
Tongcheng Travel Holdings Limited
Board Diversity Policy

Chapter 1 General Provisions

Article 1 To ensure the diversity of the board of directors (the “**Board**”) members and the workforce of Tongcheng Travel Holdings Limited, the Board Diversity Policy (the “**Policy**”) is hereby formulated in accordance with the provisions of the Corporate Governance Code as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Chapter 2 Statement

Article 2 The Company believes increasing diversity at the Board members and the workforce level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the composition of the Board, diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, race, nationality, sexual orientation, professional experience, skills, knowledge and length of service. All appointments of the Board shall be based on merits, and candidates shall be considered against objective criteria, with due regard for the benefits of diversity of the Board.

Chapter 3 Measurable Objectives

Article 3 Selection of candidates of the Company shall be based on a range of diversity perspectives, including but not limited to gender, age, race, nationality, cultural background and other factors, the ultimate decision shall be based on merit and contribution that the selected candidates will bring to the Board. The composition of the Board (including gender, age, length of service and other important information) and the gender ratio of all staff (including senior management) shall be disclosed in the Corporate Governance Report annually.

Article 4 The Company will strive to gradually increase the proportion of female directors, and will use its best endeavors to have at least 20% female directors to sit on the Board by December 31, 2027, subject to the directors:

1. complying with the criteria for, and possessing the competence and experience for, appointment as a director of the Company; and
2. fulfilling their fiduciary duties to act in the best interests of the Company and its shareholders as a whole when considering such appointments.

Article 5 The Company will establish and develop a channel to promote gender diversity of the Board by:

1. encouraging the recommendations by current directors and liaising with independent human resources agencies to actively identify candidates for female directors with a wide range of skills, experience and knowledge in various fields for consideration by the nomination committee of the Company (the “**Nomination Committee**”) to be nominated as director candidates;
2. ensuring gender diversity in recruiting employees in senior positions, so that the Company can reserve and develop female senior management and female director candidates to join the Company;

3. identifying female employees with the experience, skills and knowledge required for the Company's operations and business from middle and senior staff, and offering them with all-rounded trainings, including but not limited to business operation, management, accounting and finance, legal and compliance, etc., for consideration by the Nomination Committee to be nominated as director candidates.

Chapter 4 Independent Opinions

- Article 6 When selecting candidates to be independent non-executive directors of the Board, the Nomination Committee and the Board will consider whether the relevant candidates have sufficient time to perform their duties as independent non-executive directors, as well as the background and qualifications of the candidates, so as to evaluate whether the candidates can give independent opinions to the Board.
- Article 7 When considering whether the independent non-executive directors are eligible for re-election, the Nomination Committee and the Board will evaluate the contribution of the independent non-executive directors to the Board during their tenure, especially whether the independent non-executive directors can give independent opinions to the Board.
- Article 8 The Company will ensure that there are other channels other than the independent non-executive directors to obtain independent opinions, including but not limited to the fact that the directors are able to obtain external independent professional opinions to assist them in performing their duties.

Chapter 5 Monitoring and Reporting

- Article 9 The Nomination Committee shall report annually in the Corporate Governance Report on the Board's composition under diversified perspectives, and monitor the implementation of this Policy.
- Article 10 The summary of this Policy and measurable objectives and compliance schedules established to implement this Policy shall be disclosed annually in the Corporate Governance Report.
- Article 11 The Board shall annually review the implementation and effectiveness of the Policy of the issuer.

Chapter 6 Supplementary Provisions

- Article 12 The Nomination Committee shall review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination Committee shall discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.
- Article 13 This Policy shall take effect from the date of approval by the Board.