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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CiDi Inc., you should at once hand this circular 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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CiDi Inc.

希迪智駕科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3881)

**(1) PROPOSED SHARE SUBDIVISION AND CONSEQUENTIAL
AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(2) PROPOSED CHANGE IN BOARD LOT SIZE;
AND
(3) NOTICE OF THE FIRST EGM IN 2026**

A notice convening the EGM to be held by way of a hybrid meeting at 10:00 a.m. on Friday, February 13, 2026 at the conference room of Building A3 and A4, Hunan Provincial Inspection and Testing Characteristic Industrial Park, No. 336 Xueshi Road, Yuelu District, Changsha, Hunan Province, PRC and through the eVoting Portal is set out in this circular. A proxy form for the first EGM in 2026 (or any adjournment thereof) is also enclosed with this circular.

Whether or not you intend to attend the first EGM in 2026, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of Domestic Shares, to the Company's Board office in China at Building A3 and A4, Hunan Provincial Inspection and Testing Characteristic Industrial Park, No. 336 Xueshi Road, Yuelu District, Changsha, Hunan Province, PRC), and in any event not less than 24 hours before the time appointed for holding the first EGM in 2026 or any adjournment thereof (i.e. not later than 10:00 a.m. on Thursday, February 12, 2026). Completion and return of the proxy form will not preclude you from attending and voting in person or online at the first EGM in 2026 or any adjournment thereof (as the case may be) should you so wish.

January 27, 2026

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DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this circular:

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which licensed banks in Hong Kong are generally open for normal banking business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of H Shares on the Stock Exchange from 10 H Shares to 100 Subdivided H Shares
“Company”	CiDi Inc. (希迪智駕科技股份有限公司), a joint stock company incorporated in the People’s Republic of China, whose H Shares are listed and traded on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Shares”	unlisted ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and are not currently listed or traded on any stock exchange
“EGM”	the first extraordinary general meeting in 2026 to be held in a hybrid means at 10:00 a.m. on Friday, February 13, 2026 at the conference room of Building A3 and A4, Hunan Provincial Inspection and Testing Characteristic Industrial Park, No. 336 Xueshi Road, Yuelu District, Changsha, Hunan Province, PRC and online
“eVoting Portal”	a system to enable attendance of the EGM online via video broadcast, details of which are set out in the section headed “EGM” in the letter from the Board of this circular
“H Share(s)”	overseas-listed foreign invested ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed and traded on the Stock Exchange

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	January 26, 2026, being the latest practicable date for ascertaining certain information in this circular before its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Shares and H Shares
“Shareholder(s)”	holders of Shares
“Share Subdivision”	the proposed subdivision of each issued Share into ten (10) Subdivided Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided H Share(s) ”	overseas-listed foreign invested ordinary shares with a nominal value of RMB0.1 each, which are listed and traded on the Stock Exchange immediately after the Share Subdivision
“Subdivided Share(s)”	the ordinary shares in the share capital of the Company, with a nominal value of RMB0.1 each, after the Share Subdivision becomes effective, which include Subdivided H Shares
“Tricor”	Tricor Investor Services Limited, the H Share Registrar of the Company
“%”	percentage

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision and the Change in Board Lot Size is set out below:

2026

Latest date and time for lodging share transfer documents to qualify for attending and voting at the EGM	4:30 p.m. on February 9
Closure of register of members of the Company for determining the entitlement to attend and vote at the EGM	from February 10 to February 13 (both days inclusive)
Latest time for lodging proxy forms for the EGM	10:00 a.m. on February 12
Expected date and time of the EGM	10:00 a.m. on February 13
Publication of the poll results of the EGM	February 13

The following matters are conditional upon the fulfilment of the conditions for the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” of this circular:

Effective date of the Share Subdivision	February 20
Dealings in the Subdivided Shares commence	9:00 a.m. on February 20
Original counter for trading in H Shares in board lots of 10 Shares temporarily closes	9:00 a.m. on February 20
Temporary counter for trading in Subdivided H Shares (in the form of existing share certificate) in board lots of 100 Subdivided H Shares opens	9:00 a.m. on February 20
First day for free exchange of existing share certificates for new share certificates for Subdivided Shares	February 20
Original counter for trading in Subdivided H Shares in board lots of 100 Subdivided H Shares (in the form of new share certificates) reopens	9:00 a.m. on March 6
Parallel trading in Subdivided H Shares (in the form of existing share certificates and new share certificates) commences	9:00 a.m. on March 6

EXPECTED TIMETABLE

Temporary counter for trading in Subdivided H Shares in board lots of 100 Subdivided H Shares (in the form of existing share certificates) closes	4:10 p.m. on March 26
Parallel trading in Subdivided H Shares (in the form of existing share certificates and new share certificates) ends	4:10 p.m. on March 26
Last day for free exchange of existing share certificates for new share certificates	March 30

Note: All times and dates in this circular refer to Hong Kong local time and date.

The dates or deadlines specified in this circular are indicative only and may be subject to change by the Company. The Company will publish or notify Shareholders of any subsequent changes to the expected timetable as and when appropriate.

LETTER FROM THE BOARD



CiDi Inc.

希迪智駕科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3881)

Executive Directors:

Dr. Ma Wei (*Vice Chairman*)

Dr. Albert S. Hu (*Chief Executive Officer*)

Non-executive Directors

Prof. Li Zexiang (*Chairman*)

Ms. Yang Xi

Dr. Li Zhiyong

Independent non-executive Directors

Dr. Li Xiaoyuan

Prof. Tan Guangrong

Mr. Zhang Jiangang

Registered Office and Headquarters:

Building A3 and A4

Hunan Provincial Inspection and Testing

Characteristic Industrial Park

No. 336 Xueshi Road, Yuelu District

Changsha, Hunan Province

PRC

Principal Place of Business in Hong Kong:

31/F, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED SHARE SUBDIVISION AND THE CONSEQUENTIAL
AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**

(2) PROPOSED CHANGE IN BOARD LOT SIZE;

AND

(3) NOTICE OF THE FIRST EGM IN 2026

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding, among other things, the following matters to be proposed at the EGM for Shareholders' consideration and, if thought fit, approval:

- (i) the proposed Share Subdivision and the corresponding amendments to the Articles of Association.

LETTER FROM THE BOARD

2. PROPOSED SHARE SUBDIVISION AND CONSEQUENTIAL AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to subdivide each of the existing issued Shares of a nominal value of RMB1.00 in the share capital of the Company into ten (10) Subdivided Shares of a nominal value of RMB0.1 each. Upon completion of the Share Subdivision, the Company will amend the Articles of Association accordingly to reflect the change in the Company's share capital.

Effects of the Share Subdivision

As at the Latest Practicable Date, the registered capital of the Company is RMB43,789,310, divided into 43,789,310 Shares of RMB1.00 each, all of which are issued and fully paid or credited as fully paid. Upon the Share Subdivision becoming effective, assuming no further Shares are issued or repurchased prior to the Share Subdivision becoming effective, the registered capital of the Company will be RMB43,789,310, divided into 437,893,100 Subdivided Shares of RMB0.1 each, all of which are issued and fully paid or credited as fully paid.

All Subdivided Shares will rank *pari passu* in all respects with each other and with the issued Shares prior to the Share Subdivision and will have the same rights and privileges, and the Share Subdivision will not result in any change in the relative rights of the Shareholders.

As the Share Subdivision will not create any odd lots or fractional shares, no odd lot matching arrangement will be made.

Conditions of the Share Subdivision

The Share Subdivision is conditional upon the fulfilment of the following:

- (a) the passing of a special resolution by the Shareholders at the EGM to approve the Share Subdivision;
- (b) the Stock Exchange granting approval for the listing and trading of the Subdivided H Shares upon the Share Subdivision becoming effective; and
- (c) all necessary legal and regulatory authorisations, permissions, approvals, consents, filings, notices, publications and registrations (including without limitation registration with the relevant PRC authorities) for the Share Subdivision as a whole to become effective having been obtained or fulfilled.

