

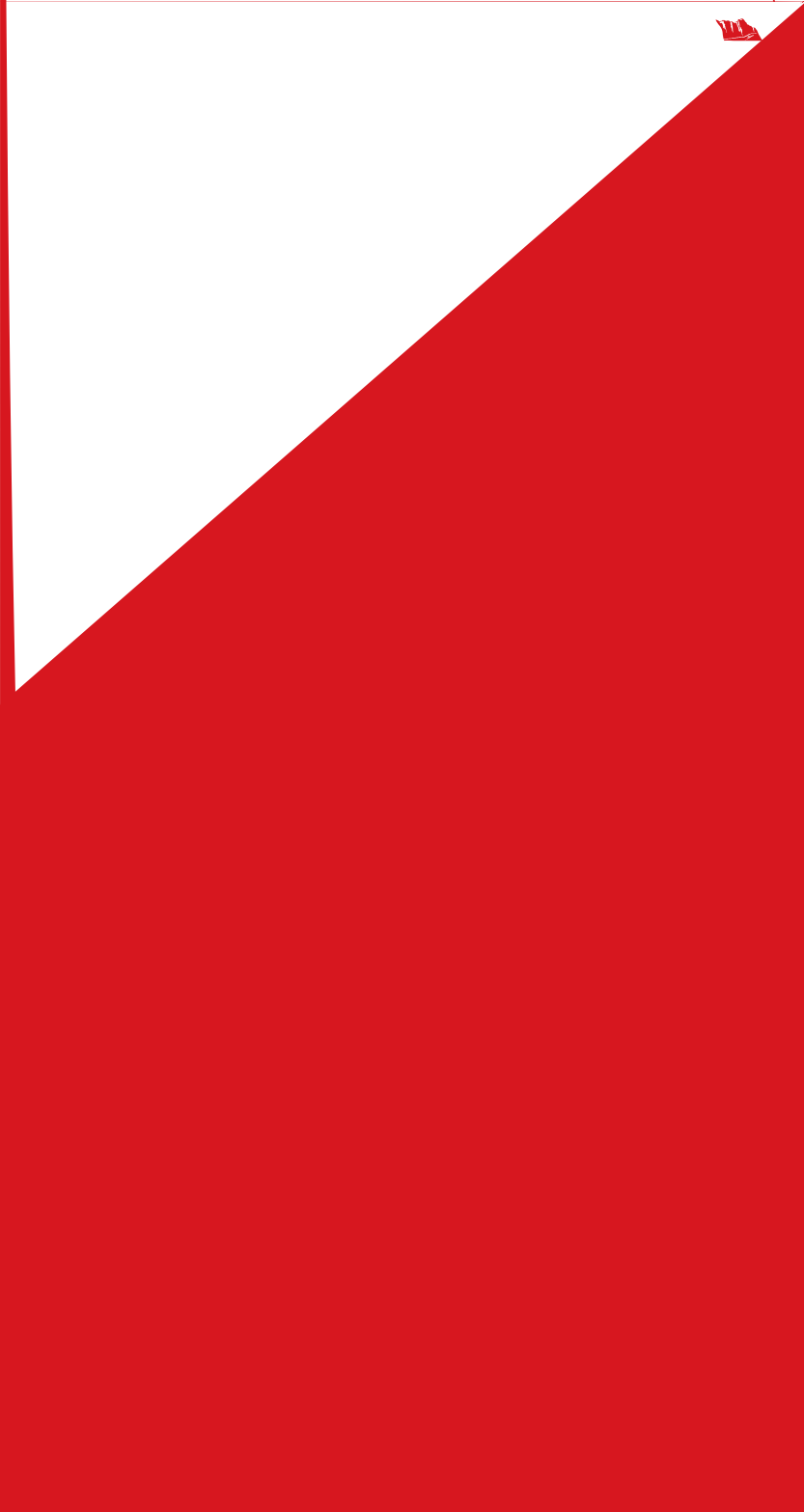
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CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	5
Appendix 1 – Report of the Independent Non-executive Directors	16
Appendix 2 – Explanatory Statement on H Share Repurchase	19
Notice of Annual General Meeting	23

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

2024 Annual Report – The annual report of the Company for the year ended December 31, 2024, which has not been published as of the date of this circular (collectively, the “2024 Annual Report”).

