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**Tongcheng Travel Holdings Limited**

**同程旅行控股有限公司**

*(Incorporated in the Cayman Islands with limited liability) (Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0780)**



**Dida Inc.**

**(Stock Code: 02559)**

**eLong, Inc.**

*(Incorporated in the Cayman Islands with limited liability)*

## **JOINT ANNOUNCEMENT**

### **DESPATCH OF THE COMPOSITE DOCUMENT IN RELATION TO THE 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.**

**Exclusive Financial Adviser to the Offeror**

**NOMURA**

**Independent Financial Adviser to the Independent Board Committee**



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; (ii) the announcement dated 20 July 2026 jointly issued by the Offeror, the Offeror Parent and the Company in relation to the delay in despatch of the Composite Document; and (iii) 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.

## DESPATCH OF COMPOSITE DOCUMENT

The Composite Document (accompanied by the Form of Acceptance) containing, inter alia, (i) details of the Share Offer (including the expected timetable); (ii) a letter of recommendation from the Independent Board Committee to the Qualifying Shareholders; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Share Offer, has been despatched to the Qualifying Shareholders on 31 July 2026 in accordance with the Takeovers Code.

## EXPECTED TIMETABLE OF THE SHARE OFFER

The timetable set out below is indicative only and may be subject to changes. Any changes to the timetable will be jointly announced by the Offeror and the Company as and when appropriate. Unless otherwise specified, all time and date references contained in this joint announcement refer to Hong Kong time and dates.

|                                                                                                                                                                                                                                                                                                                                                |                                                      |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|
| Record date for the Special Cash Dividend ( <i>Note 1</i> )                                                                                                                                                                                                                                                                                    | Monday, 20 July 2026                                 |
| Despatch date of the Composite Document and the Form of Acceptance and commencement date of the Share Offer ( <i>Note 2</i> )                                                                                                                                                                                                                  | Friday, 31 July 2026                                 |
| First Closing Date ( <i>Note 3</i> )                                                                                                                                                                                                                                                                                                           | Friday, 21 August 2026                               |
| Latest time and date for acceptance of the Share Offer on the First Closing Date ( <i>Notes 3, 5, 6 and 7</i> )                                                                                                                                                                                                                                | 4:00 p.m. on<br>Friday, 21 August 2026               |
| Announcement of the results of the Share Offer as at the First Closing Date (or as to whether the Share Offer has been revised or extended) on the websites of the Stock Exchange, the Offeror Parent and the Company ( <i>Note 3</i> )                                                                                                        | no later than 7:00 p.m. on<br>Friday, 21 August 2026 |
| Latest date for despatch of cheques for payment of the amounts due under the Share Offer in respect of valid acceptances received under the Share Offer at or before 4:00 p.m. on the First Closing Date (assuming the Share Offer becomes or is declared unconditional in all respects on the First Closing Date) ( <i>Notes 4, 6 and 7</i> ) | Tuesday, 1 September 2026                            |
| Final Closing Date of the Share Offer (assuming the Share Offer becomes or is declared unconditional in all respects on the First Closing Date) ( <i>Notes 3 and 4</i> )                                                                                                                                                                       | Friday, 4 September 2026                             |
| Latest time and date for acceptance of the Share Offer assuming that the Share Offer becomes or is declared unconditional in all respects on the First Closing Date ( <i>Notes 3, 4, 6 and 7</i> )                                                                                                                                             | 4:00 p.m. on<br>Friday, 4 September 2026             |

Announcement of the results of the Share Offer as at the final Closing Date on the websites of the Stock Exchange, the Offeror Parent and the Company (*Notes 3, 4 and 7*) no later than 7:00 p.m. on Friday, 4 September 2026

Latest date for despatch of cheques for payment of the amounts due under the Share Offer in respect of valid acceptances received under the Share Offer at or before 4:00 p.m. on the final Closing Date, being the latest time and date by which the Share Offer remains open for acceptances (assuming the Share Offer becomes or is declared unconditional in all respects on the First Closing Date) (*Notes 4, 6 and 7*) Tuesday, 15 September 2026

Latest time and date by which the Share Offer can become or be declared unconditional as to acceptances (*Note 8*) 7:00 p.m. on Tuesday, 29 September 2026

