

Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated Friday, September 7, 2018 (the “**Prospectus**”) of Meituan Dianping (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any securities. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in Hong Kong, the United States or elsewhere. The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933 (the “**U.S. Securities Act**”) or any state securities laws of the United States and may not be offered or sold in the United States absent registration under the U.S. Securities Act or except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offering of securities of the Company in the United States.

In connection with the Global Offering, Goldman Sachs (Asia) L.L.C., as stabilization manager (the “**Stabilization Manager**”) (or any person acting for it), on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the Offer Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilization Manager (or any person acting for it) to conduct any such stabilizing action. Such stabilizing action, if taken, (a) will be conducted at the absolute discretion of the Stabilization Manager (or any person acting for it) and in what the Stabilization Manager reasonably regards as the best interest of the Company, (b) may be discontinued at any time and (c) is required to be brought to an end within 30 days of the last day for lodging applications under the Hong Kong Public Offering. Such stabilization action, if taken, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on the 30th day after the last day for the lodging of the applications under the Hong Kong Public Offering. After this date, when no further stabilizing action may be taken, demand for the Offer Shares, and therefore the price of the Offer Shares, could fall.

The Company is controlled through weighted voting rights. Prospective investors should be aware of the potential risks of investing in a company with a WVR structure, in particular that the WVR Beneficiaries, whose interests may not necessarily be aligned with those of our Shareholders as a whole, will be in a position to exert significant influence over the outcome of Shareholders’ resolutions, irrespective of how other Shareholders vote. For further information about the risks associated with our WVR structure, please refer to the section headed “Risk Factors — Risks Relating to the Global Offering” of the Prospectus. Prospective investors should make the decision to invest in the Company only after due and careful consideration.

# MEITUAN DIANPING

## 美团点评

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

### GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	480,268,500 Offer Shares (subject to reallocation and the Over-allotment Option)
Number of Hong Kong Public Offer Shares	:	24,013,500 Offer Shares (subject to reallocation)
Number of International Offer Shares	:	456,255,000 Offer Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	:	HK\$72 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars subject to refund)
Nominal value	:	US\$0.00001 per Offer Share
Stock code	:	3690

#### Joint Sponsors

**Goldman Sachs**

**Morgan Stanley**

**Bank of America  
Merrill Lynch**

#### Sole Financial Advisor



#### Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

**Goldman Sachs**

Morgan Stanley

**Bank of America  
Merrill Lynch**

China Renaissance

UBS

**CMS** 招商證券國際

#### Joint Bookrunners and Joint Lead Managers

**ICBC**

工銀國際

農銀國際  
ABC INTERNATIONAL

招銀國際  
CMB INTERNATIONAL

交銀國際  
BOCOM International

海通國際  
HAITONG

富途證券  
WWW.FUTU5.COM

尚乘老虎  
AMTD TIGER

Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, (i) the Class B Shares in issue and to be issued pursuant to the Global Offering (including the additional Class B Shares which may be issued pursuant to the exercise of the Over-allotment Option); (ii) the Class B Shares which may be issued upon the exercise of the options or the vesting of the RSUs granted under the Pre-IPO ESOP; (iii) the Class B Shares which may be issued pursuant to the Post-IPO Share Option Scheme and the Post-IPO Share Award Scheme; and (iv) the Class B Shares that are

issuable upon conversion of the Class A Shares. Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. on Thursday, September 20, 2018, it is expected that dealing in the Class B Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, September 20, 2018. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [about.meituan.com](http://about.meituan.com).

The Global Offering comprises the Hong Kong Public Offering of initially 24,013,500 Shares (subject to reallocation) and the International Offering of initially 456,255,000 Shares (subject to reallocation and the Over-allotment Option) representing approximately 5% and 95% of the total number of Offer Shares initially being offered under the Global Offering, respectively. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed “Structure of the Global Offering” in the Prospectus. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done in the circumstance that the International Offering are undersubscribed or other than pursuant to the clawback mechanism as described in the section headed “Structure of the Global Offering”, the total number of Offer Shares available under the Hong Kong Public Offering following such reallocation shall be not more than 48,027,000 Offer Shares, representing 10% of the number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option), and the Offer Price would be set at HK\$60 (low-end of the indicative Offer Price). In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the Joint Global Coordinators (on behalf of the International Underwriters) from the effective date of the International Underwriting Agreement until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to issue up to an aggregate of 72,040,200 additional Class B Shares, representing not more than 15% of the total number of Offer Shares initially available under the Global Offering.