LETTER FROM THE BOARD

The Share Subdivision will become effective on the second business day after the fulfilment of the above conditions of the Share Subdivision. As at the Latest Practicable Date, none of the above conditions of the Share Subdivision had been fulfilled.

As at the Latest Practicable Date, the Company does not have any outstanding warrants, convertible shares, options, incentives or derivatives and conversion rights or other similar rights that are convertible or exchangeable into Shares.

Listing Application

The Company will apply to the Stock Exchange for the approval of the listing of, and permission to deal in, the Subdivided H Shares to be issued.

Subject to the approval for the listing of, and permission to deal in, the Subdivided H Shares on the Stock Exchange, the Subdivided H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date on which the Subdivided H Shares commence trading on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is currently required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the Company's securities is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or currently proposed to be sought.

LETTER FROM THE BOARD

Consequential Amendments to the Articles of Association

Upon completion of the Share Subdivision, the Company will amend the Articles of Association accordingly to reflect the changes in the share capital of the Company. Details of such amendments are as follows:

Article No.	Current Articles	Amended Articles
Article 4	The Company completed the filing with the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) on October 29, 2025 and was approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) to initially issue 5,407,980 overseas listed foreign shares to the public, and was listed on the Main Board of the Hong Kong Stock Exchange on December 19, 2025.	The Company completed the filing with the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) on October 29, 2025 and was approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) to initially issue 5,407,980 overseas listed foreign shares to the public, and was listed on the Main Board of the Hong Kong Stock Exchange on December 19, 2025. <u>Upon completion of the issue, the total number of shares of the Company was 43,789,310 shares. The Company implemented a share subdivision on [•] [•], 2026, subdividing each share into 10 shares, and the par value per share was adjusted from RMB1.00 to RMB0.1. After the completion of the share subdivision, the total number of shares changed to 437,893,100 shares.</u>
Article 18	All shares issued by the Company are ordinary share and shall have a par value denominated in Renminbi of RMB1 per share. The Company may set up shares of other classes based on its needs upon approval of regulatory authorities.	All shares issued by the Company are ordinary share and shall have a par value denominated in Renminbi of RMB1 <u>RMB0.1</u> per share. The Company may set up shares of other classes based on its needs upon approval of regulatory authorities.

LETTER FROM THE BOARD

Article No.	Current Articles	Amended Articles
Article 20	The Company was a joint stock limited company transferred from Changsha Intelligent Driving Research Institute Company Limited as a whole, with a total number of shares of 43,789,310 shares. The promoters of the Company, number of shares subscribed, capital contribution method, shareholding percentage are as follows: ...	The Company was a joint stock limited company transferred from Changsha Intelligent Driving Research Institute Company Limited as a whole, with a total number of shares of 43,789,310 shares. The promoters of the Company, number of shares subscribed, capital contribution method, shareholding percentage are as follows: ...

Note: As the Company completed the share subdivision on [•] 2026, the number of shares held as set out in the above table has been enlarged to 10 times the number of shares initially subscribed for.

LETTER FROM THE BOARD

Article No.	Current Articles	Amended Articles
Article 21	Upon completion of the initial public offering and overseas listing, if the Over-allotment Option is not exercised, the capital structure of the Company is as follows: the total number of issued ordinary shares is 43,789,310, among which 1,345,418 shares are domestic shares, representing 3.07% of the total number of issued ordinary shares of the Company; and 42,443,892 shares are overseas listed foreign shares, representing 96.93% of the total number of issued ordinary shares of the Company. If the Over-allotment Option is exercised in full, the capital structure of the Company will be 44,600,500 ordinary shares, among which 1,345,418 shares are domestic shares, representing 3.02% of the total number of issued ordinary shares of the Company; and 43,255,082 shares are overseas listed foreign shares, representing 96.98% of the total number of issued ordinary shares of the Company. ...	Upon completion of the initial public offering and overseas listing, if the Over-allotment Option is not exercised, the capital structure of the Company is as follows: the total number of issued ordinary shares is 43,789,310, among which 1,345,418 shares are domestic shares, representing 3.07% of the total number of issued ordinary shares of the Company; and 42,443,892 shares are overseas listed foreign shares, representing 96.93% of the total number of issued ordinary shares of the Company. <u>As the Company completed the share subdivision on [•] 2026, the above numbers of shares have been enlarged to 10 times the numbers of shares immediately following the listing.</u> If the Over-allotment Option is exercised in full, the capital structure of the Company will be 44,600,500 ordinary shares, among which 1,345,418 shares are domestic shares, representing 3.02% of the total number of issued ordinary shares of the Company; and 43,255,082 shares are overseas listed foreign shares, representing 96.98% of the total number of issued ordinary shares of the Company. ...