AGM – Annual General Meeting – The annual general meeting of the Company to be held on or before December 31, 2024, in accordance with the Articles of Association, the Regulations for the Shareholders’ Meeting, and the Rules of Procedure for the Shareholders’ Meeting, 2025.

Articles of Association – The articles of association of the Company.

Articles of Incorporation – The articles of incorporation of the Company.

Board of Directors – The board of directors of the Company.

Board Secretary – The board secretary of the Company.

Company – Meituan Company Limited – The company incorporated in the PRC, registered with the State Administration for Market Regulation of the PRC, with the business registration number 110105400000000000, and the unified social credit code number 911101054000000000, H K, M, S, A, and R (collectively, the “Company” or “Meituan”).

Company Secretary – The company secretary of the Company, Mr. Zhang Yuhang, who has been appointed as the company secretary of the Company on December 23, 2020, in accordance with the Articles of Association, the Regulations for the Shareholders’ Meeting, and the Rules of Procedure for the Shareholders’ Meeting. PRC (廈門燕之屋燕窩產業股份有限公司) (collectively, the “Company” or “Meituan”). PRC (廈門燕之屋生物工程股份有限公司), which was established in the PRC on December 23, 2020, in accordance with the Articles of Association, the Regulations for the Shareholders’ Meeting, and the Rules of Procedure for the Shareholders’ Meeting. PRC (廈門燕之屋生物工程發展有限公司), which was established in the PRC on December 31, 2014.

Company Secretary – PRC – The company secretary of the Company, Mr. Zhang Yuhang, who has been appointed as the company secretary of the Company in accordance with the Articles of Association, the Regulations for the Shareholders’ Meeting, and the Rules of Procedure for the Shareholders’ Meeting.

DEFINITIONS

M. L. –	M. LI (李有泉), 中國公民, 香港特別行政區居民, 董事, 中國證券登記中心註冊, 香港證券登記中心註冊
M. ZHENG –	M. ZHENG (鄭文濱), 中國公民, 香港特別行政區居民, 董事, 中國證券登記中心註冊, 香港證券登記中心註冊
M. XUE –	M. XUE (薛鳳英), 中國公民, 香港特別行政區居民, 董事, M. ZHENG 的配偶
N. C. –	N. C. (李國強), 中國公民, 香港特別行政區居民, 董事, B. C. 的配偶
PBOC –	People's Bank of China, 中國人民銀行, PRC
PRC –	People's Republic of China
P. C. –	People's Daily, 中國人民日報, 2023年3月30日
R. C. – RMB –	Renminbi, 人民幣, PRC
R. M. –	R. M. (R. M.), 中國公民, 香港特別行政區居民, 董事, AGM, 2023年11月16日, B. C. 的配偶, 香港證券登記中心註冊, 香港證券登記中心註冊, 10%, HSBC (香港銀行), 董事, 中國證券登記中心註冊, 香港證券登記中心註冊, D. C. 的配偶, R. M. (R. M.), 中國公民, 香港特別行政區居民, 董事, 2023年11月16日, AGM, 2023年11月16日, 2025
SAFE –	State Administration of Foreign Exchange, 國家外匯管理局, PRC
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S. C. –	S. C. (S. C.), 中國證券登記中心註冊, 香港證券登記中心註冊

DEFINITIONS

Tax C – Tax C is the tax rate of the United States.

Tax M – Tax M is the tax rate of the Republic of China.

US (\$) – US (\$) is the United States dollar.

US S (\$) – US S (\$) is the United States dollar.

