

# HANGZHOU SF INTRA-CITY INDUSTRIAL CO., LTD.

## 杭州順豐同城實業股份有限公司

### TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

#### CHAPTER 1 GENERAL PROVISIONS

**Article 1** In order to regulate the functions of the remuneration committee of the Board of Directors (hereinafter referred to as the “Committee”) of Hangzhou SF Intra-city Industrial Co., Ltd. (hereinafter referred to as the “Company” and together with its subsidiaries, the “Group”), so as to establish a sound system of assessment and remuneration management for Directors and senior management, and strengthen the incentive and restraint mechanism, these terms of reference are established in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “SEHK Listing Rules”), the articles of association of Hangzhou SF Intra-city Industrial Co., Ltd. (hereinafter referred to as the “Articles of Association”) and other relevant regulations.

**Article 2** The Committee is a special committee under the Board of Directors and is mainly responsible for formulating standards for appraising Directors and senior management of the Company and conducting assessments; formulating and reviewing the policies for and proposals on the remuneration of Directors and senior management of the Company.

**Article 3** The Committee shall be accountable to and report to the Board of Directors.

**Article 4** The reference of Directors herein refers to all Directors of the Company, and the senior management members refer to the general manager, deputy general managers, financial officers, secretary to the Board of Directors appointed by the Board of Directors and other senior management members specified in the Articles of Association.

#### CHAPTER 2 COMPOSITION OF THE COMMITTEE

**Article 5** The Committee shall consist of no less than three Directors, with a majority of whom being independent non-executive Directors.

Members of the Committee shall be nominated by the chairman of the Board of Directors and appointed by the Board of Directors upon approval by more than half of the Directors.

**Article 6** The Committee shall have a chairman who shall be an independent non-executive Director. The chairman shall be nominated by the chairman of the Board of Directors of the Company and appointed upon approval of the Board of Directors.

**Article 7** The term of office of the Committee shall be the same as that of the Board of Directors, and the term of office of a Committee member shall be the same as his/her term of office as a Director. Committee members may be re-elected upon expiry of their terms of office. A member of the Committee shall, ipso facto, cease to be a member when he/she is no longer a Director of the Company. A member shall not be removed without cause before the expiration of his/her term, unless there is any circumstance that he/she shall not be in office in accordance with the laws and regulations, Articles of Association or these Terms.

**Article 8** A Committee member may tender his/her resignation to the Board of Directors during his/her term of office by giving a written resignation to explain the reason for resignation and other matters which need to be brought to the attention of the Board of Directors. If the number of members will fall below the minimum number as provided herein, the resigning member shall continue to perform his/her duties until the appointment of a new member from the Board of Directors to fill his/her place.

**Article 9** The Committee members may be changed during their terms of office if proposed by the Board of Directors and approved after discussion by the Board of Directors.

**Article 10** A member of the Committee may also hold membership of other special committees under the Board of Directors provided that he/she is able to perform his/her duties for the Committee as required.

**Article 11** If the number of the Committee members falls below the minimum number as provided herein, the Board of Directors shall make up the shortfall in accordance with these terms of reference.

**Article 12** The secretary's office of the Board of Directors (the "Board Secretary's Office") shall act as the executive body of the Committee to provide support and services and perform duties assigned by the Committee.

### **CHAPTER 3 RESPONSIBILITIES OF THE COMMITTEE**

**Article 13** The primary responsibilities of the Committee include:

- (1) to make recommendations to the Board of Directors on the policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (2) to review and approve the management's remuneration proposals with reference to the Board of Directors' corporate goals and objectives;
- (3) to make recommendations to the Board of Directors or determine on the remuneration packages of executive Directors and senior management. The remuneration packages shall include benefits in kind, pension rights and compensation payments (including compensation for loss or termination of their office or appointment);
- (4) to make recommendations to the Board of Directors on the remuneration of non-executive Directors;
- (5) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions of the Company and its subsidiaries;
- (6) to review and approve the senior management's remuneration proposals with reference to the Board of Directors' corporate goals and objectives;

- (7) to examine and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (8) to examine and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (9) to ensure that no Director or any of his associates is involved in deciding his/her own remuneration.

