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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Dida Inc., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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dida

Dida Inc.

嘀嗒出行*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 02559)

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF THE 2025 ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Dida Inc. to be held at 209 Dida Academy, 2/F, Building 14, Chaolai Science Park, No. 36 Courtyard, Chuangyuan Road, Chaoyang District, Beijing, People's Republic of China on Friday, May 23, 2025 at 10:00 a.m. is set out on pages 20 to 23 of this circular. A form of proxy for use at the 2025 annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.didachuxing.com).

Whether or not you are able to attend the 2025 annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the holding of the 2025 annual general meeting or any adjournment thereof (i.e. not later than 10:00 a.m. (Hong Kong time) on Wednesday, May 21, 2025). Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the 2025 annual general meeting or any adjourned meeting thereof if they so wish. For the avoidance of doubt, holders of treasury shares of the Company, if any, shall abstain from voting at the Company's general meeting in connection to such treasury shares.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2025 AGM”	an annual general meeting of the Company to be held at 209 Dida Academy, 2/F, Building 14, Chaolai Science Park, No. 36 Courtyard, Chuangyuan Road, Chaoyang District, Beijing, People’s Republic of China on Friday, May 23, 2025 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 20 to 23 of this circular, or any adjournment thereof;
“5brothers Limited”	a company incorporated in the BVI with limited liability on July 10, 2014, which is indirectly owned by our Co-Founders through the Principal BVI Holdcos and is a member of the group of our Controlling Shareholders;
“Amber Cultural Limited”	a company incorporated under the laws of the BVI which is wholly owned by Mr. DUAN Jianbo and a member of the group of the Controlling Shareholders;
“Articles of Association” or “Articles”	the articles of association of the Company currently in force;
“Audit Committee”	the audit committee of the Board;
“Board”	the board of directors of the Company;
“CCASS”	the Central Clearing and Settlement System established and operated by The Hong Kong Securities Clearing Company Limited;
“China” or “the PRC”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires, references in this circular to “China” and the “PRC” do not include Hong Kong, the Macau Special Administrative Region and Taiwan;
“Co-Founders”	Mr. SONG Zhongjie, Mr. LI Jinlong, Mr. ZHU Min, Mr. DUAN Jianbo and Mr. LI Yuejun who co-founded the Company;

DEFINITIONS

“Company”, “our Company”, “Group”, “we”, “us” or “Dida”	Dida Inc., formerly known as Bright Journey Limited, an exempted company incorporated under the laws of Cayman Islands with limited liability on July 11, 2014, and, except where the context indicated otherwise, all of its subsidiaries and companies whose financial results have been consolidated and accounted as the subsidiaries of our Company;
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to 5brothers Limited, the Co-Founders and their respective Principal BVI Holdcos, being the members substituting the group of the Controlling Shareholders;
“Director(s)”	the director(s) of the Company;
“HK\$” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	April 25, 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Date”	June 28, 2024, being the date on which the Shares were listed on the Main Board of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time;
“Nomination Committee”	the nomination committee of the Board;
“Pre-IPO Investor(s)”	holders of the Series A-1 Preferred Shares, Series B Preferred Shares, Series C Preferred Shares, Series D-1 Preferred Shares and Series E-1 Preferred Shares of our Company;
“Remuneration Committee”	the remuneration committee of the Board;
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Prospectus”	the prospectus of the Company dated June 20, 2024

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.0001 each;
“Shareholder(s)”	holder(s) of our Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended from time to time;
“treasury Shares”	has the meaning ascribed to it under the Listing Rules;
“%”	per cent.

LETTER FROM THE BOARD

dida

Dida Inc.

嘀嗒出行*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 02559)

Executive Director:

Mr. SONG Zhongjie (*Chairman*)

Mr. LI Jinlong

Mr. ZHU Min

Mr. DUAN Jianbo

Mr. LI Yuejun

Registered Office:

Maples Corporate Services Limited

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Non-executive Directors:

Mr. LI Bin

Principal Place of Business and Headquarters

in the People's Republic of China:

5/F, Building 14, Chaolai Science Park

No. 36 Courtyard, Chuangyuan Road

Chaoyang District

Beijing, the PRC

Independent non-executive Directors:

Mr. LI Feng

Mr. LI Jian

Ms. WU Wenjie

Principal Place of Business in Hong Kong:

Room 1928, 19/F, Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

April 29, 2025

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF THE 2025 ANNUAL GENERAL MEETING**

* For identification purposes only

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the 2025 AGM for (i) the granting of the Repurchase Mandate and the Issuance Mandate to the Directors; (ii) the re-election of the retiring Directors; and (iii) the re-appointment of the auditor.

