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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
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
NOTICE OF THE 2026 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 Thursday, June 18, 2026 at 10:00 a.m. is set out on pages 28 to 32 of this circular. A form of proxy for use at the 2026 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 2026 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 2026 annual general meeting or any adjournment thereof (i.e. not later than 10:00 a.m. (Hong Kong time) on Tuesday, June 16, 2026). Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the 2026 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:

“2026 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 Thursday, June 18, 2026 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 28 to 32 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;
“Articles of Association” or “Articles”	the amended and restated articles of association of the Company currently in force;
“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;
“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;

DEFINITIONS

“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 22, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time;
“Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company currently in force;
“Nomination Committee”	the nomination 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;
“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 Directors:

Mr. SONG Zhongjie (*Chairman*)

Mr. LI Jinlong

Mr. DUAN Jianbo

Mr. LI Yuejun

Registered Office:

Maples Corporate Services Limited

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Independent non-executive Directors:

Mr. LI Feng

Mr. LI Jian

Ms. WU Wenjie

*Principal Place of Business and Headquarters
in the People's Republic of China:*

1/F, Building 14, Chaolai Science Park

No. 36 Courtyard, Chuangyuan Road

Chaoyang District

Beijing, the PRC

Principal Place of Business in Hong Kong:

Room 1928, 19/F, Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

April 28, 2026

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
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
NOTICE OF THE 2026 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 2026 AGM for (i) the granting of the Repurchase Mandate and the Issuance Mandate to the Directors; (ii) the re-election of the retiring Directors; (iii) the re-appointment of the auditor; and (iv) the proposed amendments to the Memorandum and Articles of Association of the Company and the adoption of the eighth amended and restated memorandum and articles of association.

2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

On May 23, 2025, 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 101,834,036 Shares) and to issue new Shares (not exceeding 203,668,073 Shares). Such mandates have not been used as of the Latest Practicable Date and will lapse upon the conclusion of the 2026 AGM.

Ordinary resolutions will be proposed at the 2026 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 2026 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 2026 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 2026 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 7 and 8 of the notice of the 2026 AGM as set out on pages 28 to 32 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 26.4 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. LI Jinlong, Mr. DUAN Jianbo and Mr. LI Yuejun will retire from office at the 2026 AGM by rotation.

All the above Directors, being eligible, have offered themselves for re-election at the 2026 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 (if applicable) 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 (if applicable).

The Nomination Committee and the Board believed that the extensive business experience of Mr. LI Jinlong, Mr. DUAN Jianbo and Mr. LI Yuejun 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 2026 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 2026 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.

After discussion with RSM Hong Kong, and taking into account of, among other things, their knowledge of the Group's operations, the work scope that is currently contemplated based on the audit work performed on the Company's consolidated financial statements for the financial year ended 31 December 2025, and assuming that there is no material variation on the scope of the audit work for the financial year ending 31 December 2026, the Board expects that the fees of the audit services to be performed by RSM Hong Kong would be in the range of HK\$3.4 million to HK\$3.6 million as at the Latest Practicable Date.

LETTER FROM THE BOARD

5. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the Company's announcement dated March 23, 2026 in relation to the proposed amendments to the memorandum and Articles of Association.

The Board proposes (a) to make certain amendments (the "**Proposed Amendments**") to the Memorandum and Articles of Association of the Company currently in effect (the "**Existing M&A**") for the purposes of, among other things, (i) enabling the Company to allow the Shareholders of the Company to have the option to attend and participate at general meetings of the Company virtually with the use of virtual meeting technology and to cast votes and deliver proxy-related instructions to the Company by electronic means, and making corresponding amendments on the related proceedings and procedures in relation to virtual general meetings of the Company; (ii) bringing the Existing M&A in line with the latest regulatory requirements in relation to the further expanded paperless listing regime and electronic dissemination of corporate communication by listed issuers and the relevant amendments made to the Listing Rules; and (iii) incorporating certain minor consequential and housekeeping amendments; and (b) to adopt the eighth amended and restated memorandum and articles of association of the Company (the "**Amended M&A**") incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the Existing M&A.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and are consistent with the laws of the Cayman Islands, respectively.

