
DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below.

“2021 Negative List”	the Special Administrative Measures (Negative List) for Foreign Investment Access (2021 Version) (《外商投資准入特別管理措施(負面清單)(2021年版)》), most recently jointly promulgated by the MOFCOM and the NDRC on December 27, 2021 and became effective on January 1, 2022, as amended, supplemented or otherwise modified from time to time
“Accountant’s Report”	accountant’s report for the years ended December 31, 2018, 2019, and 2020 and the nine months ended September 30, 2021 in Appendix I to this document
“ADS(s)”	American Depositary Shares (each representing one Class A ordinary share)
“Articles” or “Articles of Association”	our Articles of Association (as amended from time to time), the current form of which was adopted by a special resolution passed on June 3, 2021 and effective on June 3, 2021, a summary of which is set out in Appendix IV
“Beijing NIO”	Beijing NIO Network Technology Co., Ltd. (北京蔚來網絡科技有限公司), a company incorporated under the laws of PRC on July 5, 2017, wholly-owned by Mr. Bin Li and Mr. Lihong Qin, and one of our Consolidated Affiliated Entities
“board” or “board of directors”	our board of directors
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong or other relevant jurisdictions are generally open for business
“BVI”	the British Virgin Islands
“CAC”	the Cyberspace Administration of China (國家互聯網信息辦公室)
“Cayman Companies Act” or “Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

DEFINITIONS

“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “the PRC”	the People’s Republic of China, excluding, for the purposes of this document only, the Hong Kong Special Administrative Region of the People’s Republic of China, the Macao Special Administrative Region of the People’s Republic of China and Taiwan Region, except where the context otherwise requires
“Class A ordinary shares”	Class A ordinary shares of the share capital of the Company with a par value of US\$0.00025 each, conferring weighted voting rights in the Company such that a holder of a Class A ordinary share is entitled to one vote per share on any resolution tabled at the Company’s general meeting
“Class B ordinary shares”	Class B ordinary shares of the share capital of the Company with a par value of US\$0.00025 each, conferring weighted voting rights in the Company such that a holder of a Class B ordinary share is entitled to four vote per share on any resolution tabled at the Company’s general meeting, all of which shall have been converted to Class A ordinary shares upon Listing pursuant to the conversion notice delivered by the relevant shareholders
“Class C ordinary shares”	Class C ordinary shares of the share capital of the Company with a par value of US\$0.00025 each, giving a holder of a Class C ordinary share eight votes per share on any resolution tabled at the Company’s general meeting, subject to Rule 8A.24 of the Hong Kong Listing Rules that requires the Reserved Matters to be voted on a one vote per share basis. Please see “Share Capital — Weighted Voting Rights Structure” for the specified exception for the compliance of Rule 8A.24 of the Hong Kong Listing Rules and further details
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time

DEFINITIONS

“Company,” “our Company,” “NIO,” “we,” “our” or “us”	NIO Inc., a company incorporated in the Cayman Islands in November 28, 2014 as an exempted company and, where the context requires, its subsidiaries and Consolidated Affiliated Entities from time to time, and depending on the context, may also refer to Shanghai Anbin Technology Co., Ltd., which was no longer our consolidated affiliated entity starting from March 31, 2021, and its subsidiaries
“connected transaction(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Consolidated Affiliated Entity”	the entity we control through the Contractual Arrangements, namely, Beijing NIO, details of which are set out in the section headed “Contractual Arrangements”
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules and unless the context otherwise requires, refers to Mr. Bin Li, Originalwish Limited, mobike Global Ltd. and NIO Users Limited, through which he holds interests in our Company, as set out in the section headed “Relationship with the Controlling Shareholders”
“COVID-19”	Novel Coronavirus (COVID-19) or Novel Coronavirus Pneumonia, a respiratory illness caused by a new strain of coronavirus and characterized especially by fever, cough, and shortness of breath and may progress to pneumonia and respiratory failure
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Deposit Agreement”	the deposit agreement, dated as of September 11, 2018, as amended or supplemented from time to time, among us, Deutsche Bank Trust Company Americas and our ADS holders and beneficial owners from time to time
“director(s)”	member(s) of our board
“DTC”	The Depository Trust Company, the central book-entry clearing and settlement system for equity securities in the United States and the clearance system for our ADSs
“EIT”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》), promulgated on March 16, 2007 and came into effect on January 1, 2008 and was most recently amended on December 29, 2018 which became effective on the same date

DEFINITIONS

“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“Foreign Investment Law”	the PRC Foreign Investment Law (《中華人民共和國外商投資法》), promulgated by the National People’s Congress in March 2019, which became effective on January 1, 2020
“foreign private issuer”	as such term is defined in Rule 3b-4 under the U.S. Exchange Act
“FRC”	Financial Reporting Council
“Group,” “our Group,” “the Group,” “we,” “us,” or “our”	our Company, subsidiaries and consolidated affiliated entities from time to time
“HK\$” or “Hong Kong dollars” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong 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
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“independent third party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected with our Company
“Introduction” or “Listing”	the listing of Class A ordinary share on the Main Board of the Hong Kong Stock Exchange by way of introduction pursuant to the Hong Kong Listing Rules
“Joint Sponsors”	the Joint Sponsors as named in “Directors and Parties Involved in the Introduction”

