

SECTION A1

WAIVERS AND EXEMPTIONS

In preparation for the Introduction, the Company has sought the following waivers and exemptions from strict compliance with the relevant provisions of the Hong Kong Listing Rules and the SFO and have applied for a ruling under the Takeovers Codes:

Rules	Subject matter
Rule 2.07A of the Hong Kong Listing Rules	Printed Corporate Communications
Rule 4.04(1) of the Hong Kong Listing Rules	Disclosure Requirements Relating to the Accountant's Report
Rules 4.04(2) and 4.04(4)(a) of the Hong Kong Listing Rules	Investments after the Track Record Period
Rules 4.04(3)(a), 4.05(2) and 4.13 of the Hong Kong Listing Rules	Disclosure Requirements Relating to the Accountant's Report
Rule 8A.12 of the Hong Kong Listing Rules	Minimum Economic Interest at Listing
Rule 8A.44 and Appendix 3 to the Hong Kong Listing Rules	Requirements Relating to the Articles of Association of the Company
Rule 9.09(b) of the Hong Kong Listing Rules	Dealings in Shares prior to Listing
Rule 13.25B of the Hong Kong Listing Rules	Monthly Return
Rule 13.46(2)(b) of the Hong Kong Listing Rules	Laying 2021 Annual Financial Statements Before Members at an Annual General Meeting Within Six Months After the End of Financial Year
Paragraphs 13 and 26 of Appendix 1A to the Hong Kong Listing Rules	Particulars of any Commissions, Discounts and Brokerages and Alterations of Capital
Paragraph 27 of Appendix 1A of the Hong Kong Listing Rules	
Paragraph 28(1)(b)(i), (ii) and (v) of Appendix 1A to the Hong Kong Listing Rules	Disclosure Requirements in respect of Suppliers
Paragraph 29(1) of Appendix 1A to the Hong Kong Listing Rules	Disclosure of Information on Subsidiaries Whose Profits or Assets Make Material Contribution to the Company

Rules	Subject matter
Paragraph 32 of Appendix 1A to the Hong Kong Listing Rules and Guidance Letter HKEX-GL37-12	Timing Requirement of Liquidity Disclosure
Paragraphs 33(2), 33(3), 46(2), 46(3) of Appendix 1A to the Hong Kong Listing Rules	Disclosure Requirements of the Remuneration of Directors and Five Individuals Whose Emoluments Were Highest
Section 4.1 of the Introduction to the Takeovers Codes	Not a public company in Hong Kong under Takeovers Code
Part XV of the SFO	Disclosure of interests under Part XV of SFO
Paragraphs 41(4) and 45 of Appendix 1A to and Practice Note 5 of the Hong Kong Listing Rules	Disclosure of Interests Information

PRINTED CORPORATE COMMUNICATIONS

Rule 2.07A of the Hong Kong Listing Rules provides that a listed issuer may send or otherwise make available to the relevant holders of its securities any corporate communication by electronic means, provided that either the listed issuer has previously received from each of the relevant holders of its securities an express, positive confirmation in writing or the shareholders of the listed issuer have resolved in a general meeting that the listed issuer may send or supply corporate communications to shareholders by making them available on the listed issuer's own website or the listed issuer's constitutional documents contain provision to that effect, and certain conditions are satisfied.

The Company's ADSs have been listed on the NYSE since September 2018. The Company has a diverse shareholder base with ADS holders globally.

The Company does not currently produce or send out any corporate communications to its shareholders or holders of ADSs in printed form unless requested or in limited circumstances. The Company publicly files or furnishes various corporate communications with the SEC which are posted on the SEC's website. The Company's annual reports on Form 20-F and current reports on Form 6-K are also available free of charge on its website as soon as reasonably practicable after they are filed with or furnished to the SEC. Further, the Company will post its proxy materials and notices to its shareholders and holders of ADSs on a publicly accessible website. Those documents will also be available on the Company's website.

Given the Company's diverse shareholder base and the potential number of countries in which its shareholders are located, the Company considers that it would not be practicable for the Company to send printed copies of all its corporate communications to all of its shareholders. Further, the Company considers that it would also not be practicable for the Company to approach its existing shareholders individually to seek confirmation from them of their wish to receive corporate communications in electronic form, or to provide them with the right to request corporate communications in printed form instead.

The Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with Rule 2.07A of the Hong Kong Listing Rules on the conditions that the Company will:

- (a) issue all future corporate communications as required by the Hong Kong Listing Rules on its own website in English and Chinese, and on the Hong Kong Stock Exchange's website in English and Chinese;
- (b) provide printed copies of proxy materials in English and Chinese to its shareholders at no costs upon request; and
- (c) ensure that the "Investor Relations" page of its website (<http://ir.nio.com>) will direct investors to all of its future filings with the Hong Kong Stock Exchange.

WAIVER IN RELATION TO RULE 4.04(1) OF THE LISTING RULES

According to Rule 4.04(1) of the Listing Rules, the Accountants' Report contained in this document must include, inter alia, the results of our Group in respect of each of the three financial years immediately preceding the issue of this document or such shorter period as may be acceptable to the Stock Exchange.

The Accountants' Report for each of the three years ended December 31, 2018, 2019 and 2020 and the nine months ended September 30, 2021 has been prepared and set out in Appendix I to this document.

Our Directors confirm that there has been no material adverse change to the financial and trading positions or prospects of the Company based on the trading results of the Company between October 1, 2021 and December 31, 2021.

Pursuant to the relevant requirement set out above, our Company is required to produce three full years of audited accounts for the years ended December 31, 2019, 2020 and 2021. As such, an application was made to the Stock Exchange for a waiver from strict compliance with Rule 4.04(1) of the Listing Rules, and such waiver was granted by the Stock Exchange on the conditions that:

- (a) this document will be issued on or before February 28, 2022 and shares of our Company must be listed on the Stock Exchange on or before March 31, 2022 (i.e. three months after the latest financial year end of our Company); and
- (b) this document contains loss estimate for the year ended December 31, 2021 (in compliance with Rules 11.17 to 11.19 of the Listing Rules) and the statement from our Directors that after performing all due diligence work which they consider appropriate, there is no material and adverse change to our financial and trading positions or prospects since September 30, 2021.

The application to Stock Exchange for a waiver from strict compliance with Rule 4.04(1) of the Listing Rules was made on the grounds, among others, that strict compliance with the above requirement would be unduly burdensome and the waiver would not prejudice the interest of the investing public as:

- (a) there would not be sufficient time for our Company and the Reporting Accountant to finalize the audited financial statements for the year ended December 31, 2021 for inclusion in this document. If the financial information for the year ended December 31, 2021 is required to be audited, our Company and the Reporting Accountant would have to carry out substantial work to prepare, update and finalize the Accountants' Report and this document and the relevant sections of this document will need to be updated to cover such additional period within short period of time and will lead to the delay of the current timetable for the Introduction;
- (b) our Directors and the Joint Sponsors confirm that after performing sufficient due diligence work, up to the date of this document, there has been no material adverse change to our financial and trading positions or prospects since September 30, 2021 up to the date of this document and there has been no event which would materially affect the information shown in the Accountants' Report as set out in Appendix I to this document and the loss estimate for the year ended December 31, 2021 since September 30, 2021 as set out in Appendix III to this document; and

our Company is of the view that the Accountants' Report covering the three financial years ended December 31, 2018, 2019 and 2020 and the nine months ended September 30, 2021 (in compliance with Rules 11.17 to 11.19 of the Listing Rules) included in this document, together with the loss estimate for the year ended December 31, 2021, will provide the potential investors with adequate and reasonably up-to-date information of the circumstances to form a view on the track record and earnings trend of our Company; and our Directors and the Joint Sponsors confirm that all information which is necessary for the investing public to make an informed assessment of our business, assets and liabilities, financial position, trading position, management and prospects has been included in this document. Further, our Company will comply with Rule 13.46(2) of the Listing Rules in respect of the publication of annual report for the year ended December 31, 2021. Therefore, the waiver would not prejudice the interest of the investing public.

