
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a 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 SUPER HI INTERNATIONAL HOLDING LTD., you should at once hand this supplemental circular with the accompanying form of proxy 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 the transferee.

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

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.



SUPER HI INTERNATIONAL HOLDING LTD.

特海国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(NASDAQ Symbol: HDL; HKEX Stock Code: 9658)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 26 APRIL 2024
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read in conjunction with the circular of the Company (the “**Original Circular**”) and notice of convening an annual general meeting of the Company (the “**Original Notice of AGM**”) to be held by way of virtual meeting via online platform at 10:00 a.m., on Wednesday, 12 June 2024, Hong Kong Time (or at 10:00 p.m., on Tuesday, 11 June 2024, U.S. Eastern Time), both dated 26 April 2024.

A supplemental notice of the AGM is set out on pages 14 to 18 of this supplemental circular. A revised form of proxy is also enclosed with this supplemental circular for use at the AGM. Such form of proxy is also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk), the Company (www.superhiinternational.com) and the SEC (www.sec.gov).

For determining the entitlement of holders of Shares to attend and vote at the AGM and any adjournment thereof, the transfer books and register of members will be closed from Thursday, 6 June 2024, Hong Kong Time to Wednesday, 12 June 2024, Hong Kong Time, both days inclusive, during which period no transfer of the Shares can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 5 June 2024, Hong Kong Time.

The Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, must receive the revised form of proxy by no later than 10:00 a.m. on Monday, 10 June 2024, Hong Kong Time, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong to ensure the representation of the holders of Shares at the AGM.

The Company’s initial public offering of ADSs in the United States was consummated on 21 May 2024 (U.S. Eastern time). The voting rights of holders of the Company’s ADSs are limited by the terms of the deposit agreement (the “**Deposit Agreement**”), dated as of 21 May 2024, by and among the Company, Citibank, N.A., as depositary (the “**Depositary**”), and all holders and beneficial owners of ADSs issued thereunder. There is no assurance that holders of the Company’s ADSs will receive the voting materials in connection with the AGM in time to ensure that they can instruct the depositary to vote at the AGM to be held on 12 June 2024 the underlying ordinary shares represented by ADSs held by them.

24 May 2024

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DEFINITION

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

“ADS(s)”	American depositary share(s), each of which represents 10 Shares
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held by way of virtual meeting via online platform at 10:00 a.m., on Wednesday, 12 June 2024, Hong Kong Time (or at 10:00 p.m., on Tuesday, 11 June 2024, U.S. Eastern Time) or any adjournment thereof
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act, (As Revised) of the Cayman Islands
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“close associate(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“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 6 May 2022
“connected person(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto in the Hong Kong Listing Rules and unless the context requires otherwise, refers to Mr. ZHANG Yong, Ms. SHU Ping, together with ZY NP LTD, SP NP LTD and NP UNITED HOLDING LTD
“Director(s)”	director(s) of the Company
“Dual Listing”	the dual primary listing of the Company on the Hong Kong Stock Exchange and the Nasdaq
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful current of Hong Kong

DEFINITION

“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Hong Kong Stock Exchange” or “HKEX”	The Stock Exchange of Hong Kong Limited
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares (including any sale or transfer of treasury Shares) and/or ADSs not exceeding 20% of the number of issued Shares (excluding treasury Shares) as at the date of passing of the relevant resolution granting the Issue Mandate
“Latest Practicable Date”	21 May 2024, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained in this supplemental circular
“Nasdaq”	Nasdaq Global Market
“Original Circular”	the circular of the Company dated 26 April 2024
“Original Explanatory Statement”	the explanatory statement for the Repurchase Mandate set out in Appendix II to the Original Circular
“Original Form of Proxy”	the form of proxy enclosed to the Original Circular
“Original Notice of AGM”	the notice of AGM dated 26 April 2024 set out in the Original Circular
“PRC” or “Mainland China” or “China”	People’s Republic of China, but for the purpose of this supplemental circular and for geographical reference only and except where the context requires otherwise, references in this supplemental circular to “China” and the “PRC” do not apply to Hong Kong, Macau and Taiwan

DEFINITION

“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares and/or ADSs not exceeding 10% of the number of issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution granting the Repurchase Mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SEC”	U.S. Securities and Exchange Commission
“Share(s)”	ordinary share(s) of nominal value of US\$0.000005 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs, as amended from time to time
“treasury Shares”	has the meaning ascribed to it under the Hong Kong Listing Rules which will come into effect on 11 June 2024
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

LETTER FROM THE BOARD



SUPER HI INTERNATIONAL HOLDING LTD.

