

**FURTHER INFORMATION ABOUT US****Our Incorporation**

Our Company was incorporated in the Cayman Islands under the Cayman Companies Act as an exempted company with limited liability on November 28, 2014. We have registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance with an address at Room 1901, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. Chiu Ming King has been appointed as our authorized representative for the acceptance of service of process and notices in Hong Kong.

As we were incorporated in the Cayman Islands, our corporate structure and Memorandum and Articles of Association are subject to the relevant laws and regulations of the Cayman Islands. A summary of the relevant laws and regulations of the Cayman Islands and of the Memorandum and Articles of Association is set out in “Summary of our Constitution and Cayman Companies Act” in Appendix IV.

**Changes in Our Share Capital**

As at November 30, 2021, we had an authorized share capital of US\$1,000,000 divided into 4,000,000,000 shares comprising of (i) 2,500,000,000 Class A Ordinary Shares of a par value of US\$0.00025 each, (ii) 132,030,222 Class B Ordinary Shares of a par value of US\$0.00025 each (all of which shall have been converted to Class A ordinary shares upon Listing pursuant to the conversion notice delivered by the relevant shareholders), (iii) 148,500,000 Class C Ordinary Shares of a par value of US\$0.00025 each and (iv) 1,219,469,778 shares of a par value of US\$0.00025 each of such class or classes (however designated) as the board of directors may determine, and our issued share capital was 1,378,749,165 Class A ordinary shares, 128,293,932 Class B Ordinary Shares (all of which shall have been converted to Class A ordinary shares upon Listing pursuant to the conversion notice delivered by the relevant shareholders) and 148,500,000 Class C ordinary shares.

As of December 31, 2017, the authorized share capital of the Company was US\$500 divided into 2,000,000,000 shares, comprising of: 1,151,269,325 ordinary shares, 165,000,000 Series A-1 convertible redeemable preferred shares, 130,000,000 Series A-2 convertible redeemable preferred shares, 31,720,364 Series A-3 convertible redeemable preferred shares, 114,867,321 Series B convertible redeemable preferred shares, 167,142,990 Series C convertible redeemable preferred shares and 240,000,000 Series D convertible redeemable preferred shares, each at a par value of US\$0.00025 per share.

On September 12, 2018, i.e. the date of the initial offering of our ADSs on NYSE, all of our issued and outstanding ordinary shares and preferred shares were automatically converted into ordinary shares on a one-for one basis upon the completion of the ADS offering on the NYSE and 160,000,000 Class A ordinary shares were issued in the form of ADSs in the offering.

The following tables set out the changes in the share capital of our Company during the periods presented in this document:

<b>Fiscal year ended December 31, 2018</b>				
	<b>Class A ordinary share</b>	<b>Class B ordinary share</b>	<b>Class C ordinary share</b>	<b>Shareholders' Equity</b>
				<i>(US\$)</i>
Balances as at September 12, 2018	745,479,824	132,030,222	148,500,000	256,503
Issuance of Shares	24,000,000	–	–	6,000
Repurchase and/or retirement of Shares	–	–	–	–
Balances as at December 31, 2018	<u>769,479,824</u>	<u>132,030,222</u>	<u>148,500,000</u>	<u>262,503</u>
<b>Fiscal year ended December 31, 2019</b>				
	<b>Class A ordinary share</b>	<b>Class B ordinary share</b>	<b>Class C ordinary share</b>	<b>Shareholders' Equity</b>
				<i>(US\$)</i>
Balances as at January 1, 2019	769,479,824	132,030,222	148,500,000	262,503
Issuance of Shares	63,185,653	–	–	15,796
Repurchase and/or retirement of Shares	(737,500)	–	–	(184)
Balances as at December 31, 2019	<u>831,927,977</u>	<u>132,030,222</u>	<u>148,500,000</u>	<u>278,115</u>
<b>Fiscal year ended December 31, 2020</b>				
	<b>Class A ordinary share</b>	<b>Class B ordinary share</b>	<b>Class C ordinary share</b>	<b>Shareholders' Equity</b>
				<i>(US\$)</i>
Balances as at January 1, 2020	831,927,977	132,030,222	148,500,000	278,115
Issuance of Shares	456,648,021	–	–	114,162
Repurchase and/or retirement of Shares	–	–	–	–
Conversion of Shares	3,736,290	(3,736,290)	–	–
Balances as at December 31, 2020	<u>1,292,312,288</u>	<u>128,293,932</u>	<u>148,500,000</u>	<u>392,277</u>

