

DEFINITIONS

In this listing document, unless the context otherwise requires, the following expressions have the following meanings. Certain other terms are defined in the section headed “Glossary of Technical Terms” in this listing document.

“Apple Trust”	a discretionary trust set up by Mr. ZHANG Yong as the settlor and protector for the benefit of himself, Ms. SHU Ping and their family with UBS Trustees (B.V.I.) Limited acting as trustee;
“Articles” or “Articles of Association”	the articles of association of our Company, approved and adopted on [●], 2022 and to take effect on the [REDACTED], a summary of which is contained in “Appendix III—Summary of the Constitution of the Company and Cayman Islands Company Law” to this listing document, and as amended from time to time;
“associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“AUD”	the Australian dollar, the lawfully currency of Australia;
“Beneficial Haidilao International Shareholder(s)”	beneficial owner(s) of Haidilao International Shares whose Haidilao International Shares are registered in the name of the Registered Haidilao International Shareholder(s);
“Board”	the board of Directors;
“Business Day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business;
“BVI”	the British Virgin Islands;
“Cayman Companies Act” or “Companies Act”	the Companies Act (As Revised), Cap. 22 of the Cayman Islands;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant;

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“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant;
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation;
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant;
“Cheerful Trust”	a discretionary trust set up by Mr. Sean SHI and Ms. Hailey LEE as the settlors and protectors for the benefit of themselves and their family with UBS Trustees (B.V.I.) Limited acting as trustee;
“CHF”	Swiss Franc, the lawfully currency of the Swiss;
“China Clear”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限公司);
“China” or “PRC”	the People’s Republic of China but for the purpose of this listing document, and for geographic reference only, and except where the context requires otherwise, references in this listing document to China or the PRC do not apply to Hong Kong, Macau and Taiwan;
“Companies (Winding up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Company” or “our Company”	SUPER HI INTERNATIONAL HOLDING LTD. 特海国际控股有限公司, a company incorporated under the laws of the Cayman Islands with limited liability on May 6, 2022;
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules;

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“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. ZHANG Yong (張勇), ZY NP LTD, Ms. SHU Ping (舒萍), SP NP LTD and NP United Holdings Ltd;
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of our Company;
“Excluded Jurisdiction(s)”	the jurisdiction(s) outside Hong Kong in respect of which the Haidilao International Board and our Board have determined after making relevant enquiries and based on legal advice received that it is necessary or expedient not to distribute Shares to the Haidilao International Shareholders or the Beneficial Haidilao International Shareholders located or residing in those jurisdictions pursuant to the Haidilao International Distribution, on account of either the legal restrictions under the applicable laws of such jurisdictions and/or the requirements of the relevant regulatory bodies or stock exchanges in those jurisdictions;
“F&S Report”	a report that we commissioned Frost & Sullivan to prepare regarding the international catering service market for purposes of the Listing;
“Frost & Sullivan”	Frost & Sullivan Limited, an independent market research and consulting company commissioned by us to prepare a market research report for the purpose of this listing document;
“Greater China”	the mainland China, Hong Kong, Macau and Taiwan;
“Group”, “our Group”, “we” and “us”	our Company together with its subsidiaries, or where the context so requires in respect of the period before our Company became the holding company of its present subsidiaries, the companies that are the present subsidiaries of our Company and the businesses operated by such subsidiaries or their predecessors (as the case may be);

