
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any of the contents of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Haidilao International Holding Ltd., you should at once hand this circular together with the form of proxy and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HAIDILAO INTERNATIONAL HOLDING LTD.

海底捞国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6862)

- (1) PROPOSED DECLARATION OF FINAL DIVIDEND**
(2) PROPOSED RE-ELECTION OF DIRECTORS
(3) PROPOSED RE-APPOINTMENT OF THE AUDITOR
**(4) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES
AND BUY BACK SHARES**
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Haidilao International Holding Ltd. to be held at DoubleTree by Hilton Hotel Beijing, 168 Guang'anmen Wai Main Street, Xicheng District, Beijing, PRC on Wednesday, June 7, 2023 at 10:00 a.m. is set out on pages N-1 to N-5 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

April 27, 2023

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at DoubleTree by Hilton Hotel Beijing, 168 Guang’anmen Wai Main Street, Xicheng District, Beijing, PRC on Wednesday, June 7, 2023 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Board Meeting”	the meeting of the Board held on March 30, 2023
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to buy back the Shares not exceeding 10% of the number of issued shares of the Company as at the date of passing of the relevant resolution granting the Buy-back Mandate
“Companies Act”	the Companies Act Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Haidilao International Holding Ltd. (海底捞国际控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability on July 14, 2015 and, except where the context otherwise requires, all of its subsidiaries
“Controlling Shareholders”	has the meaning ascribed thereto in the Listing Rules and unless the context requires otherwise, refers to Mr. Zhang Yong, Ms. Shu Ping, NP United Holding Ltd, ZY NP Ltd and SP NP Ltd
“Director(s)”	director(s) of the Company

DEFINITIONS

“Final Dividend”	a final dividend of HK\$0.116 per share for the year ended December 31, 2022
“Group”	the Company and its subsidiaries
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution granting the Issue Mandate
“Latest Practicable Date”	April 20, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	September 26, 2018, on which dealings in our Shares first commence on the Main Board
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum of Association”	the memorandum of association of the Company, as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC” or “Mainland China” or “China”	People’s Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires otherwise, references in this circular to “China” and the “PRC” do not apply to Hong Kong, Macau and Taiwan
“Retiring Directors”	Ms. Gao Jie, Dr. Chua Sin Bin, Mr. Hee Theng Fong and Mr. Qi Daqing
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemental or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of US\$0.000005 each
“Shareholder(s)”	the holder(s) of the Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meanings ascribed thereto in the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	means the Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States
“%”	Percentage

LETTER FROM THE BOARD



HAIDILAO INTERNATIONAL HOLDING LTD.

海底捞国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6862)

Executive Directors:

Mr. Zhang Yong (*Chairman*)
Ms. June Yang Lijuan
Mr. Li Peng
Ms. Song Qing
Ms. Gao Jie

Non-executive Director:

Mr. Zhou Zhaocheng

Independent non-executive Directors:

Dr. Chua Sin Bin
Mr. Hee Theng Fong
Mr. Qi Daqing
Dr. Ma Weihua
Mr. Wu Xiaoguang

Registered office:

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Corporate Headquarters in the PRC:

7th Floor, No. 1 Building
No. 398 Yard, Zhongdong Road
Dongxiaokou Town, Changping district
Beijing, PRC

Principal place of business in

Hong Kong:

40th Floor, Dah Sing Financial Centre
248 Queen's Road East
Wanchai, Hong Kong

April 27, 2023

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED DECLARATION OF FINAL DIVIDEND**
(2) PROPOSED RE-ELECTION OF DIRECTORS
(3) PROPOSED RE-APPOINTMENT OF THE AUDITOR
(4) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES
AND BUY BACK SHARES
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you the notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting including: (a) the declaration of Final Dividend (b) the proposed re-election of Directors; (c) the proposed re-appointment of the auditor of the Company; and (d) the granting of the Issue Mandate to issue Shares and the Buy-back Mandate to buy back Shares.

LETTER FROM THE BOARD

PROPOSED DECLARATION OF FINAL DIVIDEND

As disclosed by the Company in its announcement dated March 30, 2023 regarding the annual results of the Group for the year ended December 31, 2022, the Board recommended the payment of Final Dividend of HK\$0.116 (equivalent to RMB0.102) per share for the year ended December 31, 2022, subject to the approval of the shareholders at the AGM.

The recommended dividends will be paid to the shareholders whose names appear on the register of members of the Company at the close of business on Friday, June 16, 2023.