Eleven months ended November 30, 2021				
	Class A ordinary share	Class B ordinary share	Class C ordinary share	Shareholders' Equity (US\$)
Balances as at				
January 1, 2021	1,292,312,288	128,293,932	148,500,000	392,277
Issuance of Shares	123,005,499	–	–	21,609
Repurchase and/or retirement of Shares	–	–	–	–
Conversion of Shares	–	–	–	–
Balances as at				
November 30, 2021	<u>1,415,317,787</u>	<u>128,293,932</u>	<u>148,500,000</u>	<u>413,886</u>

### Changes in the Share Capital of Our Major Subsidiaries

The following alterations in the share capital of our Major Subsidiaries have taken place within the two years immediately preceding the date of this document:

- (a) On November 9, 2021, the registered share capital of XPT (Jiangsu) Investment Co., Ltd. was increased from US\$561,500,000 to US\$600,000,000;
- (b) On September 26, 2021, the registered share capital of NIO Holding Co., Ltd. was increased from RMB6,166,577,937.06 to RMB6,428,815,699.30;
- (c) On September 18, 2021, the registered share capital of NIO Co., Ltd. was increased from US\$2,500,000,000 to US\$3,000,000,000.
- (d) On September 9, 2021, the registered share capital of NIO Sales and Services Co., Ltd. was increased from US\$1,000,000,000 to US\$1,500,000,000;
- (e) On September 8, 2021, the registered share capital of NIO Technology (Anhui) Co., Ltd. was increased from RMB2,000,000,000 to RMB3,000,000,000;
- (f) On September 7, 2021, the registered share capital of NIO Automobile (Anhui) Co., Ltd. was increased from RMB6,000,000,000 to RMB9,000,000,000;
- (g) On June 29, 2021, the registered share capital of XPT (Jiangsu) Investment Co., Ltd. was increased from US\$461,500,000 to US\$561,500,000;
- (h) On April 30, 2021, the registered share capital of NIO Automobile Technology (Anhui) Co., Ltd. was increased from RMB10,000,000 to RMB2,000,000,000;
- (i) On March 26, 2021, the registered share capital of NIO Sales and Services Co., Ltd. was increased from US\$500,000,000 to US\$1,000,000,000;
- (g) On March 10, 2021, the registered share capital of NIO Automobile (Anhui) Co., Ltd. was increased from RMB50,000,000 to RMB6,000,000,000;

- (k) On February 5, 2021, the registered share capital of NIO Holding Co., Ltd. was increased from RMB5,816,927,587.41 to RMB6,166,577,937.06;
- (l) On November 17, 2020, the registered share capital of XPT (Jiangsu) Automotive Technology Co., Ltd. was increased from US\$273,730,000 to US\$285,500,000;
- (m) On November 23, 2020, the registered share capital of XPT (Nanjing) E-Powertrain Technology Co., Ltd. was increased from RMB1,011,932,000 to RMB1,732,232,000;
- (n) On November 23, 2020, the registered share capital of XPT (Nanjing) Energy Storage System Co., Ltd. was increased from RMB320,000,000 to RMB708,500,000;
- (o) On October 13, 2020, the registered share capital of NIO Holding Co., Ltd. was increased from RMB5,074,773,741.26 to RMB5,816,927,587.41;
- (p) On September 2, 2020, the registered share capital of NIO Holding Co., Ltd. was increased from RMB3,850,997,517.47 to RMB5,074,773,741.26;
- (q) On September 1, 2020, the registered share capital of XPT (Jiangsu) Investment Co., Ltd. was increased from US\$250,000,000 to US\$461,500,000;
- (r) On June 2, 2020, the registered share capital of NIO Holding Co., Ltd. was increased from RMB11,000,000 to RMB3,850,997,517.47;
- (s) On May 25, 2020, NIO Nextev Limited transferred 100% of its equity interest in NIO Co., Ltd. to NIO Holding Co., Ltd.;
- (t) On April 7, 2020, the registered share capital of NIO Holding Co., Ltd. was increased from RMB10,000,000 to RMB11,000,000, and NIO Sales and Services Co., Ltd. transferred 50% of its equity interest in NIO Holding Co., Ltd. to NIO Nextev Limited and 50% of its equity interest in NIO Holding Co., Ltd. to NIO User Enterprise Limited; and
- (u) On January 19, 2020, the registered share capital of XTRONICS (Nanjing) Automotive Intelligent Technologies Co., Ltd. was decreased from RMB150,000,000 to RMB120,000,000.

