

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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, SEPTEMBER 29, 2020

Number of shares to which this form of proxy relates ^(Note 1)	Class A Shares
	Class B Shares

I/We, ^(Note 2) _____
of _____
being the registered holder(s) of shares^(Note 1) in the issued share capital of Meituan Dianping (the “Company”), HEREBY APPOINT^(Note 3)
THE CHAIRMAN OF THE MEETING^(Note 4) or _____
of _____
as my/our proxy to attend the Extraordinary General Meeting and any adjourned meeting of the Company to be held at Command Center of Meituan Dianping Beijing Office, Block A, Hengjiweiye Building, No. 4 Wang Jing East Road, Chaoyang District, Beijing on Tuesday, September 29, 2020 at 2:00 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

	SPECIAL RESOLUTIONS	FOR ^(Notes 5 & 6)	AGAINST ^(Notes 5 & 6)
1(a)	To approve, subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands, the change of the English name of the Company from “Meituan Dianping” to “Meituan” and the adoption of the Chinese name of “美团” as the dual foreign name of the Company in place of its existing Chinese name of “美团点评” with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands; and		
1(b)	To authorize any one director of the Company on behalf of the Company to do all such acts and things and execute and deliver all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to resolution No. 1(a) above and to attend to any registration and/or filing in the Cayman Islands and Hong Kong on behalf of the Company.		

Dated this _____ day of _____ 2020 Signature^(Note 7): _____

Notes:

- Please state the number of relevant class(es) of shares of the Company registered in your name(s) in the box on the top right hand corner. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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/her/it. A proxy need not be a shareholder of the Company.
- If any proxy other than the Chairman of the meeting is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING or**” and insert the name and address of the proxy desired in the space provided. A shareholder of the Company who is the holder of two or more shares may appoint any number of proxies to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- All resolutions at the meeting will be taken by poll at the meeting. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- In order to be valid, this form of proxy together with a 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) (i.e. not later than 2:00 p.m. on September 27, 2020 or the adjourned meeting thereof (as the case may be)).
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding.
- Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the meeting and, in such event, this form of proxy shall be deemed to be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the extraordinary general meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider(s) who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be made in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong or by email to hkinfo@computershare.com.hk.