

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 AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the functions of the audit committee of the Board of Directors (hereinafter referred to as the “Audit Committee” or 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 facilitate the efficient decision making process of the Board of Directors for its effective supervision of the management and to improve the corporate governance structure, these terms of reference (these “Terms”) 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 Audit Committee is a special committee under the Board of Directors, exercising the functions and powers of the Supervisory Committee as stipulated in the Company Law. It is mainly responsible for the coordination between internal and external auditors, supervision and inspection of their works as well as the risk management and internal control of the Company. The Audit Committee shall be accountable for and report to the Board of Directors.

Article 3 These Terms shall apply to the Audit Committee and the persons and departments governed by these Terms.

CHAPTER 2 COMPOSITION OF THE COMMITTEE

Article 4 The Audit Committee shall consist of no less than three Directors. All Committee members shall be non-executive Directors, with a majority of whom being independent non-executive Directors. All members shall possess professional financial or legal knowledge and commercial experience necessary for the performance of their duties. At least one of the members shall have the appropriate accounting qualification or relevant financial management expertise as required by SEHK Listing Rules in respect of the qualifications of financial professionals of the audit committee. Partners of the external auditing firm engaged by the Company shall be prohibited from acting as a member of the Audit Committee for a period of two years from the date of the person ceasing to be a partner of the firm or to have any financial interest in the firm, whichever is the latter.

Article 5 Members of the Audit 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 Audit Committee shall have a chairman who shall be an independent non-executive Director. The chairman is responsible for the overall management of the Audit Committee. The chairman shall be nominated by the chairman of the Board of Directors and appointed upon approval of the Board of Directors. The chairman shall have appropriate accounting qualification or relevant financial and accounting expertise.

Article 7 The term of office of the Audit 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. Members of the Audit Committee may be re-elected upon expiry of their terms of office. A member of the Audit Committee shall, ipso facto, cease to be a member when he/she is no longer a Director of the Company.

Article 8 An Audit 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 to fill his/her place.

Article 9 The Audit 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 If the number of the Audit Committee members falls below the minimum number as provided herein, the Board of Directors shall make up the shortfall in accordance with these Terms.

Article 11 The secretary's office of the Board of Directors (hereinafter referred to as the "Board Secretary's Office") shall act as the executive body of the Audit Committee to provide support and services and perform duties assigned by the Audit Committee.

CHAPTER 3 RESPONSIBILITIES OF THE COMMITTEE

Article 12 The Audit Committee, on behalf of the Board of Directors, shall conduct independent assessment and supervision on the compliance, legality and efficiency of the operation of the Company. The primary responsibilities of the Committee include:

- (1) to make recommendations to the Board of Directors regarding appointment, reappointment and removal of external auditors, approve the remuneration and terms of engagement of the external auditors, and deal with all matters of the resignation or dismissal of external auditors;
- (2) to review and monitor the independence and objectivity of external auditors and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee shall discuss with the external auditors the nature, scope and method of the audit and reporting requirement before the audit commences;

For the purpose of independent inspection of external auditors, the Audit Committee shall perform the followings: to consider the relationships between the Company and the auditors (including non-audit services); to obtain from the auditors annually, information about policies and processes for maintaining its independence and effectiveness of such policies and procedures, including the rules for change of partners and executives of external auditors; to meet the external auditors at least once a year without the presence of the management of the Company for the discussion of audit fees, any issues arising from the audit and any other matters the auditor may wish to raise;

- (3) to develop and implement policies relating to the engagement of external auditors for non-audit services. For the purpose of this clause, external auditors include any entity under common control, ownership or management with the auditors and any entity that a reasonable and informed third party would reasonably conclude to be part of the local or international operation of the auditors. The Audit Committee should advise the Board of Directors on necessary actions or improvements and measures to be taken; to examine the truthfulness, completeness and accuracy of the financial statements, annual reports and accounts, half-year reports and quarterly reports (if any) of the Company, and review important opinions regarding financial reporting in such statements and reports. Special attention should be paid to the risk of any frauds, mal-practices and major mistakes in relation to financial statements and reports. When reviewing the annual reports and accounts, half-yearly and quarterly reports of the Company before submission to the Board of Directors, the Audit Committee should focus on the following matters:
1. changes in accounting policies and practices;
 2. major judgment;
 3. significant adjustments resulting from audit;
 4. the on-going concern assumption and qualified opinions;
 5. compliance with accounting standards;
 6. compliance with the SEHK Listing Rules and legal requirements in relation to financial reporting.
- (4) for the purpose of paragraph (3) above,
1. the Audit Committee members shall discuss with the Board of Directors and the senior management. The Audit Committee shall meet with the external auditor at least twice a year;
 2. the Audit Committee shall consider any significant and unusual items that are, or may need to be, reflected in such reports and accounts, and shall give consideration the matters raised by the staff responsible for accounting and financial reporting function, compliance officer or the external auditors;
- (5) to review the financial control, internal control and risk management system of the Company;
- (6) to discuss with the management on risk management and internal control system to ensure that the management has performed its duty to maintain an effective risk management and internal control system. Considerations should be given to, among others, the adequacy of resources, qualifications, experience and training of staff and budgets pertaining to the accounting and financial reporting functions;
- (7) to consider major investigation findings on risk management and internal control on its own initiative or as delegated by the Board of Directors and the management's response to these findings;

