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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 ANNUAL GENERAL MEETING HELD ON JUNE 26, 2024

Reference is made to the circular of Tongcheng Travel Holdings Limited (the “**Company**”) dated June 3, 2024 incorporating, amongst others, the notice (the “**Notice**”) of annual general meeting of the Company (the “**AGM**”) (the “**Circular**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

At the AGM held on June 26, 2024, all the proposed resolutions as set out in the Notice were taken by poll.

As at the date of the AGM, the total number of issued Shares of the Company was 2,324,999,087 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no treasury Shares held by the Company (including any treasury Shares held or deposited with CCASS). There were no repurchased Shares which are pending cancellation and should be excluded from the total number of issued Shares for the purpose of the AGM. All Directors of the Company have attended the AGM either in person or by way of electronic communication.

To the best knowledge, information and belief of the Board after having made all reasonable enquiries, there were no restrictions on any Shareholders to cast votes on any of the resolutions at the AGM, none of the Shareholders had any material interest in the matters considered at the AGM and was required to abstain from voting at the AGM. There were no Shares of the Company entitling the holders to attend the AGM 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 AGM 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 AGM.

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

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2023 and the reports of the Directors and auditor thereon.	1,415,225,677 99.765536%	3,326,000 0.234464%
2(a).	(i) To re-elect Mr. MA Heping as an executive Director;	1,384,929,961 97.629856%	33,621,716 2.370144%
	(ii) To re-elect Mr. Brent Richard IRVIN as a non-executive Director;	1,346,166,234 94.897229%	72,385,443 5.102771%
	(iii) To re-elect Mr. DAI Xiaojing as an independent non-executive Director;	1,254,448,412 88.431633%	164,103,265 11.568367%
2(b).	To authorise the Board to fix the remuneration of the Directors.	1,417,800,169 99.952801%	669,508 0.047199%
3.	To re-appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending December 31, 2024.	1,386,023,594 97.706951%	32,528,083 2.293049%
4.	To declare a final dividend of HKD0.15 per share for the year ended December 31, 2023.	1,418,513,277 99.997293%	38,400 0.002707%
5(A).	To give a general mandate to the Directors to offer, allot, issue and deal with additional Shares in the Company (including any sale and transfer of Shares out of treasury that are held as treasury Shares) not exceeding 15% of the total number of issued Shares of the Company.	844,316,765 59.519634%	574,234,912 40.480366%
5(B).	To give a general mandate to the Directors to repurchase Shares in the Company not exceeding 10% of the total number of issued Shares of the Company (excluding any shares that are held as treasury Shares).	1,417,562,077 99.930239%	989,600 0.069761%
5(C).	To extend the general mandate granted to the Directors to allot, issue and deal with Shares (including any sale and transfer of Shares out of treasury that are held as treasury Shares) by the number of Shares repurchased by the Company.	841,983,495 59.355151%	576,568,182 40.644849%

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast	
		For	Against
6.	To adopt the 2024 Share Scheme with the scheme mandate limit of 1% of the total number of issued Shares (excluding treasury Shares) of the Company as proposed by the Board, the principal terms of which are set out in Appendix III to the Circular.	964,648,856 68.002377%	453,902,821 31.997623%
Special Resolution		Number of votes cast and approximate percentage of total number of votes cast	
		For	Against
7.	To approve and adopt the proposed amendments to the fourth amended and restated articles of association and the fifth amended and restated articles of association of the Company.	1,418,513,277 99.997293%	38,400 0.002707%

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

As more than 50% of votes were cast in favour of the above ordinary resolutions and not less than three-fourths of the votes were cast in favour of the above special resolution, all of the above resolutions were duly passed at the AGM.

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

Hong Kong, June 26, 2024

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