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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 EXTRAORDINARY GENERAL MEETING HELD ON SEPTEMBER 30, 2024**

Reference is made to the circular (the “**Circular**”) of Tongcheng Travel Holdings Limited (the “**Company**”) dated September 10, 2024 incorporating, amongst others, the notice (the “**Notice**”) of extraordinary general meeting of the Company (the “**EGM**”). The EGM was held at 3:00 p.m. on September 30, 2024 at Meeting Room Zhuozheng, 2/F, Four Points by Sheraton Suzhou, No. 8 Moon Bay Road, Suzhou Industrial Park, Jiangsu, China. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE EGM**

At the EGM held on September 30, 2024, the proposed ordinary resolution as set out in the Notice was taken by poll.

As at the date of the EGM, the total number of issued Shares was 2,325,059,927 Shares, which was the total number of Shares entitling the holders to attend the EGM. Shareholders or their proxies who represent a total of 1,296,391,929 voting Shares, representing approximately 55.76% of the total issued Shares as at the date of the EGM, attended the EGM. There were no treasury Shares held by the Company (including any treasury Shares held or deposited with the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited). There were no repurchased Shares which are pending cancellation and should be excluded from the total number of issued Shares for the purpose of the EGM. All Directors have attended the EGM either in person or by way of electronic communication.

As stated in the Circular, in accordance with the Listing Rules, Tencent and its associates had a material interest in the 2024 Tencent Strategic Cooperation and Marketing Promotion Framework Agreement. Therefore, Tencent and its associates abstained from voting on the ordinary resolution proposed at the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote on the ordinary resolution proposed at the EGM was 1,848,844,187 Shares, representing approximately 79.52% of the issued Shares. Independent Shareholders or their proxies who represent a total of 1,296,391,929 voting Shares attended the EGM, representing approximately 70.12% of the total number of Shares entitling the Independent Shareholders to attend and vote on the ordinary resolution as at the date of the EGM.

To the best knowledge, information and belief of the Board after having made all reasonable enquiries, saved as disclosed above, there were no restrictions on any Shareholders to cast votes on the ordinary resolution at the EGM, none of the Shareholders had any material interest in the matters considered at the EGM and was required to abstain from voting at the EGM. There were no Shares entitling the holders to attend the EGM but abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. Saved as disclosed above, none of the Shareholders was required to abstain from voting on the ordinary resolution proposed at the EGM 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 the ordinary resolution proposed at the EGM.

The Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking. The poll results in respect of the ordinary resolution proposed at the EGM were as follows:

| Ordinary Resolution |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Number of votes cast and approximate percentage of total number of votes cast |                        |
|---------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|------------------------|
|                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | For                                                                           | Against                |
| 1.                  | <p>(i) To approve, ratify and confirm the 2024 Tencent Strategic Cooperation and Marketing Promotion Framework Agreement and the transactions contemplated thereunder (including the proposed annual caps); and</p> <p>(ii) To authorize any Director for and on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable or expedient for the purpose of or in connection with the 2024 Tencent Strategic Cooperation and Marketing Promotion Framework Agreement and to make and agree such variations of a non-material nature in or to the terms of the 2024 Tencent Strategic Cooperation and Marketing Promotion Framework Agreement as he may in his discretion consider to be desirable and in the interests of the Company.</p> | <p>1,296,391,929<br/>100.000000%</p>                                          | <p>0<br/>0.000000%</p> |

Please refer to the Notice for the full text of the ordinary resolution.

As more than 50% of votes were cast in favour of the ordinary resolution, the above ordinary resolution was duly passed at the EGM.

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

Hong Kong, September 30, 2024

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***

Yang Chia Hung

Dai Xiaojing

Han Yuling

***Non-executive Directors***

Liang Jianzhang (*Co-Chairman*)

Jiang Hao

Xie Qing Hua

Brent Richard Irvin