director or senior management members in executing the Company's duties, shareholders who have held, separately or in aggregate, more than 1% of the shares of the Company for more than 180 consecutive days shall be entitled to make a request in writing to ~~the Board of Supervisors~~**the audit committee of the Board** to initiate litigation at the people's court. If the Company suffers any losses arising from any breach of laws, administrative regulations or provisions of the Articles of Association by ~~the Board of Supervisors~~**the audit committee of the Board** in executing Company's duties, shareholders may make a request in writing to the Board to institute litigation at the people's court. If, upon receipt of the written request from the shareholders as stipulated in the preceding paragraph, ~~the Board of Supervisors~~**the audit committee of the Board** or the Board refuses to initiate litigation, or fails to initiate litigation within 30 days or if, in case of emergency, failing to institute litigation immediately may cause irreparable damage to the interest of the Company, the shareholders as mentioned in the above mentioned shall have the right to initiate litigation directly at the people's court in their own names for the interest of the Company.

No.	Provision before the amendments	Provision after the amendments
7	Article 56 If the interest of shareholders is prejudiced by any breach of laws, administrative regulations or provisions of the Articles of Association by any director, supervisors or senior management members, shareholders may institute litigation at the people's court.	Article 56 If the interest of shareholders is prejudiced by any breach of laws, administrative regulations or provisions of the Articles of Association by any director~~, supervisors~~ or senior management members, shareholders may institute litigation at the people's court.
8	Article 58 Except for the obligations as required by the laws, administrative regulations or the listing rules of the stock exchange on which the shares of the Company are listed, the controlling shareholders (as defined in the Article below) in exercising their voting rights shall not make any decisions detrimental to the interests of all or part of the shareholders in respect of the following matters: (I) exempting the responsibility of any director or supervisor to act in good faith for the best interest of the Company; (II) approving any director or supervisor (for the benefit of himself or other persons) to deprive of the property of the Company in any form, including (but not limited to) the opportunities that are favorable to the Company; (III) approving any director or supervisor (for the benefit of himself or other persons) to deprive of the individual interests of other shareholders, including (but not limited to) any distribution rights or voting rights, but excluding the reorganization of the Company which is submitted to the general meeting for approval in accordance with the Articles of Association.	Article 58 Except for the obligations as required by the laws, administrative regulations or the listing rules of the stock exchange on which the shares of the Company are listed, the controlling shareholders (as defined in the Article below) in exercising their voting rights shall not make any decisions detrimental to the interests of all or part of the shareholders in respect of the following matters: (I) exempting the responsibility of any director~~ or supervisor~~ to act in good faith for the best interest of the Company; (II) approving any director~~ or supervisor~~ (for the benefit of himself or other persons) to deprive of the property of the Company in any form, including (but not limited to) the opportunities that are favorable to the Company; (III) approving any director~~ or supervisor~~ (for the benefit of himself or other persons) to deprive of the individual interests of other shareholders, including (but not limited to) any distribution rights or voting rights, but excluding the reorganization of the Company which is submitted to the general meeting for approval in accordance with the Articles of Association.

No.	Provision before the amendments	Provision after the amendments
9	Article 61 The general meeting exercises the following powers: (I) to decide on the Company's operational policies and investment plans; (II) to elect and replace the directors and decide on matters relating to the remuneration of directors; (III) to elect and replace the supervisors who are shareholder representatives and decide on matters relating to the remuneration of such supervisors; (IV) to consider and approve reports of the Board; (V) to consider and approve reports of the Board of Supervisors; (VI) to consider and approve the Company's proposed annual financial budget and financial accounts; (VII) to consider and approve the Company's profit distribution plans and loss recovery plans; (VIII) to decide on any increase or reduction in the Company's registered capital; (IX) to decide on issues such as merger, division, dissolution, liquidation or change of the form of the Company and other matters; (X) to decide on the issuance of bonds by the Company; (XI) to decide on the engagement, dismissal or non-reappointment of the accountants by the Company;	Article 61 The general meeting exercises the following powers: (I) to decide on the Company's operational policies and investment plans; (II) to elect and replace the directors and decide on matters relating to the remuneration of directors; (III) ~~to elect and replace the supervisors who are shareholder representatives and decide on matters relating to the remuneration of such supervisors;~~ ~~(IV)~~ to consider and approve reports of the Board; ~~(V) to consider and approve reports of the Board of Supervisors;~~ (~~V~~I**V**) to consider and approve the Company's proposed annual financial budget and financial accounts; (V~~I~~I) to consider and approve the Company's profit distribution plans and loss recovery plans; (VI~~I~~I) to decide on any increase or reduction in the Company's registered capital; (**VII**~~X~~) to decide on issues such as merger, division, dissolution, liquidation or change of the form of the Company and other matters; (~~X~~**VIII**) to decide on the issuance of bonds by the Company; (~~X~~I**X**) to decide on the engagement, dismissal or non-reappointment of the accountants by the Company;