特海国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(NASDAQ Symbol: HDL; HKEX Stock Code: 9658)

Non-executive Director:

Ms. SHU Ping (*Chairlady*)

Executive Directors:

Mr. LI Yu

Mr. WANG Jinping

Ms. LIU Li

Independent Non-executive Directors:

Mr. TAN Kang Uei, Anthony

Mr. TEO Ser Luck

Mr. LIEN Jown Jing Vincent

Registered office:

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Corporate Headquarters in Singapore:

1 Paya Lebar Link

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PLQ 1 Paya Lebar Quarter

Singapore 408533

Principal place of business

in Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

24 May 2024

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 26 APRIL 2024

AND

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

Reference is made to the Original Circular and Original Notice of AGM both dated 26 April 2024. The purpose of this supplemental circular is to provide you with information regarding (i) updates on the Issue Mandate and Repurchase Mandate to be granted to the Directors; and (ii) updates on the Explanatory Statement.

LETTER FROM THE BOARD

This supplemental circular should be read in conjunction with the Original Circular in relation to, among others, proposals for general mandates to issue and repurchase Shares, re-election of the retiring Directors, and proposed amendments to Articles of Association of the Company.

Subsequent to the despatch of the Original Circular and Original Form of Proxy, the Company has issued and allotted 26,927,000 new Shares under the general mandate approved by the Shareholders on 30 May 2023, for the purpose of its initial public offering of 2,692,700 ADSs on the Nasdaq in the United States, details of which can be referred to in the announcements of the Company dated 13 December 2023, 26 April 2024, 13 May 2024, 17 May 2024 and 21 May 2024. Following the completion of the Dual Listing and as of the Latest Practicable Date, there were 646,260,000 Shares in issue. The underwriters have a 30-day option (the “**Over-allotment Option**”) to purchase up to an additional 403,900 ADSs (representing 4,039,000 Shares) from the Company at the initial public offering price less the underwriting discount and commissions.

UPDATES ON ISSUE MANDATE AND REPURCHASE MANDATE

The Board wishes to update the Original Circular and the proposed ordinary resolutions at the AGM in relation to Issue Mandate and Repurchase Mandate as follows.

Issue Mandate

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares (including any sale or transfer of treasury Shares) and/or ADSs, approval is to be sought from the Shareholders, pursuant to the Hong Kong Listing Rules, for the Issue Mandate to issue Shares (including any sale or transfer of treasury Shares) and/or ADSs. An ordinary resolution will be proposed at the Annual General Meeting to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares (including any sale or transfer of treasury Shares) and/or ADSs in the share capital of the Company up to 20% of the number of issued Shares (excluding treasury Shares) as at the date of the passing of the resolution in relation to the Issue Mandate. As at the Latest Practicable Date, there were 646,260,000 Shares in issue. Subject to the passing of the above ordinary resolution and up to the date of the Annual General Meeting, pursuant to the Issue Mandate, the Company will be allowed to issue (including sale or transfer of treasury Shares) a maximum of (i) 129,252,000 Shares (assuming no exercise of Over-allotment Option before the date of the Annual General Meeting and no Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting); or (ii) 130,059,800 Shares (assuming the closing of the full exercise of Over-allotment Option before the date of the Annual General Meeting and no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting).

In addition, an ordinary resolution will be proposed at the Annual General Meeting to extend the Issue Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

Subject to the approval of Shareholders, the Company may use the Issue Mandate for the sale or transfer of treasury Shares only after the amendments to the Listing Rules relating to treasury shares come into effect.

Repurchase Mandate

In addition, an ordinary resolution will be proposed at the Annual General Meeting to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares and/or ADSs representing up to 10% of the number of issued Shares (excluding any treasury Shares) as at the date of the passing of the resolution in relation to the Repurchase Mandate. As at the Latest Practicable Date, there were 646,260,000 Shares in issue. Subject to the passing of the above resolution and up to the date of the Annual General Meeting, pursuant to the Repurchase Mandate, the Company will be allowed to repurchase a maximum of (i) 64,626,000 Shares (assuming no exercise of Over-allotment Option before the date of the Annual General Meeting and no Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting); or (ii) 65,029,900 Shares (assuming the closing of the full exercise of Over-allotment Option before the date of the Annual General Meeting and no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting).