INVESTMENTS AFTER THE TRACK RECORD PERIOD

Pursuant to Rules 4.04(2) and 4.04(4)(a) of the Hong Kong Listing Rules, the accountant's report to be included in a listing document must include the income statements and balance sheets of any subsidiary or business acquired, agreed to be acquired or proposed to be acquired since the date to which its latest audited accounts have been made up in respect of each of the three financial years immediately preceding the issue of the listing document.

Investments since the Track Record Period

Since the Track Record Period and up to the Latest Practicable Date, the Company has made or proposed to make minority investments (the "Investments") in a few companies in the ordinary and usual course of business to further its strategic objectives, the details of which are set out below:

Targets⁽¹⁾⁽³⁾	Consideration⁽²⁾ (approximately RMB million)	Percentage of shareholding/ equity interest⁽²⁾	Principal business activities
Entity A	330	33.3%	Investment fund
Entity B ⁽⁶⁾	300	10.0%	Investment fund
Entity C	5	2.0%	Automobile research and consulting
Entity D ⁽⁴⁾	5	24.3%	Asset management
Entity E ⁽⁵⁾	45	52.4%	Asset management
Entity F ⁽⁶⁾	14	45.0%	Asset management

Notes:

- (1) Given that the Company has not yet entered into legally binding agreements for certain of the above Investments as at the Latest Practicable Date, the terms and information set out above might be subject to further changes.
- (2) The approximate percentage of shareholding/equity interest represents the Company's total pro forma shareholding in each of the Investments after the completion of the disclosed transaction.
- (3) Save for Entities B, D, E & F, to the best of our directors' knowledge, information and belief having made all reasonable enquiry, none of the core connected persons at the level of the Company is a controlling shareholder of the target in each Investments.
- (4) Mr. Bin Li, our founder, chairman and chief executive officer, is a controlling shareholder of a company which has approximately 31.24% equity interest in Entity D.
- (5) The financial statements of Entity E will not be expected to be consolidated with that of the Group upon the completion of the proposed investment given that the Company does not have any control over the decision making of Entity E and represents a minority in the board of directors. Separately, Mr. Bin Li is a controlling shareholder of a company which indirectly controls Entity E. For the avoidance of doubt, Mr. Bin Li does not have any direct shareholding in Entity E.
- (6) Mr. Bin Li is a controlling shareholder of a company which indirectly controls Entity F and Entity F is the general partner of Entity B. For the avoidance of doubt, Mr. Bin Li does not have any direct shareholding in Entity B or Entity F.

The Company confirms that the investment amount for the Investments are the result of commercial arm's length negotiations, based on factors including market dynamics, a mutually agreed valuation and/or capital need of the relevant entities' operation.

Our directors believe that the Investments will complement the Group's businesses and support the growth of its business by diversifying its investment and business portfolio. Therefore, the Investments are expected to create synergies, strengthen and support our long-term business development. Accordingly, our directors believe that the Investments, if consummated, will be fair and reasonable and in the interests of the Shareholders as a whole. The consideration for the Investments, if consummated, will be satisfied by the Group's own source of funds.

The Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with Rules 4.04(2) and 4.04(4)(a) of the Hong Kong Listing Rules in respect of the Investments on the following grounds:

Ordinary and usual course of business

The Company confirms that it makes strategic equity investments in sectors relating to its business as part of its ordinary and usual course of business. The Company has a history of making minority investments and have conducted a number of minority investments during the Track Record Period.

The percentage ratios of each Investment are all less than 5% by reference to the most recent fiscal year of the Company's Track Record Period.

The relevant percentage ratios calculated in accordance with Rule 14.07 of the Hong Kong Listing Rules for each of the Investments are all significantly less than 5% by reference to the most recent fiscal year of the Track Record Period. The Company does not believe that the Investments are subject to aggregation under Rule 14.22 of the Hong Kong Listing Rules, because (i) each of the Investments involves the acquisition of interests in a different company and (ii) the Investments were entered into, or are expected to be entered into, with different counterparties.

Accordingly, the Company believes that the Investments have not resulted in, or are not expected to result in, any significant changes to the Company's financial position since September 30, 2021, and all information that is reasonably necessary for the potential investors to make an informed assessment of the Company's activities or financial position has been included in this document. As such, the Company considers that a waiver from compliance with Rules 4.04(2) and 4.04(4)(a) of the Hong Kong Listing Rules would not prejudice the interests of the investors.

The Company is not able to exercise any control over the underlying company or business

The Company confirms that: (i) it only holds and/or will only hold a non-controlling interest in the Investments and does not control any of their boards of directors, and expects this to remain the case for any subsequent Investments; and (ii) the Company is also not involved in the day to day management of these Investments and only enjoys minority strategic shareholder rights. The minority rights given to the Company are generally commensurate to its status as a minority shareholder and are for the protection of its interests as a minority stakeholder in the Investments. These rights are neither intended, nor sufficient to compel or require the relevant companies to prepare or to disclose in this document audited financial statements for the purposes of compliance with Rules 4.04(2) and 4.04(4)(a) of the Hong Kong Listing Rules. These disclosures are also not required pursuant to applicable U.S. securities laws. It could be prejudicial and potentially harmful to the Company's portfolio relationships and commercial interests to make such disclosures. In addition, as all of these portfolio companies are private, disclosing this information could harm their interests and bring them into an unfavorable competitive position. Accordingly, as the Company does not expect the Investments to result in any material changes to its financial position after the Track Record Period, the Company does not believe the non-disclosure of the required information pursuant to Rules 4.04(2) and 4.04(4)(a) of the Hong Kong Listing Rules would prejudice the interest of the investors.

Alternative disclosure of the Investments in the listing document

The Company has provided alternative information about the Investments in this document. Such information includes that which would be required for a discloseable transaction under Chapter 14 of the Hong Kong Listing Rules that the Company's directors consider to be material, including, for example, descriptions of the relevant entities' principal business activities, the investment amounts, and a statement as to whether the core connected persons at the level of the Company is a controlling shareholder of the relevant entities. The Company has however excluded disclosure on the names of certain targets in connection with the Investments given that (i) the Company has entered into confidentiality agreements with these entities and does not have consent for such disclosure and/or (ii) the Company has not yet entered into legally binding agreements with respect to the Investments as of the Latest Practicable Date, having also considered the competitive nature of the industries in which the Company operates and the uncertainties underlying the final outcome of the Investments. The Company considers that it is commercially sensitive to disclose the identities of the companies the Company invested in or propose to invest in as such information may enable the Company's competitors to anticipate the Company's investment strategy. Since each of the relevant percentage ratios of each of the Investments is less than 5% by reference to the most recent fiscal year of the Track Record Period, the Company believes the current disclosure is adequate for potential investors to form an informed assessment of the Company.

DISCLOSURE REQUIREMENTS RELATING TO THE ACCOUNTANT'S REPORT

Rules 4.04(3)(a), 4.05(2) and 4.13 of the Hong Kong Listing Rules set out certain historical financial information to be included in a listing document that is not required to be disclosed under U.S. GAAP, including in particular:

- (a) balance sheet at a company level;
- (b) aging analysis of accounts receivables;
- (c) aging analysis of accounts payables; and
- (d) adjustments made to show profits of all periods in accordance with the relevant accounting standards in relation to the last fiscal year reported on.

In accordance with U.S. GAAP, the Company has applied the modified retrospective method to account for the impact of the adoption of certain new accounting standards in the Track Record Period. Under the modified retrospective method adopted by our Group, comparative periods in the latest consolidated financial statements are not retrospectively adjusted.

During the Track Record Period, the Company adopted, among other new accounting standards that did not have a material impact on our consolidated financial statements, Accounting Standards Update 2016-13 "Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments", or ASC Topic 326, and "Accounting Standards Update 2016-02 "Leases" (Topic 842)," including certain transitional guidance and subsequent amendments, or ASC 842. The relevant accounting policies upon the adoption of these new accounting standards are disclosed in the "Accountant's Report" in Appendix I to this document.

ASC Topic 326 was adopted on January 1, 2020 using the modified retrospective approach with a cumulative-effect increase of approximately RMB23.0 million recorded in accumulated deficit on January 1, 2020. The new standard amends previously issued guidance regarding the impairment of financial instruments by creating an impairment model that is based on expected losses rather than incurred losses. The adoption of ASC Topic 326 had no significant impact on our Group's financial position and performance.

