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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Meituan, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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

Stock code: 3690 (HKD counter) and 83690 (RMB counter)

- (1) PROPOSED RE-ELECTION OF DIRECTORS**
- (2) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES**
- (3) PROPOSED RE-APPOINTMENT OF AUDITOR**
- (4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE EIGHTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall bear the same meanings as those defined in the section headed "Definitions" in this circular.

A notice convening the AGM to be held at Command Center of Meituan Beijing Office, Block A, Hengjiweiye Building, No. 4 Wang Jing East Road, Chaoyang District, Beijing, China on Friday, June 14, 2024 at 2:00 p.m. is set out on pages 26 to 31 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (about.meituan.com). Whether or not you propose to attend and vote at the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (for both holders of Class A Shares and holders of Class B Shares), as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so desire. If you attend and vote at the AGM, the form of proxy will be revoked. Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.

May 23, 2024

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Command Center of Meituan Beijing Office, Block A, Hengjiweiye Building, No. 4 Wang Jing East Road, Chaoyang District, Beijing, China on Friday, June 14, 2024 at 2:00 p.m. to consider and, if thought fit, to approve the resolutions contained in the notice of the meeting which is set out on pages 26 to 31 of this circular (or any adjournment thereof)
“Articles” or “Articles of Association”	the articles of association of the Company adopted on June 30, 2023, as may be amended and/or restated from time to time
“benchmarked price”	has the meaning ascribed to it in Rule 13.36 of the Listing Rules
“Board”	the board of directors of the Company
“Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“CCASS”	the Central Clearing and Settlement System, a securities settlement system established and operated by the HKSCC
“Class A Share(s)”	Class A ordinary share(s) in the share capital of the Company with a par value of US\$0.00001 each, conferring weighted voting rights in the Company such that a holder of a Class A Share is entitled to ten votes per share on any resolution tabled at the Company’s general meetings, save for resolutions with respect to any reserved matters as set out in the Articles of Association, in which case they shall be entitled to one vote per share
“Class B Share(s)”	Class B ordinary share(s) in the share capital of the Company with a par value of US\$0.00001 each, conferring a holder of a Class B Share one vote per share on any resolution tabled at the Company’s general meetings

DEFINITIONS

“Company”	Meituan (美团), an exempted company with limited liability incorporated under the laws of the Cayman Islands on September 25, 2015, the Class B Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 3690 (HKD counter) and 83690 (RMB counter))
“Director(s)”	the director(s) of the Company
“Group”	the Company, its subsidiaries and consolidated affiliated entities it controls through the contractual arrangements
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	has the meaning ascribed to it in page 7 of this circular
“Latest Practicable Date”	May 17, 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	September 20, 2018, being the date of the listing of the Class B Shares on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Memorandum and Articles of Association”	the Memorandum of Association and Articles of Association
“Memorandum of Association”	the memorandum of association of the Company adopted on June 30, 2023, as may amended and/or restated from time to time
“Nomination Committee”	the nomination committee of the Board, comprising Mr. Leng Xuesong (chairman) and Dr. Shum Heung Yueng Harry

DEFINITIONS

“Post-IPO Share Award Scheme”	the Post-IPO share award scheme adopted by the Company on August 30, 2018 and amended on June 30, 2023
“Pre-IPO ESOP”	the pre-IPO employee stock incentive scheme adopted by the Company dated October 6, 2015 as amended from time to time, the principal terms of which are set out in the section headed “ <i>Statutory and General Information – D. Pre-IPO ESOP</i> ” in Appendix IV of the Prospectus
“Proposed Articles Amendments”	the proposed amendments to the existing Articles of Association set out in Appendix III to this circular
“Prospectus”	prospectus of the Company dated September 7, 2018
“PwC”	PricewaterhouseCoopers
“Re-election Directors”	Mr. Wang Xing and Mr. Mu Rongjun, who shall retire by rotation at the Annual General Meeting, and each being eligible, have offered themselves for re-election as executive Directors at the Annual General Meeting
“Repurchase Mandate”	has the meaning ascribed to it in page 8 of this circular
“RMB”	Renminbi, the lawful currency of China
“RSU(s)”	restricted share unit(s)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	the Class A Shares and the Class B Shares in the share capital of the Company, as the context so requires (treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company; and for the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares)
“Shareholder(s)”	holder(s) of Class A Shares and Class B Shares, as context so requires