**Article 14** Responsibilities of the chairman of the Committee include:

- (1) to convene and preside over regular meeting and extraordinary meeting of the Committee;
- (2) to supervise and examine the performance and implementation of the resolutions of the Committee;
- (3) to sign the relevant documents of the Committee;
- (4) to report the work of the Committee to the Board of Directors of the Company;
- (5) to perform other duties as conferred by laws and regulations, relevant regulatory requirements of the listing place, such as the SEHK Listing Rules, these Terms and the Board of Directors.

**Article 15** Major responsibilities of a Committee member include:

- (1) to attend meetings of the Nomination Committee punctually, and express opinions on the matters discussed thereon and exercise voting rights at the meetings;
- (2) to propose matters for discussion at the meetings of the Committee;
- (3) to sit in on or observe relevant meetings of the Company, to conduct studies and researches and to obtain reports, documents, materials and other relevant information necessary for the performance of his/her responsibilities;
- (4) to fully understand the responsibilities of the Committee as a whole and those as a member of the Committee, and acquaint himself/herself with the operation, management, business activities and development of the Company in relation to his/her responsibilities to ensure his/her capacity for the performance of responsibilities;
- (5) to guarantee that he/she has devoted sufficient time and attention to fulfil his/her responsibilities;
- (6) to perform other duties as conferred by laws and regulations, relevant regulatory requirements of the listing place, such as the SEHK Listing Rules, these Terms and the Board of Directors.

**Article 16** The Board Secretary's Office shall be responsible for gathering and providing the following information in order to facilitate the decision-making process of the Committee:

- (1) major financial indicators of the Company and achievement progress of the operating targets;
- (2) scope of duties and major responsibilities of the senior management of the Company;
- (3) fulfillment of performance evaluation indicators by the Directors and senior management;
- (4) estimates used for the formulation of performance-based remuneration packages of the Company.

#### **CHAPTER 4 MEETINGS OF THE COMMITTEE**

**Article 17** Meetings of the Committee can be classified as regular meeting and extraordinary meeting.

**Article 18** The Committee shall hold at least one regular meeting every year, and the notice of the meeting shall be served to all members three days before such meeting.

**Article 19** The Committee may convene extraordinary meetings when necessary. In any of the following circumstances, the chairman of the Committee shall issue a notice to convene a meeting within three days:

- (1) in circumstances as deemed necessary by the Board of Directors;
- (2) in circumstances as deemed necessary by the chairman of the Committee;
- (3) when proposed by two or more members of the Committee.

**Article 20** The Board Secretary's Office shall issue the notice of meeting in writing to each of the Committee members and relevant persons being invited to attend the meeting three days prior to the date of the meeting (except in special circumstances where the requirement of a prior notice is exempted, provided that the chairman of the meeting shall provide explanation at the meeting). The notice of meeting shall contain information on the form, time, venue, duration and agenda of the meeting, time of issuance of the notice, name and contact information of the contact person of the meeting and other relevant information.

**Article 21** Upon receipt of the notice, all Committee members shall promptly provide confirmation and relevant replies (including but not limited to the confirmation of attendance, schedule and other matters) via a proper means.

**Article 22** All members of the Committee shall attend the meeting in person. If a member is unable to attend the meeting in person due to any reason, such member shall, by signing and submitting a letter of proxy, authorize another member of the Committee to attend and express opinion at the meeting on his/her behalf. Such letter of proxy shall expressly state the scope and term of the authorization. Each member may appoint only one other member as his/her proxy to exercise the voting right on his/her behalf. Where a member authorizes two or more other members to exercise the voting right on his/her behalf, such authorization shall be invalid. In addition, no member shall accept any such authorization from two or more other members concurrently.

The member attending a meeting on behalf of another member shall exercise the rights within the scope of authorization. If a member does not attend a meeting in person or authorize another member to exercise the rights on his/her behalf, nor does he/she submit any opinion in writing prior to the meeting, he/she shall be deemed to have waived his/her rights.

A member who is unable to attend a meeting in person may also exercise his/her rights by submitting in writing his/her opinion with respect to any matter on the meeting agenda, provided that such written opinion shall be submitted to the Board Secretary's Office before the meeting.

**Article 23** If a member does not attend a meeting in person or authorize another member to attend such meeting on his/her behalf, nor does he/she submit any opinion in writing prior to the meeting on two consecutive occasions, or if such member fails to attend in person 3/4 of all meetings of the Committee held during any year, such member shall be deemed incapable of performing the duties of the Committee, and the Board of Directors may replace him/her in accordance with these Terms.