*Notes:*

1. The proposed payment and declaration of the Special Cash Dividend were announced by the Company on 6 July 2026. For the avoidance of doubt, any Shareholder whose name appears on the Company's principal or branch share registrar on the Special Dividend Record Date would be entitled to the Special Cash Dividend. Shareholders will be entitled to the Special Cash Dividend irrespective of whether they accept the Share Offer or not.
2. The Share Offer, which is conditional upon the satisfaction (or waiver) of the Conditions as set out in the section headed "CONDITIONS OF THE SHARE OFFER" in the "Letter from Nomura" in the Composite Document, is made on the date of the Composite Document and is capable of acceptance on and from that date until 4:00 p.m. on the First Closing Date, or such later time(s) and/or date(s) as may be announced by the Offeror in compliance with the Takeovers Code. Acceptances of the Share Offer shall be irrevocable and shall not be capable of being withdrawn, except in the circumstances set out in the section headed "6. Right of Withdrawal" in Appendix I to the Composite Document.
3. In accordance with the Takeovers Code, the Share Offer must initially be opened for acceptance for at least 21 days following the date on which this Composite Document is posted. The latest time and date for acceptance of the Share Offer is 4:00 p.m. on Friday, 21 August 2026 unless the Offeror revises or extends the Share Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Share Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror will issue an announcement in relation to any extension of the Share Offer, which will state either the next Closing Date or, if the Share Offer is at that time unconditional as to acceptances, a statement that the Share Offer will remain open until further notice. In the latter case, at least fourteen (14) days' notice in writing must be given before the Share Offer is closed to those Qualifying Shareholders who have not accepted the Share Offer.
4. Qualifying Shareholders should note that the Share Offer may become or is declared unconditional prior to the First Closing Date, depending on when the Conditions are satisfied (or waived). For the avoidance of doubt, if the Share Offer becomes or is declared unconditional prior to the First Closing Date, the Offeror shall extend the Share Offer for at least 14 days from the date on which the Share Offer becomes or is declared unconditional (provided that, in such circumstances, the Share Offer will continue to remain open for acceptances for at least 21 days after the date of the Composite Document). Accordingly, if the Share Offer becomes or is declared unconditional prior to the First Closing Date, the final Closing Date may be earlier than Friday, 4 September 2026. The date of the final Closing Date included in this expected timetable is therefore included for illustrative purposes only and is subject to further changes.

5. Beneficial owners of the Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of HKSCC and HKSCC Operational Procedures.
6. Subject to the Share Offer becoming unconditional or being declared unconditional in all respects, 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 and (ii) 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.
7. If any severe weather condition is in force in Hong Kong:
  - (a) at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Share Offer or on the latest date for despatch of remittances for the amounts due under the Share Offer in respect of valid acceptances, the latest time for acceptance of the Share Offer will remain at 4:00 p.m. on the same Business Day and the latest date for despatch of remittances will remain on the same Business Day; or
  - (b) at any local time at or after 12:00 noon on the latest date for acceptance of the Share Offer or on the latest date for despatch of remittances for the amounts due under the Share Offer in respect of valid acceptances, the latest time for acceptance of the Share Offer will be rescheduled to 4:00 p.m. on the next Business Day and the latest date for despatch of remittances will be rescheduled to the next Business Day which does not have any of those warnings in force at 12:00 noon and/or thereafter (or another Business Day thereafter that does not have any severe weather condition at 12:00 noon or thereafter).

For the purpose of this joint announcement, "severe weather" refers to the scenario where Typhoon Signal No. 8 or above, a Black Rainstorm Warning (as issued by the Hong Kong Observatory), or the "Extreme Conditions" warning (as announced by the Hong Kong Government) is in force in Hong Kong.

8. In accordance with the Takeovers Code, except with the consent of the Executive, the Share Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on Tuesday, 29 September 2026, being the 60th day after the date of the Composite Document. Accordingly, unless the Share Offer has previously become unconditional as to acceptances, the Share Offer will lapse after 7:00 p.m. on Tuesday, 29 September 2026 unless extended with the consent of the Executive.

Save as mentioned above, if the latest time for the acceptance of the Share Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected, the Offeror and the Company will notify the Qualifying Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

## WARNINGS

Qualifying Shareholders are encouraged 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.

The Shareholders and potential investors of the Company should note that the implementation of the Share Offer is subject to the satisfaction or waiver (where applicable) of the Conditions. Thus, the Share Offer may or may not become or be declared unconditional. The Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If the Shareholders and potential investors of the Company are in any doubt about their position or as to the action they should take, they 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, 31 July 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.*