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**美团**

**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 30, 2023  
AND  
APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

References are 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 June 8, 2023 and the announcement of the Company dated June 25, 2023 (the “**June 25 Announcement**”) in relation to, inter alia, the resignation of Mr. Wang Huiwen. Unless the context requires otherwise, the capitalized terms used herein shall have the same meanings as those defined in the Circular and/or the June 25 Announcement.

The Board of directors (the “**Board**”) of the Company is pleased to announce that at the AGM held on June 30, 2023, the Notice of which was given to the Shareholders on June 8, 2023, save for the ordinary resolution numbered 3 which has been withdrawn, all the proposed resolutions as set out in the Notice were taken by poll.

## POLL RESULTS OF THE AGM

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, 2022 and the reports of the Directors and independent auditor of the Company thereon.	Class A Shares	6,045,197,830 (100.000000%)	0 (0.000000%)	604,519,783	6,045,197,830
		Class B Shares	3,216,038,138 (99.507898%)	15,904,453 (0.492102%)	3,231,942,591	3,231,942,591
		<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	9,261,235,968 (99.828563%)	15,904,453 (0.171437%)	3,836,462,374	9,277,140,421
2.	To elect Ms. Marjorie Mun Tak Yang as an independent non-executive Director.	Class A Shares	604,519,783 (100.000000%)	0 (0.000000%)	604,519,783	604,519,783
		Class B Shares	3,228,854,579 (99.917574%)	2,663,602 (0.082426%)	3,231,518,181	3,231,518,181
		<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	3,833,374,362 (99.930564%)	2,663,602 (0.069436%)	3,836,037,964	3,836,037,964
3.	To re-elect Mr. Wang Huiwen as a non-executive Director.	Class A Shares	N/A <i>(Note (i))</i>	N/A	N/A	N/A
		Class B Shares	N/A	N/A	N/A	N/A
		<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	N/A	N/A	N/A	N/A
4.	To re-elect Mr. Orr Gordon Robert Halyburton as an independent non-executive Director.	Class A Shares	604,519,783 (100.000000%)	0 (0.000000%)	604,519,783	604,519,783
		Class B Shares	2,504,983,655 (77.524472%)	726,233,015 (22.475528%)	3,231,216,670	3,231,216,670
		<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	3,109,503,438 (81.066660%)	726,233,015 (18.933340%)	3,835,736,453	3,835,736,453
5.	To re-elect Mr. Leng Xuesong as an independent non-executive Director.	Class A Shares	604,519,783 (100.000000%)	0 (0.000000%)	604,519,783	604,519,783
		Class B Shares	2,804,119,448 (86.803915%)	426,287,222 (13.196085%)	3,230,406,670	3,230,406,670
		<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	3,408,639,231 (88.884084%)	426,287,222 (11.115916%)	3,834,926,453	3,834,926,453

ORDINARY RESOLUTIONS			NUMBER OF VOTES CAST AND PERCENTAGE (%)		TOTAL NUMBER OF VOTING SHARES	TOTAL NUMBER OF VOTES CAST
			FOR	AGAINST		
6.	To authorize the Board to fix the remuneration of the Directors.	Class A Shares	6,045,197,830 (100.000000%)	0 (0.000000%)	604,519,783	6,045,197,830
		Class B Shares	3,142,035,975 (97.411467%)	83,493,891 (2.588533%)	3,225,529,866	3,225,529,866
		<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	9,187,233,805 (99.099381%)	83,493,891 (0.900619%)	3,830,049,649	9,270,727,696
7.	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 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	Class A Shares	6,045,197,830 (100.000000%)	0 (0.000000%)	604,519,783	6,045,197,830
		Class B Shares	1,546,731,164 (47.857636%)	1,685,211,076 (52.142364%)	3,231,942,240	3,231,942,240
		<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	7,591,928,994 (81.834800%)	1,685,211,076 (18.165200%)	3,836,462,023	9,277,140,070
8.	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.	Class A Shares	6,045,197,830 (100.000000%)	0 (0.000000%)	604,519,783	6,045,197,830
		Class B Shares	3,217,365,100 (99.548962%)	14,577,282 (0.451038%)	3,231,942,382	3,231,942,382
		<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	9,262,562,930 (99.842869%)	14,577,282 (0.157131%)	3,836,462,165	9,277,140,212
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, 2023.	Class A Shares	604,519,783 (100.000000%)	0 (0.000000%)	604,519,783	604,519,783
		Class B Shares	3,163,840,639 (97.892851%)	68,101,845 (2.107149%)	3,231,942,484	3,231,942,484
		<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	3,768,360,422 (98.224879%)	68,101,845 (1.775121%)	3,836,462,267	3,836,462,267
10.	To approve the proposed amendments to the Post-IPO Share Option Scheme and the ancillary authorization to the Board.	Class A Shares	6,045,197,830 (100.000000%)	0 (0.000000%)	604,519,783	6,045,197,830
		Class B Shares	1,822,330,277 (56.445020%)	1,406,174,703 (43.554980%)	3,228,504,980	3,228,504,980
		<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	7,867,528,107 (84.836966%)	1,406,174,703 (15.163034%)	3,833,024,763	9,273,702,810