LETTER FROM THE BOARD

Article No.	Current Articles	Amended Articles
Article 48	The Company shall convene the general meeting at the place where the Company is domiciled or at other location as specified in the notice convening the general meeting. The general meeting shall have a venue and be held on-site. Subject to the laws, administrative regulations, departmental rules, normative documents and the Hong Kong Listing Rules, the Company may also hold a video or telephone conference, or hold a meeting by way of circulating written resolutions or other means to facilitate Shareholders' participation in the general meeting. Shareholders who participate in the general meeting in the aforesaid manners shall be deemed to be present.	The Company shall convene the general meeting at the place where the Company is domiciled or at other location as specified in the notice convening the general meeting. The general meeting shall have a venue and be held on-site. Subject to the laws, administrative regulations, departmental rules, normative documents and the Hong Kong Listing Rules, the Company may also hold a video or telephone conference, or hold a meeting by way of circulating written resolutions or other means to facilitate Shareholders' participation in the general meeting. <u>General meetings may be held as physical meetings, by electronic communication or in such other means as permitted by laws and regulations.</u> Shareholders who participate in the general meeting in the aforesaid manners shall be deemed to be present. <u>The Company will also provide online voting or other means to facilitate shareholders.</u>

LETTER FROM THE BOARD

Article No.	Current Articles	Amended Articles
Article 63	An individual Shareholder who attends the general meeting in person shall produce his/her own identity card or other valid documents or proof evidencing his/her identity. Where a Shareholder intends to appoint a proxy to attend the general meeting on his/her behalf, the proxy shall produce his/her own valid identity documents and the power of attorney issued by the Shareholder. A corporate Shareholder shall designate its legal representative or a proxy appointed by the legal representative to attend the meeting. If the legal representative attends the meeting, he/she shall produce his/her own identity card and valid proof of his/her legal representative status. If a proxy has been appointed to attend the meeting, such proxy shall produce his/her own identity card and the written power of attorney issued by the legal representative of the corporate Shareholder according to law.	<u>For physical meetings:</u> An individual Shareholder who attends the general meeting in person shall produce his/her own identity card or other valid documents or proof evidencing his/her identity. Where a Shareholder intends to appoint a proxy to attend the general meeting on his/her behalf, the proxy shall produce his/her own valid identity documents and the power of attorney issued by the Shareholder. A corporate Shareholder shall designate its legal representative or a proxy appointed by the legal representative to attend the meeting. If the legal representative attends the meeting, he/she shall produce his/her own identity card and valid proof of his/her legal representative status. If a proxy has been appointed to attend the meeting, such proxy shall produce his/her own identity card and the written power of attorney issued by the legal representative of the corporate Shareholder according to law.

LETTER FROM THE BOARD

Article No.	Current Articles	Amended Articles
	A partnership Shareholder shall designate the executive partner (a natural person), are representative appointed by the executive partner or a proxy appointed by the executive partner or the representative to attend the meeting. If the executive partner (a natural person), are representative appointed by the executive partner to attend the meeting, he/she shall produce his or her own identity card and valid proof of his/her status. If a proxy has been appointed to attend the meeting, such proxy shall produce his/her own identity card and the written power of attorney issued by the executive partner or the representative appointed by the executive partner.	A partnership Shareholder shall designate the executive partner (a natural person), are representative appointed by the executive partner or a proxy appointed by the executive partner or the representative to attend the meeting. If the executive partner (a natural person), are representative appointed by the executive partner to attend the meeting, he/she shall produce his or her own identity card and valid proof of his/her status. If a proxy has been appointed to attend the meeting, such proxy shall produce his/her own identity card and the written power of attorney issued by the executive partner or the representative appointed by the executive partner. <u>For electronic meetings or where shareholders participate in general meetings remotely in accordance with the provisions of laws and regulations and these Articles, shareholders shall complete registration and identity verification in advance as required by the notice of the general meeting, and send personal information to the Company, and participate in the general meeting using the online link and password provided by the Company.</u>