S – S is the Singapore dollar.

SID Co., Ltd. (廈門市雙丹馬實業發展有限公司), PRC, 11, 1997 – SID Co., Ltd. is a company incorporated in the PRC on November 11, 1997.



1. INTRODUCTION

This document is the agenda for the 2024 Annual General Meeting (AGM) of the Company, to be held on 22/F, Century 21, 188, Queen's Road, East, Sheung Wan, Hong Kong on 19 March 2025.

The AGM shall be held at the following times and agenda items:

- (1) 10:00 AM - 10:30 AM: Registration and check-in;
- (2) 10:30 AM - 11:00 AM: Welcome address by the Chairman;
- (3) 11:00 AM - 11:30 AM: Presentation of the financial statements for the year ended 31 December 2024;
- (4) 11:30 AM - 12:00 PM: Presentation of the directors' report for the year ended 31 December 2024;
- (5) 12:00 PM - 12:30 PM: Presentation of the auditors' report for the year ended 31 December 2024;
- (6) 12:30 PM - 1:00 PM: Presentation of the directors' remuneration report for the year ended 31 December 2024;
- (7) 1:00 PM - 1:30 PM: Presentation of the directors' report for the year ended 31 December 2025;

(4) Resolution on the 2024 Annual Report

The 2024 Annual Report was adopted by the AGM.

(5) Resolution on the Profit Distribution for 2024

Final dividend distribution plan for the year of 2024

The AGM has resolved to distribute a final dividend of RMB2.15 per share to the shareholders of the Company as of the closing date of the register of members on December 31, 2024, payable on January 14, 2025.

The total amount of the final dividend for 2024 (Final Dividend) is RMB100,082,500 (HK\$465,500,000), which is payable to the shareholders of the Company as of the closing date of the register of members on December 31, 2024, at the rate of RMB2.15 per share.

The final dividend will be paid in Hong Kong dollars to the shareholders of the Company who are registered as of the closing date of the register of members on December 31, 2024, through the PBOC.

The AGM has resolved to distribute a final dividend of RMB2.15 per share to the shareholders of the Company as of the closing date of the register of members on December 31, 2024, payable on January 14, 2025.

The 2024 Profit Distribution was adopted by the AGM.

Closure of Register of Members

The register of members of the Company will be closed from January 5, 2025 to January 16, 2025, for the purpose of determining the shareholders entitled to receive the final dividend for 2024.

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Taxation

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LETTER FROM THE BOARD

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(10) Resolution on the Proposed Granting of General Mandate to Issue Additional Shares and Sale or Transfer of Treasury Shares

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LETTER FROM THE BOARD

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LETTER FROM THE BOARD

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3. CLOSURE OF REGISTER OF MEMBERS

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4. NOTICE OF ANNUAL GENERAL MEETING

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LETTER FROM THE BOARD

5. FORM OF PROXY

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7. RECOMMENDATION

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LETTER FROM THE BOARD

8. RESPONSIBILITY STATEMENT

The Board of Directors, the Management and the Supervisors of Xiamen Yan Palace Bird's Nest Industry Co., Ltd. (the "Company") are fully aware of the importance of the Company's financial reporting and the responsibility of the Board of Directors, the Management and the Supervisors in providing true and accurate financial information. The Board of Directors, the Management and the Supervisors have reviewed the Company's financial statements for the year ended December 31, 2019, and confirmed that the financial statements are true and accurate, and that the Company's financial reporting is in compliance with the applicable accounting standards and regulations.

9. ADDITIONAL INFORMATION

The Board of Directors, the Management and the Supervisors of the Company are fully aware of the importance of the Company's financial reporting and the responsibility of the Board of Directors, the Management and the Supervisors in providing true and accurate financial information.

B.K.O. B.
Xiamen Yan Palace Bird's Nest Industry Co., Ltd.
廈門燕之屋燕窩產業股份有限公司
HUANG Jian
Chairman and Executive Director

XIAMEN YAN PALACE BIRD'S NEST INDUSTRY CO., LTD.