Accordingly, the resolutions under item numbered 4 stated in the Original Notice of AGM should be deleted in their entirety and replaced by new resolutions under the same item number and be proposed to the Shareholders for approval at the AGM.

A revised explanatory statement required by the Hong Kong Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular. This revised 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.

The Directors wish to state that they have no immediate plans to issue any Shares and/or ADSs pursuant to the Issue Mandate, as well as have no immediate plans to repurchase any Shares and/or ADSs pursuant to Repurchase Mandate.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of holders of Shares to attend and vote at the AGM and any adjournment thereof, the transfer books and register of members will be closed from Thursday, 6 June 2024, Hong Kong Time to Wednesday, 12 June 2024, Hong Kong Time, both days inclusive, during which period no transfer of the Shares can be registered. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 5 June 2024, Hong Kong Time.

LETTER FROM THE BOARD

SUPPLEMENTAL NOTICE OF AGM

Set out on pages 14 to 18 of this supplemental circular is the supplemental notice of the AGM at which, *inter alia*, ordinary resolutions will be proposed to Shareholders to consider and approve, among others, the revised general mandates.

Save as disclosed above, all the resolutions proposed in the Original Circular and set out under the Original Notice of AGM remain unchanged. Please refer to the Original Circular and the Original Notice of AGM for details of other resolutions to be proposed at the AGM and other relevant matters.

REVISED FORM OF PROXY

The revised form of proxy reflecting the latest resolutions as stated above is enclosed for use at the AGM. Such form of proxy is also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk), the Company (www.superhiinternational.com) and the SEC (www.sec.gov).

Whether or not you intend to attend and vote at the AGM, you are requested to complete the revised form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, 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 AGM (i.e. by 10:00 a.m. on Monday, 10 June 2024, Hong Kong Time) or any adjournment thereof.

Holders of Shares who have not yet lodged the Original Form of Proxy with the Computershare Hong Kong Investor Services Limited is requested to lodge the revised form of proxy if they wish to appoint proxy(ies) to attend, speak and vote at the AGM on their behalf. In this case, the Original Form of Proxy should not be lodged.

Holders of Shares who have already lodged the Original Form of Proxy with the Computershare Hong Kong Investor Services Limited should note that:

- (i) if no revised form of proxy is lodged, the Original Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by them. The proxy so appointed by the Shareholder will be entitled to cast the vote at their discretion or to abstain from voting on any resolution properly put to the AGM except for those resolutions to which the Shareholder has indicated their voting direction in the Original Form of Proxy;
- (ii) if the revised form of proxy is lodged before 10:00 a.m. on Monday, 10 June 2024, Hong Kong Time, the revised form of proxy, if correctly completed, will revoke and supersede the Original Form of Proxy previously lodged by them. The revised form of proxy will be treated as a valid form of proxy lodged by the Shareholder; and

LETTER FROM THE BOARD

- (iii) if the revised form of proxy is lodged after 10:00 a.m. on Monday, 10 June 2024, Hong Kong Time, or if lodged before 10:00 a.m. on Monday, 10 June 2024, Hong Kong Time, but is incorrectly completed, the proxy appointment under the revised form of proxy will be invalid. The proxy so appointed by the Shareholder under the Original Form of Proxy, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no revised form of proxy was lodged with the Company's Hong Kong branch share registrar. Accordingly, Shareholders are advised to complete the revised form of proxy carefully and lodge the revised form of proxy timely.

Holders of Shares are reminded that submission of the Original Form of Proxy and/or the revised form of proxy shall not preclude Shareholders from attending the AGM or any adjournment thereof and voting in person should they so wish and in such event, the proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the Annual General 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. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

Holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

RESPONSIBILITY STATEMENT

This supplemental circular includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this supplemental circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe the updates to the Issue Mandate and Repurchase Mandate are in the best interests of the Company and Shareholders as a whole, and accordingly recommend the Shareholders to vote in favour of the resolutions stated in the supplemental notice of the AGM.

GENERAL INFORMATION

Save as disclosed herein, the information set out in the Original Circular remains unchanged, true and accurate. Your attention is also drawn to the additional information set out in the Appendix I to this supplemental circular.

Yours faithfully

By order of the Board

SUPER HI INTERNATIONAL HOLDING LTD.

Ms. SHU Ping

Chairlady

The following is a revised explanatory statement required to be sent to the Shareholders under the Hong Kong Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 646,260,000 Shares.