LETTER FROM THE BOARD

Article No.	Current Articles	Amended Articles
Article 69	The conveners shall verify the qualification of shareholders with the register of members of the Company, and shall register the name of the shareholders as well as the number of their voting shares. Such registration shall be ceased prior to the announcement by the chairman of such a general meeting of the number of shareholders and their proxies present at the meeting and the total number of their respective voting shares.	The conveners shall verify the qualification of shareholders with the register of members of the Company, and shall register the name of the shareholders as well as the number of their voting shares. Such registration shall be ceased prior to the announcement by the chairman of such a general meeting of the number of shareholders and their proxies present at the meeting and the total number of their respective voting shares.
Article 71	... When a general meeting is held and the presider violates the Rules of Procedures to cause the shareholders meeting impossible to continue, then upon consent of the shareholders with a majority of the voting rights present at the meeting, a person may be elected at the general meeting to act as the presider to continue the meeting.	... When a general meeting is held and the presider violates the Rules of Procedures to cause the shareholders meeting impossible to continue, then upon consent of the shareholders with a majority of the voting rights present at the meeting, a person may be elected at the general meeting to act as the presider to continue the meeting.
Article 75	The presider of the meeting shall announce the number of attending shareholders and proxies and the total number of their voting shares before voting, each of which shall be subject to the registration of the meeting.	The presider of the meeting shall announce the number of attending shareholders and proxies and the total number of their voting shares before voting, each of which shall be subject to the registration of the meeting.

LETTER FROM THE BOARD

3. PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the H Shares are traded on the Stock Exchange in board lots of 10 H Shares. It is proposed that, subject to and conditional upon the Share Subdivision becoming effective, the board lot size for trading on the Stock Exchange will be changed from 10 H Shares to 100 Subdivided H Shares.

Based on the closing price of HK\$242 per H Share (equivalent to a theoretical closing price of HK\$24.2 per Subdivided H Share) as at the Latest Practicable Date, (i) the market value of one board lot of 10 H Shares is HK\$2,420; (ii) assuming the Share Subdivision becomes effective, the market value of one board lot of 10 Subdivided H Shares would be HK\$242; and (iii) assuming the Change in Board Lot Size also becomes effective, the estimated market value of one board lot of 100 Subdivided H Shares would be HK\$2,420.

The Change in Board Lot Size will not result in any change in the Shareholders' proportionate rights.

4. EXCHANGE OF SHARE CERTIFICATES

Upon the Share Subdivision becoming effective, existing share certificates will only be valid for delivery, trading and settlement purposes until 12:00 noon on Monday, February 16, 2026, and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of every one (1) Share being subdivided into ten (10) Subdivided Shares.

Following the Share Subdivision becoming effective, Shareholders may submit their existing share certificates for their H Shares to the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for exchange for new share certificates for the Subdivided Shares free of charge, from 9:00 a.m. to 4:30 p.m. on any business day during the period from Friday, February 20, 2026 to Monday, March 30, 2026 (both days inclusive). After the expiry of such period, a fee of HK\$2.50 (or such higher amount as may be specified by the Stock Exchange from time to time) will be payable for each existing share certificate cancelled or new share certificate issued, whichever the number of share certificates involved is higher, for the exchange of existing share certificates for the Shares. The new share certificates for the Subdivided Shares are expected to be available for collection within 10 business days from the date of submission of the existing share certificates for the Shares to Tricor Investor Services Limited for exchange.

The new share certificates will be issued in blue colour to distinguish them from the existing cornsilk coloured share certificates.