DEFINITIONS

“Latest Practicable Date”	February 18, 2022, being the latest practicable date prior to the date of this document for the purpose of ascertaining certain information contained in this document
“Listing Committee”	the Listing Committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or about March 10, 2022 on which the Shares are listed on the Main Board of the Hong Kong Stock Exchange and from which dealings in the Shares are permitted to commence on the Main Board of the Hong Kong Stock Exchange
“M&A Rules”	the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》), promulgated by the MOFCOM and other governmental authorities on August 8, 2006, effective on September 8, 2006 and subsequently amended on June 22, 2009
“Main Board”	the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
“Major Subsidiaries”	our subsidiaries and consolidated affiliated entities as identified in “History and Corporate Structure — Major Subsidiaries and Operating Entities”
“Memorandum” or “Memorandum of Association”	our memorandum of association adopted by a special resolution passed on August 10, 2018 and effective on September 12, 2018 (as amended from time to time), a summary of which is set out in Appendix IV to this document
“MIIT” or “MII”	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部), and its predecessor known as the Ministry of Information Industry of the PRC (中華人民共和國信息產業部)
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部), or its predecessor, the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易合作部)
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)

DEFINITIONS

“NPC”	the National People’s Congress of the PRC (全國人民代表大會)
“NYSE”	New York Stock Exchange
“PCAOB”	the Public Company Accounting Oversight Board
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), enacted by the Standing Committee of the Eighth National People’s Congress on December 29, 1993 and effective on July 1, 1994, and subsequently amended on December 25, 1999, August 28, 2004, October 27, 2005, December 28, 2013 and October 26, 2018, as amended, supplemented or otherwise modified from time to time
“PRC Legal Adviser”	Han Kun Law Offices, our legal adviser as to the laws of the PRC
“Principal Share Registrar”	Maples Fund Services (Cayman) Limited
“Qualifying Issuer”	has the meaning given to it under chapter 19C of the Hong Kong Listing Rules
“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Persons”	the Joint Sponsors, any of their or the Company’s respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Introduction
“Reserved Matters”	those matters resolutions with respect to which each Share is entitled to one vote at general meetings of the Company pursuant to Hong Kong Listing Rule 8A.24, being: (i) any amendment to the Memorandum or Articles, including the variation of the rights attached to any class of shares, (ii) the appointment, election or removal of any independent non-executive director, (iii) the appointment or removal of the Company’s auditors, and (iv) the voluntary liquidation or winding-up of the Company
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable

DEFINITIONS

“SAFE Circular 37”	the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents’ Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) promulgated by SAFE with effect from July 4, 2014
“SAIC” or “SAMR”	State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), currently known as the PRC State Administration for Market Regulation (中華人民共和國國家市場監督管理總局)
“SCNPC”	the Standing Committee of the National People’s Congress of the PRC (全國人民代表大會常務委員會)
“SEC”	the United States Securities and Exchange Commission
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Shanghai NIO”	NIO Co., Ltd. (上海蔚來汽車有限公司), a company incorporated under the laws of PRC on May 7, 2015, a subsidiary of our Company
“shareholder(s)”	holder(s) of Shares and, where the context requires, ADSs
“Share(s)”	the Class A ordinary shares and Class C ordinary shares in the share capital of the Company, as the context so requires
“STA”	State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“Stock Incentive Plans”	the Stock Incentive Plans, details of which are set out in the section headed “Directors and Senior Management — Compensation”
“subsidiaries”	has the meaning ascribed thereto in the Hong Kong Listing Rules
“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC

DEFINITIONS

“Track Record Period”	the years ended December 31, 2018, 2019 and 2020 and the nine months ended September 30, 2021
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Exchange Act”	the United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder
“U.S. GAAP”	accounting principles generally accepted in the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“variable interest entities,” “VIE” or “VIEs”	our variable interest entities, the financial results of which are consolidated into our consolidated financial statements as if they were our subsidiaries
“VAT”	value-added tax; all amounts are exclusive of VAT in this document except where indicated otherwise
“VIE structure” or “Contractual Arrangements”	variable interest entity structure and, where the context requires, the agreements underlying the structure
“weighted voting right”	has the meaning ascribed to it under the Hong Kong Listing Rules
“WVR beneficiary(ies)”	has the meaning ascribed to it under the Hong Kong Listing Rules and unless the context otherwise requires, refers to Mr. Bin Li, holding the Class C ordinary shares, which entitle each to weighted voting rights, details of which are set out in the section headed “Share Capital”
“WVR share(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules and unless the context otherwise requires, refers to the Class C ordinary shares which entitle each to weighted voting rights, details of which are set out in the section headed “Share Capital”
“WVR structure”	has the meaning ascribed to it under the Hong Kong Listing Rules

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

DEFINITIONS

Unless otherwise expressly stated or the context otherwise requires, all data in this document is as of the date of this document.

The English names of PRC entities, PRC laws or regulations, and PRC governmental authorities referred to in this document are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.