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*Under our weighted voting rights structure, our share capital comprises Class A ordinary shares and Class B ordinary shares. Each Class A ordinary share entitles the holder to exercise one vote, and each Class B ordinary share entitles the holder to exercise 10 votes, respectively, on all matters subject to the vote at general meetings of the Company. Shareholders and prospective investors should be aware of the potential risks of investing in a company with a weighted voting rights structure. Our American depositary shares, each representing eight of our Class A ordinary shares, are listed on Nasdaq in the United States under the symbol BIDU.*



**Baidu, Inc.**

百度集團股份有限公司

*(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)*

**(Stock Codes: 9888 (HKD counter) and 89888 (RMB counter))**

## **OVERSEAS REGULATORY ANNOUNCEMENT**

We are making this announcement pursuant to Rule 13.10B of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

We filed a Schedule 13D/A on September 14, 2023 (U.S. Eastern Time) with the Securities and Exchange Commission of the United States in relation to the beneficial ownership report on our interest in Trip.com Group Limited. For details, please refer to the attached Schedule 13D/A.

By order of the Board  
**Baidu, Inc.**

**Mr. Robin Yanhong Li**

*Chairman of the Board  
and Chief Executive Officer*

Hong Kong, September 14, 2023

*As at the date of this announcement, the board of directors of the Company comprises Mr. Robin Yanhong Li as director, and Mr. James Ding, Mr. Brent Callinicos, Mr. Yuanqing Yang and Mr. Jixun Foo as independent directors.*

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 13D/A**

Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

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**Trip.com Group Limited**  
(Name of Issuer)

Ordinary Shares, par value \$0.00125 per share  
(Title of Class of Securities)

22943F100\*\*  
(CUSIP Number)

**Baidu, Inc.**  
**Baidu Holdings Limited**  
c/o Rong Luo, Chief Financial Officer  
Telephone: +(86 10) 5992-8888  
Email: ir@baidu.com  
Facsimile: +(86 10) 5992-0000  
**Baidu Campus**  
No. 10 Shangdi 10th Street,  
Haidian District, Beijing 100085  
The People's Republic of China  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**September 11, 2023**  
(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

\*\* This CUSIP number applies to the American Depositary Shares, evidenced by American Depositary Receipts, each representing one ordinary share, par value \$0.00125 per share, of Trip.com Group Limited (the "Ordinary Shares"). No CUSIP number has been assigned to the Ordinary Shares.

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CUSIP No. 22943F100

1	NAME OF REPORTING PERSON Baidu Holdings Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC, OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION The British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 56,479,220
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 56,479,220
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 56,479,220	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.74%*	
14	TYPE OF REPORTING PERSON CO	

\* Percentage calculated based on a total of 646,149,720 Ordinary Shares issued and outstanding as of January 31, 2023, as disclosed by the Issuer in its annual report on Form 20-F for the fiscal year ended December 31, 2022.

CUSIP No. 22943F100

1	NAME OF REPORTING PERSON Baidu, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC, OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION The Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 60,782,439
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 60,782,439
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 60,782,439	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.41%*	
14	TYPE OF REPORTING PERSON CO	

\* Percentage calculated based on a total of 646,149,720 Ordinary Shares issued and outstanding as of January 31, 2023, as disclosed by the Issuer in its annual report on Form 20-F for the fiscal year ended December 31, 2022.

## **Explanatory Note**

This Amendment No. 5 to Schedule 13D is filed by the undersigned to amend the statement on Schedule 13D, filed on November 4, 2015 (the “Original Schedule 13D”), as amended by Amendment No. 1 to the Original Schedule 13D, filed on December 14, 2015, Amendment No. 2 to the Original Schedule 13D, filed on January 20, 2016, Amendment No. 3 to the Original Schedule 13D, filed on September 14, 2016, and Amendment No. 4 to the Original Schedule 13D, filed on October 2, 2019 (collectively, the “Original Filing”).

Except as provided herein, this statement does not modify any of the information previously reported on the Original Filing.

