

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.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares.

meitu

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)

DISCLOSEABLE TRANSACTION COMPLETION OF ACQUISITION

Reference is made to the announcement of the Company dated February 2, 2024 in relation to the acquisition of the entire issued share capital of Zcool Network (the “**Announcement**”). Unless otherwise defined herein, capitalized terms used herein shall have the same meaning given to them in the Announcement.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that all conditions precedent to consummate Completion had been fulfilled or waived (as applicable), and Completion took place on March 27, 2024. Upon Completion, Zcool Network has become an indirect wholly-owned subsidiary of the Company and its financial results will be consolidated into the Group’s financial statements.

CALCULATION OF THE FOUNDER SECOND TRANCHE CASH CONSIDERATION

As disclosed on pages 6 to 8 of the Announcement, the Founder Second Tranche Cash Consideration is not payable by the Purchaser unless, among others, the specified performance targets in respect of the Zcool Network Group are achieved for the year of 2024 (for this purpose, the Total Completion Ratio shall reach 60%). Pursuant to the Sale and Purchase Agreement, the Total Completion Ratio shall be calculated based on the following formula:

Total Completion Ratio = Completion Ratio 1 + Completion Ratio 2 + Completion Ratio 3 + Completion Ratio 4

where:

Subject Matter of Performance Target	Performance Target	Weight	Calculation of Completion Ratio
Revenues	Revenues of certain business line of the Zcool Network Group for the year of 2024 shall meet the agreed target of RMB90 million (the “ Revenue Target ”).	50%	<p>Completion Ratio 1 = actual revenue of such business line for the year 2024/Revenue Target x 50%</p> <p>Completion Ratio 1 shall be subject to a cap of 60%.</p>
Operating Data	Several user activation indicators for the platform under certain business line of the Zcool Network Group for the fourth quarter of 2024 shall be no less than those for the fourth quarter of 2023.	10%	<p>As compared with the fourth quarter of 2023, if the sum of the rise or fall of each of the indicators (the “Actual Sum”) in the fourth quarter of 2024 is within $\pm 5\%$, Completion Ratio 2 shall be 10%.</p> <p>If the Actual Sum is less than -5%, Completion Ratio 2 shall be reduced accordingly, i.e. Completion Ratio 2 shall be calculated by deducting (a) the difference between -5% and the Actual Sum from (b) 10%. For example, if the Actual Sum is -15%, Completion Ratio 2 shall be 0%.</p> <p>If the Actual Sum is more than 5%, Completion Ratio 2 shall be increased accordingly, i.e. Completion Ratio 2 shall be calculated by adding (a) the difference between the Actual Sum and 5% to (b) 10%. For example, if the Actual Sum is 15%, Completion Ratio 2 shall be 20%.</p> <p>Completion Ratio 2 shall be subject to a minimum of 0 and a cap of 20%.</p>

Subject Matter of Performance Target	Performance Target	Weight	Calculation of Completion Ratio
Key Employees	Turnover rate of the key employees of the Zcool Network Group shall not be higher than the agreed limit (“ Turnover Rate Limit ”) at the first (1st) anniversary of the Completion Date.	10%	<p>If the percentage of resignations of the key employees of the Zcool Network Group is:</p> <ul style="list-style-type: none"> (i) less than or equal to the Turnover Rate Limit, Completion Ratio 3 shall be 10%; (ii) higher than the Turnover Rate Limit but not higher than 133% of the Turnover Rate Limit, Completion Ratio 3 shall be 5%; or (iii) higher than 133% of the Turnover Rate Limit, Completion Ratio 3 shall be 0%.
Others	Promoting tutorials and works in respect of MiracleVision/WHEE and organizing competitions on the platform under certain business line of the Zcool Network Group for the year of 2024.	30%	<p>Completion Ratio 4 = actual achieved number of events/relevant target number x relevant weight</p> <p>Completion Ratio 4 shall be subject to a cap of 36%.</p>

By order of the Board
Meitu, Inc.
Wu Zeyuan
Chairman

Hong Kong, March 27, 2024

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