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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 29, 2023

Reference is made to the circular of Tongcheng Travel Holdings Limited (the “**Company**”) dated May 2, 2023 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 29, 2023, 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 2,241,804,034 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. Save for Mr. Xie Qing Hua, being a non-executive Director who did not attend the AGM due to his other work commitment, all other 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, 2022 and the reports of the directors and auditor thereon.	1,688,971,146 99.954360%	771,200 0.045640%
2(a).	(i) To re-elect Mr. WU Zhixiang as an executive director;	1,456,203,006 86.178997%	233,539,340 13.821003%
	(ii) To re-elect Mr. JIANG Hao as a non-executive director;	1,644,775,696 97.338846%	44,966,650 2.661154%
	(iii) To re-elect Ms. HAN Yuling as an independent non-executive director;	1,625,954,454 96.224993%	63,787,892 3.775007%
	(iv) To re-elect Mr. XIE Qing Hua as a non-executive director;	1,491,504,343 88.268152%	198,238,003 11.731848%
2(b).	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	1,668,879,120 98.856837%	19,298,626 1.143163%
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, 2023.	1,657,556,372 98.095214%	32,185,974 1.904786%
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.	1,103,523,468 65.307203%	586,218,878 34.692797%
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.	1,677,753,276 99.290479%	11,989,070 0.709521%
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.	1,112,133,069 65.816725%	577,609,277 34.183275%

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.

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

Hong Kong, May 29, 2023

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 Yulin