

S.F. HOLDING CO., LTD.
順豐控股股份有限公司

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

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to accommodate the needs of strategic development of S.F. Holding Co., Ltd. (hereinafter referred to as the “Company”), enhance its Environmental, Social and Corporate Governance (hereinafter referred to as “ESG”) management level, strengthen its core competitiveness, determine its development plans, optimize its procedures for making investment decisions, enhance the rationality of its decision-making, and improve the effectiveness and quality of major investment decisions, the Company has established the Strategy Committee of the Board of Directors (hereinafter referred to as the “Strategy Committee”) as a specialized body responsible for the long-term development strategies and major investment decisions of the Company.

Article 2 In an effort to ensure that the Strategy 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 the 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 Strategy 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 Strategy Committee.

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

Article 5 The chairperson and members shall be nominated by the chairperson of the Board of Directors, 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 Strategy Committee shall be the same as that of the Board of Directors. Members of the Strategy 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 Strategy Committee. In order to ensure that the composition of the Strategy Committee complies with the requirements of these 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 a supplementary member shall expire when such member's term of office as a Director or an independent non-executive Director ceases. The Strategy Committee shall suspend the exercise of its powers and functions as stipulated in these Terms of Reference until two-thirds of the required number of members of the Strategy Committee have been reached.

CHAPTER 3 DUTIES AND AUTHORITIES

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

- (I) reviewing the overall development strategy plan of the Company and each of its specific strategic development plans, including the Company's ESG development strategy and the substantive issues of major concern to stakeholders, and making recommendations to the Board of Directors;
- (II) evaluating the overall development status of various businesses of the Company, and making timely recommendations to the Board of Directors regarding adjustment to the strategic development plan of the Company;
- (III) reviewing the business plan, investment and financing plans of the Company, and making recommendations to the Board of Directors;
- (IV) reviewing the annual financial budget and final accounts proposals, and making recommendations to the Board of Directors;
- (V) supervising and inspecting the implementation of the business and investment plans of the Company;
- (VI) evaluating the governance of the Company, and making recommendations to the Board of Directors;
- (VII) reviewing the Company's regular ESG reports, and making recommendations to the Board of Directors;

- (VIII) supervising and inspecting the implementation and progress of ESG-related targets;
- (IX) other matters as required by laws, rules, regulations, normative documents, the rules of the Stock Exchanges and the Articles of Association, or other matters as authorized by the Board of Directors.

CHAPTER 4 TERMS OF REFERENCE

Article 8 Meetings of the Strategy Committee shall be in the form of regular meetings or extraordinary meetings. The Strategy Committee shall hold at least one regular meeting per year. The Board of Directors, the chairperson, or more than half of the members of the Strategy Committee shall have the right to propose the convening of an extraordinary meeting of the Strategy Committee.

Article 9 The Strategy Committee shall have one convener, who shall be the chairperson of the Strategy Committee and be responsible for convening and presiding over the meetings of the Strategy Committee. Where the chairperson of the Strategy 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 Strategy 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 Strategy Committee.

Article 10 The Strategy 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 11 Meetings of the Strategy Committee shall be held only when more than half of the members are present. Members of the Strategy Committee shall attend the meetings in person. If a member is unable to attend a meeting for any reason, he/she may appoint another member in writing to attend and vote on his/her behalf.

Article 12 Meetings of the Strategy Committee may be convened by means of on-site meetings, telephone conferences, video conferences or written circular.

Article 13 Voting at the meetings of the Strategy Committee may be undertaken by show of hands or by poll. Each member has one vote. Resolution(s) made at a meeting must be passed by more than half of all members. If there are objections, the opinions of the members who have voted against the resolution shall be archived.

Article 14 Matters approved at the meetings of the Strategy Committee that fall within the primary duties of the Board of Directors shall be submitted in writing to the Board of Directors for review.

Article 15 Where the Strategy 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 16 The Strategy Committee may engage external experts to attend the meetings of the Strategy Committee, as needed, with expenses borne by the Company.

Article 17 The external experts engaged by the Strategy Committee are mainly responsible for providing consultation opinions and professional recommendations on professional issues involved in the matters discussed at the meetings.

Article 18 The experts engaged by the Strategy Committee to attend meetings have the right to make recommendations, but not to vote.

Article 19 The Strategy 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 Strategy 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 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 5 SUPPLEMENTARY PROVISIONS

Article 21 Unless otherwise stated, the terms used in these Terms of Reference shall have the same meanings as those used in the Articles of Association.

Article 22 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, the provisions of such laws, regulations, rules, normative documents, the rules of the Stock Exchanges and the Articles of Association shall prevail.

Article 23 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 for the Strategy Committee of the Board of Directors” shall become invalid automatically from the date on which these Terms of Reference come into effect.

Article 24 These Terms of Reference shall be interpreted and amended by the Board of Directors.

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