ORDINARY RESOLUTIONS			NUMBER OF VOTES CAST AND PERCENTAGE (%)		TOTAL NUMBER OF VOTING SHARES	TOTAL NUMBER OF VOTES CAST
			FOR	AGAINST		
11.	To approve the proposed amendments to the Post-IPO Share Award Scheme and the ancillary authorization to the Board.	Class A Shares	6,045,197,830 (100.000000%)	0 (0.000000%)	604,519,783	6,045,197,830
		Class B Shares	1,830,087,787 (56.685302%)	1,398,417,194 (43.314698%)	3,228,504,981	3,228,504,981
		<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	7,875,285,617 (84.920617%)	1,398,417,194 (15.079383%)	3,833,024,764	9,273,702,811
12.	To approve the Scheme Limit.	Class A Shares	6,045,197,830 (100.000000%)	0 (0.000000%)	604,519,783	6,045,197,830
		Class B Shares	1,851,932,665 (57.361930%)	1,376,572,156 (42.638070%)	3,228,504,821	3,228,504,821
		<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	7,897,130,495 (85.156175%)	1,376,572,156 (14.843825%)	3,833,024,604	9,273,702,651
13.	To approve the Service Provider Sublimit.	Class A Shares	6,045,197,830 (100.000000%)	0 (0.000000%)	604,519,783	6,045,197,830
		Class B Shares	1,854,782,878 (57.450213%)	1,373,721,913 (42.549787%)	3,228,504,791	3,228,504,791
		<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	7,899,980,708 (85.186910%)	1,373,721,913 (14.813090%)	3,833,024,574	9,273,702,621
14.	To approve the issue of 9,686 Class B Shares to Mr. Orr Gordon Robert Halyburton upon vesting of his RSUs pursuant to the terms of the Post-IPO Share Award Scheme and to authorise any one Director to allot and issue such Class B Shares and do all things and sign all documents, which in his opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution.	Class A Shares	6,045,197,830 (100.000000%)	0 (0.000000%)	604,519,783	6,045,197,830
		Class B Shares	1,851,186,927 (57.339958%)	1,377,254,458 (42.660042%)	3,228,441,385	3,228,441,385
		<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	7,896,384,757 (85.148716%)	1,377,254,458 (14.851284%)	3,832,961,168	9,273,639,215

ORDINARY RESOLUTIONS			NUMBER OF VOTES CAST AND PERCENTAGE (%)		TOTAL NUMBER OF VOTING SHARES	TOTAL NUMBER OF VOTES CAST
			FOR	AGAINST		
15.	To approve the issue of 9,686 Class B Shares to Mr. Leng Xuesong upon vesting of his RSUs pursuant to the terms of the Post-IPO Share Award Scheme and to authorise any one Director to allot and issue such Class B Shares and do all things and sign all documents, which in his opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution.	Class A Shares	6,045,197,830 (100.000000%)	0 (0.000000%)	604,519,783	6,045,197,830
		Class B Shares	1,853,411,007 (57.408382%)	1,375,056,578 (42.591618%)	3,228,467,585	3,228,467,585
		<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	7,898,608,837 (85.172459%)	1,375,056,578 (14.827541%)	3,832,987,368	9,273,665,415
16.	To approve the issue of 9,686 Class B Shares to Dr. Shum Heung Yeung Harry upon vesting of his RSUs pursuant to the Post-IPO Share Award Scheme and to authorise any one Director to allot and issue such Class B Shares and do all things and sign all documents, which in his opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution.	Class A Shares	6,045,197,830 (100.000000%)	0 (0.000000%)	604,519,783	6,045,197,830
		Class B Shares	1,853,384,707 (57.408035%)	1,375,056,578 (42.591965%)	3,228,441,285	3,228,441,285
		<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	7,898,582,537 (85.172417%)	1,375,056,578 (14.827583%)	3,832,961,068	9,273,639,115

SPECIAL RESOLUTION			NUMBER OF VOTES CAST AND PERCENTAGE (%)		TOTAL NUMBER OF VOTING SHARES	TOTAL NUMBER OF VOTES CAST
			FOR	AGAINST		
To approve the proposed amendments to the existing articles of association of the Company and to adopt the seventh amended and restated memorandum of association and articles of association of the Company and the ancillary authorization to the Directors and company secretary of the Company.	Class A Shares	604,519,783 (100.000000%)	0 (0.000000%)	604,519,783	604,519,783	
	Class B Shares	3,013,503,747 (93.241253%)	218,438,830 (6.758747%)	3,231,942,577	3,231,942,577	
	<b>TOTAL NUMBER (CLASS A &amp; CLASS B)</b>	3,618,023,530 (94.306243%)	218,438,830 (5.693757%)	3,836,462,360	3,836,462,360	

