



YIHAI INTERNATIONAL HOLDING LTD.

頤海國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1579)

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\$0.00001 each in the capital of Yihai International Holding Ltd. (the “Company”, together with its subsidiaries, the “Group”) hereby appoint the chairman of the meeting (the “Chairman”) (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 of the Company (“EGM”) to be held at Meeting Room, 3rd Floor, Yihai International Holding Ltd. Building, 2300 Huxinan Road, Yushan District, Ma’anshan City, Anhui Province, PRC on Wednesday, 13 December 2023 at 10:00 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

	Ordinary Resolutions (see Note 3)	For	Against
1.	To approve, ratify and confirm the master sales agreement (the “Haidilao Master Sales Agreement”) dated 17 October 2023 entered into between the Company and Haidilao International Holding Ltd. (“Haidilao” and together with its subsidiaries, the “Haidilao Group”) in relation to the sale of (a) hot pot soup flavorings, hot pot dipping sauce, Chinese-style compound condiment products and other customized products (e.g. seasoned hot pot bases with ingredients, semi-finished ingredients, etc.) manufactured using formulas owned by the Haidilao Group for use in its hot pot restaurants; (b) retail hot pot soup flavorings, hot pot dipping sauce and Chinese-style compound condiment products manufactured using formulas owned by the Group for display and sale to consumers in the hot pot restaurants and on the various online platforms of Haidilao Group; and (c) the convenient ready-to-eat food products to the Haidilao Group, and to approve the relevant annual caps and the transactions contemplated thereunder (Ordinary resolution 1 as set out in the notice of EGM)		
2.	To approve, ratify and confirm the master sales agreement (the “Super Hi Master Sales Agreement”) dated 17 October 2023 entered into between the Company and Super Hi International Holding Ltd. (“Super Hi” and together with its subsidiaries, the “Super Hi Group”) in relation to (a) the sale of hot pot soup flavorings, hot pot dipping sauce, Chinese-style compound condiment products and other customized products (e.g. semi-finished ingredients, etc.) manufactured using formulas owned by the Super Hi Group for use in its hot pot restaurants; (b) retail hot pot soup flavorings, hot pot dipping sauce and Chinese-style compound condiment products manufactured using formulas owned by the Group for display and sale to consumers in hot pot restaurants of the Super Hi Group; and (c) the convenient ready-to-eat food products to the Super Hi Group, and to approve the relevant annual caps and the transactions contemplated thereunder (Ordinary resolution 2 as set out in the notice of EGM)		
3.	To approve, ratify and confirm the sales agreement (the “Shuhai Sales Agreement”) dated 17 October 2023 entered into between the Company and Shuhai (Beijing) Supply Chain Management Co., Ltd. (“Shuhai Supply Chain”, and together with its subsidiaries, the “Shuhai Supply Chain Group”) in relation to the sale of (a) the hot pot soup flavorings, hot pot dipping sauce, other single or compound condiment products and semi-finished ingredients (e.g. potato noodles, cellophane noodles, etc.) of the Group that are customized for Shuhai Supply Chain Group’s customers who are catering service clients; and (b) the hot pot soup flavoring products, hot pot dipping sauce products, other single or compound condiment products of the Group and convenient ready-to-eat food products targeting at the retail market, and to approve the relevant annual caps and the transactions contemplated thereunder (Ordinary resolution 3 as set out in the notice of EGM)		
4.	To approve, ratify and confirm the condiment products sales agreement (the “JV Condiment Products Sales Agreement”) dated 17 October 2023 entered into between the Company and Fuhai (Shanghai) Food Technology Co., Ltd. (the “Joint Venture”) in relation to the sale of condiment products and other food products (e.g. casual snacks or semi-finished ingredients, etc.) by the Company and its subsidiaries (excluding the Joint Venture and its subsidiaries) to the Joint Venture and its subsidiaries, and the convenient ready-to-eat food products sales agreement (the “JV Convenient Ready-to-eat Food Products Sales Agreement”) dated 17 October 2023 entered into between the Joint Venture and the Company in relation to the sales of convenient ready-to-eat food products by the Joint Venture and its subsidiaries to the Company and its subsidiaries (excluding the Joint Venture and its subsidiaries) (the JV Condiment Products Sales Agreement and the JV Convenient Ready-to-eat Food Products Sales Agreement are collectively referred to as the “Joint Venture Framework Sales and Purchase Agreements”), and to approve the relevant annual caps and the transactions contemplated thereunder (Ordinary resolution 4 as set out in the notice of EGM)		

Dated this _____ day of _____, 2023 Signature(s) _____ (see Note 5)

Notes:

- 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).
- 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 initialled by the person who signs it.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised 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 authorised to sign the same.
- 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.
- 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.
- To be valid, this form of proxy must be completed, signed and deposited at the Company’s branch 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 notarially 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.