The Board considers that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole. The Board confirms that there is nothing unusual about the Proposed Amendments for the Company.

The Proposed Amendments are prepared in the English language. The Chinese translation of the Proposed Amendments is for reference only. In case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

The requisite details of the Amended M&A are set out in Appendix III to this circular.

6. 2026 AGM AND PROXY ARRANGEMENT

The notice of the 2026 AGM is set out on pages 28 to 32 of this circular. At the 2026 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 2026 AGM. An announcement on the poll vote results will be published by the Company after the 2026 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 21,338,404 Shares as of the Latest Practicable Date, and no other Shareholder will be required to abstain from voting at the 2026 AGM.

For determining the entitlement to attend and vote at the 2026 AGM, the register of members of the Company will be closed from Monday, June 15, 2026 to Thursday, June 18, 2026, both days inclusive,

LETTER FROM THE BOARD

during which period, no share transfers will be registered and the record date will be on Thursday, June 18, 2026. In order to qualify for attending and voting at the 2026 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 Friday, June 12, 2026.

A form of proxy for use at the 2026 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 2026 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 2026 AGM or any adjournment thereof (i.e. not later than 10:00 a.m. (Hong Kong time) on Tuesday, June 16, 2026). Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2026 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.

7. RECOMMENDATION

The Directors consider that the granting of all the resolutions to be proposed at the 2026 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 2026 AGM.

8. 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, Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the 2026 AGM and Appendix III — Proposed Amendments to the Memorandum and Articles of Association.

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 2026 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 7 of the notice of the 2026 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 2026 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 2026 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, 2025) 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, to the best knowledge of the Company, 5brothers Limited directly and indirectly controlled 635,768,199 Shares, through their beneficial interests and certain voting proxy arrangement as disclosed in the Prospectus, representing approximately 62.43% 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 2026 AGM, and (ii) the shareholding interests of 5brothers Limited (being 635,768,199 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 2026 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 69.37% 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\$
2025		
April	1.20	0.99
May	1.15	1.04
June	1.30	1.08
July	1.51	1.11
August	1.84	1.24
September	4.35	1.25
October	4.06	2.56
November	3.20	2.58
December	2.92	2.11
2026		
January	2.90	2.19
February	2.35	1.90
March	1.93	1.29
April (up to the Latest Practicable Date)	1.52	1.29

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months immediately preceding 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 2026 AGM, are provided below.

(1) MR. LI JINLONG, EXECUTIVE DIRECTOR

Position and experience

Mr. LI Jinlong (李金龍), aged 49, is our Co-Founder, executive Director and vice president. Mr. LI is primarily responsible for supervising and managing marketing affairs of our Group. Mr. LI has served as the vice president of our Group since July 2014 and was appointed as an executive Director in September 2020. Mr. LI has also served as a director and vice president of Beijing Changxing since its inception.

Mr. LI has approximately 24 years of experience in the internet and technology industries. Prior to co-founding our Group, Mr. LI co-founded Didatuan (嘀嗒團) in July 2010 and served as a director 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. Prior to that, Mr. LI served as a senior channel manager 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), from January 2006 to April 2010. In 2015, he served at Guofeng Internet Software (Beijing) Co., Ltd. (國風因特軟件(北京)有限公司), one operating entity of Yahoo! Inc., whose shares were formerly listed on NASDAQ (ticker: YHOO). Mr. LI also successively served at Founder Technology Information Products Co., Ltd. (方正科技信息產品有限公司), a subsidiary of Founder Technology Group Corporation (方正科技股份有限公司) whose shares are listed on the Shanghai Stock Exchange (stock code: 600601), from September 1999 to March 2003, and at Huizhou TCL Computer Technology Company limited (惠州市TCL電腦科技有限責任公司) from August 2003 to March 2004 and from June 2004 to October 2004.