- (8) to monitor internal audit system of the Company, to ensure that the internal audit system is implemented with sufficient resources and has appropriate standing in the Company, and to review and supervise the effectiveness of internal audit system;
- (9) to facilitate communications between the internal audit department and the external auditors so as to coordinate their works;
- (10) to review the financial and accounting policies and practice of the Company;
- (11) to review the external auditor's audit letter to the management, major queries raised by the external auditors about accounting records, financial accounts or control systems and the response of the management;
- (12) to ensure that the Board of Directors will provide a timely response to the issues raised in the external auditor's audit letter to the management;
- (13) to monitor the Company in respect of financial reporting system, risk management and internal control system;
- (14) to review the following arrangements of the Company: the employees of the Company can, in confidence, raise concerns about possible irregularities in financial reporting, internal control or other matters. The Audit Committee shall ensure that proper arrangements are in place for the Company to conduct fair and independent investigations and to take necessary actions accordingly;
- (15) to liaise with the external auditors act as the key representative of the Company, and to monitor the relationship between the Company and the external auditors;
- (16) to supervise the performance by the Directors and senior management members when discharging their duties and to propose to remove the Directors and senior management members who violate the laws, administrative regulations, the Articles of Association or the resolution of the shareholders' meeting;
- (17) to demand rectification from the Directors and senior management members where their conduct is detrimental to the interests of the Company;
- (18) to propose the convening of extraordinary shareholders' meetings and, in case that the Board of Directors does not perform the obligations to convene and preside over the shareholders' meetings in accordance with the Company Law, to convene and preside over the shareholders' meetings;
- (19) to submit proposals to the shareholders' meeting;
- (20) to initiate lawsuits against Directors or the senior management members according to the provisions of Article 189 of the Company Law;
- (21) to report to the Board of Directors of matters required by these Terms;
- (22) to deal with other matters as authorized by the Board of Directors and as required by the relevant laws and regulations;

- (23) to perform other duties as required by the SEHK Listing Rules and the rules of the stock exchange of the place where the shares of the Company are listed, as revised from time to time, as well as the relevant functions and powers as stipulated in the Articles of Association.

Article 13 Responsibilities of the chairman of the Audit Committee include:

- (1) to convene and preside over meetings of the Audit Committee;
- (2) to supervise and examine the performance and implementation of resolutions of the Audit Committee;
- (3) to sign the relevant documents of the Audit Committee;
- (4) to report the work of the Audit Committee to the Board of Directors;
- (5) to perform other duties as required or conferred by the laws and regulations, the SEHK Listing Rules and other applicable listing rules of the place where the Company is listed, these Terms and the Board of Directors.

Article 14 Primary responsibilities of a member include:

- (1) to attend meetings of the Audit 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 Audit Committee;
- (3) to sit in on or observe relevant meetings of the Company to conduct studies and researches by obtaining reports, documents, materials and other relevant information necessary for the performance of his/her responsibilities;
- (4) to fully understand the responsibilities of the Audit Committee as a whole and those as a member of the Audit Committee, acquaint himself/herself with the operation, management, business activities and development of the Company 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 required or 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.

CHAPTER 4 MEETINGS OF THE COMMITTEE

Article 15 Meetings of the Audit Committee can be classified as regular meeting and extraordinary meeting.

Article 16 The Committee shall hold at least two regular meetings every year, and the notice of the meeting shall be served to all members three days before such meeting.

Article 17 The Audit Committee may convene extraordinary meetings when necessary. In any of the following circumstances, the chairman of the Audit 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 Audit Committee;
- (3) when proposed by two or more members of the Committee.

Article 18 The Board Secretary's Office shall issue the notice of meeting in writing to each of the 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.

The audit, finance and legal departments and the Board Secretary's Office shall prepare and furnish the Committee with relevant materials related to the matters to be discussed, and liaise with the parties involved (including external professionals, specialists, scholars and intermediaries appointed by the Audit Committee during a meeting).

Article 19 Upon receipt of the notice, all Audit Committee members shall promptly provide confirmation and relevant replies (including but not limited to the confirmation of attendance and other arrangement) via a proper means.

Article 20 All members of the Audit Committee shall attend the meeting in person. If a member is unable to attend the meeting in person, such member shall, by signing and submitting a letter of proxy, authorize another member of the Audit 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. No member shall accept 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 21 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 Audit Committee held during any year, such member shall be deemed incapable of performing the duties of the Audit Committee, and the Board of Directors may replace him/her in accordance with these Terms.

Article 22 The quorum of an Audit 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 Audit 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 Audit 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 23 Each member of the Audit 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 24 Meetings of the Audit 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 Audit 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 who attend the meeting shall complete a writing procedure of signing as soon as possible and submit their votes with the signatures to the Audit Committee. A meeting held by way of written resolutions shall adopt the method of voting by poll in writing, and members who vote shall also submit their votes with the signatures to the Audit Committee as soon as possible.

Article 25 An Audit Committee meeting shall consider and discuss matters of the agenda, and members of the Audit 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 26 The Audit 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 Audit Committee.

Article 27 When the Audit 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 28 If a member is an interested party in any matter being considered by the Audit Committee, such member shall recuse from the discussion and abstain from the voting.

Article 29 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 30 Minutes shall be kept for every meeting of the Audit Committee, which shall be prepared by the Board Secretary's Office and shall contain the following information:

- (1) session, 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 and other relevant attendees (if any);
- (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 Audit Committee meeting shall sign the minutes. The minutes shall be circulated to all members of the Audit Committee within a reasonable time for their comment.

Article 31 After each meeting of the Audit 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 Audit Committee. The draft and final version of the meeting summary are sent to members for their comment and record, respectively.

Article 32 Meeting minutes, meeting summary, letters of proxy, written opinions of members of the Audit Committee and other materials of the meeting shall be kept by the Board Secretary's Office in accordance with relevant filing system.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 33 These Terms shall become effective upon consideration and approval by the Board of Directors of the Company.

Article 34 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 become effective, such laws, regulations, the SEHK Listing Rules and the Articles of Association shall prevail.

Article 35 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 36 These Terms shall be construed and interpreted by the Board of Directors of the Company.