(廈門燕之屋燕窩產業股份有限公司)

(THE "COMPANY")

REPORT OF INDEPENDENT NON-EXECUTIVE DIRECTORS FOR 2024

... (X) ... C ... K(I ... N - E^X ... D ... (-), ... K ... K ... K ... K ... I ... N - E^X ... D ... K ... C ... K(S ... (-) ... C ... KL , R ... G ... L ... S ... T S ... E^X ... H ... K ... L ... (... L ... R ... (-) ... C ... K(A ... A ... (-) ... K ... X ... C ... K ... K ... I ... N -E^X ... D ... S ... K ... KS ... T ... K ... K ... D ... 31, 2024 ...

I. BASIC INFORMATION

(1) Biographical details of the Independent Non-Executive Directors

... T ... I ... N -E^X ... D ... D ... S ... S ... M ... 2024 ... C ... K(2024 A ... R ... (-). F ... 2024 ... C ... K ... T S ... E^X ... H ... K ... L ... C ... K ... A ... 16, 2025.

(2) Statement on whether the independence was affected

... I ... N -E^X ... D ... A I ... N - E^X ... D ... K ... C ... K ... I ... N -E^X ... D ... K ... C ... K ... T ... C ... K ...

II. OVERVIEW OF THE PERFORMANCE OF DUTIES FOR 2024

... S ... I ... N -E^X ... D ... I ... N -E^X ... D ... C ... K ... S ... K ... K ... S ...

(1) Attendance at meetings for the year ended December 31, 2024

A ... K ... D ... 31, 2024 ...
C ... G ... R ... 2024 A ... R ...

(2) Expression of independent opinions

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C ... C ... T ... 2024 A ...
R ... R ... 14A.55 ... L ... R ...

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- () ... S ...

(3) On-site inspection and the Company's supports for the work of the Independent Non-Executive Directors

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C ... K ...

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- () ... C ... K ... I ... N -E^x ... D ...;
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(4) Information on proposing the convening of Board meetings and appointment or removal of auditors, and independently appointing external auditors and advisors

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(5) Other work conducted to protect the legitimate rights and interests of the minority Shareholders

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 (廈門燕之屋燕窩產業股份有限公司):
 M . IA O , M . CHEN A
 M . LAM P

That the Board of Directors, at its meeting held on 12 October 2011, has resolved to recommend the AGM to authorize the Board to exercise the Repurchase Mandate.

1. SHARE CAPITAL

As at the end of the period, the Company has 465,500,000 H Shares, each with a nominal value of RMB0.20, and 1,000,000,000 ordinary shares of HK\$0.10 each.

2. REASONS FOR REPURCHASE OF H SHARES

The Board believes that the repurchase of H Shares will be beneficial to the Company and its shareholders. The Board is of the opinion that the repurchase of H Shares will enhance the Company's financial strength and improve its financial performance. The Board also believes that the repurchase of H Shares will be in the best interests of the Company and its shareholders.

3. EXERCISE OF THE REPURCHASE MANDATE

Since the AGM, the Board has exercised the Repurchase Mandate to repurchase 188,000,000 H Shares (representing approximately 40.39% of the total H Shares in issue as at the end of the period) at a total cost of approximately HK\$37,600,000. The Board has also exercised the Repurchase Mandate to repurchase 46,550,000 H Shares (representing approximately 10.10% of the total H Shares in issue as at the end of the period) at a total cost of approximately HK\$9,310,000. The Board has also exercised the Repurchase Mandate to repurchase 1,000,000 ordinary shares of HK\$0.10 each (representing approximately 0.01% of the total ordinary shares in issue as at the end of the period) at a total cost of approximately HK\$100,000.

