

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Meituan Dianping

Date Submitted 07/01/2019

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

(1) Stock code : 3690 Description : Class B Shares

	No. of ordinary shares	Par value (US\$)	Authorised share capital (US\$)
Balance at close of preceding month	<u>9,264,431,217</u>	<u>0.00001</u>	<u>92,644.31217</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>9,264,431,217</u>	<u>0.00001</u>	<u>92,644.31217</u>

(2) Stock code : N/A Description : Class A Shares

	No. of ordinary shares	Par value (US\$)	Authorised share capital (US\$)
Balance at close of preceding month	<u>735,568,783</u>	<u>0.00001</u>	<u>7,355.68783</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>735,568,783</u>	<u>0.00001</u>	<u>7,355.68783</u>

## 2. Preference Shares

Stock code : <u>  N/A  </u> Description : <u>  N/A  </u>			
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code : <u>  N/A  </u> Description : <u>  N/A  </u>			
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month:     **US\$100,000**

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1) (Class B Shares)	(2) (Class A Shares)		
Balance at close of preceding month	<u>4,757,145,979</u>	<u>735,568,783</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>NIL</u>	<u>NIL</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>4,757,145,979</u>	<u>735,568,783</u>	<u>N/A</u>	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Pre-IPO employee stock incentive scheme (adopted on 06/10/2015 as amended from time to time) Class B ordinary shares (Note 1)	<u>NIL</u>	<u>NIL</u>	<u>996,409</u>	<u>NIL</u>	<u>NIL</u>	<u>256,313,002</u>
2. Post-IPO share option scheme (adopted on 30/08/2018) Class B ordinary shares (Note 1)	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>
3. N/A shares (Note 1)						
			Total A. (Ordinary shares)	<u>NIL</u>		
			(Preference shares)	<u>N/A</u>		
			(Other class)	<u>N/A</u>		
Total funds raised during the month from exercise of options (State currency)			<u>NIL</u>			



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

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____						
2. N/A _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____						
3. N/A _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____						
4. N/A _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) _____						
Total C. (Ordinary shares) <u>NIL</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>						

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	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) Class B ordinary shares (Note 1)	NIL	247,947,680
2. Post-IPO share award scheme (adopted on 30/8/2018 as amended from time to time) Class B ordinary shares (Note 1)	NIL	10,926,663
3. N/A   ( / / ) shares (Note 1)		
Total D. (Ordinary shares)	NIL	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	State currency _____	Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A _____	N/A _____
2. Open offer	At price :	State currency _____	Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A _____	N/A _____
3. Placing	At price :	State currency _____	Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A _____	N/A _____
4. Bonus issue			Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A _____	N/A _____

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
5.	Scrip dividend	At price : _____	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
6.	Repurchase of shares			Class of shares repurchased (Note 1) _____ Cancellation date : (dd/mm/yyyy) ( / / ) AGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
7.	Redemption of shares			Class of shares redeemed (Note 1) _____ Redemption date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
8.	Consideration issue	At price : _____	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) AGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>



Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
10. Other (Please specify)	At price: State currency _____ Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
Total E. (Ordinary shares) NIL (Preference shares) N/A (Other class) N/A			

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	NIL
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

As of 31 December 2018, (i) 256,313,002 shares of the issuer may be issued pursuant to the exercise of the share options granted pursuant to the issuer's pre-IPO employee stock incentive scheme; (ii) 247,947,680 shares of the issuer may be issued pursuant to the vesting of the restricted share units granted pursuant to the issuer's pre-IPO employee stock incentive scheme; and (iii) 10,926,663 shares of the issuer may be issued pursuant to the vesting of the award shares granted pursuant to the issuer's post-IPO share award scheme.

1,282,427 restricted share units granted pursuant to the issuer's pre-IPO employee stock incentive scheme and 2,604,421 award shares granted pursuant to the post-IPO share award scheme were cancelled during the month.

Submitted by: Wang Yixiang

Title: Joint Company Secretary  
(Director, Secretary or other duly authorised officer)

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*