



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 January 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Meituan

Date Submitted: 09 February 2022

I. Movements in Authorised / Registered Share Capital

1. Type of shares	WVR ordinary shares	Class of shares	Class B	Listed on SEHK (Note 1)	Yes	
Stock code	03690	Description				
	Number of authorised/registered shares		Par value		Authorised/registered share capital	
Balance at close of preceding month	9,264,431,217		USD	0.00001	USD	92,644.31
Increase / decrease (-)					USD	
Balance at close of the month	9,264,431,217		USD	0.00001	USD	92,644.31

2. Type of shares	WVR ordinary shares	Class of shares	Class A	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description				
	Number of authorised/registered shares		Par value		Authorised/registered share capital	
Balance at close of preceding month	735,568,783		USD	0.00001	USD	7,355.69
Increase / decrease (-)					USD	
Balance at close of the month	735,568,783		USD	0.00001	USD	7,355.69

Total authorised/registered share capital at the end of the month: USD 100,000

II. Movements in Issued Shares

1. Type of shares	WVR ordinary shares	Class of shares	Class B	Listed on SEHK (Note 1)	Yes	
Stock code	03690	Description				
Balance at close of preceding month		5,457,694,324				
Increase / decrease (-)		1,022,984				
Balance at close of the month		5,458,717,308				

2. Type of shares	WVR ordinary shares	Class of shares	Class A	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description				
Balance at close of preceding month	678,249,783					
Increase / decrease (-)	0					
Balance at close of the month	678,249,783					

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable		WVR ordinary shares		Class of shares		Class B		Shares issuable to be listed on SEHK (Note 1)		Yes			
Stock code of shares issuable (if listed on SEHK) (Note 1)				03690									
Particulars of share option scheme		Number of share options outstanding at close of preceding month		Movement during the month		Number of share options outstanding at close of the month		No. of new shares of issuer issued during the month pursuant thereto (A)		No. of new shares of issuer which may be issued pursuant thereto as at close of the month		The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month	
1).	Pre-IPO employee stock incentive scheme (adopted on 06/10/2015 as amended from time to time)	35,144,745	Exercised	-1,022,984		34,120,824	1,022,984	34,120,824	0				
			Cancelled	-891									
			Lapsed	-46									
General Meeting approval date (if applicable) _____													
2).	Post-IPO share option scheme (adopted on 30/08/2018)	2,865,602	Cancelled	-128,644		2,736,958	0	2,736,958	472,345,956				
General Meeting approval date (if applicable) _____													

Total A (WVR ordinary shares Class B): 1,022,984

Total funds raised during the month from exercise of options: HKD 25,711,048.87

Remarks:

As of 31 January 2022, (i) 34,120,824 shares of the issuer may be issued pursuant to the share options granted under the issuer's pre-IPO employee stock incentive scheme; (ii) 2,736,958 shares of the issuer may be issued pursuant to the issuer's post-IPO share option scheme.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Type of shares issuable		WVR ordinary shares	Class of shares	Class B	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)			03690				
Description of the Convertibles		Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1).	Zero coupon convertible bonds due 2027	USD	1,483,600,000		1,483,600,000	0	26,734,628
Type of convertibles		Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)		40660					
Subscription/Conversion price		HKD 431.24					
General Meeting approval date (if applicable)		20 May 2020					
2).	Zero coupon convertible bonds due 2028	USD	1,500,000,000		1,500,000,000	0	27,030,158
Type of convertibles		Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)		40661					
Subscription/Conversion price		HKD 431.24					
General Meeting approval date (if applicable)		20 May 2020					

Total C (WVR ordinary shares Class B): 0

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Type of shares issuable	WVR ordinary shares	Class of shares	Class B	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		03690				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	Pre-IPO employee stock incentive scheme – restricted share units (adopted on 6/10/2015 as amended from time to time)			0	23,739,014	
2).	Post-IPO share award scheme (adopted on 30/8/2018 as amended from time to time)			0	102,878,192	

Total D (WVR ordinary shares Class B): 0

Remarks:

As of 31 January 2022, (i) 23,739,014 shares of the issuer may be issued pursuant to the restricted share units granted under the issuer's pre-IPO employee stock incentive scheme; and (ii) 102,878,192 shares of the issuer may be issued pursuant to the issuer's post-IPO share award scheme.

5,325,155 award shares were granted pursuant to the post-IPO share award scheme during the month. 116,755 restricted share units granted pursuant to the issuer's pre-IPO employee stock incentive scheme and 1,019,843 award shares granted pursuant to the post-IPO share award scheme were cancelled during the month.

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in WVR ordinary shares Class B during the month (i.e. Total of A to E) 1,022,984

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Xu Sijia

Title: Joint Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
- . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
- . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
- . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"