



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 December 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Tongcheng Travel Holdings Limited

Date Submitted: 03 January 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00780	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	3,000,000,000	USD	0.0005	USD	1,500,000	
Increase / decrease (-)				USD		
Balance at close of the month	3,000,000,000	USD	0.0005	USD	1,500,000	

Total authorised/registered share capital at the end of the month: USD 1,500,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00780	Description				
Balance at close of preceding month			2,254,989,873			
Increase / decrease (-)			202,020			
Balance at close of the month			2,255,191,893			

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable		Ordinary shares		Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)		Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)				00780					
Particulars of share option scheme		Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month	
1).	2018 Share Incentive Plan adopted by the board of directors on 09/03/2018 Exercise Price: RMB2.60 Granted on 09/03/2018	17,214,272	Exercised	-1,100	17,213,172	1,100	17,213,172	0	
General Meeting approval date (if applicable) _____									
2).	2018 Share Incentive Plan adopted by the board of directors on 09/03/2018 Exercise Price: RMB5.50 Granted on 18/05/2018	19,141,633	Exercised	-31,520	19,110,113	31,520	19,110,113	0	
General Meeting approval date (if applicable) _____									
3).	2018 Share Incentive Plan adopted by the board of directors on 09/03/2018	6,488,760	Exercised	-65,000	6,423,760	65,000	6,423,760	0	

	Exercise Price: HKD9.80 Granted on 01/09/2018							
General Meeting approval date (if applicable)								
4).	2019 Share Option Plan approved at the extraordinary general meeting held on 02/08/2019 Exercise Price: HKD12.428 Granted on 20/12/2019	6,912,860	Exercised	-18,000	6,894,860	18,000	6,894,860	0
General Meeting approval date (if applicable) 02 August 2019								
5).	2019 Share Option Plan approved at the extraordinary general meeting held on 02/08/2019 Exercise Price: HKD14.436 Granted on 23/10/2020	14,543,600	Exercised	-86,400	14,457,200	86,400	14,457,200	0
General Meeting approval date (if applicable) 02 August 2019								
6).	2019 Share Option Plan approved at the extraordinary general meeting held on 02/08/2019 Exercise Price: HKD18.560 Granted on 21/10/2021	29,933,548	Exercised	0	29,933,548	0	29,933,548	0
General Meeting approval date (if applicable) 02 August 2019								

7).	2022 Share Option Plan approved at the annual general meeting held on 31/05/2022 Exercise Price: HKD17.120 Granted on 29/06/2022	26,738,600	Exercised	0	26,599,850	0	26,599,850	0
			Lapsed	-138,750				
General Meeting approval date (if applicable)		31 May 2022						
8).	2022 Share Option Plan approved at the meeting held on 31/05/2022 Exercise Price: HKD15.516 Granted on 20/10/2023	27,697,938	Exercised	0	27,567,938	0	27,567,938	0
			Lapsed	-130,000				
General Meeting approval date (if applicable)		31 May 2022						

Total A (Ordinary shares): 202,020

Total funds raised during the month from exercise of options: HKD 2,324,932.43

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)

202,020

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities will be received by it in accordance with the terms of the 2018 Share Incentive Plan , the 2019 Share Option Plan and the 2022 Share Option Plan;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: MA Li

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"