

Company Information Sheet

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company Name (stock code): SUPER HI INTERNATIONAL HOLDING LTD. (stock code: 9658) (the “**Company**”)

Stock Short Name: SUPER HI

This information sheet is provided for the purpose of giving information to the public about our Company as of the dates specified. The information does not purport to be a complete summary of information about our Company and/or its securities.

Unless the context requires otherwise, capitalized terms used herein shall have the meanings given to them in our Company’s listing document dated December 19, 2022 and announcements dated April 26, 2024, May 13, 2024 and May 17, 2024 in relation to, among others, the dual primary listing by way of initial public offering of its American depositary shares on the Nasdaq Stock Market in the United States.

Responsibility Statement

Responsibility statement

The Directors as of the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any information inaccurate or misleading.

The Directors also collectively and individually undertake to publish a revised Company Information Sheet when there are changes to the information since this publication.

Summary Content

Document Type	Date
A. Foreign Laws and Regulations	
A1. Cayman Islands	Latest version dated May 21, 2024
A2. United States and Nasdaq	Latest version dated May 21, 2024

Date of this information sheet: May 21, 2024

SECTION A

FOREIGN LAWS AND REGULATIONS

Our Company is incorporated in the Cayman Islands and governed by its Articles of Association, as amended from time to time, and subject to the Companies Act of the Cayman Islands, as amended or supplemented or otherwise modified from time to time (the “**Cayman Companies Act**”). Our ADSs are also listed in the U.S. on Nasdaq Global Market under the symbol “HDL”; we are considered a “foreign private issuer” and are therefore, subject to certain U.S. laws and regulations and the Nasdaq Global Market rules. We set out below a summary of key laws and regulations that concern shareholder rights, directors’ power and investor protection, takeover or share repurchase, and taxation that may differ from comparable provisions in Hong Kong. This summary does not contain all applicable laws and regulations, nor does it set out all the differences with laws and regulations in Hong Kong, or constitute legal or tax advice.

Section A1: Cayman Islands

RIGHTS OF SHAREHOLDERS

1. Dividends

Under our constitution

The holders of our Shares are entitled to such dividends as may be declared by our Board. In addition, Shareholders may declare a dividend by passing an ordinary resolution, but no dividend shall exceed the amount recommended by the Directors. All dividends unclaimed for one year after been declared may be invested or otherwise made use of by the Board for the benefits of our Company until claimed. Any dividend unclaimed after a period of six years from the date of declaration shall be forfeited and shall revert to our Company.

Under the Cayman Companies Act

Under the Cayman Companies Act, a company may declare and pay dividends out of its profits and/or share premium account, provided always that in no circumstances may a dividend be declared or paid out of share premium if such payment would result in the company being unable to pay its debts as they fall due in the ordinary course of business.

2. Voting Rights

Under our constitution

Each Share is entitled to one vote on all matters upon which our Shareholders are entitled to vote, including the election of Directors. Voting at any meeting of Shareholders is by way of poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The necessary quorum for a meeting of Shareholders shall be two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorized representative or proxy, and entitled to vote. In respect of a separate class meeting (other than an adjourned meeting) convened to sanction the modification of class rights the necessary quorum shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class.

An ordinary resolution to be passed by the Shareholders requires the affirmative vote of a simple majority of the votes cast by those Shareholders entitled to vote who are present in person or by proxy at a general meeting, while a special resolution requires the affirmative vote of no less than three-fourths of the votes cast by those Shareholders entitled to vote who are present in person or by proxy at a general meeting. A special resolution will be required for important matters such as to alter the provisions of the Articles of Association or to change the name of our Company. Both ordinary resolutions and special resolutions may also be passed by a unanimous written resolution signed by or on behalf of all Shareholders for the time being entitled to receive notice of and to attend and vote at the general meeting of our Company, as permitted by the Cayman Companies Act and the Articles of Association.

Under the Cayman Companies Act, a copy of any special resolution must be forwarded to the Registrar of Companies in the Cayman Islands within fifteen (15) days of being passed.

3. Liquidation

Under our constitution

On winding up of our Company, if the assets available for distribution amongst the Shareholders shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the excess shall be distributed *pari passu* amongst such Shareholders in proportion to the amount paid up on the Shares held by them respectively. If the assets available for distribution amongst the Shareholders are insufficient to repay the whole of the paid-up share capital, the assets will be distributed so that the losses are borne by our Shareholders proportionately.