Subject to the Shareholders' approval at the AGM, the final dividend is expected to be paid to the Shareholders on or before Tuesday, July 4, 2023.

RE-ELECTION OF DIRECTORS

The Board currently consists of eleven Directors, namely Mr. Zhang Yong as the chairman and executive Director and Ms. June Yang Lijuan, Mr. Li Peng, Ms. Song Qing, and Ms. Gao Jie as executive Directors, Mr. Zhou Zhaocheng as non-executive Director, and Dr. Chua Sin Bin, Mr. Hee Theng Fong, Mr. Qi Daqing, Dr. Ma Weihua and Mr. Wu Xiaoguang as independent non-executive Directors.

In accordance with Article 84(1) of the Articles of Association, at each Annual General Meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Ms. Gao Jie, Dr. Chua Sin Bin, Mr. Hee Theng Fong and Mr. Qi Daqing are eligible for re-election at the Annual General Meeting.

The Nomination Committee has recommended to the Board for the re-election of Directors, including three independent non-executive Directors, in accordance with the following selection criteria:

1. character and integrity;
2. qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
3. willingness to devote sufficient time to discharge duties as members of the Board and its relevant committees and undertake significant commitments;
4. the number of existing directorships and other commitments that may demand their attention;

LETTER FROM THE BOARD

5. requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether such director would be considered independent with reference to the independence guidelines set out in the Listing Rules;
6. board diversity policy of the Company and any measurable objectives adopted by the Board for achieving diversity on the Board; and
7. their perspectives provided to the management and operation of the Group as well as other contributions to the Group during the tenure of their directorship.

The Nomination Committee has assessed the independence of the independent non-executive Directors, Dr. Chua Sin Bin, Mr. Hee Theng Fong and Mr. Qi Daqing, based on reviewing their annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and considered that they remain independent. The Nomination Committee has considered the independent non-executive Directors' diversified working experience and education background as well as other experience and factors as set out in Appendix II to this circular.

The Nomination Committee is satisfied that at all times during the period of directorship with the Company, the Retiring Directors have properly discharged their duties and responsibilities as Directors and have made positive contributions to the development of the Company through constructive and informed comments and participation at the business and other affairs relating to the Group. The Retiring Directors have provided valuable contributions and insights to the Board. In addition, the Retiring Directors have the required character, integrity and experience to continuously and effectively fulfill their role as executive Director and independent non-executive Director. The Board believed that their re-election as Directors would be in the best interests of the Company and the Shareholders as a whole.

In view of the above, with the recommendation of the Nomination Committee, the Board has proposed that the above-mentioned Retiring Directors stand for re-election as Directors at the AGM.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meeting of the Directors (including the Retiring Directors) are disclosed in the corporate governance report of the 2022 annual report of the Company.

RE-APPOINTMENT OF THE AUDITOR

The mandate of the current auditor of the Company, Deloitte Touche Tohmatsu, will expire at the Annual General Meeting. At the Annual General Meeting, an ordinary resolution will be put forward for approval of the re-appointment of the auditor.

LETTER FROM THE BOARD

The re-appointment of the auditor of the Company has been reviewed by the audit committee of the Company which made recommendation to the Board that the re-appointment be submitted and proposed for Shareholders' approval at the Annual General Meeting.

ISSUE MANDATE TO ISSUE SHARES

Pursuant to a resolution passed by the Shareholders on June 9, 2022, an issue mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

In the event that it becomes desirable for the Company to issue any new Shares, pursuant to the Listing Rules, approval is to be sought from the Shareholders. In order to ensure flexibility and give discretion to the Directors, at the Annual General Meeting, an ordinary resolution no. 9 will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares in the share capital of the Company up to 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,574,000,000 Shares which have been fully paid. Subject to the passing of the ordinary resolution no. 9 and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 1,114,800,000 Shares (whether by way of Share or otherwise). In addition, subject to a separate approval of the ordinary resolutions no. 10 and 11, the number of the Shares bought back by the Company under ordinary resolution no. 10 will also be added to extend the Issue Mandate as mentioned in the ordinary resolution no. 9, provided that such additional value shall represent up to 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the resolutions in relation to the Issue Mandate and Buy-back Mandate.

