



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)

**Form of proxy for the Annual General Meeting
to be held on June 26, 2024**

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s)^(Note 2) of US\$0.0005 each
in the share capital of the above-named Company **HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING**
or^(Note 3) _____
of _____
as my/our proxy to attend and act for me/us at the Annual General Meeting (and any adjournment thereof) of the said Company to be held at Meeting Room Canglang, 2/F, Four Points by Sheraton Suzhou, No. 8 Moon Bay Road, Suzhou Industrial Park, Jiangsu, China at 3:00 p.m., on June 26, 2024 (the “**Meeting**”) for the purposes of considering and, if thought fit, passing the resolutions as set out in the Notice of Annual General Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below^(Note 4) or on any resolution or motion which is proposed thereat, and, if no such indication is given, at the discretion of my/our proxy(ies).

ORDINARY RESOLUTIONS ^(Note 5)		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2023 and the reports of the directors and auditor thereon.		
2.	(a) To re-elect the following retiring directors of the Company: (i) Mr. MA Heping as an executive director; (ii) Mr. Brent Richard IRVIN as a non-executive director; (iii) Mr. DAI Xiaojing as an independent non-executive director; (b) To authorise the board of directors of the Company (the “ Board ”) to fix the remuneration of the directors of the Company (the “ Directors ”).		
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, 2024.		
4.	To declare a final dividend of HKD0.15 per share for the year ended December 31, 2023.		
5(A).	To give a general mandate to the Directors to offer, allot, issue and deal with additional shares in the Company (including any sale and transfer of shares out of treasury that are held as treasury shares ^(Note 12)) not exceeding 15% of the total number of issued shares of the Company.		
5(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 (excluding any shares that are held as treasury shares ^(Note 12)).		
5(C).	To extend the general mandate granted to the Directors to allot, issue and deal with shares (including any sale and transfer of shares out of treasury that are held as treasury shares ^(Note 12)) by the number of shares repurchased by the Company.		
6.	To adopt the 2024 Share Scheme with the scheme mandate limit of 1% of the total number of issued Shares (excluding treasury Shares) of the Company as proposed by the Board, the principal terms of which are set out in Appendix III to the circular of the Company dated June 3, 2024.		
SPECIAL RESOLUTION			
7.	To approve and adopt the proposed amendments to the fourth amended and restated articles of association and the fifth amended and restated articles of association of the Company.		

Dated this _____ day of _____, 2024

Signed^(Note 8) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words “**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING or**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to tick any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment of a resolution put to the Meeting or any resolution properly put to the meeting other than referred to above.
- The description of the Resolutions is by way of summary only. The full text appears in the notice of the Annual General Meeting.
- Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, shall be deposited at the Company’s Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- In the case of joint holders of any shares, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- On a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share registered in his name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- The term “treasury shares” shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on the Stock Exchange which will come into effect on June 11, 2024.