

DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings in this document. Certain other terms are explained in the section headed “Glossary” in this document.

“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
“Accountants’ Report”	the accountants’ report from the Reporting Accountants, the text of which is set out in Appendix I to this document
“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	Accounting and Financial Reporting Council
“Amazing Journey Limited”	a company incorporated under the laws of Hong Kong with limited liability on July 23, 2014, and one of our wholly-owned subsidiaries
“Amber Cultural Limited”	a company incorporated under the laws of the BVI which is wholly owned by Mr. DUAN Jianbo (段劍波) and a member of the group of our Controlling Shareholders
“Articles of Association” or “Articles”	our seventh amended and restated articles of association, as adopted on [●], 2024 with effect from the [REDACTED], and as amended from time to time, a summary of which is contained in Appendix III to this document
“Audit Committee”	the audit committee of the Board
“Beijing Changxing”	Beijing Changxing Information Technology Co., Ltd. (北京暢行信息技術有限公司), a limited liability company incorporated under the laws of the PRC on August 21, 2014 and one of our Consolidated Affiliated Entities
“Beijing Dida”	Beijing Dida Technology Co., Ltd. (北京抵達科技有限公司), a limited liability company incorporated under the laws of the PRC on March 31, 2022 and a wholly-owned subsidiary of Beijing Changxing

DEFINITIONS

“Board” or “Board of Directors”	the board of directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“Cayman Companies Act”	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented, or otherwise modified from time to time

[REDACTED]

“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, Macau and Taiwan
“Co-Founders”	Mr. SONG, Mr. LI Jinlong, Mr. ZHU Min, Mr. DUAN Jianbo and Mr. LI Yuejun who co-founded our Company
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company,” “our Company,” “Dida,” “Group,” “our Group,” “we” or “us”	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
“Consolidated Affiliated Entities”	the entities we control through the Contractual Arrangements, namely Beijing Changxing and Beijing Dida
“Contractual Arrangements”	a series of contractual arrangements we entered into to allow our Company to exercise control over the business operation of the Consolidated Affiliated Entities and enjoy all the economic interest derived therefrom, as more particularly described in the section headed “Contractual Arrangements” in this document

DEFINITIONS

“Controlling Shareholders” has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to 5brothers Limited, our Co-Founders and their respective Principal BVI Holdcos, being the members substituting the group of our Controlling Shareholders

[REDACTED]

“Director(s)” the director(s) of our Company or any one of them

“ESOP Nominee” Firefiles Limited, a company incorporated under the laws of the BVI on June 23, 2020 and wholly owned by the ESOP Trustee

“ESOP Trustee” Kastle Limited, a company incorporated under the laws of Hong Kong on December 7, 2016

[REDACTED]

“Extreme Conditions” the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below

[REDACTED]

“F&S Report” a commissioned report from Frost & Sullivan

“Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., the industry consultant of our Company

“GDP Holding Limited” a limited liability company incorporated under the laws of the BVI which is wholly owned by Mr. SONG and is a member of the group of our Controlling Shareholders

DEFINITIONS

[REDACTED]

“Golden Bay Limited” a limited liability company incorporated under the laws of BVI which is wholly owned by Mr. LI Jinlong (李金龍) and is a member of the group of our Controlling Shareholders

[REDACTED]

“HK\$” or “Hong Kong dollars” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

“Hong Kong” the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“IFRSs” International Financial Reporting Standards

“independent third party” a party, who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, which is not a connected person (as defined in the Listing Rules) of our Company

DEFINITIONS

[REDACTED]

“Joint Sponsors”	China International Capital Corporation Hong Kong Securities Limited, Haitong International Capital Limited and Nomura International (Hong Kong) Limited
“Latest Practicable Date”	May 31, 2024, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document

DEFINITIONS

[REDACTED]

“Listing Guide”	the Guide for New Listing Applicants published by the Stock Exchange, effective from January 1, 2024
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Memorandum” or “Memorandum of Association”	our seventh memorandum of association, conditionally approved and adopted on [●], 2024 and to become effective on the [REDACTED], as amended, supplemented or otherwise modified from time to time
“More&More Limited”	a limited liability company incorporated under the laws of the BVI which is wholly owned by Mr. LI Yuejun (李躍軍) and is a member of the group of our Controlling Shareholders
“MOT”	the Ministry of Transport of the People’s Republic of China
“Mr. SONG”	Mr. SONG Zhongjie (宋中傑), our founder, chairman of the Board, executive Director, chief executive officer and a member of the group of our Controlling Shareholders

[REDACTED]

