

**S.F. HOLDING CO., LTD.**  
**順豐控股股份有限公司**

**TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**CHAPTER 1 GENERAL PROVISIONS**

**Article 1** In order to regulate the election of the Directors and senior management members, optimize the composition of the Board of Directors and improve the corporate governance structure, S.F. Holding Co., Ltd. (hereinafter referred to as the “Company”) has established the Nomination Committee of the Board of Directors (hereinafter referred to as the “Nomination Committee”) as a specialized body responsible for making decisions and recommendations on the candidates, selection criteria and procedures of Directors, the general manager and other senior management members of the Company.

**Article 2** In an effort to ensure that the Nomination Committee carries out its work in a standardized and efficient manner, the Board of Directors has formulated these Terms of Reference in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the relevant regulatory rules of the stock exchanges where the shares of the Company are listed (including Shenzhen Stock Exchange and The Stock Exchange of Hong Kong Limited, hereinafter collectively referred to as the “Stock Exchanges”), the relevant requirements of the securities regulatory authorities in the places where the shares of the Company are listed, as well as the Articles of Association of S.F. Holding Co., Ltd. (hereinafter referred to as the “Articles of Association”) and other relevant regulations.

**CHAPTER 2 COMPOSITION**

**Article 3** The Nomination Committee shall consist of three Directors, of which independent non-executive Directors shall account for more than one-half of the total number of members of the Nomination Committee.

**Article 4** The Nomination Committee shall have one chairperson who shall be an independent non-executive Director responsible for presiding over the work of the Nomination Committee.

**Article 5** The chairperson and members shall be nominated by more than one-half of the independent non-executive Directors or more than one-third of all the Directors, and shall be elected by the Board of Directors.

**Article 6** The term of office of the Nomination Committee shall be the same as that of the Board of Directors. Members of the Nomination Committee shall be eligible for re-election and re-appointment upon expiry of his/her term of office. Any member who ceases to serve as a Director or an independent non-executive Director of the Company during such period shall be automatically disqualified as a member of the Nomination Committee. In order to ensure that the composition of the Nomination Committee comply with the requirements of Terms of Reference, the Board of Directors shall fill up the vacancy in a timely manner in accordance with these Terms of Reference, and the term of office of the supplementary member shall expire at the end of such member’s term of office as a Director or an independent non-executive Directors.

### **CHAPTER 3 DUTIES AND AUTHORITIES**

**Article 7** The primary duties and authorities of the Nomination Committee are as follows:

- (I) formulating the criteria (including skill, expertise, diversity policy and experience) and procedures for the selection of Directors and senior management members, reviewing the structure, size and composition of the Board of Directors at least once annually and to make recommendations on any proposed changes to the Board of Directors to complement the Company's strategy;
- (II) extensively identifying qualified candidates for Directors and senior management members, nominating relevant persons to serve as Directors, reviewing the candidates for Directors and the general manager and making recommendations to the Board of Directors on the appointment or re-appointment of the aforementioned persons and Directors and the succession planning for Directors, in particular the chairperson of the Board of Directors and the general manager;
- (III) reviewing candidates for other senior management members nominated by the general manager;
- (IV) drawing up the development plans for senior management members and key reserve talents;
- (V) assessing the independence of the independent non-executive Directors when appointing them and reviewing their independence periodically;
- (VI) the list of candidates for Directors shall be submitted to the Nomination Committee 12 days before the general meeting for approval screening of the documents including resumes and qualifications;
- (VII) other matters as required by laws, rules, regulations, normative documents, the rules of the Stock Exchanges and the Articles of Association or as authorized by the Board of Directors.

**Article 8** The Nomination Committee shall be accountable to the Board of Directors. The proposals passed by the Nomination Committee shall be submitted to the Board of Directors for consideration and determination. The controlling shareholder shall fully respect the proposals of the Nomination Committee and shall not propose any alternative Director or senior management members in the absence of good reason or reliable evidence.

### **CHAPTER 4 PROCEDURES OF DECISION MAKING**

**Article 9** The Nomination Committee shall, in accordance with the relevant governing laws, regulations, rules, normative documents and the Articles of Association as well as the Company's actual conditions, study the criteria of the election requirements, selection procedures and terms of office of the Directors and senior management of the Company, and formulate and archive the relevant resolution and submit it to the Board of Directors for approval and implementation.

