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)

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

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, FEBRUARY 20, 2019

I/We(Note2) _____ of _____ _____ being the registered holder(s) of _____ Class A Shares / Class B Shares(Note 3) in the issued share capital of **Meituan Dianping** ("**Company**") hereby appoint the Chairman of the meeting (Note 4) or _____ of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting ("**EGM**") of the Company to be held at Meituan Dianping Command Center, No.4 Wang Jing East Road, Chaoyang District, Beijing, China on Wednesday, February 20, 2019 at 3:00 p.m. (and at any adjournment thereof).

Please tick ("√") the appropriate boxes to indicate how you wish your vote(s) to be cast (Note 5).

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To re-appoint PricewaterhouseCoopers as the auditor of the Company with a term expiring upon the next annual general meeting of the Company and to authorize the board of directors of the Company (the "**Board**") to fix the remuneration of the auditor.		
2.	To approve the issue of 1,000,000 class B ordinary shares of the share capital of the Company with a par value of US$0.00001 each ("**Class B Shares**") to Mr. Mu Rongjun upon vesting of his restrictive share units ("**RSUs**") pursuant to the terms of the pre-IPO employee stock incentive scheme adopted by the Company dated October 6, 2015 ("**Pre-IPO ESOP**") and to authorise any one Director of the Company to allot and issue such Class B Shares and do all things and sign all documents, which in his opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution.		
3.	To approve the issue of 15,700,000 Class B Shares to Mr. Wang Huiwen upon vesting of his RSUs pursuant to the terms of the Pre-IPO ESOP and to authorise any one Director of the Company to allot and issue such Class B Shares and do all things and sign all documents, which in his opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution.		
4.	To approve the issue of 5,072,250 Class B Shares to Mr. Chen Liang upon vesting of his RSUs pursuant to the terms of the Pre-IPO ESOP and to authorise any one Director of the Company to allot and issue such Class B Shares and do all things and sign all documents, which in his opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution.		
5.	To approve the issue of 60,000 Class B Shares to Mr. Orr Gordon Robert Halyburton upon vesting of his RSUs pursuant to the terms of the Post-IPO share award scheme adopted by the Company on August 30, 2018 ("**Post-IPO Share Award Scheme**") and to authorise any one Director of the Company to allot and issue such Class B Shares and do all things and sign all documents, which in his opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution.		

	ORDINARY RESOLUTIONS	FOR	AGAINST
6.	To approve the issue of 60,000 Class B Shares to Mr. Leng Xuesong upon vesting of his RSUs pursuant to the terms of the Post-IPO Share Award Scheme and to authorise any one Director of the Company to allot and issue such Class B Shares and do all things and sign all documents, which in his opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution.		
7.	To approve the issue of 60,000 Class B Shares to Mr. Shum Heung Yeung Harry upon vesting of his RSUs pursuant to the terms of the Post-IPO Share Award Scheme and to authorise any one Director of the Company to allot and issue such Class B Shares and do all things and sign all documents, which in his opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution.		

Date: _____ 2019 Signature(s) *(Note 6)* _____

Notes:

1. Please delete as appropriate and insert the number of shares to which this form of proxy relates. 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). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.

2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.

3. Please insert the number of Shares of the Company registered in your name(s) and delete as appropriate.

4. If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM 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.

5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("√") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("√") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.

6. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer, attorney or other person duly authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT**.

7. 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 he 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 in respect of the relevant joint holding.

8. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, 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).

9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish.

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 EGM 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 who provides administrative, computer and other services to us for use in connection with the Purposes 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. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at the above address.