

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the listing document dated February 28, 2022 (the “**Listing Document**”) issued by NIO Inc. (the “**Company**”).

This announcement is for information purposes only and does not constitute an offer or an invitation by any person to acquire, purchase or subscribe for shares or other securities of the Company. Prospective investors should read the Listing Document for detailed information about the Company.

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NIO Inc.

*(A company controlled through weighted voting rights and
incorporated in the Cayman Islands with limited liability)*

NOTICE OF LISTING BY WAY OF INTRODUCTION ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Joint Sponsors

Morgan Stanley

CREDIT SUISSE



CICC 中金公司

LISTING AND DEALINGS

Application has been made to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Class A ordinary shares in issue pursuant to the Introduction, the Class A ordinary 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 Class A ordinary shares to be issued on the conversion of convertible notes and after the conversion of our Class B ordinary shares or Class C ordinary shares into Class A ordinary shares.

Our ADSs are currently listed and traded on the NYSE. We have applied for a secondary listing of our Class A ordinary shares on the Main Board of the Hong Kong Stock Exchange pursuant to Rule 8.05(3) and Chapter 19C (Secondary Listings of Qualifying Issuers) as well as Chapter 8A (Weighted Voting Rights) of the Hong Kong Listing Rules. The listing of Class A ordinary shares on the Main Board of the Hong Kong Stock Exchange is by way of introduction only and there are no Shares being issued or sold in connection with the Listing.

Dealings in the Class A ordinary shares on the Hong Kong Stock Exchange are expected to commence on Thursday, March 10, 2022. Our Class A ordinary shares will be traded on the Hong Kong Stock Exchange in board lots of 10 Class A ordinary shares. Dealings in our Class A ordinary shares on the Hong Kong Stock Exchange will be conducted in Hong Kong dollars. The stock code of our Class A ordinary shares on the Hong Kong Stock Exchange is 9866.

ELIGIBILITY FOR CCASS

Subject to the granting of the approval for the listing of, and permission to deal in, the Class A ordinary shares on the Hong Kong Stock Exchange and the compliance with the stock admission requirements of HKSCC, the Class A ordinary shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Hong Kong Stock Exchange or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the CCASS Rules and operational procedures in effect from time to time. All necessary arrangements have been made for the Class A ordinary shares to be admitted into CCASS.

AVAILABILITY OF THE LISTING DOCUMENT

Electronic copies of the Listing Document are available at the websites of the Company at <https://ir.nio.com>, and the Hong Kong Stock Exchange at www.hkexnews.hk.

TRANSFER OF SHARES TO HONG KONG PRIOR TO LISTING

As disclosed in the section headed “Market Arrangements to Facilitate Dealings in Hong Kong” of the Listing Document, arrangements have been made to facilitate transfer to Hong Kong and conversion of ADSs to Class A ordinary shares.

For holders of our Class A ordinary shares that have already submitted the specimen signature(s) to Hong Kong Share Registrar and opened a broker account in Hong Kong or otherwise have a CCASS Investor Participant account, Shareholders shall make necessary arrangement with the broker or arrange personally for deposit into the relevant CCASS Participant’s stock account or CCASS Investor Participant stock account.

For holders of our ADSs that have already opened a broker account in Hong Kong or otherwise have a CCASS Investor Participant account, our ADS holders shall instruct the broker to arrange, or arrange personally, for cancellation of the ADSs and the transfer of the underlying Class A ordinary shares from the depository’s account with the custodian within the CCASS system to the investor’s Hong Kong stock account.

Our Company has arranged with its principal share registrar in the Cayman Islands and Hong Kong Share Registrar to arrange for the removal of a portion of our Class A ordinary shares (which includes Shares underlying our ADSs) from our Cayman share register to our Hong Kong share register prior to Listing at no additional cost to Shareholders prior to Listing.

BRIDGING ARRANGEMENTS

In connection with the Listing, Morgan Stanley Hong Kong Securities Limited and China International Capital Corporation Hong Kong Securities Limited have been appointed as the Designated Dealer and the Alternate Designated Dealer, respectively. Upon the Listing and during the Bridging Period (being the 30-day period from and including the Listing Date), the Designated Dealer, on its own account, will seek to undertake, or, under the circumstance that the trades cannot be undertaken by the Designated Dealer as a result of technical failures, request the Alternate Designated Dealer to undertake, certain trading activities in circumstances as described in the section headed “Market Arrangements to Facilitate Dealings in Hong Kong” of the Listing Document. The Bridging Period will end on April 8, 2022. The Alternate Designated Dealer will only undertake trading activities at the request of the Designated Dealer. Such arbitrage activities are expected to contribute to the liquidity of trading in the Shares in the Hong Kong market upon the Listing as well as to reduce potential material divergence between Share prices in the Hong Kong and the New York markets.