Mr. LI graduated from Beijing Institute of Technology (北京理工大學) with a bachelor's degree in economics in July 1998. He also completed an MBA program at the National School of Development at Peking University (北京大學國家發展研究院) in April 2010.

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 service contract issued by the Company to Mr. LI, his current term of office is 3 years from June 17, 2024. Mr. LI 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. 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

Save as disclosed, as far as the Directors are aware, as at the Latest Practicable Date, Mr. LI was deemed to be interested in (i) 1,198,430 Shares held by him and (ii) 635,768,199 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. LI 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. 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.

(2) MR. DUAN JIANBO, EXECUTIVE DIRECTOR**Position and experience**

Mr. DUAN Jianbo (段劍波), aged 49, is our Co-Founder, executive Director and vice president. Mr. DUAN is primarily responsible for supervising and managing research and development and technical matters of our Group. Mr. DUAN has served as the vice president of our Group since our inception in July 2014 and was appointed as an executive Director in September 2020. Mr. DUAN has also served as a director of Beijing Changxing since July 2015.

Mr. DUAN has more than 19 years of experience in the internet and technology industries. Prior to co-founding our Group, Mr. DUAN co-founded Didatuan (嘀嗒團) in July 2010 and served as a director 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 September 2010 to August 2016. From December 2006 to July 2010, Mr. DUAN successively served as a technical manager and internet business department manager at Aibang Juxin (Beijing) Technology Co., Ltd. (愛幫聚信(北京)科技有限公司), a company primarily engaged in software development. From August 2004 to June 2005, Mr. DUAN served as a technical consultant at CIE NET Technologies Co. Ltd. (瞬聯軟件科技(北京)有限公司). From July 2005, Mr. DUAN served as a software engineer at Motorola Solutions (China) Co., Ltd. (摩托羅拉系統(中國)有限公司) (formerly known as Motorola Electronics (China) Co., Ltd. (摩托羅拉電子(中國)有限公司)), a subsidiary of Motorola Solutions, Inc., whose shares are listed on the New York Stock Exchange (ticker: MSI). He also served as a software engineer at Baidu Online Network Technology (Beijing) Limited (百度在線網絡技術(北京)有限公司), a subsidiary of Baidu, Inc., a company listed on NASDAQ (ticker: BIDU) at its early start-up stage from November 2001 to April 2003.

Mr. DUAN graduated from Peking University (北京大學) with a bachelor's degree in computer software as well as a bachelor's degree in economics in July 1998. He further obtained a master's degree in computer software and theory from Beijing University of Posts and Telecommunications (北京郵電大學) in April 2001.

Save as disclosed above, Mr. DUAN 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. DUAN, his current term of office is 3 years from June 17, 2024. Mr. DUAN 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. DUAN 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. DUAN was deemed to be interested in (i) 4,190,577 Shares held by him and (ii) 635,768,199 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. DUAN 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. DUAN 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. DUAN that need to be brought to the attention of the Shareholders.

(3) MR. LI YUEJUN, EXECUTIVE DIRECTOR**Position and experience**

Mr. LI Yuejun (李躍軍), aged 49, is our Co-Founder, executive Director and vice president. Mr. LI is primarily responsible for supervising and managing the operational matters of our Group. Mr. LI has served as the vice president of our Group since July 2014 and was appointed as an executive Director in September 2020. Mr. LI has also served as a director of Beijing Changxing since December 2019 and a vice president of Beijing Changxing since its inception.

Mr. LI has over 19 years of experience in the internet and technology industries. Prior to joining our Group, Mr. LI co-founded Didatuan (嘀嗒團) in July 2010 and served as a vice president 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 September 2010 till founding our Group. Prior to that, in January 2007, Mr. LI joined Google Information Technology (Shanghai) Co., Ltd. (咕果信息技術(上海)有限公司), a subsidiary of Alphabet Inc., whose shares are listed on NASDAQ (ticker: GOOG) and served as an account manager and southern channel account manager. From July 2004 to January 2007, Mr. LI also served at Nokia (China) Investment Co. Ltd. (諾基亞(中國)投資有限公司), a former subsidiary of Nokia Corporation, whose shares are listed on the New York Stock Exchange (ticker: NOK), with his last position being a regional sales manager.