LETTER FROM THE BOARD

5. REASONS FOR THE SHARE SUBDIVISION AND THE CHANGE IN BOARD LOT SIZE

The proposed Share Subdivision will increase the number of issued Shares and reduce the par value and trading price per Share. In this regard, the Board believes that the Share Subdivision and the change in board lot size will adjust the trading price per Share and the board lot size to a range similar to that of listed companies in the same industry as the Company, thereby better aligning with the Company's market positioning. Based on the closing price of HK\$242 per H Share as at the Latest Practicable Date, the market value of one board lot of 10 H Shares is approximately HK\$2,420. Immediately following the Share Subdivision and the Change in Board Lot Size becoming effective, the expected value of the new board lot of 100 Subdivided H Shares will be approximately HK\$2,420. After the Change in Board Lot Size, the Company is expected to comply with the requirement of a board lot value of over HK\$2,000 as set out in the "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by the Stock Exchange.

Although the Share Subdivision will lead to a reduction in the trading price of the Shares, the Board believes that the Share Subdivision will narrow the trading spread and volatility of the Shares. Therefore, the Board considers the Share Subdivision and the Change in Board Lot Size to be fair and reasonable and in the best interests of the Company and its Shareholders as a whole.

Other than the expenses to be incurred by the Company in connection with the Share Subdivision and the Change in Board Lot Size, the implementation of the Share Subdivision itself will not alter the Company's underlying assets, business operations, management or financial condition or the proportionate interests of the Shareholders.

Furthermore, pursuant to Listing Rule 13.64A, an issuer shall not effect, among other things, a Share Subdivision if the adjusted share price after the Share Subdivision (calculated based on the lowest daily closing price of the Shares during the six-month period prior to the announcement of the Share Subdivision) would be less than HK\$1.00. Based on the lowest daily closing price of the Shares (i.e. HK\$223 per Share) during the six-month period immediately prior to the Latest Practicable Date, the theoretical adjusted share price upon the Share Subdivision would be HK\$22.3 per Subdivided Share. The Board therefore believes that the Company has complied with Listing Rule 13.64A in respect of the Share Subdivision.

As at the Latest Practicable Date, the Directors confirm that the Company (i) has not entered into any agreements, arrangements, understandings, intentions, or negotiations (whether or not concluded) regarding any potential equity fundraising activities; and (ii) has no intention to undertake any other corporate actions within the next twelve months that might undermine or negatively impact the proposed objectives of the Share Subdivision and the Change in Board Lot Size. The Company currently has no definite plans for any equity fundraising activities within the next twelve months. In the event that any future opportunity of equity fundraising for the Group's business development arises, the Company will make further announcement(s) as and when appropriate.

LETTER FROM THE BOARD

6. EGM

The EGM will be held at 10:00 a.m. on Friday, February 13, 2026 at the conference room of Building A3 and A4, Hunan Provincial Inspection and Testing Characteristic Industrial Park, No. 336 Xueshi Road, Yuelu District, Changsha, Hunan Province, PRC and through the eVoting Portal. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

Shareholders who wish to attend the EGM online may log in to the eVoting Portal from anywhere via a smartphone, tablet or computer connected to the internet. Shareholders can watch the live video webcast, participate in voting and ask questions online through the eVoting Portal.

Login Details for Registered Shareholders

Information on accessing the e-meeting system (including login details) will be separately contained in the notice letter sent by the Company's H Share Registrar, Tricor Investor Services Limited, to each registered Shareholder who can access the eVoting Portal. If Shares are held by joint registered holders, only "one pair" of login usernames and passwords will be sent to the joint holders. Any one of such joint holders may attend the EGM or vote through the eVoting Portal in respect of such Shares as if he/she were the only person entitled to vote in respect of such Shares.

Login Details for Non-registered Shareholders

If you are a non-registered Shareholder who wishes to attend the EGM online via the eVoting Portal, you should contact your bank, broker, custodian, nominee or HKSCC Nominees Limited to make the necessary arrangements.