2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

On March 31, 2023 and June 13, 2024, resolutions were passed by the then Shareholders for, among other matters, granting general mandates to the Directors to exercise the powers of the Company to repurchase Shares (not exceeding 99,397,985 Shares) and to issue new Shares (not exceeding 198,795,970 Shares). Such mandates have not been used as of the Latest Practicable Date and will lapse upon the conclusion of the 2025 AGM.

Ordinary resolutions will be proposed at the 2025 AGM to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of passing of such resolution (i.e. 101,834,036 Shares on the basis that the existing issued share capital of the Company of 1,018,340,365 Shares (excluding treasury Shares, if any) remains unchanged as at the date of the 2025 AGM) (the “**Repurchase Mandate**”);
- (b) to allot, issue or deal with additional Shares (including any sale or transfer of treasury shares held under the name of the Company) not exceeding 20% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of passing of such resolution (i.e. 203,668,073 Shares on the basis that the existing issued share capital of the Company of 1,018,340,365 Shares (excluding treasury Shares, if any) remains unchanged as at the date of the 2025 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company to be held after the 2025 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 9 and 10 of the notice of the 2025 AGM as set out on pages 20 to 23 of this circular.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 26.3 of the Articles of Association, the Directors may appoint any person to be a Director, either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. Any Director so appointed shall hold office only until the first annual general meeting of the Company after such Director's appointment and shall then be eligible for re-election at that meeting. Accordingly, Mr. LI Feng, Mr. LI Jian and Ms. WU Wenjie, who were appointed by the Board as independent non-executive Directors with effect from June 28, 2024, will retire from office at the 2025 AGM by rotation.

In accordance with Article 26.4 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation. Accordingly, Mr. SONG Zhongjie and Mr. LI Bin will retire from office at the 2025 AGM by rotation.

All the above Directors, being eligible, have offered themselves for re-election at the 2025 AGM.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution as well as independence (as to Mr. LI Feng, Mr. LI Jian and Ms. WU Wenjie) of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board diversity policy and director nomination policy, and the independence of all independent non-executive Directors.

The Nomination Committee and the Board believed that the extensive business experience of Mr. SONG Zhongjie, Mr. LI Bin, Mr. LI Feng, Mr. LI Jian and Ms. WU Wenjie will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity, and are satisfied with the contribution of all the above Directors to the Company. The Nomination Committee and the Board therefore recommended the re-election of all the above Directors, who are due to retire at the 2025 AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above retiring Directors are set out in Appendix II to this circular.

4. PROPOSED RE-APPOINTMENT OF AUDITOR

Pursuant to Article 41.1 of the Articles of Association, RSM Hong Kong will retire as the auditor of the Company at the 2025 AGM and, being eligible, offer themselves for re-appointment.

The Board proposes to re-appoint RSM Hong Kong as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

5. 2025 AGM AND PROXY ARRANGEMENT

The notice of the 2025 AGM is set out on pages 20 to 23 of this circular. At the 2025 AGM, resolutions will be proposed to approve the aforementioned resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2025 AGM. An announcement on the poll vote results will be published by the Company after the 2025 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. As at the Latest Practicable Date, save as disclosed above, to the best of the knowledge, information and belief of the Directors after having made all reasonable inquiries, the unvested Shares held by the trust for the Share Award Schemes shall abstain from voting for all the resolutions herein in accordance with relevant terms and rules of the Share Award Schemes, which is 28,477,979 Shares as of the Latest Practicable Date, and no other Shareholder will be required to abstain from voting at the 2025 AGM.

For determining the entitlement to attend and vote at the 2025 AGM, the register of members of the Company will be closed from Tuesday, May 20, 2025 to Friday, May 23, 2025, both days inclusive, during which period, no share transfers will be registered and the record date will be on Friday, May 23, 2025. In order to qualify for attending and voting at the 2025 AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Monday, May 19, 2025.

A form of proxy for use at the 2025 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.didachuxing.com). Whether or not you are able to attend the 2025 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time scheduled for holding the 2025 AGM or any adjournment thereof (i.e. not later than 10:00 a.m. (Hong Kong time) on Wednesday, May 21, 2025). Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2025 AGM if you so wish and, in such event, your proxy form shall be deemed to be revoked.

