

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM F-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**DiDi Global Inc.**

(Exact name of Registrant as specified in its charter)

**Not Applicable**

(Translation of Registrant's name into English)

**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**7389**  
(Primary Standard Industrial  
Classification Code Number)

**Not Applicable**  
(I.R.S. Employer  
Identification Number)

**No. 1 Block B, Shangdong Digital Valley  
No. 8 Dongbeiwang West Road  
Haidian District, Beijing  
People's Republic of China  
+86 10-8304-3181**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Cogency Global Inc.**  
**122 East 42nd Street, 18th Floor  
New York, NY 10168  
(800) 221-0102**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

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Approximate date of commencement of proposed sale to the public: **as soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.  o  
If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  x 333-256977

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  o

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company  o

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 7(a)(2)(B) of the Securities Act.  o

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered <sup>(2)(3)</sup>	Proposed maximum offering price per share <sup>(3)</sup>	Proposed maximum aggregate offering price <sup>(2)(3)</sup>	Amount of registration fee
Class A Ordinary Shares, par value US\$0.00002 per share <sup>(1)</sup>	8,280,000	US\$ 56.00	US\$ 463,680,000	US\$ 50,587.49

(1) American depositary shares issuable upon deposit of Class A ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-257342). Four American depositary shares represent one Class A ordinary share.

(2) Includes Class A ordinary shares that are issuable upon the exercise of the underwriters' option to purchase additional shares. Also includes Class A ordinary shares initially offered and sold outside the United States that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this registration statement and the date the shares are first bona fide offered to the public. These Class A ordinary shares are not being registered for the purpose of sales outside the United States.

(3) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(a) under the Securities Act of 1933.

**The registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

## EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction V to Form F-1, both promulgated under the Securities Act of 1933, as amended. The contents of the [Registration Statement on Form F-1 \(File No. 333-256977\)](#), initially filed by DiDi Global Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) on June 10, 2021, which was declared effective by the Commission on June 29, 2021, including all amendments, supplements and exhibits thereto and each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto.

DiDi Global Inc.

Exhibit Index

<b>Exhibit Number</b>	<b>Description of Document</b>
5.1	<a href="#">Opinion of Maples and Calder (Hong Kong) LLP regarding the validity of the Class A ordinary shares being registered</a>
8.1	<a href="#">Opinion of Maples and Calder (Hong Kong) LLP regarding certain Cayman Islands tax matters (included in Exhibit 5.1)</a>
23.1	<a href="#">Consent of PricewaterhouseCoopers Zhong Tian LLP, Independent Registered Public Accounting Firm</a>
23.2	<a href="#">Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)</a>
24.1	<a href="#">Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of DiDi Global Inc. (File No. 333-256977) initially filed with the Securities and Exchange Commission on June 10, 2021)</a>

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China, on June 29, 2021.

### DiDi Global Inc.

By: /s/ WILL WEI CHENG  
Name: Will Wei Cheng  
Title: Chairman of the Board of Directors  
and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on June 29, 2021.

<u>Signature</u>	<u>Title</u>
<u>/s/ WILL WEI CHENG</u> Will Wei Cheng	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)
<u>/s/ JEAN QING LIU</u> Jean Qing Liu	Director and President
<u>/s/ STEPHEN JINGSHI ZHU</u> Stephen Jingshi Zhu	Director, Senior Vice President and Chief Executive Officer of International Business Group
<u>*</u> Martin Chi Ping Lau	Director
<u>*</u> Adrian Perica	Director
<u>*</u> Daniel Yong Zhang	Director
<u>*</u> Alan Yue Zhuo	Chief Financial Officer (Principal Financial and Accounting Officer)
*By: <u>/s/ WILL WEI CHENG</u> Name: Will Wei Cheng Attorney-in-fact	

**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of DiDi Global Inc. has signed this registration statement or amendment thereto in New York on June 29, 2021.

Authorized U.S. Representative  
Cogency Global Inc.