LETTER FROM THE BOARD

Appointment of Proxy

The form of proxy for use at the EGM has been published on the Stock Exchange's website (<https://www.hkexnews.hk>) and the Company's website (www.cidi.ai). If you wish to appoint a proxy to attend the EGM, you must complete the proxy form in accordance with the instructions printed thereon and return it to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Share Shareholders) or the Company's head office in the PRC (Building A3 and A4, Hunan Provincial Inspection and Testing Characteristic Industrial Park, No. 336 Xueshi Road, Yuelu District, Changsha, Hunan Province, PRC) (for Domestic Shares Shareholders) not less than 24 hours before the time appointed for holding the EGM (i.e. before 10:00 a.m. on Thursday, February 12, 2026). Completion and return of the form of proxy will not preclude you from attending and voting in person or online at the EGM should you so wish. If a Shareholder wishes to appoint a proxy to attend the EGM online, he/she must provide a valid email address of his/her proxy (except for appointing the chairman of the EGM) so that the proxy can receive the login details to attend online via the eVoting Portal.

Enquiry

If you have any queries about the arrangements for the EGM set out above, please contact the Company's H Share Registrar, Tricor Investor Services Limited, by email at is-enquiries@vistra.com or by telephone hotline at (852) 2980 1333 from 9:00 a.m. to 6:00 p.m. from Monday to Friday (excluding Hong Kong public holidays).

7. CLOSURE OF REGISTER OF SHAREHOLDERS

The record date for determining Shareholders' entitlement to attend and vote at the EGM will be Friday, February 13, 2026. In order to be eligible to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Domestic Shares Shareholders, to the Company's Board office in China at Building A3 and A4, Hunan Provincial Inspection and Testing Characteristic Industrial Park, No. 336 Xueshi Road, Yuelu District, Changsha, Hunan Province, PRC) for registration not later than 4:30 p.m. on Monday, February 9, 2026. For the purpose of ascertaining Shareholders' entitlement to attend and vote at the EGM, the Company will suspend registration of transfers of Shares from Tuesday, February 10, 2026 to Friday, February 13, 2026 (both dates inclusive), during which period no transfer of Shares will be registered.

LETTER FROM THE BOARD

8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter (as defined in the note to Rule 13.39(4) of the Listing Rules) to be voted on by a show of hands.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

9. RECOMMENDATION

The Directors believe that the resolution to be proposed at the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favor of the resolution to be proposed at the EGM.

Yours faithfully,

By order of the Board

CiDi Inc.

希迪智駕科技股份有限公司

Dr. Albert S. Hu

Executive Director and Chief Executive Officer

January 27, 2026

NOTICE OF EGM



CiDi Inc.

希迪智駕科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3881)

NOTICE OF THE FIRST EGM IN 2026

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting in 2026 (the “**EGM**”) of CiDi Inc. (the “**Company**”) will be held by way of a hybrid meeting at 10:00 a.m. on Friday, February 13, 2026 at the conference room of Building A3 and A4, Hunan Provincial Inspection and Testing Characteristic Industrial Park, No. 336 Xueshi Road, Yuelu District, Changsha, Hunan Province, PRC and through the eVoting Portal, for the purpose of considering and, if thought fit, passing the following resolutions (with or without modifications):

SPECIAL RESOLUTION

1. “**THAT:**

Subject to and conditional upon the fulfilment of all conditions (the “**Conditions**”) as set out in the section headed “Conditions of the Share Subdivision” in the circular of the Company dated January 27, 2026 (a copy of which marked “A” has been produced to the EGM and signed by the Director authorized by the EGM for identification purpose), with effect from the second business day immediately following the passing of this resolution:

- (a) every ordinary share of par value RMB1.00 each in the issued share capital of the Company be subdivided into ten (10) ordinary shares of par value RMB0.1 each (the “**Subdivided Shares**”) (the “**Share Subdivision**”), and such Subdivided Shares shall rank pari passu in all respects with each other and shall have the same rights and privileges and be subject to the same restrictions as the Shares in issue prior to the Share Subdivision in accordance with the Articles of Association of the Company;
- (b) any one Director of the Company be and is hereby authorized to do all such acts and things and to sign, execute and deliver all such documents (with or without the common seal of the Company affixed thereto where appropriate) as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to, implement and complete the Share Subdivision and the transactions contemplated thereunder; and

NOTICE OF EGM

- (c) any one Director of the Company be and is hereby authorized to make the relevant amendments to the Articles of Association after the completion of the Share Subdivision, and to handle the industrial and commercial registration changes or filings required due to the Share Subdivision and the amendment of the Articles of Association, as well as to sign relevant documents to reflect the changes in the Company's share capital (the details of the amendments are set out in the circular of the Company dated January 27, 2026)."

