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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities. This announcement is not a prospectus. Potential investors should read the Hong Kong prospectus dated April 8, 2021 (the “Prospectus”) issued by Trip.com Group Limited (the “Company”) for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered.*

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended from time to time (the “U.S. Securities Act”). Any public offering of our securities to be made in the United States will be made by means of a prospectus that may be obtained from us and that will contain detailed information about us and our management, as well as financial statements. We are conducting a public offering of the securities described herein in the United States pursuant to our shelf registration statement on Form F-3 filed with the United States Securities and Exchange Commission on September 25, 2019.*

*Unless otherwise defined in this announcement, capitalized terms used herein shall have the same meanings as those defined in the Prospectus.*

*In connection with the Global Offering, J.P. Morgan Securities (Asia Pacific) Limited as stabilization manager (the “Stabilization Manager”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period on and after the Listing Date. However, there is no obligation on the Stabilization Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilization Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on Thursday, May 13, 2021, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilizing action, if taken, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Cap. 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

*Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Thursday, May 13, 2021, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.*

**GLOBAL OFFERING**

<b>Number of Offer Shares under the Global Offering</b>	<b>: 31,635,600 Offer Shares (subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>: 2,214,500 Offer Shares (subject to reallocation)</b>
<b>Number of International Offer Shares</b>	<b>: 29,421,100 Offer Shares (subject to reallocation and the Over-allotment Option)</b>
<b>Maximum Hong Kong Offer Price</b>	<b>: HK\$333.00 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)</b>
<b>Nominal value</b>	<b>: US\$0.00125 per Share</b>
<b>Stock code</b>	<b>: 9961</b>

*Joint Sponsors, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers*

**J.P.Morgan**



**Goldman Sachs**

*Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers*



*Joint Bookrunners and Joint Lead Managers*



## **IMPORTANT NOTICE TO INVESTORS FULLY ELECTRONIC APPLICATION PROCESS**

**We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of the Prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.**

**The Prospectus is available at the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the “*HKEXnews > New Listings > New Listing Information*” section, and our website at [investors.trip.com](http://investors.trip.com). If you require a printed copy of the Prospectus, you may download and print from the website addresses above.**

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online through the **White Form eIPO** service at [www.eipo.com.hk](http://www.eipo.com.hk);
- (2) apply through the **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
  - (i) instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or
  - (ii) (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Center by completing an input request.

If you have any question about the application for the Hong Kong Offer Shares, you may call the enquiry hotline of our Hong Kong Share Registrar and **White Form eIPO** Service Provider, Computershare Hong Kong Investor Services Limited, both at +852 2862 8646 on the following dates and times:

**Thursday, April 8, 2021 — 9:00 a.m. to 9:00 p.m.**  
**Friday, April 9, 2021 — 9:00 a.m. to 9:00 p.m.**  
**Saturday, April 10, 2021 — 9:00 a.m. to 6:00 p.m.**  
**Sunday, April 11, 2021 — 9:00 a.m. to 6:00 p.m.**  
**Monday, April 12, 2021 — 9:00 a.m. to 9:00 p.m.**  
**Tuesday, April 13, 2021 — 9:00 a.m. to 12:00 noon**

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of the Prospectus are identical to the printed document as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

If you are an **intermediary, broker or agent**, please remind your customers, clients or principals, as applicable, that the Prospectus is available online at the website addresses above.

Please refer to “How to Apply for Hong Kong Offer Shares” of the Prospectus for further details on the procedures through which you can apply for the Hong Kong Offer Shares electronically.

Your application must be for a minimum of 50 Hong Kong Offer Shares and in one of the numbers set out in the table below. You are required to pay the amount next to the number you select.

No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$
50	16,817.78	1,000	336,355.64	20,000	6,727,112.82	700,000	235,448,948.70
100	33,635.57	1,500	504,533.47	30,000	10,090,669.23	800,000	269,084,512.80
150	50,453.35	2,000	672,711.28	40,000	13,454,225.64	900,000	302,720,076.90
200	67,271.13	2,500	840,889.11	50,000	16,817,782.05	1,000,000	336,355,641.00
250	84,088.91	3,000	1,009,066.92	60,000	20,181,338.46	1,107,250 <sup>(1)</sup>	372,429,783.49
300	100,906.70	3,500	1,177,244.75	70,000	23,544,894.87		
350	117,724.48	4,000	1,345,422.56	80,000	26,908,451.28		
400	134,542.26	4,500	1,513,600.39	90,000	30,272,007.69		
450	151,360.04	5,000	1,681,778.21	100,000	33,635,564.10		
500	168,177.83	6,000	2,018,133.85	200,000	67,271,128.20		
600	201,813.38	7,000	2,354,489.49	300,000	100,906,692.30		
700	235,448.95	8,000	2,690,845.13	400,000	134,542,256.40		
800	269,084.51	9,000	3,027,200.77	500,000	168,177,820.50		
900	302,720.08	10,000	3,363,556.41	600,000	201,813,384.60		

