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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 MAY 31, 2022 AND ADOPTION OF 2022 SHARE OPTION PLAN**

Reference is made to the circular of Tongcheng Travel Holdings Limited (the “**Company**”) dated April 27, 2022 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 May 31, 2022, 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 2,218,397,533 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. All Directors of the Company attended the AGM in person or by means 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 has any material interest in the matters considered at the AGM and is 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 is 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, 2021 and the reports of the Directors and auditor thereon.	1,785,110,041 99.931032%	1,232,000 0.068968%
2(a).	(i) To re-elect Mr. Ma Heping as an executive Director;	1,727,644,242 96.714078%	58,697,799 3.285922%
	(ii) To re-elect Mr. Liang Jianzhang as a non-executive Director;	1,575,695,924 88.207963%	210,646,117 11.792037%
	(iii) To re-elect Mr. Brent Richard Irvin as a non-executive Director;	1,724,474,752 96.536649%	61,867,289 3.463351%
2(b).	To authorise the Board to fix the remuneration of the Directors.	1,720,723,011 96.411382%	64,048,630 3.588618%
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, 2022.	1,729,741,238 96.831469%	56,600,803 3.168531%
4(A).	To give a general mandate to the Directors to offer, allot, issue and deal with additional shares in the Company not exceeding 20% of the total number of issued shares of the Company.	1,087,844,563 60.897887%	698,497,478 39.102113%
4(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.	1,778,253,641 99.547209%	8,088,400 0.452791%
4(C).	To extend the general mandate granted to the Directors to allot, issue and deal with shares by the number of shares repurchased by the Company.	1,090,119,963 61.025265%	696,222,078 38.974735%
5.	Subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the ordinary share(s) of US\$0.0005 each in the share capital of the Company which may fall to be issued and allotted upon the exercise of the options to be granted under the 2022 Share Option Plan of the Company, the terms of which are contained in the document marked "A" produced to the meeting and for the purpose of identification signed by the chairman of the meeting, to approve and adopt the 2022 Share Option Plan, and to authorize the Board (or any committee appointed by the Board) to grant options thereunder and to allot, issue and deal with the shares which fall to be issued pursuant to the exercise of any option granted under the 2022 Share Option Plan and to take all such steps as may be necessary or expedient in order to implement and to give full effect to the 2022 Share Option Plan.	1,218,571,219 68.216007%	567,770,822 31.783993%

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

As more than 50% of votes were cast in favour of each of the resolutions, all of the above ordinary resolutions were duly passed at the AGM.

#### **ADOPTION OF 2022 SHARE OPTION PLAN**

The Board is also pleased to announce that, as set out above, the ordinary resolution approving the adoption of the 2022 Share Option Plan, made in accordance with Chapter 17 of the Listing Rules and the principal terms of which are set out in the Circular, was duly passed by the Shareholders at the AGM.

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

Hong Kong, May 31, 2022

As at the date of this announcement, the Board comprises the following:

#### ***Executive Directors***

Wu Zhixiang (*Co-Chairman*)  
Ma Heping (*Chief Executive Officer*)

#### ***Independent Non-executive Directors***

Wu Haibing  
Dai Xiaojing  
Han Yuling

#### ***Non-executive Directors***

Liang Jianzhang (*Co-Chairman*)  
Jiang Hao  
Cheng Yun Ming Matthew  
Brent Richard Irvin