For the avoidance of doubt, holders of treasury Shares, if any, shall abstain from voting at the Company's general meeting in connection to such treasury Shares.

6. RECOMMENDATION

The Directors consider that the granting of all the resolutions to be proposed at the 2025 AGM are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2025 AGM.

LETTER FROM THE BOARD

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I — Explanatory Statement on the Repurchase Mandate and Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the 2025 AGM.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By order of the Board

Dida Inc.

SONG Zhongjie

*Chairman of the Board, chief executive officer
and executive Director*

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2025 AGM in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASES OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,018,340,365 Shares and the Company did not hold any treasury Shares.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of the 2025 AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued ordinary share capital of the Company remains unchanged as at the date of the 2025 AGM, i.e. being 1,018,340,365 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 101,834,036 Shares, representing 10% of the total number of Shares in issue (excluding treasury Shares, if any) as at the date of the 2025 AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum and Articles of Association, the Listing Rules, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2024) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, 5brothers Limited, which was respectively owned as to 60.44%, 10.64%, 10.64%, 10.64%, 7.66% by Mr. SONG Zhongjie, Mr. LI Jinlong, Mr. LI Yuejun, Mr. ZHU Min and Mr. DUAN Jianbo, through their respective Principal BVI Holdcos, was interested in 659,873,289 Shares, representing approximately 65% of the total issued share capital of the Company. On the basis that (i) the total issued share capital of the Company (being 1,018,340,365 Shares) remains unchanged as at the date of the 2025 AGM, and (ii) the shareholding interests of 5brothers Limited (being 659,873,289 issued Shares) in the Company remain unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2025 AGM (presuming that apart from the decrease of the issued share capital arising from the said full exercise of the Repurchase Mandate, there is no other change in the Company's issued share capital), the shareholding interests of 5brothers Limited in the issued Shares would be increased to approximately 72% of the total issued share capital of the Company. In the opinion of the Directors, the abovementioned increase of shareholdings will not result in any of them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

In addition, the Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months were as follows:

Month	Highest HK\$	Lowest HK\$
2024		
June (since and including the Listing Date on June 28, 2024)	5.90	4.65
July	4.63	2.17
August	2.74	1.31
September	2.85	1.67
October	3.28	2.06
November	2.58	1.91
December	2.16	1.71
2025		
January	1.80	1.30
February	1.72	1.26
March	1.38	1.14
April (up to the Latest Practicable Date)	1.20	0.99

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the period from the Listing Date to and including the Latest Practicable Date (whether on the Stock Exchange or otherwise).

9. INTENTION STATEMENT REGARDING REPURCHASED SHARES

Subject to the applicable requirements under the Listing Rules, the Company may cancel the repurchased shares following settlement of any such repurchase or hold them as treasury shares, subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will have appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws with respect to treasury shares. These measures include, for example, an approval by the Board that (i) the Company should procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company should withdraw the treasury Shares from CCASS, and either re-register them in the Company's name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2025 AGM, are provided below.

(1) MR. SONG ZHONGJIE, EXECUTIVE DIRECTOR

Position and experience

Mr. SONG Zhongjie (宋中傑), aged 58, is our founder, chairman, executive Director and chief executive officer. Mr. SONG is responsible for the overall strategic planning, business direction and management of our Group, and oversees our management team. Mr. SONG has served as our Director and chief executive officer since our inception in July 2014. Mr. SONG also serves as director and general manager of our subsidiaries and Consolidated Affiliated Entities, including serving as a director and the chairman of the board of Beijing Changxing since its inception.

Mr. SONG has over 28 years of experience in the internet and technology industries. Prior to co-founding our Group, Mr. SONG, together with our other four executive Directors, co-founded Didatuan (嘀嗒團), a fast-growing group-buying website in China, in July 2010 and served as the chairman at Beijing Today Metropolis Information Technology Co., Ltd. (北京今日都市信息技術有限公司), the operating entity of Didatuan, from November 2010 to August 2016. Mr. SONG also obtains extensive experience in management and operations from his previous working experiences. From February 2006 to April 2010, Mr. SONG served at Google Information Technology (China) Co., Ltd. (谷歌信息技術(中國)有限公司), a subsidiary of Alphabet Inc., whose shares are listed on NASDAQ (ticker: GOOG), with his last position being the sales director of the greater China region. From May 2002 to November 2003, Mr. SONG served as the chief operating officer at Shanghai Primeton Information Technology Co., Ltd. (上海普元信息技術股份有限公司), the predecessor of Primeton Information Technology Co., Ltd. (普元信息技術股份有限公司), whose shares are listed on the Shanghai Stock Exchange (stock code: 688118). Mr. SONG also served at China Hewlett-Packard Co., Ltd. (中國惠普有限公司), a subsidiary of Hewlett Packard Enterprise, whose shares are listed on the New York Stock Exchange (ticker: HPE), from April 1994 to August 2002 and from November 2003 to April 2005, where his last position was a sales manager.

