Supplemental Listing Document

If you are in any doubt about this document, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, accountant or other professional adviser. The Singapore Exchange Securities Trading Limited (the "**SGX-ST**") assumes no responsibility for the correctness of any of the statements made or opinions or reports expressed in this document. Admission to the Official List of the SGX-ST is not to be taken as an indication of the merits of Macquarie Bank Limited, the Company (defined below) or the Warrants.

Non-collateralised warrants
14,000,000 European Style Cash Settled Put Warrants
relating to the ordinary Class B shares of Meituan Dianping
issued by

Macquarie Bank Limited

(ABN 46 008 583 542)

(Incorporated under the laws of Australia)

Issue Price: SGD 0.201 per Warrant

This document is published for the purpose of obtaining a listing of all the above warrants (the "**Warrants**") to be issued by Macquarie Bank Limited (the "**Issuer**") and is supplemental to and should be read in conjunction with a base listing document published on 15 July 2020 (the "**Base Listing Document**") for the purpose of giving information with regard to the Issuer and the Warrants. Information relating to Meituan Dianping (the "**Company**") is contained in this document.

This document does not constitute or form part of any offer, or invitation, to subscribe for or to sell, or solicitation of any offer to subscribe for or to purchase, Warrants or other securities of the Issuer, nor is it calculated to invite, nor does it permit the making of, offers by the public to subscribe for or purchase for cash or other consideration Warrants or other securities of the Issuer. Restrictions have been imposed on offers and sales of the Warrants and on distributions of documents relating thereto in Singapore, the United States, the United Kingdom, Hong Kong and Australia (see Base Listing Document).

Investors are warned that the price of the Warrants may fall in value as rapidly as it may rise and holders may sustain a total loss of their investment. Prospective purchasers should therefore ensure that they understand the nature of the Warrants and carefully study the risk factors set out in this document before they invest in the Warrants.

The Warrants constitute direct, general and unsecured contractual obligations of the Issuer and of no other person, including those in respect of deposits, but excluding any debts for the time being preferred by law and any subordinated obligations and if you purchase the Warrants you are relying upon the creditworthiness of the Issuer and have no rights under the Warrants against the Company.

The Issuer is regulated as an authorised deposit taking institution by the Australian Prudential Regulation Authority ("APRA"). The Issuer, acting through its Singapore branch is authorised and licensed by the Monetary Authority of Singapore to carry on wholesale banking business in Singapore pursuant to the Banking Act, Chapter 19 of Singapore and therefore is subject to the supervision of the Monetary Authority of Singapore.

02 October 2020

Application has been made to the SGX-ST for permission to deal in and for quotation of the Warrants and the SGX-ST has agreed in principle to grant permission to deal in and for quotation of the Warrants. It is expected that dealings in the Warrants will commence on 05 October 2020.

Warrants are complex instruments and are not suitable for inexperienced investors. Investors should also have sufficient financial resources and liquidity to bear all of the risks of an investment in the Warrants. Prospective purchasers should not invest in Warrants which are complex financial instruments unless they have the expertise (either alone or with a financial adviser) to evaluate how the Warrants will perform under changing conditions, the resulting effects on the value of the Warrants and the impact this investment will have on the potential investor's overall investment portfolio.

Subject as set out below, the Issuer accepts full responsibility for the accuracy of the information contained in this document and the Base Listing Document in relation to itself and the Warrants. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case), the information contained in this document and the Base Listing Document for which it accepts responsibility (subject as set out below in respect of the information contained herein with regard to the Company) is in accordance with the facts and is not limited by anything likely to affect the import of such information. The information contained herein with regard to the Company consists of extracts from information released publicly. The Issuer accepts responsibility for accurately reproducing such extracts but accept no further or other responsibility in respect of such information.

Neither the delivery of this document nor any sale made hereunder shall create any implication that there has been no change in the affairs of the Issuer, and its subsidiaries and affiliates since the date hereof. No person has been authorised to give any information or to make any representations other than those contained in this document in connection with the offering of the Warrants, and, if given or made, such information or representations must not be relied upon as having been authorised by the Issuer.

This document does not constitute an offer or invitation by or on behalf of the Issuer to purchase or subscribe for any of the Warrants. The distribution of this document and the offering of the Warrants may, in certain jurisdictions, be restricted by law. The Issuer requires persons into whose possession this document comes to inform themselves of and observe all such restrictions.

The Warrants have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"). Warrants, or interests therein, may not at any time be offered, sold, resold or delivered within the United States or to, or for the account or benefit of, U.S. persons and any offer, sale, resale or delivery made within the United States or to, or for the account or benefit of, a U.S. person will not be recognised. A further description of certain restrictions on offering and sale of the Warrants and distribution of this document is given in the section headed "Sales Restrictions" in the Base Listing Document.

The SGX-ST has made no assessment of, nor taken any responsibility for, the financial soundness of the Issuer or the merits of investing in the Warrants, nor have they verified the accuracy or the truthfulness of statements made or opinions expressed in this document.

The Issuer or its affiliates may repurchase Warrants at any time and any Warrant which is repurchased may be offered from time to time in one or more transactions in the over-the-counter market or otherwise at prevailing market prices or in negotiated transactions, at the discretion of the Issuer. Investors should not therefore make any assumption as to the number of Warrants in issue at any time.

References in this document to the "**Conditions**" shall mean references to the Terms and Conditions of the European Style Cash Settled Put Warrants contained in the Base Listing Document. Terms not defined herein shall have the meanings ascribed thereto in the Conditions.

TERMS AND CONDITIONS OF THE WARRANTS

*The following are the terms and conditions of the Warrants and should be read in conjunction with, and are qualified by reference to, the other information set out in this document and the base listing document dated 15 July 2020 (the "**Base Listing Document**").*

The Conditions are set out in the section headed "Terms and Conditions of the European Style Cash Settled Put Warrants" in the Base Listing Document. For the purposes of the Conditions, the following terms shall have the following meanings:

Warrants:	14,000,000 European Style Cash Settled Put Warrants relating to the ordinary Class B shares ("**Shares**") of the Company
Company:	Meituan Dianping (Reuters Instrument Code: 3690.HK)
Conversion Ratio (number of Shares per Warrant):	0.028571 (i.e. every 35 Warrants initially relate to 1 Share)
Underlying Price[1] and Source:	HKD 237.000 (out of the money) (Reuters/Bloomberg)
Exercise Price:	HKD 200.000
Gearing[1]:	6x
Premium[1]:	32.4%
Volatility[1]:	Implied: 94% Historical: 48%
Launch Date:	30 September 2020
Closing Date:	02 October 2020
Dealing Commencement Date:	05 October 2020
Last Trading Date:	The 5th Business Day immediately preceding the Expiry Date, provided that if such day is not a day on which The Stock Exchange of Hong Kong Limited ("**HKEX**") is open for dealings during its normal trading hours ("HK Business Day"), the Business Day immediately preceding such day which is also a HK Business Day, currently being 26 March 2021
Expiry Date:	05 April 2021
Board Lot:	100 Warrants

[1] These figures are calculated as at, and based on information available to the Issuer on or about, the date of the termsheet in respect of the Warrants. The Issuer is not obliged, and undertakes no responsibility to any person, to update or inform any person of any changes to the figures after the date of the termsheet in respect of the Warrants.

Valuation Date:	Each of the five Exchange Business Days immediately preceding the Expiry Date (subject to Market Disruption Events as set out in the Conditions of the Warrants)
Exercise:	Warrantholders shall not be required to deliver an exercise notice. Exercise of Warrants shall be determined by whether the Cash Settlement Amount (less any Exercise Expenses) is positive. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Warrants shall be deemed to have been automatically exercised at 12:00 noon (Singapore time) on the Expiry Date (or if the Expiry Date is not a Business Day, the immediately preceding Business Day). The Cash Settlement Amount less the Exercise Expenses in respect of the Warrants shall be paid in the manner set out in Condition 4(c) of the Warrants. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero or negative, all Warrants shall be deemed to have expired at 12:00 noon (Singapore time) on the Expiry Date (or if the Expiry Date is not a Business Day, the immediately preceding Business Day) and Warrantholders shall not be entitled to receive any payment from the Issuer in respect of the Warrants.
Cash Settlement Amount:	In respect of each Warrant, shall be an amount (if positive) payable in the Settlement Currency equal to the Exchange Rate multiplied by: (A) (i) the Exercise Price LESS (ii) the arithmetic mean of the closing prices of one Share (as derived from the daily publications of the Relevant Stock Exchange, subject to any adjustments to such closing prices determined by the Issuer to be necessary to reflect any capitalisation, rights issue, distribution or the like) for each Valuation Date MULTIPLIED by (B) the Conversion Ratio In certain circumstances, the Conversion Ratio and the Exercise Price will be adjusted as set out in Condition 6 of the Warrants.
Exchange Rate:	The rate of exchange for the conversion of the Reference Currency to the Settlement Currency as at 5:00 p.m. (Singapore time) on the Expiry Date as shown on Bloomberg provided that if the Bloomberg service ceases to display such information, such page as displays such information on such other services as may be selected by the Issuer.
Reference Currency:	Hong Kong dollars
Settlement Currency:	Singapore dollars The Shares are traded in Hong Kong dollars on HKEX. However, the Warrants will be issued and traded in Singapore dollars on the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

Exercise Expenses:	Warrantholders will be required to pay all charges (including any taxes if applicable) which are incurred in respect of the exercise of the Warrants.
Relevant Stock Exchange:	HKEX
Clearing System:	The Central Depository (Pte) Limited ("**CDP**")
Fees and Charges:	Normal transaction and brokerage fees shall apply to the trading of the Warrants on the SGX-ST.

In addition, the Conditions have been modified as follows:

Reference to "Business Day" in Condition 2 shall be replaced by "Exchange Business Day".

"**Exchange Business Day**" shall be a day on which the HKEX is open for dealings in Hong Kong during its normal trading hours.

The Conditions set out in the section headed "Terms and Conditions of the European Style Cash Settled Put Warrants" in the Base Listing Document are set out below. This section is qualified in its entirety by reference to the detailed information appearing elsewhere in this document which shall, to the extent so specified or to the extent inconsistent with the relevant Conditions set out below, replace or modify the relevant Conditions for the purpose of the Warrants.

TERMS AND CONDITIONS OF THE EUROPEAN STYLE CASH SETTLED PUT WARRANTS

1. Form, Status, Transfer and Title

(a) *Form*. The Warrants (which expression shall, unless the context otherwise requires, include any further warrants issued pursuant to Condition 11) are issued subject to and with the benefit of:

(i) an instrument by way of deed poll (the "**Instrument**") dated the Closing Date, made by Macquarie Bank Limited (the "**Issuer**"); and

(ii) a master warrant agent agreement (the "**Warrant Agent Agreement**") dated 26 November 2004 and such other Warrant Agent Agreement as may be in force from time to time, made between the Issuer and the Warrant Agent for the Warrants.

Copies of the Instrument and the Warrant Agent Agreement are available for inspection at the specified office of the Warrant Agent.

The Warrantholders (as defined below) are entitled to the benefit of, are bound by and are deemed to have notice of all the provisions of the Instrument and the Warrant Agent Agreement.

(b) *Status*. The Warrants constitute direct, general and unsecured contractual obligations of the Issuer and rank, and will rank, equally among themselves and *pari passu* with all other present and future unsecured and unsubordinated obligations of the Issuer (save for statutorily preferred exceptions). The Warrants provide for cash settlement on exercise.

(c) *Transfer*. The Warrants are represented by a global warrant certificate ("**Global Warrant**") which will be deposited with The Central Depository (Pte) Limited ("**CDP**"). Warrants in definitive form will not be issued. Transfers of Warrants may be effected only in Board Lots or integral multiples thereof. All transactions in (including transfers of) Warrants, in the open market or otherwise, must be effected through a securities account with CDP. Title will pass upon registration of the transfer in the records maintained by CDP.

(d) *Title*. Each person who is for the time being shown in the records maintained by CDP as entitled to a particular number of Warrants shall be treated by the Issuer and the Warrant Agent as the holder and absolute owner of such number of Warrants, notwithstanding any notice to the contrary. The expression "**Warrantholder**" shall be construed accordingly.

2. Warrant Rights and Exercise Expenses

(a) *Warrant Rights*. Every Warrant entitles each Warrantholder, upon due exercise and on compliance with Condition 4, to payment by the Issuer of the Cash Settlement Amount (as defined below) (if any) in the manner set out in Condition 4.

The "**Cash Settlement Amount**", in respect of each Warrant, shall be an amount (if positive) payable in the Settlement Currency equal to:

(A) (i) the Exercise Price for the time being LESS (ii) the arithmetic mean of the closing prices of one Share (as derived from the daily publications of the relevant stock exchange on which the Shares related to the Warrants are traded ("**Relevant Stock Exchange**") (as specified in the relevant Supplemental Listing Document), subject to any adjustments to such closing prices determined by the Issuer to be necessary to reflect any capitalisation, rights issue, distribution or the like) for each Valuation Date (as defined below) MULTIPLIED by (B) the Conversion Ratio,

and multiplied by the applicable exchange rate if the Reference Currency is different from the Settlement Currency.

If the Issuer determines, in its sole discretion, that on any Valuation Date a Market Disruption Event (as defined below) has occurred, then that Valuation Date shall be postponed until the first succeeding Business Day (as defined below) on which there is no Market Disruption Event, unless there is a Market Disruption Event on each of the two Business Days immediately following the original date that, but for the Market Disruption Event, would have been a Valuation Date. In that case:

(A) that second Business Day shall be deemed to be the Valuation Date notwithstanding the Market Disruption Event; and

(B) the Issuer shall determine the closing price on the basis of its good faith estimate of the bid price that would have prevailed on that second Business Day but for the Market Disruption Event.

If the postponement of a Valuation Date as aforesaid would result in a Valuation Date falling on or after the Expiry Date, then (1) the Business Day immediately preceding the Expiry Date (the "**Last Valuation Date**") shall be deemed to be the Valuation Date notwithstanding the Market Disruption Event and (2) the Issuer shall determine the closing price on the basis of its good faith estimate of the bid price that would have prevailed on the Last Valuation Date but for the Market Disruption Event.

"**Conversion Ratio**" means the ratio (expressed as the number of Shares to which one Warrant relates) specified by the Issuer, subject to adjustments in accordance with these Conditions.

"**Market Disruption Event**" means the occurrence or existence on any Valuation Date of (i) any suspension of trading on the Relevant Stock Exchange of the Shares requested by the Company if that suspension, is in the determination of the Issuer, material, (ii) any suspension of or limitation imposed on trading (including but not limited to unforeseen circumstances such as by reason of movements in price exceeding limits permitted by the Relevant Stock Exchange or any act of God, war, riot, public disorder, explosion, terrorism or otherwise) on the Relevant Stock Exchange in the Shares if that suspension or limitation is, in the determination of the Issuer, material, or (iii) the closing of the Relevant Stock Exchange or a disruption to trading on the Relevant Stock Exchange if that disruption, is in the determination of the Issuer, material as a result of the occurrence of any act of God, war, riot, public disorder, explosion, terrorism or otherwise.

"**Valuation Date**" means, with respect to the exercise of Warrants, and subject as provided above in relation to a Market Disruption Event, each of the five Business Days immediately preceding the Expiry Date relating to such exercise.

(b) *Exercise Expenses*. Warrantholders will be required to pay all charges (including any taxes if applicable) which are incurred in respect of the exercise of the Warrants (the " **Exercise Expenses**"). An amount equivalent to the Exercise Expenses will be deducted by the Issuer from the Cash Settlement Amount in accordance with Condition 4. Notwithstanding the foregoing, the Warrantholders shall account to the Issuer on demand for any Exercise Expenses to the extent that they were not or could not be deducted from the Cash Settlement Amount prior to the date of payment of the Cash Settlement Amount to the Warrantholders in accordance with Condition 4.

3. Expiry Date

Unless automatically exercised in accordance with Condition 4(b), the Warrants shall be deemed to expire at 12:00 noon (Singapore time) on the Expiry Date (or if the Expiry Date is not a Business Day, the immediately preceding Business Day).

4. Exercise of Warrants

(a) *Exercise*. Warrants may only be exercised on the Expiry Date (or if the Expiry Date is not a Business Day, the immediately preceding Business Day) in accordance with Condition 4(b).

(b) *Automatic Exercise*. Warrantholders shall not be required to deliver an exercise notice. Exercise of Warrants shall be determined by whether the Cash Settlement Amount (less any Exercise Expenses) is positive. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Warrants shall be deemed to have been automatically exercised at 12:00 noon (Singapore time) on the Expiry Date (or if the Expiry Date is not a Business Day, the immediately preceding Business Day). The Cash Settlement Amount less the Exercise Expenses in respect of the Warrants shall be paid in the manner set out in Condition 4(c) below. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero or negative, all Warrants shall be deemed to have expired at 12:00 noon (Singapore time) on the Expiry Date (or if the Expiry Date is not a Business Day, the immediately preceding Business Day) and Warrantholders shall not be entitled to receive any payment from the Issuer in respect of the Warrants.

(c) *Settlement*. In respect of Warrants which are automatically exercised in accordance with Condition 4(b), the Issuer will pay to the relevant Warrantholder the Cash Settlement Amount (if any) in the Settlement Currency. The aggregate Cash Settlement Amount (less any Exercise Expenses) shall be despatched as soon as practicable and no later than five Business Days following the Last Valuation Date by way of crossed cheque or other payment in immediately available funds drawn in favour of the Warrantholder only (or, in the case of joint Warrantholders, the first-named Warrantholder) appearing in the records maintained by CDP. Any payment made pursuant to this Condition 4(c) shall be delivered at the risk and expense of the Warrantholder and posted to the Warrantholder's address appearing in the records maintained by CDP (or, in the case of joint Warrantholders, to the address of the first-named Warrantholder appearing in the records maintained by CDP). If the Cash Settlement Amount is equal to or less than the determined Exercise Expenses, no amount is payable.

(d) *CDP not liable.* CDP shall not be liable to any Warrantholder with respect to any action taken or omitted to be taken by the Issuer or the Warrant Agent in connection with the exercise of the Warrants or otherwise pursuant to or in connection with these Conditions.

(e) *Business Day*. In these Conditions, a "**Business Day**" shall be a day on which the SGX-ST is open for dealings in Singapore during its normal trading hours and banks are open for business in Singapore.

5. Warrant Agent

(a) *Warrant Agent*. The Issuer reserves the right, subject to the appointment of a successor, at any time to vary or terminate the appointment of the Warrant Agent and to appoint another Warrant Agent provided that it will at all times maintain a Warrant Agent which, so long as the Warrants are listed on the SGX-ST, shall be in Singapore. Notice of any such termination or appointment and of any change in the specified office of the Warrant Agent will be given to the Warrantholders in accordance with Condition 9.

(b) *Agent of Issuer*. The Warrant Agent will be acting as agent of the Issuer and will not assume any obligation or duty to or any relationship of agency or trust for the Warrantholders. All determinations and calculations by the Warrant Agent under these Conditions shall (save in the case of manifest error) be final and binding on the Issuer and the Warrantholders.

6. Adjustments

(a) *Potential Adjustment Event*. Following the declaration by a Company of the terms of any Potential Adjustment Event (as defined below), the Issuer will determine whether such Potential Adjustment Event has a dilutive or concentrative or other effect on the theoretical value of the Shares and, if so, will (i) make the corresponding adjustment, if any, to any one or more of the Conditions as the Issuer determines appropriate to account for that dilutive or concentrative or other effect, and (ii) determine the effective date of that adjustment. The Issuer may, but need not, determine the appropriate adjustment by reference to the adjustment in respect of such Potential Adjustment Event made by an exchange on which options or futures contracts on the Shares are traded.