Mr. LI graduated from Xi'an Polytechnic University (西安工程大學) (formerly known as Northwest Textile Institute (西北紡織工學院)) with a bachelor's degree in management engineering in July 1999. He further obtained a master's degree in business administration from Sun Yat-sen University (中山大學) in June 2005.

Length of service

Pursuant to the service contract issued by the Company to Mr. LI, his current term of office is 3 years from June 17, 2024. Mr. LI 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. 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

Save as disclosed, as far as the Directors are aware, as at the Latest Practicable Date, Mr. LI was deemed to be interested in (i) 1,198,430 Shares held by him and (ii) 635,768,199 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. LI 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. 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.

The following are the Proposed Amendments to the Existing Memorandum and Articles of Association brought about by the adoption of the Eighth Amended and Restated Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Existing Memorandum and Articles of Association.

<u>EIGHTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION</u>		
No.	Original Article	Amended Article
1.	1. Interpretation	1. Interpretation
		<u>“Communication Facilities” means video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other and all Members’ rights to speak and vote at the meeting are maintained.</u>
2.	“Electronic Means” means sending or otherwise making the communication available to the intended recipients in electronic format.	<u>“Electronic” has the same meaning as in the Electronic Transactions Act.</u>
3.		<u>“Person” means any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires.</u>

<u>EIGHTH</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION		
No.	Original Article	Amended Article
4.		<u>“Present” means, in respect of any Person, such Person’s presence at a general meeting of Members, which may be satisfied by means of such Person or, if a corporation or other non-natural Person, its duly authorised representative (or, in the case of any Member, a proxy which has been validly appointed by such Member in accordance with the Articles), being:</u> <u>(a) physically present at the meeting; or</u> <u>(b) in the case of any meeting at which Communication Facilities are permitted in accordance with the Articles, including any Virtual Meeting, connected by means of the use of such Communication Facilities.</u>
5.		<u>“Virtual Meeting” means any general meeting of Members at which the Members and any other permitted participants of such meeting (including, without limitation, the chairperson of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.</u>
6.	Article 1.2 (k) any requirements as to execution or signature under the Articles including the execution of the Articles themselves can be satisfied in the form of an electronic signature as defined in the Electronic Transactions Act;	Article 1.2 (k) any requirements as to execution or signature under the Articles including the execution of the Articles themselves can be satisfied in the form of an <u>E</u>lectronic signature as defined in the Electronic Transactions Act;

<u>EIGHTH</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION		
No.	Original Article	Amended Article
	5. Closing Register of Members or Fixing Record Date	5. Closing Register of Members or Fixing Record Date
7.	Article 5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend or other distribution, or in order to make a determination of Members for any other purpose, the Directors may, on giving at least 10 Business Days' notice (or at least 6 Business Days' notice in the case of a Rights Issue) by advertisement published on the Exchange's website or, subject to the Listing Rules, in the manner in which notices may be served by the Company by Electronic Means as provided in the Articles or by advertisement published in the newspapers, close the Register of Members at such times and for such periods as the Directors may determine, either generally or in respect of any class of Shares, provided that the Register of Members shall not be closed for more than 30 days in any year (or such longer period as the Members may by ordinary resolution determine, provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the Register of Members or any part thereof which is closed by virtue of this Article with a certificate signed by the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 Business Days' notice in accordance with the procedures set out in this Article and the Listing Rules.	Article 5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend or other distribution, or in order to make a determination of Members for any other purpose, the Directors may, on giving at least 10 Business Days' notice (or at least 6 Business Days' notice in the case of a Rights Issue) by advertisement published on the Exchange's website or, subject to the Listing Rules, in the manner in which notices may be served by the Company by Electronic <u>means</u> as provided in the Articles or by advertisement published in the newspapers, close the Register of Members at such times and for such periods as the Directors may determine, either generally or in respect of any class of Shares, provided that the Register of Members shall not be closed for more than 30 days in any year (or such longer period as the Members may by ordinary resolution determine, provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the Register of Members or any part thereof which is closed by virtue of this Article with a certificate signed by the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 Business Days' notice in accordance with the procedures set out in this Article and the Listing Rules.