Under the Cayman Companies Act

A company may be placed in liquidation compulsorily by an order of the Cayman Islands court, or voluntarily (a) by a special resolution of its shareholders if the company is solvent, or (b) by an ordinary resolution of its shareholders if the company is insolvent. The Cayman Islands court has authority to order winding up in a number of specified circumstances including where it is, in the opinion of the Cayman Islands court, just and equitable to do so. The liquidator's duties are to collect the assets of the company (including the amount (if any) due from the contributories (shareholders)), settle the list of creditors and discharge the company's liability to them, rateably if insufficient assets exist to discharge the liabilities in full, and to settle the list of contributories and divide the surplus assets (if any) amongst them in accordance with the rights attaching to the shares.

4. Shareholders' Suits

Under the Cayman Companies Act

The Cayman Islands courts can be expected to follow English case law precedents. The rule in *Foss v. Harbottle* (and the exceptions thereto which permit a minority shareholder to commence a class action against or derivative actions in the name of the company to challenge (a) an act which is *ultra vires* the company or illegal, (b) an act which constitutes a fraud against the minority where the wrongdoers are themselves in control of the company, and (c) an action which requires a resolution with a qualified (or special) majority which has not been obtained), has been applied and followed by the Cayman Islands courts.

5. Protection of Minorities

Under the Cayman Companies Act

In the case of a company (not being a bank) having a share capital divided into shares, the Cayman Islands court may, on the application of shareholders holding not less than one-fifth of the shares of the company in issue, appoint an inspector to examine into the affairs of the company and to report thereon in such manner as the Cayman Islands court shall direct.

Any shareholder of a company may petition the Cayman Islands court which may make a winding up order if the Cayman Islands court is of the opinion that it is just and equitable that the company should be wound up or, as an alternative to a winding up order, (a) an order regulating the conduct of the company's affairs in the future, (b) an order requiring the company to refrain from doing or continuing an act complained of by the shareholder petitioner or to do an act which the shareholder petitioner has complained it has omitted to do, (c) an order authorising civil proceedings to be brought in the name and on behalf of the company by the shareholder petitioner on such terms as the Cayman Islands court may direct, or (d) an order providing for the purchase of the shares of any shareholders of the company by other shareholders or by the company itself and, in the case of a purchase by the company itself, a reduction of the company's capital accordingly.

Claims against a company by its shareholders must, as a general rule, be based on the general laws of contract or tort applicable in the Cayman Islands or their individual rights as shareholders as established by the company's memorandum and articles of association.

The English common law rule that the majority will not be permitted to commit a fraud on the minority has been applied and followed by the Cayman Islands courts.

DIRECTORS' POWERS AND INVESTOR PROTECTION

6. Director's Borrowing Powers

Under our constitution

The Board may exercise all the powers of our Company to raise or borrow money and to mortgage or charge its undertaking, property and assets (present and future) and uncalled capital or any part thereof, to issue debentures, debenture stock, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of our Company or any third party.

7. Shareholders' Suits

Under the Cayman Companies Act

See item 4 above.

8. Protection of Minorities

Under the Cayman Companies Act

See item 5 above.

TAKEOVER OR SHARE REPURCHASES

9. Redemption, Purchase and Surrender of Shares

Under our constitution

Our Company may issue shares on terms that such shares are subject to redemption, at our option or at the option of the holders of these shares, on such terms and in such manner as may be determined, before the issue of such shares, by our board of directors or by our shareholders by ordinary resolutions. Our Company may also repurchase any of our shares on such terms and in such manner as have been approved by our board of directors or by an ordinary resolution of our shareholders. Our Company may also accept the surrender of any fully paid share for no consideration.

Our Company may, from time to time by special resolution, subject to any confirmation or consent required by the Cayman Companies Act, reduce its share capital or any capital redemption reserve in any manner permitted by the Cayman Companies Act.

Our Company is empowered by the Cayman Companies Act and our articles of association to purchase our own shares subject to certain restrictions and the board may only exercise this power on behalf of our Company subject to any applicable requirements imposed from time to time by The Stock Exchange of Hong Kong Limited.

Under the Cayman Companies Act

The redemption or repurchase of any share may be paid out of a company's profits, out of the share premium account or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or repurchase, or out of capital if the company can, immediately following such payment, pay our debts as they fall due in the ordinary course of business. In addition, under the Cayman Companies Act no such share may be redeemed or repurchased (a) unless it is fully paid up, (b) if such redemption or repurchase would result in there being no issued shares, or (c) if the company has commenced liquidation.