Mr. SONG graduated from Beijing Institute of Technology (北京理工大學) where he majored in computer software in July 1989.

Mr. SONG has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the service contract issued by the Company to Mr. SONG, his current term of office is 3 years from June 17, 2024. Mr. SONG is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Mr. SONG does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

Save as disclosed, as far as the Directors are aware, as at the Latest Practicable Date, Mr. SONG was deemed to be interested in (i) 4,000,000 Shares held by him and (ii) 659,873,289 shares held by 5brothers Limited, which was respectively owned as to 60.44%, 10.64%, 10.64%, 10.64%, 7.66% by Mr. SONG Zhongjie, Mr. LI Jinlong, Mr. LI Yuejun, Mr. ZHU Min and Mr. DUAN Jianbo, through their respective Principal BVI Holdco. The voting rights controlled by each of such persons has taken into account the voting rights vested to 5brothers Limited by certain of the Shareholders pursuant to certain Voting Proxy Deeds. See the section headed “Substantial Shareholders” in the Prospectus for details.

Director’s emoluments

Mr. SONG is not entitled to receive any annual director’s fee from the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. SONG to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. SONG that need to be brought to the attention of the Shareholders.

(2) MR. LI BIN, NON-EXECUTIVE DIRECTOR**Position and experience**

Mr. LI Bin (李斌), aged 50, is our non-executive Director. Mr. Li is primarily responsible for advising on business and investment strategies, general market trends, and other matters subject to the board guidance and approval. Mr. Li has been our Director since February 2015, and has also served as a director of Beijing Changxing since July 2015.

Mr. Li has more than 23 years of experience in the internet and automobile industries. Mr. Li founded NIO Inc., whose shares are concurrently listed on the New York Stock Exchange (ticker: NIO), the Stock Exchange (stock code: 9866) and The Singapore Exchange Limited (ticker: NIO) and has served as its chairman since November 2014 and chief executive officer since March 2018. Since July 2021, Mr. Li has served as a director of Uxin Limited, a leading e-commerce platform for buying and selling used cars in China, whose shares are listed on NASDAQ (ticker: UXIN). In 2000, Mr. Li co-founded Beijing Bitauto E-Commerce Co., Ltd. (北京易車電子商務有限公司) and served as its director and president until 2006. From 2010 to 2020, Mr. Li served as chairman of the board of directors at Bitauto Holdings Limited (previously listed on NYSE with stock code BITA), a former NYSE-listed automobile service company and a leading automobile service provider in China. In 2002, Mr. Li co-founded Beijing Creative & Interactive Digital Technology Co., Ltd. (北京新意互動數字技術有限公司) as the chairman of the board of directors and had served as its president and director.

Mr. Li received his bachelor's degree in sociology from Peking University (北京大學) in July 1996.

Save as disclosed above, Mr. Li has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Mr. Li, his current term of office is 3 years from June 17, 2024 unless terminated by either party giving to the other not less than 3 month's prior notice in writing. Mr. Li is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Mr. Li does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. LI Bin was deemed to be interested in (i) 20,184,278 Shares held by NBNW Investment Limited which was ultimately owned by a family trust whose settlor is Mr. Li; and (ii) 40,368,557 and 1,160,596 Shares held by Smart Canvas Investment Limited and Star Celestial Holdings Limited respectively, which are ultimately controlled as to one third and as to 50% by Mr. Li respectively; and (iii) 168,888,700 Shares held by Leap Profit Investment Limited, which are ultimately controlled as to 38.5% by Mr. LI.