No.	Provision before the amendments	Provision after the amendments
	(XII) to amend the Articles of Association; (XIII) to consider motions raised by shareholders who represent not less than 3% (inclusive) of the shares with voting rights of the Company; (XIV) to consider and approve guarantees required to be resolved at the general meeting pursuant to laws, regulations and the Articles of Association; (XV) to consider the acquisition or disposal of significant assets which account for more than 30% of the latest audited total assets of the Company within one year; (XVI) to consider and approve the change of the use of proceeds; (XVII) to consider the share incentive scheme; (XVIII) to consider and approve other matters required to be resolved at the general meeting pursuant to laws, administrative regulations, listing rules of the stock exchange on which the shares of the Company are listed and the Articles of Association.	(X~~II~~) to amend the Articles of Association; (XI~~II~~) to consider motions raised by shareholders who represent not less than 3% (inclusive) of the shares with voting rights of the Company; (XI**I**~~V~~) to consider and approve guarantees required to be resolved at the general meeting pursuant to laws, regulations and the Articles of Association; (X~~V~~**III**) to consider the acquisition or disposal of significant assets which account for more than 30% of the latest audited total assets of the Company within one year; (X**I**V~~I~~) to consider and approve the change of the use of proceeds; (XV~~II~~) to consider the share incentive scheme; (XVI~~II~~) to consider and approve other matters required to be resolved at the general meeting pursuant to laws, administrative regulations, listing rules of the stock exchange on which the shares of the Company are listed and the Articles of Association.
10	Article 62 Without the approval by way of special resolution at the general meetings, the Company shall not enter into any contract with any party other than the directors, supervisors and senior management members in relation to the authorization of such party to manage all or a material part of the Company's business.	Article 62 Without the approval by way of special resolution at the general meetings, the Company shall not enter into any contract with any party other than the directors~~,~~ ~~supervisors~~ and senior management members in relation to the authorization of such party to manage all or a material part of the Company's business.

No.	Provision before the amendments	Provision after the amendments
11	Article 63 General meetings include annual general meetings and extraordinary general meetings. General meetings are convened by the Board. The annual general meeting is held once a year, and shall take place within six months after the end of the previous accounting year.The Board shall call an extraordinary general meeting within two months upon occurrence of any of the following circumstances: (I) where the number of directors falls below the number as specified in the Company Law or is less than two-thirds of the number as required by the Articles of Association; (II) where the uncovered losses of the Company represents one-third of its total paid-up capital; (III) where Shareholders who hold, separately or in aggregate, 10% or more of the outstanding shares of the Company in issue with voting rights request in writing to convene an extraordinary general meeting; (IV) whenever the Board deems necessary or when proposed by the Board of Supervisors; (V) other circumstances as required by the laws and regulations or these Articles of Association.	Article 63 General meetings include annual general meetings and extraordinary general meetings. General meetings are convened by the Board. The annual general meeting is held once a year, and shall take place within six months after the end of the previous accounting year.The Board shall call an extraordinary general meeting within two months upon occurrence of any of the following circumstances: (I) where the number of directors falls below the number as specified in the Company Law or is less than two-thirds of the number as required by the Articles of Association; (II) where the uncovered losses of the Company represents one-third of its total paid-up capital; (III) where Shareholders who hold, separately or in aggregate, 10% or more of the outstanding shares of the Company in issue with voting rights request in writing to convene an extraordinary general meeting; (IV) whenever the Board deems necessary or when proposed by~~the Board of Supervisors~~**the audit committee of the Board**; (V) other circumstances as required by the laws and regulations or these Articles of Association.

No.	Provision before the amendments	Provision after the amendments
12	Article 64 If the Board is unable or fails to fulfill the obligation of convening a general meeting, the Board of Supervisors shall convene and preside over such meeting in a timely manner. If the Board of Supervisors does not convene or preside over such meeting, the shareholders individually or jointly holding no less than 10% of shares of the Company for no less than 90 consecutive days may convene and preside over such meeting on their own.	Article 64 If the Board is unable or fails to fulfill the obligation of convening a general meeting, ~~the Board of Supervisors~~**the audit committee of the Board** shall convene and preside over such meeting in a timely manner. If ~~the Board of Supervisors~~**the audit committee of the Board** does not convene or preside over such meeting, the shareholders individually or jointly holding no less than 10% of shares of the Company for no less than 90 consecutive days may convene and preside over such meeting on their own.
13	Article 68 As a general meeting is convened, the Board, the Board of Supervisors and any shareholders individually or jointly holding more than 3% of the Company's shares may propose any resolution to the Company.	Article 68 As a general meeting is convened, the Board, ~~the Board of Supervisors~~**the audit committee of the Board** and any shareholders individually or jointly holding more than 3% of the Company's shares may propose any resolution to the Company.
14	Article 70 (V) if any director, supervisor or senior management members have material interests in the matters to be discussed, the nature and extent of such interests shall be disclosed, and if the effect of the matters to be discussed on such director, supervisor and senior management members in their capacity as shareholders is different from that of other shareholders of the same class, the differences shall also be specified;	Article 70 (V) if any director~~, supervisor~~ or senior management members have material interests in the matters to be discussed, the nature and extent of such interests shall be disclosed, and if the effect of the matters to be discussed on such director~~, supervisor~~ and senior management members in their capacity as shareholders is different from that of other shareholders of the same class, the differences shall also be specified;