In connection with the bridging arrangements, Stock Borrowing Agreements were entered into between the Designated Dealer, as borrower, and each of CHJ Limited, a wholly-owned SPV of the Company, and Image Frame Investment (HK) Limited, one of the Tencent Entities (each as a “**Lender**” and together as “**Lenders**”), respectively, on February 27, 2022 to ensure that the designated dealers will have ready access to appropriate quantities of Class A ordinary shares for settlement purposes upon Listing and during the Bridging Period. The Stock Borrowing Agreements will come into effect from the first day of the Bridging Period.

Pursuant to the Stock Borrowing Agreements, the Lenders will make available to the borrower stock lending facilities of up to 41,400,000 Class A ordinary shares (the “**Borrowed Shares**”), or approximately 2.7% of the Class A ordinary shares in issue immediately upon Listing (without taking into account the additional Shares to be issued under the Stock Incentive Plans, Class A ordinary shares issued and reserved for future issuance upon exercising or vesting of awards granted under our Stock Incentive Plan and assuming all Class B ordinary shares will be converted into Class A ordinary shares upon Listing), on one or more occasions, subject to applicable Laws. The Borrowed Shares will be registered on our Hong Kong share register and admitted into CCASS prior to and upon Listing.

Under the Stock Borrowing Agreements, the Borrowed Shares shall be returned to the Lenders within 15 Business Days after the expiry of the Bridging Period, but may be postponed in case the procedure for re-delivering and transfer of the Borrowed Shares is unable to be completed within this period. To close out their borrowed positions, the Designated Dealer and/or Alternate Designated Dealer may purchase ADSs from the NYSE and convert such ADSs into Class A ordinary shares or purchase Class A ordinary shares from the Hong Kong Stock Exchange or use any unutilised Borrowed Shares (other than Class C ordinary shares) registered on our Hong Kong share register to transfer to the Lenders. If necessary, the Designated Dealer and/or Alternate Designated Dealer may repeat the process or alternatively may purchase Class A ordinary shares from the Hong Kong market, in order to provide additional liquidity to meet demand for our Class A ordinary shares in the Hong Kong market during the Bridging Period.

In the unlikely event that the Borrowed Shares is falling short of what is required, the Designated Dealer and/or Alternate Designated Dealer will have the option to borrow more ADSs from the U.S. market and convert these to Class A ordinary shares in Hong Kong in order to further facilitate the liquidity arrangements if necessary.

Certain trades envisaged to be carried out by the Designated Dealer and Alternate Designated Dealer during the Bridging Period may constitute covered short-selling (or be deemed to constitute short-selling) under Hong Kong Laws. The Rules and Regulations of the Exchange and the Options Trading Rules (“**Rules of the Exchange**”) prohibit short-selling other than short selling of Designated Securities (as defined in the Rules of the Exchange) during the Continuous Trading Period (as defined in the Rules of the Exchange).

The Designated Dealer and Alternate Designated Dealer, have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted, an exemption: (i) in order to permit the Designated Dealer and Alternate Designated Dealer to conduct the proposed activities as described in the section headed “Market Arrangements to Facilitate Dealings in Hong Kong” of the Listing Document which may constitute (or may be deemed to constitute) short-selling of securities during the pre-opening session (as defined in the Rules of the Exchange as being from 9:00 a.m. to 9:30 a.m. on the commencement of the morning trading session, Hong Kong time), the Continuous Trading Period in circumstances where the Shares are not Designated Securities, and closing auction session (as defined in the Rules of Exchange as being from 4:00 p.m to 4:10 p.m. on closing of afternoon session or, when there is no afternoon session on the eves of Christmas, New year and Lunar New Year, from 12:00 noon to 12:10 p.m., Hong Kong time); and (ii) from the regulation that a short sale shall not be made on the Hong Kong Stock Exchange below the POS reference price, the best current ask price or the CAS reference price except where the Designated Security is a Market Making Security (as defined in the Rules of the Exchange) approved by the SFC to be excluded from the application of the regulation.