By order of the Board

CiDi Inc.

希迪智駕科技股份有限公司

Dr. Albert S. Hu

Executive Director and Chief Executive Officer

Hong Kong, January 27, 2026

As at the date of this notice, the Board of Directors of the Company comprises Dr. Ma Wei and Dr. Albert S. Hu as executive Directors; Prof. Li Zexiang, Ms. Yang Xi and Dr. Li Zhiyong as non-executive Directors; Dr. Li Xiaoyuan, Prof. Tan Guangrong and Mr. Zhang Jiangang as independent non-executive Directors.

Notes:

1. For the purpose of ascertaining Shareholders' entitlement to attend and vote at the EGM, the register of Shareholders of the Company will be closed from Tuesday, February 10, 2026 to Friday, February 13, 2026 (both dates inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of Shareholders of the Company on Friday, February 13, 2026 are entitled to attend and vote at the EGM.
2. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant Share certificates must be lodged with the H Share Registrar of the Company, Tricor Investor Services Limited (for holders of H Shares), or to the office of the Board of the Company in China (for holders of Domestic Shares), not later than 4:30 p.m. on Monday, February 9, 2026.

The address of the Company's H Share Registrar is as follows:

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

The address of the office of the Board of the Company in the PRC is as follows:

Building A3 and A4
Hunan Provincial Inspection and Testing
Characteristic Industrial Park
No. 336 Xueshi Road, Yuelu District
Changsha, Hunan Province
PRC

NOTICE OF EGM

3. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies (whether a Shareholder or not) to attend and vote on his/her/their behalf. The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a corporation, the instrument shall be executed under its common seal or under the hand of its director or other attorney duly authorized to sign.
4. To be valid, the form of proxy must be delivered to Tricor Investor Services Limited (for holders of H Shares) or to the office of the Board of the Company in China (for holders of Domestic Shares) not less than 24 hours before the time appointed for the EGM or any adjournment thereof. If the form of proxy is signed by a person under a power of attorney or other authorization document, a notorially certified copy of that power of attorney or other authorization document shall be delivered together with the form of proxy to the same location as mentioned above. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person or online at the EGM or any adjournment thereof should he/she so wish.
5. Shareholders who attend the EGM in person shall present their identity certificates and proof of shareholding. If a corporate Shareholder appoints its authorized representative to attend the EGM, the authorized representative shall present his/her identity document and a notarized copy of the relevant authorization document signed by the Board or other authorized parties of such corporate Shareholder or other notarized documents permitted by the Company. If a proxy attends the EGM in person on behalf of a Shareholder, he/she shall present his/her identity document and the form of proxy signed by the Shareholder or his/her legal representative or his/her duly authorized agent. Forms of proxy duly signed and submitted by HKSCC Nominees Limited will be regarded as valid, and the proxy appointed by HKSCC Nominees Limited is not required to present the signed form of proxy when attending the EGM.
6. If there are joint holders of Shares, any one of them may vote at the EGM (whether in person or by proxy) in respect of such Shares, as if they were the sole holder entitled to vote. However, if more than one of such joint Shareholders are present at the EGM personally or by proxy, the vote of the joint Shareholder whose name stands first in the register of Shareholders (whether in person or by proxy) will be accepted to the exclusion of the votes of other joint Shareholders.
7. The resolution set out in the notice of EGM will be voted on by poll. The results of the poll will be published on the Company's website at www.cidi.ai and the HKEXnews website at www.hkexnews.hk after the conclusion of the EGM.
8. The EGM is expected to last for no more than half a day. Shareholders who attend the EGM shall bear their own transportation and accommodation expenses.