Director's emoluments

Pursuant to the service contract, Mr. Li is entitled to a director's remuneration of US\$50,000 per annum which was determined by the Board with reference to the remuneration of the comparable companies, his time contribution, duties and responsibilities as well as the performance of the Group. Mr. Li is eligible to participate in the Company's share incentive schemes. The emoluments of Mr. Li are subject to revision in the future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Li to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

(3) MR. LI FENG, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and experience**

Mr. LI Feng (李豐), aged 51, is an independent non-executive Director of our Company since the Listing Date. He is primarily responsible for supervising and providing independent judgement to our Board. Mr. Li has approximately 23 years of experience in investment and corporate management. Mr. Li founded Shanghai Ziyou Investment Management Limited (上海自友投資管理有限公司) (also known as FreeS Fund (峰瑞資本)), a venture capital firm managing funds primarily investing in early and growth stage startups in China and overseas, and has served as its director and partner since August 2015. Prior to that, Mr. Li served as a partner in the VC department in IDG Capital, a global network of private equity and venture capital firm, from May 2008 to July 2015. From January 2000 to January 2007, he also served at New Oriental Education & Technology Group Inc., a leading provider of private educational services in China whose shares are listed on the New York Stock Exchange (ticker: EDU), with his last position being an assistant vice president.

Mr. Li has served as an independent director of Bilibili Inc., a leading Chinese video sharing platform whose shares are listed on NASDAQ (ticker: BILI) since February 2019.

Mr. Li was consecutively ranked among the Top 100 Best Chinese Venture Investors (中國最佳創投人100強) in 2019, 2020 and 2021 by Forbes China. Mr. Li graduated from Peking

University (北京大學) with a bachelor of science degree in applied chemistry in July 1996. He further obtained a master of science degree in chemistry from University of Rochester in the USA in May 1998. Mr. Li holds a PRC investment fund qualification certificate (中國證券投資基金業從業證書) issued by Asset Management Association of China (中國證券投資基金業協會) in December 2016.

Mr. Li has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Mr. Li, his current term of office is 3 years from June 28, 2024 unless terminated by either party giving to the other not less than 3 month's prior notice in writing. Mr. Li is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Mr. Li does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Li was not interested in any shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment, Mr. Li is entitled to a director's remuneration of US\$50,000 per annum which was determined by the Board with reference to the remuneration of the comparable companies, his time contribution, duties and responsibilities as well as the performance of the Group. Mr. Li is eligible to participate in the Company's share option schemes. The emoluments of Mr. Li are subject to revision in the future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Li to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

(4) MR. LI JIAN, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and experience**

Mr. LI Jian (李健), aged 59, is an independent non-executive Director of our Company since the Listing Date. He is primarily responsible for supervising and providing independent judgement to our Board. From January 2005 to June 2018, Mr. Li served as the general manager of Beijing Hugeland Technology Co., Ltd. (北京惠捷朗科技有限公司), a subsidiary of Beijing TongTech Company Limited (北京東方通科技股份有限公司) whose shares are listed on the Shanghai Stock Exchange (stock code: 300379) and served as the chairman until June 2018. Prior to that, Mr. Li also served as an assistant engineer at China Hewlett-Packard Co., Ltd. (中國惠普有限公司), which is currently a subsidiary of Hewlett Packard Enterprise, a company listed on the New York Stock Exchange (ticker: HPE).

Mr. Li graduated from Tongji University (同濟大學) with a bachelor's degree in July 1987 where he majored in electronic instrument and measuring technology.

Mr. Li has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Mr. Li, his current term of office is 3 years from June 28, 2024 unless terminated by either party giving to the other not less than 3 month's prior notice in writing. Mr. Li is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Mr. Li does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Li was not interested in any shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment, Mr. Li is entitled to a director's remuneration of US\$50,000 per annum which was determined by the Board with reference to the remuneration of the comparable companies, his time contribution, duties and responsibilities as well as the performance of the Group. Mr. Li is eligible to participate in the Company's share option schemes. The emoluments of Mr. Li are subject to revision in the future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Li to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

(5) MS. WU WENJIE, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and experience**