By: /s/ COLLEEN A. DE VRIES  
Name: Colleen A. De Vries  
Title: Senior Vice President



**Our ref** VSL/701307-000011/20177779v2

DiDi Global Inc.  
 No. 1 Block B, Shangdong Digital Valley  
 No. 8 Dongbeiwang West Road  
 Haidian District, Beijing  
 People's Republic of China

29 June 2021

Dear Sirs

**DiDi Global Inc.**

We have acted as Cayman Islands legal advisers to DiDi Global Inc. (the "**Company**") in connection with the Company's registration statement on Form F-1, including all amendments or supplements thereto (the "**Form F-1 Registration Statement**"), filed with the Securities and Exchange Commission under the U.S. Securities Act of 1933, as amended to date and the related registration statement filed with the Commission pursuant to Rule 462(b) of the Securities Act (the "**Rule 462(b) Registration Statement**", together with the Form F-1 registration Statement, the "**Registration Statements**"), relating to the offering by the Company of certain American depositary shares (the "**ADSs**") representing the Company's Class A ordinary shares with a par value of US\$0.00002 each (the "**Shares**").

We are furnishing this opinion as Exhibits 5.1, 8.1 and 23.2 to the Rule 462(b) Registration Statement.

**1 Documents Reviewed**

For the purposes of this opinion, we have reviewed only originals, copies or final drafts of the following documents:

- 1.1 The certificate of incorporation of the Company dated 11 January 2013 and the certificates of incorporation on change of name of the Company dated 12 February 2015 and 24 June 2021 issued by the Registrar of Companies in the Cayman Islands.
- 1.2 The tenth amended and restated memorandum and articles of association of the Company as adopted by a special resolution passed on 16 July 2019 and with effect from 9 August 2019 (the "**Pre-IPO Memorandum and Articles**").
- 1.3 The eleventh amended and restated memorandum and articles of association of the Company as conditionally adopted by a special resolution passed on 24 June 2021 and effective immediately prior to the completion of the initial public offering of the ADSs representing the Shares (the "**Post-IPO Memorandum and Articles**").

**Maples and Calder (Hong Kong) LLP**

26th Floor Central Plaza 18 Harbour Road Wanchai Hong Kong  
 Tel +852 2522 9333 Fax +852 2537 2955 [maples.com](http://maples.com)

Resident Hong Kong Partners: Anthony B. Webster (Cayman Islands), Michelle Lloyd (Ireland), Aisling Dwyer (British Virgin Islands)  
 Ann Ng (Victoria (Australia)), John Trehey (New Zealand), Nick Harrold (England and Wales), Terence Ho (New South Wales (Australia)), L.K. Kan (England and Wales)  
 W.C. Pao (England and Wales), Richard Spooner (England and Wales), Sharon Yap (New Zealand), Matthew Roberts (Western Australia (Australia)), Everton Robertson (Cayman Islands)  
 Jonathan Silver (Republic of the Marshall Islands), Nick Stern (England and Wales), Juno Huang (Queensland (Australia)), Karen Pallas (Victoria (Australia))

Non-Resident Partners: Jonathan Green (Cayman Islands), Jon Fowler (Cayman Islands), Kieran Walsh (Cayman Islands)

Cayman Islands Attorneys at Law | British Virgin Islands Solicitors | Irish Solicitors

- 1.4 The written resolutions of the directors of the Company dated 10 June 2021 (the “**Directors’ Resolutions**”).
- 1.5 The minutes (the “**Minutes**”) of the extraordinary general meeting of the shareholders of the Company held on 24 June 2021 (the “**EGM**”).
- 1.6 A certificate from a director of the Company, a copy of which is attached hereto (the “**Director’s Certificate**”).
- 1.7 A certificate of good standing dated 28 June 2021, issued by the Registrar of Companies in the Cayman Islands (the “**Certificate of Good Standing**”).
- 1.8 The Registration Statements.

## 2 Assumptions

The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. In giving these opinions we have relied (without further verification) upon the completeness and accuracy of the Director’s Certificate and the Certificate of Good Standing. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 Copy documents or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.
- 2.2 The genuineness of all signatures and seals.
- 2.3 There is nothing under any law (other than the law of the Cayman Islands), which would or might affect the opinions set out below.