ASC 842 was adopted on January 1, 2019 using the additional transition method by applying the new lease standard to all leases existing as of January 1, 2019, the date of initial application, and no adjustments were made to the comparative periods. Adoption of the new lease standard resulted 1) recognition of right-of-use assets of RMB2,023.8 million and lease liabilities of RMB2,102.2 million for operating leases on the consolidated balance sheet; 2) recognition of right-of-use assets of RMB5.6 million and lease liabilities of RMB7.7 million for finance leases on the consolidated balance sheet, as of 1 January 2019. There was no adjustment to the beginning accumulated deficit on January 1, 2019.

This document includes the following alternative disclosures:

- (a) for certain new accounting standards that came into effect during the Track Record Period, the accounting policies as well as the impact of adoption, if any, to the beginning accumulated deficit of initial application (i.e., January 1, 2019 and 2020) has been disclosed in the “Accountant’s Report” in Appendix I to this document in accordance with the relevant requirements under U.S. GAAP; and
- (b) disclosure of the relevant accounting policies adopted for the Track Record Period in the “Accountant’s Report” in Appendix I to this document.

As this document has included the above alternative disclosures and the current disclosure in the this document contains all information which is necessary for the investors to make an informed assessment of the business, asset and liability, financial position, trading position, management and prospect of the Group, the Company believes that it would be of no material value to the Hong Kong investors and be unduly burdensome for the Accountant’s Report in Appendix I to this document to include certain required information pursuant to Rules 4.04(3)(a), 4.05(2) and 4.13 of the Hong Kong Listing Rules and that the non-disclosure of such information will not prejudice the interests of investors.

The Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 4.04(3)(a), 4.05(2) and 4.13 of the Hong Kong Listing Rules, to the extent not strictly met by the current disclosure in this document.

MINIMUM ECONOMIC INTEREST AT LISTING

Rule 8A.12 of the Hong Kong Listing Rules requires that the beneficiaries of weighted voting rights must beneficially own collectively at least 10% of the underlying economic interest in the applicant’s total issued share capital at the time of its initial listing.

The Note to Rule 8A.12 further stipulates that the Stock Exchange may be prepared to accept a lower minimum shareholding percentage, on a case by case basis, if the lower underlying economic interest still represents a very large amount in absolute dollar terms (for example if the applicant has an expected market capitalization of over HK\$80 billion at the time of its initial listing) taking into account such other factors about the applicant as the Exchange may in its discretion, consider appropriate.

In the Stock Exchange’s Consultation Paper: A Listing Regime for Companies from Emerging and Innovative Sectors published in February 2018, the Stock Exchange stated in paragraph 116 that the rationale for the requirement contained in Listing Rule 8A.12 is to “help ensure that, at the time of its initial listing, the economic interest in the company held by all WVR beneficiaries, as a group, is large enough, in dollar terms, to align their combined interests to some extent with those of other shareholders.” On this basis, the Note to Rule 8A.12 implies a minimum economic interest, in dollar terms, of HK\$8 billion at the time of the initial listing.

As of November 30, 2021, the total market capitalization of the Company was approximately US\$67.5 billion (or HK\$526.3 billion), which is approximately 6.6 times of the HK\$80 billion expected market capitalization provided under the Note to 8A.12.

Immediately following the completion of the Introduction, assuming no additional Shares are issued under the Stock Incentive Plans and between the Latest Practicable Date and the Listing, based on closing price of US\$24.1 as of February 11, 2022, we expect to have a market capitalization of US\$40.2 billion (or HK\$313.4 billion), which is approximately 3.9 times of HK\$80 billion as provided under the Note to Rule 8A.12. Mr. Bin Li is expected to beneficially own approximately 9.9% of the underlying economic interest in our issued share capital upon the Listing, representing approximately HK\$31.8 billion in absolute dollar terms, which is approximately 3.9 times of HK\$8 billion.

The Note to Rule 8A.12 also provides that the Exchange will take into account such other factors about the applicant as the Exchange may in its discretion, consider appropriate. Mr. Bin Li, our WVR beneficiary and the founder, largest shareholder, chairman and chief executive officer of the Company, has demonstrated an unfailing commitment and played a pivotal role in leading the Company since its founding in 2014. Mr. Bin Li has dedicated his time over the past decade towards building the Company, and as such, Mr. Li's personal interests are fully aligned with those of the Company and other shareholders.

We have applied to the Hong Kong Stock Exchange, and the Hong Kong Stock Exchange has granted us, a waiver from strict compliance with the requirements of Rule 8A.12 of the Hong Kong Listing Rules on the conditions that:

- (a) the Company will have an expected market capitalization that significantly exceeds HK\$80 billion at the time of the Listing;
- (b) Mr. Bin Li will beneficially own approximately 9.9% of the underlying economic interest in the Company's total issued share capital at the time of the Listing; and
- (c) the Company has made appropriate disclosure of such lower economic interest percentage of Mr. Bin Li in this document.

REQUIREMENTS RELATING TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Rule 19C.02A(1)(b) of the Hong Kong Listing Rules provides that the Hong Kong Stock Exchange may refuse a listing if in its opinion the overseas issuer's primary listing is or is to be on an exchange that cannot provide the shareholder protection standards that are at least equivalent to those provided in Hong Kong. Pursuant to Appendix 3 to the Hong Kong Listing Rules, an issuer must demonstrate how the domestic laws, rules and regulations to which it is subject and its constitutional documents, in combination, provide the shareholder protection standards set out in Appendix 3 to the Hong Kong Listing Rules.

Rule 8A.44 of the Hong Kong Listing Rules requires issuers with WVR structures such as the Company to give force to the requirements of rules 8A.07, 8A.09, 8A.10, 8A.13, 8A.14, 8A.15, 8A.16, 8A.17, 8A.18, 8A.19, 8A.21, 8A.22, 8A.23, 8A.24, 8A.26, 8A.27, 8A.28, 8A.29, 8A.30, 8A.31, 8A.32, 8A.33, 8A.34, 8A.35, 8A.37, 8A.38, 8A.39, 8A.40 and 8A.41 by incorporating them into their articles of association or equivalent document (together with the requirements under Appendix 3 to the Hong Kong Listing Rules, the "**Listing Rules Articles Requirements**").

The Company's Articles do not comply with some of the Listing Rules Articles Requirements, namely, (i) paragraphs 14(1), 14(2), 14(4), 15, 17 and 20 of Appendix 3 to the Hong Kong Listing Rules and (ii) Rules 8A.07, 8A.09, 8A.13 to 8A.19, 8A.21 to 8A.24, 8A.26 to 8A.35 and 8A.37 to 8A.41 of the Hong Kong Listing Rules (together, the “**Unmet Listing Rules Articles Requirements**”). The Company will seek shareholders' approval to incorporate the Unmet Listing Rules Articles Requirements into its Articles in the First AGM.

Details of how the Unmet Listing Rules Articles Requirements will be incorporated into the Company's Articles are set out below:

- (1) That, where any shareholder is, under the Hong Kong Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted (paragraph 14(4) of Appendix 3);
- (2) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied only with the consent in writing of the holders of three-fourths in nominal value of the issued shares of the class in question or with the sanction of a resolution passed at a separate general meeting of the holders of the shares of that class by members holding shares representing three-fourths in nominal value of the shares present in person or by proxy and voting at such meeting. To every such separate general meeting the provisions of the Company's articles relating to general meetings shall mutatis mutandis apply, but the quorum provisions relevant to any such meeting may be varied (paragraph 15 of Appendix 3);
- (3) Any annual general meeting must be called by written notice of at least 21 days, and that any other general meeting (including an extraordinary general meeting) must be called by written notice of at least 14 days. (paragraph 14(2) of Appendix 3);
- (4) That the appointment, removal and remuneration of auditors must be approved by a majority of the issuer's members or other body that is independent of the board of directors (paragraph 17 of Appendix 3);
- (5) The branch register of members in Hong Kong shall be open for inspection by members but the Company may close the register in terms equivalent to section 632 of the Companies Ordinance (paragraph 20 of Appendix 3);
- (6) An annual general meeting shall be held in each financial year and the audited accounts shall be sent to members at the same time as the notice of annual general meeting (paragraph 14(1) of Appendix 3);
- (7) A WVR structure must attach weighted voting rights only to a class of an issuer's equity securities and confer on a beneficiary enhanced voting power on resolutions tabled at the issuer's general meetings only. In all other respects, the rights attached to a class of equity securities conferring weighted voting rights must otherwise be the same as the rights attached to the issuer's listed ordinary shares (Rule 8A.07 of the Hong Kong Listing Rules);