**FURTHER INFORMATION ABOUT OUR BUSINESS****Summary of Material Contracts**

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by our Company or its subsidiaries within the two years preceding the date of this document and are or may be material, as well as contracts required to be disclosed pursuant to the Hong Kong Stock Exchange's Guidance Letter HKEX-GL94-18 and Listing Decision HKEX-LD43-3:

1. a power of attorney dated April 12, 2021 executed by Bin Li (李斌) in favor of and accepted by NIO Co., Ltd. (上海蔚來汽車有限公司), pursuant to which Bin Li (李斌) agreed to, among others things, exclusively authorize NIO Co., Ltd. (上海蔚來汽車有限公司) or its designated person(s) to exercise all of his rights as shareholder of Beijing NIO Network Technology Co., Ltd. (北京蔚來網絡科技有限公司);
2. a power of attorney dated April 12, 2021 executed by Lihong Qin (秦力洪) in favor of and accepted by NIO Co., Ltd. (上海蔚來汽車有限公司), pursuant to which Lihong Qin (秦力洪) agreed to, among others things, exclusively authorize NIO Co., Ltd. (上海蔚來汽車有限公司) or its designated person(s) to exercise all of his rights as shareholder of Beijing NIO Network Technology Co., Ltd. (北京蔚來網絡科技有限公司);
3. a loan agreement dated April 12, 2021 entered into between Bin Li (李斌) and NIO Co., Ltd. (上海蔚來汽車有限公司), pursuant to which NIO Co., Ltd. (上海蔚來汽車有限公司) agreed to provide a loan in aggregate amount of RMB8 million to Bin Li (李斌) to be used exclusively as investment in Beijing NIO Network Technology Co., Ltd. (北京蔚來網絡科技有限公司);
4. a loan agreement dated April 12, 2021 entered into between Lihong Qin (秦力洪) and NIO Co., Ltd. (上海蔚來汽車有限公司), pursuant to which NIO Co., Ltd. (上海蔚來汽車有限公司) agreed to provide a loan in aggregate amount of RMB2 million to Lihong Qin (秦力洪) to be used exclusively as investment in Beijing NIO Network Technology Co., Ltd. (北京蔚來網絡科技有限公司);
5. an equity pledge agreement dated April 12, 2021 entered into between Bin Li (李斌), NIO Co., Ltd. (上海蔚來汽車有限公司) and Beijing NIO Network Technology Co., Ltd. (北京蔚來網絡科技有限公司), pursuant to which Bin Li (李斌) agreed to pledge all of his existing and future equity interests in Beijing NIO Network Technology Co., Ltd. (北京蔚來網絡科技有限公司) to NIO Co., Ltd. (上海蔚來汽車有限公司);
6. an equity pledge agreement dated April 12, 2021 entered into between Lihong Qin (秦力洪), NIO Co., Ltd. (上海蔚來汽車有限公司) and Beijing NIO Network Technology Co., Ltd. (北京蔚來網絡科技有限公司), pursuant to which Lihong Qin (秦力洪) agreed to pledge all of his existing and future equity interests in Beijing NIO Network Technology Co., Ltd. (北京蔚來網絡科技有限公司) to NIO Co., Ltd. (上海蔚來汽車有限公司);

