

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



Meituan

(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 JUNE 23, 2021

Reference is made to the circular (the “**Circular**”) of Meituan (the “**Company**”) incorporating, amongst others, the notice (the “**Notice**”) of the annual general meeting of the Company (the “**AGM**”) dated May 24, 2021. 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 June 23, 2021, the Notice of which was given to the Shareholders on May 24, 2021, 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, 2020 and the reports of the Directors and independent auditor thereon.	Class A Shares	6,782,497,830 (100.000000%)	0 (0.000000%)	678,249,783	6,782,497,830
		Class B Shares	2,147,626,670 (99.450564%)	11,865,020 (0.549436%)	2,159,491,690	2,159,491,690
		TOTAL NUMBER (CLASS A & CLASS B)	8,930,124,500 (99.867311%)	11,865,020 (0.132689%)	2,837,741,473	8,941,989,520
2.	To re-elect Mr. Wang Huiwen as an executive Director.	Class A Shares	6,782,497,830 (100.000000%)	0 (0.000000%)	678,249,783	6,782,497,830
		Class B Shares	1,729,308,075 (80.249335%)	425,610,799 (19.750665%)	2,154,918,874	2,154,918,874
		TOTAL NUMBER (CLASS A & CLASS B)	8,511,805,905 (95.237877%)	425,610,799 (4.762123%)	2,833,168,657	8,937,416,704

ORDINARY RESOLUTIONS			NUMBER OF VOTES CAST AND PERCENTAGE (%)		TOTAL NUMBER OF VOTING SHARES	TOTAL NUMBER OF VOTES CAST
			FOR	AGAINST		
3.	To re-elect Mr. Lau Chi Ping Martin as a non-executive Director.	Class A Shares	6,782,497,830 (100.000000%)	0 (0.000000%)	678,249,783	6,782,497,830
		Class B Shares	1,781,831,219 (82.686696%)	373,087,655 (17.313304%)	2,154,918,874	2,154,918,874
		TOTAL NUMBER (CLASS A & CLASS B)	8,564,329,049 (95.825554%)	373,087,655 (4.174446%)	2,833,168,657	8,937,416,704
4.	To re-elect Mr. Neil Nanpeng Shen as a non-executive Director.	Class A Shares	6,782,497,830 (100.000000%)	0 (0.000000%)	678,249,783	6,782,497,830
		Class B Shares	1,768,147,513 (82.051697%)	386,771,361 (17.948303%)	2,154,918,874	2,154,918,874
		TOTAL NUMBER (CLASS A & CLASS B)	8,550,645,343 (95.672448%)	386,771,361 (4.327552%)	2,833,168,657	8,937,416,704
5.	To authorize the Board to fix the remuneration of the Directors.	Class A Shares	6,782,497,830 (100.000000%)	0 (0.000000%)	678,249,783	6,782,497,830
		Class B Shares	2,100,765,946 (97.542329%)	52,930,776 (2.457671%)	2,153,696,722	2,153,696,722
		TOTAL NUMBER (CLASS A & CLASS B)	8,883,263,776 (99.407681%)	52,930,776 (0.592319%)	2,831,946,505	8,936,194,552
6.	To grant a general mandate to the Directors, exercisable on their behalf by Mr. Wang Xing, to allot, issue 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 (the “ Issuance Mandate ”).	Class A Shares	6,782,497,830 (100.000000%)	0 (0.000000%)	678,249,783	6,782,497,830
		Class B Shares	918,925,463 (42.634376%)	1,236,437,283 (57.365624%)	2,155,362,746	2,155,362,746
		TOTAL NUMBER (CLASS A & CLASS B)	7,701,423,293 (86.166295%)	1,236,437,283 (13.833705%)	2,833,612,529	8,937,860,576
7.	To grant a general mandate to the Directors, exercisable on their behalf by Mr. Wang Xing, 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 (the “ Repurchase Mandate ”).	Class A Shares	6,782,497,830 (100.000000%)	0 (0.000000%)	678,249,783	6,782,497,830
		Class B Shares	2,147,522,295 (99.636462%)	7,835,551 (0.363538%)	2,155,357,846	2,155,357,846
		TOTAL NUMBER (CLASS A & CLASS B)	8,930,020,125 (99.912333%)	7,835,551 (0.087667%)	2,833,607,629	8,937,855,676