## 3 Opinion

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing with the Registrar of Companies under the laws of the Cayman Islands.
- 3.2 The authorised share capital of the Company, with effect immediately prior to the completion of the Company’s initial public offering of the ADSs representing the Shares, will be US\$100,000 divided into (i) 4,000,000,000 Class A Ordinary Shares of a par value of US\$0.00002 each, (ii) 500,000,000 Class B Ordinary Shares of a par value of US\$0.00002 each, and (iii) 500,000,000 shares of a par value of US\$0.00002 each of such class or classes (however designated) as the board of directors may determine in accordance with the IPO Memorandum and Articles.
- 3.3 The issue and allotment of the Shares have been duly authorised and when allotted, issued and paid for as contemplated in the Rule 462(b) Registration Statement, the Shares will be legally issued and allotted, fully paid and non-assessable. As a matter of Cayman law, a share is only issued when it has been entered in the register of members (shareholders).

3.4 The statements under the caption “Taxation” in the prospectus forming part of or incorporated by reference to the Rule 462(b) Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and that such statements constitute our opinion.

#### **4 Qualifications**

In this opinion the phrase “non-assessable” means, with respect to shares in the Company, that a shareholder shall not, solely by virtue of its status as a shareholder and in absence of a contractual arrangement, or an obligation pursuant to the memorandum and articles of association, to the contrary, be liable for additional assessments or calls on the shares by the Company or its creditors (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.

We hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement and to the reference to our name under the headings “Enforceability of Civil Liabilities”, “Taxation” and “Legal Matters” and elsewhere in the prospectus included in or incorporated by reference to the Rule 462(b) Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP

Maples and Calder (Hong Kong) LLP

**Director's Certificate**

To: Maples and Calder (Hong Kong) LLP  
26th Floor, Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong

Dear Sirs

**DiDi Global Inc. (the "Company")**

I, the undersigned, being a director of the Company, am aware that you are being asked to provide a legal opinion (the "**Opinion**") in relation to certain aspects of Cayman Islands law. Capitalised terms used in this certificate have the meaning given to them in the Opinion. I hereby certify that:

