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Trip.com Group™

携程集团

Trip.com Group Limited

攜程集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9961)

INSIDE INFORMATION

THE OFFERING OF US\$1.3 BILLION CASH-PAR SETTLED CONVERTIBLE SENIOR NOTES

This announcement is issued by Trip.com Group Limited (“**Trip.com Group**” or the “**Company**”) pursuant to Rule 13.09(2)(a) and Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and under Part XIVA of the Securities and Futures Ordinance (Cap. 571).

Reference is made to the announcement of the Company dated June 4, 2024 in relation to the proposed offering of US\$1.3 billion cash-par settled convertible senior notes.

THE OFFERING OF US\$1.3 BILLION CASH-PAR SETTLED CONVERTIBLE SENIOR NOTES

Trip.com Group today announced the pricing of its previously announced offering (the “**Notes Offering**”) of US\$1.3 billion in aggregate principal amount of convertible senior notes due 2029 (the “**Notes**”). The Notes have been offered to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “**Securities Act**”). The Company has granted the initial purchasers in the Notes Offering an option to purchase up to an additional US\$200 million principal amount of the Notes, exercisable for settlement within a 13-day period beginning on, and including, the date on which the Notes are first issued.

The Company plans to use the net proceeds from the Notes Offering for repayment of existing financial indebtedness, expansion of its overseas business, and working capital needs.

Terms of the Notes Offering

The Notes will be general unsecured obligations of the Company and bear interest at a rate of 0.75% per year, payable semiannually in arrears on June 15 and December 15 of each year, beginning on December 15, 2024. The Notes will mature on June 15, 2029 unless repurchased, redeemed, or converted in accordance with their terms prior to such date. Holders of the Notes may require the Company to repurchase all or part of their Notes for cash on June 15, 2027 or in the event of certain fundamental changes, in each case, at a repurchase price equal to 100% of the principal amount of the Notes to be repurchased plus accrued and unpaid interest, if any, to, but excluding, the repurchase date.

Prior to the close of business on the business day immediately preceding the 50th scheduled trading day before the maturity date, the Notes will be convertible at the option of the holders only upon satisfaction of certain conditions and during certain periods. On or after the 50th scheduled trading day before the maturity date until the close of business on the third scheduled trading day immediately preceding the maturity date, holders may convert their Notes at their option at any time. The initial conversion rate of the Notes is 15.0462 American depositary shares (“ADSs”), each currently representing one ordinary share of the Company, per US\$1,000 principal amount of the Notes, which is equivalent to an initial conversion price of approximately US\$66.46 per ADS and represents an approximately 32.5% conversion premium over the closing price of the Company’s ADSs on the Nasdaq on June 4, 2024, which was US\$50.16 per ADS. The conversion rate of the Notes is subject to adjustment upon the occurrence of certain events.

The Notes contemplate cash-par settlement upon conversion. Upon conversion, the Company will pay cash up to the aggregate principal amount of the Notes being converted and have the right to elect to settle the conversion consideration for amounts in excess of the aggregate principal amount using cash, ADSs, or a combination of cash and ADSs. Holders may elect to receive ordinary shares in lieu of any ADSs deliverable upon conversion, subject to certain conditions and procedures.

In addition, the Company may redeem for cash all but not part of the Notes in the event of certain changes in the tax laws or if less than 10% of the aggregate principal amount of the Notes originally issued remains outstanding at such time, in each case, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the related redemption date. Any redemption may occur only prior to the 50th scheduled trading day immediately preceding the maturity date.

Concurrent Repurchase

Concurrently with the pricing of the Notes Offering, the Company plans to repurchase approximately 6.0 million ADSs in an amount of approximately US \$300 million pursuant to its existing share repurchase plans in off-market privately negotiated transactions effected through one or more of the initial purchasers or their affiliates as its agent, at a price per ADS equal to US\$50.16, the last reported sale price per ADS on the Nasdaq on June 4, 2024 (the “**Concurrent Repurchase**”). The Concurrent Repurchase is expected to facilitate the initial hedges by purchasers of the Notes who desire to hedge their investments in the Notes.