10. Mergers and Consolidations

Under the Cayman Companies Act

The Cayman Companies Act permits mergers and consolidations between Cayman Islands companies and between Cayman Islands companies and non-Cayman Islands companies. For these purposes, (a) "merger" means the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such companies as the surviving company, and (b) "consolidation" means the combination of two or more constituent companies into a consolidated company and the vesting of the undertaking, property and liabilities of such companies to the consolidated company. In order to effect such a merger or consolidation, the directors of each constituent company must approve a written plan of merger or consolidation, which must then be authorized by (a) a special resolution of each constituent company and (b) such other authorization, if any, as may be specified in such constituent company's articles of association. The written plan of merger or consolidation must be filed with the Registrar of Companies of the Cayman Islands together with a declaration as to the solvency of the consolidated or surviving company, a statement of the assets and liabilities of each constituent company and an undertaking that a copy of the

certificate of merger or consolidation will be given to the shareholders and creditors of each constituent company and that notification of the merger or consolidation will be published in the Cayman Islands Gazette. Dissenting shareholders have the right to be paid the fair value of their shares (which, if not agreed between the parties, will be determined by the Cayman Islands court) if they follow the required procedures, subject to certain exceptions. The approval of the Cayman Islands court is not required for a merger or consolidation which is effected in compliance with these statutory procedures.

11. Reconstructions

Under the Cayman Companies Act

There are statutory provisions which facilitate reconstructions and amalgamations approved by (i) a majority in number representing 75% in value of creditors, or (ii) 75% in value of shareholders or class of shareholders, as the case may be, as are present at a meeting called for such purpose and thereafter sanctioned by the Cayman Islands court. Whilst a dissenting shareholder would have the right to express to the Cayman Islands court his view that the transaction for which approval is sought would not provide the shareholders with a fair value for their shares, the Cayman Islands court is unlikely to disapprove the transaction on that ground alone in the absence of evidence of fraud or bad faith on behalf of management. If the transaction were approved and consummated the dissenting shareholder would have no rights comparable to the appraisal rights (i.e. the right to receive payment in cash for the judicially determined value of his shares) ordinarily available, for example, to dissenting shareholders of United States corporations.

12. Take-overs

Under the Cayman Companies Act

Where an offer is made by a company for the shares of another company and, within four months of the offer, the holders of not less than 90% of the shares which are the subject of the offer accept, the offeror may at any time within two months after the expiration of the said four months, by notice in the prescribed manner require the dissenting shareholders to transfer their shares on the terms of the offer. A dissenting shareholder may apply to the Cayman Islands court within one month of the notice objecting to the transfer. The burden is on the dissenting shareholder to show that the Cayman Islands court should exercise its discretion, which it will be unlikely to do unless there is evidence of fraud or bad faith or collusion as between the offeror and the holders of the shares who have accepted the offer as a means of unfairly forcing out minority shareholders.

TAXATION

13. Stamp duty on transfers

Under the Stamp Duty Act of the Cayman Islands

No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands.

14. Taxation

Under the Tax Concessions Act of the Cayman Islands

Pursuant to the Tax Concessions Act (As Revised) of the Cayman Islands, a company may obtain an undertaking from the Financial Secretary of the Cayman Islands:

- (a) that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciations shall apply to it or its operations; and
- (b) in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable:
 - (i) on or in respect of the shares, debentures or other obligations of the company; or
 - (ii) by way of the withholding in whole or in part of any relevant payment as defined in the Tax Concessions Act (As Revised).

The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to the company levied by the Government of the Cayman Islands save certain stamp duties which may be applicable, from time to time, on certain instruments executed in or brought within the jurisdiction of the Cayman Islands. The Cayman Islands are not party to any double tax treaties that are applicable to any payments made by or to the company.

