# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K	
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REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of February 2021

Commission File Number: 001-33853

# TRIP.COM GROUP LIMITED

(Registrant's Name)

968 Jin Zhong Road Shanghai 200335, People's Republic of China (Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ⊠ Form 40-F □

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): □

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): □

# EXHIBIT INDEX

Exhibit No.	Description			
99.1	Press Release—Trip.com Group to Hold Extraordinary General Meeting on March 18, 2021			
99.2	Notice of Extraordinary General Meeting of Trip.com Group Limited			
99.3	Form of Proxy for the Extraordinary General Meeting of Shareholders of Trip.com Group Limited			

### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

# TRIP.COM GROUP LIMITED

By: /s/ Cindy Xiaofan Wang

Name: Cindy Xiaofan Wang
Title: Chief Financial Officer

Date: February 11, 2021

#### Trip.com Group to Hold Extraordinary General Meeting on March 18, 2021

Shanghai, China, February 11, 2021 — Trip.com Group Limited (Nasdaq: TCOM) ("Trip.com Group" or the "Company"), a leading one-stop travel service provider of accommodation reservation, transportation ticketing, packaged tours and corporate travel management, today announced that it will hold an extraordinary general meeting of shareholders (the "EGM") at 9:00 a.m. on March 18, 2021 (Beijing time) at the address of Building 16, Sky SOHO, 968 Jin Zhong Road, Shanghai, the People's Republic of China.

A proposal of changing the Company's authorized share capital by one-to-eight subdivision of shares ("Share Subdivision") will be submitted to Trip.com Group's shareholders to be considered and voted upon at the EGM. Subject to the approval of the Share Subdivision at the EGM, Trip.com Group's board of directors (the "Board") has approved a change in the American depositary share ("ADS") ratio proportionate to the Share Subdivision from eight (8) ADSs representing one (1) ordinary share to one (1) ADS representing one (1) ordinary share (the "ADS Ratio Change"), to take effect on March 18, 2021. For Trip.com Group's ADS holders, the percentage interest in the Company represented by each ADS will not be altered, and the impact on the Company's per-ADS trading price on Nasdaq is neutral. Holders of ADSs need not take any action in regard to the ADS Ratio Change.

The Board has fixed the close of business on February 16, 2021 (Eastern Standard Time) as the record date (the "Record Date") for determining the shareholders entitled to receive notice of, and to attend, the EGM or any adjourned or postponed meeting thereof. Holders of record of the Company's ordinary shares, par value US\$0.01 per share, at the close of business on the Record Date are entitled to notice of, and to vote at, the EGM or any adjournment or postponement thereof. Holders of the Company's ADSs who wish to exercise their voting rights for the underlying ordinary shares must act through the depositary of the Company's ADS program, The Bank of New York Mellon (the "Depositary"). The notice of the EGM, which sets forth the resolutions to be submitted to shareholder approval at the meeting, is available on the Company's website at <a href="http://investors.trip.com">http://investors.trip.com</a>.

#### **About Trip.com Group Limited**

Trip.com Group Limited (Nasdaq: TCOM) is a leading one-stop travel service provider consisting of Trip.com, Ctrip, Skyscanner, and Qunar. Across its platforms, Trip.com Group enables local partners and travelers around the world to make informed and cost-effective bookings for travel products and services, through aggregation of comprehensive travel-related information and resources, and an advanced transaction platform consisting of mobile apps, Internet websites, and 24/7 customer service centers. Founded in 1999 and listed on Nasdaq in 2003, Trip.com Group has become one of the largest travel companies in the world in terms of gross merchandise value.

For further information, please contact:

Investor Relations Trip.com Group Limited Tel: (+86) 21 3406 4880 X 12229 Email: iremail@trip.com



# TRIP.COM GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Nasdaq Ticker: TCOM)

#### NOTICE OF EXTRAORDINARY GENERAL MEETING

To be held on March 18, 2021

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of Trip.com Group Limited (the "Company") will be held at Building 16, Sky SOHO, 968 Jin Zhong Road, Shanghai 200335, People's Republic of China, on March 18, 2021 at 9:00 a.m. Shanghai/Hong Kong Time for the following purposes:

To consider and, if thought fit, pass the following resolutions:

"THAT BY AN ORDINARY RESOLUTION, each of the 175,000,000 issued and unissued ordinary shares of a nominal or par value of US\$0.01 each in the capital of the Company be and is hereby subdivided into eight ordinary shares of a nominal or par value of US\$0.00125 each in the capital of the Company (the "**Subdivision**"), such that, following the Subdivision, the authorised share capital of the Company shall be US\$1,750,000 divided into 1,400,000,000 ordinary shares of a nominal or par value of US\$0.00125 each"

The Board of Directors of the Company (the "Directors") has fixed the close of business on February 16, 2021 as the record date (the "Record Date") for determining the shareholders entitled to receive notice of the EGM or any adjournment or postponement thereof.

Holders of record of the Company's ordinary shares at the close of business on the Record Date are entitled to attend the EGM and any adjourned or postponed meeting thereof in person. Holders of the Company's American depositary shares ("ADSs") who wish to exercise their voting rights for the underlying ordinary shares must act through the depositary of the Company's ADS program, The Bank of New York Mellon.