Ms. WU Wenjie (武文潔), aged 50, is an independent non-executive Director of our Company since the Listing Date. She is primarily responsible for supervising and providing independent judgement to our Board. Ms. Wu is currently an independent director of Xunlei Limited, a company listed on NASDAQ (ticker: XNET). Ms. Wu is also currently an independent non-executive director of Kingsoft Corporation Limited, a company listed on the Stock Exchange (stock code: 3888), and an independent non-executive director of Aquila Acquisition Corporation, a company listed on the Stock Exchange (stock code: 7836). Ms. Wu served as an independent director of BlueCity Holding Ltd., a company formerly listed on NASDAQ (ticker: BLCT), from July 2020 to August 2022. Ms. Wu served as the chief investment officer of New Hope Group from November 2018 to February 2020. Ms. Wu served as managing partner of Baidu Capital from November 2016 to November 2018. Ms. Wu successively served as deputy chief financial officer, chief financial officer and chief strategy officer of Ctrip.com, a company listed on NASDAQ (ticker: CTRP), from December 2011 to November 2016. Ms. Wu was an equity research analyst covering China internet and media industries in Morgan Stanley Asia Limited and in Citigroup Global Markets Asia Limited from 2005 to 2011. Prior to that, Ms. Wu worked for China Merchants Holdings (International) Company Limited, a company listed on the Stock Exchange (stock code: 0144) for three years.

Ms. Wu has a Ph.D. degree in Finance from the University of Hong Kong, a master's degree in Finance from the Hong Kong University of Science and Technology, and both a master's degree and a bachelor's degree in Economics from Nankai University (南開大學). Ms. Wu has been a Chartered Financial Analyst (CFA) since 2004.

Save as disclosed above, Ms. Wu has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Ms. Wu, her current term of office is 3 years from June 28, 2024 unless terminated by either party giving to the other not less than 3 month's prior notice in writing. Ms. Wu is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Ms. Wu does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Wu was not interested in any shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment, Ms. Wu is entitled to a director's remuneration of US\$50,000 per annum which was determined by the Board with reference to the remuneration of the comparable companies, her time contribution, duties and responsibilities as well as the performance of the Group. Ms. Wu is eligible to participate in the Company's share option schemes. The emoluments of Ms. Wu are subject to revision in the future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Wu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Wu that need to be brought to the attention of the Shareholders.

dida

Dida Inc.

嘀嗒出行*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 02559)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Dida Inc. (the “**Company**”) will be held at 209 Dida Academy, 2/F, Building 14, Chaolai Science Park, No. 36 Courtyard, Chuangyuan Road, Chaoyang District, Beijing, People’s Republic of China on Friday, May 23, 2025 at 10:00 a.m. for the following purposes (capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated April 29, 2025 to the shareholders of the Company (the “**Circular**”) unless otherwise defined):

Ordinary Resolutions

1. To consider, receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended December 31, 2024;
2. To re-elect Mr. SONG Zhongjie as an executive Director;
3. To re-elect Mr. LI Bin as a non-executive Director;
4. To re-elect Mr. LI Feng as an independent non-executive Director;
5. To re-elect Mr. LI Jian as an independent non-executive Director;
6. To re-elect Ms. WU Wenjie as an independent non-executive Director;
7. To authorize the board of directors of the Company to fix the respective Directors’ remuneration;
8. To re-appoint RSM Hong Kong as auditor of the Company and to authorize the Board of Directors of the Company to fix auditor’s remuneration;
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong

* For identification purposes only

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and the Stock Exchange, subject to and in accordance with the applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;

- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares of the Company, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company (excluding treasury shares of the Company, if any) at the date immediately before and after such consolidation or subdivision shall be the same; and
 - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”;
10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares (including any sale or transfer of treasury shares held under the name of the Company) in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) during the Relevant Period which would or might require the exercise of such powers during or after the end of the Relevant Period;

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- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company;
- (iii) the exercise of options under share incentive scheme(s) of the Company; and
- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares of the Company, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company (excluding treasury shares of the Company, if any) at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings;
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

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11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 9 and 10 of the notice convening the Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 9 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares of the Company, if any) as at the date of passing of this resolution.”

Yours faithfully,
By order of the Board
Dida Inc.
SONG Zhongjie
Chairman

Hong Kong, April 29, 2025

Notes:

- Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof (i.e. not later than 10:00 a.m. (Hong Kong time) on Wednesday, May 21, 2025). Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.
- To ascertain shareholders’ eligibility to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, May 20, 2025 to Friday, May 23, 2025 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the Meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time), on Monday, May 19, 2025.
- BAD WEATHER ARRANGEMENTS:**

The Meeting will be held on Friday, May 23, 2025 as scheduled regardless of whether or not any rainstorm warning signal or tropical cyclone signal is in force in Hong Kong at any time on that day. Shareholders may visit the website of the Company at www.didachuxing.com for details of the alternative meeting arrangements. Shareholders should make their own decision as to whether they would attend the Meeting under bad weather conditions having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution.
- References to time and dates in this notice are to Hong Kong time and dates.