As at the end of the period, the Board has exercised the Repurchase Mandate to repurchase 188,000,000 H Shares (representing approximately 40.39% of the total H Shares in issue as at the end of the period) at a total cost of approximately HK\$37,600,000. The Board has also exercised the Repurchase Mandate to repurchase 46,550,000 H Shares (representing approximately 10.10% of the total H Shares in issue as at the end of the period) at a total cost of approximately HK\$9,310,000. The Board has also exercised the Repurchase Mandate to repurchase 1,000,000 ordinary shares of HK\$0.10 each (representing approximately 0.01% of the total ordinary shares in issue as at the end of the period) at a total cost of approximately HK\$100,000.

4. FUNDING OF REPURCHASE OF H SHARES

The Company has funded the repurchase of H Shares through the use of its general funds. The Company has not used any debt financing to fund the repurchase of H Shares.

As at 31 December 2023, the Company has repurchased 1,000,000 H Shares at a total cost of approximately 9.6 million HK\$. The repurchased H Shares are held in the name of the Company's wholly-owned subsidiary, [REDACTED] (the "Subsidiary").

As at 31 December 2024, the Company has repurchased 1,000,000 H Shares at a total cost of approximately 9.6 million HK\$. The repurchased H Shares are held in the name of the Company's wholly-owned subsidiary, [REDACTED] (the "Subsidiary").

5. STATUS OF REPURCHASED H SHARES

The repurchased H Shares are held in the name of the Company's wholly-owned subsidiary, [REDACTED] (the "Subsidiary"). The Subsidiary is a company incorporated in the Cayman Islands. The Subsidiary is a wholly-owned subsidiary of the Company. The Subsidiary is a company incorporated in the Cayman Islands. The Subsidiary is a wholly-owned subsidiary of the Company.

6. MARKET PRICES OF H SHARES

Month	Highest HK\$	Lowest HK\$
2024		
January	9.600	8.280
February	9.700	8.030
March	9.660	7.850
April	15.340	9.080
May	15.080	13.000
June	14.660	12.360
July	13.960	11.360
August	11.900	9.300
September	9.590	7.800

Month	Highest HK\$	Lowest HK\$
2025		
J.	7.310	8.500
F.	8.300	6.000
M.	7.200	6.170
A. (up to the Latest Practicable Date)	6.400	5.000

7. GENERAL INFORMATION

The Company has repurchased H Shares in the open market since the Listing of the Company's H Shares on the Main Board of the Stock Exchange of Hong Kong (the "SEHK") on 11 July 2024. The Company has repurchased a total of 1,000,000 H Shares at a total cost of approximately HK\$6.4 million (including brokerage and other expenses) up to the Latest Practicable Date. The Company has repurchased H Shares in the open market since the Listing of the Company's H Shares on the SEHK on 11 July 2024. The Company has repurchased a total of 1,000,000 H Shares at a total cost of approximately HK\$6.4 million (including brokerage and other expenses) up to the Latest Practicable Date.

The Company has repurchased H Shares in the open market since the Listing of the Company's H Shares on the SEHK on 11 July 2024. The Company has repurchased a total of 1,000,000 H Shares at a total cost of approximately HK\$6.4 million (including brokerage and other expenses) up to the Latest Practicable Date.

The Company has repurchased H Shares in the open market since the Listing of the Company's H Shares on the SEHK on 11 July 2024. The Company has repurchased a total of 1,000,000 H Shares at a total cost of approximately HK\$6.4 million (including brokerage and other expenses) up to the Latest Practicable Date.

8. EFFECT OF THE TAKEOVERS CODE

The Company has repurchased H Shares in the open market since the Listing of the Company's H Shares on the SEHK on 11 July 2024. The Company has repurchased a total of 1,000,000 H Shares at a total cost of approximately HK\$6.4 million (including brokerage and other expenses) up to the Latest Practicable Date.

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NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

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NOTICE OF ANNUAL GENERAL MEETING

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NOTICE OF ANNUAL GENERAL MEETING

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F K M K2, 2025
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