



# 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)

### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING

I/We (Name) \_\_\_\_\_ (Block capitals, please)

of (Address) \_\_\_\_\_

being the holder(s) of \_\_\_\_\_ (see Note 1) shares of US\$0.000005 each in the capital of Haidilao International Ltd.

(the "Company") hereby appoint the chairman (the "Chairman") of the extraordinary general meeting of the Company (the "Extraordinary General Meeting") (see Note 2) or (Name) \_\_\_\_\_

of (Address) \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting to be held at 4th Floor, Building 7, Hengsongyuan, East Tiejiaqing Street, South Third Ring Road, Fengtai District, Beijing, PRC on Wednesday, December 13, 2023 at 10:00 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Company's circular dated November 24, 2023.

My/our proxy is authorized and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolution.

Ordinary Resolution (see Note 3)		For	Against																	
1.	(i) To approve the Renewed Yihai Master Purchase Agreement dated October 17, 2023 entered into between the Company and Yihai, each for itself and on behalf of its subsidiaries, in relation to the purchase of Haidilao Customized Products, Yihai Retail Products and instant self-serving products from Yihai Group, and the transactions contemplated thereunder;																			
	(ii) To approve the proposed annual caps in relation to the transactions contemplated under the Renewed Yihai Master Purchase Agreement as specified below:  <b>Proposed Annual Cap (RMB' 000) for the Year Ending December 31,</b>  <table border="1"><thead><tr><th>2024</th><th>2025</th><th>2026</th></tr></thead><tbody><tr><td>2,880,000</td><td>3,420,000</td><td>3,990,000</td></tr></tbody></table>	2024	2025	2026	2,880,000	3,420,000	3,990,000													
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2.	(i) To approve the Renewed Warehouse Storage and Logistic Service Agreement dated October 17, 2023 entered into between the Company and Shuhai, each for itself and on behalf of its subsidiaries, in relation to the provision of storage and logistic services in relation to the Commodity Ingredients for our Group, and the transactions contemplated thereunder;																			
	(ii) To approve the Renewed Shuhai Master Purchase Agreement dated October 17, 2023 entered into between the Company and Shuhai, each for itself and on behalf of its subsidiaries, in relation to the provision of Processed Ingredients to the Group, and the transactions contemplated thereunder;																			
	(iii) To approve the proposed annual caps in relation to the transactions contemplated under the Renewed Shuhai Agreements as specified below:  <b>Annual Cap (RMB' 000) for the Year Ending December 31,</b>  <table border="1"><thead><tr><th>2024</th><th>2025</th><th>2026</th></tr><tr><th>RMB'000</th><th>RMB'000</th><th>RMB'000</th></tr></thead><tbody><tr><td>Renewed Warehouse Storage and Logistic Service Agreement</td><td>696,000</td><td>835,200</td><td>1,002,240</td></tr><tr><td>Renewed Shuhai Master Purchase Agreement</td><td>3,251,656</td><td>4,534,172</td><td>6,167,629</td></tr><tr><td><b>Total</b></td><td><b>3,947,656</b></td><td><b>5,369,372</b></td><td><b>7,169,869</b></td></tr></tbody></table>	2024	2025	2026	RMB'000	RMB'000	RMB'000	Renewed Warehouse Storage and Logistic Service Agreement	696,000	835,200	1,002,240	Renewed Shuhai Master Purchase Agreement	3,251,656	4,534,172	6,167,629	<b>Total</b>	<b>3,947,656</b>	<b>5,369,372</b>	<b>7,169,869</b>	
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3.	(i) To approve the Renewed Master Decoration Project Management Service Agreement dated October 17, 2023 entered into between the Company and Shuyun Dongfang each for itself and on behalf of its subsidiaries, in relation to the provision of decoration project management and related services to the Group, and the transactions contemplated thereunder;																										
	(ii) To approve the Renewed Master Decoration Project General Contract Service Agreement dated October 17, 2023 entered into between the Company and Shuyun Dongfang, each for itself and on behalf of its subsidiaries, in relation to the provision of decoration project general contract services to the Group, and the transactions contemplated thereunder;																										
	<p>(iii) To approve the proposed annual caps in relation to the transactions contemplated under the Renewed Shuyun Dongfang Agreements as specified below;</p> <table border="1" data-bbox="408 436 942 846"> <thead> <tr> <th colspan="4" style="text-align: center;">Annual Cap (RMB' 000) for the Year Ending December 31,</th> </tr> <tr> <th></th> <th style="text-align: center;">2024</th> <th style="text-align: center;">2025</th> <th style="text-align: center;">2026</th> </tr> <tr> <th></th> <th style="text-align: center;">RMB'000</th> <th style="text-align: center;">RMB'000</th> <th style="text-align: center;">RMB'000</th> </tr> </thead> <tbody> <tr> <td>Decoration project management and related service</td> <td style="text-align: center;">5,000</td> <td style="text-align: center;">6,000</td> <td style="text-align: center;">5,000</td> </tr> <tr> <td>Decoration general project contract services</td> <td style="text-align: center;">2,699,640</td> <td style="text-align: center;">2,809,120</td> <td style="text-align: center;">2,945,340</td> </tr> <tr> <td><b>Total</b></td> <td style="text-align: center;"><b>2,704,640</b></td> <td style="text-align: center;"><b>2,815,120</b></td> <td style="text-align: center;"><b>2,950,340</b></td> </tr> </tbody> </table>	Annual Cap (RMB' 000) for the Year Ending December 31,					2024	2025	2026		RMB'000	RMB'000	RMB'000	Decoration project management and related service	5,000	6,000	5,000	Decoration general project contract services	2,699,640	2,809,120	2,945,340	<b>Total</b>	<b>2,704,640</b>	<b>2,815,120</b>	<b>2,950,340</b>		
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4.	(i) To authorize any director of the Company for and on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he/she may in his/her discretion consider necessary or desirable or expedient for the purpose of or in connection with the (i) Renewed Yihai Master Purchase Agreement, (ii) Renewed Shuhai Agreements and (iii) Renewed Shuyun Dongfang Agreements and to make and agree such variations of a non-material nature in or to the terms of the (i) Renewed Yihai Master Purchase Agreement, (ii) Renewed Shuhai Agreements and (iii) Renewed Shuyun Dongfang Agreements as he/she may in his/her discretion consider to be desirable and in the interests of the Company.																										

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2023

Signature(s) \_\_\_\_\_ (see Note 5)

**Notes:**

1. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. A proxy need not be a member of the Company. A member may appoint more than one proxy of his/her own choice. If you wish to appoint some person other than the Chairman as your proxy, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN WILL ACT AS YOUR PROXY.** Any alteration made to this form of proxy must be initialed by the person who signs it.
3. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorized in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
5. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy must be completed, signed and deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarial certified copy of such power or authority, not less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.