Subject to the passing of the proposed ordinary resolution granting the Repurchase Mandate at the AGM and up to the date of the AGM, the maximum number of Shares and/or ADSs which may be repurchased pursuant to the Repurchase Mandate will be (i) 64,626,000 Shares (assuming no exercise of Over-allotment Option before the date of the Annual General Meeting and no Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting); or (ii) 65,029,900 Shares (assuming the closing of the full exercise of Over-allotment Option before the date of the Annual General Meeting and no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting), which represent 10% of the total number of issued Shares (excluding any treasury Shares) during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company, unless renewed by an ordinary resolution of the shareholders in a general meeting, either unconditionally or subject to conditions; or (ii) 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 any applicable law of the Cayman Islands to be held; or (iii) the date upon which such authority is revoked, varied or renewed by a resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Directors to repurchase Shares and/or ADSs in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares and/or ADSs will be financed out of funds legally available for the purpose and in accordance with the Articles of Association of the Company, the Cayman Companies Act, the Hong Kong Listing Rules, U.S. Federal Securities Laws and any other applicable laws and regulations. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares and/or ADSs are repurchased in the manner provided for in the Cayman Companies Act.

The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate was to be exercised in full at the current prevailing market value, it may have a material adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such 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, having made all reasonable enquiries, none of the Directors nor any of their close associates, as defined in the Hong Kong Listing Rules, currently intend to sell any Shares, and/or ADSs to the Company or its subsidiaries, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the Repurchase Mandate in accordance with the articles of association of the Company, the Hong Kong Listing Rules, the Cayman Companies Act and the applicable laws and regulations.

Subject to the applicable requirements under the Hong Kong Listing Rules, the Company may cancel the repurchased Shares and/or ADSs following settlement of any such repurchase or hold them as treasury Shares, subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases.

Should the Company decide to hold repurchased Shares as treasury Shares, the Company will, upon completion of the repurchase, withdraw the repurchased Shares from CCASS and register the treasury Shares in the Company's name. The Company may re-deposit its treasury Shares into CCASS only if it has an imminent plan to resell these treasury Shares on the Hong Kong Stock Exchange and will complete such resale as soon as possible.

The Company will have appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws with respect to treasury Shares. These measures include, for example, an approval by the Board that (i) the Company should procure its broker not to give any instructions to HKSCC to vote at general meetings for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company should withdraw the treasury Shares from CCASS, and either re-register them in the Company's name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares and/or ADSs to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

If as a result of a repurchase of Shares and/or ADSs by the Company pursuant to the Repurchase 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, 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.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the Controlling Shareholders are interested in an aggregate of 336,167,124 Shares, representing approximately 52.02% of the total issued share capital of the Company (excluding treasury Shares). In the event that the Directors should exercise in full the Repurchase Mandate, the shareholdings of the Controlling Shareholders in the Company will be increased to approximately 57.80% (assuming no exercise of the Over-allotment Option) or 57.44% (assuming the closing of the full exercise of the Over-allotment Option) of the total issued share capital of the Company (excluding treasury Shares). To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors are not aware of any consequences which would arise under the Takeover Codes as a result of any repurchase of Shares and/or ADSs pursuant to the Repurchase Mandate.

The Hong Kong Listing Rules prohibit a company from making repurchase if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Hong Kong Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares and/or ADSs which would result in less than the prescribed minimum percentage of Shares in public hands.

The Company confirms that neither this revised explanatory statement nor the proposed Repurchase Mandate has any unusual features.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares and/or ADSs (whether on the Hong Kong Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Hong Kong Stock Exchange during the twelve months preceding the Latest Practicable Date were as follows:

Month	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2023		
May	17.68	13.34
June	16.36	13.40
July	16.60	13.50
August	16.20	11.72
September	15.48	12.72
October	15.34	12.48
November	14.46	11.80
December	13.22	9.71
2024		
January	10.50	8.28
February	10.60	7.95
March	14.50	9.73
April	15.68	12.78
May (up to the Latest Practicable Date)	18.26	14.28



SUPER HI INTERNATIONAL HOLDING LTD.

特海国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(NASDAQ Symbol: HDL; HKEX Stock Code: 9658)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “AGM”) of SUPER HI INTERNATIONAL HOLDING LTD. dated 26 April 2024 (the “**Original Notice of AGM**”) to convene the AGM which will be held by way of virtual meeting via online platform at 10:00 a.m., on Wednesday, 12 June 2024, Hong Kong Time (or at 10:00 p.m., on Tuesday, 11 June 2024, U.S. Eastern Time), and should be read in conjunction with the Original Notice of AGM.