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on June 11, 2024 and as amended from time to time
“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“US\$”	U.S. dollars, the lawful currency of the United States
“weighted voting rights”	has the meaning ascribed to it in the Listing Rules
“%”	percent

LETTER FROM THE BOARD



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

Stock code: 3690 (HKD counter) and 83690 (RMB counter)

Mr. Wang Xing (*Chairman, Executive Director*)
Mr. Mu Rongjun (*Executive Director*)
Mr. Neil Nanpeng Shen (*Non-executive Director*)
Mr. Orr Gordon Robert Halyburton
(Independent Non-executive Director)
Mr. Leng Xuesong
(Independent Non-executive Director)
Dr. Shum Heung Yeung Harry
(Independent Non-executive Director)
Ms. Yang Marjorie Mun Tak
(Independent Non-executive Director)

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Grand Cayman, KY1-1104
Cayman Islands

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in China:*
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Chaoyang District
Beijing 100102
China

*Principal place of business
in Hong Kong:*
5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

May 23, 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED RE-ELECTION OF DIRECTORS**
**(2) PROPOSED GRANTING OF GENERAL
MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES**
(3) PROPOSED RE-APPOINTMENT OF AUDITOR
**(4) PROPOSED AMENDMENTS TO THE
ARTICLES OF ASSOCIATION AND THE
ADOPTION OF THE EIGHTH AMENDED AND
RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND**
(5) NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

On behalf of the Board, I would like to invite you to attend the AGM to be held at Command Center of Meituan Beijing Office, Block A, Hengjiweiye Building, No. 4 Wang Jing East Road, Chaoyang District, Beijing, China on Friday, June 14, 2024 at 2:00 p.m.. The purpose of this circular is to give you notice of the AGM and to provide you with information regarding the following proposals to be put forward at the AGM for the Shareholders' consideration and, if thought fit, approval of:

- (i) the proposed re-election of Directors;
- (ii) the proposed granting of general mandate to issue Shares;
- (iii) the proposed granting of general mandate to repurchase Shares;
- (iv) the proposed re-appointment of auditor; and
- (v) the Proposed Articles Amendments and the adoption of the Eighth Amended and Restated Memorandum and Articles of Association.

2. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to the Articles of Association, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than, one-third) shall retire from office by rotation and shall be eligible for re-election at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Neil Nanpeng Shen, being a non-executive Director, and Mr. Wang Xing and Mr. Mu Rongjun, being executive Directors, shall retire by rotation at the Annual General Meeting.

Mr. Wang Xing and Mr. Mu Rongjun, each being eligible, have offered themselves for re-election as executive Directors at the Annual General Meeting. Mr. Neil Nanpeng Shen confirmed that he will not offer himself for re-election at the Annual General Meeting and will retire upon conclusion of the Annual General Meeting due to other business commitments. Mr. Neil Nanpeng Shen has confirmed that he has no disagreement with the Board and there is no other matter in relation to his retirement that needs to be brought to the attention of the Stock Exchange and the Shareholders.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Re-election Directors, with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategies. The Nomination Committee has recommended to the Board on re-election of both of the Re-election Directors

LETTER FROM THE BOARD

at the Annual General Meeting. After due consideration, the Board is satisfied with both of the Re-election Directors' contribution to the Company, which will continue to bring valuable business experience, knowledge and professionalism to the Board for its effective functioning and diversity.

Details of the Re-election Directors are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

On June 30, 2023, a resolution was passed by the then Shareholders to grant a general unconditional mandate to the Directors, exercisable on their behalf by Mr. Wang Xing, to allot, issue and deal with Class B Shares. Such mandate, to the extent not renewed, revoked or varied by the date of the Annual General Meeting, will lapse at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to issue Class B Shares, or to sell or transfer treasury shares out of treasury, if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of a new general mandate to the Directors, exercisable on their behalf by Mr. Wang Xing, to allot, issue or deal with additional Class B Shares and to sell or transfer treasury shares out of treasury, not exceeding 10% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of such resolution (the "**Issuance Mandate**"). Any Class B Shares to be allotted, issued or transferred out of treasury, whether for cash or otherwise, under the authority granted by the proposed Issuance Mandate shall not be at a discount of more than 10% to the benchmarked price.

