HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

31/03/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Meituan Dianping
Date Submitted	04/04/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>3690</u> Descrip	otion : Class B	Shares	
	No. of ordinary shares	Par value (US\$)	Authorised share capital (US\$)
Balance at close of preceding month	9,264,431,217	0.00001	92,644.31217
Increase/(decrease)	NIL		NIL
Balance at close of the month	9,264,431,217	0.00001	92,644.31217
(2) Stock code : <u>N/A</u> Descrip	otion : Class A	Shares	
	No. of ordinary shares	Par value (US\$)	Authorised share capital (US\$)
Balance at close of preceding month	735,568,783	0.00001	7,355.68783
Increase/(decrease)	NIL		NIL
Balance at close of the month	735,568,783	0.00001	7,355.68783

2. Preference Shares

Stock code : <u>N</u>	N/A Des	cription :	N/A		
		prefe	o. of erence ares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close o	of preceding mor	nth			
Increase/(decreas	se)				
Balance at close o	of the month				

3. Other Classes of Shares

Stock code :	N/A	_Descript	ion :	<u>N/A</u>		
			class	f other ses of ares	Par value (State currency)	Authorised share capital (State currency)
Balance at close	e of precedin	g month				
Increase/(decre	ase)	_				
Balance at close	e of the mont	:h _				

Total authorised share capital at the end of the month :

US\$100,000

II. Movements in Issued Share Capital

	No. of ordinary shares								
	(1) (Class B Shares)	(2) (Class A Shares)	No of preference shares	No. of other classes of shares					
Balance at close of preceding month	4,757,145,979	735,568,783	N/A	N/A					
Increase/ (decrease) during the month	241,357,009	NIL	N/A	N/A					
Balance at close of the month	4,998,502,988	735,568,783	N/A	N/A					

III. Details of Movements in Issued Share Capital

Share Options (und	er Share O	ption Schemes of	of the Issuer)			
Particulars of share option scheme						No. of new shares of issuer which may be issued pursuant
including EGM		Movement duri	na the month		thereto	thereto as at close of
approval date			ig the ment		-	the month
(dd/mm/yyyy) and						
class of shares			.			
issuable	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	NIL	143,286,887	450,721	NIL	143,286,887	108,740,596
(Note 1)						
2. Post-IPO share option scheme						
(adopted on 30/08/2018)						
Class B ordinary shares	NIL	NIL	NIL	NIL	NIL	NIL
(Note 1)						
3. N/A						
shares						
(Note 1)						
		Tota	IA. (Ordina	ry shares)	143,286,887 Class B Shares	
			(Preferenc	ce shares)	N/A	
			(Ot	her class)	N/A	
Total funds raised d of options (State cu		onth from exerc		67,912.96 a 85,643.51	nd	

Warrants to Issue Shares of the	e Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value 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
<u>1. N/A</u>						
(/ /) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
<u>2. N/A</u>						
		·				
(/ /)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
3. N/A						
		·				
(/ /) Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
	(/ /)				
4. N/A						
	<u> </u>	. <u> </u>				
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
		Total B	(Ordina	ary shares) NIL		
		TULAT D		ice shares) N/A		-
				other class) N/A		-
			(0			-

Convertibles (i.e. Convertible	into Shares of th	e Issuer which	are to be Liste	ed)		
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
<u>1. N/A</u>	_					
	_					
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A						
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	(/ /)					
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A						
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)			ce shares) N/A		-
			(O	ther class) <u>N/A</u>	<u> </u>	-

Options (other than under Share Option Schemes)		, 0
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		
	-	
(adopted on 6/10/2015 as amended from time to time) Class B ordinary shares (Note 1)	09 047 622	141 042 200
	98,047,622	141,943,380
2. Post-IPO share award scheme		
(adopted on 30/8/2018 as amended from time to time)	00 500	0 000 055
Class B ordinary shares (Note 1)	22,500	9,639,955
3. <u>N/A</u>		
shares (Note 1)		
		·
Total D. (Ordinary shares)	98,070,122 Class B Shares	
(Preference shares)	N/A	
(Other class)	N/A	

