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dida

Dida Inc.

嘀嗒出行*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 02559)

GRANT OF RESTRICTED SHARE UNITS UNDER THE POST-IPO RSU SCHEME AND ACCELERATED VESTING AND EXERCISE OF OPTIONS AND RESTRICTED SHARE UNITS

This announcement is made pursuant to Rules 17.06A, 17.06B and 17.06C of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the joint announcement of eLong, Inc. (the “**Offeror**”), Tongcheng Travel Holdings Limited (同程旅行控股有限公司) (the “**Offeror Parent**”), and Dida Inc. (“**Dida**” or the “**Company**”) dated June 29, 2026 (the “**Dida R3.5 Announcement**”) in relation to a voluntary conditional general cash offer by Nomura International (Hong Kong) Limited, for and on behalf of the Offeror, to acquire all of the issued Shares in the Company, cancel all outstanding Options and acquire all RSU Shares corresponding to the outstanding RSUs (the “**Dida Offer**”), as well as the proposed declaration and payment of a special cash dividend by the Company. Unless otherwise indicated, the capitalized terms shall have the same meaning as those in the Dida R3.5 Announcement.

GRANT OF RESTRICTED SHARE UNITS UNDER THE POST-IPO RSU SCHEME

The board of Directors (the “**Board**”) of Dida Inc. (“**the Company**”) announces that on July 6, 2026 (the “**Grant Date**”), the Company granted a total of 1,000,000 restricted share units (the “**RSUs**”), representing a total of 1,000,000 ordinary shares (the “**Share(s)**”) of the Company with a par value of US\$0.0001 per Share, to Mr. Duan Jianbo (the “**Grantee**”), an executive director and chief technology officer of the Company, under the Company’s Post-IPO RSU Scheme (the “**Post-IPO RSU Scheme**”) adopted on March 31, 2023 and amended on June 13, 2024 (the “**RSU Grant**”), subject to acceptance of the Grantee.

* For identification purpose only

The details of the RSUs granted are set out below:

Grant Date	July 6, 2026
Grantee and number of RSUs granted	Mr. Duan Jianbo (“ Mr. Duan ”), an executive director and chief technology officer of the Company, 1,000,000 RSUs, representing 1,000,000 underlying Shares
Purchase price for the Grant of RSUs	Nil
Closing price of the Shares on the Grant Date	HK\$2.390 per Share
Vesting schedule of the RSUs	The 1,000,000 RSUs granted to Mr. Duan shall vest in full on the Grant Date. According to the rules of the Post-IPO RSU Scheme, the Board has the sole discretion to determine more flexible accelerated exercisability or vesting of the awards under specific circumstances so as to provide competitive remuneration package to attract or retain individuals to provide services to the Company. The remuneration committee of the Company (the “Remuneration Committee”) considers that Mr. Duan, as an executive director and chief technology officer of the Company, has provided invaluable and immense contribution to the development of the Company. In recognition of the Grantee’s past performance and services to the Company as a core member of Company’s management team, the Remuneration Committee is of the view that the vesting schedule for the RSU Grant is appropriate and the shorter period for the vesting aligns with the purpose of the Post-IPO RSU Scheme.
Exercise period of the RSUs	Effective within 10 years from the Grant Date.
Performance target	There is no performance target attached to the RSUs granted. As mentioned above, as (i) the Grantee has joined the Group for a relatively long period and are considered to have shown exceptional work performance and (ii) such RSU Grant is to reward him for his past performance and contributions, the Remuneration Committee is of the view that it is not necessary to set performance targets for the Grantee and such arrangement aligns with the purpose of the Post-IPO RSU Scheme.

Clawback mechanism

The unvested RSUs granted to Grantee will lapse if the Grantee ceases to be an eligible person by reason of death or incapacitation, unemployment or cessation of being a director for any reason, or making any attempt to create any interest in favor of any other person over the RSUs granted to him.

In addition, the Company may also retrieve and claim back from the Grantee all the benefits from the unvested and non-exercised RSUs granted to him if, among others, (i) the Grantee has any material misconduct, is bankrupt or violates any laws and regulations, or (ii) the Grantee breaches his non-competition, non-solicitation or confidentiality undertakings. See “Appendix IV – Statutory and General Information” in the Company’s prospectus dated June 20, 2024 for more information.