7. an exclusive business cooperation agreement dated April 12, 2021 entered into between Beijing NIO Network Technology Co., Ltd. (北京蔚來網絡科技有限公司) and NIO Co., Ltd. (上海蔚來汽車有限公司), pursuant to which Beijing NIO Network Technology Co., Ltd. (北京蔚來網絡科技有限公司) agreed to engage NIO Co., Ltd. (上海蔚來汽車有限公司) as the exclusive services provider of technical support, consultation and other services in return for service fees;
8. an exclusive call option agreement dated April 12, 2021 entered into between Bin Li (李斌), NIO Co., Ltd. (上海蔚來汽車有限公司) and Beijing NIO Network Technology Co., Ltd. (北京蔚來網絡科技有限公司), pursuant to which Bin Li (李斌) agreed to grant NIO Co., Ltd. (上海蔚來汽車有限公司) an exclusive and irrevocable option to purchase, or designate one or more persons to purchase, from Bin Li (李斌) all or part of his equity interests in Beijing NIO Network Technology Co., Ltd. (北京蔚來網絡科技有限公司) for a total consideration of RMB8 million;
9. an exclusive call option agreement dated April 12, 2021 entered into between Lihong Qin (秦力洪), NIO Co., Ltd. (上海蔚來汽車有限公司) and Beijing NIO Network Technology Co., Ltd. (北京蔚來網絡科技有限公司), pursuant to which Lihong Qin (秦力洪) agreed to grant NIO Co., Ltd. (上海蔚來汽車有限公司) an exclusive and irrevocable option to purchase, or designate one or more persons to purchase, from Lihong Qin (秦力洪) all or part of his equity interests in Beijing NIO Network Technology Co., Ltd. (北京蔚來網絡科技有限公司) for a total consideration of RMB2 million; and
10. a sponsor agreement relating to the Listing dated February 28, 2022 entered into among the Company and the Joint Sponsors relating to the engagement of the Joint Sponsors by the Company in connection with the Introduction.

### **Our Intellectual Property Rights**

We regard our trademarks, copyrights, patents, domain names, know-how, proprietary technologies, and similar intellectual property as critical to our success, and we rely on copyright, trademark and patent law and confidentiality, invention assignment and non-compete agreements with our employees and others to protect our proprietary rights. As of September 30, 2021, we held 2,700 issued patents and 1,747 pending patent applications in the U.S., China, Europe and other jurisdictions. We held 3,570 registered trademarks and 1,167 pending trademark applications in the U.S., China, Europe and other jurisdictions. We also held 148 registered copyrights for software or works of art and 689 registered domain names, including [www.nio.io](http://www.nio.io).

**FURTHER INFORMATION ABOUT DIRECTORS AND EXECUTIVE OFFICERS****Disclosure of Interests**

See “Major Shareholders” for disclosure of interests of directors and executive officers.

**Directors’ Service Contracts**

We have entered into employment agreements with each of our directors who is also an officer. See “Directors and Senior Management — Compensation — Employment Agreements and Indemnification Agreements.”

**Directors’ Remuneration**

See “Directors and Senior Management — Compensation” for a discussion of Directors’ remuneration.

**Disclosures relating to Directors and Experts**

Save as disclosed in this document:

- None of our directors nor any of the persons listed in “— Other Information — Qualification of Experts” below is materially interested in the promotion of, or in any assets which have been, within the two years immediately preceding the issue of this document, acquired or disposed of by or leased to our subsidiaries and our consolidated affiliated entities, or are proposed to be acquired or disposed of by or leased to our subsidiaries and our consolidated affiliated entities.
- None of our directors nor any of the persons listed in “— Other Information — Qualification of Experts” below is materially interested in any contract or arrangement with us subsisting at the date of this document which is unusual in its nature or conditions or which is significant in relation to our business as a whole.
- None of the persons listed in “— Other Information — Qualification of Experts” below has any shareholding in us or any of our Major Subsidiaries or has the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in us or any of our Major Subsidiaries.