No.	Provision before the amendments	Provision after the amendments
15	Article 71 A notice of the general meeting shall be sent to shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or prepaid post to the address of the shareholder as shown in the register of members. For the holders of domestic shares, notice of the general meetings may also be given by way of public announcement. The public announcement mentioned in the preceding paragraph shall be published in one or more national newspapers designated by the securities regulatory authority of the State Council. After the publication of such announcement, all the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting	Article 71 **For the purposes of the manner in which the Company provides and/or distributes corporate communications to shareholders in accordance with the requirements under the Hong Kong Listing Rules, where the Company has obtained the prior written or implied consent of the shareholders in accordance with applicable laws, regulations and the relevant provisions of the Hong Kong Listing Rules as amended from time to time, the Company may send or make available corporate communications to its shareholders by electronic means or by publishing them on the Company's website. Corporate communications include, but are not limited to: circulars, annual reports, interim reports, quarterly reports, notices of general meetings, and other corporate communications as defined under the Hong Kong Listing Rules.**

No.	Provision before the amendments	Provision after the amendments
16	Article 85 The following matters shall be passed as ordinary resolutions in a general meeting: (I) work reports of the Board of Directors and the Board of Supervisors; (II) profit distribution plans and plans for making up losses proposed by the Board; (III) dismissal and remuneration of the members of the Board of Directors and the Board of Supervisors and methods of payment of their remuneration; (IV) annual financial budgets and final accounts, balance sheets, income statements and other financial statements of the Company; (V) matters other than those required to be passed as special resolutions pursuant to laws, administrative regulations, the listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association.	Article 85 The following matters shall be passed as ordinary resolutions in a general meeting: (I) work reports of the Board of Directors ~~and the Board of Supervisors~~; (II) profit distribution plans and plans for making up losses proposed by the Board; (III) dismissal and remuneration of the members of the Board of Directors ~~and the Board of Supervisors~~ and methods of payment of their remuneration; (IV) annual financial budgets and final accounts, balance sheets, income statements and other financial statements of the Company; (V) matters other than those required to be passed as special resolutions pursuant to laws, administrative regulations, the listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association.

No.	Provision before the amendments	Provision after the amendments
17	Article 87 A general meeting shall be chaired by the Chairman. If the Chairman is unable to attend the meeting for any reasons, such meeting shall be chaired by a director jointly recommended by the majority of the directors. If chairman of the meeting has not been recommended, shareholders present at the meeting may elect one person to act as chairman of the meeting; and if the shareholders are unable to elect the chairman due to any reasons, the shareholder who holds the largest number of shares with voting rights (including his/her proxy) among the present shareholders shall act as chairman of the meeting (other than HKSCC Nominees). A general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor jointly recommended by no less than half of the supervisors shall preside over the meeting. A general meeting convened by the shareholders shall be presided over and chaired by a representative recommended by the conveners. During the course of a general meeting, if the chairman of the meeting violates the rules of procedures such that the general meeting cannot be continued, shareholders may elect one person to act as chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of shareholders holding more than half of the voting rights present at the meeting.	Article 87 A general meeting shall be chaired by the Chairman. If the Chairman is unable to attend the meeting for any reasons, such meeting shall be chaired by a director jointly recommended by the majority of the directors. If chairman of the meeting has not been recommended, shareholders present at the meeting may elect one person to act as chairman of the meeting; and if the shareholders are unable to elect the chairman due to any reasons, the shareholder who holds the largest number of shares with voting rights (including his/her proxy) among the present shareholders shall act as chairman of the meeting (other than HKSCC Nominees). A general meeting convened by~~the Board of Supervisors~~**the audit committee of the Board** shall be presided over and chaired by the chairman of ~~the Board of Supervisors~~**the audit committee of the Board**. If the chairman of ~~the Board of Supervisors~~**the audit committee of the Board** is unable or fails to perform his/her duties, a ~~supervisor~~**member** jointly recommended by no less than half of the ~~supervisors~~**members of the audit committee of the Board**.shall preside over the meeting. During the course of a general meeting, if the chairman of the meeting violates the rules of procedures such that the general meeting cannot be continued, shareholders may elect one person to act as chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of shareholders holding more than half of the voting rights present at the meeting.

No.	Provision before the amendments	Provision after the amendments
18	Article 102 Generally, the candidates for directorship are proposed at general meetings of the Company by the Board of the Company. Shareholders and the Board of Supervisors of the Company can nominate candidates for directorship according to the Articles of Association.	Article 102 Generally, the candidates for directorship are proposed at general meetings of the Company by the Board of the Company. Shareholders ~~and the Board of Supervisors~~ of the Company can nominate candidates for directorship according to the Articles of Association.
19	Article 105 The Board may set up special committees such as audit committee, remuneration committee and nomination committee as necessary. The Board may set up other special committees and adjust existing committees based on its needs. The Board shall seek the opinion of the special committees before passing any relevant resolutions.Members of each special committee under the Board shall only be directors and be elected by the Board. Each special committee may appoint intermediary institution for provision of professional opinion and the relevant costs shall be borne by the Company. Members of the audit committee can only be comprised of non-executive directors, and at least one of whom is an Independent Director with appropriate qualifications or appropriate accounting or related financial management expertise as required under the Hong Kong Listing Rules. Independent Directors shall form the majority of the remuneration committee, and the chairman of the committee shall be an Independent Director. The chairman of the nomination committee shall be the chairman of the Board or an independent non-executive director; and independent non-executive directors shall form the majority of the committee.	Article 105 The Board ~~may~~**must** set up special committees such as audit committee, remuneration committee and nomination committee ~~as necessary~~**according to the Hong Kong Listing Rules and the terms of the Articles of Association**. The Board may set up other special committees and adjust existing committees based on its needs. The Board shall seek the opinion of the special committees before passing any relevant resolutions. Members of each special committee under the Board shall only be directors and be elected by the Board. Each special committee may appoint intermediary institution for provision of professional opinion and the relevant costs shall be borne by the Company. ~~Members of the audit committee can only be comprised of non-executive directors, and at least one of whom is an Independent Director with appropriate qualifications or appropriate accounting or related financial management expertise as required under the Hong Kong Listing Rules.~~ Independent Directors shall form the majority of the remuneration committee, and the chairman of the committee shall be an Independent Director. The chairman of the nomination committee shall be the chairman of the Board or an independent non-executive director; and independent non-executive directors shall form the majority of the committee.