- (8) The Company shall not take any action (including the issue or repurchase of shares of any class) that would result in (a) the aggregate number of votes entitled to be cast by all holders of Class A ordinary shares (for the avoidance of doubt, excluding those who are also holders of WVR shares) present at a general meeting to be less than 10% of the votes entitled to be cast by all members at a general meeting; or (b) an increase in the proportion of WVR shares to the total number of shares in issue (Rules 8A.09 and 8A.13 of the Hong Kong Listing Rules);
- (9) No further WVR shares shall be issued by the Company, except with the prior approval of the Hong Kong Stock Exchange and pursuant to (a) an offer to subscribe for shares made to all the members pro rata (apart from fractional entitlements) to their existing holdings; (b) a pro rata issue of shares to all the members by way of scrip dividends; or (c) pursuant to a share subdivision or other similar capital reorganization; provided that, each member shall be entitled to subscribe for (in a pro rata offer) or be issued (in an issue of shares by way of scrip dividends) shares in the same class as the shares then held by him, notwithstanding article 16 of the Company's existing Articles; and further provided that the proposed allotment or issuance will not result in an increase in the proportion of WVR shares in issue, so that:
- (i) if, under a pro rata offer, any holder of WVR shares does not take up any part of the WVR shares or the rights thereto offered to him, such untaken shares (or rights) shall only be transferred to another person on the basis that such transferred rights will only entitle the transferee to an equivalent number of Class A ordinary shares; and
 - (ii) to the extent that rights to Class A ordinary shares in a pro rata offer are not taken up in their entirety, the number of WVR shares that shall be allotted, issued or granted in such pro rata offer shall be reduced proportionately. (Rule 8A.14 of the Hong Kong Listing Rules);
- (10) If the Company reduces the number of its shares in issue (e.g. through a purchase of its own shares) the WVR beneficiary must reduce their weighted voting rights in the Company proportionately (for example through conversion of a proportion of their shareholding with those rights into shares without those rights), if the reduction in the number of shares in issue (which, for the purpose of this article, excludes all of the treasury shares) would otherwise result in an increase in the proportion of the Company's shares that carry weighted voting rights (Rule 8A.15 of the Hong Kong Listing Rules);
- (11) The Company must not change the terms of the WVR shares to increase the number of votes to which each WVR share is entitled (Rule 8A.16 of the Hong Kong Listing Rules);

(12) WVR shares shall only be held by a director or a limited partnership, trust, private company or other vehicle wholly owned or wholly controlled by a director (“**Director Holding Vehicle**”). Subject to the Hong Kong Listing Rules or other applicable laws or regulations, each WVR share shall be automatically converted into one Class A ordinary share upon the occurrence of any of the following events:

- (i) the decease of the holder of such WVR share (or, where the holder is a Director Holding Vehicle, the decease of the director holding or controlling such Director Holding Vehicle);
- (ii) the holder of such WVR share ceasing to be a director or a Director Holding Vehicle for any reason;
- (iii) the holder of such WVR share (or, where the holder is a Director Holding Vehicle, the director holding or controlling such Director Holding Vehicle) being deemed by the Hong Kong Stock Exchange to be incapacitated for the purpose of performing his duties as a director; or
- (iv) the holder of such WVR share (or, where the holder is a Director Holding Vehicle, the director holding or controlling such Director Holding Vehicle) being deemed by the Hong Kong Stock Exchange to no longer meet the requirements of a director set out in the Hong Kong Listing Rules;

The weighted voting rights attached to a beneficiary’s shares must cease upon transfer to another person of the beneficial ownership of, or economic interest in those shares or the control over the voting rights attached to them (through voting proxies or otherwise). A limited partnership, trust, private company or other vehicle may hold shares carrying weighted voting rights on behalf of a beneficiary of weighted voting rights provided that such an arrangement does not result in a circumvention of rule 8A.18(1). The Hong Kong Stock Exchange would not consider a lien, pledge, charge or other encumbrance on shares carrying weighted voting rights to be a transfer for the purpose of rule 8A.18 on condition that this does not result in the transfer of the legal title or beneficial ownership of those shares or the voting rights attached to them (through voting proxies or otherwise). The Hong Kong Stock Exchange would consider a transfer to have occurred under rule 8A.18 if a beneficiary of weighted voting rights and a non-WVR shareholder(s) enter into any arrangement or understanding to the extent that this resulted in a transfer of weighted voting rights from the beneficiary of those weighted voting rights to the non-WVR shareholder (Rules 8A.17, 8A.18(1), 8A.18(2) and 8A.19 of the Listing Rules);

If a vehicle holding shares carrying weighted voting rights in a listed issuer on behalf of a beneficiary no longer complies with rule 8A.18(2), the beneficiary’s weighted voting rights in the listed issuer must cease. The issuer and beneficiary must notify the Hong Kong Stock Exchange as soon as practicable with details of the non-compliance;

(13) Any conversion of WVR shares into Class A ordinary shares pursuant to these Articles shall be effected by the re-designation of each WVR share into one Class A ordinary share (Rule 8A.21 of the Hong Kong Listing Rules);

- (14) A listed issuer's WVR structure must cease when none of the beneficiaries of the weighted voting rights at the time of the issuer's initial listing have beneficial ownership of shares carrying weighted voting rights (Rule 8A.22 of the Hong Kong Listing Rules);
- (15) Non-WVR shareholders must be able to convene an extraordinary general meeting and add resolutions to the meeting agenda. The minimum stake required to do so must not be higher than 10% of the voting rights on a one vote per share basis in the share capital of the listed issuer (Rule 8A.23 of the Hong Kong Listing Rules);
- (16) Notwithstanding any provisions in the Company's Articles to the contrary, each Class A ordinary share and Class C ordinary share shall entitle its holder to one vote on a poll at a general meeting in respect of a resolution on any of the following matters:
 - (i) any amendment to the Company's Memorandum or Articles, including the variation of the rights attached to any class of shares;
 - (ii) the appointment or removal of any independent non-executive director;
 - (iii) the appointment or removal of the auditors; or
 - (iv) the voluntary winding-up of the Company (Rule 8A.24 of the Hong Kong Listing Rules);
- (17) The director nomination right of NIO Users Trust shall cease to be effective, and shall only be restored when the Company is no longer listed on the Hong Kong Stock Exchange (Rule 8A.18 of the Hong Kong Listing Rules);
- (18) The role of an independent non-executive director shall include, but is not limited to:
 - (i) participating in board meetings to bring an independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct;
 - (ii) taking the lead where potential conflicts of interests arise;
 - (iii) serving on the audit, remuneration, nomination and other governance committees, if invited; and
 - (iv) scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting;

The independent non-executive directors shall give the board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. They should also attend general meetings and develop a balanced understanding of the views of the members; and

The independent non-executive directors shall make a positive contribution to the development of the Company's strategy and policies through independent, constructive and informed comments (Rule 8A.26 of the Hong Kong Listing Rules);

- (19) The board shall establish a nominating and corporate governance committee, which shall perform the following duties:
- (i) review the structure, size and composition (including the skills, knowledge and experience) of the board at least annually and make recommendations on any proposed changes to the board to complement the Company's corporate strategy;
 - (ii) identify individuals suitably qualified to become directors and select or make recommendations to the board on the selection of individuals nominated for directorships;
 - (iii) assess the independence of independent non-executive directors; and
 - (iv) make recommendations to the board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer of the Company.

The nominating and corporate governance committee should make available its terms of reference explaining its role and the authority delegated to it by the board by including them on the Hong Kong Stock Exchange's website and the Company's website.