**Article 24** The quorum of a Committee meeting shall be the presence of two thirds of the Committee members. Meetings of the Committee shall be presided over by the chairman of the Committee, who may appoint another member to act on his/her behalf when he/she is unable to attend the meeting. If the chairman of the Committee neither performs his/her duties nor designates another member to act on his/her behalf, any member may report the same to the Board of Directors, and the Board of Directors shall appoint another member who is an independent non-executive director to fulfil the duties of the chairman.

## **CHAPTER 5 PROCEDURES OF MEETINGS**

**Article 25** Each member of the Committee shall have one vote. A resolution of the meeting shall be passed by a simple majority of the votes of all members. In the event that the meeting fails to reach a valid resolution due to abstention of any member, the relevant matter shall be considered directly by the Board of Directors.

**Article 26** Meetings of the Committee shall be held in the forms of on-site meetings, by video, telephone or by way of written resolutions. If a meeting is held off-site, it shall be ensured that members of the Committee are able to express their views fully. The voting methods at a meeting are as follows: vote by poll in writing or vote by a show of hands (or voice vote). For a meeting held on-site shall adopt the method of voting by poll in writing or voting by a show of hands (or voice vote). For a meeting held via video or telephone may adopt the method of voting by a show of hands (or voice vote), but members of the Committee who attend the meeting shall complete a writing procedure of signing as soon as possible and submit their votes with the signatures to the Committee. A meeting held by way of written resolutions shall adopt the method of voting by poll in writing, and members of the Committee who vote shall also submit their votes with the signatures to the Committee as soon as possible.

**Article 27** A Committee meeting shall consider and discuss matters of the agenda, and members of the Committee shall explicitly, independently and fully express their opinions based on their own judgment. In case of diverse opinions, such different views shall be stated in the meeting summary to be presented to the Board of Directors.

**Article 28** The Committee may invite Directors, related senior management members and relevant experts of the Company, external experts, scholars, intermediary agencies and other relevant personnel to sit in on a meeting. Such persons being invited shall give their explanations and elaborations on any issues as required by any member of the Committee.

**Article 29** When the Committee considers necessary, with the approval of the Board of Directors, it may seek for professional advice from external professional personnel or organizations, and the Company shall bear the reasonable expenses incurred.

**Article 30** If a member is an interested party in any matter being considered by the Committee, such member shall recuse from the discussion and abstain from the voting.

**Article 31** Everyone attending a Committee meeting shall keep all matters discussed at the meeting confidential and shall not disclose any such information without authorization.

## **CHAPTER 6 MINUTES AND SUMMARY OF COMMITTEE MEETING**

**Article 32** Minutes shall be kept for every meeting of the Committee, which shall be prepared by the Board Secretary's Office and shall contain the following information:

- (1) serial number, meeting method, date, venue and name of the chairman of the meeting;
- (2) attendance of members in person and by proxy;
- (3) name and title of each attendee;
- (4) agenda of the meeting;
- (5) main points made by members of the Committee and other relevant attendees;
- (6) name of the person taking minutes;
- (7) abstention of any interested member (if any), which shall be specified in the minutes or the relevant resolutions.

All members present at the Committee meeting shall sign the minutes.

**Article 33** After each meeting of the Committee, the Board Secretary's Office shall prepare a meeting summary based on the discussion of the meeting. In addition to submitting to the Board of Directors of the Company, copies of the meeting summary shall be sent to every member of the Committee. The draft and final version of the meeting summary are sent to members for their comment and record, respectively.

**Article 34** Meeting minutes, meeting summary, letters of proxy, written opinions of members of the Committee and other materials of the meeting shall be handled by the Board Secretary's Office in accordance with relevant requirements.

## CHAPTER 7 SUPPLEMENTARY PROVISIONS

**Article 35** These Terms have been considered and approved by the Board of Directors, and shall become effective from the date on which the H Shares issued by the Company are publicly listed on the Stock Exchange.

**Article 36** In case of any matters not covered herein or contradictions arisen herein with the provisions of the relevant laws and regulations, the SEHK Listing Rules or the Articles of Association promulgated or amended from time to time after these terms of reference become effective, such laws, regulations, the SEHK Listing Rules and the Articles of Association shall prevail

**Article 37** Unless otherwise specified, terms used herein shall have the same meanings ascribed to them in the Articles of Association or the SEHK Listing Rules.

**Article 38** These Terms shall be construed and interpreted by the Board of Directors of the Company.