No.	Provision before the amendments	Provision after the amendments
20	Article 108 The Chairman shall perform the following duties and powers: (I) to preside over the general meetings, and to convene and preside over Board meetings; (II) to inspect the implementation of the resolutions of the Board; (III) to sign the securities issued by the Company; (IV) to sign the legally binding and important documents with external parties on behalf of the Company; (V) other duties and powers granted by the Board. If the Chairman is unable to perform his/her duties and powers, a director jointly elected by at least half of the directors shall perform his/her duties and powers.	Article 108 The Chairman shall perform the following duties and powers: (I) to preside over the general meetings, and to convene and preside over Board meetings; (II) to inspect the implementation of the resolutions of the Board; (III) ~~to sign the securities issued by the Company;~~ ~~(IV) to sign the legally binding and important documents with external parties on behalf of the Company;~~ ~~(V)~~ other duties and powers granted by the Board. If the Chairman is unable to perform his/her duties and powers, a director jointly elected by at least half of the directors shall perform his/her duties and powers.

No.	Provision before the amendments	Provision after the amendments
21	Article 109 Board meetings shall be convened at least four times a year, and it shall be convened by the Chairman. Notices of Board meetings shall be sent to all directors and supervisors fourteen days prior to the date of the meeting. An extraordinary Board meeting may be convened in one of the following circumstances: (I) when proposed by shareholders representing more than one-tenth of the total number of shares carrying voting rights; (II) jointly proposed by at least one-third of the directors; (III) proposed by the Board of Supervisors; (IV) proposed by the general manager.	Article 109 Board meetings shall be convened at least four times a year, and it shall be convened by the Chairman. Notices of Board meetings shall be sent to all directors ~~and supervisors~~ fourteen days prior to the date of the meeting. An extraordinary Board meeting may be convened in one of the following circumstances: (I) when proposed by shareholders representing more than one-tenth of the total number of shares carrying voting rights; (II) jointly proposed by at least one-third of the directors; (III) proposed by ~~the Board of Supervisors~~**the audit committee of the Board**; (IV) proposed by the general manager.
22	Article 117 The Company shall establish branch committee of the Communist Party of China of Zhongguancun Science-Tech Leasing Co., Ltd. (hereinafter referred to as "General Party Branch of the Company") and establish the Party Branch under it. The positions of chairman and the General Party Branch secretary shall be assumed by the same individual in principle. Eligible members of the General Party Branch of the Company are entitled to be admitted to the Board, the Board of Supervisors and the management according to legal procedures; while the eligible Party members from the Board, the Board of Supervisors and the management are entitled to be admitted to the General Party Branch according to the relevant provisions and procedures.	Article 117 The Company shall establish branch committee of the Communist Party of China of Zhongguancun Science-Tech Leasing Co., Ltd. (hereinafter referred to as "General Party Branch of the Company") and establish the Party Branch under it. The positions of chairman and the General Party Branch secretary shall be assumed by the same individual in principle. Eligible members of the General Party Branch of the Company are entitled to be admitted to the Board~~, the Board of Supervisors~~ and the management according to legal procedures; while the eligible Party members from the Board~~, the Board of Supervisors~~ and the management are entitled to be admitted to the General Party Branch according to the relevant provisions and procedures.

No.	Provision before the amendments	Provision after the amendments
23	CHAPTER XIV BOARD OF SUPERVISORS Article 127-Article 136	Delete
24	Added	**CHAPTER XIV AUDIT COMMITTEE** **Article 127** **The audit committee of the Board (董事會審計委員會) (formerly known as the "audit committee of the Board" ("董事會審核委員會") (also referred as the "Audit Committee", the meanings ascribed to the audit committee of the Board and Audit Committee in this Articles of Association are equivalent) shall exercise the powers and functions of the Board of Supervisors as prescribed by the Company Law. The Company shall not establish a supervisor or a Board of Supervisors.** **Article 128** **The Audit Committee shall consist of no fewer than three non-executive directors, with a majority being independent non-executive directors, and at least one independent non-executive director shall possess professional accounting qualifications or appropriate expertise in accounting or related financial management. Members shall be appointed by resolution of the Board of Directors.** **The Audit Committee shall have one chairman, who must be an independent non-executive director and shall preside over the work of the Committee. The chairman shall be nominated by the Chairman of the Board and appointed by the Board of Directors.**