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,271,012 Class A Shares and 5,634,768,388 Class B Shares, and the Company did not hold any treasury shares. Subject to the passing of the ordinary resolution 5 and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue (or transfer out of treasury, after the proposed amendments to the Listing Rules come into effect on June 11, 2024) a maximum of 623,503,940 Class B Shares. The Directors wish to state that they have no immediate plans to issue (or transfer out of treasury) any new Shares pursuant to the Issuance Mandate.

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

On June 30, 2023, a resolution was passed by the then Shareholders to grant a general unconditional mandate to the Directors, exercisable on their behalf by Mr. Wang Xing, to exercise the powers of the Company to repurchase its own Shares. Such mandate, to the extent not renewed, revoked or varied by the date of the Annual General Meeting, will lapse at the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of a new general mandate to the Directors, exercisable on their behalf by Mr. Wang Xing, to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of such resolution (the “**Repurchase Mandate**”).

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,271,012 Class A Shares and 5,634,768,388 Class B Shares. Subject to the passing of the ordinary resolution 6 and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 623,503,940 Class B Shares.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

The Issuance Mandate and the Repurchase Mandate, if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issuance Mandate and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws; or (iii) the date on which the authority set out in the Issuance Mandate or the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

Following the recommendation of the audit committee of the Board, the Board proposed to re-appoint PwC as the auditor of the Company with a term expiring upon the next annual general meeting of the Company; and the Board proposed it be authorized to fix the remuneration of the auditor.

An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the AGM for consideration and approval by the Shareholders.

LETTER FROM THE BOARD

6. PROPOSED ARTICLES AMENDMENTS AND THE ADOPTION OF THE EIGHTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposed (a) to make certain amendments to the Articles of Association, for the purpose of, inter alia, (i) bringing the Articles of Association in line with the Listing Rules which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders from December 31, 2023 onwards; (ii) making other house-keeping amendments to clarify, update and/or modify certain provisions of the Articles of Association in accordance with, or to better align with the applicable laws; and (b) to adopt the Eighth Amended and Restated Memorandum and Articles of Association incorporating and consolidating all the Proposed Articles Amendments.

Further details of the Proposed Articles Amendments (marked-up against the relevant provisions of the existing Articles of Association) are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Articles Amendments are not inconsistent with the applicable requirements of the Listing Rules and the laws of Cayman Islands. The Company also confirms that there is nothing unusual in the Proposed Articles Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

The Proposed Articles Amendments and the adoption of the Eighth Amended and Restated Memorandum and Articles of Association are subject to the Shareholders' approval by way of special resolution at the AGM.

Shareholders are advised that the Memorandum and Articles of Association are written in English only and there is no official Chinese translation. The Chinese translation of the Memorandum and Articles of Association is provided for reference only. In case of any discrepancy or inconsistency, the English version shall prevail.

7. THE ANNUAL GENERAL MEETING

The AGM will be held at Command Center of Meituan Beijing Office, Block A, Hengjiweiye Building, No. 4 Wang Jing East Road, Chaoyang District, Beijing, China on Friday, June 14, 2024 at 2:00 p.m.. The notice of the AGM is set out on pages 26 to 31 of this circular.

LETTER FROM THE BOARD

A form of proxy for the AGM is enclosed herewith. Whether or not you are able to attend the AGM in person, please complete and return the form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for both holders of Class A Shares and holders of Class B Shares) as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you so wish.

8. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, June 11, 2024 to Friday, June 14, 2024 both dates inclusive, during which period no transfer of shares will be registered.

In order to qualify for attending and voting at the meeting, all instrument of transfer, accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do), must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited (for both holders of Class A Shares and holders of Class B Shares), at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, June 7, 2024.

9. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote by shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted only by a show of hands. Therefore, the resolutions to be proposed at the AGM will be voted by way of poll.

An announcement on the poll results will be published after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

According to the Articles of Association, 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 on the proposed re-appointment of auditor and the Proposed Articles Amendments and the adoption of the Eighth Amended and Restated Memorandum and 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 on the proposed receipt and adoption of the audited consolidated financial statements, reports of Directors and independent auditor, the proposed re-election of Directors, the proposed authority for the Board to fix the remuneration of the Directors, the proposed Issuance Mandate and the proposed Repurchase Mandate.