(b) *Definitions*. "**Potential Adjustment Event**" means any of the following:

(i) a subdivision, consolidation or reclassification of the Shares (excluding a Merger Event) or a free distribution or dividend of any such Shares to existing holders by way of bonus, capitalisation or similar issue;

(ii) a distribution or dividend to existing holders of the Shares of (1) such Shares, or (2) other share capital or securities granting the right to payment of dividends and/or the proceeds of liquidation of the Company equally or proportionately with such payments to holders of such Shares, or (3) share capital or other securities of another issuer acquired by the Company as a result of a "spin-off" or other similar transaction, or (4) any other type of securities, rights or warrants or other assets, in any case for payment (in cash or otherwise) at less than the prevailing market price as determined by the Issuer;

(iii) an extraordinary dividend;

(iv) a call by the Company in respect of the Shares that are not fully paid;

(v) a repurchase by the Company of the Shares whether out of profits or capital and whether the consideration for such repurchase is cash, securities or otherwise;

(vi) with respect to a Company an event that results in any shareholder rights pursuant to a shareholder rights agreement or other plan or arrangement of the type commonly referred to as a "poison pill" being distributed, or becoming separated from shares of common stock or other shares of the capital stock of such Company (provided that any adjustment effected as a result of such an event shall be readjusted upon any redemption of such rights); or

(vii) any other event that may have, in the opinion of the Issuer, a dilutive or concentrative or other effect on the theoretical value of the Shares.

(c) *Merger Event, Tender Offer, Nationalisation and Insolvency*. If a Merger Event, Tender Offer, Nationalisation or Insolvency occurs in relation to the Shares, the Issuer may take any action described below:

(i) determine the appropriate adjustment, if any, to be made to any one or more of the Conditions to account for the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, and determine the effective date of that adjustment. The Issuer may, but need not, determine the appropriate adjustment by reference to the adjustment in respect of the Merger Event, Tender Offer, Nationalisation or Insolvency made by an options exchange to options on the Shares traded on that options exchange;

(ii) cancel the Warrants by giving notice to the Warrantholders in accordance with Condition 9. If the Warrants are so cancelled, the Issuer will pay an amount to each Warrantholder in respect of each Warrant held by such Warrantholder which amount shall be the fair market value of a Warrant taking into account the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, less the cost to the Issuer and/or any of its affiliates of unwinding any underlying related hedging arrangements, all as determined by the Issuer in its reasonable discretion. Payment will be made in such manner as shall be notified to the Warrantholders in accordance with Condition 9; or

(iii) following any adjustment to the settlement terms of options on the Shares on such exchange(s) or trading system(s) or quotation system(s) as the Issuer in its reasonable discretion shall select (the "**Option Reference Source**") make a corresponding adjustment to any one or more of the Conditions, which adjustment will be effective as of the date determined by the Issuer to be the effective date of the corresponding adjustment made by the Option Reference Source. If options on the Shares are not traded on the Option Reference Source, the Issuer will make such adjustment, if any, to any one or more of the Conditions as the Issuer determines appropriate, with reference to the rules and precedents (if any) set by the Option Reference Source, to account for the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, that in the determination of the Issuer would have given rise to an adjustment by the Option Reference Source if such options were so traded.

Once the Issuer determines that its proposed course of action in connection with a Merger Event, Tender Offer, Nationalisation or Insolvency, it shall give notice to the Warrantholders in accordance with Condition 9 stating the occurrence of the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, giving details thereof and the action proposed to be taken in relation thereto. Warrantholders should be aware that due to the nature of such events, the Issuer will not make an immediate determination of its proposed course of action or adjustment upon the announcement or occurrence of a Merger Event, Tender Offer, Nationalisation or Insolvency.

(d) *Definitions*. "**Insolvency**" means that by reason of the voluntary or involuntary liquidation, bankruptcy, insolvency, dissolution or winding-up of or any analogous proceeding affecting a Company (i) all the Shares of that Company are required to be transferred to a trustee, liquidator or other similar official or (ii) holders of the Shares of that Company become legally prohibited from transferring them. "**Merger Date**" means the closing date of a Merger Event or, where a closing date cannot be determined under the local law applicable to such Merger Event, such other date as determined by the Issuer. "**Merger Event**" means, in respect of the Shares, any (i) reclassification or change of such Shares that results in a transfer of or an irrevocable commitment to transfer all of such Shares outstanding to another entity or person, (ii) consolidation, amalgamation, merger or binding share exchange of a Company with or into another entity or person (other than a consolidation, amalgamation, merger or binding share exchange in which such Company is the continuing entity and which does not result in reclassification or change of all of such Shares outstanding), (iii) takeover offer, exchange offer, solicitation, proposal or other event by any entity or person to purchase or otherwise obtain 100 per cent. of the outstanding Shares of the Company that results in a transfer of or an irrevocable commitment to transfer all such Shares (other than such Shares owned or controlled by such other entity or person), or (iv) consolidation, amalgamation, merger or binding share exchange of the Company or its subsidiaries with or into another entity in which the Company is the continuing entity and which does not result in a reclassification or change of all such Shares outstanding but results in the outstanding Shares (other than Shares owned or controlled by such other entity) immediately prior to such event collectively representing less than 50 per cent. of the outstanding Shares immediately following such event, in each case if the Merger Date is on or before the Valuation Date or, if there is more than one Valuation Date, the Last Valuation Date. "**Nationalisation**" means that all the Shares or all or substantially all of the assets of a Company are nationalised, expropriated or are otherwise required to be transferred to any governmental agency, authority, entity or instrumentality thereof. "**Tender Offer**" means a takeover offer, tender offer, exchange offer, solicitation, proposal or other event by any entity or person that results in such entity or person purchasing, or otherwise obtaining or having the right to obtain, by conversion or other means, greater than 10 per cent. and less than 100 per cent. of the outstanding voting shares of the Company, as determined by the Issuer, based upon the making of filings with governmental or self-regulatory agencies or such other information as the Issuer deems relevant.

(e) *Other Adjustments*. Except as provided in this Condition 6 and Condition 12, adjustments will not be made in any other circumstances, subject to the right reserved by the Issuer (such right to be exercised in the Issuer's sole and unfettered discretion and without any obligation whatsoever) to make such adjustments as it believes appropriate in circumstances where an event or events occur which it believes in its sole discretion (and notwithstanding any prior adjustment made pursuant to the above) should, in the context of the issue of the Warrants and the obligations of the Issuer, give rise to such adjustment provided that such adjustment is considered by the Issuer not to be materially prejudicial to the Warrantholders generally (without considering the circumstances of any individual Warrantholder or the tax or other consequences of such adjustment in any particular jurisdiction).

(f) *Notice of Adjustments*. All determinations made by the Issuer pursuant hereto will be conclusive and binding on the Warrantholders. The Issuer will give, or procure that there is given, notice as soon as practicable of any adjustment and of the date from which such adjustment is effective by publication in accordance with Condition 9. For the avoidance of doubt, no notice will be given if the Issuer determines that adjustments will not be made.

7. Purchases

The Issuer or its related corporations may at any time purchase Warrants at any price in the open market or by tender or by private treaty. Any Warrants so purchased may be held or resold or surrendered for cancellation.

8. Meetings of Warrantholders; Modification

(a) *Meetings of Warrantholders*. The Warrant Agent Agreement contains provisions for convening meetings of the Warrantholders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution (as defined in the Warrant Agent Agreement) of a modification of the provisions of the Warrants or of the Warrant Agent Agreement.

At least 21 days' notice (exclusive of the day on which the notice is given and of the day on which the meeting is held) specifying the date, time and place of the meeting shall be given to the Warrantholders. Such a meeting may be convened by the Issuer or by Warrantholders holding not less than ten per cent. of the Warrants for the time being remaining unexercised. The quorum at any such meeting for passing an

Extraordinary Resolution will be two or more persons holding or representing not less than 25 per cent. of the Warrants for the time being remaining unexercised, or at any adjourned meeting two or more persons being or representing Warrantholders whatever the number of Warrants so held or represented.

A resolution will be an Extraordinary Resolution when it has been passed at a duly convened meeting by not less than three-quarters of the votes cast by such Warrantholders who, being entitled to do so, vote in person or by proxy.

An Extraordinary Resolution passed at any meeting of the Warrantholders shall be binding on all the Warrantholders, whether or not they are present at the meeting. Resolutions can be passed in writing if passed unanimously.

(b) *Modification*. The Issuer may, without the consent of the Warrantholders, effect (i) any modification of the provisions of the Warrants or the Instrument which is not materially prejudicial to the interests of the Warrantholders or (ii) any modification of the provisions of the Warrants or the Instrument which is of a formal, minor or technical nature, which is made to correct an obvious error or which is necessary in order to comply with mandatory provisions of Singapore law. Any such modification shall be binding on the Warrantholders and shall be notified to them by the Warrant Agent before the date such modification becomes effective or as soon as practicable thereafter in accordance with Condition 9.

9. Notices

(a) *Documents*. All cheques and other documents required or permitted by these Conditions to be sent to a Warrantholder or to which a Warrantholder is entitled or which the Issuer shall have agreed to deliver to a Warrantholder may be delivered by hand or sent by post addressed to the Warrantholder at his address appearing in the records maintained by CDP or, in the case of joint Warrantholders, addressed to the joint holder first named at his address appearing in the records maintained by CDP, and airmail post shall be used if that address is not in Singapore. All documents delivered or sent in accordance with this paragraph shall be delivered or sent at the risk of the relevant Warrantholder.

(b) *Notices*. All notices to Warrantholders will be validly given if published in English on the web-site of the SGX-ST. Such notices shall be deemed to have been given on the date of the first such publication. If publication on the web-site of the SGX-ST is not practicable, notice will be given in such other manner as the Issuer may determine. The Issuer shall, at least one month prior to the expiry of any Warrant, give notice of the date of expiry of such Warrant in the manner prescribed above, provided that if the tenure of the Warrant is less than one month, the Issuer shall publish the expiry notice as soon as practicable after the listing of the Warrant.

10. Liquidation

In the event of a liquidation or dissolution of the Company or the appointment of a liquidator (including a provisional liquidator) or receiver or judicial manager or trustee or administrator or analogous person under Singapore or other applicable law in respect of the whole or substantially the whole of its undertaking, property or assets, all unexercised Warrants will lapse and shall cease to be valid for any purpose, in the case of voluntary liquidation, on the effective date of the relevant resolution and, in the case of an involuntary liquidation or dissolution, on the date of the relevant court order or, in the case of the appointment of a liquidator (including a provisional liquidator) or receiver or judicial manager or trustee or administrator or analogous person under Singapore or other applicable law in respect of the whole or substantially the whole of its undertaking, property or assets, on the date when such appointment is effective but subject (in any such case) to any contrary mandatory requirement of law. In the event of the voluntary liquidation of the Company, the Issuer shall make such adjustments or amendments as it reasonably believes are appropriate in the circumstances.

11. Further Issues

The Issuer shall be at liberty from time to time, without the consent of the Warrantholders, to create and issue further warrants so as to form a single series with the Warrants.

12. De-Listing

(a) *De-Listing*. If at any time, any Shares cease to be listed, traded or publicly quoted on the Relevant Stock Exchange for any reason and are not immediately re-listed, re-traded or re-quoted on an exchange, trading system or quotation system acceptable to the Issuer ("**De-Listing**"), the Issuer shall give effect to these Conditions in such manner and make such adjustments and amendments to the rights attaching to the Warrants (including terminating the Warrants early) as it shall, in its absolute discretion, consider appropriate to ensure, so far as it is reasonably able to do so, that the interests of the Warrantholders generally are not materially prejudiced as a consequence of such De-Listing (without considering the individual circumstances of any Warrantholder or the tax or other consequences that may result in any particular jurisdiction).

(b) *Adjustments*. Without prejudice to the generality of Condition 12(a), where the Shares are, or, upon the De-Listing, become, listed on any other stock exchange, these Conditions may, in the absolute discretion of the Issuer, be amended to the extent necessary to allow for the substitution of that other stock exchange in place of the Relevant Stock Exchange and the Issuer may, without the consent of the Warrantholders, make such adjustments to the entitlements of Warrantholders on exercise (including, if appropriate, by converting foreign currency amounts at prevailing market rates into the Settlement Currency) as may be appropriate in the circumstances.

(c) *Issuer's Determination*. The Issuer shall determine, in its absolute discretion, any adjustment or amendment and its determination shall be conclusive and binding on the Warrantholders save in the case of manifest error. Notice of any adjustments or amendments shall be given to the Warrantholders in accordance with Condition 9 as soon as practicable after they are determined.

13. Early Termination for Illegality and Force Majeure, etc.

(a) *Illegality and Force Majeure, etc*. If the Issuer determines that, for reasons beyond its control, the performance of its obligations under the Warrants has become illegal or impractical in whole or in part for any reason, or the Issuer determines that, for reasons beyond its control, it is no longer legal or practical for it to maintain its hedging arrangements with respect to the Warrants for any reason, the Issuer may at its discretion and without obligation terminate the Warrants early by giving notice to the Warrantholders in accordance with Condition 9.

Should any one or more of the provisions contained in the Conditions be or become invalid, the validity of the remaining provisions shall not in any way be affected thereby.

(b) *Termination*. If the Issuer terminates the Warrants early, then the Issuer will, if and to the extent permitted by applicable law, pay an amount to each Warrantholder in respect of each Warrant held by such holder equal to the fair market value of a Warrant notwithstanding such illegality or impracticality less the cost to the Issuer of unwinding any underlying related hedging arrangements, all as determined by the Issuer in its sole and absolute discretion. Payment will be made in such manner as shall be notified to the Warrantholders in accordance with Condition 9.

14. Governing Law

The Warrants, the Instrument and the Warrant Agent Agreement will be governed by and construed in accordance with Singapore law. The Issuer and each Warrantholder (by its purchase of the Warrants) shall be deemed to have submitted for all purposes in connection with the Warrants, the Instrument and the Warrant Agent Agreement to the non-exclusive jurisdiction of the courts of Singapore.

15. Prescription

Claims against the Issuer for payment of any amount in respect of the Warrants will become void unless made within six years of the Expiry Date and, thereafter, any sums payable in respect of such Warrants shall be forfeited and shall revert to the Issuer.

16. Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore

Unless otherwise provided in the Global Warrant, the Instrument and the Warrant Agent Agreement, a person who is not a party to any contracts made pursuant to the Global Warrant, the Instrument and the Warrant Agent Agreement has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore to enforce any terms of such contracts. Except as expressly provided herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts.

SUMMARY OF THE ISSUE

The following is a summary of the issue and should be read in conjunction with, and is qualified by reference to, the other information set out in this document and the Base Listing Document. Terms used in this Summary are defined in the Conditions.

Issuer:	Macquarie Bank Limited
Company:	Meituan Dianping
The Warrants:	European Style Cash Settled Put Warrants relating to the Shares
Number:	14,000,000 Warrants
Form:	The Warrants will be issued subject to, and with the benefit of, an instrument by way of deed poll dated 02 October 2020 (the "**Instrument** ") and executed by the Issuer and a master warrant agent agreement dated 26 November 2004 (the "**Warrant Agent Agreement**") and made between the Issuer and the Warrant Agent.
Conversion Ratio (number of Shares per Warrant):	0.028571 (i.e. every 35 Warrants initially relate to 1 Share)
Cash Settlement Amount:	In respect of each Warrant, shall be an amount (if positive) payable in the Settlement Currency equal to the Exchange Rate multiplied by: (A) (i) the Exercise Price LESS (ii) the arithmetic mean of the closing prices of one Share (as derived from the daily publications of the Relevant Stock Exchange, subject to any adjustments to such closing prices determined by the Issuer to be necessary to reflect any capitalisation, rights issue, distribution or the like) for each Valuation Date MULTIPLIED by (B) the Conversion Ratio In certain circumstances, the Conversion Ratio and the Exercise Price will be adjusted as set out in Condition 6 of the Warrants.
Exchange Rate:	The rate of exchange for the conversion of HKD to SGD as at 5:00 p.m. (Singapore time) on the Expiry Date as shown on Bloomberg provided that if the Bloomberg service ceases to display such information, such page as displays such information on such other services as may be selected by the Issuer.
Denominations:	Warrants are represented by a global warrant in respect of all the Warrants.
Exercise:	Warrantholders shall not be required to deliver an exercise notice. Exercise of Warrants shall be determined by whether the Cash Settlement Amount (less any Exercise Expenses) is positive. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Warrants shall be deemed to have been automatically exercised at 12:00 noon (Singapore time) on the Expiry Date (or if the Expiry Date is not a

	Business Day, the immediately preceding Business Day). The Cash Settlement Amount less the Exercise Expenses in respect of the Warrants shall be paid in the manner set out in Condition 4(c) of the Warrants. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero or negative, all Warrants shall be deemed to have expired at 12:00 noon (Singapore time) on the Expiry Date (or if the Expiry Date is not a Business Day, the immediately preceding Business Day) and Warrantholders shall not be entitled to receive any payment from the Issuer in respect of the Warrants.
Trading Currency:	Singapore dollars
Transfers of Warrants:	Warrants may only be transferred in Board Lots (or integral multiples thereof). All transfers in Warrants, in the open market or otherwise, must be effected through a securities account with CDP. Title will pass upon registration of the transfer in the records of CDP.
Listing:	Application has been made to the SGX-ST for permission to deal in and for quotation of the Warrants and the SGX-ST has agreed in principle to grant permission to deal in and for quotation of the Warrants. Issue of the Warrants is conditional on such listing being granted. It is expected that dealings in the Warrants on the SGX-ST will commence on or about 05 October 2020.
Governing Law:	The laws of Singapore
Warrant Agent:	Macquarie Capital Securities (Singapore) Pte. Limited
Further Issues:	Further issues which will form a single series with the Warrants will be permitted.

The above summary is qualified in its entirety by reference to the detailed information appearing elsewhere in this document and the Base Listing Document.