The Company should provide the nominating and corporate governance committee sufficient resources to perform its duties. Where necessary, the nominating and corporate governance committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

- (i) the process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - (ii) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the board;
 - (iii) the perspectives, skills and experience that the individual can bring to the board; and
 - (iv) how the individual contributes to diversity of the board (Rule 8A.27 of the Hong Kong Listing Rules);
- (20) The nominating and corporate governance committee shall comprise entirely of independent non-executive directors, one of whom shall act as its chairman (Rules 8A.28 and 8A.31 of the Hong Kong Listing Rules);
- (21) The independent non-executive directors shall be subject to retirement by rotation at least once every three years. Independent non-executive directors are eligible for re-appointment at the end of the three year term (Rule 8A.29 of the Hong Kong Listing Rules);

- (22) The nominating and corporate governance committee shall also perform the following duties:
- (i) develop and review the Company's policies and practices on corporate governance and make recommendations to the board;
 - (ii) review and monitor the training and continuous professional development of directors and senior management;
 - (iii) review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
 - (iv) develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
 - (v) review the Company's compliance with the code and disclosure in the Corporate Governance Report;
 - (vi) review and monitor whether the Company is operated and managed for the benefit of all of its members;
 - (vii) confirm, on an annual basis, that each holder of WVR shares (or where a holder is a Director Holding Vehicle, the person holding or controlling such vehicle) has been a director throughout the year and that none of the events set out in Rule 8A.17 of the Hong Kong Listing Rules have occurred during the relevant financial year;
 - (viii) confirm, on an annual basis, that each holder of WVR shares (or where a holder is a Director Holding Vehicle, the person holding or controlling such vehicle) has complied with rules 8A.14, 8A.15, 8A.18 and 8A.24 throughout the year;
 - (ix) review and monitor the management of conflicts of interests and make a recommendation to the board on any matter where there is a potential conflict of interest between the Company, a subsidiary of the Company and/or holders of Class A ordinary shares (considered as a group) on the one hand, and any holder of WVR shares on the other;
 - (x) review and monitor all risks related to the Company's weighted voting rights structure, including connected transactions between the Company and/or a subsidiary of the Company on one hand and any beneficiary of weighted voting rights on the other and make a recommendation to the board on any such transaction;
 - (xi) make a recommendation to the board as to the appointment or removal of the compliance adviser;
 - (xii) seek to ensure effective and on-going communication between the Company and its members, particularly with regards to the requirements of Rule 8A.35 of the Hong Kong Listing Rules;
 - (xiii) report on the work of the nominating and corporate governance committee on at least a half yearly and annual basis covering all areas of its charter in respect of corporate governance matters; and

- (xiv) disclose, on a comply or explain basis, its recommendations to the board in respect of matters in sub-paragraphs (ix) to (xi) above in the report referred to in sub-paragraph (xiii) above (Rule 8A.30 of the Hong Kong Listing Rules);
- (23) The Corporate Governance Report produced by the Company pursuant to the Hong Kong Listing Rules shall include a summary of the work of the nominating and corporate governance committee, with regards to its charter on corporate governance matters, for the accounting period covered by both the half-yearly and annual report and disclose any significant subsequent events for the period up to the date of publication of the half-yearly and annual report, to the extent possible. (Rule 8A.32 of the Hong Kong Listing Rules);
- (24) Rule 3A.19 is modified to require an issuer with a WVR structure to appoint a Compliance Adviser on a permanent basis commencing on the date of the issuer's initial listing (Rule 8A.33 of the Hong Kong Listing Rules);
- (25) The board shall consult with, and if necessary, seek advice from the compliance adviser, on a timely and ongoing basis, on any matters related to:
- (i) the weighted voting rights structure of the Company;
 - (ii) transactions in which the holders of WVR shares have an interest; and
 - (iii) where there is a potential conflict of interest between the Company, a subsidiary of the Company and/or holders of Class A ordinary shares (considered as a group) on the one hand, and any holder of WVR shares on the other (Rule 8A.34 of the Hong Kong Listing Rules);
- (26) The Company shall comply with the provisions of Appendix 14 of the Hong Kong Listing Rules regarding communication with shareholders or members of the Company (Rule 8A.35 of the Hong Kong Listing Rules);
- (27) The Company shall include the words "A company controlled through weighted voting rights" or such language as may be specified by the Hong Kong Stock Exchange from time to time on the front page of all its listing documents, periodic financial reports, circulars, notifications and announcements required by the Hong Kong Listing Rules, and describe its weighted voting rights structure, the rationale of such structure and the associated risks for the members prominently in its listing documents and periodic financial reports. This statement shall inform prospective investors of the potential risks of investing in the Company and that they should make the decision to invest only after due and careful consideration (Rule 8A.37 of the Hong Kong Listing Rules);
- (28) The documents of or evidencing title for the listed equity securities of an issuer with a WVR structure must prominently include the warning "A company controlled through weighted voting rights" (Rule 8A.38 of the Hong Kong Listing Rules);

- (29) The Company shall, in its listing documents and its interim and annual reports:
- (i) identify the holders of WVR shares (and, where a holder is a Director Holding Vehicle, the director holding or controlling such vehicle) (Rule 8A.39 of the Hong Kong Listing Rules);
 - (ii) disclose the impact of a potential conversion of WVR shares into Class A ordinary shares on its share capital (Rule 8A.40 of the Hong Kong Listing Rules); and
 - (iii) disclose all circumstances in which the weighted voting rights attached to the WVR shares shall cease (Rule 8A.41 of the Hong Kong Listing Rules).

In addition, to further enhance its shareholder protection measures, the Company will at the First AGM propose to its shareholders to amend its Articles to (i) require a general meeting postponed by the directors to be postponed to a specific date, time and place (the “**GM Postponement Requirement**”), and (ii) remove the shareholding structure of Class B ordinary shares and provisions related to Class B ordinary shares (the “**Class B Removal Requirement**”, together with the Unmet Listing Rules Articles Requirements and the GM Postponement Requirement, the “**Unmet Articles Requirements**”).

Applicability of the Relevant Period

Furthermore, in the proposed Articles to be put forth at the First AGM, we refer to the period commencing from the date on which any of the Shares first become secondary listed on the Hong Kong Stock Exchange to and including the date immediately before the day which the secondary listing is withdrawn from the Hong Kong Stock Exchange as the relevant period (the “**Relevant Period**”). During the Relevant Period, (i) NIO Users Trust will not have any director nomination right; (ii) our Company shall have only one class of shares with enhanced or weighted voting rights; (iii) our Directors shall not have the power to, amongst others, authorize share split or designate a new share class with enhanced or weighted voting rights; and (iv) certain restrictions on the WVR structure of the Company under Chapter 8A of the Hong Kong Listing Rules shall be applicable, such as, amongst others, no further increase in the proportion of WVR shares, that only a director or a director holding vehicle is permitted to hold WVR shares and automatic conversion of WVR shares into Class A ordinary shares under certain circumstances.

Notwithstanding the above and at anytime after the Relevant Period, the provisions which are subject to the Relevant Period will continue to apply in the circumstances where the Company has a change of listing status on the Hong Kong Stock Exchange other than in the case where the secondary listing of the Company is withdrawn from the Hong Kong Stock Exchange pursuant to the applicable Hong Kong Listing Rules.

Given certain shareholder protection under the Hong Kong Listing Rules will only be applicable during the Relevant Period, our investors may be afforded less protection after the Relevant Period under our amended Articles of Association to be adopted in the First AGM as compared with other companies secondary listed in Hong Kong. For further details, see “Risk Factors – Risks Related to Our Shares, Our ADS and the Listing”.

The Company undertakes to make available in our annual and interim reports a summary of the relevant provisions and implications in the event where the secondary listing of the Company is withdrawn from the Hong Kong Stock Exchange pursuant to the applicable Hong Kong Listing Rules, similar to the disclosure in this document to keep our shareholders informed.