No.	Provision before the amendments	Provision after the amendments
		Article 129 **More than half of the members of the Audit Committee shall not hold any other position in the Company apart from that of director, and shall not have any relationship with the Company that may affect their independent and objective judgment. Employee representatives who are members of the Board may serve as members of the Audit Committee.** **Article 130** **The term of office of Audit Committee members shall be the same as that of the directors. Upon expiration of the term, members may be re-elected and re-appointed.** **Article 131** **The Audit Committee shall be responsible for reviewing the Company's financial information and disclosures, supervising and assessing both internal and external audits and internal control systems. The following matters shall be submitted to the Board of Directors for consideration only upon approval by a majority of all Audit Committee members:** **(I) Appointment or dismissal of the accounting firm responsible for the Company's audit;** **(II) Appointment or dismissal of the chief financial officer;** **(III) Disclosure of financial and accounting reports;** **(IV) Other matters as stipulated by laws, administrative regulations, rules of the China Securities Regulatory Commission (CSRC), the listing rules of the stock exchange where the Company's shares are listed, and these Articles of Association.**

No.	Provision before the amendments	Provision after the amendments
		Article 132 **Meetings of the Audit Committee shall comprise regular meetings and extraordinary meetings. The Audit Committee shall hold at least one regular meeting in each of the first and second halves of every year. Extraordinary meetings shall be convened upon the proposal of the chairman of the Audit Committee, two or more members of the Audit Committee, the Board of Directors, or the Chairman of the Board.** **Article 133** **Audit Committee meetings shall be convened only if more than two-thirds of its members are present.** **Article 134** **Voting at Audit Committee meetings shall be conducted by ballot or show of hands, with each member entitled to one vote. A resolution shall be deemed valid only if passed by a majority of all committee members.** **Article 135** **Resolutions of the Audit Committee shall be recorded in meeting minutes. Members attending the meeting shall sign the minutes.** **Article 136** **The rules of procedure for the Audit Committee shall be formulated by the Board of Directors.**

No.	Provision before the amendments	Provision after the amendments
25	CHAPTER XV QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, SUPERVISORS, GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY	CHAPTER XV QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, ~~SUPERVISORS,~~ GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY
26	Article 137 A person may not serve as a director, supervisor or senior management member of the Company if any of the following circumstances applies:	Article 137 A person may not serve as a director~~,~~ ~~supervisor~~ or senior management member of the Company if any of the following circumstances applies:
27	Article 139 Besides the obligations as stipulated in laws, administrative regulations or the listing rules of the stock exchange where the stocks of the Company are listed, the directors, supervisors and senior management members of the Company shall perform the following obligations on each shareholder when exercising the powers conferred on them by the Company:	Article 139 Besides the obligations as stipulated in laws, administrative regulations or the listing rules of the stock exchange where the stocks of the Company are listed, the directors~~, supervisors~~ and senior management members of the Company shall perform the following obligations on each shareholder when exercising the powers conferred on them by the Company:
28	Article 140 The directors, supervisors and senior management members of the Company owe a duty, in the exercise of their rights or discharge of their duties, to exercise care, diligence and skill that a reasonably prudent person would exercise under similar circumstances.	Article 140 The directors~~, supervisors~~ and senior management members of the Company owe a duty, in the exercise of their rights or discharge of their duties, to exercise care, diligence and skill that a reasonably prudent person would exercise under similar circumstances.

No.	Provision before the amendments	Provision after the amendments
29	Article 141 The directors, supervisors and senior management members of the Company shall perform their duties in accordance with the principle of fiduciary and shall not put themselves in a position where their duties and their interests may be in conflict. This principle includes, without limitation, the discharge of the following obligations: ……(III) to exercise powers within the scope of their duties and powers and not to exceed;	Article 141 The directors~~, supervisors~~ and senior management members of the Company shall perform their duties in accordance with the principle of fiduciary and shall not put themselves in a position where their duties and their interests may be in conflict. This principle includes, without limitation, the discharge of the following obligations: ……(III) to exercise powers within the scope of their duties and powers and not to exceed;

No.	Provision before the amendments	Provision after the amendments
30	Article 142 The directors, supervisors or senior management members of the Company shall not direct the following persons or bodies (hereinafter referred to as the "Relevant Person") to do anything to which such directors, supervisors or senior management members are not permitted: (I) the spouse or minor children of the directors or senior management members of the Company; (II) the trustee of the directors, supervisors or senior management members of the Company or of the persons stated in (I) of this Article; (III) the partners of the directors, supervisors or senior management members of the Company or of the persons stated in (I) and (II) of this Article; (IV) the company(ies) de facto solely controlled by the directors, supervisors or senior management member of the Company or the company(ies) defacto jointly controlled by the persons mentioned in (I), (II) and (III) of this Article or other directors, supervisors, general manager and other senior management members of the Company; and (V) the directors, supervisors or senior management members of the company(ies) so controlled as referred to in (IV) of this Article.	Article 142 The directors~~, supervisors~~ or senior management members of the Company shall not direct the following persons or bodies (hereinafter referred to as the "Relevant Person") to do anything to which such directors~~, supervisors~~ or senior management members are not permitted: (I) the spouse or minor children of the directors or senior management members of the Company; (II) the trustee of the directors~~, supervisors~~ or senior management members of the Company or of the persons stated in (I) of this Article; (III) the partners of the directors~~, supervisors~~ or senior management members of the Company or of the persons stated in (I) and (II) of this Article; (IV) the company(ies) de facto solely controlled by the directors, ~~supervisors~~ or senior management member of the Company or the company(ies) defacto jointly controlled by the persons mentioned in (I), (II) and (III) of this Article or other directors~~, supervisors,~~ general manager and other senior management members of the Company; and (V) the directors~~, supervisors~~ or senior management members of the company(ies) so controlled as referred to in (IV) of this Article.