BUY-BACK MANDATE TO BUY BACK SHARES

Pursuant to a resolution passed by the Shareholders on June 9, 2022, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Buy-back Mandate to the Directors to exercise the powers of the Company to buy back the Shares representing up to 10% of the number of issued shares of the Company as at the date of passing of the resolution in relation to the Buy-back Mandate.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Buy-back Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages N-1 to N-5 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the declaration of Final Dividend, the re-election of Directors, the re-appointment of auditor and the granting of the Issue Mandate to issue Shares and the Buy-back Mandate to buy back Shares.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should they so wish.

VOTING AT THE ANNUAL GENERAL MEETING

Save as disclosed above, there is no Shareholder who has any material interest in the proposed resolutions, and therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, a resolution put to vote at any general meeting is to be decided by way of a poll, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote need not use up all his/her/its votes nor cast all the votes in the same way.

LETTER FROM THE BOARD

RECOMMENDATION OF THE BOARD

The Board considers that the proposed ordinary resolutions for the declaration of Final Dividend, re-election of Directors, the re-appointment of the auditor of the Company, and the granting of the Issue Mandate and the Buy-back Mandate are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommends all the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
Haidilao International Holding Ltd.
Zhang Yong
Chairman

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Buy-back Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,574,000,000 Shares of nominal value of US\$0.000005 each which have been fully paid. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, the Company will be allowed to buy back a maximum of 557,400,000 Shares which represent 10% of the issued share capital of the Company during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the revocation or variation of the Buy-back Mandate by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first; or (iii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or the applicable laws of the Cayman Islands.

REASONS AND FUNDING OF BUY-BACKS

The Directors believe that it is in the Company's and the Shareholders' best interests for the Directors to have the general authority to execute buy-backs of Shares in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such buy-backs will benefit the Company and the Shareholders.

The buy-back of the Shares listed on the Stock Exchange must be funded out of funds legally available for the purpose in accordance with the Memorandum of Association and Articles of Association of the Company and the applicable laws of the Cayman Islands. The Directors may not buy back the Shares on the Stock Exchange for consideration other than cash or for settlement other than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make buy-backs with profits of the Company or proceeds from a new issuance of Shares made for the purpose of the buy-back or, if authorized by the Articles of Association and subject to the Companies Law, out of capital. In the case of any premium payable on the buy-backs, it may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of capital.

The Directors have no present intention to buy back any Shares and they would only exercise the power to buy back in circumstances where they consider that the buy-back would be in the best interests of the Company.

The Directors believe that, if the Buy-back Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements of the Company as of December 31, 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, and having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries, if the Buy-back Mandate is exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make buy-back pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Memorandum of Association and Articles of Association of the Company and the applicable laws of the Cayman Islands.

No core connected person, as defined in the Listing Rules, has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Buy-Back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-back of Shares pursuant to the Buy-back Mandate.

To the best knowledge of the Company, as at the Latest Practicable Date, the Controlling Shareholders were interested in 3,363,658,743 Shares representing approximately 60.35% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Buy-back Mandate in full, the aggregate shareholding interest of the Controlling Shareholders would be increased to approximately 67.05% of the total issued share capital of the Company.

APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE

The Directors consider that such increase in shareholding may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the proposed Buy-back Mandate to such an extent as would give rise to such an obligation. Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code even if the Buy-back Mandate is exercised in full.

SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares have been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

PUBLIC FLOAT

The Directors do not have a present intention to exercise the Buy-back Mandate to the effect that will result in the public float to fall below the percentage as required under the Listing Rules or such other minimum percentage agreed by the Stock Exchange from time to time.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest prices	Lowest prices
	<i>HK\$</i>	<i>HK\$</i>
2022		
April	16.74	12.52
May	15.84	12.50
June	19.50	14.34
July	18.44	15.34
August	18.88	14.84
September	18.60	14.32
October	17.14	11.54
November	19.40	11.62
December	23.70	18.62
2023		
January	24.70	20.75
February	23.15	18.74
March	23.95	19.56
April (up to the Latest Practicable Date)	21.60	18.80

The following are the biographical details of the Directors proposed for re-election at the Annual General Meeting.

