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Tongcheng Travel Holdings Limited

同程旅行控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0780)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON DECEMBER 28, 2023

Reference is made to the circular (the “**Circular**”) of Tongcheng Travel Holdings Limited (the “**Company**”) dated December 11, 2023 incorporating, amongst others, the notice (the “**Notice**”) of extraordinary general meeting of the Company (the “**EGM**”). The EGM was held at 3:00 p.m. on December 28, 2023 at Meeting Room Zhuozheng, 2/F, Four Points by Sheraton Suzhou, No. 8 Moon Bay Road, Suzhou Industrial Park, Suzhou, China. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

At the EGM held on December 28, 2023, all the proposed resolutions as set out in the Notice were taken by poll.

As at the date of the EGM, the total number of issued Shares was 2,255,191,493 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the EGM. Shareholders or their proxies who represent a total of 1,795,295,099 voting Shares, representing approximately 79.61% of the total issued Shares as at the date of the EGM, attended the EGM. All Directors have attended the EGM either in person or by way of electronic communication.

As stated in the Circular, in accordance with the Listing Rules, Tencent and its associates have a material interest in the 2023 Tencent Payment Services Framework Agreement. Therefore, Tencent and its associates abstained from voting on resolution number 1 below at the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote on resolution number 1 at the EGM was 1,778,975,753 Shares, representing approximately 78.88% of the issued Shares. Independent Shareholders or their proxies who represent a total of 1,319,079,359 voting Shares, representing approximately 74.15% of the total number of Shares entitling the Independent Shareholders to attend and vote on resolution number 1 as at the date of the EGM, attended the EGM.

As stated in the Circular, in accordance with the Listing Rules, Trip.com Group and its associates have a material interest in the 2023 Trip.com Travelling Resources Provision Framework Agreement. Therefore, Trip.com Group and its associates abstained from voting on resolution number 2 below at the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote on resolution number 2 at the EGM was 1,686,301,773 Shares, representing approximately 74.77% of the issued Shares. Independent Shareholders or their proxies who represent a total of 1,330,723,049 voting Shares, representing approximately 78.91% of the total number of Shares entitling the Independent Shareholders to attend and vote on resolution number 2 as at the date of the EGM, attended the EGM.

To the best knowledge, information and belief of the Board after having made all reasonable enquiries, saved as disclosed above, there were no restrictions on any Shareholders to cast votes on any of the resolutions at the EGM, none of the Shareholders had any material interest in the matters considered at the EGM and was required to abstain from voting at the EGM. There were no Shares entitling the holders to attend the EGM but abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. None of the Shareholders was required to abstain from voting on resolutions proposed at the EGM in accordance with the Listing Rules. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the EGM.

The Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking. The poll results in respect of the respective resolutions proposed at the EGM were as follows:

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast	
		For	Against
1.	<p>(i) To approve, ratify and confirm the payment services framework agreement dated December 5, 2023 entered into between the Company and Shenzhen Tencent Computer Systems Company Limited (深圳市騰訊計算機系統有限公司) (the “2023 Tencent Payment Services Framework Agreement”) and the consummation of transactions contemplated thereunder (including the proposed annual cap for each of the three years ending December 31, 2026); and</p> <p>(ii) to authorize any Director for and on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable or expedient for the purpose of or in connection with the 2023 Tencent Payment Services Framework Agreement and to make and agree such variations of a non-material nature in or to the terms of the 2023 Tencent Payment Services Framework Agreement as he may in his discretion consider to be desirable and in the interests of the Company.</p>	1,319,079,359 100.000000%	0 0.000000%

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast	
		For	Against
2.	<p>(i) To approve, ratify and confirm the travelling resources provision framework agreement dated December 5, 2023 entered into between the Company and C-Travel International Limited (the “2023 Trip.com Travelling Resources Provision Framework Agreement”) and the consummation of transactions contemplated thereunder (including the proposed annual cap for each of the three years ending December 31, 2026); and</p> <p>(ii) to authorize any Director for and on behalf of the Company to sign, seal, execute perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable or expedient for the purpose of or in connection with the 2023 Trip.com Travelling Resources Provision Framework Agreement and to make and agree such variations of a non-material nature in or to the terms of the 2023 Trip.com Travelling Resources Provision Framework Agreement as he may in his discretion consider to be desirable and in the interests of the Company.</p>	<p>1,330,723,049 100.000000%</p>	<p>0 0.000000%</p>

Please refer to the Notice for the full text of the resolutions.

As more than 50% of votes were cast in favour of each of the resolutions, all of the above ordinary resolutions were duly passed at the EGM.

By order of the Board
Tongcheng Travel Holdings Limited
Ma Heping
*Executive Director and
Chief Executive Office*

Hong Kong, December 28, 2023

As at the date of this announcement, the Board comprises the following:

Executive Directors

Wu Zhixiang (*Co-Chairman*)

Ma Heping (*Chief Executive Officer*)

Non-executive Directors

Liang Jianzhang (*Co-Chairman*)

Jiang Hao

Xie Qing Hua

Brent Richard Irvin

Independent non-executive Directors

Yang Chia Hung

Dai Xiaojing

Han Yuling