美团点评
Meituan Dianping

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

(Stock code: 3690)

GRANT OF RESTRICTED SHARE UNITS

On November 23, 2018, the Company granted 180,000 Award Shares in the form of RSUs pursuant to the Company's Post-IPO Share Award Scheme to the three Independent Non-executive Directors subject to the terms and conditions of the Post-IPO Share Award Scheme.

GRANT OF RSUs

On November 23, 2018, the Company granted 180,000 Award Shares in the form of RSUs pursuant to the Post-IPO Share Award Scheme to the three Independent Non-executive Directors, representing the same number of Class B Shares and approximately 0.003% of the total Shares of the Company (on a one share one vote basis) in issue as at the date of this announcement. The closing price of the Class B Share on the date of the grant was HK$53.85.

The grant of RSUs is subject to the terms and conditions of the Post-IPO Share Award Scheme. The principal terms of the Post-IPO Share Award Scheme were set out in the section headed "Statutory and General Information — F. Post-IPO Share Award Scheme" in Appendix IV to the prospectus of the Company dated September 7, 2018.

The grant of RSUs to the above Independent Non-executive Directors forms part of the remuneration package of the service contracts of such Directors. Pursuant to the terms of the Post-IPO Share Award Scheme, the RSUs may be satisfied through issue of new Class B Shares or on-market purchase of the Class B Shares. The Company will comply with the requirements under the Listing Rules if the RSUs were to be satisfied through issue of new Class B Shares. Pursuant to the conditions of the grant, the Company shall not be required to issue or transfer Class B Shares with respect to any vested RSUs to the Independent Non-executive Directors prior to fulfillment of all the following conditions: (a) the obtaining of any approval or other clearance from any competent authority which the committee designated by the Board shall, in its absolute discretion, determine to be necessary or advisable; and (b) the lapse of such reasonable period of time following the vesting of the RSUs as the committee may establish from time to time for reasons of administrative convenience.

Details of the 180,000 RSUs granted are as follows:

Name of Grantee	Position held with the Company	Number of RSUs granted
Orr Gordon Robert Halyburton	Independent Non-executive Director	60,000
Leng Xuesong	Independent Non-executive Director	60,000
Shum Heung Yeung Harry	Independent Non-executive Director	60,000
	Total	**180,000**

6.25% of the above RSUs granted to each Independent Non-executive Director shall vest in each quarter commencing from December 20, 2018 until September 20, 2022.

The grant of RSUs to the above Independent Non-executive Directors has been approved by the Board (including but not limited to the Independent Non-executive Directors), save that each of the relevant Independent Non-executive Directors has abstained from approving the resolution relating to the grant of RSUs to him.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meanings ascribed to them below:

"Award Shares"	any award granted by the Board pursuant to the Post-IPO Share Award Scheme which may vest in the form of Class B Shares
"Board"	the board of Directors of the Company

"Class A Share(s)"	class A shares of 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 meeting, save for resolutions with respect to any reserved matters as set out in the Articles of Association of the Company, in which case they shall be entitled to one vote per share
"Class B Share(s)"	class B ordinary shares of the share capital of the Company with a par value of US$0.00001 each, conferring a holder of a Class B Share one vote per share on any resolution tabled at the Company's general meeting
"Company"	Meituan Dianping (美团点评), an exempted company with limited liability incorporated under the laws of the Cayman Islands on September 25, 2015, the Class B Shares of which are listed on the Main Board of the Stock Exchange of Hong Kong Limited
"Director(s)"	the director(s) of the Company
"HK$"	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the People's Republic of China
"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
"Post-IPO Share Award Scheme"	the Post-IPO scheme award scheme adopted by the Company on August 30, 2018
"RSU(s)"	restricted share unit(s)
"Share(s)"	the Class A Shares and the Class B Shares in the share capital of the Company, as the context so requires
"US$"	U.S. dollars, the lawful currency of the United States of America

By Order of the Board
Meituan Dianping
Wang Xing
Chairman

Beijing, November 23, 2018

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Wang Xing as Chairman and Executive Director, Mr. Mu Rongjun and Mr. Wang Huiwen as Executive Directors, Mr. Lau Chi Ping Martin and Mr. Neil Nanpeng Shen as Non-executive Directors, and Mr. Orr Gordon Robert Halyburton, Mr. Leng Xuesong and Mr. Shum Heung Yeung Harry as Independent Non-executive Directors.