Class meeting and full shareholders' meeting

As advised by the Company's legal adviser as to Cayman Islands laws, subsequent to the conversion of all of the Class B ordinary shares to Class A ordinary shares upon the completion of the Introduction pursuant to the conversion notice delivered by the affiliates of Tencent Holdings such that there will no longer be any issued Class B ordinary shares as of the First AGM date, the incorporation of the following Unmet Articles Requirements will require (a) approvals of both holders of Class A ordinary shares and holders of Class C ordinary shares in separate class meetings at the First AGM in accordance with article 17 of the Company's Articles because these requirements would vary the rights attached to Class A and Class C ordinary shares: Rules 8A.09, 8A.13, 8A.14, 8A.15, 8A.16, 8A.17, 8A.18(1), 8A.18(2), 8A.19, 8A.21, 8A.22, 8A.23 and 8A.24 of the Hong Kong Listing Rules – a resolution to incorporate these Unmet Articles Requirements (the “**Class-based Resolution**”) will need to be approved at the separate class meetings of holders of Class A ordinary shares (the “**Class A Meeting**”) and of Class C ordinary shares (the “**Class C Meeting**”). The quorum for the Class A and Class C Meetings will be one-third in nominal or par value amount of the issued Shares of the respective Class A and Class C ordinary shares in accordance with article 17 of the Company's Articles. The Class-based Resolution requires approval by holders of two-thirds of the voting rights of those present and voting in person or by proxy for Class A ordinary shares and Class C ordinary shares, respectively, on a one share one vote basis pursuant to article 17 of the Company's Articles.

If the Class-based Resolution is passed at both the Class A and Class C Meetings, at the full shareholders' meeting where all shareholders may vote as a single class (the “**Full Shareholders' Meeting**”), the shareholders will be asked to vote on the Class-based Resolution and another resolution to incorporate into the Company's Articles the Unmet Articles Requirements not covered by the Class-based Resolution (the “**Non-class-based Resolution**”). The quorum for the Full Shareholders' Meeting will be members controlling one-third of all votes attaching to all issued and outstanding Shares of the Company pursuant to article 65 of the Company's Articles. At the Full Shareholders' Meeting, each of the Class-based Resolution and the Non-class-based Resolution will require approval by members holding two-thirds of the voting rights of those present and voting in person or by proxy in accordance with article 159 of the Company's Articles.

If the Class-based Resolution is not approved at either the Class A or Class C Meeting, then the shareholders at the Full Shareholders' Meeting will only be asked to vote on the Non-class-based Resolution.

Furthermore, for other exceptions or amendments that are not covered in the Amended Articles, if any at all, the Company will first seek an extension of the such exemption from the Stock Exchange before proceeding with tabling the relevant resolutions at the general meetings.

The Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with the Unmet Articles Requirements, subject to the conditions that:

- a. at the First AGM, the Company will put forth: (i) the Class-based Resolution at the Class A Meeting and the Class C Meeting; and (ii) the Class-based Resolution (if adopted at the Class A and Class C Meetings) and the Non-class-based Resolution at the Full Shareholders' Meeting (together, the "**Proposed Resolutions**") to amend its Articles to comply with the Unmet Articles Requirements;
- b. each of the WVR beneficiary, Directors and executive officers of the Company and the affiliates of Tencent Holdings Limited (the "**Tencent Entities**") will, prior to the Listing, irrevocably undertake to the Company to be present at the First AGM (whether in person or by proxy) and any general meeting that may be convened upon Listing and before the First AGM, and to vote in favor of the Proposed Resolutions;
- c. if any of the Proposed Resolutions are not passed at the First AGM, until they are all approved by the shareholders, the Company will continue to put forth the Proposed Resolutions that have not been passed at each subsequent annual general meeting, and each of the WVR beneficiary, Directors and executive officers of the Company and the Tencent Entities will, prior to the Listing, irrevocably undertake to continue to be present and vote in favor of such Proposed Resolutions at such a meeting;
- d. the Company will issue a press release announcing its support publicly for the Proposed Resolutions each year after the Listing until all the Proposed Resolutions are adopted;
- e. the Company will, prior to the Listing, irrevocably undertake to the Hong Kong Stock Exchange that it will comply with the Unmet Articles Requirements in full (the "**Undertaking for Interim Compliance**") upon the Listing and before its existing Articles are formally amended to incorporate the Unmet Articles Requirements, except for:
 - i. the note to paragraph 14(1) of Appendix 3 to the extent that the Company is required to hold an annual general meeting within six months from the end of the financial year, due to reasons as set out in "– Laying 2021 Annual Financial Statements Before Members at an Annual General Meeting Within Six Months After the End of Financial Year" in this section below, provided that the Company will hold its First AGM on or before August 31, 2022;
 - ii. paragraph 15 of Appendix 3 such that, prior to the Company's Articles being amended, the threshold for passing a resolution in a separate class meeting will be approved by holders of two-thirds of the voting rights of those present and voting in person or by proxy at the general meeting as per article 17 of the Company's Articles. This exception is to facilitate the approval process for passing the Proposed Resolutions in the First AGM or each of the subsequent annual general meeting (as applicable), with the aim to enhance the Company's shareholder protection measures as soon as practicable. For the avoidance of doubt, the exception for paragraph 15 of Appendix 3 is only applicable to the passing of the Proposed Resolutions, the Company shall irrevocably undertake to comply with paragraph 15 of Appendix 3 for passing any resolution in a separate class meeting (other than the Proposed Resolutions) under the Undertaking for Interim Compliance; and

- iii. Rules 8A.24(1) and (2) and paragraph 16 of Appendix 3 such that, prior to the Company's articles being amended, the threshold for passing a special resolution for amendments to the Company's Articles will be approved by members holding two-thirds of the voting rights of those present and voting in person or by proxy at the general meeting in accordance with article 159 of the Company's Articles. This exception is to facilitate the approval process for passing the Proposed Resolutions in the First AGM or each of the subsequent annual general meeting (as applicable), with the aim to enhance the Company's shareholder protection measures as soon as practicable. For the avoidance of doubt, the exception for Rules 8A.24(1) and (2) and paragraph 16 of Appendix 3 is only applicable to the passing of the Proposed Resolutions, the Company shall irrevocably undertake to comply with Rules 8A.24(1) and (2) and paragraph 16 of Appendix 3 for passing any special resolution (other than the Proposed Resolutions) under the Undertaking for Interim Compliance;

- f. the WVR beneficiary will, prior to the Listing, irrevocably undertake to the Company that:
 - (i) he will procure the Company to give effect to the Undertaking for Interim Compliance upon the Listing and before its existing Articles are formally amended; and
 - (ii) in the event any Class C ordinary shares is to be transferred to an affiliate (as defined in the Articles) of the WVR Beneficiary that is not a Director Holding Vehicle after the Listing but before its existing Articles are formally amended, he will convert such Class C ordinary shares into Class A ordinary shares by delivering a written notice to the Company in accordance with the Articles and only transfer the resultant Class A ordinary shares to such affiliate; and
 - (iii) he will procure Originalwish Limited, mobike Global Ltd. and NIO Users Limited to, prior to the Listing, deliver a written conversion notice to the Company in accordance with the existing Articles of the Company that all of the Class C ordinary shares each of them holds shall be converted to Class A ordinary shares on a one-for-one basis immediately upon any event listed in Rule 8A.17 of the Listing Rules, and any voluntary or involuntary transfer of legal title to or beneficial ownership of any such Class C ordinary shares (e.g. upon or as a result of foreclosure of share pledge), occurring after the Listing and before the Articles are formally amended, and that such conversion notice shall expire immediately upon the proposed Article amendments are formally adopted; and

- g. the Company remains listed on the NYSE.

The Company and the WVR beneficiary acknowledged and agreed in the relevant undertakings that the undertakings are intended to confer a benefit on all the existing and future shareholders of the Company.

The Company's legal adviser as to the laws of the Cayman Islands confirms that the Undertaking for Interim Compliance will not violate the laws and regulations of the Cayman Islands, and the Company confirms that, having consulted its other legal advisers, the Undertaking for Interim Compliance will also not violate other laws and regulations applicable to the Company.

Assuming no additional Shares are issued under the Stock Incentive Plans and between the Latest Practicable Date and the Listing, the WVR beneficiary will, immediately upon the completion of the Introduction, beneficially own in aggregate 148,500,000 Class C ordinary shares and 16,967,776 Class A ordinary shares representing (a) 100% of the total voting rights of holders of the Class C ordinary shares voting as a separate class, (b) approximately 1.1% of the total voting rights of holders of the Class A ordinary shares voting as a separate class, and (c) approximately 44.5% of total voting rights in the Company.