LETTER FROM THE BOARD

10. RECOMMENDATION

The Board considers that all the resolutions proposed for consideration and approval as set out in this circular are in the best interests of the Company and the Shareholders as a whole and accordingly the Directors (save in respect of any particular resolution(s) in relation to a Director himself) recommend you to vote in favor of the said resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Meituan
Wang Xing
Chairman

The following are the particulars (as required by the Listing Rules) of the retiring Directors proposed to be re-elected at the AGM.

1. MR. WANG XING

Wang Xing (王興), aged 45, is a founder, an executive Director, the Chief Executive Officer and Chairman of the Board. Mr. Wang Xing is responsible for the overall strategic planning, business direction and management of the Company. He oversees the senior management team. Mr. Wang Xing founded meituan.com in 2010 and currently holds directorship in various subsidiaries, Consolidated Affiliated Entities and operating entities of the Company.

Mr. Wang Xing has over 15 years of managerial and operational experience in the internet industry. Prior to co-founding the Company, he co-founded xiaonei.com (校內網), China's first college social network website in December 2005 and worked there as chief executive officer from December 2005 to April 2007. xiaonei.com (校內網) was sold to China InterActive Corp in October 2006 which was later renamed as Renren Inc. (NYSE Ticker: RENN). Mr. Wang Xing also co-founded fanfou.com (飯否網), a social media company specializing in microblogging, in May 2007 and was responsible for the management and operation of this company from May 2007 to July 2009. He has served as a director of Li Auto Inc. (NASDAQ Ticker: LI) since July 2019 and Li Auto Inc. was listed on the Stock Exchange since August 12, 2021 (HKEx Stock Code: 2015) of which Mr. Wang Xing was appointed as its non-executive director.

Mr. Wang Xing received his bachelor's degree in electronic engineering from Tsinghua University in July 2001 and his master's degree in electrical engineering from University of Delaware in January 2005.

Mr. Wang Xing has entered into a service contract dated August 31, 2018 with the Company for an initial term of three years with effect from the date of appointment is approved by the Board or until the third annual general meeting of the Company since the Listing Date, whichever is sooner, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association, and be automatically renewed for successive period of three years until terminated in accordance with such service contract. Pursuant to the service contract, he is not entitled to receive an annual salary in his capacity as an executive Director.

As at the Latest Practicable Date, Mr. Wang Xing had deemed interests in (i) 489,600,000 Class A Shares held by a controlled corporation, Crown Holdings Asia Limited, in his capacity as the founder and settlor of a trust; (ii) 26,269,783 Class A Shares, through a controlled corporation, Shared Patience Inc.; (iii) 318 Class B Shares held by a controlled corporation, Shared Patience Inc.; (iv) 1,121 Class B Shares held by a controlled corporation, WAFO Global Inc.; (v) 47,789,542 Class B Shares held by a controlled corporation, WangXing Foundation; and (vi) 200 Class B Shares held by his spouse, which, in aggregate, represent approximately 9.04% of the total issued share capital of the Company (on a one share one vote basis) within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wang Xing has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any other relationships with any Directors, senior management, substantial or controlling Shareholders and does not hold any other position with the Company or other members of the Group.

Save as disclosed above, Mr. Wang Xing has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

2. MR. MU RONGJUN

Mu Rongjun (穆榮均), aged 44, is a co-founder, an executive Director and a Senior Vice President of the Company. He is responsible for the financial services and corporate affairs of the Company.

Mr. Mu Rongjun has over 15 years of managerial and operational experience in the internet industry. Prior to co-founding the Company, he worked as senior software engineer and project manager in Baidu, Inc. (NASDAQ Ticker: BIDU), the leading Chinese language internet search provider, from July 2005 to May 2007. Mr. Mu Rongjun was also a co-founder and the engineering director of fanfou.com (飯否網), a social media company specializing in microblogging, from May 2007 to July 2009.

Mr. Mu Rongjun received his bachelor's degree in automation engineering from Tsinghua University in July 2002 and his master's degree in computer science and technology from Tsinghua University in July 2005.

Mr. Mu Rongjun has entered into a service contract dated August 31, 2018 with the Company for an initial term of three years with effect from the date of appointment is approved by the Board or until the third annual general meeting of the Company since the Listing Date, whichever is sooner, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association, and be automatically renewed for successive period of three years until terminated in accordance with such service contract. Pursuant to the service contract, he is not entitled to receive an annual salary in his capacity as an executive Director.