By Order of the Board of Directors, **Trip.com Group Limited** 

/s/ James Jianzhang Liang

James Jianzhang Liang
Executive Chairman of the Board

Shanghai, PRC February 11, 2021

#### TRIP.COM GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Nasdaq Ticker: TCOM)

# Form of Proxy for Extraordinary General Meeting

To Be Held on March 18, 2021 (or any adjourned or postponed meeting thereof)

#### Introduction

This Form of Proxy is furnished in connection with the solicitation by the Board of Directors of Trip.com Group Limited, a Cayman Islands company (the "Company"), of proxies from the holders of the issued and outstanding ordinary shares, par value US\$0.01 per share, of the Company (the "Ordinary Shares") to be exercised at the Extraordinary General Meeting of the Company (the "EGM") to be held at Building 16, 968 Jin Zhong Road, Shanghai 200335, People's Republic of China, on March 18, 2021 at 9:00 am (Shanghai/Hong Kong time), and at any adjourned or postponed meeting thereof, for the purposes set forth in the accompanying Notice of Extraordinary General Meeting (the "EGM Notice").

Only the holders of record of the Ordinary Shares at the close of business on February 16, 2021 (the "**Record Date**") are entitled to notice of and to vote at the EGM. In respect of the matters requiring shareholders' vote at the EGM, each Ordinary Share is entitled to one vote. The quorum of the EGM consists of two shareholders (in the case that the Company has only one shareholder of record, then that one shareholder) holding no less than an aggregate of one-third of all voting share capital of the Company in issue present in person or by proxy and entitled to vote at the EGM. This Form of Proxy and the accompanying EGM Notice will be first mailed to the shareholders of the Company on or about February 26, 2021.

A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead. The Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the EGM as indicated or, if no instruction is given, the holder of the proxy will vote the Ordinary Shares in his discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the Chairman of the EGM acts as proxy and is entitled to exercise his discretion, he is likely to vote the shares FOR the resolutions. As to any other business that may properly come before the EGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. The Company does not presently know of any other business that may come before the EGM. However, if any other matter properly comes before the EGM, or any adjourned meeting thereof, which may properly be acted upon, unless otherwise indicated the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein. Any person giving a proxy has the right to revoke it at any time before it is exercised (i) by filing with the Company a duly signed revocation at its registered office at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, with a copy delivered to its offices at 10F, Building 16, 968 Jin Zhong Road, Shanghai 200335, People's Republic of China or (ii) by voting in person at the EGM.

To be valid, this Form of Proxy must be completed, signed and returned to the Company's offices (to the attention of: Investor Relations) at 10F, Building 16, 968 Jin Zhong Road, Shanghai 200335, People's Republic of China as soon as possible so that it is received by the Company no later than 48 hours before the time of the EGM.

#### TRIP.COM GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)
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## Form of Proxy for Extraordinary General Meeting

To Be Held on March 18, 2021 (or any adjourned or postponed meeting thereof)

I/We	of			, being
	egistered holder of ordinary shares <sup>1</sup> , par value US\$0.01 per share, of Trijint the Chairman of the Extraordinary General Meeting <sup>2</sup> or	p.com Group Li of	mited (the "Comp	pany"), hereby
Buil	y/our proxy to attend and act for me/us at the Extraordinary General Meeting (or at any adjourned ming 16, 968 Jin Zhong Road, Shanghai 200335, People's Republic of China, and in the event of a prindication is given, as my/our proxy thinks fit <sup>3</sup> .			
<u>No.</u> 1.	RESOLUTION  "THAT BY AN ORDINARY RESOLUTION, each of the 175,000,000 issued and unissued ordinary shares of a nominal or par value of US\$0.01 each in the capital of the Company be and is hereby subdivided into eight ordinary shares of a nominal or par value of US\$0.00125 each in the capital of the Company (the "Subdivision"), such that, following the Subdivision, the authorised share capital of the Company shall be US\$1,750,000 divided into 1,400,000,000 ordinary shares of a nominal or par value of US\$0.00125 each"	FOR3	AGAINST 3	ABSTAIN 3
Date	d, 2021 Signature(s) 4			
1	Please insert the number of shares registered in your name(s) to which this proxy relates. If no nun	nber is inserted,	this form of prox	y will be

- 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 Extraordinary General 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. A shareholder may appoint one or more proxies to attend and vote in his stead. If you have appointed more than one proxy, please specify in the voting boxes above the number of shares in respect of which each proxy is entitled to exercise the related votes. If you do not complete this information, the first person listed above shall be entitled to exercise all the votes in relation to the relevant resolution. Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.
- IMPORTANT: If you wish to vote for a particular resolution, tick the appropriate box marked "FOR." If you wish to vote against a particular resolution, tick the appropriate box marked "AGAINST." If you wish to abstain from voting on a particular resolution, tick the appropriate box marked "ABSTAIN." If you do not complete this section, your proxy will vote or abstain at his/her discretion, as he/she will on any other business that may be raised at the Extraordinary General Meeting.
- 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 under seal or executed under the hand of an officer or attorney duly authorized to sign the same.