The Designated Dealer and the Alternate Designated Dealer have each set up a designated dealer identity number, being 7681 and 7683, respectively, solely for the purposes of carrying out arbitrage trades under this exercise in Hong Kong, in order to ensure identification and thereby enhance transparency of such trades in the Hong Kong market. Any change in such designated dealer identity number will be disclosed as soon as practicable by way of announcement on the website of our Company and on both the Hong Kong Stock Exchange and the NYSE.

The Company will, as soon as practicable and in any event before the opening of trading hours on the business day immediately before the first day of the Listing, release an announcement on the Hong Kong Stock Exchange and our Company’s website to inform the investing public the total number of Class A ordinary shares which have been registered on the Hong Kong share register.

Prospective investors should refer to the section headed “Market Arrangements to Facilitate Dealings in Hong Kong – Bridging Arrangements” of the Listing Documents for further details.

INVESTOR EDUCATION

Prior to the Listing, our Company and the Joint Sponsors will cooperate to inform the investor community of general information about our Company, as well as the developments and/or changes to the bridging arrangements as disclosed in the Listing Document. After the Listing has taken place, our Company and the Joint Sponsors may continue to take measures to educate the public. The following measures may be taken to enhance transparency of our Company and the bridging arrangements as appropriate:

- (a) media briefings and press interviews to inform investors of the arrangements;
- (b) analyst briefings to local brokerages/research houses that cover Hong Kong-listed electric vehicle companies;
- (c) investors relation activities, such as a non-deal road show, to maintain the interest of investors in our Shares and our business;
- (d) details of the available pool of Class A ordinary shares (with the aggregate number of Class A ordinary shares which have been registered on the Hong Kong share register and the inventory held by the Designated Dealer, and the designated broker identity number(s) for carrying out liquidity activities) at the time of the Listing to meet the demand in the Hong Kong market will be disclosed by way of an announcement on the websites of our Company and the Hong Kong Stock Exchange not later than one business day before the commencement of trading of our Class A ordinary shares on the Hong Kong Stock Exchange;
- (e) information, including the previous day closing price of our Company, trading volume and other relevant historical trading data will be disclosed by way of a daily announcement on the websites of our Company and the Hong Kong Stock Exchange during a period of three business days prior to the commencement of dealings in our Shares on the Hong Kong Stock Exchange;
- (f) information on developments and updates of the liquidity arrangements (for example, updates on the accumulated average daily trading volume of our Class A ordinary shares on the Hong Kong Stock Exchange at interim periods) will be disclosed by way of announcement on the websites of our Company and the Hong Kong Stock Exchange; and
- (g) electronic copies of this document will be available for public download from the websites of our Company and the Hong Kong Stock Exchange.

We have, and will continue to, take various measures to keep our Shareholders, investors and the market informed about our market arrangements, including dealing activities under the bridging and liquidity arrangements, and investor education prior to and after Listing. This includes, in addition to those disclosed in “Market Arrangements to Facilitate Dealings in Hong Kong” in the Listing Document, the following measures:

- (a) publishing an announcement on the websites of the Company and on the Hong Kong Stock Exchange and the NYSE as soon as practicable and in any event before 9:00 a.m. on the Business Day immediately before the Listing Date disclosing the number of Class A ordinary shares removed from our principal share register and registered on our Hong Kong share register.
- (b) the interests of, and changes in interests from the dealings of, Designated Dealer and Alternate Designated Dealer in our Shares will be disclosed on the Hong Kong Stock Exchange website in accordance with Part XV of the SFO and other applicable Laws.
- (c) additional information about our Company can be found in our Company’s filings with the SEC and published on the SEC website.

Prospective investors should refer to the section headed “Market Arrangements to Facilitate Dealings in Hong Kong” of the Listing Document for further details.

Dealings in the Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on March 10, 2022. The Shares will be traded in board lots of 10 Class A ordinary shares each.

This announcement is available for viewing on the respective websites of the Company at <https://ir.nio.com>, and the Hong Kong Stock Exchange at www.hkexnews.hk.

By Order of the Board
NIO Inc.
Bin Li
Founder, Chairman and Chief Executive Officer

Hong Kong, February 28, 2022

As at the date of this announcement, the board of directors of the Company comprises Mr. Bin Li, Mr. Lihong Qin, Mr. James Gordon Mitchell as the directors, and Mr. Hai Wu, Mr. Denny Ting Bun Lee and Ms. Yu Long as the independent directors.