The Concurrent Repurchase will be funded by cash on hand, and is generally expected to offset some of the potential dilution to the holders of the Company's ordinary shares (including ordinary shares represented by ADSs) upon conversion of the Notes, taking into the account the settlement method of the Notes.

Other Matters

Any repurchase activities of the Company, whether concurrently with the pricing of the Notes or otherwise pursuant to its share repurchase plans, could increase, or reduce the magnitude of any decrease in, the market price of the ADSs and ordinary shares and the price of the Notes.

The Company expects that potential purchasers of the Notes may employ a convertible arbitrage strategy to hedge their exposure in connection with the Notes. Any such activities by potential purchasers of the Notes following the pricing of the Notes and prior to the maturity date could affect the market price of the ADSs and ordinary shares and the trading price of the Notes. The effect, if any, of the activities described in this paragraph, including the direction or magnitude, on the market price of the ADSs and ordinary shares and the trading price of the Notes will depend on a variety of factors, including market conditions, and cannot be ascertained at this time.

The Notes, the ADSs deliverable upon conversion of the Notes, if any, and the ordinary shares represented thereby or deliverable upon conversion of the Notes in lieu thereof have not been registered under the Securities Act, or any state securities laws. They may not be offered or sold within the United States or to U.S. persons, except to qualified institutional buyers in reliance on the exemption from registration provided by Rule 144A under the Securities Act.

The Company expects to close the Notes Offering on or about June 7, 2024, subject to the satisfaction of customary closing conditions.

This announcement shall not constitute an offer to sell or a solicitation of an offer to purchase any of these securities, nor shall there be a sale of the securities in any state or jurisdiction in which such an offer, solicitation, or sale would be unlawful.

This announcement contains information about the pending Notes Offering, and there can be no assurance that the Notes Offering will be completed.

Safe Harbor Statement

This announcement contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “may,” “will,” “expect,” “anticipate,” “future,” “intend,” “plan,” “believe,” “estimate,” “is/are likely to,” “confident,” or other similar statements. Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Potential risks and uncertainties include, but are not limited to, severe or prolonged downturn in the global or Chinese economy, general declines or disruptions in the travel industry, volatility in the trading price of Trip.com Group’s ADSs or ordinary shares, Trip.com Group’s reliance on its relationships and contractual arrangements with travel suppliers and strategic alliances, failure to compete against new and existing competitors, failure to successfully manage current growth and potential future growth, risks associated with any strategic investments or acquisitions, seasonality in the travel industry in the relevant jurisdictions where Trip.com Group operates, failure to successfully develop Trip.com Group’s existing or future business lines, damage to or failure of Trip.com Group’s infrastructure and technology, loss of services of Trip.com Group’s key executives, adverse changes in economic and business conditions in the relevant jurisdictions where Trip.com Group operates, any regulatory developments in laws, regulations, rules, policies, or guidelines applicable to Trip.com Group and other risks outlined in Trip.com Group’s filings with the U.S. Securities and Exchange Commission or The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”). All information provided in this announcement is as of the date of the issuance, and Trip.com Group does not undertake any obligation to update any forward-looking statement, except as required under applicable law.

Full version of the press release issued by the Company on June 4, 2024 (U.S. Eastern Time) announcing the aforementioned pricing of the Notes Offering is available at the Company’s investor relations website at <https://investors.trip.com>.

APPLICATION FOR LISTING

An application will be made by the Company to the Hong Kong Stock Exchange for the granting of the listing of, and permission to deal in the ordinary shares of the Company which may be allotted and issued upon conversion of the Notes.

By order of the Board
Trip.com Group Limited
James Jianzhang Liang
Executive Chairman of the Board

Singapore, June 5, 2024

As of the date of this announcement, the board of directors of the Company comprises Mr. James Jianzhang Liang, Mr. Min Fan, Ms. Jane Jie Sun, and Mr. Junjie He as directors, and Mr. Neil Nanpeng Shen, Mr. Qi Ji, Mr. Gabriel Li, and Mr. JP Gan as independent directors.