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**Meitu, Inc.**

美图公司

(Incorporated in the Cayman Islands with limited liability  
and carrying on business in Hong Kong as “美图之家”)

(Stock code: 1357)

## GRANT OF SHARE AWARDS PURSUANT TO SHARE AWARD SCHEME

This announcement is issued by Meitu, Inc. (the “**Company**” and, together with its subsidiaries and Xiamen Meitu Networks Technology Co., Ltd., Xiamen MeituEve Network Services Co., Ltd., and their respective subsidiaries, collectively the “**Group**” for the purpose of this announcement) pursuant to Rules 17.06A of the Listing Rules.

The Board announces that on April 1, 2023, the Company granted an aggregate of 29,595,329 share awards (the “**Share Awards**”) representing 29,595,329 Shares (the “**Awarded Shares**”) and approximately 0.67% of the total number of Shares in issue as at the date of this announcement, to eligible persons of the Group set forth below (collectively, the “**Grantees**”) pursuant to the Share Award Scheme, subject to the acceptance by the Grantees (the “**Grant**”).

Details of the Grant are as follows:-

| Name / Category of the Grantees                               | : | WU Zeyuan (“Mr. Wu”)  | Employees (except Mr. Wu)                           | Consultants   |
|---|---|---|---|---|
| Relationship with or nature of services provided to the Group | : | Executive Director and CEO  | Individuals with employment contract with the Group | Providers of consultancy, business and management services to the Group |
| Grant Date  | : | April 1, 2023   | April 1, 2023                                       | April 1, 2023   |
| Number of Share Awards granted                                | : | 2,550,000   | 26,549,402  | 495,927   |
| Purchase price of the Share Awards granted                    | : | Each Share Award represents a conditional right upon vesting to obtain one Awarded Share at nil purchase price. |   |   |
| Closing price of the Shares as at the Grant Date              | : | HKD2.63 per Share   | HKD2.63 per Share                                   | HKD2.63 per Share   |

| Name / Category of the Grantees    | : | WU Zeyuan (“Mr. Wu”)  | Employees (except Mr. Wu)   | Consultants   |
|------------------------------------|---|---|---|---|
| Vesting period of the Share Awards | : | On a monthly basis equally over a period of 12 months from the Grant Date   | In relation to 2,343,888 Share Awards related to the Special Grant (as defined below) granted to a vast majority of the Employees, immediate vesting.<br><br>In relation to the remaining 24,205,514 Share Awards, (i) on an annual basis equally over a period of 24 months from the Grant Date for a vast majority of the Employees Grantees, and (ii) on a monthly basis equally over a period of 12 months from the Grant Date for Key Employees Grantees, and on an annual basis equally over a period of 12 months from the Grant Date with performance targets for the additional Share Awards granted to certain specific Key Employees Grantees. | In relation to 24,326 Share Awards related to the Special Grant (as defined below), immediate vesting.<br><br>In relation to the remaining 471,601 Share Awards, on an annual basis equally over a period of 24 months from the Grant Date. |
| Performance targets                | : | Except part of the Share Awards granted to certain specific Key Employees are with performance targets associated with the performance of the Group in terms of operational & financial performance and market capitalization, as well as performance review received from the CEO, there are no performance targets attached to the Share Awards granted to the Grantees (including Mr. Wu). |   |   |
| Clawback / Lapse mechanism         | : | Where a Grantee ceases to be an employee or consultant of the Group, such Grantee will cease to be an eligible participant under the Share Award Scheme and any unvested Share Awards granted shall automatically lapse.  |   |   |

Part of the Awarded Shares are currently held on trust for the Company by the trustee of the Share Award Scheme (the “**Trustee**”), which upon vesting of the Share Awards will be vested on the Grantees pursuant to the rules of the Share Award Scheme. The remaining Share Awards will be satisfied by the issuance of new Shares within the scheme mandate limit under the Share Award Scheme.

## REASONS FOR AND BENEFITS OF THE GRANT

The grant of the Share Awards is to align the interests of the Grantees with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to recognise the contributions made by the Grantees and to attract and retain talent for the continuous operations and development of the Group. In particular, in order to recognize the contribution of the Grantees towards the Group’s successful turn to profitability for the year ended December 31, 2022, the Board has decided to grant an additional 1,357 or 2,023 Share Awards to a vast majority of the Employees and Consultants with immediate vesting (the “**Special Grant**”).