Accordingly, although our WVR beneficiary's undertakings to be present at the First AGM (whether in person or by proxy) will be able to ensure a quorum at the Class C Meeting and the Full Shareholders' Meeting, there is no assurance that a quorum will be formed at the Class A Meeting. If no quorum is formed at the Class A Meeting, it cannot be convened. Furthermore, despite our WVR beneficiary's undertakings to vote in favor of the Proposed Resolutions to ensure that they will be adopted at the Class A Meeting and the Full Shareholders' Meeting, there is no guarantee that the Class-based Resolution will be passed at the Class A Meeting. It is uncertain as to whether the Class-based Resolution will be approved with sufficient support from our shareholders at the Class A Meeting.

After the Listing, the Company will in its annual reports confirm whether it has, in the preceding financial year, complied with the Corporate Governance Code set out in Appendix 14 to the Hong Kong Listing Rules to the extent required by Chapter 8A of the Hong Kong Listing Rules.

DEALINGS IN SHARES PRIOR TO LISTING

According to Rule 9.09(b) of the Hong Kong Listing Rules, there must be no dealing in the securities of a new applicant for which listing is sought by any core connected person of the issuer from four clear business days before the expected hearing date until listing is granted (the "**Restricted Period**").

The Company had approximately 110 subsidiaries and operating entities as of December 31, 2021, and its ADSs are widely held, publicly traded and listed on the NYSE. The Company considers that it is therefore not in a position to control the investment decisions of its shareholders or the investing public in the U.S.

Solely based on public filings with the SEC as of the Latest Practicable Date, other than Mr. Bin Li (the Company's Controlling Shareholder, executive Director and Chief Executive Officer), holding the relevant shares through Originalwish Limited and mobike Global Ltd. (companies wholly-owned by Mr. Bin Li) and NIO Users Limited (a holding company controlled by the NIO Users Trust, a trust controlled by Mr. Bin Li), and the Tencent entities, there are no shareholders who controlled more than 10% of the voting rights of the Company.

For a company whose securities are listed and traded in the U.S., the Company notes that it is a common practice for substantial shareholders and corporate insiders, including directors, executives and other members of management, to set up trading plans that meet the requirements of Rule 10b5-1 under the U.S. Exchange Act (the “**Rule 10b5-1 Plan(s)**”) to buy or sell the company’s securities. A Rule 10b5-1 Plan is a written plan, set up with a broker, to trade securities that (a) is entered into at a time when the person trading the securities is not aware of any material non-public information; (b) specifies the amount of securities to be purchased or sold and the price at which and the date on which the securities were to be purchased or sold; and (c) does not allow the person trading the securities to exercise any subsequent influence over how, when, or whether to effect purchases or sales. Persons who trade securities pursuant to a Rule 10b5-1 Plan have an affirmative defense against insider trading allegations under U.S. securities law.

On the basis of the above, the Company considers that the following categories of persons (collectively, the “**Permitted Persons**”) should not be subject to the dealing restrictions set out in Rule 9.09(b) of the Hong Kong Listing Rules:

- (a) Mr. Bin Li, the Company’s Controlling Shareholder, founder, chairman and chief executive officer, and the entities controlled by him, namely Originalwish Limited, mobike Global Ltd. and NIO Users Limited, in respect of their dealings pursuant to Rule 10b5-1 Plans that have been set up prior to the Restricted Period (“**Category 1**”);
- (b) the Company’s directors and chief executives other than Mr. Bin Li, and the directors and chief executives of its Major Subsidiaries, and their close associates, in respect of (i) their respective use of the Shares as security (including, for the avoidance of doubt, using their respective shares as security in connection with entering into financing transactions during the Restricted Period as well as satisfying any requirements to top-up security under the terms of financing transactions entered into prior to the Restricted Period), provided that there will be no change in the beneficial ownership of the Shares at the time of entering into any such transactions during the Restricted Period and (ii) their respective dealings pursuant to Rule 10b5-1 Plans that they have set up prior to the Restricted Period (“**Category 2**”);
- (c) directors, chief executives and substantial shareholders of the Company’s non-Major Subsidiaries and their close associates (“**Category 3**”); and
- (d) any other person (whether or not an existing Shareholder) who may, as a result of dealings, become the Company’s substantial shareholder and who is not its director or chief executive, or a director or chief executive of the Company’s subsidiaries, or their close associates (“**Category 4**”).

For the avoidance of doubt:

- (a) as the foreclosure, enforcement or exercise of other rights by the lenders in respect of a security interest over the Shares (including, for the avoidance of doubt, any security interest created pursuant to any top-up of security) will be subject to the terms of the financing transaction underlying such security and not within the control of the pledgor, any change in the beneficial owner of the Shares during the Restricted Period resulting from the foreclosure, enforcement or exercise of other rights by the lenders in respect of such security interest will not be subject to Rule 9.09(b) of the Hong Kong Listing Rules;
- (b) persons in Category 1 and Category 2 who (i) use their respective Shares other than as described in this section headed “Dealings in the Shares prior to Listing” or (ii) who are not dealing in the Company’s securities according to Rule 10b5-1 Plans set up before the Restricted Period are subject to the restrictions under Rule 9.09(b) of the Hong Kong Listing Rules; and
- (c) none of the persons under Category 2 had pledged the Shares as security as at September 30, 2021 nor as at the Latest Practicable Date.

The Company believes, subject to the conditions set forth in sub-paragraph (c) below, the dealings in the Company’s securities by its core connected persons will not prejudice the interests of the potential investors of the Company and align with the principles in the Hong Kong Stock Exchange’s Guidance Letter HKEX-GL42-12.

The Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with Rule 9.09(b) of the Hong Kong Listing Rules to be granted on the following conditions:

- (a) Where Categories 1 and 2 of the Permitted Persons who entered into Rule 10b5-1 Plans have no discretion over dealings in the Company’s ADSs after the plans have been entered into. Where Category 2 of the Permitted Persons use the Shares as security, other than those set out in the waiver above, there will be no change in the beneficial ownership of the Shares at the time of entering into the relevant transactions during the Restricted Period;
- (b) Categories 3 and 4 of the Permitted Persons do not have any influence over the Introduction and do not possess any non-public inside information of the Company given that such persons are not in a position with access to information that is considered material to the Company taken as a whole. Given the large number of the Company’s subsidiaries and its vast ADS holder base, the Company and its management do not have effective control over the investment decisions of Categories 3 and 4 of the Permitted Persons in its ADSs;
- (c) the Company will promptly release any inside information to the public in the United States and Hong Kong in accordance with the relevant laws and regulations of the U.S. and Hong Kong. Accordingly, the Permitted Persons (other than Category 1 and Category 2 persons) are not in possession of any non-public inside information of which the Company is aware;
- (d) the Company will notify the Hong Kong Stock Exchange of any breaches of the dealing restrictions by any of its core connected persons during the Restricted Period when it becomes aware of the same other than dealings by the core connected persons who are Permitted Persons within the permitted scopes set out above; and

- (e) prior to the Listing Date, other than within the permitted scopes set out above, the Company's directors and chief executive and the directors and chief executives of its Major Subsidiaries and their close associates will not deal in the Shares or the ADSs during the Restricted Period provided that such prohibited dealing in the Shares shall not include the granting, vesting, payment or exercise (as applicable) of incentive and non-statutory options, restricted shares, dividend equivalents, and share payments under the Group's share incentive plans.

The Company believes that the circumstances relating to this waiver align with those set out in the Hong Kong Stock Exchange's Guidance Letter HKEX-GL42-12 and the grant of this waiver will not prejudice the interests of potential investors.

MONTHLY RETURN

Rule 13.25B of the Hong Kong Listing Rules requires a listed issuer to publish a monthly return in relation to movements in its equity securities, debt securities and any other securitized instruments, as applicable, during the period to which the monthly return relates.

According to the note to Rule 13.25B of the Hong Kong Listing Rules, this common waiver is subject to the condition that the issuer can meet one of the following three conditions:

- (a) it has received a relevant partial exemption from Part XV of the SFO; or
- (b) it publishes a "next day disclosure return" in strict compliance with Rule 13.25A of the Hong Kong Listing Rules; or
- (c) it is subject to overseas laws or regulations that have a similar effect to Rule 13.25B of the Hong Kong Listing Rules and any differences are not material to shareholder protection.