*Note:*

(1) Maximum number of Hong Kong Offer Shares you may apply for.

No application for any other number of the Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

## THE LISTING APPLICATION

We have applied to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Shares in issue (including on conversion of convertible notes), the Shares to be issued pursuant to the Global Offering (including the additional Shares that may be issued pursuant to the exercise of the Over-allotment Option) and the Shares to be issued pursuant to the Share Incentive Plans, including pursuant to the exercise of options or other awards that have been or may be granted from time to time.

## STRUCTURE OF THE GLOBAL OFFERING

The Global Offering comprises:

- the Hong Kong Public Offering of initially 2,214,500 Shares (subject to reallocation) representing approximately 7% of the total number of Offer Shares initially available under the Global Offering, and
- the International Offering of initially 29,421,100 Shares (subject to reallocation and the Over-allotment Option) representing approximately 93% of the total number of Offer Shares initially available under the Global Offering.

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed “Structure of the Global Offering” in the Prospectus.

In particular, the Joint Representatives may, at their sole discretion, reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Hong Kong Stock Exchange, if such reallocation is done as described in the section headed “Structure of the Global Offering — The Hong Kong Public Offering — Reallocation” in the Prospectus, the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. 4,429,000 Shares, representing approximately 14% of the total number of Offer Shares initially available under the Global Offering).

Under the International Underwriting Agreement, we expect to grant to the International Underwriters the Over-allotment Option, exercisable by the Joint Representatives (for themselves and on behalf of the International Underwriters), exercisable within 30 days after the last day for lodging applications under the Hong Kong Public Offering (the last day for exercise of the Over-allotment Option being Thursday, May 13, 2021) to require us to issue up to an aggregate of 4,745,300 Shares, representing not more than 15% of the total number of Offer Shares initially available under the Global Offering, at the International Offer Price, to cover over-allocations in the International Offering, if any. In the event the Over-allotment Option is exercised, we will make an announcement which will be posted on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on our website ([investors.trip.com](http://investors.trip.com)).

## PRICING

The Hong Kong Offer Price will not be more than HK\$333.00 per Hong Kong Offer Share. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Hong Kong Offer Price of HK\$333.00 per Offer Share in addition to the brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Hong Kong Offer Price as finally determined is less than HK\$333.00 per Offer Share.

## EXPECTED TIMETABLE

Hong Kong Public Offering commences . . . . .	9:00 a.m. on Thursday, April 8, 2021
Latest time for completing electronic applications under <b>White Form eIPO</b> service through the designated website <a href="http://www.eipo.com.hk">www.eipo.com.hk</a> . . . . .	11:30 a.m. on Tuesday, April 13, 2021
Application lists open . . . . .	11:45 a.m. on Tuesday, April 13, 2021
Latest time for (a) completing payment for <b>White Form eIPO</b> applications by effecting internet banking transfer(s) or PPS payment transfer(s) and (b) giving <b>electronic application instructions</b> to HKSCC . . . . .	12:00 noon on Tuesday, April 13, 2021
Application lists close . . . . .	12:00 noon on Tuesday, April 13, 2021
Expected Price Determination Date . . . . .	Tuesday, April 13, 2021
Announcement of the Hong Kong Offer Price and the International Offer Price on our website at <a href="http://investors.trip.com">investors.trip.com</a> and the website of the Hong Kong Stock Exchange at <a href="http://www.hkexnews.hk">www.hkexnews.hk</a> on or around . . . . .	Tuesday, April 13, 2021
Announcement of the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on our website at <a href="http://investors.trip.com">investors.trip.com</a> and the website of the Hong Kong Stock Exchange at <a href="http://www.hkexnews.hk">www.hkexnews.hk</a> on or before . . . . .	Friday, April 16, 2021

The results of allocations in the Hong Kong Public Offering (with successful applicants' identification document numbers, where appropriate) to be available through a variety of channels, including:

- in the announcement to be posted on our website at [investors.trip.com](http://investors.trip.com) and the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk), respectively . . . . . Friday, April 16, 2021
- from the designated results of allocations website at [www.iporeresults.com.hk](http://www.iporeresults.com.hk) (alternatively: English <https://www.eipo.com.hk/en/Allotment>; Chinese <https://www.eipo.com.hk/zh-hk/Allotment>) with a "search by ID" function from. . . . . 8:00 a.m. on Friday, April 16, 2021 to 12:00 midnight on Thursday, April 22, 2021
- from the allocation results telephone enquiry by calling +852 2862 8555 between 9:00 a.m. and 6:00 p.m. from . . . . . Friday, April 16, 2021 and Monday, April 19, 2021 to Wednesday, April 21, 2021

Share certificates in respect of wholly or partially successful applications to be despatched or deposited into CCASS on or before. . . . . Friday, April 16, 2021

White Form e-Refund payment instructions/refund checks in respect of wholly or partially successful applications (if applicable) or wholly or partially unsuccessful applications to be despatched on or around . . . . . Friday, April 16, 2021

Dealings in Shares on the Hong Kong Stock Exchange expected to commence at 9:00 a.m. on . . . . . Monday, April 19, 2021

## SETTLEMENT

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Hong Kong Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Hong Kong Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

## ELECTRONIC APPLICATION CHANNELS

### White Form eIPO

You may submit your application through the **White Form eIPO** service through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) (24 hours daily, except on the last day for applications) from 9:00 a.m. on Thursday, April 8, 2021 until 11:30 a.m. on Tuesday, April 13, 2021 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Tuesday, April 13, 2021, the last day for applications, or such later date as described in the section headed “How to Apply for Hong Kong Offer Shares — C. Effect of Bad Weather and Extreme Conditions on the Opening and Closing of the Application Lists” in the Prospectus.

### CCASS EIPO

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

**Thursday, April 8, 2021 — 9:00 a.m. to 8:30 p.m.**

**Friday, April 9, 2021 — 8:00 a.m. to 8:30 p.m.**

**Monday, April 12, 2021 — 8:00 a.m. to 8:30 p.m.**

**Tuesday, April 13, 2021 — 8:00 a.m. to 12:00 noon**

The times in this sub-section are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, April 8, 2021 until 12:00 noon on Tuesday, April 13, 2021 (24 hours daily, except on Tuesday, April 13, 2021 the last day for applications).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Tuesday, April 13, 2021, the last day for applications, or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares — C. Effect of Bad Weather and Extreme Conditions on the Opening and Closing of the Application Lists” in the Prospectus.

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

The application monies (including the brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee) will be held by the receiving bank and on behalf of the Company after the closing of the application lists and the refund monies, if any, will be returned to the applicants without interest on or before Friday, April 16, 2021.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

## **PUBLICATION OF RESULTS**

We expect to announce the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Friday, April 16, 2021 on our website at [investors.trip.com](http://investors.trip.com) and the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Hong Kong Public Offering will be available through a variety of channels at the times and date and in the manner specified in the section headed “How to Apply for Hong Kong Offer Shares — D. Publication of Results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Hong Kong Offer Price as finally determined is less than the maximum Hong Kong Offer Price of HK\$333.00 per Offer Share (excluding brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with “Structure of the Global Offering — Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee, will be refunded, without interest.

No temporary documents of title will be issued in respect of the Shares and no receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. (Hong Kong time) on Monday, April 19, 2021, provided that the Global Offering has become unconditional and the right of termination described in the “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” section in the Prospectus has not been exercised.

Dealings in the Shares are expected to commence at 9:00 a.m. (Hong Kong time) on Monday, April 19, 2021. The Shares will be traded in board lots of 50 Shares each. The stock code of the Shares is 9961.

By order of the Board  
**Trip.com Group Limited**  
**James Jianzhang Liang**  
*Executive Chairman of the Board*

Hong Kong, April 8, 2021

*As at the date of this announcement, the board of directors of the Company comprises Mr. James Jianzhang Liang, Mr. Min Fan, Ms. Jane Jie Sun, Mr. Robin Yanhong Li and Mr. Dou Shen as the directors, and Mr. Neil Nanpeng Shen, Mr. Qi Ji, Mr. Gabriel Li and Mr. JP Gan as the independent directors.*

*Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).*