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“Haidilao Customized Products”	the hot pot soup flavoring and Chinese-style compound condiment products supplied by Yihai Group manufactured using formulae owned by our Group for use at our hot pot restaurants;
“Haidilao International”	Haidilao International Holding Ltd. (海底撈國際控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability on July 14, 2015 whose shares are listed on the Main Board of the Stock Exchange (stock code: 6862);
“Haidilao International Board”	the board of directors of Haidilao International;
“Haidilao International Distribution”	the conditional special dividend declared by the Haidilao International Board on [●], 2022 as approved and authorized by the Haidilao International Shareholders on [●], 2022, to be satisfied by way of a distribution in specie of an aggregate of [REDACTED] Shares to the Qualifying Haidilao International Shareholders, subject to the satisfaction of the conditions as described in the section headed “The Distribution and Spin-off” in this listing document;
“Haidilao International Group”	Haidilao International together with its subsidiaries before the Spin-off;
“Haidilao International Overseas Shareholder(s)”	Haidilao International Shareholder(s) whose address(es), as shown on the register of members of Haidilao International as at the Record Date, is/are in any jurisdiction other than Hong Kong;
“Haidilao International Share(s)”	ordinary share(s) in the issued share capital of Haidilao International;
“Haidilao International Shareholder(s)”	holder(s) of Haidilao International Shares;
“Haidilao Singapore”	Hai Di Lao Holdings Pte. Ltd., a private company limited by shares incorporated in Singapore on February 28, 2013 and a wholly-owned subsidiary of Haidilao International;
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong;

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“HKSCC”	Hong Kong Securities Clearing Company Limited;
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Share Registrar”	[REDACTED]
“IFRSs”	International Financial Reporting Standards;
“Independent Third Party(ies)”	an individual or a company who, to the best of our Directors’ knowledge, information and belief, having made reasonable enquiries, is not a connected person of our Company;
“Joint Sponsors”	Morgan Stanley Asia Limited and Huatai Financial Holdings (Hong Kong) Limited;
“JPY”	Japanese Yen, the lawful currency of Japan;
“Latest Practicable Date”	July 4, 2022, being the latest practicable date for the purposes of ascertaining certain information contained in this listing document before its publication;

[REDACTED]

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time;
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange. For the avoidance of doubt, the Main Board excludes GEM;

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“Master Decoration Project Management Service Agreement”	the master decoration project management service agreement entered into by our Company and Shuyun Dongfang on [●], 2022, pursuant to which Shuyun Dongfang agreed to provide decoration project management and related services to our Group in connection with the interior decoration and renovation of our restaurants. For details, see “Continuing Connected Transactions—Continuing Connected Transactions—Master Decoration Project Management Service Agreement”;
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, a summary of which is set out in “Appendix III—Summary of the Constitution of Our Company and Cayman Islands Company Law” to this listing document, and as amended and restated from time to time;
“Newpai”	Newpai Ltd., a company incorporated under the laws of the BVI with limited liability on July 15, 2015 and a wholly-owned subsidiary of Haidilao International;
“Non-Qualifying Haidilao International Shareholders”	those Haidilao International Overseas Shareholders with registered addresses in Excluded Jurisdiction, and Haidilao International Shareholders who are otherwise known by Haidilao International to be residents of, or located in jurisdictions outside Hong Kong on the Record Date who will not receive Shares pursuant to the Haidilao International Distribution where the Haidilao International Board and our Board after making relevant enquiries and based on legal advice provided by their legal advisors consider it necessary or expedient to exclude them from receiving Shares on account either of the legal restrictions under the laws of the relevant jurisdictions where they are located or resident and/or the requirements of the relevant regulatory bodies or stock exchanges in those jurisdictions;
“PRC Legal Advisor”	Jingtian & Gongcheng, the legal advisor to our Company as to the PRC laws;
“Qualifying Haidilao International Shareholder(s)”	Haidilao International Shareholder(s) whose name(s) appeared on the register of members of Haidilao International as at the Record Date and not being Non-Qualifying Haidilao International Shareholders;

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[REDACTED]

