

美团 Meituan

(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 ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, JUNE 30, 2023

I/We^(Note 2) _____ of _____ being the registered holder(s) of _____ Class A Shares/Class B Shares^(Note 3) in the issued share capital of Meituan ("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 annual general meeting ("AGM") of the Company to be held at Command Center of Meituan Beijing Office, Block A, Hengjiweiye Building, No. 4 Wang Jing East Road, Chaoyang District, Beijing on Friday, June 30, 2023 at 2:00 p.m. (and at any adjournment thereof). Capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated June 8, 2023.

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

ORDINARY RESOLUTIONS ^(Note 6)		FOR	AGAINST
1.	To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2022 and the reports of the Directors and independent auditor of the Company thereon.		
2.	To elect Ms. Marjorie Mun Tak Yang as an independent non-executive Director.		
3.	To re-elect Mr. Wang Huiwen as a non-executive Director.		
4.	To re-elect Mr. Orr Gordon Robert Halyburton as an independent non-executive Director.		
5.	To re-elect Mr. Leng Xuesong as an independent non-executive Director.		
6.	To authorize the Board to fix the remuneration of the Directors.		
7.	To grant a general mandate to the Directors, exercisable on their behalf by Mr. Wang Xing, to issue, allot and deal with additional Class B shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
8.	To grant a general mandate to the Directors, exercisable on their behalf by Mr. Wang Xing, to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
9.	To re-appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending December 31, 2023.		
10.	To approve the proposed amendments to the Post-IPO Share Option Scheme and the ancillary authorization to the Board.		
11.	To approve the proposed amendments to the Post-IPO Share Award Scheme and the ancillary authorization to the Board.		
12.	To approve the Scheme Limit.		
13.	To approve the Service Provider Sublimit.		
14.	To approve the issue of 9,686 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 and to authorise any one Director 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.		
15.	To approve the issue of 9,686 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 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.		
16.	To approve the issue of 9,686 Class B Shares to Dr. Shum Heung Yeung Harry upon vesting of his RSUs pursuant to the Post-IPO Share Award Scheme and to authorise any one Director 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.		
SPECIAL RESOLUTION ^(Note 6)		FOR	AGAINST
To approve the proposed amendments to the existing articles of association of the Company and to adopt the seventh amended and restated memorandum of association and articles of association of the Company and the ancillary authorization to the Directors and company secretary of the Company.			

Date: _____ 2023

Signature(s)^(Note 7) _____

Notes:

- 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.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- 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 AGM 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.
- 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 their discretion. Your proxy will also be entitled to vote at their discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- The description of the resolutions is by way of summary only. The full text appears in the notice of the AGM.
- 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- 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 of the Company in respect of the relevant joint holding.
- 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).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM 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 AGM 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.