EXECUTIVE DIRECTOR

Ms. Gao Jie (高潔), aged 33, was appointed as an executive Director of the Company on August 25, 2020. Ms. Gao Jie has been a director, a manager and a legal representative of Beijing Shiba Catering Management Co., Ltd. (北京十八朵餐飲管理有限公司) since September 2022. Ms. Gao Jie has served as the director of digital operating center (previously known as Super APP business department) of the Company since August 2020. She is also responsible for the innovation business of the Group. She has served as the general manager of Macau Haidilao Restaurant Limited (澳門海底撈餐飲一人有限公司) since May 2018 and its operation director since July 2019. She served as the assistant store manager of Hai Di Lao Hongkong Company Limited (香港海底撈有限公司) from September 2017 to April 2018. From August 2016 to September 2017, Ms. Gao Jie served as the assistant of the general manager office of the Company. She served as a copywriter and was responsible for e-commerce operation in Beijing Wecook Technology Co. Ltd. (北京微酷客科技有限公司) from February 2016 to August 2016. Ms. Gao Jie worked as a game designer of Beijing 4399 Information Technology Co. Ltd. (北京四三九九信息科技有限公司) from December 2014 to February 2016. Ms. Gao Jie also worked as a Chinese teacher in the Confucius Institute of the University of Granada (格拉納達大學孔子學院) in Spain from September 2013 to August 2014.

Ms. Gao Jie is also holding directorships and other positions at 3 subsidiaries of our Group.

Ms. Gao Jie obtained her bachelor's degree in both TCFL (Teaching Chinese as a Foreign Language) and English from Zhengzhou University (鄭州大學) in China in July 2012, and obtained her master's degree in Chinese Language and Literature from Peking University (北京大學) in China in July 2015.

As at the Latest Practicable Date, Ms. Gao Jie is interested in 1,987,500 shares of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Chua Sin Bin (蔡新民), aged 75, was appointed as an independent non-executive Director of the Company on May 2, 2018 with his appointment taking effect on the Listing Date, and is responsible for providing independent advice and judgement to our board. He has comprehensive experience in the areas of food safety, food science & technology, agriculture and zoonoses. Dr. Chua Sin Bin has been serving in a number of private companies:

Name	Period of service	Positions
NTUC Fairprice Co-operative Ltd.	2009 to 2018	Board Director
	2015 to 2016	Member of Board Property Review Committee
	2014 to 2018	Member of Board Audit and Risk Committee
NTUC FairPrice Foundation Ltd.	2014 to 2018	Board Director
Agrifood Technologies Pte Ltd	2009 to 2019	Principal consultant

Dr. Chua Sin Bin also held or has been holding positions in a series of government bodies, academic institutions and professional associations in the areas of food safety and food science & technology:

Name	Period of service	Positions
Agri-Food & Veterinary Authority of Singapore	2005 to 2009	Board Member, Chief Executive Officer and Director-General
	2002 to 2009	Chief Veterinary Officer
Standard, Productivity and Innovation Board of Singapore (SPRING)	2002 to 2009	Deputy Chairman, Food Standards Committee
	2009 to 2020	Advisor, Food Standards Committee
	Since 2015	Chairman of National Mirror Committee for ISO TC34/SC17 (ISO 22000) Management Systems for Food Safety
	2015 to 2018	Chairman of Working Group on Hazard Analysis and Critical Control Point and Guidelines for its Application
Abu Dhabi Food Control Authority of United Arab Emirates	Since 2009	Member of the Scientific Committee
Health, Welfare and Food Bureau of the Government of the Hong Kong Special Administrative Region	2006 to 2012	Member of Expert Committee on Food Safety
	2011 to 2014	Member, Ad Hoc Working Group on Microbiological Safety of Food
National University of Singapore	Since 2013	Chairman of the Industrial Academic Advisory Board for the NUS Food Science and Technology Programme
	Since 2008	Adjunct Professor, Department of Food Science and Technology
Singapore Polytechnic	2004 to 2012	Chairman of the School of Chemical & Life Sciences Advisory Committee
	Since 2011	Chairman of Food Innovation and Resource Centre Advisory Panel

Name	Period of service	Positions
Agency for Science, Technology and Research of Singapore	2005 to 2020	Member of the Genetic Modification Advisory Committee of Singapore
	2010 to 2020	Chairman of GMAC Labelling Sub-Committee
The International Union of Food Science and Technology	Since 2022	Academician

Dr. Chua Sin Bin graduated from the University of Queensland in Australia with a bachelor's degree in veterinary medicine and became a member of Royal College of Veterinary Surgeons (MRCVS) in February 1973.

Mr. Hee Theng Fong (許廷芳), aged 68, was appointed as an independent non-executive Director of the Company on May 2, 2018 with his appointment taking effect on the Listing Date.