As at the Latest Practicable Date, Mr. Mu Rongjun had deemed interests in (i) 84,401,229 Class A Shares held by a controlled corporation, Charmway Enterprises Company Limited, a limited liability company incorporated in the British Virgin Islands, in his capacity as the founder and settlor of a trust; (ii) 7,996,668 Class B Shares, through a controlled corporation, Shared Vision Investment Limited ("Shared Vision"); (iii) 28,248,771 Class B Shares held by Charmway Enterprises Company Limited, in his capacity as the founder and settlor of a trust; and (iv) share options with respect to 5,000,000 Class B Shares granted pursuant to Pre-IPO ESOP, which, in aggregate, represent approximately 2.02% of the total issued share capital of the Company (on a one share one vote basis) within the meaning of Part XV of the SFO.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, Mr. Mu Rongjun has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any other relationships with any Directors, senior management, substantial or controlling Shareholders and does not hold any other position with the Company or other members of the Group.

Save as disclosed above, Mr. Mu Rongjun has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,271,012 Class A Shares and 5,634,768,388 Class B Shares, and the Company did not hold any treasury shares.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 623,503,940 Class B Shares which represent 10% of the total number of the issued Shares (excluding any treasury shares) during the period ending on the earlier of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the date on which the authority set out in the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The timing and the number(s), the price and other terms upon which Shares are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing.

FUNDING OF REPURCHASE

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands.

The Company may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Company may make repurchases with profits of the Company and/or out of the proceeds of a new issuance of shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Cayman

Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to Cayman Companies Act, out of capital.

IMPACT OF REPURCHASE

The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital and gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

The Company may cancel such Shares repurchased or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Wang Xing beneficially owned 515,869,783 Class A Shares and 47,790,981 Class B Shares, and was deemed to be interested in 200 Class B Shares beneficially owned by his spouse, altogether representing approximately 44.74% of the voting rights in the Company (on a one share ten votes basis). In the event that the Directors exercise the proposed Repurchase Mandate, and upon the repurchased Shares having been canceled pursuant to Rule 10.06(5) of the Listing Rules, the reduction in the number of Shares in issue would otherwise result in an increase in the proportion of Class A Shares, the beneficiaries of weighted voting rights must, pursuant to Rule 8A.15 of the Listing Rules, reduce their weighted voting rights in the Company proportionately through conversion of a proportion of their shareholding into Class B Shares on the day in which the repurchased Shares are canceled. As such, to the best knowledge and belief of the Directors, the exercise of the Repurchase Mandate on the aforesaid basis is not expected to give rise to an obligation of Mr. Wang Xing to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the company (excluding any treasury shares) would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY IN PREVIOUS SIX MONTHS

During the six months preceding the Latest Practicable Date, the Company has repurchased a total of 82,508,300 Class B Shares on the Stock Exchange and the details of the share repurchases are set out below:

Date of Repurchase	Number of Class B Shares Repurchased	Highest Price Per Share <i>HK\$</i>	Lowest Price Per Share <i>HK\$</i>
January 10, 2024	5,628,500	72.85	69.60
January 11, 2024	5,309,200	77.00	72.45
January 12, 2024	5,266,900	77.05	74.95
January 15, 2024	5,310,400	76.85	73.60
January 16, 2024	5,390,000	76.15	72.75
January 17, 2024	5,748,500	72.50	68.20
January 18, 2024	5,730,600	71.35	68.40
January 19, 2024	5,747,000	71.25	68.35
April 5, 2024	3,477,600	101.10	97.60
April 8, 2024	4,568,200	100.60	97.55
April 9, 2024	3,998,200	102.30	99.30
April 10, 2024	3,881,700	104.70	99.70
April 11, 2024	3,850,800	105.40	100.60
April 12, 2024	3,871,500	104.00	102.10
April 15, 2024	3,960,000	102.00	99.05
April 16, 2024	4,018,000	101.30	97.75
April 29, 2024	3,450,000	115.40	110.50
May 2, 2024	1,495,100	117.90	109.70
May 3, 2024	1,806,100	119.00	117.70
 Total	 <u>82,508,300</u>		

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months preceding up to and including the Latest Practicable Date were as follows:

Month	Highest Price per Share <i>HK\$</i>	Lowest Price per Share <i>HK\$</i>
2023		
May	139.80	109.20
June	139.80	110.80
July	150.00	117.30
August	150.00	125.60
September	134.90	110.20
October	120.00	104.60
November	118.30	88.00
December	90.50	76.00
2024		
January	83.20	61.90
February	83.00	61.10
March	99.25	78.20
April	117.50	92.40
May (up to the Latest Practicable Date)	129.20	109.60