No.	Provision before the amendments	Provision after the amendments
31	Article 143 The fiduciary duties of the directors, supervisors and other senior management members of the Company do not necessarily cease with the termination of their tenure while their obligation to treat such trade secrets of the Company confidential survives the termination of their tenure. Other obligations may continue for such period as fairness may require, depending on the time lapse between the termination of tenure and the occurrence of the event concerned, and the circumstances and conditions under which the relationship between them and the Company is terminated.	Article 143 The fiduciary duties of the directors~~,~~ ~~supervisors~~ and other senior management members of the Company do not necessarily cease with the termination of their tenure while their obligation to treat such trade secrets of the Company confidential survives the termination of their tenure. Other obligations may continue for such period as fairness may require, depending on the time lapse between the termination of tenure and the occurrence of the event concerned, and the circumstances and conditions under which the relationship between them and the Company is terminated.
32	Article 144 Except for such circumstances provided in Article 58 of the Articles of Association, any director, supervisor, or senior management member of the Company may be relieved from such liability for the violation of his/her specific obligation with the informed consent of shareholders given at a general meeting.	Article 144 Except for such circumstances provided in Article 58 of the Articles of Association, any director~~, supervisor,~~ or senior management member of the Company may be relieved from such liability for the violation of his/her specific obligation with the informed consent of shareholders given at a general meeting.

No.	Provision before the amendments	Provision after the amendments
33	Article 145 Where a director, supervisor or senior management member of the Company has significant interests, directly or indirectly, in any contract, transaction or arrangement entered into or contemplated by the Company (other than the service contract between a director, supervisor or senior management member of the Company and the Company), he/she shall disclose the nature and extent of such interests to the Board promptly whether or not such contract, transaction or arrangement is subject to the approval of the Board under normal circumstances. Unless the interested director, supervisor or senior management member of the Company has disclosed such interests to the Board as required under the preceding paragraph of this Article and the matter has been approved by the Board at a meeting where he/she was not counted in the quorum and had refrained from voting, the Company shall have the right to revoke the contract, transaction or arrangement, except where the other party is a bona fide party acting without knowledge of the breach of obligation by the relevant director, supervisor or senior management member concerned. A director, supervisor or senior management member of the Company shall be deemed to have interests in the contract, transaction or arrangement in which a Connected Person of such director, supervisor or senior management member has interests.	Article 145 Where a director~~, supervisor~~ or senior management member of the Company has significant interests, directly or indirectly, in any contract, transaction or arrangement entered into or contemplated by the Company (other than the service contract between a director~~, supervisor~~ or senior management member of the Company and the Company), he/she shall disclose the nature and extent of such interests to the Board promptly whether or not such contract, transaction or arrangement is subject to the approval of the Board under normal circumstances. Unless the interested director~~, supervisor~~ or senior management member of the Company has disclosed such interests to the Board as required under the preceding paragraph of this Article and the matter has been approved by the Board at a meeting where he/she was not counted in the quorum and had refrained from voting, the Company shall have the right to revoke the contract, transaction or arrangement, except where the other party is a bona fide party acting without knowledge of the breach of obligation by the relevant director~~, supervisor~~ or senior management member concerned. A director~~, supervisor~~ or senior management member of the Company shall be deemed to have interests in the contract, transaction or arrangement in which a Connected Person of such director, ~~supervisor~~ or senior management member has interests.

No.	Provision before the amendments	Provision after the amendments
34	Article 146 In the event that a director, supervisor or a senior management member of the Company gives a written notice to the Board before the Company considers to enter into the contract, transaction or arrangement for the first time, stating that due to the contents set out in the notice, such director, supervisor or senior management member has interests in the contract, transaction or arrangement that may subsequently be made by the Company, such director, supervisor and senior management member shall be deemed to have made such disclosure required under the preceding Article of the Articles of Association within the scope stated in the notice.	Article 146 In the event that a director~~, supervisor~~ or a senior management member of the Company gives a written notice to the Board before the Company considers to enter into the contract, transaction or arrangement for the first time, stating that due to the contents set out in the notice, such director, supervisor or senior management member has interests in the contract, transaction or arrangement that may subsequently be made by the Company, such director~~, supervisor~~ and senior management member shall be deemed to have made such disclosure required under the preceding Article of the Articles of Association within the scope stated in the notice.
35	Article 147 The Company shall not, in any manner, pay tax for its directors, supervisors and senior management members.	Article 147 The Company shall not, in any manner, pay tax for its directors~~, supervisors~~ and senior management members.

