

ZTO Express (Cayman) Inc.

*(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)
(the “Company”)*

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

(Adopted by the Board of Directors of the Company on April 20, 2023, effective on the date on which the Company obtains primary listing status on The Stock Exchange of Hong Kong Limited)

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION

- 1.1. The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Article 87(c) of the Company’s fourth amended and restated articles of association (the “**Articles**”):

The Company may by Ordinary Resolution appoint any person to be a Director.

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

- 2.1. Pursuant to Rules 13.70, 13.73 and 13.74 of the Listing Rules, the Company shall:
- (a) publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of the general meeting;
 - (b) include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
 - (c) publish such announcement or issue such supplementary circular not less than 10 business days before the date of the relevant general meeting; and
 - (d) assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

- 3.1. After the publication of the notice of the general meeting by the Company, if a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at the general meeting, they shall deposit a written notice (the “**Notice**”) with the company secretary.

- 3.2. The Notice (i) must state the intention of the shareholder concerned to propose the Candidate for election as a director of the Company, (ii) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules, and (iii) must be signed by the shareholder concerned and signed by the Candidate indicating the Candidate's willingness to be elected and consent to the publication of his/her personal information.
- 3.3. The period for lodgement of the Notice shall commence on the day after the despatch of the notice of the meeting appointed for such election of Director and end on the earlier of (i) seven days after the date of such notice, or (ii) seven days prior to the date of such meeting.
- 3.4. In order to allow the Company's shareholders to have sufficient time to consider the proposal for the election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

4. REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

- 4.1. Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company pursuant to Article 60 of the Articles.

Article 60

- (a) *The Chairman or a majority of the Directors may call general meetings, and they shall on a Shareholders' requisition forthwith proceed to convene an extraordinary general meeting of the Company.*
- (b) *A Shareholders' requisition is a requisition of Members holding at the date of deposit of the requisition Shares which carry in aggregate not less than 10% of all votes attaching to all issued and outstanding Shares of the Company, on a one vote per Share basis, that as at the date of the deposit carry the right to vote at general meetings of the Company.*
- (c) *The requisition must state the objects of the meeting and the resolutions to be added to the meeting agenda, and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.*
- (d) *If the Directors do not within twenty-one calendar days from the date of the deposit of the requisition duly proceed to convene a general meeting to be held within a further twenty-one (21) calendar days, the requisitionists, or any of them representing not less than 10% of all votes attaching to all issued and outstanding Shares of the Company, on a one vote per share basis, which carry the right to vote at general meetings, may themselves convene a general meeting, but any meeting so convened shall not be held after the expiration of three calendar months after the expiration of the said twenty-one (21) calendar days.*
- (e) *A general meeting convened as aforesaid by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by Directors.*