RISK FACTORS

The following risk factors are relevant to the Warrants:

(a) investment in Warrants involves substantial risks including market risk, liquidity risk, and the risk that the Issuer will be unable to satisfy its obligations under the Warrants. Investors should ensure that they understand the nature of all these risks before making a decision to invest in the Warrants. You should consider carefully whether Warrants are suitable for you in light of your experience, objectives, financial position and other relevant circumstances. Warrants are not suitable for inexperienced investors;

(b) the Warrants constitute direct, general and unsecured contractual obligations of the Issuer and no other person and will rank pari passu on a parity with the Issuer's other unsecured contractual obligations and with the Issuer's unsecured and unsubordinated debt other than indebtedness preferred by mandatory provisions of law. The Warrants are not secured by any collateral. Section 13A(3) of the Banking Act of 1959 of Australia provides that, in the event of the Issuer becoming unable to meet its obligations or suspends payments, the assets of the Issuer in Australia are to be available to satisfy specified liabilities in priority to all other liabilities of the Issuer (including the obligations of the Issuer under the Warrants). The specified liabilities include first, certain obligations of the Issuer to APRA in respect of amounts payable by APRA to holders of protected accounts, and then as the next priority obligations of the Issuer in respect of APRA's costs of administration, then other liabilities of the Issuer in Australia in relation to protected accounts that account-holders keep with the Issuer, following this any debts that the Authorised Deposit-taking Institution owes to the Reserve Bank of Australia and any liabilities under an industry support contract (certified under section 11CB of the Banking Act) and then, any other liabilities, in order of their priority. If you purchase the Warrants you are relying upon the creditworthiness of the Issuer and have no rights under the Warrants against any other person. In particular, it should be noted that the Issuer issues a large number of financial instruments, including Warrants, on a global basis and, at any given time, the financial instruments outstanding may be substantial. If you purchase the Warrants you are relying upon the creditworthiness of the Issuer and have no rights under the Warrants against the company which has issued the underlying shares. The Issuer is not a fiduciary of Warrantholders (as defined in the Conditions) and has substantially no obligation to a Warrantholder other than to pay amounts in accordance with the terms thereof as set forth herein and in the Base Listing Document. The Issuer does not in any respect underwrite or guarantee the performance of any Warrant. Any profit or loss realised by a Warrantholder in respect of a Warrant upon exercise or otherwise due to changes in the value of such Warrant, or the underlying shares, is solely for the account of such Warrantholder. In addition, the Issuer shall have the absolute discretion to put in place any hedging transaction or arrangement which it deems appropriate in connection with any Warrant or the underlying shares. A reduction in the rating, if any, accorded to outstanding debt securities of the Issuer by any one of its rating agencies could result in a reduction in the trading value of the Warrants;

(c) the price of the Warrants may fall in value as rapidly as it may rise and Warrantholders may sustain a total loss of their investment. The risk of losing all or any part of the purchase price of a Warrant upon the expiry of the Warrants means that, in order to recover and realise a return on investment, investors in Warrants must generally anticipate correctly the direction, timing and magnitude of any change in the value of the shares of the underlying company. Changes in the price of the shares of the underlying company can be unpredictable, sudden and large and such changes may result in the price of such shares moving in a direction which will negatively impact upon the return on an investment. In the case of Warrants relating to shares, certain events relating to such shares or the underlying company may cause adverse movements in the value and price of the underlying shares, as a result of which, the Warrantholders may, in certain circumstances, sustain a total loss of their investment if, for the Warrants, the average closing price of the underlying share on the valuation dates is equal to or higher than the exercise price;

(d) due to their nature, the Warrants can be volatile instruments and may be subject to considerable fluctuations in value. The price of the Warrants may fall in value as rapidly as it may rise due to, including but not limited to, variations in the frequency and magnitude of the changes in the price of the underlying shares, dividends, interest rate, volatility, foreign exchange rates, the time remaining to expiry and the creditworthiness of the Issuer;

(e) before exercising or selling the Warrants, the holders of Warrants should carefully consider, among other things, (i) the trading price of the Warrants; (ii) the value and volatility of the reference security; (iii) the time remaining to expiration; (iv) the probable range of Cash Settlement Amounts; (v) any change(s) in interim interest rates and dividend yields; (vi) any change(s) in currency exchange rates; (vii) the depth of the market or liquidity of the reference security; (viii) any related transaction costs; and (ix) the creditworthiness of the Issuer;

(f) fluctuations in the price of the underlying shares will affect the price of the Warrants but not necessarily in the same magnitude and direction, therefore, prospective investors intending to purchase Warrants to hedge their market risk associated with investing in the underlying shares, should recognise the complexities of utilising the Warrants in this manner;

(g) the settlement amount of Warrants at any time prior to the expiry of the Warrants may be less than the trading price of such Warrants at that time. The difference between the trading price and the settlement amount as the case may be, will reflect, among other things, a “time value” for the Warrants. The “time value” of the Warrants will depend partly upon the length of the period remaining to the expiry date of the Warrants and expectations concerning the value of the shares of the underlying company;

(h) investors should note that an investment in the Warrants involves valuation risks in relation to the underlying asset. The value of the underlying asset may vary over time and may increase or decrease by reference to various factors, which may include corporate actions, macro economic factors and market trends. Certain events relating to the underlying shares require or permit the Issuer to make certain adjustments or amendments to the Conditions (for example, adjusting the Exercise Price and the Conversion Ratio). However, the Issuer is not required to make an adjustment for every event that affects the underlying asset. If an event occurs that does not require the Issuer to adjust the Conversion Ratio or any other part of the Conditions, the market price of the Warrants and the return upon the exercise of the Warrants may be affected;

(i) as indicated in the Conditions, a Warrantholder must tender a specified number of Warrants at any one time in order to exercise. Thus, Warrantholders with fewer than the specified minimum number of Warrants in a particular series will either have to sell their Warrants or purchase additional Warrants, incurring transactions costs in each case, in order to realise their investment;

(j) unless otherwise specified in the Conditions, in the case of any exercise of the Warrants, there may be a time lag between the date on which the Warrants are exercised and the time the applicable settlement amount relating to such an event is determined. Any such delay between the time of exercise and the determination of the settlement amount will be specified in the Conditions. However such delay could be significantly longer, particularly in the case of a delay in the exercise of the Warrants arising from, a determination by the Issuer that a Market Disruption Event has occurred at any relevant time or that adjustments are required in accordance with the Conditions. That applicable settlement amount, may change significantly during any such period, and such movement or movements could decrease or modify the settlement amount of the Warrants;

(k) if, whilst the Warrants remain unexercised, trading in the underlying shares on the relevant stock exchange is suspended, trading in the Warrants may be suspended for a similar period;

(l) in the case of the Warrants, certain events relating to the shares of the underlying company require or, as the case may be, permit the Issuer to make certain adjustments or amendments to the Conditions, and investors have limited anti-dilution protection under the Conditions. The Issuer may at its sole discretion adjust the entitlement upon exercise or valuation of the Warrants for events such as, amongst others, subdivision of the shares of the underlying company and dividend in specie, however the Issuer is not required to make an adjustment for every event that may affect the shares of the underlying company;

(m) the Warrants are only exercisable on their expiry date and may not be exercised by Warrantholders prior to such expiry date. Accordingly, if on such expiry date the Cash Settlement Amount (where applicable) is zero or negative, a Warrantholder will lose the value of his investment;

(n) investors should note that it is not possible to predict the price at which the Warrants will trade in the secondary market or whether such market will be liquid or illiquid. A decrease in the liquidity of the Warrants or the underlying shares, futures, derivatives or other security related to the Warrants may cause, in turn, an increase in the volatility associated with the price of such issue of Warrants. The Issuer may, but is not obligated to, at any time, purchase Warrants at any price in the open market or by tender or private agreement. Any Warrants so purchased may be held or resold or surrendered for cancellation. As the Warrants are only exercisable on the expiry date, an investor will not be able to exercise his warrants to realize value in the event that the relevant issue becomes illiquid;

(o) in the event of any delisting of the Warrants from the SGX-ST (other than at expiry), the Issuer will use all reasonable efforts to list the Warrants on another exchange. If the Warrants are not listed or traded on any exchange, pricing information for the Warrants may be difficult to obtain and the liquidity of the Warrants may be adversely affected;

(p) two or more risk factors may simultaneously have an effect on the value of a Warrant such that the effect of any individual risk factor may not be predicted. No assurance can be given as to the effect any combination of risk factors may have on the value of a Warrant;

(q) in the ordinary course of their business, including without limitation in connection with the Issuer or its appointed designated market maker's market making activities, the Issuer and any of its respective subsidiaries and affiliates may effect transactions for their own account or for the account of their customers and hold long or short positions in the underlying shares or related derivatives. In addition, in connection with the offering of any Warrants, the Issuer and any of its respective subsidiaries and affiliates may enter into one or more hedging transactions with respect to the underlying shares or related derivatives. In connection with such hedging or market-making activities or with respect to proprietary or other trading activities by the Issuer and any of its respective subsidiaries and its affiliates, the Issuer and any of its respective subsidiaries and affiliates may enter into transactions in the underlying shares or related derivatives which may affect the market price, liquidity or value of the Warrants and which may affect the interests of Warrantholders;

(r) if the Issuer determines in good faith that the performance of its obligations under the Conditions has become unlawful or impractical in whole or in part, the Issuer may at its sole and absolute discretion and without obligation, terminate the Warrants prior to the expiry date, in which event the Issuer to the extent permitted by any relevant applicable law, will pay to each Warrantholder an amount as determined by the Issuer, in its sole and absolute discretion, in accordance with the Conditions. If the Issuer terminates the Warrants prior to the expiry date, the Issuer will, if and to the extent permitted by any relevant applicable law, pay each Warrantholder an amount to be determined by the Issuer, in its sole and absolute discretion, to be the fair market value of the Warrants immediately prior to such termination or otherwise determined as specified in the Conditions, notwithstanding the illegality or impracticality;

(s) the Issuer may enter into discount, commission or fee arrangements with brokers and/or any of its affiliates with respect to the primary or secondary market in the Warrants and such arrangement may present certain conflicts of interest for the brokers. The arrangements may or may not result in the benefit to investors in Warrants buying and selling Warrants through nominated brokers. Investors in the Warrants should note that any brokers with whom the Issuer has a commission arrangement does not, and cannot be expected to deal, exclusively in the Warrants, therefore any broker and/or its subsidiaries or affiliates may from time to time engage in transactions involving the shares in the underlying company and/or structured products of other issuers over the same shares in the same underlying company as the Warrants for their proprietary accounts and/or accounts of their clients. The fact that the same broker may deal simultaneously for different clients in competing products in the market place may affect the value of the Warrants and present certain conflicts of interests;

(t) Third party individuals may comment on the Warrants on social media or other platforms from time to time. None of these third party individuals, whether sponsored by the Issuer or not, is an agent of the Issuer and such commentary is not the Issuer's advice or recommendation to invest in the Warrants. The Issuer is not responsible for any statements or comments made by such third party individuals. To the extent a fee is paid by the Issuer, such fee arrangement may present potential conflicts of interest for the individual;

(u) changes in Singapore tax law and/or policy may adversely affect Warrantholders. Warrantholders who are in any doubt as to the effects of any such changes should consult their stockbrokers, bank managers, accountants, solicitors or other professional advisers;

(v) as the Warrants are represented by a global warrant certificate which will be deposited with the CDP:

  (i) investors should note that no definitive certificate will be issued in relation to the Warrants;

  (ii) there will be no register of Warrantholders and each person who is for the time being shown in the records maintained by CDP as entitled to a particular number of Warrants by way of interest (to the extent of such number) in the global warrant certificate in respect of those Warrants represented thereby shall be treated as the holder of such number of Warrants;

  (iii) investors will need to rely on any statements received from their brokers/custodians as evidence of their interest in the Warrants; and

  (iv) notices to such Warrantholders will be published on the web-site of the SGX-ST. Investors will need to check the web-site of the SGX-ST regularly and/or rely on their brokers/custodians to obtain such notices; and

(w) the value of the Warrants depends upon, amongst other things, the ability of Issuer to fulfil its obligations under the terms which, in turn is primarily dependent on the financial prospects of the Issuer; and

(x) Foreign Account Tax Compliance withholding may affect payments on the Warrants

Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986 ("FATCA") impose a new reporting regime and, potentially, a 30% withholding tax with respect to (i) certain payments from sources within the United States, (ii) "foreign passthru payments" made to certain non-U.S. financial institutions that do not comply with this new reporting regime, and (iii) payments to certain investors that do not provide identification information with respect to interests issued by a participating non-U.S. financial institution.

While the Warrants are in dematerialised form and held within the clearing systems, in all but the most remote circumstances, it is not expected that FATCA will affect the amount of any payment received by the clearing systems. However, FATCA may affect payments made to custodians or intermediaries in the subsequent payment chain leading to the ultimate investor if any such custodian or intermediary generally is unable to receive payments free of FATCA withholding. It also may affect payment to any ultimate investor that is a financial institution that is not entitled to receive payments free of withholding under FATCA, or an ultimate investor that fails to provide its broker (or other custodian or intermediary from which it receives payment) with any information, forms, other documentation or consents that may be necessary for the payments to be made free of FATCA withholding. Investors should choose the custodians or intermediaries with care (to ensure each is compliant with FATCA or other laws or agreements related to FATCA) and provide each custodian or intermediary with any information, forms, other documentation or consents that may be necessary for such custodian or intermediary to make a payment free of FATCA withholding. An Issuer's obligations under the Warrants are discharged once it has paid the clearing systems and an Issuer has therefore no responsibility for any amount thereafter transmitted through the clearing systems and custodians or intermediaries.

(y) our business and financial condition has been and may be negatively affected by global credit and other market conditions.

Macquarie Group Limited (ABN 94 122 169 279) ("**MGL**") and its controlled entities ("**Macquarie Group**") businesses operate in or depend on the operation of global markets, including through exposures in securities, loans, derivatives and other activities. In particular, uncertainty and volatility in global credit markets, liquidity constraints, increased funding costs, constrained access to funding, and the decline in equity and capital market activity have adversely affected and may again affect transaction flow in a range of industry sectors.

In conducting our businesses and maintaining and supporting our global operations, we are subject to risks of possible nationalization and/or confiscation of assets, expropriation, price controls, capital controls, redenomination risk, exchange controls, protectionist trade policies, economic sanctions and other restrictive governmental actions, unfavourable political and diplomatic developments and changes in legislation. These risks are particularly elevated in emerging markets.

The commercial soundness of many financial institutions may be closely interrelated as a result of credit, trading, clearing or other relationships among financial institutions. Concerns about, or a default by, one or more institutions or by a sovereign could lead to market-wide liquidity problems, losses or defaults by other institutions, financial instruments losing their value and liquidity, and interruptions to capital markets that may further affect us. This is sometimes referred to as "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms, hedge funds and exchanges that we interact with on a daily basis. If any of our counterpart financial institutions fail, our financial exposures to that institution may lose some or all of their value. Any of these events would have a serious adverse effect on our liquidity, profitability and value;

(z) many of our businesses are highly regulated and we could be adversely affected by temporary and permanent changes in regulations and regulatory policy.

We operate various kinds of businesses across multiple jurisdictions or sectors, which are regulated by more than one regulator. Additionally, some members of the Macquarie Group own or manage assets and businesses that are regulated. Our businesses include an Authorised Deposit-taking Institution ("**ADI**") in Australia (regulated by APRA) and bank branches in the United Kingdom, the Dubai International Finance Centre, Singapore and Hong Kong. The regulations vary from country to country but generally are designed to protect depositors and the banking system as a whole, not holders of the Issuer's securities or creditors. In addition, as a diversified financial institution, many of our businesses are subject to financial services regulation other than prudential banking regulation.

Regulatory agencies and governments frequently review and revise banking and financial services laws, security and competition laws, fiscal laws and other laws, regulations and policies, including fiscal policies. Changes to laws, regulations or policies, including changes in interpretation or implementation of laws, regulations or policies, could substantially affect us or our businesses, the products and services we offer or the value of our assets, or have unintended consequences across our business. These may include changing required levels of liquidity and capital adequacy, increasing tax burdens generally or on financial institutions or transactions, limiting the type of financial services and products that can be offered and/or increasing the ability of other providers to offer competing financial services and products, as well as changes to prudential regulatory requirements. Global economic conditions and increased scrutiny of the culture in the banking sector have led to increased supervision and regulation, as well as changes in regulation in markets in which we operate, particularly for financial institutions, and may lead to further significant changes of this kind. In Australia, the Royal Commission into Misconduct in the Banking, Superannuation and Financial Services Industry (the "**Royal Commission**") was established in December 2017 and concluded on 1 February 2019. The Royal Commission inquired into the causes of and responses to misconduct by financial services entities and conduct following below community standards and expectations and held rounds of public hearings on a wide range of matters, including consumer and SME lending, financial advice, superannuation, insurance, culture, governance, remuneration, and the remits of regulators. The Royal Commission's final report was published on 4 February 2019 and contains 76 recommendations. No findings were made by the Royal Commission in relation to the Macquarie Group or the Issuer. The Royal Commission's recommendations are likely to result in a range of significant legislative, regulatory and industry practice changes. Such changes may adversely impact the Issuer's business, operations, compliance costs, financial performance and prospects. The Federal Government anticipates that it will introduce all necessary legislation to implement the recommendations of the Royal Commission by mid calendar year 2021. We are closely monitoring the governmental, regulatory and industry responses to these recommendations and will participate in public and industry consultations as appropriate.

In some countries in which we do business or may in the future do business, in particular in emerging markets, the laws and regulations applicable to the financial services industry are uncertain and evolving, and it may be difficult for us to determine the requirements of local laws in every market. Our inability to remain in compliance with local laws in a particular market could have a significant and negative effect not only on our businesses in that market but also on our reputation generally. In addition, regulation is becoming increasingly extensive and complex and some areas of regulatory change involve multiple jurisdictions seeking to adopt a coordinated approach or certain jurisdictions seeking to expand the territorial reach of their regulation.

APRA may introduce new prudential regulations or modify existing regulations, including those that apply to the Issuer as an ADI. Any such event could result in changes to the organisational structure of Macquarie Group and adversely affect MBL and/or its controlled entities (the "**MBL Group**").

We are also subject in our operations worldwide to rules and regulations relating to corrupt and illegal payments and money laundering, as well as laws, sanctions and economic trade restrictions relating to doing business with certain individuals, groups and countries. The geographical diversity of our business increases the risk that we may be found in violation of such rules or regulations. Emerging technologies, such as cryptocurrencies, could limit our ability to track the movement of funds. Our ability to comply with these laws is dependent on our ability to improve detection and reporting capabilities and reduce variation in control processes and oversight accountability;

(aa) we may be adversely affected by increased governmental and regulatory scrutiny or negative publicity

The financial crisis and the subsequent political and public sentiment regarding financial institutions has resulted in a significant amount of adverse press coverage, as well as adverse statements or charges by regulators or other government officials, and in some cases, to increased regulatory scrutiny, investigations and litigation. Investigations, inquiries, penalties and fines sought by regulatory authorities have increased substantially over the last several years, and regulators have become aggressive in commencing enforcement actions or with advancing or supporting legislation targeted at the financial services industry. If we are subject to adverse regulatory findings, the financial penalties could have a material adverse effect on our results of operations. Adverse publicity, governmental scrutiny and legal and enforcement proceedings can also have a negative impact on our reputation with clients and on the morale and performance of our employees;

(ab) changes and increased volatility in currency exchange rates may adversely impact our financial results and our financial and regulatory capital positions.

While our consolidated financial statements are presented in Australian dollars, a significant portion of our operating income is derived, and operating expenses are incurred, from our offshore business activities, which are conducted in a broad range of currencies. Changes in the rate at which the Australian dollar is translated from other currencies can impact our financial statements and the economics of our business. Insofar as we are unable to hedge or have not completely hedged our exposure to currencies other than Australian dollar, our reported profit or foreign currency translation reserve would be affected.

In addition, because the MBL Group's regulatory capital position is assessed in Australian dollars, our capital ratios may be adversely impacted by a depreciating Australian dollar, which increases the capital requirement for assets denominated in currencies other than Australian dollars;

(ac) our business may be adversely affected by our failure to adequately manage the risks associated with strategic opportunities and new businesses, including acquisitions, and the exiting or restructuring of existing businesses

We are continually evaluating strategic opportunities and undertaking acquisitions of businesses, some of which may be material to our operations. Our completed and prospective acquisitions and growth initiatives may cause us to become subject to unknown liabilities of the acquired or new business and additional or different regulations.

Future growth, including through acquisitions, mergers and other corporate transactions, may also place significant demands on our legal, accounting, IT, risk management and operational infrastructure and result in increased expenses. A number of our recent and planned business initiatives and further expansions of existing businesses may also expose us to new and enhanced risks, including reputational concerns arising from dealing with a range of new counterparties and investors, actual or perceived conflicts of interest, regulatory scrutiny of these activities, potential political pressure, increased credit-related and operational risks, including risks arising from IT systems and reputational concerns with the manner in which these businesses are being operated or conducted.

We may be exposed to a number of risks in acquiring new businesses and in outsourcing, exiting or restructuring existing businesses. Where our acquisitions are in foreign jurisdictions, or are in emerging or growth economies in particular, we may be exposed to heightened levels of regulatory scrutiny and political, social or economic disruption and sovereign risk in emerging and growth markets;

(ad) our business depends on our brand and reputation

We believe our reputation in the financial services markets and the recognition of the Macquarie brand by our customers are important contributors to our business. Many companies in Macquarie Group and many of the funds managed by entities owned, in whole or in part, by MBL and MGL use the Macquarie name. We do not control those entities that are not in MBL Group, but their actions may reflect directly on our reputation.