APPENDIX III PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Details of the proposed amendments to the existing Articles of Association are as follows:

Currently in force		Proposed to be amended as	
No.	articles of association	No.	articles of association
Article 2.2	<p>In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p><u>WORD</u> <u>MEANING</u></p>	Article 2.2	<p>In these Articles, unless there be something in the subject or context inconsistent therewith:</p> <p><u>WORD</u> <u>MEANING</u></p> <p>“Corporate Communication” shall have the meaning given to it in the Listing Rules.</p>
Article 27.1	<p>The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which such seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. The securities seal which shall be a facsimile of the common seal with the word “Securities” engraved thereon shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. The Board may either generally or in any particular case resolve that the securities seal or any signatures or any of them may be affixed to or imprinted on certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means specified in such authority or that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to which the seal is affixed or on which the seal is imprinted as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to or imprinted on that instrument with the authority of the Directors previously given.</p>	Article 27.1	<p>The Board shall provide for the safe custody of the seal which shall only be used by the authority of any executive Director, the Board or of a committee of the Board authorised by the Board in that behalf,—and every instrument to which such seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second <u>an executive Director</u> or by some other person appointed by the Board for the purpose. The securities seal which shall be a facsimile of the common seal with the word “Securities” engraved thereon shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. The Board may either generally or in any particular case resolve that the securities seal or any signatures or any of them may be affixed to or imprinted on certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means specified in such authority or that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to which the seal is affixed or on which the seal is imprinted as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to or imprinted on that instrument with the authority of the Directors previously given.</p>

Currently in force		Proposed to be amended as	
No.	articles of association	No.	articles of association
Article 27.2	The Company may have a duplicate seal for use outside of the Cayman Islands as and where the Board shall determine, and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad to be the agents of the Company for the purpose of affixing and using such duplicate seal and they may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to include any such duplicate seal as aforesaid.	Article 27.2	The Company may have a duplicate seal for use outside of the Cayman Islands as and where the Board shall determine, and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad , Director or officers to be the agents of the Company for the purpose of affixing and using such duplicate seal and they may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to include any such duplicate seal as aforesaid.
Article 27.3	All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine.	Article 27.3	All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's <u>by any executive Director or persons authorised by such Director. Subject to the Listing Rules or other applicable laws or regulations, any executive Director may open banking accounts, make deposits and payments, invest in wealth management products and conduct similar banking activities shall be kept with such banker or bankers as the Board shall from time to time determine.</u> for daily operations and <u>authorise such person do the same and to sign relevant documentation and give day-to-day instructions for such accounts.</u>
Article 33.6	To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 33.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.	Article 33.6	To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 33.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.

Currently in force		Proposed to be amended as	
No.	articles of association	No.	articles of association
Article 35.1	<p>Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	Article 35.1	<p>Except as otherwise provided in these Articles, any notice or document, <u>including any Corporate Communication</u>, may be served by the Company and any notices may be served by the Board on any member either personally or by <u>in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:</u></p> <p>(a) <u>personally by leaving it at the registered address of such member as appearing in the register;</u></p> <p>(b) <u>by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p> <p>(c) by the Listing Rules and all applicable laws and regulations, <u>by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;</u></p> <p>(d) <u>by placing it on the Company's Website and the Exchange's website; or</u></p> <p>(e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>

Currently in force		Proposed to be amended as	
No.	articles of association	No.	articles of association
Article 35.4	A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.	Article 35.4	A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.

Currently in force		Proposed to be amended as	
No.	articles of association	No.	articles of association
Article 35.5	Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.	Article 35.4	<p>Any notice or document, <u>including any Corporate Communication:</u></p> <p>(a) <u>delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u></p> <p>(b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</p> <p>(c) <u>given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledge by the recipient;</u></p> <p>(d) <u>served by being placed on the Company's Website and the Exchange's website shall be deemed to be served at the time the notice or document first appears on the Company's Website and the Exchange's website, or at such later time as may be prescribed by the Listing Rules; and</u></p> <p>(e) <u>served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</u></p>

Currently in force		Proposed to be amended as	
No.	articles of association	No.	articles of association
Article 35.6	Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.	Article 35.6	Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.
Article 35.7	Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).	Article 35.7	Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).
Article 35.8	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.	Article 35.8	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.

