TERMS OF REFERENCE

OF

THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

1 ESTABLISHMENT

The board ("**Board**") of directors ("**Directors**") of Dida Inc. (the "**Company**", together with its subsidiaries, collectively the "**Group**") established a committee of the Board known as the Environmental, Social and Governance Committee (the "**ESG Committee**"). The authority, responsibilities and specific duties of the Committee are set forth below.

2 PURPOSE

The Committee is to assist the Board in:

2.1 Overseeing ESG matters (including climate-related risks and opportunities) of the Company and its subsidiaries; and

2.2 Providing direction on and overseeing the development and implementation of the ESG strategy and initiatives of the Group.

3 COMPOSITION

3.1 The Committee shall consist of at least three members ("**Members**"), the majority of whom shall be independent non-executive Directors.

3.2 The Members, including the chairman of the Committee ("**Chairman**"), shall be appointed by the Board.

3.3 Meetings of the Committee must be chaired by the Chairman or, in his/her absence, by a person elected by the other Members present at the meeting.

3.4 The Committee shall lead, guide and delegate specific tasks to the ESG Working Group, including but not limited to implementing ESG management; monitoring ESG performance, risks and opportunities, and establish metrics; overseeing and achieving ESG objectives; communicating with stakeholders; implementing ESG policies, strategies and guidelines; collecting and documenting data to facilitate regular review of ESG performance. The Committee shall oversee the performance of the ESG Working Group. The ESG Working Group comprises senior management and key personnel from various departments and business units within the Group.

4 SECRETARY

The secretary of the Committee shall be the Company secretary or a person designated by the Committee.

5 MEETINGS

5.1 The ESG Committee shall meet at least once a year and additionally as required.

5.2 The quorum required for Committee meetings shall be two Members.

5.3 Resolutions of the ESG Committee at any meetings shall be passed by a majority of votes of the Members present.

5.4 A resolution in writing signed by all the Members of the ESG Committee shall be as valid and effectual as if it had been passed at a meeting of the ESG Committee duly convened and held.

5.5 Only the ESG Committee Members shall have the voting powers.

6 MEETING ATTENDANCE

6.1 If necessary or appropriate, Chairman may require the Company's management team to attend the Committee meetings.

6.2 The Committee may, from time to time, invite advisors (including but not limited to external advisors) to attend meetings to provide advice to the Members.

6.3 Members can attend a meeting in person or by electronic means, including telephone or video conferencing. Members can participate in the meeting through a conference phone or similar communication device (all participants in the meeting can hear each other through the device).

7 AUTHORITY

7.1 The Committee may exercise the following powers:

7.1.1 to seek any information it requires from any employee of Group and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;

7.1.2 if necessary, to engage external advisers or experts, at the Company's expense, to provide independent professional advice to assist any matters within these terms of reference;

7.1.3 to review annually and on a need basis, the effectiveness of these terms of reference and to make recommendations to the Board on any changes the Committee considers necessary; and

7.1.4 to exercise such powers as the Committee deems necessary and expedient to properly carry out its duties.

7.2 The Committee should receive sufficient resources (including regular training) to carry out its duties.

8 DUTIES AND RESPONSIBILITIES

The duties of the Committee shall include:

8.1 Review and formulate the Group's overall ESG vision and strategy, and submit relevant recommendations to the Board for approval;

8.2 Oversee the identification, assessment, and management of the Group's ESG risks and opportunities (including climate-related risks and opportunities), and report to the Board;

8.3 Oversee strategies to address climate-related risks and opportunities;

8.4 Oversee the setting of targets, progress monitoring and effectiveness of measures related to climate-related risks and opportunities;

8.5 Integrate ESG (including climate-related) risks into risk management and strategic planning, and prioritize the relevant risks based on the assessed risk ratings, ensuring the establishment of effective ESG risk management and internal control systems;

8.6 Review the Group's anti-corruption policy and, if any revisions are deemed necessary, submit proposed amendments to the Board for approval;

8.7 Oversee the identification and assessment of ESG issues that have a material impact on the Group's operations and investors/stakeholders;

8.8 Oversee the implementation of the Group's ESG vision, strategies, and measures to ensure their continued effectiveness and alignment with objectives;

8.9 Monitor and review Group operations to ensure compliance with relevant ESG standards and applicable legal and regulatory requirements;

8.10 Set and review targets to measure program achievement, driving continuous improvement in ESG performance;

8.11 Assess and enhance the Group's ESG performance, monitor progress, and submit improvement recommendations to the Board;

8.12 Oversee stakeholder engagement and materiality assessment processes to ensure effective communication and relationships with stakeholders while safeguarding the Group's reputation;

8.13 Review the Group's annual ESG report and submit recommendations to the Board for approval and public disclosure.

9 MINUTES AND RECORDS

9.1 Minutes will be taken for all meetings and kept by the secretary of the Committee and, when the chairman of the Committee deems appropriate, tabled at meetings of the Board. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting.

10 REPORTING

10.1 The Committee shall report to the Board annually and on a need basis. At the meeting of the Board following a meeting of the Committee, Chairman shall report the findings and recommendations of the Committee to the Board.