

S.F. HOLDING CO., LTD.
順豐控股股份有限公司

**TERMS OF REFERENCE FOR THE REMUNERATION AND
APPRAISAL COMMITTEE OF THE BOARD OF DIRECTORS**

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to further establish a sound system for the appraisal and remuneration management for the Directors and senior management members of S.F. Holding Co., Ltd. (hereinafter referred to as the “**Company**”) and to improve the corporate governance structure, the Company has established the Remuneration and Appraisal Committee of the Board of Directors (hereinafter referred to as the “**Remuneration and Appraisal Committee**”) as a specialized body responsible for formulating, managing and appraising the remuneration system for the Directors and senior management members of the Company.

Article 2 In an effort to ensure that the Remuneration and Appraisal 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**”), 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 AND DUTIES

Article 3 The Remuneration and Appraisal Committee shall consist of three Directors, of which independent non-executive Directors shall constitute a majority of the total number of members of the Remuneration and Appraisal Committee.

Article 4 The Remuneration and Appraisal Committee shall have one chairperson who shall be an independent non-executive Director responsible for presiding over the work of the Remuneration and Appraisal 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 Remuneration and Appraisal Committee shall be the same as that of the Board of Directors. Members of the Remuneration and Appraisal 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 Remuneration and Appraisal Committee. In order to ensure that the composition of the Remuneration and Appraisal 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.

Article 7 The Board Secretary shall be responsible for the communication of daily work and meeting organization, etc. of the Remuneration and Appraisal Committee.

Article 8 The Remuneration and Appraisal Committee shall consult the Chairman of the Board of Directors and/or the general manager of the Company on the remuneration recommendations for the executive Directors of the Company. The Remuneration and Appraisal Committee may also seek professional independent advice, as needed, with expenses borne by the Company.

Article 9 The primary duties of the Remuneration and Appraisal Committee are to formulate the assessment standards and conduct relevant assessments for the Directors and senior management members of the Company, formulate and review the mechanisms for determining remuneration, the processes for making remuneration decisions, payment and clawback arrangements, as well as other remuneration policies and plans for the Directors and senior management members of the Company, and to make recommendations to the Board of Directors on the following matters:

- (I) making recommendations to the Board of Directors on the overall remuneration policy and structure for the Directors and senior management members of the Company, and on establishing formal and transparent procedures for developing remuneration policies;
- (II) recommending to the Board of Directors the remuneration packages of executive Directors and senior management members, including, where applicable, non-monetary benefits, pension rights and compensation amounts (including compensation for loss or termination of office or appointment), and formulating the remuneration/allowance packages for executive Directors and senior management members;
- (III) making recommendations to the Board of Directors on the remuneration of non-executive Directors;

- (IV) evaluating and considering the management's remuneration proposals in accordance with the corporate policies and objectives established by the Board of Directors;
- (V) taking into account factors including, among others, the remuneration paid by comparable companies, the time and responsibilities required of the Directors and senior management members, and the employment conditions of other positions within the Group in discharging its duties;
- (VI) reviewing and approving arrangements for compensating the Directors and senior management members for loss or termination of office or appointment, dismissal, or removal (regardless of whether the reason is misconduct by Directors or not), ensuring that such compensation is consistent with the contractual terms; where such compensation cannot be determined under the contractual terms, the compensation shall be reasonable and appropriate;
- (VII) ensuring that no Director or any of his/her associate(s) is involved in determining his/her own remuneration;
- (VIII) formulating or amending stock incentive plan and employee stock ownership plan, including examining the rights granted to the participants and the fulfillment of conditions for exercising the rights, reviewing and/or approving matters related to share/stock incentive plan as described in the rules of the Stock Exchanges;
- (IX) arranging shareholding plans for Directors and senior management members in proposed spin-off subsidiaries;
- (X) 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.

If the Board does not adopt or fully adopt the recommendations of the Remuneration and Appraisal Committee, the Board's resolution should record the opinions of the Remuneration and Appraisal and the specific reasons for not adopting them, and such information should be disclosed.

CHAPTER 3 TERMS OF REFERENCE

Article 10 Meetings of the Remuneration and Appraisal Committee shall be in the form of regular meetings or extraordinary meetings. The Remuneration and Appraisal 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 Remuneration and Appraisal Committee.

Article 11 The Remuneration and Appraisal Committee shall have one convener, who shall be the chairperson of the Remuneration and Appraisal Committee and be responsible for convening and presiding over the meetings of the Remuneration and Appraisal Committee. When the chairperson of the Remuneration and Appraisal 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 Remuneration and Appraisal 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 Remuneration and Appraisal Committee.

Article 12 The Remuneration and Appraisal 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 13 Meetings of the Remuneration and Appraisal Committee shall be held only when more than half of the members are present. Members of the Remuneration and Appraisal Committee shall attend the meetings of the Committee in person. If a member is unable to attend the meeting for any reason, he/she may appoint another member in writing to attend and vote on his/her behalf.

Article 14 Meetings of the Remuneration and Appraisal Committee may be convened by means of on-site meetings, telephone conferences, video conferences or written circular.

Article 15 Voting at the meetings of the Remuneration and Appraisal 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 16 Where the Remuneration and Appraisal Committee evaluates or discusses the personal remuneration of a senior management member who also serves as a Director, such Director who is also a member of the Remuneration and Appraisal Committee shall abstain from the meeting.

Article 17 The vote abstention procedures adopted by the Remuneration and Appraisal Committee are as follows:

- (I) the interested committee member shall voluntarily abstain from the meeting, otherwise other committee members shall have the right to request him/her to abstain;
- (II) disputes over the existence of interest shall be resolved by passing a resolution by over half of all attending committee members (excluding the interested committee member);
- (III) the interested committee member shall not participate in discussions or vote on issues that he/she should abstain from, and shall temporarily leave the meeting or abstain in other ways;
- (IV) if the Remuneration and Appraisal Committee is unable to pass a resolution for a proposal due to the abstention of the interested member, it shall resolve that such proposal be submitted to the Board of Directors for review, and it shall present the proposal to the Board of Directors for review in a timely manner. The Remuneration and Appraisal Committee shall also specify its progress on the review of the proposal and opinions of its members (other than the interested member) on such proposal in the resolution to be submitted to the Board of Directors.

Article 18 Matters approved at the meetings of the Remuneration and Appraisal Committee that fall within the Terms of Reference of the Board of Directors shall be submitted in writing to the Board of Directors for review.

Article 19 Where the Remuneration and Appraisal Committee deems necessary, it may invite Directors or senior management members of the Company and person(s) involved in the relevant matter(s) to the meeting(s).

Article 20 The Remuneration and Appraisal Committee may engage external experts to attend the meetings of the Remuneration and Appraisal Committee, as needed, with expenses borne by the Company.

The external experts engaged by the Remuneration and Appraisal Committee are mainly responsible for providing advisory opinions and professional recommendations on professional issues involved in the matters discussed at the meetings.

The experts engaged by the Remuneration and Appraisal Committee to attend meetings have the right to make recommendations, but not the right to vote.

Article 21 The Remuneration and Appraisal 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 Remuneration and Appraisal Committee's meeting minutes, together with the signature book of members present at 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 22 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 4 SUPPLEMENTARY PROVISIONS

Article 23 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 24 For matters not provided in these Terms of Reference or where the 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 25 These Terms of Reference shall come into effect and be implemented from the date on which they are reviewed and approved by the Board of Directors.

Article 26 These Terms of Reference shall be interpreted and amended by the Board of Directors.

S.F. Holding Co., Ltd.
Board of Directors
December 2025