With the rapid expansion of the Group’s overseas business in jurisdictions where it was not practical to set up local subsidiaries to hire local employees, the Group engaged Consultants in such jurisdictions as service providers to provide consultancy, business and management services to the Group in order to support the Group’s overseas business. Such Consultants were included as part of the Grantees.

The Remuneration Committee has also considered the grant of the Share Awards to each of Mr. Wu and the Key Employees (including but not limited to the final number of Share Awards granted, the vesting schedule with the vesting period for some of the Share Awards being on a monthly basis, the performance targets in relation to some of the Share Awards granted to certain specific Key Employees, the remaining Share Awards granted without performance targets, the clawback / lapse mechanism, etc.), and is of the view that the terms and conditions of such grants will provide a market competitive remuneration package to each of Mr. Wu and the Key Employees, are consistent with the Company’s remuneration policy, and are appropriate and aligns with the purposes of the Share Award Scheme, in order to recognise the contributions made by Mr. Wu and the Key Employees to the Group and to attract and retain their talents for the continuous operations and development of the Group.

Accordingly, the Board considers that the grant of the Share Awards to the Grantees (which includes the Consultants) conforms to the current situation and development of the Group and is consistent with the purposes of the Share Award Scheme.

## **LISTING RULES IMPLICATIONS**

The grant of the Share Awards to Mr. Wu has been approved by the independent non-executive Directors. Such grant would not result in Shares issued and to be issued in respect of all Share Awards granted to Mr. Wu in the 12-month period up to and including the Grant Date representing in aggregate over 0.1% of the total Shares in issue.

Saved as disclosed above, to the best knowledge of the Directors, as at the date of this announcement, (i) no other Grantee is a director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them; (ii) no other Grantee is a related entity participant (as defined under Rule 17.03A(1) of the Listing Rules) or a service provider (as defined under Rule 17.03A(1) of the Listing Rules); and (iii) none of the Grantees is a participant with Share Awards and share options granted and to be granted exceeding the 1% individual limit under Rule 17.03D(1) of the Listing Rules.

## **NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT**

After the grant of all the Share Awards pursuant to this announcement, 60,741,799 Shares will be available for future grants pursuant to the Share Award Scheme. As at the date of this announcement, the Share Award Scheme does not provide for any sublimit on the total number of share awards that may be granted to Consultants and other service providers within the scheme mandate limit. The Share Award Scheme was adopted before the effective date of the new Chapter 17 of the Listing Rules. The Company will comply with the new Chapter 17 in accordance with the transitional arrangements provided for the existing share schemes of the Group.

## **DEFINITIONS**

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

|                        |   |
|------------------------|---|
| <b>“Board”</b>         | the board of Directors  |
| <b>“CEO”</b>           | the chief executive officer of the Company  |
| <b>“Consultants”</b>   | providers of consultancy, business and management services to the Group                             |
| <b>“Director(s)”</b>   | the director(s) of the Company for the time being   |
| <b>“Employees”</b>     | the employees of the Group  |
| <b>“Grant Date”</b>    | the date on which the Share Awards are granted to a Grantee   |
| <b>“HKD”</b>           | Hong Kong dollars, the lawful currency of Hong Kong   |
| <b>“Key Employees”</b> | certain Employees holding key positions within the Group as determined by the Board (except Mr. Wu) |
| <b>“Listing Rules”</b> | the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited        |

|                                 |  |
|---------------------------------|--|
| <b>“Remuneration Committee”</b> | the remuneration committee of the Company  |
| <b>“Share Award Scheme”</b>     | the share award scheme adopted by the Company on November 25, 2016                         |
| <b>“Share(s)”</b>               | ordinary share(s) in the share capital of our Company with a par value of US\$0.00001 each |

By order of the Board  
**Meitu, Inc.**  
**Cai Wensheng**  
Chairman

Hong Kong, April 1, 2023

*As at the date of this announcement, the executive directors of the Company are Mr. Cai Wensheng and Mr. Wu Zeyuan (also known as Mr. Wu Xinhong); the non-executive directors of the Company are Dr. Guo Yihong, Dr. Lee Kai-fu and Mr. Chen Jiarong; the independent non-executive directors of the Company are Mr. Zhou Hao, Mr. Lai Xiaoling and Ms. Kui Yingchun.*