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## **Tongcheng-Elong Holdings Limited**

**同程藝龍控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0780)**

### **ANNOUNCEMENT IN RELATION TO THE ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2020**

Reference is made to the annual report of Tongcheng-Elong Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) for the year ended 31 December 2020 published by the Company on April 26, 2021 (the “**2020 Annual Report**”). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the 2020 Annual Report.

The Board would like to provide further information in relation to the 2020 Annual Report.

Reference is made to the 2018 Share Incentive Plan and 2019 Share Option Plan as set out in the 2020 Annual Report and note 8 to the consolidated financial statements, the Company would like to provide the following information in relation to the 2018 Share Incentive Plan and 2019 Share Option Plan pursuant to Rules 17.07 and 17.09 of the Listing Rules:

## 2018 Share Incentive Plan

- (i) The particulars of outstanding options under the 2018 Share Incentive Plan at the beginning and at the end of the year ended 31 December 2020, including number of options, date of grant, vesting period, exercise period and exercise price, are as follows:

| Name of category of grantee  | Number of share options |                         |                           |                                   |                         |                         | Date of grant of share options | Exercise period of share options       | Exercise price of share options | Vesting period                                                                  | Price of the Company's shares immediately before the grant date of options | Weighted average closing price of the Company's shares immediately before the exercise date of options |
|------------------------------|-------------------------|-------------------------|---------------------------|-----------------------------------|-------------------------|-------------------------|--------------------------------|----------------------------------------|---------------------------------|---------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
|                              | As at January 1, 2020   | Granted during the year | Exercised during the year | Lapsed/ Forfeited during the year | Expired during the year | As at December 31, 2020 |                                |                                        |                                 |                                                                                 |                                                                            |                                                                                                        |
| Executive Directors          |                         |                         |                           |                                   |                         |                         |                                |                                        |                                 |                                                                                 |                                                                            |                                                                                                        |
| Wu Zhixiang                  | 2,625,200               | -                       | -                         | -                                 | -                       | 2,625,200               | March 9, 2018                  | March 9, 2018 to March 9, 2028         | RMB2.60 per share               | Note 1                                                                          | -                                                                          | -                                                                                                      |
|                              | 2,625,200               | -                       | -                         | -                                 | -                       | 2,625,200               | May 18, 2018                   | May 18, 2018 to May 18, 2028           | RMB5.50 per share               | Note 1                                                                          | -                                                                          | -                                                                                                      |
| Ma Heping                    | 5,185,755               | -                       | -                         | -                                 | -                       | 5,185,755               | March 9, 2018                  | March 9, 2018 to March 9, 2028         | RMB2.60 per share               | Note 1                                                                          | -                                                                          | -                                                                                                      |
|                              | 5,185,755               | -                       | -                         | -                                 | -                       | 5,185,755               | May 18, 2018                   | May 18, 2018 to May 18, 2028           | RMB5.50 per share               | Note 1                                                                          | -                                                                          | -                                                                                                      |
|                              | 160                     | -                       | -                         | -                                 | -                       | 160                     | September 1, 2018              | September 1, 2018 to September 1, 2028 | HKD9.80 per share               | At the time when the market value of the Company reaches RMB30 billion (Note 2) | -                                                                          | -                                                                                                      |
| Non-executive Director       |                         |                         |                           |                                   |                         |                         |                                |                                        |                                 |                                                                                 |                                                                            |                                                                                                        |
| Jiang Hao                    | 1,803,695               | -                       | -                         | -                                 | -                       | 1,803,695               | March 9, 2018                  | March 9, 2018 to March 9, 2028         | RMB2.60 per share               | Note 1                                                                          | -                                                                          | -                                                                                                      |
|                              | 1,803,695               | -                       | -                         | -                                 | -                       | 1,803,695               | May 18, 2018                   | May 18, 2018 to May 18, 2028           | RMB5.50 per share               | Note 1                                                                          | -                                                                          | -                                                                                                      |
|                              | 1,500,000               | -                       | (1,200,000)               | -                                 | -                       | 300,000                 | September 1, 2018              | September 1, 2018 to September 1, 2028 | HKD9.80 per share               | At the time when the market value of the Company reaches RMB30 billion (Note 2) | -                                                                          | HKD14.56 per share                                                                                     |
|                              |                         |                         |                           |                                   |                         |                         |                                |                                        |                                 |                                                                                 | HKD14.69 per share                                                         |                                                                                                        |
| Other Employees in aggregate | 32,257,798              | -                       | (9,712,358)               | (115,027)                         | -                       | 22,430,413              | March 9, 2018                  | March 9, 2018 to March 9, 2028         | RMB2.60 per share               | Note 1                                                                          | -                                                                          | HKD13.89 per share                                                                                     |
|                              |                         |                         |                           |                                   |                         |                         |                                |                                        |                                 |                                                                                 |                                                                            | HKD13.96 per share                                                                                     |