- 1 The Pre-IPO Memorandum and Articles remain in full and effect and, except as amended by the resolutions as set out in the EGM Minutes adopting the IPO Memorandum and Articles, are otherwise unamended.
  - 2 The Board Resolutions were duly passed in the manner prescribed in the Pre-IPO Memorandum and Articles (including, without limitation, with respect to the disclosure of interests (if any) by directors of the Company) and have not been amended, varied or revoked in any respect.
  - 3 The EGM Minutes are a true and correct record of the proceedings of the EGM, which was duly convened and held, and at which a quorum was present throughout, in each case, in the manner prescribed in the Pre-IPO Memorandum and Articles. The resolutions set out in the EGM Minutes were duly passed in the manner prescribed in the Pre-IPO Memorandum and Articles (including, without limitation, with respect to the disclosure of interests (if any) by directors of the Company) and have not been amended, varied or revoked in any respect.
  - 4 The authorised share capital of the Company is \$50,000 divided into (i) 1,617,583,821 ordinary shares of par value of US\$0.00002 each (ii) 12,180,250 Series A-1 preferred shares of par value of US\$0.00002 each, (iii) 9,145,501 Series A-2 preferred shares of par value of US\$0.00002 each, (iv) 10,668,684 Series A-3 preferred shares of par value of US\$0.00002 each, (v) 33,711,135 Series A-4 preferred shares of par value of US\$0.00002 each, (vi) 21,161,516 Series A-5 preferred shares of par value of US\$0.00002 each, (vii) 41,028,543 Series A-6 preferred shares of par value of US\$0.00002 each, (viii) 20,000,000 Series A-7 preferred shares of par value of US\$0.00002 each, (ix) 19,472,617 Series A-8 preferred shares of par value of US\$0.00002 each, (x) 4,868,156 Series A-9 preferred shares of par value of US\$0.00002 each, (xi) 24,340,774 Series A-10 preferred shares of par value of US\$0.00002 each, (xii) 27,045,302 Series A-11 preferred shares of par value of US\$0.00002 each, (xiii) 14,401,625 Series A-12 preferred shares of par value of US\$0.00002 each, (xiv) 20,915,034 Series A-13 preferred shares of par value of US\$0.00002 each, (xv) 17,777,778 Series A-14 preferred shares of par value of US\$0.00002 each, (xvi) 54,592,596 Series A-15 preferred shares of par value of US\$0.00002 each, (xvii) 12,756,674 Series A-16 preferred shares of par value of US\$0.00002 each, (xviii) 116,676,790 Series A-17 preferred shares of par value of US\$0.00002 each, (xix) 117,717,535 Series A-18 preferred shares of par value of US\$0.00002 each, (xx) 58,530,879 Series B-1 preferred shares of par value of US\$0.00002 each, and (xxi) 245,424,790 Series B-2 preferred shares of par value of US\$0.00002 each.
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- 5 The authorised share capital of the Company, with effect immediately prior to the completion of the Company's initial public offering of the ADSs representing the Shares, will be US\$100,000 divided into (i) 4,000,000,000 Class A Ordinary Shares of a par value of US\$0.00002 each, (ii) 500,000,000 Class B Ordinary Shares of a par value of US\$0.00002 each, and (iii) 500,000,000 shares of a par value of US\$0.00002 each of such class or classes (however designated) as the board of directors may determine in accordance with the IPO Memorandum and Articles.
- 6 The shareholders of the Company have not restricted or limited the powers of the directors in any way and there is no contractual or other prohibition (other than as arising under Cayman Islands law) binding on the Company prohibiting it from issuing and allotting the Shares or otherwise performing its obligations under the Registration Statement.
- 7 The directors of the Company at the date of the Board Resolutions were as follows:
- Will Wei Cheng  
Jean Qing Liu  
Stephen Jingshi Zhu  
Martin Chi Ping Lau  
Zhiyi Chen  
Daniel Yong Zhang  
Adrian Perica  
Kentaro Matsui
- 8 The directors of the Company as at the date of this certificate are as follows:
- Will Wei Cheng  
Jean Qing Liu  
Stephen Jingshi Zhu  
Martin Chi Ping Lau  
Daniel Yong Zhang  
Adrian Perica  
Gaofei Wang  
Yusuo Wang
- 9 Each director of the Company considers the transactions contemplated by the Registration Statement to be of commercial benefit to the Company and has acted bona fide in the best interests of the Company, and for a proper purpose of the Company in relation to the transactions which are the subject of the Opinion.
- 10 To the best of my knowledge and belief, having made due inquiry, the Company is not the subject of legal, arbitral, administrative or other proceedings in any jurisdiction that would have a material adverse effect on the business, properties, financial condition, results of operations or prospects of the Company. Nor have the directors or shareholders taken any steps to have the Company struck off or placed in liquidation, nor have any steps been taken to wind up the Company. Nor has any receiver been appointed over any of the Company's property or assets.
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11 Upon the completion of the Company's initial public offering of the ADSs representing the Shares, the Company will not be subject to the requirements of Part XVIIIA of the Companies Act (As Revised) of the Cayman Islands.

I confirm that you may continue to rely on this Certificate as being true and correct on the day that you issue the Opinion unless I shall have previously notified you personally to the contrary.

*[signature page follows]*

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Signature: /s/ Will Wei Cheng  
Name: Will Wei Cheng  
Title: Director

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[Signature Page to Director's Certificate – Exhibit 5.1]

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## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form F-1 of our report dated April 9, 2021 relating to the financial statements of DiDi Global Inc. (formerly known as Xiaoju Kuaizhi Inc.), which appears in Amendment No. 2 to the Registration Statement on Form F-1 (No. 333-256977) of DiDi Global Inc. We also consent to the reference to us under the heading “Experts” in Amendment No. 2 to the Registration Statement on Form F-1 (No. 333-256977) incorporated by reference in this Registration Statement.

/s/PricewaterhouseCoopers Zhong Tian LLP

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PricewaterhouseCoopers Zhong Tian LLP

Beijing, the People’s Republic of China

June 29, 2021

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