Mr. Hee Theng Fong is a lawyer in Singapore with over 30 years of experience. Mr. Hee Theng Fong is an experienced arbitrator in international arbitration with many awards written by him in both English and Chinese. He served as the chairman of the Citizenship Committee of Inquiry of Immigration and Checkpoints Authority of Singapore (ICA) from June 2012 to June 2020. He sits on the board of many international arbitration institutions. Mr. Hee Theng Fong is serving as a specialist mediator (China) for Singapore International Mediation Centre (SIMC), a full-time independent arbitrator and mediator of The Arbitration Chambers and an accredited mediator of Singapore Mediation Centre (SMC). He is currently serving as the deputy chairman of Medishield Life Council. Mr. Hee Theng Fong is currently serving as the ambassador for Singapore International Mediation Centre (SIMC) and a member of the Compliance and Discipline Committee of Accounting and Corporate Regulatory Authority in Singapore. Mr. Hee Theng Fong is currently an independent director of Straco Corporation Limited (S85.SGX), Yanlord Land Group Limited (Z25.SGX), and China Aviation Oil (Singapore) Corporation Ltd (G92.SGX). He is also an independent non-executive director of Huazhu Group Limited (1179.HKEX), and an independent non-executive director of Green Link Digital Bank Pte. Ltd..

He also served as an independent director of Datapulse Technology Limited (BKW.SGX) from 1994 to 2017, an independent director of Delong Holdings Limited (BQO.SGX) from 2006 to 2017, an independent director of YHI International Limited (BPF.SGX) from 2013 to 2018, and an independent director of First Resources Limited (EB5.SGX) from 2007 to 2018, and an independent director of Zheneng Jinjiang Environment Holding Company Limited (BWM.SGX) from 2016 to 2022. He served as an independent director of Tye Soon Limited (BFU.SGX) from 1997 to 2020 and APAC Realty Limited (CLN.SGX) from 2017 to 2020. Mr. Hee Theng Fong has ceased to serve as a consultant of Harry Elias Partnership LLP since February 2023.

Mr. Hee Theng Fong was awarded the Public Service Medal Awards twice by the Ministry of Home Affairs of Singapore as Pingat Bakti Masyarakat in 2008 and, as Bintang Bakti Masyarakat in 2015. He was also appointed as a Justice of the Peace (JP) in April 2018.

Mr. Hee Theng Fong graduated from the law faculty in National University of Singapore (formerly known as the University of Singapore) with a bachelor's degree of law (with honours) in May 1979 and obtained a diploma in Chinese law from Suzhou University (蘇州大學) in China in October 2004.

Mr. Qi Daqing (齊大慶), aged 58, was appointed as an independent non-executive Director of the Company on May 2, 2018 with his appointment to take effect on the Listing Date.

Mr. Qi Daqing is currently a professor in Accounting in Cheung Kong Graduate School of Business (長江商學院) where he has worked since July 2002 and previously served as a director and the associate dean of the executive master of business administration department. Mr. Qi Daqing's academic research primarily focuses on financial accounting, financial reporting and their impact on corporate business strategy.

Mr. Qi Daqing has served as an independent non-executive director of listed companies in Hong Kong. He has been an independent non-executive director of Bison Finance Group Limited (formerly known as RoadShow Holdings Limited (0888.HKEX)) since November 2017, an independent non-executive director of Yunfeng Financial Group Limited (0376.HKEX) since February 2016 and an independent non-executive director of SinoMedia Holding Limited (0623.HKEX) since May 2008. Mr. Qi Daqing also served as an independent non-executive director of Jutal Offshore Oil Services Limited (3303.HKEX) from July 2015 to April 2022, an independent non-executive director of Honghua Group Limited (0196.HKEX) from January 2008 to December 2017 and an independent non-executive director of Dalian Wanda Commercial Properties Co., Ltd. (3699.HKEX), a company delisted from the Stock Exchange on 20 September 2016, from January 2016 to September 2016 and an independent director of China Vanke Co., Ltd. (2202.HKEX; 000002.SZSE) from April 2008 to March 2014. Mr. Qi Daqing has served as an independent director of companies listed on NASDAQ. He has been an independent director of Sohu.com Inc. (SOHU.NASDAQ) and Momo Inc. (MOMO.NASDAQ) since June 2010 and December 2014 respectively. Mr. Qi Daqing also served as an independent director of Focus Media Holding Limited (FMCN.NASDAQ; 002027.SZSE) from February 2006 to June 2013 and an independent director of AutoNavi Holdings Ltd. (AMAP.NASDAQ) from June 2010 to July 2014, an independent director of Bona Film Group Limited (BONA.NASDAQ) from December 2010 to April 2016 and an independent director of iKang Healthcare Group, Inc. (KANG.NASDAQ) from July 2014 to January 2019, all of which were listed and delisted later on NASDAQ.