| Name of category of grantee | Number of share options |                         |                           |                                   |                         | Date of grant of share options | Exercise period of share options       | Exercise price of share options | Vesting period                                                                           | Price of the Company's shares immediately before the grant date of options | Weighted average closing price of the Company's shares |
|-----------------------------|-------------------------|-------------------------|---------------------------|-----------------------------------|-------------------------|--------------------------------|----------------------------------------|---------------------------------|------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------|
|                             | As at January 1, 2020   | Granted during the year | Exercised during the year | Lapsed/ Forfeited during the year | Expired during the year | As at December 31, 2020        |                                        |                                 |                                                                                          |                                                                            |                                                        |
|                             | 32,323,646              | -                       | (9,028,681)               | (123,791)                         | -                       | 23,171,174                     | May 18, 2018 to May 18, 2028           | RMB5.50 per share               | Note 1                                                                                   | -                                                                          | HKD14.26 per share                                     |
|                             | 26,136,900              | -                       | (13,252,500)              | -                                 | -                       | 12,884,400                     | September 1, 2018 to September 1, 2028 | HKD9.80 per share               | At the time when the market value of the Company reaches RMB30 billion ( <i>Note 2</i> ) | -                                                                          | HKD14.30 per share                                     |
| Total                       | 111,447,804             | -                       | (33,193,539)              | (238,818)                         | -                       | 78,015,447                     |                                        |                                 |                                                                                          |                                                                            |                                                        |

Notes:

(1) The share options shall vest in the grantees in the following manner:

- 25% of the total number of share options shall vest on the first anniversary of the date of grant
- 25% of the total number of share options shall vest on the second anniversary of the date of grant
- 25% of the total number of share options shall vest on the third anniversary of the date of grant
- 25% of the total number of share options shall vest on the fourth anniversary of the date of grant

(2) The Company reached the market value of RMB30 billion on March 13, 2019.

(ii) There is no specified period for which an offer for an option must be accepted by the relevant eligible participant from the date on which it is made, provided that no options shall be exercised after ten years from the date of grant of the relevant share options.

## 2019 Share Option Plan

- (i) The particulars of outstanding options under the 2019 Share Option Plan at the beginning and at the end of the year ended 31 December 2020, including number of options, date of grant, vesting period, exercise price, are as follows:

| Name of category of grantee         | As at January 1, 2020 | Number of share options |                           |                                   | Expired during the year | As at December 31, 2020 | Date of grant of share options | Exercise period of share options       | Exercise price of share options | Vesting period | Price of the Company's shares immediately before the grant date of options |                    | Weighted average closing price of the Company's shares immediately before the exercise date of options |                    |
|-------------------------------------|-----------------------|-------------------------|---------------------------|-----------------------------------|-------------------------|-------------------------|--------------------------------|----------------------------------------|---------------------------------|----------------|----------------------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------------------------|--------------------|
|                                     |                       | Granted during the year | Exercised during the year | Lapsed/ Forfeited during the year |                         |                         |                                |                                        |                                 |                | HKD14.14 per share                                                         | HKD14.14 per share | HKD14.65 per share                                                                                     | HKD14.79 per share |
| <b>Executive Directors</b>          |                       |                         |                           |                                   |                         |                         |                                |                                        |                                 |                |                                                                            |                    |                                                                                                        |                    |
| Wu Zhixiang                         | -                     | 500,000                 | -                         | -                                 | -                       | 500,000                 | October 23, 2020               | October 23, 2020 to October 22, 2030   | HKD14.436 per share             | Note 1         | HKD14.14 per share                                                         | -                  | -                                                                                                      | -                  |
| Ma Heping                           | 1,600,000             | -                       | -                         | -                                 | -                       | 1,600,000               | December 20, 2019              | December 20, 2019 to December 19, 2029 | HKD12.428 per share             | Note 2         | -                                                                          | -                  | -                                                                                                      | -                  |
| <b>Other Employees in aggregate</b> | 19,383,500            | -                       | (5,498,040)               | (26,500)                          | -                       | 1,600,000               | October 23, 2020               | October 23, 2020 to October 22, 2030   | HKD14.436 per share             | Note 1         | HKD 14.14 per share                                                        | -                  | HKD14.65 per share                                                                                     | HKD14.79 per share |
|                                     | -                     | 19,000,000              | -                         | -                                 | -                       | 19,000,000              | October 23, 2020               | October 23, 2020 to October 22, 2030   | HKD14.436 per share             | Note 1         | HKD14.14 per share                                                         | -                  | -                                                                                                      | -                  |
| <b>Total</b>                        | <b>20,983,500</b>     | <b>21,100,000</b>       | <b>(5,498,040)</b>        | <b>(26,500)</b>                   | <b>-</b>                | <b>36,558,960</b>       |                                |                                        |                                 |                |                                                                            |                    |                                                                                                        |                    |

### Notes:

- (1) 50% of the share options granted vested immediately upon the grant and the remaining 50% vested in the third quarter of 2021.
  - (2) 50% of the share options granted vested immediately upon the grant and the remaining 50% vested in the third quarter of 2020.
- (ii) There is no specified period for which an offer for an option must be accepted by the relevant eligible participant from the date on which it is made, provided that no options shall be exercised after ten years from the date of grant of the relevant share options.

The information contained in this announcement does not affect other information contained in the 2020 Annual Report and save as disclosed above, all other information in the 2020 Annual Report remains unchanged.

By Order of the Board  
**Tongcheng-Elong Holdings Limited**  
**Ma Heping**  
*Executive Director and*  
*Chief Executive Officer*

Hong Kong, September 24, 2021

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

Cheng Yun Ming Matthew

Brent Richard Irvin

***Independent Non-executive Directors***

Wu Haibing

Dai Xiaojing

Han Yuling