NOTICE OF ANNUAL GENERAL MEETING



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

Stock code: 3690 (HKD counter) and 83690 (RMB counter)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Meituan (the “**Company**”) will be held at Command Center of Meituan Beijing Office, Block A, Hengjiweiye Building, No. 4 Wang Jing East Road, Chaoyang District, Beijing, China on Friday, June 14, 2024 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated May 23, 2024):

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2023 and the reports of the Directors and independent auditor thereon.
2. To re-elect Mr. Wang Xing as an executive Director.
3. To re-elect Mr. Mu Rongjun as an executive Director.
4. To authorize the Board to fix the remuneration of the Directors of the Company.
5. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general unconditional mandate be and is hereby given to the Directors of the Company, exercisable on their behalf by Mr. Wang Xing, during the Relevant Period (as defined in paragraph (e) below) to exercise all the powers of the Company to allot, issue and deal with additional Class B Shares (including any sale or transfer of treasury shares out of treasury) or securities convertible into Class B Shares, or options, warrants or similar rights to subscribe for Class B Shares or such convertible securities of the Company (other than issuance of options, warrants or similar rights to subscribe for additional Class B Shares or securities convertible into Class B Shares for cash consideration) and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Class B Shares) that would or might require the exercise of such powers;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the mandate in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors to make or grant offers, agreements and/or options during the Relevant Period that would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the total number of Class B Shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) or transferred out of treasury in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (e) below);

 - (ii) the grant or exercise of any options under any share option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employee of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Class B Shares or rights to acquire Class B Shares;

 - (iii) the vesting of RSUs granted pursuant to the Pre-IPO ESOP or granted or to be granted pursuant to the Post-IPO Share Award Scheme;

 - (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Articles of Association; and

 - (v) a specific authority granted by the Shareholders in general meeting,shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the Shares of the Company into a smaller or larger number of shares of the Company respectively after the passing of this resolution) and the said mandate shall be limited accordingly.

- (d) any Class B Shares allotted or agreed conditionally or unconditionally to be allotted and issued or transferred out of treasury in paragraph (a) above, shall not be at a discount of more than 10 percent of the benchmarked price (as defined in Rule 13.36 of the Listing Rules) of Class B Shares;

NOTICE OF ANNUAL GENERAL MEETING

(e) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association of the Company or any applicable laws; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of Shares of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for Shares of the Company, open for a period fixed by the Directors to holders of Shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares of the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

6. “**THAT**

- (a) a general unconditional mandate be and is hereby given to the Directors of the Company, exercisable on their behalf by Mr. Wang Xing, during the Relevant Period (as defined in paragraph (b) below) to exercise all the powers of the Company to purchase its own Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, provided that the total number of Shares of the Company which may be purchased pursuant to this mandate shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company respectively after the passing of this resolution) and the said mandate shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(b) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. 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, 2024.

SPECIAL RESOLUTION

“**THAT**

- (a) the Proposed Articles Amendments, the details of which are set out in Appendix III to the circular of the Company dated May 23, 2024, be and are hereby approved;
- (b) the Eighth Amended and Restated Memorandum and Articles of Association, which contains all the Proposed Articles Amendments and a copy of which has been produced to this meeting, marked “A” and initialled by the chairman of the AGM for the purpose of identification, be and are hereby approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association with immediate effect; and
- (c) any Director or company secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements that they shall, in their absolute discretion, deem necessary or expedient to give effect to the Proposed Articles Amendments and the adoption of the Eighth Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and Cayman Islands.”

NOTICE OF ANNUAL GENERAL MEETING

By Order of the Board

Meituan
Wang Xing
Chairman

Hong Kong, May 23, 2024

Registered Office:

PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Head Office and Principal Place of Business in China:

Block B&C, Hengjiweiye Building
No. 4 Wang Jing East Road
Chaoyang District
Beijing 100102
China

Principal Place of Business in Hong Kong:

5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Articles of Association of the Company and the Listing Rules. The results of the poll will be published on the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint any number of proxies (who must be individuals) to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if they were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited (for both holders of Class A Shares and holders of Class B Shares), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, June 11, 2024 to Friday, June 14, 2024 both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited (for both holders of Class A Shares and holders of Class B Shares), at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, June 7, 2024.
6. Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.

As at the date of this notice, the Board of Directors of the Company 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.