<u>EIGHTH</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION		
No.	Original Article	Amended Article
	17. General Meetings	17. General Meetings
8.	Article 17.1 The Company shall hold a general meeting as its annual general meeting for each financial year within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of such financial year. An annual general meeting shall be specified as such in the notices calling it, and shall be held at such time and place as the Directors shall appoint.	Article 17.1 The Company shall hold a general meeting as its annual general meeting for each financial year within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of such financial year. An annual general meeting shall be specified as such in the notices calling it, and shall be held at such time and place <u>(which, in the case of a Virtual Meeting, includes a virtual place)</u> as the Directors shall appoint.
9.		<u>Article 17.7A The Directors may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that Members and other participants may attend and participate at such general meetings by means of such Communication Facilities. Without limiting the generality of the foregoing, the Directors may determine that any general meeting may be held as a Virtual Meeting.</u>

<u>EIGHTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION</u>		
No.	Original Article	Amended Article
	18. Notice of General Meetings	18. Notice of General Meetings
10.	Article 18.1 At least 21 clear days' notice shall be given of any annual general meeting, and at least 14 clear days' notice shall be given of any extraordinary general meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Every notice shall specify the place, the day and the hour of the meeting, particulars of the resolutions and the general nature of the business to be conducted at the general meeting, and shall be given in the manner set out in Article 42.1, provided that a general meeting of the Company shall, whether or not the notice specified in this Article has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed:	Article 18.1 At least 21 clear days' notice shall be given of any annual general meeting, and at least 14 clear days' notice shall be given of any extraordinary general meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Every notice shall specify the place <u>(which, in the case of a Virtual Meeting, includes a virtual place)</u>, the day and the hour of the meeting, particulars of the resolutions and the general nature of the business to be conducted at the general meeting, and shall be given in the manner set out in Article 42.1, provided that a general meeting of the Company shall, whether or not the notice specified in this Article has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed:
11.		<u>Article 18.1A The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 18.65) at which Communication Facilities will be utilised (including any Virtual Meeting) shall specify the Communication Facilities that will be utilised, including the procedures to be followed by any Member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting.</u>

<u>EIGHTH</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION		
No.	Original Article	Amended Article
12.	Article 18.3 If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place specified in the notice calling such meeting, they may change or postpone the meeting to another date, time and place in accordance with Article 18.5.	Article 18.3 If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place <u>(whether physical or virtual)</u> specified in the notice calling such meeting, they may change or postpone the meeting to another date, time and place <u>(whether physical or virtual)</u> in accordance with Article 18.5.
13.	Article 18.5 (b) the Directors shall fix the date, time and place for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting in the manner specified in Article 42.1, and such notice shall specify the date, time and place at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and	Article 18.5 (b) the Directors shall fix the date, time and place <u>(whether physical or virtual)</u> for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting in the manner specified in Article 42.1, and such notice shall specify the date, time and place <u>(which, in the case of a Virtual Meeting, includes a virtual place)</u> at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and