Subject to the granting of the approval for listing of, and permission to deal in, the Class B Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Class B Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Class B Shares on the Stock Exchange or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$72 per Offer Share and is expected to be not less than HK\$60 per Offer Share, unless otherwise announced. Applicants under the Hong Kong Public Offering are required to pay, on application, the Maximum Offer Price of HK\$72 per Offer Share plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$72.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the relevant Application Forms and the designated website ([www.eipo.com.hk](http://www.eipo.com.hk)) for the White Form eIPO.**

Applicants who would like the allotted Hong Kong Offer Shares to be issued in their own names should either (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) through the **White Form eIPO** service. Applicants who would like the Hong Kong Offer Shares to be allotted in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, September 7, 2018 until 12:00 noon on Wednesday, September 12, 2018 from:

1. any of the following offices of the Joint Global Coordinators:

**Goldman Sachs (Asia) L.L.C.**

59/F, Cheung Kong Center  
2 Queen's Road Central  
Hong Kong

**Morgan Stanley Asia Limited**

46/F, International Commerce Centre  
1 Austin Road West  
Hong Kong

**Merrill Lynch (Asia Pacific) Limited**

Level 55, Cheung Kong Center  
2 Queen's Road Central  
Hong Kong

**China Renaissance Securities (Hong Kong) Limited**

Units 8107-08, 81/F, International Commerce Centre  
1 Austin Road West, Kowloon  
Hong Kong

**UBS AG Hong Kong Branch**

52/F, Two International Finance Centre  
8 Finance Street  
Hong Kong

**China Merchants Securities (HK) Co., Limited**

48/F, One Exchange Square  
8 Connaught Place, Central  
Hong Kong

2. any of the following branches of the receiving banks:

(a) **Bank of China (Hong Kong) Limited**

	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Bank of China Tower Branch	1 Garden Road
	409 Hennessy Road Branch	409-415 Hennessy Road, Wan Chai
	Taikoo Shing Branch	Shop G1006, Hoi Sing Mansion, Taikoo Shing
<b>Kowloon</b>	Yau Ma Tei Branch	471 Nathan Road, Yau Ma Tei
<b>New Territories</b>	East Point City Branch	Shop Nos. 217 D-E, Level 2, East Point City, 8 Chung Wa Road, Tseung Kwan O
	Yuen Long Branch	102-108 Castle Peak Road, Yuen Long

(b) **Standard Chartered Bank (Hong Kong) Limited**

	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Causeway Bay Branch	G/F to 2/F, Yee Wah Mansion, 38-40A Yee Wo Street
	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A, Des Voeux Road Central
<b>Kowloon</b>	Mei Foo Manhattan Branch	Shop Nos.07 & 09, Ground Floor, Mei Foo Plaza, Mei Foo Sun Chuen
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
<b>New Territories</b>	Shatin Plaza Branch	Shop No. 8, Shatin Plaza, 21-27 Shatin Centre Street, Shatin
	Maritime Square Branch	Shop 308E, Level 3, Maritime Square, Tsing Yi

(c) **Wing Lung Bank Limited**

	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Head Office	45 Des Voeux Road Central
	North Point Branch	361 King's Road
<b>Kowloon</b>	Lam Tin Sceneway Plaza Branch	Shop 59, 3/F Sceneway Plaza, 8 Sceneway Road
	San Po Kong Branch	8 Shung Ling Street
	To Kwa Wan Branch	64 To Kwa Wan Road
<b>New Territories</b>	Tsuen Wan Branch	251 Sha Tsui Road

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, September 7, 2018 until 12:00 noon on Wednesday, September 12, 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order attached and marked payable to BANK OF CHINA (HONG KONG) NOMINEES LIMITED — MEITUAN DIANPING PUBLIC OFFER should be deposited in the special collection boxes provided at the designated branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying through the **White Form eIPO** service may submit applications through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Friday, September 7, 2018 until 11:30 a.m. on Wednesday, September 12, 2018 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, September 12, 2018 or such later time as described in the section headed “*How to Apply for Hong Kong Offer Shares — Effect of Bad Weather on the Opening of the Application Lists*” in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, September 7, 2018 until 12:00 noon on Wednesday, September 12, 2018 or such later time as described in the section headed “*How to Apply for Hong Kong Offer Shares — Effect of Bad Weather on the Opening of the Application Lists*” in the Prospectus.

Please refer to the sections headed “*Structure of the Global Offering*” and “*How to Apply for Hong Kong Offer Shares*” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the Offer Price, the level of indication of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of Hong Kong Offer Shares on or before Wednesday, September 19, 2018 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the website of the Company at [about.meituan.com](http://about.meituan.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations (with the successful applicants' identification document numbers, where applicable) under the Hong Kong Public Offering will be made available from Wednesday, September 19, 2018 through a variety of channels at the times and dates and in the manner specified in the section headed “*How to Apply for Hong Kong Offer Shares — Publication of Results*” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid certificates of title at 8:00 a.m. on Thursday, September 20, 2018 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed “*Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination*” in the Prospectus has not been exercised. No receipt will be issued for sums paid on application.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, September 20, 2018. The Shares will be traded in board lots of 100 Shares each.

By order of the Board  
**Meituan Dianping**  
**Wang Xing**  
*Chairman*

Hong Kong, September 7, 2018

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. Wang Xing as Chairman and Executive Director, Mr. Mu Rongjun and Mr. Wang Huiwen as Executive Directors, Mr. Lau Chi Ping Martin and Mr. Neil Nanpeng Shen as Non-executive Directors, and Mr. Orr Gordon Robert Halyburton, Mr. Leng Xuesong and Mr. Shum Heung Yeung Harry as Independent Non-executive Directors.*

*Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).*