Section A2: United States and Nasdaq

RIGHTS OF SHAREHOLDERS AND HOW THEY MAY EXERCISE THEIR RIGHTS

1. Shareholder Rights under the Deposit Agreement

- *Prompt receipt of distributions.* Whenever the depositary receives any dividend or other distribution on the underlying shares, the depositary must promptly distribute the amount received (net of (a) the applicable fees and charges of, and expenses incurred by, the depositary, and (b) taxes) to the ADR (as defined in the deposit agreement) holders.
- *Voting of deposited securities.* As soon as practicable after the receipt of notice of any shareholders' meeting, if requested in writing by our Company in a timely manner, the depositary must, as soon as practicable, mail to ADR holders a notice containing key information received by the depositary; and upon receipt of timely voting instructions from the ADR holder, the depositary will, as far as practicable, vote the underlying Shares in accordance with the ADR holder's voting instructions. Deposited securities represented by ADRs for which no timely voting instructions are received by the depositary from the ADR Holder shall not be voted and in the event that the voting is by poll and the depositary does not receive voting instructions from a ADR holder in a timely manner, the depositary shall be deemed to give a discretionary proxy to a person designated by our Company (subject to certain limitations and conditions specified in the deposit agreement).
- *Reports.* ADR holders have a right to inspect reports and communications, including proxy soliciting material, received from our Company by the depositary or generally made available to Shareholders.
- *Withdrawal.* Subject to limited exceptions, ADR holders have the right to cancel their ADSs and withdraw the underlying Shares at any time.

2. Shareholder Proposals and Approvals

As a foreign private issuer, our Company is not subject to SEC rules regarding proxy statements to shareholders. Instead, Shareholder proposals must be made in accordance with our Company's Articles of Association, as amended.

Each Nasdaq-listed company is generally required to obtain shareholder approval of certain issuances of securities, including in connection with: (i) the acquisition of the stock or assets of another company; (ii) equity-based compensation of officers, directors, employees or consultants; (iii) a change of control; and (iv) transactions other than public offerings. However, as our Company is a foreign private issuer, it can follow "home country practice" (i.e., the practice in the Cayman Islands) in lieu of complying with the above Nasdaq Global Market rules.

3. Corporate Governance

There are a number of corporate governance requirements for Nasdaq-listed companies, the principal of which are:

- *Majority Independent Directors.* A majority of the board of directors must be comprised of independent directors.
- *Audit Committee.* Each Nasdaq-listed company must have an audit committee of at least three members consisting of independent directors who satisfy certain requirements.
- *Compensation Committee.* The compensation committee of each Nasdaq-listed company must consist entirely of independent directors.
- *Nomination Committee.* The nomination committee of each Nasdaq-listed company must consist entirely of independent directors.

However, as a foreign private issuer, our Company can opt to be exempt from most of the requirements if they choose to follow “home country practice,” which would be disclosed in our annual report on Form 20-F. Notwithstanding, our Company cannot opt out of the requirement to maintain an audit committee, which would be responsible for establishing procedures for handling complaints regarding our Company’s accounting practices.

4. Sarbanes-Oxley Requirements

Our Company is also subject to the *U.S. Sarbanes-Oxley Act of 2002* (“**Sarbanes-Oxley**”). Sarbanes-Oxley addresses issues such as the composition of the audit committee of the board of directors and the adoption of the company codes of ethics, including:

- *No loans to directors or executive officers.* Our company cannot extend loans to its directors and executive officers.
- *Whistle-blower protection.* Our Company is required to establish procedures for confidential and anonymous submission by employees of accounting-related concerns.

5. Takeover Regulations

Mergers. If we are required to seek Shareholder approval in connection with a merger pursuant to the requirements of Cayman Islands law or our Articles of Association, we will furnish the proxy statement for the applicable Shareholders’ meeting to the SEC on a current report on Form 6-K. As noted above, however, foreign private issuers such as our Company may elect to follow their “home country practices” in lieu of complying with applicable shareholder approval requirements under the Nasdaq Global Market rules. In addition, if the merger involves the issuance of shares, we may be required to register the offering of such shares with the SEC.

Tender Offers. Neither the U.S. federal securities laws nor the Listing Rules of Nasdaq Global Market have the concept of a “general offer.” Therefore, a party making a tender offer is free to decide how many shares will be subject to the offer. All holders of the same class of securities must be treated equally and the highest consideration paid to any one shareholder of that class of securities must be paid to all shareholders of that same class. A tender offer must remain open for a minimum of 20 business days after commencement, and may be extended in circumstances. Within 10 business days of commencement, the subject company must send a notice to its shareholders recommending whether to accept or reject a tender offer, or expressing a neutral position.

Disclosure of Interests for Major Shareholders. Any person who, after acquiring beneficial ownership of a class of equity securities (which includes the power to direct the voting or the disposition of the securities) registered under Section 12 of the U.S. Exchange Act (“**Registered Equity Class**”), is a beneficial owner of more than 5% of the Registered Equity Class, must publicly file beneficial owner reports (Schedule 13D or Schedule 13G) with the SEC, and such person must promptly report any material change in the information provided (including any acquisition or disposition of 1% or more of the class of securities), unless exceptions apply. Schedule 13D must be filed by all such shareholders who are not otherwise eligible to use Schedule 13G.