



HAIDILAO INTERNATIONAL HOLDING LTD.

海底捞国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(hereafter the “**Company**”)

(Stock code: 6862)

Nomination Committee – Terms of Reference

1. Members

- 1.1 The nomination committee of the Company (the “**Nomination Committee**”) should be established by the board of directors of the Company (the “**Board**”) and it should comprise a majority of independent non-executive directors.
- 1.2 The Nomination Committee must be chaired by the chairman or chairlady of the Board or an independent non-executive director within the Nomination Committee and appointed by the Board.
- 1.3 The Nomination Committee shall include at least one member of a different gender.
- 1.4 The terms of appointment to Nomination Committee members should be determined by the Board at the appointment date.

2. Objective and Role

- 2.1 The primary objective of the Nomination Committee is to assist the Board in ensuring a fair and transparent procedure for the appointment and re-appointment of director to the Board and maintaining a balance of skills, knowledge, experience and diversity of perspectives on the Board which are appropriate to the requirements of the Company’s business.

3. Secretary of Nomination Committee

- 3.1 The company secretary of the Company shall act as the secretary of the Nomination Committee.
- 3.2 The Nomination Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the Nomination Committee.

4. Meeting

- 4.1 The member of Nomination Committee can call for a meeting anytime when it is necessary.
- 4.2 Due notice should be given for any meeting, unless such notification is waived by all members of the Nomination Committee. Notwithstanding the notification period, the attendance of the member of the Nomination Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement.
- 4.3 The quorum necessary for the transaction of business of the Nomination Committee shall be two members of the Nomination Committee, one of whom must be an independent non-executive director.
- 4.4 Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the Nomination Committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 4.5 Resolutions of the Nomination Committee shall be passed by more than half of its members.
- 4.6 The resolution passed and signed by all members of Nomination Committee is valid, and the validity is the same as any resolution passed in the meeting held.
- 4.7 Full minutes of Nomination Committee meeting should be kept by the company secretary or the duly appointed secretary of the Nomination Committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all members of the Nomination Committee for their comment and records, within a reasonable time after the meeting.

5. Meeting attendance

- 5.1 Upon the invitation from the Nomination Committee, the chairman or chairlady of the Board and/or the general manager or the chief executive officer, external advisor and other persons can be invited to attend all or part of any meeting.
- 5.2 Only the members of the Nomination Committee can vote in the meeting.

6. Annual General Meeting

- 6.1 The chairman or chairlady of Nomination Committee or (if absent) the other member of Nomination Committee (must be an independent non-executive director) should attend the annual general meeting of the Company, handle the shareholders' enquiry on the activities and responsibilities related to the Nomination Committee.

7. Duties and Powers

The Nomination Committee shall have the following duties and powers:

- 7.1 to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually, assist the Board in maintaining a board skills matrix and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 7.2 to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships based on merit and having due regard to the Board Diversity Policy and other factors which are relevant to the Company;
- 7.3 to assess the independence of independent non-executive directors;
- 7.4 to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors (in particular the chairman or chairlady and the chief executive), taking into account the Company's corporate strategy and mix of skills, knowledge, experience and diversity needed in the future;
- 7.5 to develop, review, implement and monitor, as appropriate, the policy for the nomination of directors (the "**Nomination Policy**") and make recommendations to the Board for consideration and approval;
- 7.6 to review the policy on Board diversity (the "**Board Diversity Policy**") and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and to make disclosures of its progress its review results in the annual report of the Company annually;
- 7.7 where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider the individual to be independent;
- 7.8 to do such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and
- 7.9 supporting the Company's regular evaluation of the Board's performance.

8. Nomination Policy

8.1 Selection Criteria

8.1.1 The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate.

- Reputation for integrity
- Accomplishment and experience
- Compliance with legal and regulatory requirements
- Commitment in respect of available time and relevant interest
- Diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

8.1.2 Proposed candidates will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as a Director and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a Director.

8.1.3 The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

8.2 Nomination Procedures

8.2.1 The Secretary of the Nomination Committee shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members.

8.2.2 For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation.

8.2.3 Pursuant to the Articles of Association of the Company, if a shareholder wishes to propose a person for election as a Director, such shareholder shall have given a notice in writing of the intention to propose that person for election as a Director and also a notice in writing by that person of his willingness to be elected shall be given to the Company at least seven (7) days before the date of general meeting. Such period for lodgment of the notices shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such meeting.

8.2.4 A candidate is allowed to withdraw his candidature at any time before the general meeting by serving a notice in writing to the company secretary of the Company.

8.2.5 The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

8.3 Independence

8.3.1 The Company shall appoint independent non-executive Directors representing at least one-third of the Board. The Nomination Committee should assess the independence of independent non-executive Directors. In the independence of a non-executive Director, the Nomination Committee should take into account whether a Director or any of his/her immediate family members (as defined under rule 14A.12(1)(a) of the Listing Rules):

- holds more than 1% of the number of issued shares of the Company;
- has received an interest in any securities of the listed issuer as a gift, or by means of other financial assistance, from a core connected person or the Company;
- is or was a director, partner or principal of a professional adviser which currently provides or has within two years immediately prior to the date of his proposed appointment provided services, or is or was an employee of such professional adviser who is or has been involved in providing such services during the same period, to:
 - (a) the Company, its holding company or any of their respective subsidiaries or core connected persons; or
 - (b) any person who was a controlling shareholder or, where there was no controlling shareholder, any person who was the chief executive or a director (other than an independent non-executive director), of the listed issuer within two years immediately prior to the date of the proposed appointment, or any of their close associates;

- currently, or within one year immediately prior to the date of the proposed appointment, has or had a material interest in any principal business activity of or is or was involved in any material business dealings with the Company, its holding company or their respective subsidiaries or with any core connected persons of the Company;
- is on the Board specifically to protect the interests of an entity whose interests are not the same as those of the shareholders as a whole;
- is or was connected with a director, the chief executive or a substantial shareholder of the Company within two years immediately prior to the date of his proposed appointment;
- is, or has at any time during the two years immediately prior to the date of his proposed appointment been, an executive or director (other than an independent non-executive director) of the Company, of its holding company or of any of their respective subsidiaries or of any core connected persons of the Company; and
- is financially dependent on the Company, its holding company or any of their respective subsidiaries or core connected persons of the Company.

9. Reporting

9.1 The Nomination Committee shall report to the Board after each of its meetings.

10. Authority

10.1 The Nomination Committee is authorised by the Board to request from employee of the Company to provide any information within the scope of its duties.

10.2 The Nomination Committee should have access to independent professional advice at the Company's expense if necessary, to perform the responsibilities of the Nomination Committee.

Remark: the independent professional advice can be sought via the chief financial officer or the company secretary.

10.3 The Nomination Committee should be provided with sufficient resources to perform its duties.