*Notes:*

- (a) As a majority of the votes were cast in favour of each of the ordinary resolutions numbered 1 to 16, save for the ordinary resolution numbered 3 which has been withdrawn, all such resolutions were duly passed as ordinary resolutions.
- (b) As not less than three-fourths of the votes were cast in favour of the special resolution, such resolution was duly passed as a special resolution of the Company.
- (c) As at the date of the AGM, the total number of issued Shares was 6,242,125,272 Shares, comprising 604,519,783 Class A Shares and 5,637,605,489 Class B Shares.
- (d) As at the date of AGM, the Connected Grantees and their respective associates held a total shareholding of 163,484 Class B Shares, representing approximately 0.002619% of the total issued share capital of the Company. The Connected Grantees and their respective associates have abstained from voting on the ordinary resolutions numbered 14, 15 and 16 at the AGM regarding the Proposed Issue of Class B Shares to the Connected Grantees. Save as disclosed above, there was no other 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.
- (e) Accordingly, (i) the total number of shares of the Company entitling the holder to attend and vote on the ordinary resolutions numbered 14, 15 and 16 at the AGM was 6,241,961,788 Shares, comprising 604,519,783 Class A Shares and 5,637,442,005 Class B Shares as at the date of the AGM; and (ii) the total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM other than the aforesaid mentioned was 6,242,125,272 Shares, comprising 604,519,783 Class A Shares and 5,637,605,489 Class B Shares as at the date of the AGM.
- (f) 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 ordinary resolutions numbered 1, 6 to 8 and 10 to 16 on the proposed receipt and adoption of the audited consolidated financial statements, reports of Directors and independent auditor, the proposed authority for the Board to fix the remuneration of the Directors, the proposed Issuance Mandate, the proposed Repurchase Mandate, the proposed amendments to the Post-IPO Share Option Scheme and Post-IPO Share Award Scheme and the Proposed Issue of Class B Shares to Connected Grantees of RSUs. 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 ordinary resolutions numbered 2, 4, 5, 9 on the proposed election of independent non-executive Director, the proposed re-election of independent non-executive Directors, the proposed re-appointment of auditor, and the special resolution on the Proposed Articles Amendments and the adoption of the Seventh Amended and Restated Memorandum and Articles of Association.
- (g) The Company's share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (h) In accordance with Rule 13.39(5A) of the Listing Rules, the executive Directors, namely Mr. Wang Xing and Mr. Mu Rongjun; the non-executive Director, namely Mr. Neil Nanpeng Shen; and the independent non-executive Directors, namely Mr. Orr Gordon Robert Halyburton, Mr. Leng Xuesong and Dr. Shum Heung Yeung Harry attended the AGM.
- (i) As disclosed in the June 25 Announcement, due to the Resignation, the ordinary resolution numbered 3 in respect of the re-election of Mr. Wang Huiwen is no longer applicable and therefore was not put forward for consideration and approval by the Shareholders at the AGM.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

As the ordinary resolution numbered 2 set out above was duly passed by the Shareholders at the AGM, Ms. Marjorie Mun Tak Yang has been appointed as an independent non-executive director of the Company with effect from the conclusion of the AGM.

For the biographical details of Ms. Marjorie Mun Tak Yang, please refer to the announcement dated June 7, 2023 and the Circular of the Company dated June 8, 2023. Pursuant to the appointment letter entered into by Ms. Yang with the Company, she is entitled to receive (i) a fixed cash compensation of RMB500,000 per annum; and (ii) a share based compensation per annum, in the amount of RMB1 million, subject to certain conditions of grant determined by the Company from time to time, the terms of relevant share schemes adopted by the Company, the discretion of the Board (or its delegate(s)) and relevant provisions of the Listing Rules. The Board would like to take this opportunity to express its warmest welcome to Ms. Marjorie Mun Tak Yang in joining the Board.

By order of the Board  
**Meituan**  
**Wang Xing**  
*Chairman*

Hong Kong, June 30, 2023

*As at the date of this announcement, the Board comprises Mr. Wang Xing and Mr. Mu Rongjun as executive Directors; Mr. Neil Nanpeng Shen as non-executive Director; and Mr. Orr Gordon Robert Halyburton, Mr. Leng Xuesong, Dr. Shum Heung Yeung Harry and Ms. Marjorie Mun Tak Yang as independent non-executive Directors.*