Our business may be adversely affected by negative publicity or poor financial performance in relation to any of the entities using the Macquarie name, including any Macquarie-managed fund or funds that Macquarie has promoted or is associated with. If funds that use the Macquarie name or are otherwise associated with Macquarie-managed assets are perceived to be managed inappropriately, those managing entities could be subject to criticism and negative publicity, harming our reputation and the reputation of other entities that use the Macquarie name;

(ae) competitive pressure, both in the financial services industry as well as in the other industries in which we operate, could adversely impact our business

We face significant competition from local and international competitors, which compete vigorously in the markets and sectors across which we operate. In addition, the use of digital channels by customers to conduct their banking continues to rise and emerging competitors are increasingly utilizing new technologies and seeking to disrupt existing business models, including in relation to digital payment services and open data banking, that challenge, and could potentially disrupt, traditional financial services. We face competition from established providers of financial services as well as from businesses developed by non-financial services companies. We believe that we will continue to experience pricing pressures in the future as some of our competitors seek to obtain or increase market share.

Any consolidation in the global financial services industry may create stronger competitors with broader ranges of product and service offerings, increased access to capital, and greater efficiency and pricing power which may enhance the competitive position of Macquarie's competitors. The effect of competitive market conditions, especially in our main markets, products and services, may lead to an erosion in our market share or margins;

(af) our ability to retain and attract qualified employees is critical to the success of our business and the failure to do so may materially adversely affect our performance

Our employees are our most important resource, and our performance largely depends on the talents and efforts of highly skilled individuals. Our continued ability to compete effectively in our businesses and to expand into new business areas and geographic regions depends on our ability to retain and motivate our existing employees and attract new employees. Competition from within the financial services industry and from businesses outside the financial services industry for qualified employees has historically been intense and we expected it to increase during periods of economic growth.

In order to attract and retain qualified employees, we must compensate such employees at or above market levels. As a regulated entity, we may be subject to limitations on remuneration practices. These limitations may require us to further alter our remuneration practices in ways that could adversely affect our ability to attract and retain qualified and talented employees;

Current and future laws (including laws relating to immigration and outsourcing) may restrict our ability to move responsibilities or personnel from one jurisdiction to another. This may impact our ability to take advantage of business and growth opportunities or potential efficiencies;

(ag) our business is subject to the risk of loss associated with falling prices in the equity and other markets in which we operate.

We are exposed to changes in the value of financial instruments and other financial assets that are carried at fair market value, as well as changes to the level of our advisory and other fees, due to changes in interest rates, exchange rates, equity and commodity prices and credit spreads and other market risks. These changes may result from changes in economic conditions, monetary and fiscal policies, market liquidity, availability and cost of capital, international and regional political events, acts of war or terrorism, corporate, political or other scandals that reduce investor confidence in capital markets, natural disasters or pandemics or a combination of these or other factors.

We trade in foreign exchange, interest rate, commodity, bullion, energy, securities and other markets and are an active price maker in the derivatives market. Certain financial instruments that we hold and contracts to which we are a party are complex and these complex structured products often do not have readily available markets to access in times of liquidity stress. We may incur losses as a result of decreased market prices for products we trade, which decreases the valuation of our trading and investment positions, including our interest rate and credit products, currency, commodity and equity positions. In addition, reductions in equity market prices or increases in interest rates may reduce the value of our clients' portfolios, which in turn may reduce the fees we earn for managing assets in certain parts of our business. Increases in interest rates or attractive prices for other investments could cause our clients to transfer their assets out of our funds or other products.

Interest rate benchmarks around the world (for example, London Interbank Offered Rate or LIBOR) have been subject to regulatory scrutiny and are subject to change. Changes to such benchmarks can result in market disruption and volatility impacting the value of securities, financial returns and potentially impact our ability to effectively hedge market risk.

Interest rate risk arises from a variety of sources including mismatches between the repricing periods of assets and liabilities. As a result of these mismatches, movements in interest rates can affect earnings or the value of the Macquarie Group;

(ah) failure of third parties to honor their commitments in connection with our trading, lending and other activities may adversely impact our business

We are exposed to the potential for credit-related losses as a result of an individual, counterparty or issuer being unable or unwilling to honor its contractual obligations. We are also exposed to potential concentration risk arising from large individual exposures or groups of exposures. Like any financial services organization, we assume counterparty risk in connection with our lending, trading, derivatives and other businesses where we rely on the ability of third parties to satisfy their financial obligations to us on a timely basis. Our recovery of the value of the resulting credit exposure may be adversely affected by a number of factors, including declines in the financial condition of the counterparty, the value of property we may hold as collateral and the market value of the counterparty instruments and obligations we hold. Credit losses can and have resulted in financial services organizations realizing significant losses and in some cases failing altogether. To the extent our credit exposure increases, it could have an adverse effect on our business and profitability if material unexpected credit losses occur;

(ai) failure to maintain our credit ratings and those of our subsidiaries could adversely affect our cost of funds, liquidity, competitive position and access to capital markets

The credit ratings assigned to us and certain of our subsidiaries by rating agencies are based on an evaluation of a number of factors, including our ability to maintain a stable and diverse earnings stream, strong capital ratios, strong credit quality and risk management controls, funding stability and security, disciplined liquidity management and our key operating environments, including the availability of systemic support in Australia. In addition, a credit rating downgrade could be driven by the occurrence of one or more of the other risks identified in this section or by other events that are not related to the MBL Group.

If we fail to maintain our current credit ratings, this could (i) adversely affect our cost of funds and related margins, liquidity, competitive position, the willingness of counterparties to transact with us and our ability to access capital markets or (ii) trigger our obligations under certain bilateral provisions in some of our trading and collateralized financing contracts. Under these provisions, counterparties could be permitted to terminate contracts with us or require us to post additional collateral, which could cause us to sustain losses and impair our liquidity by requiring us to find other sources of financing or to make significant cash payments or securities movements;

(aj) MBL Group relies on services provided by Macquarie Group

Macquarie Group provides shared services to MBL Group. These shared services include, but are not limited to, risk management, financial and treasury services, information technology, human resources, other group-wide services and business shared services. Other than shared service arrangements and compliance with legal obligations, entities of Macquarie Group that are not part of the MBL Group are not obligated to support the businesses of MBL Group. Any failure by Macquarie Group to continue to provide shared services or an increase in the cost of such services will have an adverse impact on our results or operations;

(ak) our business operations expose us to potential tax liabilities that could have an adverse impact on our results of operations and our reputation

We are exposed to risks arising from the manner in which the Australian and international tax regimes may be applied and enforced, both in terms of our own tax compliance and the tax aspects of transactions on which we work with clients and other third parties. Our international, multi-jurisdictional platform increases our tax risks. While we believe that we have in place controls and procedures that are designed to ensure that transactions involving third parties comply with applicable tax laws and regulations, any actual or alleged failure to comply with or any change in the interpretation, application or enforcement of applicable tax laws and regulations could adversely affect our reputation and affected business areas, significantly increase our own tax liability and expose us to legal, regulatory and other actions;

(al) we may incur financial loss, adverse regulatory consequences or reputational damage due to inadequate or failed internal or external operational systems and risk management processes.

Our businesses depend on our ability to process and monitor, on a daily basis, a very large number of transactions, many of which are highly complex, across numerous and diverse markets in many currencies. While we employ a range of risk monitoring and risk mitigation techniques, those techniques and the judgments that accompany their application cannot anticipate every economic and financial outcome or the specifics and timing of such outcomes. As such, we may, in the course of our activities, incur losses. There can be no assurance that the risk management processes and strategies that we have developed will adequately anticipate or be effective in addressing market stress or unforeseen circumstances. Our financial, accounting, data processing or other operating systems and facilities may fail to operate properly or become disabled as a result of events that are wholly or partially beyond our control.

We are exposed to the risk of loss resulting from human error, the failure of internal or external processes and systems, such as from the disruption or failure of our IT systems, or from external suppliers and service providers, including cloud-based outsourced technology platforms, or external events.

In addition, there have been a number of highly publicized cases around the world involving actual or alleged fraud or other misconduct by employees in the financial services industry in recent years, and we run the risk that employee, contractor and external service provider misconduct could occur. It is not always possible to deter or prevent employee misconduct and the precautions we take to prevent and detect this activity may not be effective in all cases, which could result in financial losses, regulatory intervention and reputational damage.

We face the risk of operational failure, termination or capacity constraints of any of the counterparties, clearing agents, exchanges, clearing houses or other financial intermediaries we use to facilitate our securities or derivatives transactions, and as our interconnectivity with our clients and counterparties grows, the risk to us of failures in our clients' and counterparties' systems also grows;

(am) a cyber attack, information or security breach, or a technology failure could adversely affect our ability to conduct our business, manage our exposure to risk or expand our businesses, result in the disclosure or misuse of confidential or proprietary information, and increase our costs.

Our businesses depend on the security and efficacy of our information technology systems, as well as those of third parties with whom we interact or on whom we rely. We implement measures designed to protect the security, confidentiality, integrity and availability of our computer systems, software and networks, including maintaining the confidentiality of information that may reside on those systems. However, there can be no assurances that our security measures will provide absolute security.

Information security risks for financial institutions have increased in recent years, in part because of the proliferation of new technologies, the use of internet and telecommunications technology and the increased sophistication and activities of attackers.

Despite efforts to protect the integrity of our systems and implement protective measures, we may not be able to anticipate all security breaches or implement preventive measures against such security breaches.

As a result of increasing consolidation, interdependence and complexity of financial entities and technology systems, a technology failure, cyber attack or other information or security breach that significantly degrades, deletes or compromises the systems or data of one or more financial entities could have a material impact on counterparties or other market participants, including us. Any third-party technology failure, cyber attack or other information or security breach, termination or constraint could adversely affect our businesses.

Cyber attacks or other information or security breaches, whether directed at us or third parties, may result in a material loss or have adverse consequences for MBL Group;

(an) we could suffer losses due to environmental and social factors and climate change.

Our businesses and assets are subject to the risk of unforeseen, hostile or catastrophic events, many of which are outside of our control, including natural disasters, extreme weather events, occurrence of diseases, leaks, spills, explosions, release of toxic substances, fires, accidents on land or at sea, terrorist attacks or other hostile or catastrophic events. Any significant environmental change or external event (including increased frequency and severity of storms, floods and other catastrophic events such as earthquake, pandemic (such as COVID-19), other widespread health emergencies, civil unrest or terrorism events) has the potential to disrupt business activities, impact our operations or reputation, increase credit risk and other credit exposures, damage property and otherwise affect the value of assets held in the affected locations and our ability to recover amounts owing to us. In addition, we may implement measures to provide short term financial assistance to customers who are facing financial difficulties as a consequence of such environmental or social factors and may be unable to pay amounts due to us.

Our businesses could also suffer losses due to climate change. Climate change is systemic in nature and is a significant long-term driver of both financial and non-financial risks. Climate change related impacts include physical risks from changing climatic conditions and transition risks such as changes to laws and regulations, technology development and disruptions and consumer preferences. A failure to respond to the potential and expected impacts of climate change may affect MBL Group's performance and could have wide-ranging impacts for the MBL Group. These include, but are not limited to, impacts on the probability of default and losses arising from defaults, asset valuations and collateral. Failure to effectively manage these risks could adversely affect our business, prospects, reputation, financial performance or financial condition.

The occurrence of any such events may prevent us from performing under our agreements with clients, may disrupt our business activities, impair our operations or financial results, affect the value of assets held in the affected locations, and may result in litigation, regulatory action, negative publicity or other reputational harm. We may also not be able to obtain insurance to cover some of these risks and the insurance that we have may be inadequate to cover our losses.

Any such long-term, adverse environmental consequences could prompt us to exit certain businesses altogether. Such an event or environmental change (as the case may be) could have an adverse impact on economic activity, consumer and investor confidence, or the levels of volatility in financial markets;

(ao) conflicts of interest could limit our current and future business opportunities.

As we expand our businesses and our client base, we increasingly have to address potential or perceived conflicts of interest, including situations where our services to a particular client conflict with, or are perceived to conflict with, our own proprietary investments or other interests or with the interests of another client, as well as situations where one or more of our businesses have access to material non-public information that may not be shared with other businesses within Macquarie Group. While we believe we have adequate procedures and controls in place to address conflicts of interest, including those designed to prevent the improper sharing of information among our businesses, appropriately dealing with conflicts of interest is complex and difficult, and our reputation could be damaged and the willingness of clients or counterparties to enter into transactions may be adversely affected if we fail, or appear to fail, to deal appropriately with conflicts of interest. In addition, potential or perceived conflicts could give rise to claims by and liabilities to clients, litigation or enforcement actions;

(ap) litigation and regulatory actions may adversely impact our results of operations

We may, from time to time, be subject to material litigation and regulatory actions, for example, as a result of inappropriate documentation of contractual relationships, class actions or regulatory violations, which, if they crystallize, may adversely impact upon our results of operations and financial condition in future periods or our reputation. We regularly obtain legal advice and make provisions, as deemed necessary. There is a risk that any losses may be larger than anticipated or provided for or that additional litigation, regulatory actions or other contingent liabilities may arise. Furthermore, even where monetary damages may be relatively small, an adverse finding in a regulatory or litigation matter could harm our reputation or brand, thereby adversely affecting our business;

(aq) we are subject to global economic, market and business risks with respect to the COVID-19 pandemic.

The COVID-19 pandemic has, and will likely continue to, severely impact global, regional and national economies and disrupt international trade and business activity. The COVID-19 pandemic has already caused increased unemployment and the levels of equity and other financial markets to decline sharply and to become more volatile, and such effects may continue or worsen in the future. This may in turn reduce the level of activity in sectors in which our businesses operate, and have a negative impact on oh such businesses' ability to generate revenue or profit.

Governments and central banks around the world have reacted to the economic crisis caused by the pandemic by implementing stimulus and liquidity programs and cutting interest rates, however it is unclear whether these actions or any future actions taken by governments and central banks will be successful in mitigating the economic disruption. If the COVID-19 pandemic is prolonged and/or mitigating actions of governments and central banks are unsuccessful, this could amplify the current negative demand in sectors in which our businesses operate, negatively impact global growth and global financial markets, and may lead to recessions in national, regional or global economies.

The MBL Group has implemented a range of support measures to provide short term financial assistance to customers who are facing difficulties as a result of COVID-19. Various individual and business customers of the Banking Group's Personal and Banking businesses who are experiencing financial difficulties due to COVID-19 are able to immediately defer their loan repayments for up to six months.

Should the impact of COVID-19 on global market conditions be prolonged or worsen, or lead to additional market disruption, we could experience reduced client activity and demand for our products and services, higher credit and valuation losses in its loan and investment portfolios, impairments of financial assets, trading losses and other negative impacts on our operations, financial position and prospects.

Any material or prolonged negative conditions may lead to constraints on our capital and liquidity, a downgrade in credit ratings and an increased cost of capital. Any increase in Macquarie Group's funding costs may limit its ability to replace maturing liabilities, which could adversely affect its ability to fund and grow its business.

Additionally, despite the business continuity and crisis management policies currently in place, travel restrictions and potential prolonged impacts of the COVID-19 pandemic on personnel and operations may disrupt our business and increase operational risk losses. The expected duration and magnitude of the COVID-19 pandemic and its potential impacts on the economy and our personnel and operations are unclear. Should the impact of COVID-19 and the actions taken to control its spread be prolonged or increasingly widespread and severe, this may adversely affect our operations, financial position and prospects.

(ar) Risks relating to the weighted voting rights structure.

The Company is controlled through weighted voting rights. Holders of Class A ordinary shares are entitled to 10 votes per share in respect of matters requiring the votes of shareholders, while holders of Class B ordinary shares are entitled to 1 vote per share, subject to certain exceptions. Certain individuals who own Class A ordinary shares may have the ability to determine the outcome of most matters. If the Company takes actions that the other shareholders do not view as beneficial, the market price of the underlying shares and hence the Warrants could be adversely affected.

(as) Investors should note that they are exposed to an exchange rate risk as the Warrants will be issued and traded in Singapore dollars while the underlying shares are traded in Hong Kong dollars and the Cash Settlement Amount is converted from a foreign currency into Singapore dollars. The value of the Warrants may therefore be affected by, amongst other factors, the relative exchange rates of the Singapore dollar and the Hong Kong dollars. Exchange rates between currencies are determined by forces of supply and demand in the foreign exchange markets. These forces are, in turn, affected by factors such as international balances of payments and other economic and financial conditions, government intervention in currency markets and currency trading speculation. Fluctuations in foreign exchange rates, foreign political and economic developments, and the imposition of exchange controls or other foreign governmental laws or restrictions applicable to such investments may affect the foreign currency market price and the exchange rate-adjusted equivalent price of the Warrants. Fluctuations in the exchange rate of any one currency may be offset by fluctuations in the exchange rate of other relevant currencies

(at) The price of the Share is published during the trading hours of the Relevant Stock Exchange. The trading days and hours of the Relevant Stock Exchange are different from that of the SGX-ST. In assessing the price of the Warrants, you should be aware of the differences in the time zone and the actual trading days and hours of the relevant exchanges in Singapore and Hong Kong. For example, the price of the Share may be volatile during which the Stock SGX-ST is not open for trading of the Warrants. There may also be certain period of time during the trading hours of the SGX-ST when the prices of the Shares are not available. The market maker will not be able to provide liquidity for the Warrants during such times.

INFORMATION RELATING TO THE COMPANY

All information contained in this document regarding the Company, including, without limitation, its financial information, is derived from publicly available information. The Issuer has not independently verified any of such information.

Meituan Dianping (the "**Company**") operates as a web based shopping platform for locally found customer products and retail services. The Company offers deals of the day by selling vouchers on local services and entertainment, dining, delivery, and other services. The Company provides its services throughout China.

The information set out in Appendix I of this document relates to the unaudited financial results of the Company and its subsidiaries for the six months ended 30 June 2020 and has been extracted and reproduced from an announcement by the Company dated 21 August 2020. Further information relating to the Company may be located on the Company's web-site at http://about.meituan.com.

INFORMATION RELATING TO THE DESIGNATED MARKET MAKER

Macquarie Capital Securities (Singapore) Pte. Limited ("**MCSSP**") has been appointed the designated market maker ("**DMM**") for the Warrants. The DMM will provide competitive buy and sell quotes for the Warrants continuously during the trading hours of the SGX-ST on the following basis:

(a)	Maximum bid and offer spread	:	10 times the minimum permitted price movement in the Warrants in accordance with the rules of the SGX-ST or SGD 0.20, whichever is the greater
(b)	Minimum quantity subject to bid and offer spread	:	10,000 Warrants
(c)	Last Trading Day for Market Making	:	The date falling five Business Days immediately preceding the Expiry Date, provided that if such day is not a day on which HKEX is open for dealings during its normal trading hours ("HK Business Day"), the Business Day immediately preceding such day which is also a HK Business Day

Quotations will/may however not be provided by the DMM in the following circumstances:

(i) during the pre-market opening and five minutes following the opening of the SGX-ST on any trading day;

(ii) if the Warrant is valueless (where the Issuer's bid price is below the minimum bid size for such securities as prescribed by the SGX-ST);

(iii) when trading in the Shares is suspended or limited in a material way (including price quote limits activated by the relevant exchange or otherwise); for the avoidance of doubt, the DMM is not obliged to provide quotations for the Warrants at any time when the shares or securities relating to or constituting the Index are not traded for any reason;

(iv) when the Issuer or DMM faces technical problems affecting the ability of the DMM to provide the bid and offer prices;

(v) when the ability of the Issuer to source a hedge or unwind an existing hedge, as determined by the Issuer in good faith, is materially affected by the prevailing market conditions. The Issuer will inform the SGX-ST of its inability to do so as soon as practicable;

(vi) in cases where the Issuer has no Warrants to sell, the DMM will only provide the bid price;

(vii) when the stock market experiences exceptional price movements and volatility; and

(viii) when it is a public holiday in Singapore or Hong Kong and the SGX-ST or HKEX is not open for dealings.