<u>EIGHTH</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION		
No.	Original Article	Amended Article
	19. Proceedings at General Meetings	19. Proceedings at General Meetings
14.	Article 19.1 No business shall be transacted at any general meeting unless a quorum is present. Two Members being individuals present in person or by proxy or if a corporation or other non-natural person by its duly authorised representative or proxy shall be a quorum unless the Company has only one Member entitled to vote at such general meeting in which case the quorum shall be that one Member present in person or by proxy or (in the case of a corporation or other non-natural person) by its duly authorised representative or proxy.	Article 19.1 No business shall be transacted at any general meeting unless a quorum is <u>Present</u>. Two Members <u>Present</u> shall be a quorum unless the Company has only one Member entitled to vote at such general meeting in which case the quorum shall be that one Member <u>Present</u>.
15.	Article 19.3 If a quorum is not present within 15 minutes from the time appointed for the meeting to commence or if during such a meeting a quorum ceases to be present, the meeting, if convened upon a Members' requisition, shall be dissolved and in any other case it shall stand adjourned to the same day in the next week at the same time and/or place or to such other day, time and/or place as the Directors may determine, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting to commence, the Members present shall be a quorum.	Article 19.3 If a quorum is not <u>Present</u> within 15 minutes from the time appointed for the meeting to commence or if during such a meeting a quorum ceases to be <u>Present</u>, the meeting, if convened upon a Members' requisition, shall be dissolved and in any other case it shall stand adjourned to the same day in the next week at the same time and/or place <u>(whether physical or virtual)</u> or to such other day, time and/or place <u>(whether physical or virtual)</u> as the Directors may determine, and if at the adjourned meeting a quorum is not <u>Present</u> within 15 minutes from the time appointed for the meeting to commence, the Members <u>Present</u> shall be a quorum.

<u>EIGHTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION</u>		
No.	Original Article	Amended Article
16.	Article 19.4 The Chairperson shall preside as chairperson at every general meeting. If there is no such Chairperson, or if the Chairperson is not present within 15 minutes after the time appointed for the meeting to commence, or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting. If no Director is willing to act as chairperson or if no Director is present within 15 minutes after the time appointed for the meeting to commence, the Members present shall choose one of their number to be chairperson of the meeting.	Article 19.4 The Chairperson shall preside as chairperson at every general meeting. If there is no such Chairperson, or if the Chairperson is not <u>Present</u> within 15 minutes after the time appointed for the meeting to commence, or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting. If no Director is willing to act as chairperson or if no Director is <u>Present</u> within 15 minutes after the time appointed for the meeting to commence, the Members <u>Present</u> shall choose one of their number to be chairperson of the meeting.
17.		<u>Article 19.4A The chairperson of any general meeting shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the chairperson, in which event:</u> <u>(a) the chairperson shall be deemed to be Present at the meeting; and</u> <u>(b) if the Communication Facilities are interrupted or fail for any reason to enable the chairperson to hear and be heard by all other Persons attending and participating at the meeting, then the Directors Present at the meeting shall choose another Director Present to act as chairperson of the meeting for the remainder of the meeting; provided that if (i) no other Director is Present at the meeting, or (ii) all the Directors Present decline to take the chair, the meeting shall be automatically adjourned to the same day in the next week and at such time and place (whether physical or virtual) as shall be decided by the Directors.</u>

<u>EIGHTH</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION		
No.	Original Article	Amended Article
18.	Article 19.5 The chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	Article 19.5 The chairperson may, with the consent of a meeting at which a quorum is <u>Present</u> (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place (<u>whether physical or virtual</u>), but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
19.	Article 19.9 A poll shall, subject to Article 19.10, be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the chairperson directs. No notice needs to be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.	Article 19.9 A poll shall, subject to Article 19.10, be taken in such manner (including the use of ballot or voting papers or tickets or <u>Electronic means</u>) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the chairperson directs. No notice needs to be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.
	20. Votes of Members	20. Votes of Members
20.	Article 20.1 Subject to the Articles and to any rights or restrictions attached to any Shares, at any general meeting every Member present in person (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have (a) the right to speak; (b) one vote on a show of hands; and (c) one vote for every Share of which they are the holder on a poll.	Article 20.1 Subject to the Articles and to any rights or restrictions attached to any Shares, at any general meeting every Member <u>Present</u> shall have (a) the right to speak; (b) one vote on a show of hands; and (c) one vote for every Share of which they are the holder on a poll.