Mr. Qi Daqing graduated from Michigan State University in the United States with a doctor's degree in accounting in December 1996. He also obtained a master's degree in management from University of Hawaii in the United States in August 1992 and dual bachelor's degrees in biophysics and international news from Fudan University (復旦大學) in China in July 1985 and July 1987, respectively.

DIRECTORS' REMUNERATION

The total amount of the Directors' remuneration for the year ended December 31, 2022 received by each of the Retiring Directors are set out in the financial statements of the Company's 2022 annual report. The Director's emoluments are to be determined by the Board after the recommendation from the Remuneration Committee by reference to the time commitment and responsibilities, the Company's performance and the prevailing market conditions.

DIRECTOR'S INTEREST

Save as disclosed in this circular, to the best knowledge of the Company, each of the Directors who stand for re-election (i) does not hold other positions in the Company or other members of the Group, (ii) does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, (iii) does not have any relationship with any other Director, senior management, substantial shareholder or Controlling Shareholder of the Company, (iv) does not have any interest in the securities within the meaning of Part XV of the Securities and Futures Ordinance, and (v) has no information to disclose pursuant to any of the requirements of Rule 13.51(2)(h) – 13.51(2)(v) of the Listing Rules; and there are no other matters that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



HAIDILAO INTERNATIONAL HOLDING LTD.

海底捞国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6862)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of Haidilao International Holding Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at DoubleTree by Hilton Hotel Beijing, 168 Guang’anmen Wai Main Street, Xicheng District, Beijing, PRC on Wednesday, June 7, 2023 at 10:00 a.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors and the independent auditor of the Company for the year ended December 31, 2022;
2. To declare and pay to the shareholders of the Company a final dividend of HK\$0.116 per ordinary share of the Company for the year ended December 31, 2022;
3. To re-elect Ms. Gao Jie as an executive director;
4. To re-elect Dr. Chua Sin Bin as an independent non-executive director;
5. To re-elect Mr. Hee Theng Fong as an independent non-executive director;
6. To re-elect Mr. Qi Daqing as an independent non-executive director;
7. To authorize the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company;
8. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

To consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

9. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options, including bonds and warrants to subscribe for shares of the Company, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the expiration of the Relevant Period;
- (c) the aggregate nominal amount of share capital of the Company allotted, and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under any share option scheme of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company shall not exceed the aggregate of:
 - (aa) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and
 - (bb) (if the directors of the Company are so authorized by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent

NOTICE OF ANNUAL GENERAL MEETING

to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; or
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or the applicable laws of the Cayman Islands to be held.

“Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the directors of the Company to holder of shares of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange outside Hong Kong).”

10. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to buy back shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of shares of the Company which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” shall have the same meaning as ascribed to it under paragraph (d) of the resolution numbered 9 of the notice convening the AGM.”
11. “**THAT** conditional upon the passing of resolutions numbered 9 and 10 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 9 above be and it is hereby extended by the addition to the aggregate nominal amount of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company bought back by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 10 above.”

By order of the Board
Haidilao International Holding Ltd.
Mr. Zhang Yong
Chairman

Beijing, PRC
April 27, 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the AGM and vote in person. In such event, his form of proxy will be deemed to have been revoked.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
- (5) The voting at the AGM will be taken by poll.
- (6) The register of members of the Company will be closed from Thursday, June 1, 2023 to Wednesday, June 7, 2023, both days inclusive, in order to determine the eligibility of the shareholders to attend and vote at the AGM. The shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, June 7, 2023 will be entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Wednesday, May 31, 2023.

As of the date of this notice, the Board of Directors of the Company comprises Mr. Zhang Yong as the Chairman and Executive Director; Ms. June Yang Lijuan, Mr. Li Peng, Ms. Song Qing and Ms. Gao Jie as Executive Directors, Mr. Zhou Zhaocheng as Non-executive Director and Dr. Chua Sin Bin, Mr. Hee Theng Fong, Mr. Qi Daqing, Dr. Ma Weihua and Mr. Wu Xiaoguang as Independent Non-executive Directors.