
Tongcheng Travel Holdings Limited
Sunshine Code of Conduct

Chapter I General Provisions

Article 1 This Code is formulated and enacted on the basis of the principles of timeliness, justice, fairness and openness in order to practice the value of “Integrity and Honesty – Stand Firm on the Bottom Line, Being Simple and Honest”, create a fair and just, positive atmosphere imbued with positive energy, and promote honest performance of duties and trustworthiness. This Code applies to the employees, board directors and senior management (hereinafter referred to as "All Employees") of Tongcheng Travel Holdings Limited and any of its subsidiaries and consolidated affiliated entities (hereinafter referred to as the "Company"). The Company encourages all external parties who have business relations with the Company and other stakeholders to work with the Company to promote the integrity of the industry. This Code of Conduct also applies to the Company’s charitable donations so as to ensure transparency in relevant fund flows.

Article 2 The healthy and steady development of the Company could not be realized without an effective supervision system and mechanism. The integrity and self-discipline are not only the important guarantee for maintaining the normal operation of the Company, but also the important element for assuring that all employees keep the forward and pure thoughts at all times.

Article 3 The Company plays the role of integrity education and warning in an effective manner, which may continuously cultivate and promote all employees to gain the lofty character of integrity, devoting themselves to their duties, behaving with integrity and working with integrity. Furthermore, the Company strengthens integrity, continuously enhances self-discipline awareness, and improves the legal concept in order to build an honest and efficient working atmosphere, to fully promote the Company's business to achieve a long-term and stable development with a good mental state and pragmatic work style.

Chapter II Code of Conduct

Article 4 All employees shall consciously comply with laws and regulations, faithfully safeguard the interests of the Company, be incorruptible and accountable, and not to

seek illegitimate benefits or undermine the interests of the Company by taking advantage of position power. The following behaviors are prohibited:

1. Deception: it refers to the behavior that creates adverse consequences and influences on the Company by fabricating facts or concealing the truth or by other means.

- (1) Behavior of falsification of business data;
- (2) Behavior of falsification of operational data;
- (3) Behavior of deliberate deception in personal information;
- (4) Behavior of deliberate deception resulting in the loss of Company's assets;
- (5) Behavior of deliberate deception in evading supervisor approval;
- (6) Behavior of deliberate deception in violation of corporate seal requirements;
- (7) Other behaviors involving deliberate deception.

2. Improper gains: it refers to the behavior that uses improper means to obtain personal interests by violating the Company's rules and regulations.

- (1) Behavior of misappropriating the Company's funds or property;
- (2) Behavior of transferring the Company's property;
- (3) Behavior of making improper profit through reimbursement;
- (4) Behavior of infringing on the interests of customers;
- (5) Other behaviors involving improper gains.

3. Receiving bribes: it refers to the behavior that takes advantage of his/her position to accept gifts from suppliers, partners, etc.

- (1) Behavior of accepting or soliciting bribes, rebates (cash, compensation, sponsorship or entertainment, etc.);
- (2) Behavior of borrowing belongings from suppliers and partners for free;
- (3) Behavior of purchasing items from suppliers and partners at a price significantly below the market price, or selling items to suppliers and partners at a price significantly above the market price;
- (4) Other behaviors involving receiving bribes.

4. Breaches of confidentiality: it refers to the behavior that disclose the Company's commercial secrets to the outside, causing adverse consequences or impacts to the Company, regardless of whether he/she obtains the personal gains or not.

- (1) Behavior of disclosing the Company's commercial secrets;
- (2) Behavior of disclosing the Company's personnel information;
- (3) Other behaviors involving breaching confidentiality.

5. Unfair competition: it refers to the behavior that engages in the business that competes with the Company, causing adverse consequences or impacts to the Company, regardless of whether he/she obtains economic benefits or not.

- (1) Behavior of self-operating or participating in operation of the business that competes with the Company or any commercial activities that compete with the Company during the term of office;
- (2) Behavior of selling the Company's product resources or other resources without permission;
- (3) Other behaviors involving unfair competition.

6. Conflict of interest: it refers to the behavior by the actor and or his/her close relatives that may conflict with the interests of the Company, causing adverse consequences or impacts to the Company.

- (1) Behavior of failing to make a report that the person or his/her lineal relative has directly or indirectly invested in the unlisted company that has cooperative relationship with the Company, or, failing to make corresponding adjustments in the investment within the prescribed period after making a report;
- (2) Behavior of failing to make a report that the person or his/her lineal relative holds managerial position or positions of sales and procurement or other sensitive positions in companies that have cooperation with the Company;
- (3) Other behaviors involving conflict of interest.

7. Other serious breaches of discipline: it refers to the behavior that breaches other rules and regulations of the Company, causing adverse consequences or impacts to the Company, or that violates the law.

- (1) Behavior of seriously violating the national policies or the Company's regulations on administrative system;
- (2) Behavior of violating the national laws, including but not limited to the Criminal Law, the Public Security Administration Punishment Law, etc.;
- (3) Behavior of maliciously concealing the serious violations of discipline by others;
- (4) Behavior of taking advantage of the work convenience to obtain insider information, buying or selling or instigating others to buy or sell the Company's stock shares;
- (5) Other serious violations of discipline stipulated by the Company's rules and regulations.

Chapter III Implementation and Supervision

Article 5 Implementation measures and supervision related to business integrity:

1. All employees shall study the integrity education course of the Company on the day they join the Company;

2. All employees must participate in and complete the integrity training and integrity training-related assessments held by the Board of Directors/Discipline Inspection and Supervision Committee annually;
3. The internal audit department of the Company shall carry out the audit and verification of all business operations every year. If any violation of business ethics is found, it will be handed over to the Discipline Inspection and Supervision Committee for treatment;
4. The person in charge of the department serves as the first responsible person. If an employee violates the discipline, the person in charge of his/her department will be held accountable for negligent supervision according to the actual degree of the breaches of discipline;
5. When a Communist Party member violates the discipline, he/she will also be punished by party discipline at the same time;
6. When there is a suspected crime, it will be transferred to judicial organs;

Article 6 Whistleblower (including all employees of the Company and other people who have business dealings with the company such as customers and suppliers) can report through the following approaches by real name or anonymously to the Company's Discipline Inspection and Supervision Committee or the Environmental, Social and Governance Committee of the Board of Directors mainly composed of independent non-executive directors.

1. Contact information of the Discipline Inspection and Supervision Committee:
Tel.: +86 18550500511;
Email: jijian@ly.com;
Correspondence: Discipline Inspection and Supervision Committee, Tongcheng Travel, No. 66, Yunhui Road, Suzhou Industrial Park, Jiangsu Province, People's Republic of China 215000
Website: <https://moa.17u.cn/platform/jijian/home>-同程旅行廉政举报平台(Tongcheng Travel Violation Reporting Platform)
Wecom: Discipline Inspection and Supervision Committee;
2. Environmental, Social and Governance Committee under the Board of Directors:
Email: TC-ESGcommittee@ly.com

Chapter IV Supplementary Provisions

Article 7 The Environmental, Social and Governance Committee shall review this Policy, as appropriate, to ensure the validity of this Policy. The Environmental, Social and

Governance Committee shall discuss any revision that may be required, and recommend any such revision to the Board of Directors for consideration and approval.

Article 8 This Code shall come into effect as of the date of the consideration and approval by the Board of Directors.