History and Business

MCSSP holds a Capital Markets Services License issued by the Monetary Authority of Singapore and is a trading member of SGX-ST as well as a Clearing Member of the CDP. Under the Capital Markets Services

License, MCSSP is permitted to deal in securities and provide custodial services as well as act as an exempt financial adviser. Its principal activities are those relating to the provision of stock and share broking services, prescribed under the rules and regulations of the SGX-ST, and related securities research services. MCSSP is a wholly owned subsidiary of Macquarie Group Holdings (Singapore) Pte. Limited and its ultimate holding company is Macquarie Group Limited.

SALE

General

No action has been or will be taken by the Issuer that would permit a public offering of the Warrants or possession or distribution of any offering material in relation to the Warrants in any jurisdiction where action for that purpose is required. No offers, sales or deliveries of any Warrants, or distribution of any offering material relating to the Warrants may be made in or from any jurisdiction except in circumstances which will result in compliance with any applicable laws or regulations and will not impose any obligation on the Issuer. In the event that the Issuer contemplates a placing, placing fees may be payable in connection with the issue and the Issuer may at its discretion allow discounts to placees.

United Kingdom and European Economic Area

Please note that in relation to EEA states, additional selling restrictions may apply in respect of any specific EEA state, including those set out below for the United Kingdom.

The Warrants are not offered, sold or otherwise made available and will not be offered, sold, or otherwise made available under this document to any retail investor in the European Economic Area. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Warrants or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the Warrants or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the PRIIPS Regulation. For the purposes of this provision:

(a) the expression “**retail investor**” means a person who is one (or more) of the following:

  (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or

  (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the Insurance Distribution Directive), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or

  (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended and superseded, the “**Prospectus Regulation**”); and

(b) the expression “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Warrants to be offered so as to enable an investor to decide to purchase or subscribe the Warrants.

In respect of the United Kingdom, each dealer represents and agrees, and each further dealer appointed in respect of the Warrants will be required to further represent and agree, that:

(a) in respect of Warrants having a maturity of less than one year: (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business; and (ii) it has not offered or sold and will not offer or sell any Warrants other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Warrants would otherwise constitute a contravention of Section 19 of the Financial Services and Markets Act, as amended (the “FSMA”), by us;

(b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of the Warrants in circumstances in which section 21(1) of the FSMA does not apply to the Issuer; and

(c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Warrants in, from or otherwise involving the United Kingdom.

United States of America

The Warrants have not been, and will not be, registered under the Securities Act. Subject to certain exceptions, Warrants, or interests therein, may not at any time be offered, sold, resold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person or to others for offering, sale or resale in the United States or to any such U.S. person. Offers and sales of Warrants, or interests therein, in the United States or to U.S. persons would constitute a violation of United States securities laws unless made in compliance with registration requirements of the Securities Act or pursuant to an exemption therefrom. As used herein, "**United States**" means the United States of America (including the States and the District of Columbia), its territories, its possessions and other areas subject to its jurisdiction; and "**U.S. person**" means any citizen or resident of the United States, including any corporation, partnership or other entity created or organised in or under the laws of the United States or of any political subdivision thereof, any estate or trust the income of which is subject to United States income taxation regardless of its source, and any other "**U.S. person**" as such term is defined in Regulation S under the Securities Act.

Singapore

This document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Warrants may not be circulated or distributed, nor may Warrants be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than pursuant to, and in accordance with the conditions of, any applicable provision of the Securities and Futures Act, Chapter 289 of Singapore.

Hong Kong

Each distributor, purchaser or subscriber of the Warrants has represented and agreed that it has not issued or had in its possession for the purposes of issue, and will not issue, or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Warrants, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Warrants which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance.

Commonwealth of Australia

This document is not a prospectus, product disclosure statement or any other disclosure document for the purposes of the Corporations Act 2001 (Cth) (the "**Act**"). This document has not been, and will not be, lodged with the Australian Securities and Investments Commission, ASX

Limited or any other government agency in Australia. Each Warrantholder will be required to represent and agree that, unless the applicable final terms otherwise provides, it:

(a) has not offered or invited applications, and will not make any offer, or invite applications, for the issue, sale or purchase of any Warrant in Australia (including an offer or invitation which is received by a person in Australia); and

(b) has not distributed or published, and will not distribute or publish, this document, any addendum to the Base Listing Document and this document or any other offering material or advertisement relating to any Warrant in Australia,

Unless:

(a) the offeree or invitee is a “wholesale client”, “sophisticated investor” or “professional investor” (as defined in the Act);

(b) the minimum aggregate consideration payable by each offeree or invitee is at least A$500,000 (or its equivalent in other currencies but disregarding moneys lent by the offeror or its associates); or

(c) the offer or invitation otherwise does not require disclosure to investors in accordance with Part 6D.2 or Chapter 7 of the Act.

Section 708(19) of the Act provides that an offer of debentures for issue or sale does not need disclosure to investors under Part 6D.2 of the Act if the issuer is an Australian ADI. As at the date of this document, the Issuer is an ADI.

SUPPLEMENTAL GENERAL INFORMATION

The information set out herein is supplemental to, and should be read in conjunction with, the information set out on page 120 of the Base Listing Document.

1. Settlement of trades done on a normal "ready basis" on the SGX-ST generally takes place on the second Business Day following the transaction. Dealing in the Warrants will take place in Board Lots in Singapore dollars. For further details on the transfer of Warrants and their exercise, please refer to the section headed "Summary of the Issue" above.

2. It is not the current intention of the Issuer to apply for a listing of the Warrants on any stock exchange other than the SGX-ST.

3. The Issuer is an indirect subsidiary of Macquarie Group Limited. Macquarie Group Limited, with its controlled entities ("**Macquarie Group**"), is a large diversified Australian-based financial institution with a long and successful history. Like any financial institution, Macquarie Group has been subject to lawsuits.

   There are no, nor have there been, any governmental, legal or arbitration proceedings (including any proceedings which are pending or threatened of which Macquarie Bank or the Macquarie Group is aware) in the 12 month period prior to the date of this document which may have or have had a significant effect on the financial position or profitability of Macquarie Bank.

4. To the best of the Issuer's knowledge, there has been no adverse change, material in the context of the issue of the Warrants, in the financial position of the Issuer since 31 March 2020.

5. The following contracts, relating to the issue of the Warrants, have been or will be entered into by the Issuer and may be material to the issue of the Warrants:

   (a) the Instrument; and

   (b) the Warrant Agent Agreement.

   None of the directors of the Issuer has any direct or indirect interest in any of the above contracts.

6. The Warrants are not fully covered by Shares held by Issuer or a trustee for and on behalf of the Issuer. The Issuer has appropriate risk management capabilities to manage the issue of the Warrants.

7. Copies of the following documents may be inspected during usual business hours on any weekday (Saturdays, Sundays and holidays excepted) at the office of Macquarie Capital Securities (Singapore) Pte. Limited at 9 Straits View, #21-07 Marina One West Tower, Singapore 018937, until the expiry of the Warrants:

   (a) the Constitution of the Issuer;

   (b) the annual reports for the financial years ended 31 March 2019 and 31 March 2020 of the Issuer;

   (c) the Instrument;

   (d) the Warrant Agent Agreement; and

(e) the Base Listing Document.

REPRODUCTION OF THE UNAUDITED FINANCIAL RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2020 OF MEITUAN DIANPING AND ITS SUBSIDIARIES

The information set out below is a reproduction of the unaudited financial results of the Company and its subsidiaries for the six months ended 30 June 2020 and have been extracted and reproduced from an announcement by the Company dated 21 August 2020.

美团点评
Meituan Dianping

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)
(Stock Code: 3690)

ANNOUNCEMENT OF THE RESULTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2020

The Board of Directors (the "**Board**") of Meituan Dianping 美团点评 (the "**Company**") is pleased to announce the unaudited consolidated results of the Company for the three and six months ended June 30, 2020. These interim results have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting."

In this announcement, "we", "us", and "our" refer to the Company.

KEY HIGHLIGHTS

Financial Summary

	Unaudited Three Months Ended				
	June 30, 2020		June 30, 2019		
	Amount	**As a percentage of revenues**	Amount	As a percentage of revenues	Year-over-year change
	(RMB in thousands, except for percentages)				
Revenues	**24,721,837**	**100.0%**	22,703,137	100.0%	8.9%
Operating profit	**2,174,645**	**8.8%**	1,112,578	4.9%	95.5%
Profit for the period	**2,210,181**	**8.9%**	875,828	3.9%	152.4%
Non-IFRS Measures:					
Adjusted EBITDA	**2,610,255**	**10.6%**	2,330,809	10.3%	12.0%
Adjusted net profit	**2,718,478**	**11.0%**	1,493,546	6.6%	82.0%

	Unaudited Six Months Ended				
	June 30, 2020		June 30, 2019		
	Amount	**As a percentage of revenues**	Amount	As a percentage of revenues	Year-over-year change
	(RMB in thousands, except for percentages)				
Revenues	**41,475,724**	**100.0%**	41,876,649	100.0%	(1.0%)
Operating profit/(loss)	**459,115**	**1.1%**	(191,064)	(0.5%)	NA
Profit/(loss) for the period	**630,903**	**1.5%**	(557,502)	(1.3%)	NA
Non-IFRS Measures:					
Adjusted EBITDA	**2,651,566**	**6.4%**	2,789,683	6.7%	(5.0%)
Adjusted net profit	**2,502,130**	**6.0%**	444,417	1.1%	463.0%

Financial Information by Segment

	Unaudited Three Months Ended		
	June 30, 2020	June 30, 2019	Year-over-year change
	(RMB in thousands, except for percentages)		
Revenues:			
Food delivery	**14,544,095**	12,844,720	13.2%
In-store, hotel & travel	**4,543,982**	5,245,308	(13.4%)
New initiatives and others	**5,633,760**	4,613,109	22.1%
Total revenues	**24,721,837**	22,703,137	8.9%
Operating profit/(loss):			
Food delivery	**1,253,421**	756,347	65.7%
In-store, hotel & travel	**1,891,563**	2,147,499	(11.9%)
New initiatives and others	**(1,459,539)**	(1,645,735)	(11.3%)
Unallocated items[1]	**489,200**	(145,533)	NA
Total operating profit	**2,174,645**	1,112,578	95.5%

1 Unallocated items include (i) share-based compensation, (ii) amortization of intangible assets resulting from acquisitions, (iii) fair value changes on other financial investments at fair value through profit or loss, (iv) other gains, net, and (v) impairment provision and restructuring expense for Mobike restructuring plan.

	Unaudited Six Months Ended		
	June 30, 2020	June 30, 2019	Year-over-year change
	(RMB in thousands, except for percentages)		
Revenues:			
Food delivery	**24,034,518**	23,550,523	2.1%
In-store, hotel & travel	**7,638,960**	9,737,410	(21.6%)
New initiatives and others	**9,802,246**	8,588,716	14.1%
Total revenues	**41,475,724**	41,876,649	(1.0%)
Operating profit/(loss):			
Food delivery	**1,182,540**	602,144	96.4%
In-store, hotel & travel	**2,571,742**	3,740,377	(31.2%)
New initiatives and others	**(2,823,256)**	(4,228,859)	(33.2%)
Unallocated items	**(471,911)**	(304,726)	54.9%
Total operating profit/(loss)	**459,115**	(191,064)	NA

Operating Metrics

	Twelve Months Ended		
	June 30, 2020	June 30, 2019	Year-over-year change
	(in millions, except for percentages)		
Number of Transacting Users	**457.3**	422.6	8.2%
Number of Active Merchants	**6.3**	5.9	6.7%
	(units, except for percentages)		
Average number of transactions per annual Transacting User	**25.7**	25.5	0.5%

	Three Months Ended		
	June 30, 2020	June 30, 2019	Year-over-year change
	(in millions, except for percentages)		
Gross Transaction Volume of food delivery	**108,827.1**	93,082.3	16.9%
Number of food delivery transactions	**2,228.9**	2,085.1	6.9%
Number of domestic hotel room nights	**78.0**	94.0	(17.0%)

BUSINESS REVIEW AND OUTLOOK

Company Financial Highlights

Although the COVID-19 pandemic continued to impact the daily operations of our merchants, including restaurants, hotels and other local services merchants, our businesses demonstrated resilience and recovered at a gradual pace. Total revenues for the second quarter of 2020 increased by 8.9% year-over-year to RMB24.7 billion from RMB22.7 billion for the same period of 2019. Operating profit improved to RMB2.2 billion in the second quarter of 2020, increasing by 95.5% year-over-year, while operating margin increased from 4.9% to 8.8%. Both adjusted EBITDA and adjusted net profit experienced positive year-over-year growth and improved to RMB2.6 billion and RMB2.7 billion, respectively. Our operating cash flow also turned to positive RMB5.6 billion for the second quarter of 2020 from negative RMB5.0 billion for the first quarter of 2020. We had cash and cash equivalents of RMB13.9 billion and short-term investments of RMB44.5 billion as of June 30, 2020, compared to the balances of RMB14.1 billion and RMB42.4 billion, respectively, as of March 31, 2020.

Company Business Highlights

Food delivery

For the second quarter of 2020, GTV of our food delivery business increased by 16.9% year-over-year to RMB108.8 billion. The daily average number of food delivery transactions increased by 6.9% year-over-year to 24.5 million. The average value per order of our food delivery business increased by 9.4% year-over-year. Monetization Rate[2] of our food delivery business decreased to 13.4% for the second quarter of 2020 from 13.8% for the same period of 2019. As a result, revenues of food delivery business increased by 13.2% year-over-year to RMB14.5 billion for the second quarter of 2020. Operating profit from our food delivery business turned to positive RMB1.3 billion for the second quarter of 2020, compared to operating loss of RMB70.9 million for the first quarter of 2020, while operating margin turned to positive 8.6% from negative 0.7%. Moreover, operating profit from the food delivery business increased by 65.7% year-over-year, while operating margin improved by 2.7 percentage points year-over-year.

Despite the pandemic's continuous impact, we further demonstrated the unique competitiveness of our business model and validated the essential needs for food delivery services from both consumers and merchants. Especially, our immediate response to the COVID-19 new cases that occurred in Beijing showcased our increasing experience in managing the recurring outbreaks of COVID-19. To ensure the safety of our delivery riders and consumers, among other measures, we immediately organized nucleic acid testing for all of our delivery riders in Beijing, expanded the use of "intelligent lockers" in the city, and further upgraded our contactless delivery process. For merchants, we rolled out targeted support and commission rebate programs to help them better survive the COVID-19 new cases that occurred in Beijing. We also created a portal for merchants to upload their green COVID-19 testing results so as to provide consumers with extra food safety assurance.

---

2 Monetization Rate equals the revenues for the period divided by the Gross Transaction Volume for the period.

In the second quarter of 2020, we continued to launch various promotional campaigns to stimulate the recovery of our food delivery business. For example, we rolled out the "June 18 Food Delivery Festival" and engaged around 4,000 reputable restaurants and brands to provide consumers with a wide variety of attractive promotions in the period. We were also spot-on in identifying consumers' behavioral changes and used targeted promotions to actively increase the consumption of afternoon tea and late-night snacks. Moreover, we have further stepped up the portion of subsidies allocated to targeted repeat consumers through our effective food delivery membership program. As a result, the order volume of our food delivery business experienced positive year-over-year growth in the second quarter of 2020, with the daily average number of food delivery transactions increasing by 6.9% year-over-year to 24.5 million.

On the merchant side, a further recovery in merchant operation and consumer consumption led to the strong marketing demand from merchants in the second quarter of 2020. Meanwhile, the pandemic has accelerated the restaurants' online migration, increasing the mix of high-quality merchants on our platform during the period. Notably, the number of newly-onboard branded merchants increased by more than 110% in the second quarter as compared to the prior year period. Their increased demand for online traffic has accelerated their adoption of our online marketing services. As a result, online marketing services revenues experienced rapid growth in the second quarter of 2020, increased by 62.2% year-over-year.

On the delivery front, we further improved our delivery efficiency in the second quarter of 2020, attributable to the refinement of our proprietary dispatching system algorithms and the continuous improvement of the operation of our delivery network. In addition, the sufficient delivery capacity and the favorable weather condition across the country enabled us to reduce the amount of seasonal incentives paid to delivery riders on a quarter-over-quarter basis. These factors together have allowed us to better control delivery cost per order on both a quarter-over-quarter and a year-over-year basis. Meantime, the importance of our on-demand delivery network as a critical component of society's broader logistical infrastructure has been substantially elevated post the outbreak of COVID-19. Our delivery network helped to ensure continuity in people's daily lives during the pandemic and served as a stabilizing force for society by creating abundant employment opportunities. We will continue to explore diversified delivery models and invest in the cutting-edge technology for autonomous delivery to further improve our operating efficiency and enlarge our capacity while striving to serve the needs of our merchants and consumers in more service categories.

In-store, hotel & travel

Revenues from our in-store, hotel & travel businesses decreased by 13.4% year-over-year to RMB4.5 billion in the second quarter of 2020. Operating profit of our in-store, hotel & travel businesses decreased by 11.9% year-over-year, but increased by 178.1% quarter-over-quarter to RMB1.9 billion in the second quarter of 2020, while operating margin increased by 0.7 percentage points year-over-year and by 19.6 percentage points quarter-over-quarter to 41.6%.

During the second quarter of 2020, the in-store segment continued to recover at a slower pace than the food delivery business as consumers needed more time to rebuild confidence in certain discretionary in-store consumptions. In order to stimulate local services consumption and restore local economies, we cooperated with local governments to launch the "Safe Consumption Festival" in more than 60 cities and issued e-Vouchers during this quarter. These e-Vouchers were mainly for in-store dining initially, but we have since expanded them to cover hotels, shopping, and other local services. We also launched a series of promotional campaigns in the second quarter of 2020, including Labour Day promotions, Dragon Boat Festival promotions, and June 18 Marketing Festival promotions. These events covered all the aspects of our in-store services and helped to accelerate our collaborations with popular merchant brands to further improve our merchant base and offer consumers a wider variety of choices in turn. As a result, the recovery of transaction volume and merchants' marketing demand of our in-store segment was on the right track. The year-over-year decline in commission revenues and online marketing services revenues were significantly narrowed from the first quarter of 2020. Moreover, we published a new 2020 version of our reputable "Must List Series." This series has evolved into a comprehensive and professional local services guide over the years. During the COVID-19 pandemic, we noticed that consumers became more price-sensitive and conscious of hygiene factors, which further compounded the ability of our trusted Must List Series to attract user traffic and guide consumers to quality merchants. It also created a positive feedback loop for merchants to upgrade their services and better meet the emerging needs of consumers.

Our hotel business continued to be significantly affected by the pandemic, with the number of domestic room nights consumed on our platform in the second quarter of 2020 decreasing by 17% year-over-year. Nevertheless, we kept increasing our partnership with more hotels via our "Safe Stay" program to provide travelers with accommodation options that are more conducive to their desires and the quarantine environment. Meantime, in light of the increasing demand for intra-city and short-distance local travel, we also launched the "Safe Travel" program to help expedite the recovery of the industry. More notably, the pace of development for our high-star hotel partnerships also picked up, and we established a significant increase in relationships with these types of hotels in the second quarter of 2020 by increasing their non-lodging revenues through our "hotel + x" program. As a result, the contribution from high-end hotels further increased year-over-year.