Financial assistance

There are no arrangements for the RSU Grant to provide any financial assistance to the Grantee to facilitate the purchase of Shares under the Post-IPO RSU Scheme.

The Board concurs with the above views of the Remuneration Committee and considers that the RSU Grant (i) recognizes the contributions made to the Company by the Grantee; (ii) motivates, encourages and retains the Grantee to make further contributions to the continual operation, development and long-term growth of the Company; and (iii) closely aligns with the interests of the shareholders, the Company and the Grantee.

Pursuant to Rule 17.04(1) of the Listing Rules and the terms of the Post-IPO RSU Scheme, the grant of RSUs to any Director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors. Accordingly, the RSUs granted to Mr. Duan have been reviewed and approved by the independent non-executive Directors.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiry, except that Mr. Duan is an executive director of the Company, Mr. Duan is not (i) a participant with options and awards granted and to be granted in the 12-month period up to and including the date of such grant exceeding the 1% individual limit under Rule 17.03D of the Listing Rules; (ii) a participant with awards (excluding grant of options) to a director (other than an independent non-executive director) or chief executive of the issuer, or any of their associates would result in the shares issued and to be issued in respect of all awards granted (excluding any awards lapsed in accordance with the terms of the scheme) to such person in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% limit under Rule 17.04(2) of the Listing Rules; or (iii) a related entity participant or service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the total issued Shares (excluding treasury shares).

ACCELERATED VESTING AND EXERCISE OF OPTIONS AND RESTRICTED SHARE UNITS

As disclosed in the Dida R3.5 Announcement, under the rules of the Pre-IPO Share Option Scheme and the Post-IPO RSU Scheme, the Board has the sole discretion to accelerate the vesting of Options and RSUs, subject to applicable laws, regulations and the Listing Rules.

In light of the Dida Offer and the Special Cash Dividend, on July 6, 2026, the Board has exercised its discretion to accelerate the vesting schedule of all unvested Options and unvested RSUs, comprising (i) 2,839,100 unvested Options under the Pre-IPO Share Option Scheme; and (ii) 7,745,750 unvested RSUs under the Post-IPO RSU Scheme outstanding as at the date of this announcement, as a result of which, all the outstanding unvested Options and RSUs of the Company as of the date of this announcement are fully vested and exercisable since July 6, 2026.

Following such accelerated vesting, all outstanding Options and RSUs (including the 1,000,000 RSUs granted to Mr. Duan on the Grant Date) were exercised on the date of this announcement.

As at the date of this announcement, 25,793,133 Shares are held by the ESOP Nominee, all of which will be used to satisfy the number of Shares the relevant grantees are entitled to for their exercise of Options and RSUs. Accordingly, as at the date of this announcement, no Option or RSU remains outstanding, and no new Shares will be issued and no existing Shares will be purchased by the ESOP Nominee as a result of the vesting and exercise of the outstanding Options and the RSUs.

The Board considers that the accelerated vesting and exercise of the Options and RSUs is in line with the arrangements disclosed in the Joint Announcement and is intended to ensure that the intrinsic value of such Options and RSUs is not compromised as a result of the Dida Offer and the Special Cash Dividend.

As disclosed in the Dida R3.5 Announcement, the Offeror is informed of and consents to the aforementioned new grant and acceleration of vesting and exercise, and confirms that no reduction will be made to the Share Offer Price as a result of such grant and acceleration.

Shareholders, Optionholders and RSU Holders of, and/or potential investors in, the Company are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers

By Order of the Board
Dida Inc.
SONG Zhongjie
*Chairman of the Board, chief executive officer
and executive Director*

Hong Kong, July 6, 2026

As at the date of this announcement, the Board comprises Mr. SONG Zhongjie, Mr. LI Jinlong, Mr. DUAN Jianbo and Mr. LI Yuejun as executive Directors; and Mr. LI Feng, Mr. LI Jian and Ms. WU Wenjie as independent non-executive Directors.

All the directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Where the English and the Chinese texts conflict, the English text prevails.