



# 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)

(the "Company")

### Form of proxy for the Extraordinary General Meeting to be held on August 2, 2019

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ share(s) <sup>(Note 2)</sup>  
of US\$0.0005 each in the share capital of the above-named Company **HEREBY APPOINT THE CHAIRMAN OF THE EXTRAORDINARY**

**GENERAL MEETING** or <sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and act for me/us at the extraordinary general meeting (and any adjournment thereof) of the said Company to be held at Meeting Room M8, 2/F, Worldhotel Grand Dushulake Suzhou, 299 Qiyue Street, Suzhou Industrial Park, Jiangsu, China at 3 p.m., on August 2, 2019 (the "Meeting") for the purposes of considering and, if thought fit, passing the Resolution as set out in the notice of the 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 resolution as indicated below <sup>(Note 4)</sup>.

ORDINARY RESOLUTION <sup>(Note 5)</sup>		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	Subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the ordinary share(s) of US\$0.0005 each in the share capital of the Company which may fall to be issued and allotted upon the exercise of the options to be granted under the 2019 share option plan of the Company (the "2019 Share Option Plan"), the terms of which are contained in the document marked "A" produced to the Meeting and for the purpose of identification signed by the chairman of the Meeting, to approve and adopt the 2019 Share Option Plan, and to authorize the board of directors (the "Board") of the Company (or any committee appointed by the Board) to grant options thereunder and to allot, issue and deal with the shares which fall to be issued pursuant to the exercise of any option granted under the 2019 Share Option Plan and to take all such steps as may be necessary or expedient in order to implement and to give full effect to the 2019 Share Option Plan.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019 Signed <sup>(Note 8)</sup> \_\_\_\_\_

#### 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 Meeting is preferred, strike out the words "THE CHAIRMAN OF THE EXTRAORDINARY 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick any 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.
- The description of the Resolution is by way of summary only. The full text appears in the notice of the 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 notarially 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.