

**ZTO Express (Cayman) Inc.
Environmental, Social and Governance Committee
Amended and Restated Terms of Reference**

**(Adopted by the Board of Directors of ZTO Express (Cayman) Inc. on April 20, 2023,
effective on the date on which the Company obtains primary listing status on
The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”))**

Establishment

The Environment, Social and Governance Committee (the “ESG Committee”) was established pursuant to a resolution passed by the Board of Directors (the “Board”) of ZTO Express (Cayman) Inc. (the “Company”) on March 16, 2021, with reference to the requirements of applicable laws, regulations and stock exchange rules from time to time, for deciding the matters relating to environment, social and governance (the “ESG”) of the Company.

Composition and Quorum

There shall be at least three members of the ESG Committee who shall be the directors appointed by the Board from time to time.

Quorum of meeting : at least two members of the ESG Committee attending the meeting

Chairman : appointed by the Board

Meetings and proceedings of the ESG Committee shall be regulated under the procedure of board meetings as stipulated in the Articles of Association of the Company.

Meeting

1. Meetings shall be held by the ESG Committee at least once annually and at any other time under the instruction of the ESG Committee’s Chairman.
2. Meetings may be held by ways of physical attendance, telephone conference, video conference etc. However, mutual and direct communications during the meetings shall be ensured.
3. Resolutions put forward to the meeting of the ESG Committee shall be passed by majority votes of the attending ESG Committee members. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
4. Written resolutions being electronically signed by all members of the ESG Committee shall be deemed as valid and effective as the same of being passed in a physical meeting.
5. If required, the Chairman of the ESG Committee may request the attendance of the relevant management, or if necessary, invite the attendance of external professionals with relevant experience and expertise.

Authority

1. The authority of the ESG Committee is authorized by the Board. Therefore, unless constrained by laws or regulatory requirements, the ESG Committee shall report its decisions or recommendations to the Board. Being authorized by the Board, the ESG Committee may obtain independent professional advice if it considers necessary.
2. The Company shall ensure the ESG Committee with the provision of sufficient resources. The Board also authorizes the ESG Committee to seek legal or other independent professional advice, or engage relevant professional institutions for assistance, if necessary, at the cost of the Company.
3. A working group will be established under the ESG Committee and is responsible for the ESG Committee, and its work requirements and other related affairs are decided by the ESG Committee.

Duties

The duties of the ESG Committee are as follows:

1. to identify the environmental, social and governance matters that are relevant and material to the operations of the Group and/or that affect shareholders and other key stakeholders, which shall include environmental and social aspects as stated in Appendix 27 to the Hong Kong Listing Rules;
2. to formulate and review the responsibilities, vision, strategies, structure, principles and policies in relation to the Company's ESG, enhance a materiality assessment and reporting process to ensure actions are well followed through and implemented continuously on the ESG policies which approved by the Board;
3. to promote the top-down culture to ensure ESG considerations are part of the business decision making process;
4. to identify and engage stakeholders to understand and respond to their views by appropriate means and to monitor channels and means of communication between the Company and its relevant stakeholders, and ensure that relevant policies are in place to effectively promote the relationship between the Company and its stakeholders;
5. to review key ESG trends and related risks and opportunities, and assess the adequacy and effectiveness of the Company's ESG structure and business model accordingly, and, where necessary, adopt and update the Company's ESG policies to ensure such policies are up to date and in compliance with applicable laws, regulations, regulatory requirements and international standards;
6. to oversee assessment of the environmental and social impacts with the Company's business activities, inspect the performance in respect of the Company's ESG regularly, monitor the key performance indicators and standards set and performance achieved on ESG matters by the Company, and make recommendations to the Board;

7. to review and recommend to the Board for approval of the disclosure on ESG matters of the Company whether by way of inclusion in the Company's annual report or a separate report in compliance with Rule 13.91 and Appendix 27 to the Hong Kong Listing Rules, and make recommendations on specific actions or decisions for the Board to consider in order to maintain integrity of such disclosure;
8. to research other topics relating to the ESG defined by the Board.

Reporting Responsibility

1. The Chairman or his/her designated member(s) of the ESG Committee shall report to the Board of what has been discussed in each ESG Committee meeting.
2. The Chairman or his/her designated member(s) of the ESG Committee has the responsibility of attending each general meeting and answering any questions relating to the matter of the ESG Committee.

Supplementary Provisions

1. The right to interpret and amend the Terms of Reference shall reside with the Board.