“Nomination Committee”	the nomination committee of the Board
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DEFINITIONS

[REDACTED]

“Ordinary Shares” or “Shares” ordinary shares in the share capital of our Company with a par value of US\$0.0001 each

[REDACTED]

“[REDACTED] RSU Scheme” the [REDACTED] RSU scheme adopted by our Company on March 31, 2023, the principal terms of which are set out in the section headed “Statutory and General Information—D. Share Incentive Schemes—2. [REDACTED] RSU Scheme” in Appendix IV

DEFINITIONS

“[REDACTED] Investments”	the [REDACTED] investments in our Company undertaken by the [REDACTED] Investors, details of which are set out in the section headed “History and Corporate Structure—[REDACTED] Investments”
“[REDACTED] Investor(s)”	holders of the Series A-1 Preferred Shares, Series B Preferred Shares, Series C Preferred Shares, Series D-1 Preferred Shares and Series E-1 Preferred Shares of our Company
“[REDACTED] Restricted Share Scheme”	the [REDACTED] restricted share scheme adopted by our Company, as amended, the principal terms of which are set out in the section headed “Statutory and General Information—D. Share Incentive Schemes—1. (1). [REDACTED] Restricted Share Scheme” in Appendix IV
“[REDACTED] Share Incentive Schemes”	the [REDACTED] Restricted Share Scheme and the [REDACTED] Share Option Scheme
“[REDACTED] Share Option Scheme”	the [REDACTED] share option scheme adopted by our Company, as amended, the principal terms of which are set out in the section headed “Statutory and General Information—D. Share Incentive Schemes—1. (2). [REDACTED] Share Option Scheme” in Appendix IV
“Preferred Share(s)”	Series A-1 Preferred Shares, Series B Preferred Shares, Series C Preferred Shares, Series D-1 Preferred Shares and Series E-1 Preferred Shares we issued during the series financings

[REDACTED]

“Principal BVI Holdco(s)”	GDP Holding Limited, Golden Bay Limited, Sweet Creation Limited, Amber Cultural Limited and More&More Limited, our Co-Founders’ holding companies incorporated under the laws of the BVI
“Proxy Investor(s)”	IDG China Venture Capital Fund IV, L.P., IDG China IV Investors L.P., Eastnor Castle Limited, Bitauto Hong Kong Limited, NBNW Investment Limited, Leap Profit Investment Limited, Smart Canvas Investment Limited and Star Celestial Holdings Limited

DEFINITIONS

“Registered Shareholder(s)”	the registered shareholder(s) of Beijing Changxing, being Mr. SONG, Mr. LI Jinlong, Mr. ZHU Min, Mr. DUAN Jianbo and Mr. LI Yuejun
“Regulation S”	Regulation S under the U.S. Securities Act
“related parties”	has the meaning as set out in the paragraph headed “Related Party Disclosures” under Note 36 to the Accountants’ Report set out in Appendix I to this document
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“RSU(s)”	restricted share units granted pursuant to the [REDACTED] RSU Scheme

[REDACTED]

SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share Incentive Schemes”	the [REDACTED] RSU Scheme and the [REDACTED] Share Incentive Schemes
“Shareholder(s)”	holder(s) of Shares

[REDACTED]

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sweet Creation Limited”	a limited liability company incorporated under the laws of the BVI which is wholly owned by Mr. ZHU Min (朱敏) and is a member of the group of our Controlling Shareholders

DEFINITIONS

“Takeovers Code” the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time

“Track Record Period” the period consisting of the three years ended December 31, 2023

[REDACTED]

“U.S.” or “United States” the United States of America

“U.S. Securities Act” the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

“US\$” or “US dollar” United States dollars, the lawful currency of the United States

“VAT” the PRC value-added tax

“VATS License(s)” the ICP License and/or the IDC License, depending on the relevant context

“Voting Proxy Deed(s)” voting proxy deed(s) (as amended) entered into by each of the Proxy Investors with 5brothers Limited, a member of the group of our Controlling Shareholders, the principal terms of which are set out in the section headed “History and Corporate Structure—Our Company and Major Shareholding Changes—Voting Proxies”

“WFOE” Pintu (Beijing) Information Technology Co. Ltd. (拼途(北京)信息技术有限公司), a limited liability company established under the laws of the PRC on November 2, 2014, and an indirect wholly-owned subsidiary of our Company

Translated English names of Chinese natural persons, legal persons, governmental authorities, institutions or other entities for which no official English translation exists are unofficial translations for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.

In this document, the terms “associate,” “close associate,” “core connected person,” “connected person,” “connected transaction,” “controlling shareholder,” “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.