

EXHIBIT B

FORM OF CERTIFICATE FOR TRANSFER OR EXCHANGE FROM
RULE 144A GLOBAL NOTE TO REGULATION S GLOBAL NOTE

_____, _____
Citicorp International Limited
20th Floor, Citi Tower
One Bay East
83 Hoi Bun Road
Kwun Tong, Kowloon
Hong Kong
Attention: Agency and Trust

With a copy to:
Citibank, N.A., London Branch
c/o Citibank, N.A., Dublin Branch
One North Wall Quay
Dublin 1
Ireland
Facsimile No: +353 1 662 2210
Attention: Agency and Trust – PPA Payments

Re: MEITUAN
US\$750,000,000 2.125% Senior Notes due 2025

Reference is hereby made to the Indenture, dated as of October 28, 2020 (the “**Indenture**”), among Meituan (the “**Issuer**”) and Citicorp International Limited, as Trustee with respect to US\$750,000,000 2.125% Senior Notes due 2025 by the Issuer. Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

This letter relates to US\$_____ principal amount of the Notes which are evidenced by one or more Rule 144A Global Notes (CUSIP No. 58533E AB9/ ISIN No. US58533EAB92/ Common Code No. 225034656) and held with DTC in the name of [insert name of transferor] (the “**Transferor**”). The Transferor has requested a transfer of such beneficial interest in the Notes to a person that will take delivery thereof in the form of an equal principal amount of Notes evidenced by one or more Regulation S Global Notes (CUSIP No. G59669 AB0/ ISIN No. USG59669AB07/ Common Code No. 225026963).

In connection with such request and in respect of such Notes, the Transferor does hereby certify that such transfer has been effected pursuant to and in accordance with either (i) Rule 903 or Rule 904 (as applicable) under the United States Securities Act of 1933, as amended (the “**Securities Act**”), or (ii) Rule 144 under the Securities Act, and accordingly the Transferor does hereby further certify that:

- (1) if the transfer has been effected pursuant to Rule 903 or Rule 904:
 - (A) the offer of the Notes was not made to a person in the United States;
 - (B) either:

(i) at the time the buy order was originated, the transferee was outside the United States or the Transferor and any person acting on its behalf reasonably believed that the transferee was outside the United States, or

(ii) the transaction was executed in, on or through the facilities of a designated offshore securities market and neither the Transferor nor any person acting on its behalf knows that the transaction was pre-arranged with a buyer in the United States;

(C) no directed selling efforts have been made in contravention of the requirements of Rule 903(b) or 904(b) of Regulation S, as applicable; and

(D) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; or

(2) if the transfer has been effected pursuant to Rule 144, the Notes have been transferred in a transaction permitted by Rule 144.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer and the Initial Purchasers of the Notes being transferred. Terms used in this certificate and not otherwise defined in the Indenture have the meanings set forth in Regulation S under the Securities Act.

[Insert Name of Transferor]

By: _____
Name:
Title:

Dated: _____, _____

cc: MEITUAN

EXHIBIT C

FORM OF CERTIFICATE FOR TRANSFER OR EXCHANGE FROM
REGULATION S GLOBAL NOTE TO RULE 144A GLOBAL NOTE
(TRANSFEROR)¹

_____, _____
Citicorp International Limited
20th Floor, Citi Tower
One Bay East
83 Hoi Bun Road
Kwun Tong, Kowloon
Hong Kong
Attention: Agency and Trust

With a copy to:
Citibank, N.A., London Branch
c/o Citibank, N.A., Dublin Branch
One North Wall Quay
Dublin 1
Ireland
Facsimile No: +353 1 662 2210
Attention: Agency and Trust – PPA Payments

Re: MEITUAN
US\$750,000,000 2.125% Senior Notes due 2025

Reference is hereby made to the Indenture, dated as of October 28, 2020 (the “**Indenture**”), among Meituan (the “**Issuer**”) and Citicorp International Limited, as Trustee with respect to US\$750,000,000 2.125% Senior Notes due 2025 by the Issuer. Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

This letter relates to US\$_____ principal amount of the Notes which are evidenced by one or more Regulation S Global Notes (CUSIP No. G59669 AB0/ ISIN No. USG59669AB07/ Common Code No. 225026963) and held with DTC in the name of [insert name of transferor] (the “**Transferor**”). The Transferor has requested a transfer or exchange (a “**Transfer**”) of such beneficial interest in the Notes for an equal principal amount of Notes evidenced by one or more Rule 144A Global Notes (CUSIP No. 58533E AB9/ ISIN No. US58533EAB92/ Common Code No. 225034656).

In connection with such request, the Transferor does hereby certify that such Transfer has been effected in accordance with the transfer restrictions set forth in the Notes and that the Transferor is relying on Rule 144A under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), for exemption from the registration requirements of the U.S. Securities Act; it is transferring such Securities to a person it reasonably believes is a qualified institutional buyer (a “**QIB**”) as defined in Rule 144A that purchases for its own account, or for the account of a QIB, as to which account the transferee exercises sole investment discretion, and to whom the Transferor has given notice that the Transfer is made in reliance on Rule 144A and the Transfer is being made in accordance with any applicable securities laws of any state of the United States; and it has notified the transferee of the restrictions described in “Transfer Restrictions” in the Offering Memorandum dated October 21, 2020 (the “**Offering Memorandum**”).

¹ If the Note to be received is a Certificated Note, appropriate changes need to be made to the form of this transfer certificate.

You, the Issuer are entitled to rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby.

[Insert Name of Transferor]

By: _____
Name:
Title:

Dated: _____, _____

cc: MEITUAN