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美团点评

Meituan Dianping

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)
(Stock code: 3690)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON MAY 17, 2019

Reference is made to the circular (the “**Circular**”) of **Meituan Dianping** (the “**Company**”) incorporating, amongst others, the notice (the “**Notice**”) of the annual general meeting of the Company (the “**AGM**”) dated April 12, 2019. Unless the context requires otherwise, the capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board of directors (the “**Board**”) of the Company is pleased to announce that at the AGM held on May 17, 2019, the Notice of which was given to the Shareholders on April 12, 2019, all the proposed resolutions as set out in the Notice were taken by poll. The poll results in respect of the resolution proposed at the AGM are as follows:

ORDINARY RESOLUTIONS			NUMBER OF VOTES CAST AND PERCENTAGE (%)		TOTAL NUMBER OF VOTING SHARES	TOTAL NUMBER OF VOTES CAST
			FOR	AGAINST		
1.	To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2018 and the reports of the directors of the Company (the “ Directors ”) and independent auditor of the Company thereon.	Class A Shares	7,355,687,830 (100.000000%)	0 (0.000000%)	735,568,783	7,355,687,830
		Class B Shares	1,541,327,102 (99.842644%)	2,429,200 (0.157356%)	1,543,756,302	1,543,756,302
		TOTAL NUMBER (CLASS A & CLASS B)	8,897,014,932 (99.972704%)	2,429,200 (0.027296%)	2,279,325,085	8,899,444,132

ORDINARY RESOLUTIONS			NUMBER OF VOTES CAST AND PERCENTAGE (%)		TOTAL NUMBER OF VOTING SHARES	TOTAL NUMBER OF VOTES CAST
			FOR	AGAINST		
2.	To re-elect Mr. Wang Xing as an executive Director.	Class A Shares	7,355,687,830 (100.000000%)	0 (0.000000%)	735,568,783	7,355,687,830
		Class B Shares	1,380,684,724 (89.392545%)	163,834,145 (10.607455%)	1,544,518,869	1,544,518,869
		TOTAL NUMBER (CLASS A & CLASS B)	8,736,372,554 (98.159210%)	163,834,145 (1.840790%)	2,280,087,652	8,900,206,699
3.	To re-elect Mr. Mu Rongjun as an executive Director.	Class A Shares	7,355,687,830 (100.000000%)	0 (0.000000%)	735,568,783	7,355,687,830
		Class B Shares	1,382,437,995 (89.501093%)	162,166,596 (10.498907%)	1,544,604,591	1,544,604,591
		TOTAL NUMBER (CLASS A & CLASS B)	8,738,125,825 (98.177963%)	162,166,596 (1.822037%)	2,280,173,374	8,900,292,421
4.	To re-elect Mr. Wang Huiwen as an executive Director.	Class A Shares	7,355,687,830 (100.000000%)	0 (0.000000%)	735,568,783	7,355,687,830
		Class B Shares	1,383,389,665 (89.562706%)	161,214,926 (10.437294%)	1,544,604,591	1,544,604,591
		TOTAL NUMBER (CLASS A & CLASS B)	8,739,077,495 (98.188656%)	161,214,926 (1.811344%)	2,280,173,374	8,900,292,421
5.	To authorize the Board to fix the remuneration of the Directors.	Class A Shares	7,355,687,830 (100.000000%)	0 (0.000000%)	735,568,783	7,355,687,830
		Class B Shares	1,386,048,573 (99.802801%)	2,738,675 (0.197199%)	1,388,787,248	1,388,787,248
		TOTAL NUMBER (CLASS A & CLASS B)	8,741,736,403 (99.968681%)	2,738,675 (0.031319%)	2,124,356,031	8,744,475,078
6.	To grant a general mandate to the Directors, exercisable on their behalf by Mr. Wang Xing, to issue, allot and deal with additional Class B shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	Class A Shares	7,355,687,830 (100.000000%)	0 (0.000000%)	735,568,783	7,355,687,830
		Class B Shares	749,637,527 (52.629873%)	674,719,939 (47.370127%)	1,424,357,466	1,424,357,466
		TOTAL NUMBER (CLASS A & CLASS B)	8,105,325,357 (92.315302%)	674,719,939 (7.684698%)	2,159,926,249	8,780,045,296

ORDINARY RESOLUTIONS			NUMBER OF VOTES CAST AND PERCENTAGE (%)		TOTAL NUMBER OF VOTING SHARES	TOTAL NUMBER OF VOTES CAST
			FOR	AGAINST		
7.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	Class A Shares	7,355,687,830 (100.000000%)	0 (0.000000%)	735,568,783	7,355,687,830
		Class B Shares	1,541,834,616 (99.842695%)	2,429,200 (0.157305%)	1,544,263,816	1,544,263,816
		TOTAL NUMBER (CLASS A & CLASS B)	8,897,522,446 (99.972705%)	2,429,200 (0.027295%)	2,279,832,599	8,899,951,646
8.	Conditional upon the passing of resolutions numbered 6 and 7, to extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.	Class A Shares	7,355,687,830 (100.000000%)	0 (0.000000%)	735,568,783	7,355,687,830
		Class B Shares	770,090,063 (53.838993%)	660,267,403 (46.161007%)	1,430,357,466	1,430,357,466
		TOTAL NUMBER (CLASS A & CLASS B)	8,125,777,893 (92.485044%)	660,267,403 (7.514956%)	2,165,926,249	8,786,045,296
9.	To re-appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending December 31, 2019.	Class A Shares	735,568,783 (100.000000%)	0 (0.000000%)	735,568,783	735,568,783
		Class B Shares	1,541,939,386 (99.827451%)	2,665,205 (0.172549%)	1,544,604,591	1,544,604,591
		TOTAL NUMBER (CLASS A & CLASS B)	2,277,508,169 (99.883114%)	2,665,205 (0.116886%)	2,280,173,374	2,280,173,374

Notes:

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 9, all resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of issued Shares was 5,742,501,384 Shares, comprising 735,568,783 Class A Shares and 5,006,932,601 Class B Shares.
- (c) There was no Shareholder that was required to abstain from voting in respect of the resolutions at the AGM and none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 13.40 of the Listing Rules.
- (d) Accordingly, the total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 5,742,501,384 Shares, comprising 735,568,783 Class A Shares and 5,006,932,601 Class B Shares as at the date of the AGM.

- (e) According to the Articles of Association, each Class A Share shall entitle its holder to ten votes and each Class B Share shall entitle its holder to one vote in respect of the resolutions numbered 1 to 8 on the proposed re-election of Directors, the proposed Issuance Mandate (including the extended Issuance Mandate) and the proposed Repurchase Mandate. Each Class A Share and each Class B Share shall entitle its holder to one vote on a poll at the AGM in respect of the resolution numbered 9 on the proposed re-appointment of auditor.
- (f) The Company's share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

By Order of the Board
Meituan Dianping
Wang Xing
Chairman

Hong Kong, May 17, 2019

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Wang Xing as Chairman and Executive Director, Mr. Mu Rongjun and Mr. Wang Huiwen as Executive Directors, Mr. Lau Chi Ping Martin and Mr. Neil Nanpeng Shen as Non-executive Directors, and Mr. Orr Gordon Robert Halyburton, Mr. Leng Xuesong and Mr. Shum Heung Yeung Harry as Independent Non-executive Directors.