New initiatives and others

Revenues from the new initiatives and others segment increased by 22.1% year-over-year to RMB5.6 billion in the second quarter of 2020. On a sequential basis, operating loss from the new initiatives and others segment expanded by 7.0% to RMB1.5 billion for the second quarter of 2020 from RMB1.4 billion for the first quarter of 2020, while operating margin improved by 6.8 percentage points to negative 25.9% for the second quarter of 2020 from negative 32.7% for the first quarter of 2020. Operating loss from the new initiatives and others segment narrowed by 11.3% on a year-over-year basis, while operating margin improved by 9.8 percentage points year-over-year.

The COVID-19 pandemic was a catalyst for several of our new initiatives, and we saw a noticeable shift in the online shopping behavior on the consumer side and accelerated online penetration of traditional offline service businesses during the pandemic. During the second quarter of 2020, we maintained the rapid expansion of our key businesses, especially grocery retail business. Our marketplace model “Meituan Instashopping” achieved stellar revenue growth during the second quarter of 2020 on a year-over-year basis as we expanded our product variety and SKU categories to significantly grow our merchant base. “Caidaquan,” our relatively nascent fresh produce-focused brand under “Meituan Instashopping,” enabled more than 300 traditional wet markets to sell online and operate digitally. Our self-operated model, “Meituan Grocery,” not only significantly expanded its coverage in key cities, such as Beijing and Shenzhen, but also began operations in new cities, such as Guangzhou, in July 2020. During the second quarter of 2020, we also established a new business division for community group purchase services, rolling out the “Meituan Selected” service brand accordingly in Jinan, Shandong in July 2020, which offers carefully selected fresh produce and daily necessities at attractive prices for local consumers living in different communities. Group leaders are appointed by us in each community to promote our discounted grocery products via WeChat groups. Group members can place orders through our WeChat Mini Program and pick up their products the next day at self-pickup points located in nearby convenience stores.

For bike-sharing services, we replaced around 1.5 million old bikes with new “Meituan Bikes” during the second quarter of 2020. The average turnover rate per bike improved incrementally and the unit economics also improved. Additionally, we launched more than 290,000 electric bikes. During this period, the average turnover rate per electric bike achieved better unit economics as compared to traditional bikes and demonstrated a clear path to independent profitability.

MANAGEMENT DISCUSSION AND ANALYSIS

Second Quarter of 2020 Compared to Second Quarter of 2019

The following table sets forth the comparative figures for the second quarter of 2020 and 2019:

	Unaudited Three Months Ended	
	June 30, 2020	June 30, 2019
	(RMB in thousands)	
Revenues		
Commission	**15,911,364**	15,429,574
Online marketing services	**4,323,011**	3,632,236
Interest revenue	**201,730**	201,883
Other services and sales	**4,285,732**	3,439,444
	24,721,837	22,703,137
Cost of revenues	**(16,146,879)**	(14,762,502)
Gross profit	**8,574,958**	7,940,635
Selling and marketing expenses	**(4,172,332)**	(4,149,110)
Research and development expenses	**(2,376,737)**	(2,032,330)
General and administrative expenses	**(1,158,092)**	(1,038,298)
Net provision for impairment losses on financial assets	**(45,676)**	(138,711)
Fair value changes on other financial investments at fair value through profit or loss	**346,689**	(323,651)
Other gains, net	**1,005,835**	854,043
Operating profit	**2,174,645**	1,112,578
Finance income	**40,352**	21,541
Finance costs	**(60,731)**	(50,115)
Share of gains of investments accounted for using equity method	**42,881**	17,848
Profit before income tax	**2,197,147**	1,101,852
Income tax credits/(expenses)	**13,034**	(226,024)
Profit for the period	**2,210,181**	875,828
Non-IFRS measures:		
Adjusted EBITDA	**2,610,255**	2,330,809
Adjusted net profit	**2,718,478**	1,493,546

Revenues

Our revenues increased by 8.9% to RMB24.7 billion for the second quarter of 2020 from RMB22.7 billion for the same period of 2019. The increase was mainly driven by the solid revenue growth of our food delivery business and robust revenue growth of our new initiatives.

The following table sets forth our revenues by segment and type in absolute amount for the second quarter of 2020 and 2019:

	Unaudited Three Months Ended June 30, 2020			
	Food delivery	**In-store, hotel & travel**	**New initiatives and others**	**Total**
	(RMB in thousands)			
Revenues				
Commission	**12,719,014**	**2,092,858**	**1,099,492**	**15,911,364**
Online marketing services	**1,795,740**	**2,445,305**	**81,966**	**4,323,011**
Other services and sales (including interest revenue)	**29,341**	**5,819**	**4,452,302**	**4,487,462**
Total	**14,544,095**	**4,543,982**	**5,633,760**	**24,721,837**

	Unaudited Three Months Ended June 30, 2019			
	Food delivery	In-store, hotel & travel	New initiatives and others	Total
	(RMB in thousands)			
Revenues				
Commission	11,711,634	2,742,867	975,073	15,429,574
Online marketing services	1,107,070	2,478,018	47,148	3,632,236
Other services and sales (including interest revenue)	26,016	24,423	3,590,888	3,641,327
Total	12,844,720	5,245,308	4,613,109	22,703,137

Our revenues from the food delivery segment increased by 13.2% to RMB14.5 billion for the second quarter of 2020 from RMB12.8 billion for the same period of 2019. Commission revenues increased by 8.6% to RMB12.7 billion as a result of: (i) the increase in Gross Transaction Volume, which was driven by the increase in both order volume by 6.9% and average order value by 9.4% year-over-year as more Transacting Users ordered with higher ticket size or from branded restaurants, and (ii) the decrease in Monetization Rate by 0.4 percentage points to 13.4% due to increased subsidies to Transacting Users and higher portion of orders from branded merchants on our platform. Online marketing services revenues increased by 62.2% to RMB1.8 billion, primarily due to the increase in the number of online marketing Active Merchants and the revenue contributed by each merchant.

Our revenues from the in-store, hotel & travel segment decreased by 13.4% to RMB4.5 billion for the second quarter of 2020 from RMB5.2 billion for the same period of 2019, mainly due to the decrease in commission revenues as the in-store dining, hotel and travel sectors had not fully recovered from the epidemic yet.

Our revenues from the new initiatives and others segment increased by 22.1% to RMB5.6 billion for the second quarter of 2020 from RMB4.6 billion for the same period of 2019, mainly due to the increase in revenues from the B2B food distribution services, micro loan business, Meituan Grocery and Meituan Instashopping as we expanded these businesses to satisfy customers' growing needs, partially offset by the decrease in revenues from car-hailing services as customers commuted less under the crowd control policies and the decrease in revenues from the restaurant management systems.

Costs and Expenses

The following table sets forth a breakdown of our costs and expenses by function for the periods indicated:

	Unaudited Three Months Ended				
	June 30, 2020		June 30, 2019		
	Amount	**As a percentage of revenues**	Amount	As a percentage of revenues	Year-over-year change
	(RMB in thousands, except for percentages)				
Costs and Expenses:					
Cost of revenues	**16,146,879**	**65.3%**	14,762,502	65.0%	9.4%
Selling and marketing expenses	**4,172,332**	**16.9%**	4,149,110	18.3%	0.6%
Research and development expenses	**2,376,737**	**9.6%**	2,032,330	9.0%	16.9%
General and administrative expenses	**1,158,092**	**4.7%**	1,038,298	4.6%	11.5%
Net provision for impairment losses on financial assets	**45,676**	**0.2%**	138,711	0.6%	(67.1%)

Cost of Revenues

Our cost of revenues increased by 9.4% to RMB16.1 billion for the second quarter of 2020 from RMB14.8 billion for the same period of 2019, and remained flat as a percentage of revenues on a year-over-year basis. The increase in amount was primarily attributable to the increase of RMB727.3 million in food delivery rider costs, and the increase of RMB572.4 million in cost of goods sold due to the growth of our food delivery business, Meituan Instashopping, Meituan Grocery and B2B food distribution services, partially offset by the decrease of RMB347.1 million in car-hailing driver-related costs.

Selling and Marketing Expenses

Our selling and marketing expenses was RMB4.2 billion for the second quarter of 2020 and RMB4.1 billion for the same period of 2019, and decreased by 1.4 percentage points to 16.9% from 18.3% as a percentage of revenues on a year-over-year basis. The RMB109.8 million increase in promotion and advertising expenses, mainly driven by our enlarged promotional campaigns, was partially offset by the RMB92.8 million decrease in Transacting User incentives across various businesses. We adjusted our marketing strategy in response to the pandemic so that our selling and marketing expenses as a percentage of revenues decreased.

Research and Development Expenses

Our research and development expenses increased to RMB2.4 billion for the second quarter of 2020 from RMB2.0 billion for the same period of 2019, and increased by 0.6 percentage points to 9.6% from 9.0% as a percentage of revenues. The increase in both amount and as a percentage of revenues were mainly driven by the increase in the number of employees.

General and Administrative Expenses

Our general and administrative expenses increased to RMB1.2 billion for the second quarter of 2020 from RMB1.0 billion for the same period of 2019, and remained flat as a percentage of revenues on a year-over-year basis. The increase was mainly driven by the increase in the number of employees.

Net Provision for Impairment Losses on Financial Assets

Our net provision for impairment losses on financial assets decreased to RMB45.7 million for the second quarter of 2020 from RMB138.7 million for the same period of 2019, and decreased by 0.4 percentage points to 0.2% as a percentage of revenues year-over-year, primarily due to improved micro loan assets.

Fair Value Changes on Other Financial Investments at Fair Value Through Profit or Loss

Our gain in fair value change on other financial investments at fair value through profit or loss was RMB346.7 million for the second quarter of 2020, compared to loss of RMB323.7 million for the second quarter of 2019. This was primarily due to the fair value change in one of our financial investments in listed entities.

Other Gains, Net

Our other gains, net for the second quarter of 2020 increased by RMB151.8 million to RMB1.0 billion compared to the same period of 2019, primarily due to the increase in tax return and preference, partially offset by the decline in gains from treasury investments, disposal and remeasurement of equity investments.

Operating Profit

As a result of the foregoing, our operating profit and operating margin for the second quarter of 2020 was RMB2.2 billion and 8.8% respectively, compared to RMB1.1 billion and 4.9% for the same period of 2019.

Operating profit and margin by segment are set forth in the table below.

	Unaudited Three Months Ended				
	June 30, 2020		June 30, 2019		
	Amount	**As a percentage of revenues**	Amount	As a percentage of revenues	Year-over-year change
	(RMB in thousands, except for percentages)				
Food delivery	**1,253,421**	**8.6%**	756,347	5.9%	65.7%
In-store, hotel & travel	**1,891,563**	**41.6%**	2,147,499	40.9%	(11.9%)
New initiatives and others	**(1,459,539)**	**(25.9%)**	(1,645,735)	(35.7%)	(11.3%)
Unallocated items	**489,200**	**NA**	(145,533)	NA	NA
Total operating profit	**2,174,645**	**8.8%**	1,112,578	4.9%	95.5%

Our operating profit from the food delivery segment increased to RMB1.3 billion for the second quarter of 2020 from RMB756.3 million for the same period of 2019, mainly driven by growth in revenues and gross profit. Our operating margin for this segment increased by 2.7 percentage points to 8.6% from 5.9% on a year-over-year basis mainly attributable to: (i) higher average order value as a result of the higher portion of orders from branded restaurants, slightly offset by the higher subsidies given to Transacting Users to drive order volume growth and (ii) the change in revenues mix as online marketing revenues contributed a higher percentage of revenues.

Our operating profit from the in-store, hotel & travel segment decreased by 11.9% to RMB1.9 billion for the second quarter of 2020 from RMB2.1 billion for the same period of 2019, mainly due to the decline in both commissions and online marketing revenues, partially offset by reduced Transacting User incentives and promotion and advertising expenses. Our operating margin for this segment increased by 0.7 percentage points to 41.6% from 40.9% on a year-over-year basis, mainly due to the decrease in Transacting User incentives resulting from the reduction of subsidies, partially offset by the increase in research and development expenses.

Our operating loss from the new initiatives and others segment narrowed to negative RMB1.5 billion for the second quarter of 2020 from negative RMB1.6 billion for the same period of 2019, primarily attributable to: (i) the decrease in operating loss from our bike-sharing services as Meituan Bikes had a longer life span and lower maintenance costs than the old bikes, and (ii) the increase in operating profit from the growth of micro loan business, partially offset by the increase in operating loss of our grocery retail business as a result of business expansion and the increase in loss from some other new initiatives. Our operating margin for this segment narrowed to negative 25.9% from negative 35.7% on a year-over-year basis, primarily attributable to the improved operating margin from bike-sharing services, restaurant management system, and micro loan business.

Profit before Income Tax

Primarily as a result of the foregoing, our profit before income tax for the second quarter of 2020 was RMB2.2 billion, compared to a profit of RMB1.1 billion for the same period of 2019.

Income Tax Credits/(Expenses)

We had income tax credits of RMB13.0 million for the second quarter of 2020, compared to income tax expenses of RMB226.0 million for the same period of 2019, primarily due to the decrease in profits from certain entities on a year-over-year basis.

Profit for the Period

As a result of the foregoing, we had a profit of RMB2.2 billion for the second quarter of 2020, compared to a profit of RMB875.8 million for the same period of 2019.

Second Quarter of 2020 Compared to First Quarter of 2020

The following table sets forth the comparative figures for the second quarter of 2020 and the first quarter of 2020:

	Unaudited Three Months Ended	
	June 30, 2020	March 31, 2020
	(RMB in thousands)	
Revenues		
Commission	**15,911,364**	10,800,101
Online marketing services	**4,323,011**	2,864,409
Interest revenue	**201,730**	212,145
Other services and sales	**4,285,732**	2,877,232
	24,721,837	16,753,887
Cost of revenues	**(16,146,879)**	(11,557,421)
Gross profit	**8,574,958**	5,196,466
Selling and marketing expenses	**(4,172,332)**	(3,199,439)
Research and development expenses	**(2,376,737)**	(2,296,458)
General and administrative expenses	**(1,158,092)**	(1,069,741)
Net provision for impairment losses on financial assets	**(45,676)**	(237,542)
Fair value changes on other financial investments at fair value through profit or loss	**346,689**	(508,261)
Other gains, net	**1,005,835**	399,445
Operating profit/(loss)	**2,174,645**	(1,715,530)
Finance income	**40,352**	57,930
Finance costs	**(60,731)**	(48,044)
Share of gains of investments accounted for using equity method	**42,881**	11,128
Profit/(loss) before income tax	**2,197,147**	(1,694,516)
Income tax credits	**13,034**	115,238
Profit/(loss) for the period	**2,210,181**	(1,579,278)
Non-IFRS measures:		
Adjusted EBITDA	**2,610,255**	41,311
Adjusted net profit/(loss)	**2,718,478**	(216,348)

Revenues

Our revenues increased by 47.6% to RMB24.7 billion for the second quarter of 2020 from RMB16.8 billion for the first quarter of 2020. All major revenue streams started to recover along with the gradual recovery from the COVID-19 pandemic.

The following table sets forth our revenues by segment and type in absolute amount for the second quarter of 2020 and the first quarter of 2020:

	Unaudited Three Months Ended June 30, 2020			
	Food delivery	**In-store, hotel & travel**	**New initiatives and others**	**Total**
	(RMB in thousands)			
Revenues				
Commission	**12,719,014**	**2,092,858**	**1,099,492**	**15,911,364**
Online marketing services	**1,795,740**	**2,445,305**	**81,966**	**4,323,011**
Other services and sales (including interest revenue)	**29,341**	**5,819**	**4,452,302**	**4,487,462**
Total	**14,544,095**	**4,543,982**	**5,633,760**	**24,721,837**

	Unaudited Three Months Ended March 31, 2020			
	Food delivery	In-store, hotel & travel	New initiatives and others	Total
	(RMB in thousands)			
Revenues				
Commission	8,563,624	1,196,998	1,039,479	10,800,101
Online marketing services	919,519	1,886,831	58,059	2,864,409
Other services and sales (including interest revenue)	7,280	11,149	3,070,948	3,089,377
Total	9,490,423	3,094,978	4,168,486	16,753,887

Our revenues from the food delivery segment increased by 53.3% to RMB14.5 billion for the second quarter of 2020 from RMB9.5 billion for the first quarter of 2020. Commission revenues increased by 48.5% to RMB12.7 billion on a quarter-over-quarter basis, as a result of: (i) the increase in the number of food delivery transactions by 62.2%, driven by the increase in both food delivery user base and their purchase frequency, and (ii) the decrease in average order value by 6.1% caused by the resumption of small- and medium-sized merchants operations. Online marketing services revenues increased by 95.3% to RMB1.8 billion, primarily due to the increase in the number of online marketing Active Merchants and average revenue contributed by each merchant, driven by the increasing demand from merchants for online traffic during the recovery of the food delivery business.

Our revenues from the in-store, hotel & travel segment increased by 46.8% to RMB4.5 billion for the second quarter of 2020 from RMB3.1 billion for the first quarter of 2020. Commission revenues increased by 74.8% to RMB2.1 billion, driven by the recovery in consumers' in-store consumption. Online marketing service revenues increased by 29.6% to RMB2.4 billion due to increased spending on advertising by merchants as the pandemic became under control.

Our revenues from the new initiatives and others segment increased by 35.2% to RMB5.6 billion for the second quarter of 2020 from RMB4.2 billion for the first quarter of 2020, primarily due to the increase in the revenues from the B2B food distribution services, bike-sharing services, restaurant management systems, and car-hailing services, all of which were adversely affected by the pandemic in the first quarter of 2020, but gradually recovered in the second quarter of 2020.

Costs and Expenses

The following table sets forth a breakdown of our costs and expenses by function for the periods indicated:

	Unaudited Three Months Ended				
	June 30, 2020		March 31, 2020		
	Amount	**As a percentage of revenues**	Amount	As a percentage of revenues	Quarter-over-quarter change
	(RMB in thousands, except for percentages)				
Costs and Expenses:					
Cost of revenues	**16,146,879**	**65.3%**	11,557,421	69.0%	39.7%
Selling and marketing expenses	**4,172,332**	**16.9%**	3,199,439	19.1%	30.4%
Research and development expenses	**2,376,737**	**9.6%**	2,296,458	13.7%	3.5%
General and administrative expenses	**1,158,092**	**4.7%**	1,069,741	6.4%	8.3%
Net provision for impairment losses on financial assets	**45,676**	**0.2%**	237,542	1.4%	(80.8%)

Cost of Revenues

Our cost of revenues increased by 39.7% to RMB16.1 billion for the second quarter of 2020 from RMB11.6 billion for the first quarter of 2020, but decreased to 65.3% from 69.0% as a percentage of revenues. The increase in amount was mainly attributable to: (i) the RMB3.0 billion increase in food delivery rider costs, which was driven by higher transaction volume, (ii) the RMB884.8 million increase in cost of goods sold, mainly driven by growth of B2B food distribution services, and (iii) the RMB184.7 million increase in payment processing costs. The decrease as a percentage of revenues on a quarter-over-quarter basis mainly resulted from: (i) improved gross margin of the food delivery business, driven by lower delivery cost per order, mainly due to lower delivery rider incentives under favorable weather conditions and the comparatively more sufficient capacity, (ii) improved gross margin of the in-store, hotel and travel segment due to improved operating leverage during the recovery of the pandemic, and (iii) lower gross margin due to revenues mix change of our new initiatives.

Selling and Marketing Expenses

Our selling and marketing expenses increased to RMB4.2 billion for the second quarter of 2020 from RMB3.2 billion for the first quarter of 2020, but decreased by 2.2 percentage points to 16.9% from 19.1% as a percentage of revenues on a quarter-over-quarter basis. The increase in amount was primarily attributable to: (i) the RMB693.1 million increase in Transacting User incentives across all major businesses as they gradually recovered from the pandemic, and (ii) the RMB164.1 million increase in promotion and advertising expenses due to enlarged promotional campaigns. The decrease as a percentage of revenues was mainly driven by the improved marketing efficiency and operating leverage.