ORDINARY RESOLUTIONS			NUMBER OF VOTES CAST AND PERCENTAGE (%)		TOTAL NUMBER OF VOTING SHARES	TOTAL NUMBER OF VOTES CAST
			FOR	AGAINST		
8.	Conditional upon the passing of resolutions numbered 6 and 7, to extend the general Issuance 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	6,782,497,830 (100.000000%)	0 (0.000000%)	678,249,783	6,782,497,830
		Class B Shares	955,324,493 (44.340543%)	1,199,192,385 (55.659457%)	2,154,516,878	2,154,516,878
		TOTAL NUMBER (CLASS A & CLASS B)	7,737,822,323 (86.581734%)	1,199,192,385 (13.418266%)	2,832,766,661	8,937,014,708
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, 2021.	Class A Shares	678,249,783 (100.000000%)	0 (0.000000%)	678,249,783	678,249,783
		Class B Shares	2,112,780,996 (98.024604%)	42,576,850 (1.975396%)	2,155,357,846	2,155,357,846
		TOTAL NUMBER (CLASS A & CLASS B)	2,791,030,779 (98.497433%)	42,576,850 (1.502567%)	2,833,607,629	2,833,607,629
10(a).	To approve the subscription agreement (the “Tencent Subscription Agreement”) dated April 19, 2021 and entered into by the Company as issuer and Tencent Mobility Limited (“Tencent”) as subscriber in relation to the subscription of 11,352,600 new Shares (the “Tencent Subscription Shares”) at the subscription price of HK\$273.80 per Share.	Class A Shares	6,782,497,830 (100.000000%)	0 (0.000000%)	678,249,783	6,782,497,830
		Class B Shares	2,150,126,143 (99.832693%)	3,603,342 (0.167307%)	2,153,729,485	2,153,729,485
		TOTAL NUMBER (CLASS A & CLASS B)	8,932,623,973 (99.959677%)	3,603,342 (0.040323%)	2,831,979,268	8,936,227,315
10(b).	To approve the grant of a specific mandate to the directors of the Company to exercise all the powers of the Company to allot and issue the Tencent Subscription Shares, subject to and in accordance with the terms and conditions set out in the Tencent Subscription Agreement.	Class A Shares	6,782,497,830 (100.000000%)	0 (0.000000%)	678,249,783	6,782,497,830
		Class B Shares	2,153,338,377 (99.981840%)	391,108 (0.018160%)	2,153,729,485	2,153,729,485
		TOTAL NUMBER (CLASS A & CLASS B)	8,935,836,207 (99.995623%)	391,108 (0.004377%)	2,831,979,268	8,936,227,315

ORDINARY RESOLUTIONS			NUMBER OF VOTES CAST AND PERCENTAGE (%)		TOTAL NUMBER OF VOTING SHARES	TOTAL NUMBER OF VOTES CAST
			FOR	AGAINST		
10(c).	To authorize any one Director of the Company to sign, execute, perfect and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such director of the Company, desirable or expedient to give effect to the Tencent Subscription Agreement, all the transactions contemplated thereunder and/or any matter ancillary or incidental thereto (including without limitation the allotment and issue of the Tencent Subscription Shares pursuant thereto), to agree to such variations, amendments or waivers to or of any of the provisions of the Tencent Subscription Agreement and all documents ancillary or incidental thereto as are, in the opinion of such director of the Company, not of a material nature and in the interest of the Company, and to effect or implement any other matter referred to in this resolution.	Class A Shares	6,782,497,830 (100.000000%)	0 (0.000000%)	678,249,783	6,782,497,830
		Class B Shares	2,154,840,136 (99.977831%)	477,810 (0.022169%)	2,155,317,946	2,155,317,946
		TOTAL NUMBER (CLASS A & CLASS B)	8,937,337,966 (99.994654%)	477,810 (0.005346%)	2,833,567,729	8,937,815,776

SPECIAL RESOLUTION			NUMBER OF VOTES CAST AND PERCENTAGE (%)		TOTAL NUMBER OF VOTING SHARES	TOTAL NUMBER OF VOTES CAST
			FOR	AGAINST		
11.	To amend the Memorandum and Articles of Association to update the name of the Company from “Meituan Dianping” to “Meituan”.	Class A Shares	678,249,783 (100.000000%)	0 (0.000000%)	678,249,783	678,249,783
		Class B Shares	2,155,218,602 (99.993540%)	139,244 (0.006460%)	2,155,357,846	2,155,357,846
		TOTAL NUMBER (CLASS A & CLASS B)	2,833,468,385 (99.995086%)	139,244 (0.004914%)	2,833,607,629	2,833,607,629

Notes:

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 10, such resolutions were duly passed as ordinary resolutions.
- (b) As more than 75% of votes were cast in favour of resolution numbered 11, such resolution was duly passed as special resolution of the Company.

- (c) As at the date of the AGM, the total number of issued Shares was 6,111,354,010 Shares, comprising 678,249,783 Class A Shares and 5,433,104,227 Class B Shares.
- (d) As set out in the Circular, Tencent and its associates were required to abstain from voting on the resolution(s) to approve the Tencent Subscription Agreement, the connected transaction contemplated thereunder and the requisite specific mandate at the AGM. Accordingly, Tencent and its associates, who held a total of 1,042,817,781 Class B Shares at the date of the AGM, did abstain from voting on resolutions 10 at the AGM.
- (e) Save as disclosed above, 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.
- (f) Accordingly, the total number of shares of the Company entitling the holder to attend and vote for or against the resolution(s) numbered 1 to 9 and 11 was 6,111,354,010 Shares, comprising 678,249,783 Class A Shares and 5,433,104,227 Class B Shares; numbered 10 was 5,068,536,229 Shares, comprising 678,249,783 Class A Shares and 4,390,286,446 Class B Shares as at the date of the AGM.
- (g) 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 and 10 on the proposed receipt and adoption of the audited consolidated financial statements, reports of Directors and independent auditor, the proposed re-election of an executive Director, the proposed re-election of non-executive Directors, the proposed authority for the Board to fix the remuneration of the Directors, the proposed Issuance Mandate (including the extended Issuance Mandate), the proposed Repurchase Mandate and the Tencent Subscription Agreement and the connected transaction contemplated thereunder. 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 resolutions numbered 9 and 11 on the proposed re-appointment of auditor and the proposed amendment to the memorandum and articles of association.
- (h) 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
Wang Xing
Chairman

Hong Kong, June 23, 2021

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 Dr. Shum Heung Yeung Harry as Independent Non-executive Directors.