No.	Provision before the amendments	Provision after the amendments
36	Article 148 The Company shall not directly or indirectly provide a loan or loan security to a director, supervisor or senior management member of the Company and its parent company nor to the Connected Persons of the foregoing persons. The provisions of the preceding paragraph shall not apply to the following circumstances: (I) the Company provides a loan to its subsidiary or a loan security to its subsidiary; (II) the Company provides a loan, loan security or other funds to the directors, supervisors, general manager and other senior management members of the Company pursuant to letters of appointment approved at a general meeting, so as to enable such directors, supervisors, general manager and senior management members to pay the expenses incurred for the purposes of the Company or in performing their duties; and (III) In the event that the normal business scope of the Company expands to provision of loans and loan security, the Company can provide loans and loan security to the relevant directors, supervisors, general manager and other senior management members of the Company or their Connected Persons, provided that the conditions for the provision of loans and loan security shall be on normal commercial terms.	Article 148 The Company shall not directly or indirectly provide a loan or loan security to a director~~,~~ ~~supervisor~~ or senior management member of the Company and its parent company nor to the Connected Persons of the foregoing persons. The provisions of the preceding paragraph shall not apply to the following circumstances: (I) the Company provides a loan to its subsidiary or a loan security to its subsidiary; (II) the Company provides a loan, loan security or other funds to the directors, ~~supervisors,~~ general manager and other senior management members of the Company pursuant to letters of appointment approved at a general meeting, so as to enable such directors, supervisors, general manager and senior management members to pay the expenses incurred for the purposes of the Company or in performing their duties; and (III) In the event that the normal business scope of the Company expands to provision of loans and loan security, the Company can provide loans and loan security to the relevant directors, ~~supervisors,~~ general manager and other senior management members of the Company or their Connected Persons, provided that the conditions for the provision of loans and loan security shall be on normal commercial terms.

No.	Provision before the amendments	Provision after the amendments
37	Article 150 No enforcement shall be imposed upon the Company for any loan guarantee provided by the Company in breach of clause (I) of Article 148, except for the following circumstances: (I) the loan provider has no knowledge that the loan is provided to a Connected Person of a director, supervisor, general manager and other senior management of the Company or its parent company; and (II) the collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.	Article 150 No enforcement shall be imposed upon the Company for any loan guarantee provided by the Company in breach of clause (I) of Article 148, except for the following circumstances: (I) the loan provider has no knowledge that the loan is provided to a Connected Person of a director, ~~supervisor,~~ general manager and other senior management of the Company or its parent company; and (II) the collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.

No.	Provision before the amendments	Provision after the amendments
38	Article 152 In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor and senior management member of the Company is in breach of his/her duties to the Company, the Company has the right to: (I) claim from such director, supervisor and senior management member for compensation of any loss incurred by the Company as a result of such breach; (II) rescind any contract or transaction entered into by the Company with such director, supervisor and senior management member or with a third party (where such third party knows or should know the breach of duties to the Company by such director, supervisor and senior management member representing the Company); (III) demand such director, supervisor and senior management member to surrender the profits received as a result of breaching his/her duties; (IV) recover any monies received by such director, supervisor and senior management member which should have been otherwise received by the Company, including, without limitation, commissions; and (V) demand payment of the interest earned or may be earned by such director, supervisor and senior management member on the monies that should have been surrendered to the Company.	Article 152 In addition to any rights and remedies provided by the laws and administrative regulations, where a director~~, supervisor~~ and senior management member of the Company is in breach of his/her duties to the Company, the Company has the right to: (I) claim from such director~~, supervisor~~ and senior management member for compensation of any loss incurred by the Company as a result of such breach; (II) rescind any contract or transaction entered into by the Company with such director~~, supervisor~~ and senior management member or with a third party (where such third party knows or should know the breach of duties to the Company by such director~~, supervisor~~ and senior management member representing the Company); (III) demand such director~~, supervisor~~ and senior management member to surrender the profits received as a result of breaching his/her duties; (IV) recover any monies received by such director~~, supervisor~~ and senior management member which should have been otherwise received by the Company, including, without limitation, commissions; and (V) demand payment of the interest earned or may be earned by such director~~, supervisor~~ and senior management member on the monies that should have been surrendered to the Company.

No.	Provision before the amendments	Provision after the amendments
39	Article 153 The Company shall enter into contracts in writing with regards to remuneration of its directors and supervisors and obtain prior approval at the general meeting. The foregoing remuneration shall include: (I) emoluments in respect of his/her service as a director, supervisor or senior management member of the Company; (II) emoluments in respect of his/her service as a director, supervisor or senior management member of a subsidiary of the Company; (III) emoluments in connection with the provision of other services for the management of the Company and its subsidiaries; and (IV) funds received by such directors or supervisors as compensation for their loss of office or for their retirement. A director or supervisor may not sue the Company for such benefits due to him/her on the grounds of the foregoing matters, except for under such contract as mentioned above.	Article 153 The Company shall enter into contracts in writing with regards to remuneration of its directors ~~and supervisors~~ and obtain prior approval at the general meeting. The foregoing remuneration shall include: (I) emoluments in respect of his/her service as a director~~, supervisor~~ or senior management member of the Company; (II) emoluments in respect of his/her service as a director, supervisor or senior management member of a subsidiary of the Company; (III) emoluments in connection with the provision of other services for the management of the Company and its subsidiaries; and (IV) funds received by such directors ~~or supervisors~~ as compensation for their loss of office or for their retirement. A director ~~or supervisor~~ may not sue the Company for such benefits due to him/her on the grounds of the foregoing matters, except for under such contract as mentioned above.