Research and Development Expenses

Our research and development expenses increased to RMB2.4 billion for the second quarter of 2020 from RMB2.3 billion for the first quarter of 2020, but decreased by 4.1 percentage points to 9.6% from 13.7% as a percentage of revenues. The increase in amount was primarily attributable to increased employee benefits expenses driven by the increase in number of employees, but partially offset by the decrease in welfare expenses under the welfare relief policy. The decrease as a percentage of revenues was driven by the improved operating leverage.

General and Administrative Expenses

Our general and administrative expenses increased to RMB1.2 billion for the second quarter of 2020 from RMB1.1 billion for the first quarter of 2020, but decreased by 1.7 percentage points to 4.7% from 6.4% as a percentage of revenues. The increase in amount was primarily attributable to increased employee benefits expenses, driven by the increase in share-based compensation and the number of employees. The decrease as a percentage of revenues was driven by the improved operating leverage.

Net Provision for Impairment Losses on Financial Assets

Our net provision for impairment losses on financial assets decreased to RMB45.7 million for the second quarter of 2020 from RMB237.5 million for the first quarter of 2020, and decreased by 1.2 percentage points to 0.2% as a percentage of revenues, primarily due to the relief from impairment risk as the society gradually recovered from the pandemic.

Fair Value Changes on Other Financial Investments at Fair Value Through Profit or Loss

Our gain in fair value change on other financial investments at fair value through profit or loss was RMB346.7 million for the second quarter of 2020, compared to loss of RMB508.3 million for the first quarter of 2020. This was primarily due to the fair value change in one of our financial investments in listed entities.

Other Gains, Net

Our other gains, net for the second quarter of 2020 increased by RMB606.4 million to RMB1.0 billion compared to the first quarter of 2020, mainly attributable to increased tax preference received in the second quarter of 2020 and a one-off donation to a special support fund that we made in the first quarter of 2020.

Operating Profit/(Loss)

As a result of the foregoing, our operating profit for the second quarter of 2020 was RMB2.2 billion, compared to an operating loss of RMB1.7 billion for the first quarter of 2020.

Operating profit/(loss) and operating margin by segment are set forth in the table below.

	Unaudited Three Months Ended				
	June 30, 2020		March 31, 2020		
	Amount	**As a percentage of revenues**	Amount	As a percentage of revenues	Quarter-over-quarter change
	(RMB in thousands, except for percentages)				
Food delivery	**1,253,421**	**8.6%**	(70,881)	(0.7%)	NA
In-store, hotel & travel	**1,891,563**	**41.6%**	680,179	22.0%	178.1%
New initiatives and others	**(1,459,539)**	**(25.9%)**	(1,363,717)	(32.7%)	7.0%
Unallocated items	**489,200**	**NA**	(961,111)	NA	NA
Total operating profit/(loss)	**2,174,645**	**8.8%**	(1,715,530)	(10.2%)	NA

Our operating profit from the food delivery segment turned to positive RMB1.3 billion for the second quarter of 2020 from negative RMB70.9 million for the first quarter of 2020, mainly attributable to increase in gross profit, partially offset by the increase in Transacting User incentives. The operating margin for this segment turned to positive 8.6% from negative 0.7% on a quarter-over-quarter basis, mainly due to: (i) lower delivery cost as a result of higher delivery efficiency due to larger scale orders, less delivery rider incentives under favorable weather conditions and more sufficient delivery capacity, partially offset by lower average order value as more small- and medium-sized merchants resumed operations and (ii) revenue mix change as online marketing revenues contributed a higher percentage of revenues.

Our operating profit from the in-store, hotel & travel segment increased by 178.1% to RMB1.9 billion for the second quarter of 2020 from RMB680.2 million for the first quarter of 2020, mainly due to the increase in gross profit as a result of partial recovery from the pandemic. The operating margin for this segment increase by 19.6 percentage points to 41.6% on a quarter-over-quarter basis, mainly due to the improved marketing efficiency and operating leverage.

Our operating loss from the new initiatives and others segment expanded by 7.0% to negative RMB1.5 billion for the second quarter of 2020 from negative RMB1.4 billion for the first quarter of 2020, primarily attributable to: (i) the increase in operating loss from Meituan Grocery, driven by the decrease in average order value and increase in business volume, (ii) the increase in operating loss from Meituan Instashopping and car-hailing services due to increased Transacting User incentives, partially offset by (iii) the decrease in operating loss from restaurant management systems, as well as (iv) the increase in operating profit from micro loan business. The operating margin for this segment narrowed by 6.8 percentage points to negative 25.9% from negative 32.7% on a quarter-over-quarter basis, mainly due to: (i) the decrease in provision for impairment losses on financial assets, and (ii) the improved operating leverage.

Profit/(Loss) before Income Tax

Primarily as a result of the foregoing, our profit before income tax for the second quarter of 2020 was RMB2.2 billion, compared to a loss of RMB1.7 billion for the first quarter of 2020.

Income Tax Credits

We had income tax credits of RMB13.0 million for the second quarter of 2020, compared to income tax credits of RMB115.2 million for the first quarter of 2020, primarily due to the increase in profits from certain entities on a quarter-over-quarter basis.

Profit/(Loss) for the Period

As a result of the foregoing, we had a profit of RMB2.2 billion for the second quarter of 2020, compared to a loss of RMB1.6 billion for the first quarter of 2020.

Reconciliation of Non-IFRS Measures to the Nearest IFRS Measures

To supplement our consolidated results which are prepared and presented in accordance with IFRS, we also use adjusted EBITDA and adjusted net profit/(loss) as additional financial measures, which are not required by, or presented in accordance with IFRS. We believe that these non-IFRS measures facilitate comparisons of operating performance from period to period and company to company by eliminating potential impacts of items that our management does not consider to be indicative of our operating performance such as certain non-cash items and certain impact of investment transactions. The use of these non-IFRS measures has limitations as an analytical tool, and one should not consider them in isolation from, or as a substitute for analysis of, our results of operations or financial conditions as reported under IFRS. In addition, these non-IFRS financial measures may be defined differently from similar terms used by other companies.

The following tables set forth the reconciliations of our non-IFRS financial measures for the three months ended June 30, 2020 and 2019, the three months ended March 31, 2020, and the six months ended June 30, 2020 and 2019 to the nearest measures prepared in accordance with IFRS.

	Unaudited Three Months Ended		
	June 30, 2020	June 30, 2019	March 31, 2020
	(RMB in thousands)		
Profit/(loss) for the period	**2,210,181**	875,828	(1,579,278)
Adjusted for:			
Share-based compensation expenses	**705,420**	515,501	691,676
Fair value (gains)/losses on investments[1]	**(347,393)**	278,157	508,261
(Gains) on disposal of investments and subsidiaries	**–**	(160,884)	–
(Gains) from the remeasurement of investments	**–**	(176,880)	–
Amortization of intangible assets resulting from acquisitions	**160,857**	165,548	160,857
Impairment and expense reversal for Mobike restructuring plan	**(2,953)**	(5,124)	(238)
Tax effects on non-IFRS adjustments	**(7,634)**	1,400	2,374
Adjusted net profit/(loss)	**2,718,478**	1,493,546	(216,348)
Adjusted for:			
Income tax (credits)/expenses, except for tax effects on non-IFRS adjustments	**(5,400)**	224,624	(117,612)
Share of (gains) of investments accounted for using equity method	**(42,881)**	(17,848)	(11,128)
Finance income	**(40,352)**	(21,541)	(57,930)
Finance costs	**60,731**	50,115	48,044
Other (gains) except for (gains)/losses related to fair value change, disposal and remeasurement of investments and subsidiaries	**(1,005,131)**	(470,785)	(399,445)
Amortization of software and others	**93,615**	131,093	131,636
Depreciation on property, plant and equipment	**831,195**	941,605	664,094
Adjusted EBITDA	**2,610,255**	2,330,809	41,311

(1) Represents gains or losses from fair value changes on investments, including (i) fair value changes on other financial investments at fair value through profit or loss, and (ii) dilution gain.

	Unaudited Six Months Ended	
	June 30, 2020	June 30, 2019
	(RMB in thousands)	
Profit/(loss) for the period	**630,903**	(557,502)
Adjusted for:		
Share-based compensation expenses	**1,397,096**	953,569
Fair value losses on investments	**160,868**	66,999
(Gains) on disposal of investments and subsidiaries	**–**	(159,394)
(Gains) from the remeasurement of investments	**–**	(176,880)
Amortization of intangible assets resulting from acquisitions	**321,714**	331,096
Impairment and expense reversal for Mobike restructuring plan	**(3,191)**	(5,124)
Tax effects on non-IFRS adjustments	**(5,260)**	(8,347)
Adjusted net profit	**2,502,130**	444,417
Adjusted for:		
Income tax (credits)/expenses, except for tax effects on non-IFRS adjustments	**(123,012)**	377,690
Share of (gains) of investments accounted for using equity method	**(54,009)**	(25,378)
Finance income	**(98,282)**	(74,463)
Finance costs	**108,775**	96,936
Other (gains) except for (gains)/losses related to fair value change, disposal and remeasurement of investments and subsidiaries	**(1,404,576)**	(705,540)
Amortization of software and others	**225,251**	262,004
Depreciation on property, plant and equipment	**1,495,289**	2,414,017
Adjusted EBITDA	**2,651,566**	2,789,683

Liquidity and Capital Resources

We had historically funded our cash requirements principally from capital contribution from shareholders and financing through issuance and sale of equity securities. We had cash and cash equivalents of RMB13.9 billion and short-term treasury investments of RMB44.5 billion as of June 30, 2020.

The following table sets forth our cash flows for the periods indicated:

	Unaudited Three Months Ended June 30, 2020	Unaudited Six Months Ended June 30, 2020
	(RMB in thousands)	
Net cash generated from operating activities	**5,584,234**	**545,338**
Net cash (used in)/generated from investing activities	**(4,934,774)**	**798,777**
Net cash used in financing activities	**(843,129)**	**(913,004)**
Net (decrease)/increase in cash and cash equivalents	**(193,669)**	**431,111**
Cash and cash equivalents at the beginning of the period	**14,137,828**	**13,396,185**
Exchange (loss)/gain on cash and cash equivalents	**(9,103)**	**107,760**
Cash and cash equivalents at the end of the period	**13,935,056**	**13,935,056**

Net Cash Generated from Operating Activities

Net cash generated from operating activities represents the cash generated from our operations minus the income tax paid. Cash generated from our operations primarily consisted of our profit for the second quarter of 2020, as adjusted by non-cash items and changes in working capital.

For the second quarter of 2020, net cash generated from operating activities was RMB5.6 billion, which was primarily attributable to our profit before income tax of RMB2.2 billion, as adjusted by (i) non-cash items, which primarily comprised depreciation and amortization of RMB1.1 billion, and share-based payments of RMB705.4 million, and (ii) changes in working capital, which primarily comprised an increase in other payables and accruals of RMB2.8 billion, an increase in payables to merchants of RMB2.3 billion and an increase in trade payables of RMB1.3 billion, partially offset by an increase in restricted cash of RMB2.7 billion and an increase in prepayments, deposits and other assets of RMB1.8 billion.

Net Cash (Used in)/Generated from Investing Activities

For the second quarter of 2020, net cash used in investing activities was RMB4.9 billion, which was mainly attributable to purchase of treasury investments of RMB57.1 billion, purchase of property, plant and equipment of RMB2.3 billion, and acquisition of equity investments of RMB556.9 million, partially offset by proceeds from disposals of treasury investments of RMB54.1 billion, gains received from treasury investments of RMB483.3 million, and proceeds from disposals of equity investments of RMB295.1 million.

Net Cash Used in Financing Activities

For the second quarter of 2020, net cash used in financing activities was RMB843.1 million, which was mainly attributable to repayments of borrowings of RMB1.8 billion and lease payments of RMB216.9 million, partially offset by proceeds from borrowings of RMB1.1 billion.

Gearing ratio

As of June 30, 2020, our gearing ratio, calculated as total borrowings divided by total equity attributable to equity holders of the Company, was approximately 3.5%.

FINANCIAL INFORMATION

INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT

	Note	Unaudited Three months ended June 30, 2020	Unaudited Three months ended June 30, 2019	Unaudited Six months ended June 30, 2020	Unaudited Six months ended June 30, 2019
		(RMB in thousands)			
Revenues	3				
Commission	3	**15,911,364**	15,429,574	**26,711,465**	28,594,292
Online marketing services	3	**4,323,011**	3,632,236	**7,187,420**	6,493,037
Interest revenue	3	**201,730**	201,883	**413,875**	360,473
Other services and sales	3	**4,285,732**	3,439,444	**7,162,964**	6,428,847
		24,721,837	22,703,137	**41,475,724**	41,876,649
Cost of revenues	3&4	**(16,146,879)**	(14,762,502)	**(27,704,300)**	(28,866,674)
Gross profit		**8,574,958**	7,940,635	**13,771,424**	13,009,975
Selling and marketing expenses	4	**(4,172,332)**	(4,149,110)	**(7,371,771)**	(7,855,222)
Research and development expenses	4	**(2,376,737)**	(2,032,330)	**(4,673,195)**	(4,068,430)
General and administrative expenses	4	**(1,158,092)**	(1,038,298)	**(2,227,833)**	(2,050,511)
Net provision for impairment losses on financial assets		**(45,676)**	(138,711)	**(283,218)**	(201,691)
Fair value changes on other financial investments at fair value through profit or loss		**346,689**	(323,651)	**(161,572)**	(158,359)
Other gains, net	5	**1,005,835**	854,043	**1,405,280**	1,133,174
Operating profit/(loss)		**2,174,645**	1,112,578	**459,115**	(191,064)
Finance income		**40,352**	21,541	**98,282**	74,463
Finance costs		**(60,731)**	(50,115)	**(108,775)**	(96,936)
Share of gains of investments accounted for using equity method		**42,881**	17,848	**54,009**	25,378
Profit/(loss) before income tax		**2,197,147**	1,101,852	**502,631**	(188,159)
Income tax credits/(expenses)	7	**13,034**	(226,024)	**128,272**	(369,343)
Profit/(loss) for the period		**2,210,181**	875,828	**630,903**	(557,502)
Profit/(loss) for the period attributable to:					
Equity holders of the Company		**2,209,747**	877,415	**631,411**	(554,362)
Non-controlling interests		**434**	(1,587)	**(508)**	(3,140)
		2,210,181	875,828	**630,903**	(557,502)
		RMB	*RMB*	***RMB***	*RMB*
Earnings/(loss) per share for profit/(loss) for the period attributable to the equity holders of the Company					
Basic earnings/(loss) per share	6	**0.38**	0.15	**0.11**	(0.10)
Diluted earnings/(loss) per share	6	**0.37**	0.15	**0.11**	(0.10)

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME/(LOSS)

		Unaudited Three months ended June 30,		Unaudited Six months ended June 30,	
	Note	**2020**	2019	**2020**	2019
		(RMB in thousands)			
Other comprehensive (loss)/income:					
Items that may be reclassified to profit or loss					
Share of other comprehensive income of investments accounted for using the equity method		**–**	–	**2,711**	–
Items that may not be reclassified to profit or loss					
Currency translation differences		**(32,261)**	884,942	**647,370**	47,893
Other comprehensive (loss)/income for the period, net of tax		**(32,261)**	884,942	**650,081**	47,893
Total comprehensive income/(loss) for the period		**2,177,920**	1,760,770	**1,280,984**	(509,609)
Total comprehensive income/(loss) for the period is attributable to:					
Equity holders of the Company		**2,177,486**	1,762,357	**1,281,492**	(506,395)
Non-controlling interests		**434**	(1,587)	**(508)**	(3,214)
		2,177,920	1,760,770	**1,280,984**	(509,609)

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Note	**Unaudited As of June 30, 2020**	Audited As of December 31, 2019
		(RMB in thousands)	
ASSETS			
Non-current assets			
Property, plant and equipment	8	**7,445,625**	5,376,217
Intangible assets		**32,162,824**	32,699,575
Deferred tax assets		**518,210**	590,054
Long-term treasury investments		**1,625,332**	200,275
Other financial investments at fair value through profit or loss		**8,246,687**	7,166,122
Investments accounted for using the equity method		**2,351,252**	2,283,590
Prepayments, deposits and other assets		**2,050,728**	1,562,037
		54,400,658	49,877,870
Current assets			
Inventories		**284,411**	275,227
Trade receivables	9	**859,730**	676,762
Prepayments, deposits and other assets		**11,071,779**	9,591,157
Short-term treasury investments		**44,522,946**	49,435,599
Restricted cash		**8,509,705**	8,760,115
Cash and cash equivalents		**13,935,056**	13,396,185
		79,183,627	82,135,045
Total assets		**133,584,285**	132,012,915
EQUITY			
Share capital		**393**	389
Share premium		**262,367,560**	260,359,929
Other reserves		**(4,136,865)**	(4,447,252)
Accumulated losses		**(163,169,210)**	(163,800,621)
Equity attributable to equity holders of the Company		**95,061,878**	92,112,445
Non-controlling interests		**(58,559)**	(58,051)
Total equity		**95,003,319**	92,054,394

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

	Note	**Unaudited As of June 30, 2020**	Audited As of December 31, 2019
		(RMB in thousands)	
LIABILITIES			
Non-current liabilities			
Deferred tax liabilities		**1,220,070**	1,388,469
Financial liabilities at fair value through profit or loss		**40,950**	–
Deferred revenues	10	**280,541**	389,028
Borrowings		**–**	466,676
Lease liabilities		**1,021,196**	992,233
Other non-current liabilities		**152,390**	129,552
		2,715,147	3,365,958
Current liabilities			
Trade payables	11	**7,332,014**	6,766,253
Payables to merchants		**6,366,529**	7,495,262
Advances from transacting users		**3,181,943**	3,855,559
Deposits from transacting users		**2,353,451**	2,491,947
Other payables and accruals		**8,492,212**	7,237,412
Borrowings		**3,323,694**	3,552,587
Deferred revenues	10	**4,171,251**	4,567,171
Lease liabilities		**628,976**	534,566
Income tax liabilities		**15,749**	91,806
		35,865,819	36,592,563
Total liabilities		**38,580,966**	39,958,521
Total equity and liabilities		**133,584,285**	132,012,915

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Unaudited Six months ended June 30,	
	2020	2019
	(RMB in thousands)	
Net cash flows generated from/(used in) operating activities	**545,338**	(149,777)
Net cash flows generated from/(used in) investing activities	**798,777**	(7,785,824)
Net cash flows (used in)/generated from financing activities	**(913,004)**	1,299,230
Net increase/(decrease) in cash and cash equivalents	**431,111**	(6,636,371)
Cash and cash equivalents at the beginning of the period	**13,396,185**	17,043,692
Exchange gain/(loss) on cash and cash equivalents	**107,760**	(198,448)
Cash and cash equivalents included in the assets classified as held for sale	**–**	28,377
Cash and cash equivalents at the end of the period	**13,935,056**	10,237,250

NOTES TO THE FINANCIAL INFORMATION

1 General information, basis of preparation and presentation

The Company was incorporated in the Cayman Islands on September 25, 2015 as an exempted company with limited liability. The Company's Class B Shares have been listed on the Main Board of the Hong Kong Stock Exchange since September 20, 2018 (the "Listing").

The Company provides platform which uses technology to connect consumers and merchants and offer diversified daily services, including food delivery, in-store dining, hotel and travel booking and other services.