shares of shares issuer issuer wh issued may be during the issued month pursuar pursuant thereto a thereto close of	Ot	her Movements	in Issued Sha	are Capital					
1. Rights issue At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) table : (dd/mm/yyyy) 1. Rights issue At price : State currency Issue and allotment (dd/mm/yyyy) (/ /) table : (dd/mm/yyyy) 2. Open offer At price : State currency Class of shares issuable (Note 1) N/A N/A 2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: N/A N/A 3. Placing At price : State currency Class of shares issuable (Note 1) N/A N/A 3. Placing At price : State currency Issue and allotment (/ /) (/ /) N/A 4. Bonus issue Class of shares issuable (Note 1) Issue and allotment (/ /) (/ /) N/A 4. Bonus issue Class of shares issuable (Note 1) Issue and allotment (/ /) (/ /) Issue and allotment (/ /) (/ /) 4. Bonus issue Issue and allotment (/ /) (/ /) (/ /) Issue and allotment (/ /) (/ /)		Type of Issue						shares of issuer issued during the month pursuant	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 Issue and allotment date : (dd/mm/yyyy) (/ /) 2. Open offer At price : State currency Class of shares issuable (Note 1) N/A N/A 2. Open offer At price : State currency Class of shares issuable (Note 1)					Class of shares				
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N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A Class of shares					EGM approval date: (dd/mm/vvvv)	(/ /)		
2. Open offer At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) 2. Open offer At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) Bonus issue At price : State currency Class of shares issuable (Note 1) N/A N/A Image: At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) N/A N/A Image: At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) N/A N/A Image: At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) N/A N/A Image: At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) N/A Image: At price : State class of shares issuable (Note 1) Issue and allotment date : (d/mm/yyyy) N/A Image: At price : Class of shares issuable (Note 1) Issue and allotment date : (d/mm/yyyy) Image: date : (d/mm/yyy) Image: At price : Image: date : (d/mm/yyyy) Image: date : (d/mm/yyyy) Image: date : (d/mm/yyy) Image: date : Image: date : (d/mm/yyyy) Image: date : (d/mm/yyyy) Image: date : (d/mm/yyyy)								<u>N/A</u>	<u>N/A</u>
2. Open offer At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) 2. Open offer At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) Bonus issue At price : State currency Class of shares issuable (Note 1) N/A N/A Image: At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) N/A N/A Image: At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) N/A N/A Image: At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) N/A N/A Image: At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) N/A Image: At price : State class of shares issuable (Note 1) Issue and allotment date : (d/mm/yyyy) N/A Image: At price : Class of shares issuable (Note 1) Issue and allotment date : (d/mm/yyyy) Image: date : (d/mm/yyy) Image: At price : Image: date : (d/mm/yyyy) Image: date : (d/mm/yyyy) Image: date : (d/mm/yyy) Image: date : Image: date : (d/mm/yyyy) Image: date : (d/mm/yyyy) Image: date : (d/mm/yyyy)									
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Class of shares N/A N/A Issue and allotment date : (d/mm/yyyy) EGM approval date: (/ /) (d/mm/yyyy)	2.	Open offer	At price :			(/ /)		
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3. Placing At price : State currency Issue and allotment date : (///) Issue and allotment date : (dd/mm/yyyy) Issue and allotment date: (///) EGM approval date: (///) N/A Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///)					(dd/mm/yyyy)			<u>N/A</u>	<u>N/A</u>
3. Placing At price : State currency Issue and allotment date : (///) Issue and allotment date : (dd/mm/yyyy) Issue and allotment date: (///) EGM approval date: (///) N/A Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///) Issue and allotment date: (///)									
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(dd/mm/yyyy) N/A N/A N/A N/A Class of shares	3.	Placing	At price :			(/ /)		
N/A N/A N/A N/A Class of shares					EGM approval date: (dd/mm/yyyy)	(/ /)		
4. Bonus issue lissuable (Note 1) 4. Bonus issue EGM approval date: (/ /) (dd/mm/yyyy)								<u>N/A</u>	<u>N/A</u>
4. Bonus issue lissuable (Note 1) 4. Bonus issue EGM approval date: (/ /) (dd/mm/yyyy)					Class of shares				
date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)									
(dd/mm/yyyy)	4.	Bonus issue)		
						(/ /)	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
				Class of shares				
				issuable (Note 1)				
5.	Scrip dividend	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares repurchased (Note 1)				
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u> </u>
				Class of shares redeemed (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
8.	Consideration issue	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			·	EGM approval date: (dd/mm/yyyy)	(/ /)		
				(aa/mm/yyyy)			N/A	N/A

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

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	241,357,009 Class B Shares
(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
(These figures should be the same as the relevant figures under II above ("Movements in Capital").)	Issued Share

IV. 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 which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized 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.

Remarks (if any):

As of 31 March 2019, (i) 108,740,596 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) 141,943,380 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) 9,639,955 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.

1,656,548 restricted share units granted pursuant to the issuer's pre-IPO employee stock incentive Scheme and 314,900 award shares granted pursuant to the post-IPO share award scheme were cancelled during the month. 1,868,992 award shares were granted pursuant to the post-IPO share award scheme during the month.

Submitted by: Wang Yixiang

 Joint Company Secretary

 (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 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 rule 13.25A 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 append the prescribed continuation sheet.