“Reorganization”	the reorganization steps conducted by our Group in preparation for the Spin-off and Listing as described in the section headed “History, Reorganization and Corporate Structure—Reorganization” in this listing document;
“Retained Group”	Haidilao International together with its subsidiaries, excluding our Group;
“RM”	Malaysian Ringgit, the lawful currency of Malaysia;
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC;
“Rose Trust”	a discretionary trust set up by Ms. SHU Ping as the settlor and protector for the benefit of herself, Mr. ZHANG Yong and their family with UBS Trustees (B.V.I.) Limited acting as trustee;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“SGD”	Singapore dollars, the lawful currency of Singapore;
“SGX”	The Singapore Exchange Limited;
“Share Award Scheme”	the share award scheme adopted by our Company on [●], 2022, the details of which are set out in the section headed “General Information—D. Share Award Scheme” in Appendix IV to this listing document;
“Share(s)”	ordinary share(s) with a par value of US\$0.000005 each in the share capital of our Company;
“Shareholder(s)”	holder(s) of the Share(s);

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“Shuyun Dongfang”	Beijing Shuyun Dongfang Decoration Project Co., Ltd. (北京蜀韻東方裝飾工程有限公司), a limited liability company established in the PRC on May 10, 2006, which is owned as to 80% by Mr. Zhang Shuoyi (張碩軼) as of the Latest Practicable Date and an associate of our Controlling Shareholders;
“Sichuan Haidilao”	Sichuan Haidilao Catering Co., Ltd. (四川海底撈餐飲股份有限公司), previously known as Sichuan Jianyang Haidilao Catering Co., Ltd. (四川省簡陽市海底撈餐飲有限責任公司), a joint stock company established in the PRC on April 16, 2001, which is directly held, among others, as to 33.5% by Mr. ZHANG Yong and Ms. SHU Ping and 50% by Jianyang Jingyuan Investment Co., Ltd. (簡陽市靜遠投資有限公司) (which is in turn held as to 68% by Mr. ZHANG Yong and Ms. SHU Ping) as of the Latest Practicable Date and an associate of our Controlling Shareholders;
“Singapore Dining”	Singapore Hai Di Lao Dining Pte. Ltd., a private company limited by shares incorporated in Singapore on January 17, 2012 and a wholly-owned subsidiary of our Company;
“Singapore Super Hi”	Singapore Super Hi Dining Pte. Ltd., a private company limited by shares incorporated in Singapore on December 9, 2020 and a wholly-owned subsidiary of our Company;
“Spin-off”	the spin-off of our Company by way of distribution and the separate listing of our Shares on the Main Board of the Stock Exchange by way of introduction;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules;
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buybacks issued by the SFC and as amended, supplemented or otherwise modified from time to time;
“Track Record Period”	the years ended December 31, 2019, 2020 and 2021 and the three months ended March 31, 2022;

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“Trademark License Agreement”	the trademark license agreement entered into by our Company (for itself and on behalf of its subsidiaries) and Sichuan Haidilao on [●], 2022, pursuant to which Sichuan Haidilao agreed to license certain trademarks for our use in connection with our operations on an exclusive and royalty-free basis. For details, see “Continuing Connected Transactions—Continuing Connected Transactions—Trademark License Agreement”;
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction;
“US\$” or “USD”	the U.S. dollar, the lawfully currency of the United States;
“Yihai”	Yihai International Holding Ltd. (頤海國際控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability on October 18, 2013 whose shares are listed on the Main Board of the Stock Exchange (stock code: 1579) and an associate of our Controlling Shareholders;
“Yihai Group”	Yihai together with its subsidiaries and consolidated affiliated entities;
“Yihai Master Purchase Agreement”	the master purchase agreement entered into by our Company and Yihai on [●], 2022, pursuant to which our Group agreed to purchase Haidilao Customized Products, Yihai Retail Products and instant self-serving products from Yihai Group. For details, see “Continuing Connected Transactions—Continuing Connected Transactions— Yihai Master Purchase Agreement”; and
“Yihai Retail Products”	the hot pot soup flavoring, hot pot dipping sauce and Chinese-style compound condiment products supplied by Yihai Group manufactured using formulae owned by Yihai Group for display and sales to consumers in our hot pot restaurants.

Certain amounts and percentage figures included in this listing document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.