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Tongcheng-Elong Holdings Limited

同程藝龍控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0780)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON DECEMBER 31, 2020

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of extraordinary general meeting (the “**Meeting**”) of Tongcheng-Elong Holdings Limited (the “**Company**”) both dated December 11, 2020. The Meeting was held at 3:00 p.m. on Thursday, December 31, 2020 at Meeting Room Zhuozheng, 2/F, Four Points by Sheraton Suzhou, No. 8 Moon Bay Road, Suzhou Industrial Park, Suzhou, China. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

The Meeting was conducted by way of voting by poll. As at the date of convening the Meeting, the issued Shares and the total number of Shares entitling the holders to attend the Meeting and vote on any resolutions proposed at the Meeting was 2,179,982,273 Shares. Shareholders or their proxies who represent a total of 1,462,671,694 voting Shares of the Company, representing approximately 67.10% of the total issued Shares of the Company as at the date of the Meeting, attended the Meeting.

As stated in the Circular, in accordance with the Listing Rules, Tencent and its associates have a material interest in the Tencent Payment Services Framework Agreement. Therefore, Tencent and its associates were required to abstain from voting on resolution numbers 1 to 2 below at the Meeting. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote on resolution numbers 1 to 2 at the Meeting was 1,703,766,533 Shares, representing approximately 78.16% of the issued Shares. Independent Shareholders or their proxies who represent a total of 1,297,354,974 voting Shares of the Company, representing approximately 76.15% of the total number of Shares entitling the Independent Shareholders to attend and vote on resolution numbers 1 to 2 as at the date of the Meeting, attended the Meeting.

As stated in the Circular, in accordance with the Listing Rules, Trip.com Group and its associates have a material interest in the Trip.com Travelling Resources Provision Framework Agreement. Therefore, Trip.com Group and its associates abstained from voting on the resolution numbered 3 to 4 below at the Meeting. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote on resolution numbers 3 to 4 at the Meeting was 1,706,755,463 Shares, representing approximately 78.29% of the issued Shares. Independent Shareholders or their proxies who represent a total of 992,544,084 voting Shares of the Company, representing approximately 58.15% of the total number of Shares entitling the Independent Shareholders to attend and vote on resolution numbers 3 to 4 as at the date of the Meeting, attended the Meeting.

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 any of the resolutions at the Meeting, none of the Shareholders has any material interest in the matters considered at the Meeting and is required to abstain from voting at the Meeting. There were no Shares of the Company entitling the holders to attend the Meeting but abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. Save as disclosed above, none of the Shareholders is required to abstain from voting on resolutions proposed at the Meeting 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 Meeting.

The Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the poll at the Meeting. The following are the poll results of the resolutions passed at the Meeting:

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast ⁽¹⁾	
		For	Against
(1)	To approve, ratify and confirm the payment services agreement (the “ Tencent Payment Services Framework Agreement ”) dated December 8, 2020 entered into between the Company and Shenzhen Tencent Computer Systems Company Limited, in relation to the provision of payment and settlement services by Tencent Holdings Limited, its subsidiaries and controlled entities (the “ Tencent Group ”) through its payment channels to the Company and its subsidiaries and consolidated affiliated entities from time to time (the “ Group ”) in return for certain fees, and to approve the relevant annual caps and the transactions contemplated thereunder (Ordinary resolution 1 as set out in the notice of the Meeting).	1,297,354,965 (99.999999%)	9 (0.000001%)
(2)	To authorize any director of the Company 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 Tencent Payment Services Framework Agreement and to make and agree such variations of a non-material nature in or to the terms of the Tencent Payment Services Framework Agreement as he may in his discretion consider to be desirable and in the interests of the Company.	1,295,726,565 (99.999999%)	9 (0.000001%)

(1) Some Shareholders, who were required to abstain from voting on the particular resolutions, had voted on the relevant resolutions due to external reasons. Pursuant to the Articles of Association, where the Company has knowledge that any Shareholder is required to abstain from voting on any particular resolution of the Company under the rules of the Stock Exchange, any vote cast by such Shareholders shall not be counted. Therefore, the votes casted by the relevant Shareholders have not been included in the poll results as set out above.

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast ⁽¹⁾	
		For	Against
(3)	To approve, ratify and confirm the travelling resources provision framework agreement (the “ Trip.com Travelling Resources Provision Framework Agreement ”) dated December 8, 2020 entered into between the Company and C-Travel International Limited, in relation to the provision of access to the Group’s platforms for the offering of transportation services (including transportation ticketing and car rental), attraction ticketing services and accommodation booking services by Trip.com Group Limited and/or its associates, and to approve the relevant annual caps and the transactions contemplated thereunder (Ordinary resolution 2 as set out in the notice of Meeting).	992,544,075 (99.999999%)	9 (0.000001%)
(4)	To authorize any director of the Company 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 Trip.com Travelling Resources Provision Framework Agreement and to make and agree such variations of a non-material nature in or to the terms of the Trip.com Travelling Resources Provision Framework Agreement as he may in his discretion consider to be desirable and in the interests of the Company.	990,915,675 (99.999999%)	9 (0.000001%)

As more than 50% of the votes were cast in favour of the above ordinary resolution numbers 1 to 4, these ordinary resolutions were duly passed.

By Order of the Board
Tongcheng-Elong Holdings Limited
Ma Heping
*Executive Director and
Chief Executive Officer*

Hong Kong, December 31, 2020

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
Cheng Yun Ming Matthew
Brent Richard Irvin

Independent Non-executive Directors

Wu Haibing
Dai Xiaojing
Han Yuling