The financial information of our Company has been prepared in accordance with Accounting Standard IAS 34 Interim Financial Reporting, issued by the International Accounting Standards Board and should be read in conjunction with the annual consolidated financial statements of the Company for the year ended December 31, 2019, which have been prepared in accordance with International Financial Reporting Standards, as set out in the 2019 annual report of our Company dated March 30, 2020 (the "2019 Financial Statements"). The Interim Financial Information is presented in Renminbi ("RMB"), unless otherwise stated.

2 Significant accounting policies

Except as described below, the accounting policies adopted in the preparation of the financial information are consistent with those followed in the preparation of the 2019 Financial Statements.

(a) New and amended standards adopted by the Company

The Company has adopted the following new and amended standards which are relevant to the Company's operations and are mandatory for the financial year beginning on or after January 1, 2020:

IAS 1 and IAS 8 (Amendment)	Definition of material
IFRS 3 (Amendment)	Definition of a business
IFRS 9, IAS 39 and IFRS 17 (Amendment)	Interest rate benchmark reform
Revised Conceptual Framework	Revised Conceptual Framework for Financial Reporting

The adoption of the above new and amended standards did not have any significant financial impact on these consolidated financial statements.

(b) New and amended standards that have been issued but are not effective

The following new and amended standards have been issued, but are not effective for the Company's financial year beginning on 1 January 2020 and have not been early adopted by the Company's management:

		Effective for annual periods beginning on or after
IAS 28 and IFRS 10 (Amendment)	Sale or Contribution of Assets Between an Investor and its Associate or Joint Venture	A date to be determined by the IASB
IFRS 17	Insurance Contracts	1 January 2021
IAS 1 (Amendment)	Classification of liabilities as current or non-current	1 January 2022

The Company will apply the above new and amended standards when they become effective. These new standards, interpretations and amendments to standards are not expected to have a significant effect on the condensed consolidated financial information of the Company.

3 Segment information

The segment information provided to the Company's CODM for the reportable segments for the relevant periods is as follows:

	Unaudited Three Months Ended		
	June 30, 2020	June 30, 2019	Year-over-year change
	(RMB in thousands, except for percentages)		
Revenues:			
Food delivery	**14,544,095**	12,844,720	13.2%
In-store, hotel & travel	**4,543,982**	5,245,308	(13.4%)
New initiatives and others	**5,633,760**	4,613,109	22.1%
Total revenues	**24,721,837**	22,703,137	8.9%
Operating profit/(loss):			
Food delivery	**1,253,421**	756,347	65.7%
In-store, hotel & travel	**1,891,563**	2,147,499	(11.9%)
New initiatives and others	**(1,459,539)**	(1,645,735)	(11.3%)
Unallocated items	**489,200**	(145,533)	NA
Total operating profit	**2,174,645**	1,112,578	95.5%

	Unaudited Six Months Ended		
	June 30, 2020	June 30, 2019	Year-over-year change
	(RMB in thousands, except for percentages)		
Revenues:			
Food delivery	**24,034,518**	23,550,523	2.1%
In-store, hotel & travel	**7,638,960**	9,737,410	(21.6%)
New initiatives and others	**9,802,246**	8,588,716	14.1%
Total revenues	**41,475,724**	41,876,649	(1.0%)
Operating profit/(loss):			
Food delivery	**1,182,540**	602,144	96.4%
In-store, hotel & travel	**2,571,742**	3,740,377	(31.2%)
New initiatives and others	**(2,823,256)**	(4,228,859)	(33.2%)
Unallocated items	**(471,911)**	(304,726)	54.9%
Total operating profit/(loss)	**459,115**	(191,064)	NA

4 Expenses by nature

	Unaudited Three months ended June 30,		Unaudited Six months ended June 30,	
	2020	2019	**2020**	2019
	(RMB in thousands)			
Food delivery rider costs	**9,999,910**	9,272,573	**16,987,123**	17,745,098
Employee benefits expenses	**4,727,039**	4,290,180	**9,329,956**	8,495,505
Cost of goods sold	**2,180,669**	1,608,258	**3,476,551**	3,062,898
Transacting User incentives	**1,624,809**	1,717,616	**2,556,502**	3,008,945
Other outsourcing labor costs	**883,716**	701,732	**1,745,562**	1,344,524
Depreciation of property, plant and equipment	**831,195**	941,605	**1,495,289**	2,414,017
Payment processing costs	**549,073**	493,368	**913,469**	937,859
Promotion and advertising	**526,958**	417,141	**889,770**	744,177
Car-hailing driver related costs	**434,549**	781,673	**727,002**	1,558,401
Amortization of intangible assets	**254,472**	296,641	**546,965**	593,100
Bandwidth and server custody fees	**217,614**	186,970	**419,766**	362,929
Online traffic costs	**98,480**	102,916	**168,932**	172,657
Rental, facility and utilities	**73,410**	69,393	**127,517**	139,906
Professional fees	**59,210**	32,126	**105,212**	97,331
Auditor's remuneration				
–Audit and audit-related services	**9,956**	5,994	**27,903**	22,782
–Non-audit services	**234**	1,299	**460**	1,299
Tax surcharge expenses	**9,744**	57,453	**34,677**	100,407
Others (Note i)	**1,373,002**	1,005,302	**2,424,443**	2,039,002
Total cost of revenues, selling and marketing expenses, research and development expenses and general and administrative expenses	**23,854,040**	21,982,240	**41,977,099**	42,840,837

(i) Others mainly comprise message and verification fees, transportation fees, travelling and entertainment expenses and bike maintenance and relocation fees.

5 Other gains, net

	Unaudited Three months ended June 30,		Unaudited Six months ended June 30,	
	2020	2019	**2020**	2019
	(RMB in thousands)			
Subsidies and tax preference	**659,110**	28,215	**960,875**	65,320
Fair value changes of treasury investments measured at fair value through profit or loss	**208,476**	170,667	**360,611**	282,534
Interest income from treasury investments measured at amortized cost	**114,272**	244,853	**283,451**	454,973
Dilution gain	**704**	45,494	**704**	91,360
Foreign exchange (losses)/gains, net	**(384)**	14,921	**13,190**	(84,053)
Gains from the remeasurement of investments	**–**	176,880	**–**	176,880
Gains from the disposal of investments	**–**	160,884	**–**	160,884
Loss from the disposal of subsidiaries	**–**	–	**–**	(1,490)
Donation	**(193)**	(1,885)	**(200,199)**	(2,380)
Others	**23,850**	14,014	**(13,352)**	(10,854)
	1,005,835	854,043	**1,405,280**	1,133,174

6 Earnings/(loss) per share

(a) Basic earnings/(loss) per share for the three months and six months ended June 30, 2020 and 2019 were calculated by dividing the profit/(loss) attributable to the Company's equity holders by the weighted average number of ordinary shares in issue during the reporting period.

	Unaudited Three months ended June 30,		Unaudited Six months ended June 30,	
	2020	2019	**2020**	2019
Profit/(loss) attributable to equity holders of the Company (RMB'000)	**2,209,747**	877,415	**631,411**	(554,362)
Weighted average number of shares in issue (thousand)	**5,825,222**	5,745,187	**5,820,039**	5,738,107
Basic earnings/(loss) per share (RMB)	**0.38**	0.15	**0.11**	(0.10)

(b) Diluted earnings/(loss) per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has two categories of dilutive potential ordinary shares: share options and RSUs. Diluted earnings/(loss) per share is calculated by adjusting the weighted average number of ordinary shares outstanding by assumption of the conversion of all potential diluted ordinary shares arising from share options and RSUs granted by the Company (collectively forming the denominator for computing the diluted earnings/(loss) per share). No adjustment is made to earnings (numerator).

As the Company incurred losses for the six months ended June 30, 2019, the dilutive potential ordinary shares were not included in the calculation of diluted loss per share as their inclusion would be anti-dilution. Accordingly, diluted loss per share for the six months ended June 30, 2019 were the same as basic loss per share of the respective periods.

	Unaudited Three months ended June 30,		Unaudited Six months ended June 30,	
	2020	2019	**2020**	2019
Profit/(loss) attributable to equity holders of the Company (RMB'000)	**2,209,747**	877,415	**631,411**	(554,362)
Weighted average number of shares in issue (thousand)	**5,825,222**	5,745,187	**5,820,039**	5,738,107
Adjustments for share options and RSUs shares (thousand)	**157,174**	134,158	**156,749**	–
Diluted earnings/(loss) per share (RMB)	**0.37**	0.15	**0.11**	(0.10)

7 Income tax credits/(expenses)

The following table sets forth our income tax credits/(expenses) for the periods indicated:

	Unaudited Three months ended June 30,		Unaudited Six months ended June 30,	
	2020	2019	**2020**	2019
		(RMB in thousands)		
Current income tax credits/(expenses)	**38,359**	(183,764)	**29,201**	(233,829)
Deferred income tax (expenses)/credits	**(25,325)**	(42,260)	**99,071**	(135,514)
	13,034	(226,024)	**128,272**	(369,343)

8 Property, plant and equipment

Our property, plant and equipment primarily consist of bikes and vehicles, computer equipment, right-of-use assets, assets under construction, leasehold improvements and furniture and appliances. Our property, plant and equipment increased by 38.5% from RMB5.4 billion as of December 31, 2019 to RMB7.4 billion as of June 30, 2020, primarily due to the increase in the carrying value of bike and vehicles.

9 Trade receivables

Trade receivables represent amounts due from customers for services performed in the ordinary course of business. Trade receivables are generally due for settlement within one year and therefore are all classified as current. The following table sets forth our trade receivables as of the dates indicated:

	Unaudited As of June 30, 2020	Audited As of December 31, 2019
	(RMB in thousands)	
Trade receivables	**1,016,262**	832,616
Less: allowance for impairment	**(156,532)**	(155,854)
	859,730	676,762

We have applied the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the assets. The provision matrix is determined based on historical observed default rates over the expected life of the contract assets and trade receivables with similar credit risk characteristics and is adjusted for forward-looking estimates. At every reporting date the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

We allow a credit period of 30 to 180 days to our customers. Aging analysis of trade receivables (net off allowance for impairment of trade receivables) based on invoice date is as follows:

	Unaudited As of June 30, 2020	Audited As of December 31, 2019
	(RMB in thousands)	
Trade receivables		
Up to 3 months	**702,512**	544,784
3 to 6 months	**104,923**	87,114
6 months to 1 year	**45,225**	34,574
Over 1 year	**7,070**	10,290
	859,730	676,762

10 Deferred revenues

The following table sets forth our deferred revenues as of the dates indicated:

	Unaudited As of June 30, 2020	Audited As of December 31, 2019
	(RMB in thousands)	
Non-current		
Business cooperation agreement with Maoyan	**277,833**	388,967
Others	**2,708**	61
	280,541	389,028
Current		
Online marketing services	**3,909,155**	4,299,191
Business cooperation agreement with Maoyan	**222,267**	222,267
Mobike monthly pass	**39,204**	44,010
Others	**625**	1,703
	4,171,251	4,567,171
	4,451,792	4,956,199

11 Trade payables

Trade payables represent liabilities for goods and services provided to us prior to the end of reporting period which are unpaid. Trade payables are recognized initially at their fair value and are subsequently measured at amortized cost using the effective interest method. The following table sets forth our trade payables as of the dates indicated:

	Unaudited As of June 30, 2020	Audited As of December 31, 2019
	(RMB in thousands)	
Trade payables	**7,332,014**	6,766,253

As of June 30, 2020 and December 31, 2019, the aging analysis of the trade payables based on invoice date were as follows:

	Unaudited As of June 30, 2020	Audited As of December 31, 2019
	(RMB in thousands)	
Trade payables		
Up to 3 months	**7,136,697**	6,353,368
3 to 6 months	**70,330**	237,151
6 months to 1 year	**59,233**	119,630
Over 1 year	**65,754**	56,104
	7,332,014	6,766,253

12 Dividends

No dividends have been paid or declared by the Company during the six months ended June 30, 2020 and the year ended December 31, 2019.

OTHER INFORMATION

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's securities listed on the Stock Exchange during the six months ended June 30, 2020.

Audit Committee

The Audit Committee, together with the Auditor, has reviewed the Company's unaudited interim financial statements for the six months ended June 30, 2020. The Audit Committee has also reviewed the accounting principles and practices adopted by the Company and discussed auditing, risk management, internal control and financial reporting matters.

Events after the Reporting Period

On July 1, 2020, the Company invested US$500 million to acquire approximately 15% of the convertible redeemable preferred shares of Li Auto Inc. ("Li Auto"). On July 30, 2020, Li Auto was successfully listed on Nasdaq, and all the convertible redeemable preferred shares held by the Company were automatically converted into Li Auto's Class A ordinary shares. The Company also entered into a share subscription agreement to make an additional investment of US$300 million in Class A ordinary shares of Li Auto in the concurrent private placement of the global offering. Other than disclosed above, there was no significant event that might affect the Company since the end of the six months ended June 30, 2020.

Compliance with the Corporate Governance Code

The Company is committed to maintaining and promoting stringent corporate governance standards. The principle of the Company's corporate governance is to promote effective internal control measures and to enhance the transparency and accountability of the Board to all Shareholders.

The Company has adopted the principles and code provisions of the CG Code as set out in Appendix 14 to the Listing Rules as the basis of the Company's corporate governance practices.

Save for code provision A.2.1, the Company has complied with all the code provisions as set out in the CG Code where applicable during the six months ended June 30, 2020. Pursuant to code provision A.2. 1 of the CG Code, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from the requirement that the responsibilities between the chairman and the chief executive officer should be segregated and should not be performed by the same individual. The Company does not have separate chairman and chief executive officer and Mr. Wang Xing currently performs these two roles. The Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Company and enables more effective and efficient overall strategic planning for the Company. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider segregating the roles of chairman of the Board and the chief executive officer of the Company at an appropriate time by taking into account the circumstances of the Company as a whole.

Compliance with the Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries of all Directors, each of the Directors has confirmed that he has complied with the required standards as set out in the Model Code during the six months ended June 30, 2020.

Publication of the Interim Results and Interim Report

All the financial and other related information of the Company required by the Listing Rules will be published on the website of each of the Stock Exchange (www.hkexnews.hk) and the Company (about. meituan.com) in due course.

APPRECIATION

On behalf of the Board, I would like to express our sincere gratitude to our consumers, merchants and partners for their trust in our platform, our delivery riders for their reliable and efficient services, our entire staff and management team for their outstanding contributions, and our shareholders for their continuous support.

By Order of the Board
Meituan Dianping
Wang Xing
Chairman

Hong Kong, August 21, 2020

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.

The Company's shareholders and potential investors should note that the information in this announcement is based on the management accounts of the Company which have not been audited or reviewed by the Company's Auditor. This announcement contains forward-looking statements relating to the business outlook, estimates of financial performance, forecast business plans and growth strategies of the Company. These forward-looking statements are based on information currently available to the Company and are stated herein on the basis of the outlook at the time of this announcement. They are based on certain expectations, assumptions and premises, some of which are subjective or beyond our control. These forward-looking statements may prove to be incorrect and may not be realised in future. Underlying these forward-looking statements are a large number of risks and uncertainties. In light of the risks and uncertainties, the inclusion of forward-looking statements in this announcement should not be regarded as representations by the Board or the Company that the plans and objectives will be achieved, and investors should not place undue reliance on such statements.

DEFINITIONS

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

Term	Definition
"Articles" or "Articles of Association"	the articles of association of the Company adopted on August 30, 2018 with effect from Listing, as amended from time to time
"Audit Committee"	the audit committee of the Company
"Auditor"	PricewaterhouseCoopers, the external auditor of the Company
"Board"	the Board of Directors
"CG Code"	the corporate governance code as set out in Appendix 14 to the Listing Rules
"Class A Shares"	Class A shares of the share capital of the Company with a par value of US$0.00001 each, conferring weighted voting rights in the Company such that a holder of a Class A Share is entitled to ten votes per share on any resolution tabled at the Company's general meeting, save for resolutions with respect to any Reserved Matters, in which case they shall be entitled to one vote per share
"Class B Shares"	Class B ordinary shares of the share capital of the Company with a par value of US$0.00001 each, conferring a holder of a Class B Share one vote per share on any resolution tabled at the Company's general meeting
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Company", "our Company", "the Company"	Meituan Dianping (美团点评) (formerly known as Internet Plus Holdings Ltd.), an exempted company with limited liability incorporated under the laws of the Cayman Islands on September 25, 2015, or Meituan Dianping (美团点评) and its subsidiaries and Consolidated Affiliated Entities, as the case may be
"Consolidated Affiliated Entities"	the entities we control through the Contractual Arrangements, namely, the Onshore Holdcos and their respective subsidiaries (each a "Consolidated Affiliated Entity")
"CODM"	the chief operating decision-maker who is responsible for allocating resources and assessing performance of the operating segments
"Director(s)"	the director(s) of the Company

"Global Offering"	the Hong Kong Public Offering and the International Offering
"IFRS"	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
"Listing"	the listing of the Class B Shares on the Main Board of the Stock Exchange
"Listing Date"	September 20, 2018, on which the Class B Shares are listed and on which dealings in the Class B Shares are first permitted to take place on the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"Main Board"	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
"Mobike"	mobike Ltd., an exempted company with limited liability incorporated under the laws of the Cayman Islands on April 2, 2015 and our direct wholly-owned subsidiary and its subsidiaries and Consolidated Affiliated Entities
"Reserved Matters"	those matters resolutions with respect to which each Share is entitled to one vote at general meetings of the Company pursuant to the Articles of Association, being (i) any amendment to the Memorandum and Articles, including the variation of the rights attached to any class of shares, (ii) the appointment, election or removal of any independent non-executive Director, (iii) the appointment or removal of the Company's auditors, and (iv) the voluntary liquidation or winding-up of the Company
"RMB" or "Renminbi"	Renminbi, the lawful currency of China
"Share(s)"	the Class A Shares and Class B Shares in the share capital of the Company, as the context so requires
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it in section 15 of the Companies Ordinance
"United States", "U.S." or "US"	the United States of America, its territories, its possessions and all areas subject to its jurisdiction

"US$"	U.S. dollar, the lawful currency of the United States
"%"	per cent

GLOSSARY

"Active Merchant"	a merchant that meets any of the following conditions in a given period: (i) completed at least one transaction on our platform, (ii) purchased any online marketing services from us, (iii) processed offline payment at least once through our integrated payment systems, or (iv) generated any order through our ERP systems
"Gross Transaction Volume" or "GTV"	the value of paid transactions of products and services on our platform by consumers, regardless of whether the consumers are subsequently refunded. This includes delivery charges and VAT, but excludes any payment-only transactions, such as QR code scan payments and point-of-sale payments
"Monetization Rate"	the revenues for the year/period divided by the Gross Transaction Volume for the year/period
"Transacting User"	a user account that paid for transactions of products and services on our platform in a given period, regardless of whether the account is subsequently refunded
"transaction"	the number of transactions is generally recognized based on the number of payments made. (i) With respect to our in-store business, one transaction is recognized if a user purchases multiple vouchers with a single payment; (ii) with respect to our hotel-booking business, one transaction is recognized if a user books multiple room nights with a single payment; (iii) with respect to our attraction, movie, air and train ticketing businesses, one transaction is recognized if a user purchases multiple tickets with a single payment; (iv) with respect to our bike-sharing business, if a user uses monthly pass, then one transaction is recognized only when the user purchases or claims the monthly pass, and subsequent rides are not recognized as transactions; if a user does not use monthly pass, then one transaction is recognized for every ride

ISSUER'S PRINCIPAL PLACE OF BUSINESS

Level 6, 50 Martin Place
Sydney NSW 2000
Australia

ISSUER'S AUDITORS

PricewaterhouseCoopers
One International Towers, Watermans Quay,
Barangaroo, Sydney NSW 2000
Australia

WARRANT AGENT

Macquarie Capital Securities (Singapore) Pte. Limited
9 Straits View
#21-07 Marina One West Tower
Singapore 018937