**STOCK INCENTIVE PLANS**

See “Directors and Senior Management — Compensation” for details about our Stock Incentive Plans.

**OTHER INFORMATION****Estate duty**

Our directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

**Litigation**

See “Our Business — Legal Proceedings and Compliance” for further information.

**Joint Sponsors**

The Joint Sponsors made an application on behalf of our Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue, the Shares to be issued pursuant to the Stock Incentive Plans, including pursuant to the exercise of options or other awards that have been or may be granted from time to time and the Shares to be issued on the conversion of convertible notes. All necessary arrangements have been made to enable such Shares to be admitted into CCASS.

Morgan Stanley Asia Limited, Credit Suisse (Hong Kong) Limited and China International Capital Corporation Hong Kong Securities Limited satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Hong Kong Listing Rules.

The fee payable to each of the Joint Sponsors is US\$500,000 and is payable by our Company.

**No Material Adverse Change**

Our directors confirm that there has been no material adverse change in our financial or trading position since September 30, 2020 (being the date to which our latest audited consolidated financial statements were prepared).

**Qualification of Experts**

The following are the qualifications of the experts (as defined under the Hong Kong Listing Rules) who have given opinions or advice which are contained in this document:

<b>Name</b>	<b>Qualification</b>
Morgan Stanley Asia Limited	A licensed corporation under the SFO to conduct type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on futures contract), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities as defined under the SFO
Credit Suisse (Hong Kong) Limited	A licensed corporation under the SFO for type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) of the regulated activities as defined under the SFO



<b>Name</b>	<b>Qualification</b>
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation under the SFO for type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
PricewaterhouseCoopers	Certified Public Accountant under the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong)  Registered Public Interest Entity Auditor under Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
Frost & Sullivan International Limited	Industry consultant
Han Kun Law Offices	Qualified PRC lawyers
Shân Warnock-Smith QC	Cayman Islands attorney
Maples and Calder (Hong Kong) LLP	Cayman Islands attorneys-at-law

### **Consents of Experts**

Each of the experts above has given and has not withdrawn its consent to the issue of this document with the inclusion of its report and/or letter and/or legal opinion (as the case may be) and references to its name included in the form and context in which it respectively appears.

None of the experts named above has any shareholding interests in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company or any of our subsidiaries.

### **Preliminary Expenses**

Our Company did not incur any material preliminary expenses.

### **Promoter**

Our Company has no promoter for the purpose of the Hong Kong Listing Rules. Save as disclosed in this document, within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the Listing and the related transactions described in this document.

**Bilingual Document**

The English language and Chinese language versions of this document are being published separately.

**Miscellaneous**

- Save as disclosed in this document or otherwise waived or exempted from disclosure pursuant to the waivers and exemptions disclosed in this document, within the two years immediately preceding the date of this document:
  - to the best of our knowledge, neither we nor any of our Major Subsidiaries has issued or agreed to issue any share or loan capital fully or partly paid up either for cash or for a consideration other than cash;
  - no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;
  - no commissions, discounts, brokerage or other special terms have been granted in connection with the issue or sale of any share capital or debentures of our Company or any of our Major Subsidiaries;
  - no founder, management or deferred shares of our Company or any of our subsidiaries have been issued or agreed to be issued; and
  - there is no arrangement under which future dividends are waived or agreed to be waived.
- Our branch register of members will be maintained in Hong Kong by our Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited. Unless the directors otherwise agree, all transfers and other documents of title of Shares must be lodged for registration with and registered by our share register in Hong Kong and may not be lodged in the Cayman Islands. All necessary arrangements have been made to enable the Shares to be admitted to CCASS.
- Our directors confirm that:
  - there has not been any interruption in our business which may have or have had a material adverse effect on our financial position in the 12 months immediately preceding the date of this document;
  - there are no hire purchase commitments, guarantees or other material contingent liabilities of our Company or any member of our Group;
  - save for the 2024 Notes, 2026 Notes, 2027 Notes and the Affiliate Notes, we and our Major Subsidiaries have no outstanding debentures or convertible debt securities; and
  - The English version of this document shall prevail over the Chinese version.