<u>EIGHTH</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION		
No.	Original Article	Amended Article
	21 Proxies	21 Proxies
21.	Article 21.3 The Directors shall, in the notice convening any meeting or adjourned meeting, or in an instrument of proxy sent out by the Company, specify the manner (including by Electronic Means) by which the instrument appointing a proxy shall be deposited and the place and the time (being not later than the time appointed for the commencement of the meeting or adjourned meeting to which the proxy relates) at which the instrument appointing a proxy shall be deposited.	Article 21.3 The Directors shall, in the notice convening any meeting or adjourned meeting, or in an instrument of proxy sent out by the Company, specify the manner (including by Electronic <u>means</u>) by which the instrument appointing a proxy shall be deposited and the place and the time (being not later than the time appointed for the commencement of the meeting or adjourned meeting to which the proxy relates) at which the instrument appointing a proxy shall be deposited.
	39. Untraceable Members	39. Untraceable Members
22.	Article 39.1 (d) upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by Electronic Means as provided in the Articles, giving notice of its intention to sell such Shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention.	Article 39.1 (d) upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers or, subject to the Listing Rules, by <u>E</u> lectronic communication in the manner in which notices may be served by the Company by Electronic <u>means</u> as provided in the Articles, giving notice of its intention to sell such Shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention.
	42. Notices	42. Notices
23.	Article 42.1 (c) by Electronic Means by transmitting it to any electronic number or address or website supplied by the Member to the Company;	Article 42.1 (c) by Electronic <u>means</u> by transmitting it to any electronic number or address or website supplied by the Member to the Company;

<u>EIGHTH</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION		
No.	Original Article	Amended Article
24.	Article 42.2 (c) given by Electronic Means as provided in the Articles shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;	Article 42.2 (c) given by Electronic <u>means</u> as provided in the Articles shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the <u>Electronic</u> transmission to be acknowledged by the recipient;
25.	Article 42.2 (d) served by being placed on the Company's Website and the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules; and	Article 42.2 (d) served by being placed on the Company's Website and the Exchange's website shall be deemed to be served at <u>the time the notice or document first appears on the Company's Website and the Exchange's website, or at</u> such <u>later</u> time as may be prescribed by the Listing Rules; and

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 Thursday, June 18, 2026 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 28, 2026 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, 2025;
2. To re-elect Mr. LI Jinlong as an executive Director;
3. To re-elect Mr. DUAN Jianbo as an executive Director;
4. To re-elect Mr. LI Yuejun as an executive Director;
5. To authorize the board of directors of the Company to fix the respective Directors’ remuneration;
6. 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;
7. 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 and the Stock Exchange, subject to and in accordance with the applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;

* For identification purposes only

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- (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.”;
8. 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;
 - (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);

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- (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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9. 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 7 and 8 of the notice convening the Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 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 7 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.”

Special Resolution

1. To consider and approve the resolution as a special resolution that the existing amended and restated memorandum and articles of association of the Company be amended in the manner as set out in Appendix III to the Circular, and the eighth amended and restated memorandum and articles of association of the Company (the “**Amended M&A**”), which consolidates all the proposed amendments to the existing amended and restated memorandum and articles of association of the Company mentioned in the Circular, be and is hereby approved and adopted as the eighth amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting and that any one of the Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and the adoption of the Amended M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.

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

Hong Kong, April 28, 2026

Notes:

1. 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.

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2. 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 Tuesday, June 16, 2026). 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.
3. To ascertain shareholders' eligibility to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, June 15, 2026 to Thursday, June 18, 2026 (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 Friday, June 12, 2026.
4. **BAD WEATHER ARRANGEMENTS:**

The Meeting will be held on Thursday, June 18, 2026 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.
5. References to time and dates in this notice are to Hong Kong time and dates.