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Hangzhou SF Intra-city Industrial Co., Ltd.

杭州順豐同城實業股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 9699)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Hangzhou SF Intra-city Industrial Co., Ltd. (the "Company") will be held by way of telecommunication video-conference on Thursday, 6 June 2024 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

By way of ordinary resolutions:

1. To consider and approve the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.
2. To consider the recommendation of no distribution of a final dividend for 2023 and to consider the recommendation of a mandate of declaration of 2024 interim dividend.
3. To consider and approve the proposal for the re-appointment of PricewaterhouseCoopers as the auditors of the Company and to authorize the Board of Directors to fix their remuneration.

SPECIAL RESOLUTIONS

By way of special resolutions:

4. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:
 - a. **The General Mandate to Issue Additional Shares and/or Resell Treasury Shares**
 - (a) the Board be and is hereby granted an unconditional general mandate to separately or concurrently allot, issue and/or deal with additional Shares in the share capital of the Company (and/or, on or after the Effective Date, resell the Treasury Shares) and to make any proposals, enter into any agreement or grant any conversion rights in respect thereof, subject to the following terms:
 - (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make any proposals, enter into any agreement or grant any conversion rights which might require the exercise of such powers after the end of the Relevant Period;

- (ii) the aggregate number of (i) new Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether or not by way of an exercise of conversion rights or by any other means) and (ii) (on or after the Effective Date) Treasury Shares to be resold by the Board shall not exceed 20% of the total number of Shares in issue as at the date of passing this resolution (excluding any H Shares which have been repurchased but not yet cancelled); and
 - (iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including but not limited to Rules 13.36(6) and 13.36(7)) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.
- (b) for the purpose of this resolution:
- “**Share(s)**” means the ordinary share(s) in the issued capital of the Company with a nominal value of RMB1.00 each, comprising the domestic share(s) of the Company and the overseas listed foreign shares which are traded in Hong Kong dollars and listed on the main board of the Stock Exchange;
- “**Relevant Period**” means, in respect of new Shares, the period from the passing of this resolution, and in respect of Treasury Shares, from (and including) the Effective Date, until the earliest of the three periods below:
- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
 - (ii) the expiration of a 12-month period following the passing of this resolution; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders of the Company in a general meeting.
- (c) contingent on the Board resolving to issue Shares and/or resell Treasury Shares pursuant to paragraph (a) of this resolution, the Board be and is hereby authorized to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider relevant in connection with the issue of such new Shares and/or resale of Treasury Shares, including, but not limited to, determining the time and place of issue and/or resale, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any

other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities, and, in respect of the issue of new Shares, to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in registered capital of the Company and to reflect the new share capital structure of the Company under the intended allotment and issue of the Shares of the Company pursuant to the resolution under paragraph (a) of this resolution.

b. The General Mandate for the Repurchase of H Shares

- (a) subject to paragraphs (b) and (c) below, the Board be and is hereby authorized to exercise all the powers of the Company to repurchase the H Shares in issue of the Company on the Stock Exchange during the Relevant Period for Repurchase, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the PRC, the Stock Exchange or any other governmental or regulatory bodies.
- (b) the total number of H Shares of the Company authorised to be repurchased subject to the approval in paragraph (a) above during the Relevant Period for Repurchase shall not exceed 10% of the total number of the H Shares in issue of the Company as at the date of the passing of this resolution (excluding any H Shares which have been repurchased but not yet cancelled).
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution at the AGM of the Company to be held on 6 June 2024; and
 - (ii) the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company.
- (d) subject to approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, the Board be hereby authorised to:
 - (i) where applicable, make such amendments to the Articles of Association of the Company accordingly as it thinks fit so as to reduce the registered share capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares of the Company as contemplated in paragraph (a) above; and
 - (ii) where applicable, file the amended Articles of Association of the Company with the relevant governmental authorities of the PRC.

(e) for the purpose of this resolution:

“**H Share(s)**” means the overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are traded in Hong Kong dollars and listed on the main board of the Stock Exchange;

“**Relevant Period for Repurchase**” means the period from the passing of this resolution until the earliest of the three periods below:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of a 12-month period following the passing of this resolution; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders of the Company in a general meeting.

By Order of the Board
Hangzhou SF Intra-city Industrial Co., Ltd.
SUN Haijin
Chairman of the Board and Chief Executive Officer

PRC, 26 April 2024

Notes:

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 26 April 2024.
2. For details of the general mandates for the issue of additional Shares and/or resell Treasury Shares and the repurchase of H Shares, please refer to the accompanying circular.
3. In order to determine the Shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, both days inclusive, during which no transfer of Shares will be registered. To be entitled to attend and vote at the AGM, Shareholders whose transfer of Shares have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the Company's H Share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for H Share Shareholders or the business address of the Company in the PRC at Floor 21-22, Shunfeng Headquarters Building, No. 3076 Xinghai Road, Nanshan District, Shenzhen City, Guangdong Province, PRC for Unlisted Domestic Share Shareholders for registration at or before 4:30 p.m. on Friday, 31 May 2024 (Hong Kong time).
4. If a Shareholder appoints more than one proxy to attend the meeting, its proxy can only vote by poll.
5. Shareholders who have the right to attend and vote at the AGM are entitled to appoint one or more proxies (whether or not a Shareholder) to attend and vote on his/her/its behalf. For those Shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of poll. However, given the arrangements adopted by the Company as set out in the section headed "AGM Arrangement" of the Circular, Shareholders who wish to vote at the AGM shall appoint the chairman of the AGM as their proxy to exercise their rights to vote at the AGM in accordance with their instructions.
6. If a proxy is appointed to attend the AGM on behalf of a Shareholder, the proxy must produce a proxy form which is signed by the appointer or his/her agent so authorized in writing, or if the appointer is a legal person, sealed by the stamp of the legal person or signed by its director or agent so officially authorized. The proxy form shall specify the number of shares represented by the proxy of the Shareholder. Where a Shareholder appoints more than one proxy, he/she shall specify the number of shares represented by each proxy. However, given the arrangements adopted by the Company as set out in the section headed "AGM Arrangement" of the Circular, Shareholders who wish to vote at the AGM shall appoint the chairman of the AGM as their proxy to exercise their rights to vote at the AGM in accordance with their instructions.
7. As set out in the section headed "AGM Arrangement" of the Circular, the AGM will be conducted virtually by way of telecommunication video-conference. As Shareholders will not be able to attend the AGM in person, Shareholders who wish to vote at the AGM shall appoint the chairman of the AGM as their proxy by completing the accompanying form of proxy. If the proxy form is signed by another person as authorized by the appointer, the power of attorney or other authorization document must be notarized. The notarized power of attorney or other authorization document must be deposited together with the proxy form at the H Shares registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Share Shareholders) not less than 24 hours before the time for holding the AGM or the business address of the Company in the PRC (for Unlisted Domestic Share Shareholders) not less than 24 hours before the time for holding the AGM.
8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the board of directors of the Company comprises Mr. Sun Haijin, Mr. Chan Hey Man and Mr. Chen Lin, as executive Directors; Mr. Geng Yankun, Ms. Li Juhua, Mr. Li Qiuyu and Mr. Han Liu, as non-executive Directors; and Mr. Chan Kok Chung, Johnny, Mr. Wong Hak Kun, Mr. Zhou Xiang and Ms. Huang Jing, as independent non-executive Directors.