

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in “Glossary of Technical Terms.”

“ Accountant’s Report ”	accountant’s report for the years ended December 31, 2018, 2019, and 2020 in Appendix I
“ ADS(s) ”	American Depositary Share(s) (each representing one Share)
“ ADS Ratio Change ”	the change in ADS ratio proportionate to the Share Subdivision from eight ADSs representing one ordinary share to one ADS representing one Share, effective on March 18, 2021
“ Analysys ”	ANALYSYS LTD (北京易觀智庫網絡科技有限公司)
“ Analysys Report ”	the report prepared by Analysys
“ Articles ” or “ Articles of Association ”	our Articles of Association, adopted by a special resolution passed on December 21, 2015, a summary of which is set out in Appendix III
“ associate(s) ”	has the meaning ascribed to it under the Hong Kong Listing Rules
“ board ” or “ board of directors ”	our board of directors
“ business day ”	any day (other than a Saturday, Sunday, or public holiday) on which banks in Hong Kong or other relevant jurisdictions are generally open for business
“ Cayman Companies Act ”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
	[REDACTED]
“ China ” or “ the PRC ”	the People’s Republic of China, excluding, for the purposes of this document only, Hong Kong, the Macao Special Administrative Region of the People’s Republic of China, and Taiwan, except where the context requires otherwise
“ close associate(s) ”	has the meaning ascribed to it under the Hong Kong Listing Rules
“ Companies Ordinance ”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)

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“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company,” “our Company,” or “the Company”	Trip.com Group Limited (formerly known as Ctrip.com International, Ltd.), a company with limited liability incorporated in the Cayman Islands on March 3, 2000
“connected person(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Deposit Agreement”	the deposit agreement, dated as of December 8, 2003, as amended, among us, The Bank of New York Mellon and ADS holders and beneficial owners from time to time
“director(s)”	member(s) of our board
“DTC”	The Depository Trust Company, the central book-entry clearing and settlement system for equity securities in the United States and the clearance system for our ADSs
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“foreign private issuer”	as such term is defined in Rule 3b-4 under the U.S. Exchange Act
	[REDACTED]
“Greater China”	for purposes of this document only, the mainland China, Hong Kong, the Macao Special Administrative Region of China, and Taiwan
	[REDACTED]
“Group,” “our Group,” “the Group,” “we,” “us,” or “our”	our Company, subsidiaries and consolidated affiliated entities from time to time, and where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“HK” or “Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$,” “HK dollars,” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

[REDACTED]

“Hong Kong Listing Rules”

the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

[REDACTED]

“Hong Kong Stock Exchange”

The Stock Exchange of Hong Kong Limited

[REDACTED]

DEFINITIONS

[REDACTED]

“Joint Sponsors”	the Joint Sponsors of the Listing as named in “Directors and parties involved in the [REDACTED]”
“Latest Practicable Date”	March 31, 2021, being the latest practicable date for ascertaining certain information in this document before its publication
“Listing”	the listing we are seeking on the Hong Kong Stock Exchange under Chapter 19C of the Hong Kong Listing Rules
“Listing Committee”	the Listing Committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or about [REDACTED], on which the Shares are to be listed and on which dealings in the Shares are to be first permitted to take place on the Hong Kong Stock Exchange
“M&A Rules”	the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》) promulgated by the MOFCOM and other governmental authorities on August 8, 2006, effective on September 8, 2006, and subsequently amended on June 22, 2009
“Main Board”	the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
“Memorandum” or “Memorandum of Association”	our memorandum of association as adopted by a special resolution passed on December 21, 2015, a summary of which is set out in Appendix III
“MIIT”	the PRC Ministry of Industry and Information Technology (中華人民共和國工業和信息化部) (formerly known as the PRC Ministry of Information Industry (中華人民共和國信息產業部))
“MOFCOM”	the PRC Ministry of Commerce (中華人民共和國商務部) (formerly known as the PRC Ministry of Foreign Trade and Economic Cooperation (中華人民共和國對外經濟貿易部))
“Nasdaq”	Nasdaq Stock Market
“NDRC”	the PRC National Development and Reform Commission (中華人民共和國國家發展和改革委員會)

[REDACTED]

DEFINITIONS

[REDACTED]

“PCAOB”	the Public Company Accounting Oversight Board
“PRC Legal Advisor”	Commerce & Finance Law Offices, our legal advisor on PRC laws
	[REDACTED]
“Qualifying Issuer”	has the meaning given to it under Chapter 19C of the Hong Kong Listing Rules
“Qunar”	Qunar Cayman Islands Limited, a Cayman Islands company incorporated on July 31, 2006, and unless the context requires otherwise, includes its predecessor entities and consolidated subsidiaries and consolidated affiliated Chinese entities
“Regulation S”	Regulation S under the U.S. Securities Act
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“SAFE”	the PRC State Administration of Foreign Exchange (中華人民共和國國家外匯管理局)
“SAIC”	the PRC State Administration of Industry and Commerce (中華人民共和國國家工商行政管理總局), which has now been merged into the SAMR
“SAMR”	the PRC State Administration for Market Regulation (中華人民共和國國家市場監督管理總局)
“SEC”	the U.S. Securities and Exchange Commission
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of the share capital of our Company with a par value of US\$0.00125 each following the Share Subdivision

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“Share Incentive Plans”	the 2007 Plan and the Second A&R Global Plan, details of which are set out in “Directors and Senior Management – Compensation”
“Share Subdivision”	the subdivision of each issued and unissued ordinary share of a nominal or par value of US\$0.01 each in the capital of the Company into eight (8) ordinary shares of a nominal or par value of US\$0.00125 each in the capital of the Company, effective from March 18, 2021
“Shareholder(s)”	holder(s) of our Share(s)
“Significant Subsidiaries”	our subsidiaries and consolidated affiliated entities as identified in “History and Corporate Structure—Significant Subsidiaries”
“Skyscanner”	Skyscanner Holdings Limited, a company incorporated in England and Wales on September 16, 2011
“STA”	the PRC State Taxation Administration (中華人民共和國國家稅務總局)
	[REDACTED]
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Takeovers Code”	Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
“Track Record Period”	the years ended December 31, 2018, 2019, and 2020
“U.S.,” “US,” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollars,” “U.S. dollars,” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Exchange Act”	the United States Securities Exchange Act of 1934, and the rules and regulations promulgated thereunder
“U.S. GAAP”	accounting principles generally accepted in the United States

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“U.S. Securities Act” United States Securities Act of 1933 and the rules and regulations promulgated thereunder

[REDACTED]

“VAT” value-added tax

“VIE(s),” “variable interest entity(ies),” or “consolidated affiliated Chinese entities” our variable interest entities, the financial results of which are consolidated into our consolidated financial statements as if they were our subsidiaries

“VIE structure” or “Contractual Arrangement(s)” variable interest entity structure and, where the context requires, the agreements underlying the structure

[REDACTED]

“%” per cent