**Article 10** The selection process of Directors and senior management members is as follows:

- (I) The Nomination Committee should actively communicate with relevant departments of the Company and study the Company's demand for candidates for new Directors and senior management members, and formulate written materials;
- (II) The Nomination Committee may conduct extensive search for candidates for directors and senior management members from the Company, its holding companies, its subsidiary companies and the human resource market;
- (III) Gather information about the occupation, academic qualifications, job title, detailed work experience and all the concurrent jobs of the candidates and present such information in writing;
- (IV) Seek the nominees' consent for nomination; otherwise, the nominees cannot be the candidate for Directors or senior management members;
- (V) Convene committee meetings to review the qualifications of the candidates in accordance with the criteria for Directors and senior management members;
- (VI) Make suggestion to the Board of Directors regarding the candidates for Directors and new senior management members and submit the relevant information to the Board of Directors one to two months prior to the election of new Directors and appointment of new senior management members;
- (VII) Complete other follow-up work according to the decision and feedback from the Board of Directors.

## **CHAPTER 5 TERMS OF REFERENCE**

**Article 11** Meetings of the Nomination Committee shall be in the form of regular meetings and extraordinary meetings. The Nomination Committee shall hold at least one regular meeting per year. The Board of Directors, the chairperson or more than half of the members have the right to propose the convening of an extraordinary meeting of the Nomination Committee.

**Article 12** The Nomination Committee shall have one convener, who shall be the chairperson of the Nomination Committee and be responsible for convening and presiding over the meetings of the Nomination Committee. When the chairperson of the Nomination Committee is unable or fails to perform his/her duties, he/she shall designate another member to perform his/her duties. Where the chairperson of the Nomination Committee neither performs his/her duties nor designates another member to perform his/her duties, the Board of Directors shall designate a member to perform the duties of the convener of the Nomination Committee.

**Article 13** The Nomination Committee shall notify all members three days prior to the convening of a meeting. The meeting notice may be delivered in writing by personal delivery, facsimile, express mail or email. A notice may be made via telephone in case of urgency, provided such notice shall at least include the time, place and manner of the meeting, as well as an explanation of the urgency of the situation requiring the meeting to be convened as soon as possible, and shall be supplemented by a written notice thereafter. If there are special reasons requiring an urgent meeting, the aforementioned notice period may be disregarded, but the convenor shall explain this at the meeting.

**Article 14** Meetings of the Nomination Committee shall be held only when more than half of the members are present. Each member has one vote. Resolution(s) made at a meeting must be passed by more than half of all members.

**Article 15** Voting at the meetings of the Nomination Committee may be undertaken by show of hands or by poll. Meetings may be convened through telecommunication means.

**Article 16** Where the Nomination Committee deems it necessary, it may invite Directors, supervisors, or senior management of the Company and person(s) involved in the relevant matter(s) to the meeting(s).

**Article 17** The Nomination Committee may engage intermediary agencies to provide professional advice on its decisions, as needed, with expenses borne by the Company.

**Article 18** The procedures for convening a Nomination Committee meeting, the voting methods, and resolutions passed at a meeting must comply with the relevant laws, regulations, the Articles of Association and these Terms of Reference.

**Article 19** The Nomination Committee shall keep meeting minutes, and members attending the meeting should sign the meeting minutes. Members attending a meeting shall have the right to require explanatory notations on the minutes of what he/she said at the meeting.

The Nomination Committee's meeting minutes, together with the signature book of members attending the meetings and the proxy forms, shall be kept as company records for a period of not less than 10 years from the date of the minutes.

**Article 20** Resolutions passed at a meeting of the Nomination Committee and the voting results shall be reported to the Board of Directors in writing.

**Article 21** All members and other persons attending a meeting have a duty of confidentiality regarding the matters discussed at the meeting, and should not disclose any related information without authorization.

## CHAPTER 6 SUPPLEMENTARY PROVISIONS

**Article 22** Unless otherwise specified, the terms used in these Terms of Reference shall have the same meanings as those used in the Articles of Association.

**Article 23** For matters not provided in these Terms of Reference or where these Terms of Reference are in conflict with the relevant laws, regulations, rules, normative documents, the rules of the Stock Exchanges and the Articles of Association, such laws, regulations, rules, normative documents, the rules of the Stock Exchanges and the Articles of Association shall prevail.

**Article 24** These Terms of Reference shall be reviewed and approved by the Board of Directors and come into effect on the date when the H shares issued by the Company are filed with the China Securities Regulatory Commission and listed on The Stock Exchange of Hong Kong Limited. The original “Terms of Reference of the Nomination Committee of the Board of Directors” shall become invalid automatically from the date on which these Terms of Reference come into effect.

**Article 25** These Terms of Reference shall be interpreted and amended by the Board of Directors.

**S.F. Holding Co., Ltd.**  
Board of Directors  
October 2024