### **Item 1. Security and Issuer.**

Item 1 is amended in its entirety as follows:

This statement on Schedule 13D relates to ordinary shares, par value \$0.00125 per share (the “Ordinary Shares”), and American Depositary Shares (the “ADSs”), each representing one Ordinary Share, in each case, of Trip.com Group Limited, a Cayman Islands exempted company (the “Issuer”). The address of the principal executive offices of the Issuer is 968 Jin Zhong Road, Shanghai 200335, The People’s Republic of China.

The Issuer’s ADSs are listed on the Nasdaq Global Select Market under the ticker symbol “TCOM” and the Issuer’s Ordinary Shares are listed on The Stock Exchange of Hong Kong Limited under the stock code “9961.”

### **Item 2. Identity and Background.**

Item 2 is amended by replacing the Schedule A and Schedule B to the Original Filing with the Schedule A and Schedule B hereto.

During the last five years, none of the Reporting Persons and, to the best of their knowledge, any of the persons listed on Schedule A and Schedule B hereto has been: (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### **Item 4. Purpose of Transaction.**

Item 4 is hereby amended and supplemented by adding the following at the end:

From June 13, 2023 to September 13, 2023, Baidu, Inc. sold 3,631,601 ADSs representing 3,631,601 Ordinary Shares through open market transactions on the U.S. market with price ranging from US\$36.00 and US\$36.40 per ADS pursuant to Rule 144 under the Securities Act of 1933, as amended. From June 12, 2023 to September 13, 2023, Baidu Holdings Limited sold 4,745,300 Ordinary Shares through open market transactions on the Hong Kong market with price ranging from HK\$281.16 and HK\$291.76 per Ordinary Share pursuant to Rule 144 under the Securities Act of 1933, as amended.

### **Item 5. Interest in Securities of the Issuer.**

Items 5(a) is hereby amended and restated in its entirety as follows:

- (a) As of September 13, 2023, (i) Baidu Holdings Limited beneficially owns 56,479,220 Ordinary Shares, or 8.74% of the issued and outstanding Ordinary Shares, and (ii) Baidu, Inc., being the sole shareholder of Baidu Holdings Limited, may, pursuant to Rule 13d-3 of the Act, be deemed to beneficially own 60,782,439 Ordinary Shares (comprising of 4,303,219 Ordinary Shares represented by ADSs directly held by Baidu, Inc. and 56,479,220 Ordinary Shares directly held by Baidu Holdings Limited), or 9.41% of the issued and outstanding Ordinary Shares.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 14, 2023

**Baidu Holdings Limited**

By: /s/ Robin Yanhong Li

Name: Robin Yanhong Li

Title: Director

**Baidu, Inc.**

By: /s/ Robin Yanhong Li

Name: Robin Yanhong Li

Title: Director

## SCHEDULE A

### Directors and Executive Officers of Baidu, Inc.

The business address of each of the following directors and executive officers is No. 10 Shangdi 10<sup>th</sup> Street, Haidian District, Beijing 100085, The People's Republic of China.

#### Directors:

<u>Name</u>	<u>Citizenship</u>
Robin Yanhong Li	PRC
James Ding	Hong Kong, China
Brent Callinicos	USA
Yuanqing Yang	PRC
Jixun Foo	Singapore

#### Executive Officers:

<u>Name</u>	<u>Title</u>	<u>Citizenship</u>
Robin Yanhong Li	Chairman and Chief Executive Officer	PRC
Rong Luo	Chief Financial Officer	PRC
Haifeng Wang	Chief Technology Officer	PRC
Dou Shen	Executive Vice President	PRC
Victor Zhixiang Liang	Senior Vice President	PRC
Shanshan Cui	Senior Vice President	PRC

**SCHEDULE B**

**Directors and Executive Officers of Baidu Holdings Limited**

The business address of the following director is No. 10 Shangdi 10<sup>th</sup> Street, Haidian District, Beijing 100085, The People's Republic of China.

**Director:**

<u>Name</u>	<u>Citizenship</u>
Robin Yanhong Li	PRC

**Executive Officers:**

N/A