Details of the proposed resolutions to be considered at the AGM were stated in the Original Notice of AGM. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 26 April 2024. Apart from the amendments stated below, all the information contained in the Original Notice of AGM remains to be valid and effective.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the AGM will be held as originally scheduled. In addition, as set out in the supplemental circular of the Company dated 24 May 2024 (the “**Supplemental Circular**”), the resolutions under item numbered 4 stated in the Original Notice of AGM should be deleted in their entirety and replaced by the following new resolutions under the same item number:

4. To consider and, if thought fit, pass (with or without amendments) the following resolutions as ordinary resolutions:

(A) “**That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares (including any sale and transfer of shares out of treasury that are held as treasury shares) (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited (the “**Hong Kong Listing Rules**”) coming into effect on 11 June 2024) in the capital of the Company, or American depositary shares (the “**ADSs**”) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or

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grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares 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 (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of issued shares of the Company (excluding any shares that are held as treasury shares) as at the date of passing this resolution and the said approval shall be limited accordingly;

- (iv) for the purpose of this resolution:
 - (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company, unless renewed by an ordinary resolution of the shareholders in a general meeting, either unconditionally or subject to conditions;
 - (2) 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 any applicable laws and regulations to be held; or

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- (3) the revocation, variation or renewal of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) “**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors of the Company to holders of Shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”
- (B) “**That:**
- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares and/or ADSs on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Hong Kong Listing Rules, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares and/or ADSs at a price determined by the Directors;
- (iii) the aggregate number of shares and/or ADSs, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company (excluding any shares that are held as treasury shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly;

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(iv) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(v) for the purpose of this resolution:

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

(a) the conclusion of the next annual general meeting of the Company, unless renewed by an ordinary resolution of the shareholders in a general meeting, either unconditionally or subject to conditions;

(b) 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 any applicable laws and regulations to be held; or

(c) the revocation, variation or renewal of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company (including any sale and transfer of shares out of treasury that are held as treasury shares) and/or ADSs and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of shares and/or ADSs repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount of shares and/or ADSs shall not exceed 10% of the total number of issued shares of the Company (excluding any shares that are held as treasury shares) at the date of passing of the said resolutions.”

CLOSURE OF REGISTER OF MEMBER

For determining the entitlement of holders of Shares of the Company to attend and vote at the AGM and any adjournment thereof, the transfer books and register of members will be closed from Thursday, 6 June 2024, Hong Kong Time to Wednesday, 12 June 2024, Hong Kong Time, both days inclusive, during which period no transfer of the Shares of the Company can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 5 June 2024, Hong Kong Time.

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REVISED FORM OF PROXY

Holders of Shares of the Company as of Wednesday, 5 June 2024, Hong Kong Time may appoint proxy(ies) to exercise their voting rights at the AGM.

Holders of Shares of the Company on the Company's register of members as of the Wednesday, 5 June 2024, Hong Kong Time shall to date, execute and return the revised form of proxy to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited as promptly as possible and before the prescribed deadline if they wish to exercise their voting rights.

Computershare Hong Kong Investor Services Limited must receive the revised form of proxy by no later than 10:00 a.m. on Monday, 10 June 2024, Hong Kong Time, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong to ensure the representation of holders of Shares of the Company at the AGM.

For the avoidance of doubt, treasury shares, if any and registered under the name of the Company, are not entitled to vote at the AGM. For the avoidance of doubt, for the purpose of the Hong Kong Listing Rules, treasury shares held under the name of CCASS shall abstain from voting at the Company's general meeting(s).

Yours faithfully
By order of the Board
SUPER HI INTERNATIONAL HOLDING LTD.
Ms. SHU Ping
Chairlady

Singapore, 24 May 2024

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

Principal place of business in Hong Kong:
40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai Hong Kong

As at the date of this notice, the Board comprises Ms. SHU Ping as the chairlady and non-executive Director; Mr. LI Yu, Mr. WANG Jinping and Ms. LIU Li as executive Directors; and Mr. TAN Kang Uei, Anthony, Mr. TEO Ser Luck and Mr. LIEN Jown Jing Vincent as independent non-executive Directors.