No.	Provision before the amendments	Provision after the amendments
40	Article 154 The contract regarding remuneration entered into by and between the Company and its directors and supervisors shall provide that in the event of a takeover of the Company, the Company's directors and supervisors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment for loss of their office or for their retirement. For the purpose of the preceding paragraph, the term "a takeover of the Company" shall refer to any of the following occasions: (I) anyone makes a tender offer to all the shareholders; (II) anyone makes a tender offer to make the offeror become a controlling shareholder as defined in Article 59 of the Articles of Association. If the relevant director or supervisor fails to comply with this Article, any fund received by him/her shall be vested in those persons who have sold their shares as a result of their acceptance of the foregoing offer, and the expenses incurred from the distribution of such fund on a pro rata basis shall be borne by the relevant director and supervisor and may not be paid out of such fund.	Article 154 The contract regarding remuneration entered into by and between the Company and its directors ~~and supervisors~~ shall provide that in the event of a takeover of the Company, the Company's directors ~~and supervisors~~ shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment for loss of their office or for their retirement. For the purpose of the preceding paragraph, the term "a takeover of the Company" shall refer to any of the following occasions: (I) anyone makes a tender offer to all the shareholders; (II) anyone makes a tender offer to make the offeror become a controlling shareholder as defined in Article 59 of the Articles of Association. If the relevant director ~~or supervisor~~ fails to comply with this Article, any fund received by him/her shall be vested in those persons who have sold their shares as a result of their acceptance of the foregoing offer, and the expenses incurred from the distribution of such fund on a pro rata basis shall be borne by the relevant director ~~and supervisor~~ and may not be paid out of such fund.

No.	Provision before the amendments	Provision after the amendments
41	Article 193 The Company shall comply with the following rules in settlement of disputes: (I) Whenever any disputes or claims arise between shareholders of the overseas listed shares and the Company, shareholders of the overseas listed shares and the Company's directors, supervisors, general manager and other senior management members, or shareholders of the overseas listed shares and shareholders of domestic shares, based on any rights or obligations conferred or imposed by the Articles of Association, the Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration. Where a dispute or claim aforementioned is referred to arbitration, the dispute or claim must be referred in its entirety to arbitration; and any person (being the Company or a shareholder, director, supervisor, general manager and other senior management member of the Company) who has a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by the arbitration. Disputes in relation to the identification of shareholders or the register of members may not be referred to arbitration.	Article 193 The Company shall comply with the following rules in settlement of disputes: (I) Whenever any disputes or claims arise between shareholders of the overseas listed shares and the Company, shareholders of the overseas listed shares and the Company's directors, ~~supervisors,~~ general manager and other senior management members, or shareholders of the overseas listed shares and shareholders of domestic shares, based on any rights or obligations conferred or imposed by the Articles of Association, the Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration. Where a dispute or claim aforementioned is referred to arbitration, the dispute or claim must be referred in its entirety to arbitration; and any person (being the Company or a shareholder, director, ~~supervisor,~~ general manager and other senior management member of the Company) who has a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by the arbitration. Disputes in relation to the identification of shareholders or the register of members may not be referred to arbitration.

No.	Provision before the amendments	Provision after the amendments
42	Article 198 The Board of the Company shall be responsible for the interpretation of the Articles of Association. The Rules of Procedures for the Shareholders' General Meetings, the Rules of Procedures for the Board of Directors and the Rules of Procedures for the Board of Supervisors formulated by the Company shall be approved or amended at the general meeting of the Company.	Article 198 The Board of the Company shall be responsible for the interpretation of the Articles of Association. The Rules of Procedures for the Shareholders' General Meetings~~,~~ **and** the Rules of Procedures for the Board of Directors ~~and the Rules of Procedures for the Board of Supervisors~~ formulated by the Company shall be approved or amended at the general meeting of the Company.
43	In addition to the aforementioned modifications, the Articles of Association also involve: uniformly changing the term shareholders' meeting ("股東大會") to shareholders' meeting ("股東會")	

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 THE 2025 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that 2025 third extraordinary general meeting (the "**EGM**") of Zhongguancun Science-Tech Leasing Co., Ltd. (the "**Company**") will be held on Friday, September 12, 2025 at 9:30 a.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 consider and approve the appointment of Mr. XU Jingquan as an executive director of the Company; and

2. To consider and approve the appointment of Ms. YANG Pengyan as an executive director of the Company.

SPECIAL RESOLUTION

1. To consider and approve the proposed cancellation of the Board of Supervisors and amendments to the Articles of Association.

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

Beijing, the PRC, August 21, 2025

Notes:

1. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Monday, September 8, 2025 to Friday, September 12, 2025, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary 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, Wan Chai, Hong Kong (for H Shareholders) not later than 4:30 p.m. on Friday, September 5, 2025, for registration. The record date for determining the entitlement of the Shareholders to attend and vote at the Extraordinary General Meeting will be Friday, September 12, 2025.

2. PROXY

Shareholders entitled to attend and vote at the Extraordinary 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 Extraordinary General Meeting (i.e. before 9:30 a.m. on Thursday, September 11, 2025) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person if you so wish.

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 Extraordinary General Meeting must be taken by poll.

5. OTHER BUSINESS

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

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

The details about the aforesaid resolution proposed at the Extraordinary General Meeting are set out in the circular of the Company dated August 21, 2025.

As at the date of this notice, the Board comprises Mr. HE Rongfeng and Mr. HUANG Wen as executive Directors, Mr. ZHANG Jian and Mr. ZHANG Chunlei as non-executive Directors, and Mr. WU Tak Lung and Ms. LIN Zhen as independent non-executive Directors.