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同程旅行

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)

嘀嗒

Dida Inc.
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 02559)

eLong, Inc.
(Incorporated in the Cayman Islands with limited liability)

JOINT ANNOUNCEMENT

VOLUNTARY CONDITIONAL GENERAL CASH OFFER BY NOMURA INTERNATIONAL (HONG KONG) LIMITED ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES IN DIDA INC.

(1) LEVEL OF ACCEPTANCE
(2) THE SHARE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS
AND
(3) THE SHARE OFFER REMAINS OPEN FOR ACCEPTANCE

Exclusive Financial Adviser to the Offeror

NOMURA

Independent Financial Adviser to the Independent Board Committee

綽耀資本
REDSOLAR

References are made to (i) the announcement jointly issued by eLong, Inc. (the "**Offeror**"), Tongcheng Travel Holdings Limited (the "**Offeror Parent**") and Dida Inc. (the "**Company**") on 29 June 2026 in relation to, among other things, the voluntary conditional general cash offer by Nomura International (Hong Kong) Limited on behalf of the Offeror to acquire all the issued shares in the Company (the "**Rule 3.5 Announcement**"); and (ii) the composite document dated 31 July 2026 jointly issued by the Offeror, the Offeror Parent and the Company in relation to the Share Offer (the "**Composite Document**"). Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

LEVEL OF ACCEPTANCE

As at 4:30 p.m. on Wednesday, 5 August 2026, the Offeror has received valid acceptances in respect of a total of 530,964,256 Offer Shares (the "**Acceptance Share(s)**") under the Share Offer, (representing approximately 51.74% of the total issued share capital of the Company as at the date of this joint announcement), which comprise acceptances in respect of (i) 320,546,403 Shares subject to the Irrevocable Undertaking executed by 5brothers; (ii) 168,888,700 Shares subject to the Irrevocable Undertaking executed by Leap Profit; (iii) 40,368,557 Shares subject to the Irrevocable Undertaking executed by Smart Canvas Investment Limited and (iv) 1,160,596 Shares subject to the Irrevocable Undertaking executed by Star Celestial Holdings Limited.

THE SHARE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS

As set out in the Composite Document, the Share Offer is conditional upon, among others, the Offeror having received valid acceptances of the Share Offer (and, where permitted, such acceptances not having been withdrawn) by 4:00 p.m. on the Closing Date which will result in the Offeror and persons acting in concert with it holding more than 50% of the voting rights in the Company as at the Closing Date (the "**Acceptance Condition**").

Taking into account the Acceptance Shares (subject to the completion of the transfer of these Acceptance Shares to the Offeror), the Offeror and persons acting in concert with it are interested in an aggregate of 530,964,256 Shares, representing approximately 51.74% of the total issued share capital of the Company as at the date of this joint announcement. Therefore, the Acceptance Condition has been satisfied as at the date of this joint announcement.

Apart from the Acceptance Condition, all other Conditions as set out in the Composite Document have also been satisfied as at the date of this joint announcement.

Accordingly, all Conditions set out in the section headed "CONDITIONS OF THE SHARE OFFER" in the "Letter from Nomura" in the Composite Document have been satisfied, and the Offeror announces that the Share Offer has become unconditional in all respects on 5 August 2026.

As disclosed in the Rule 3.5 Announcement, pursuant to the Irrevocable Undertakings, each of the Undertaking Shareholders has irrevocably undertaken to the Offeror to accept the Share Offer on or prior to the Closing Date in respect of all the Shares held by each of them, respectively, representing an aggregate of 551,148,534 Shares and approximately 53.70% of the issued share capital of the Company as at the date of this joint announcement.

Save for (i) the Acceptance Shares (which comprise acceptances in respect of 530,964,256 Shares subject to the Irrevocable Undertaking executed by 5brothers, Leap Profit, Smart Canvas Investment Limited and Star Celestial Holdings Limited) as disclosed above, and (ii) the remaining 20,184,278 Shares subject to the Irrevocable Undertaking executed by the remaining Undertaking Shareholder (i.e. NBNW Investment Limited), neither the Offeror nor parties acting in concert with it (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement date of the Offer Period; (ii) has acquired or agreed to acquire any Shares or rights over Shares since the commencement of the Offer Period and up to the date of this joint announcement; or (iii) borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

THE SHARE OFFER REMAINS OPEN FOR ACCEPTANCE

Pursuant to Rules 15.1 and 15.3 of the Takeovers Code, the Share Offer must remain open for acceptance for at least 14 days after the Share Offer becomes unconditional in all respects, but in any case at least 21 days following the date of despatch of the Composite Document (i.e. 31 July 2026). **Accordingly, the Share Offer will remain open for acceptance until 4:00 p.m. on Friday, 21 August 2026 which will be the final Closing Date of the Share Offer.**

Save as set out in this joint announcement, all other terms of the Share Offer as set out in the Composite Document and the Form of Acceptance remain unchanged. Further announcement on the results of the Share Offer will be made in accordance with Rule 19.1 of the Takeovers Code.

SETTLEMENT OF THE SHARE OFFER

Remittances in respect of the cash consideration (after deducting the seller's Hong Kong ad valorem stamp duty in respect of acceptances of the Share Offer) payable for the Offer Shares tendered under the Share Offer will be despatched to the accepting Qualifying Shareholder(s) by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days after the later of: (i) the date on which the Share Offer becomes or is declared unconditional in all respects (i.e. 5 August 2026, being the date of this joint announcement); or (ii) the date of receipt by the Receiving Agent of all the relevant documents to render the acceptance under the Share Offer complete and valid, in accordance with the Takeovers Code.

No fraction of a cent will be payable and the amount of cash consideration payable to the accepting Qualifying Shareholder(s) will be rounded up to the nearest cent.

WARNING

Shareholders are strongly advised to read the Composite Document and the Form of Acceptance carefully, including the recommendation of the Independent Board Committee to the Qualifying Shareholders and the letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Share Offer before deciding whether or not to accept the Share Offer.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. Persons who are in any doubt as to the action they should take should consult a licensed securities dealer or registered institutions in securities, bank manager, solicitor, professional accountant or other professional advisers.

By the board of directors of
Tongcheng Travel Holdings Limited
Ma Heping
Co-Chairman, Executive Director and Chief Executive Officer

By the board of directors of
Dida Inc.
SONG Zhongjie
Chairman of the Board, chief executive officer and executive Director

By the board of directors of
eLong, Inc.
Ma Heping
Sole Director

Hong Kong, 5 August 2026

As at the date of this joint announcement, the Offeror's sole director is Mr. Ma Heping. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group and the Undertaking Shareholders) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.

As at the date of this joint announcement, the board of directors of the Offeror Parent comprises 9 directors, namely Mr. Wu Zhixiang and Mr. Ma Heping as executive directors; Mr. Liang Jianzhang, Mr. Jiang Hao, Ms. Li Huan Na and Mr. Brent Richard Irvin as non-executive directors; and Mr. Yang Chia Hung, Mr. Dai Xiaojing and Ms. Han Yuling as independent non-executive directors. The directors of the Offeror Parent jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group and the Undertaking Shareholders) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.

As at the date of this joint announcement, the Board comprises 7 directors, namely Mr. Song Zhongjie, Mr. Li Jinlong, Mr. Duan Jianbo and Mr. Li Yuejun as executive directors; and Mr. Li Feng, Mr. Li Jian and Ms. Wu Wenjie as independent non-executive directors. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror and the directors of the Offeror Parent) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.

In the event of any inconsistency, the English text of this joint announcement shall prevail over its Chinese text.