The Company has obtained a relevant partial exemption from strict compliance with Part XV of the SFO. The Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with the continuing obligations under Rule 13.25B of the Hong Kong Listing Rules. The Company will disclose information about share repurchases, if any, in the Company's annual reports on Form 20-F which are furnished or filed with the SEC and will also disclose such information, if material, in the Company's quarterly earnings releases in accordance with applicable U.S. rules and regulations.

LAYING 2021 ANNUAL FINANCIAL STATEMENTS BEFORE MEMBERS AT AN ANNUAL GENERAL MEETING WITHIN SIX MONTHS AFTER THE END OF FINANCIAL YEAR

Rule 13.46(2)(b) of the Hong Kong Listing Rules requires an overseas issuer to lay its annual financial statements before its members at its annual general meeting within the period of six months after the end of the financial year or accounting reference period to which the annual financial statements relate.

Note 2 to Rule 13.46(2)(b) of the Hong Kong Listing Rules provides that if an issuer has significant interests outside of Hong Kong it may apply for an extension of the six-month period.

The Company was incorporated in the Cayman Islands and is primary listed on NYSE, and accordingly, the Company is an issuer with significant interests outside of Hong Kong. The Company has obtained a ruling from the SFC that the Company should not be considered a public company in Hong Kong within the meaning of Section 4.2 of the Introduction on the Takeovers Codes.

The upcoming general meeting will be the first time that the Company will hold an annual general meeting (the “**First AGM**”) after its secondary listing in Hong Kong and the Company expects to hold the First AGM by no later than August 31, 2022.

The First AGM will be the first time that the Company will hold a general meeting after the Listing and the first time that it needs to attend to a shareholder base in a different geography. Moreover, our Company has applied for secondary listing by way of introduction on the Main Board of SGX-ST, and the application was undergoing review by SGX-ST as of the Latest Practicable Date. We expect to be listed on SGX-ST after the Listing Date conditioning upon obtaining all requisite regulatory approvals and satisfying all applicable listing requirements. We will make definitive plans of such listing and keep our shareholders informed of the status of the proposed listing on SGX-ST to the extent possible. In the case where the Company also becomes listed in Singapore before the end of the second quarter of 2022, the Company will also have to attend to a shareholder base from an additional geography for its First AGM.

The Company has not historically held any general meeting with shareholders in both the U.S. and Hong Kong, nor in Singapore. The procedure for convening the Company’s first AGM as a company with a dual listing in the U.S. and Hong Kong, and potentially also in Singapore is burdensome and requires global coordination among various parties, including, amongst others, the principal and Hong Kong Share Registrars of the Company, the ADS depository bank and Hong Kong Securities Clearing Company Limited. This procedure would require the Company (a public company primarily listed in the U.S. with a highly fragmented and diverse shareholder base), with the help of its ADS depository bank, to gather the mailing details of all the securities holders, prepare and print the AGM notice and proxy forms, and mail physical copies to, and collect vote cards from, securities holders and ADS holders. Typically, this will take more than two months for the Company (and the relevant parties) to organize, including complying with various timing requirements in the U.S. (such as notifying the SEC of the record date and there typically being at least 30 days between record date for a general meeting) and Hong Kong (such as giving at least 14 days’ notice to shareholders). Since this would be the Company’s first time convening a general meeting with both U.S. and Hong Kong (and potentially Singapore) shareholders following the Listing, and the Company would also need to put forth resolutions to amend its Articles, additional time, manpower and costs will have to be budgeted to take into account novel issues arising from the Company and the various parties involved. The Company would face great difficulty if it were to convene an AGM within the period specified under Rule 13.46(2)(b) of the Hong Kong Listing Rules.

Furthermore, the Company is planning to file its annual report for the year ended December 31, 2021 on Form 20-F with the SEC in April 2022, and the annual report will also be published on the website of the Hong Kong Stock Exchange concurrently, which will include the audited financial information for the year ended December 31, 2021 and other financial disclosure. Therefore, upon the publishing of the annual report in April 2022, the Company will have provided its shareholders with all of the information required under Rule 13.46(2)(b) of the Hong Kong Listing Rules as early as in April 2022. Accordingly, the laying of annual accounts for the fiscal year ended December 31, 2021 at an AGM within six months after the end of the financial year, that is, on or before June 30, 2022, as required under Rule 13.46(2)(b) of the Hong Kong Listing Rules, would not provide shareholders and potential investors with additional material information not already contained in the annual report. Given that all the information required under Rule 13.46(2) shall be included in the annual report, which will be made available to its existing shareholders and potential investors, the Company's shareholders would not be unfairly prejudiced by the Company laying its annual financial accounts in an AGM not within six months from the end of the fiscal year ended December 31, 2021.

The Company notes that (a) Appendix 16 does not apply to the Company pursuant to Rule 19C.11 of the Hong Kong Listing Rule, (b) Appendix 14 does not apply to the Company pursuant to Rule 19C.11 of the Hong Kong Listing Rule, and (c) it will not be a breach of the Company's constitutional documents, laws and regulations of its place of incorporation or other regulatory requirements as a result of not distributing annual reports and accounts in the manner prescribed by Rule 13.46(2)(a) of the Hong Kong Listing Rule.

The Company expects to hold its First AGM for 2021 no later than August 31, 2022. For completeness, the Company expects to hold an annual general meeting within six months after the end of its financial year beginning with the annual general meeting for 2022.

Section 302 of the NYSE Listed Company Manual requires that each company listing common stock or voting preferred stock and their equivalents are required to hold an annual shareholders' meeting for the holders of such securities during each fiscal year, and each company has twelve months from the end of the fiscal year to hold an annual shareholders' meeting. There is no requirement under the NYSE rules to hold an AGM within the period of six months after the end of financial year or accounting reference period to which the annual financial statements relate.

The Company's Cayman Islands counsel confirmed that (a) the Cayman Companies Act does not require the Company to follow or comply with the requirement under the Hong Kong Listing Rules to hold an AGM by June 30, 2022 to lay before members annual financial statements for the financial year ended December 31, 2021; and (b) the Company's not holding an AGM by June 30, 2022 will not breach any law, public rule or regulation applicable to the Company currently in force in the Cayman Islands and the Articles. On the basis of the above, the Company confirms that, having consulted its legal advisers, not holding an annual general meeting by the Company before June 30, 2022 does not contravene the relevant requirements under the NYSE rules, U.S. securities laws, laws of the Cayman Islands or the Company's Articles.

The Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with Rule 13.46(2)(b) of the Hong Kong Listing Rules with respect to the requirement to lay the Company's annual financial statements for the year ended December 31, 2021 before its members at an AGM within six months after the financial year ended December 31, 2021, subject to the condition that the Company lay such annual financial statements before its members at the First AGM before August 31, 2022.

PARTICULARS OF ANY COMMISSIONS, DISCOUNTS AND BROKERAGES AND ALTERATIONS OF CAPITAL

Paragraphs 13 and 26 of Part A of Appendix 1 to the Hong Kong Listing Rules require the listing document to include the particulars of any commissions, discounts, brokerages or other special terms granted within two years immediately preceding the issue of the listing document in connection with the issue or sale of any capital of any member of the group and the particulars of any alterations of capital of any member of the group within two years immediately preceding the issue of the listing document.

The Company has identified 28 entities as its Major Subsidiaries. For further details, see the section headed “History – Corporate Structure – Major Subsidiaries” in this document. The Company had approximately 110 subsidiaries and operating entities as of December 31, 2021. The Company believes that it would be unduly burdensome for the Company to disclose this information in respect of its non-Major Subsidiaries as the Company would have to incur additional costs and devote additional resources in compiling and verifying the relevant information for such disclosure, which would not be material or meaningful to investors. The non-disclosure of such information will not prejudice the interests of investors.

The Major Subsidiaries include all significant operating subsidiaries under the financial threshold of Regulation S-X in the U.S. (i.e. contributing more than 10% of the Group’s total assets and income) and subsidiaries that are material to the Group’s business operations (including those that hold major intellectual properties) and are representative of the Company’s business (including those that hold major assets and intellectual property rights). None of the non-Major Subsidiaries is individually material to us in terms of its contribution to our Company’s total net revenues, total net income or total assets or holds any major assets and intellectual property rights.

By way of illustration, the aggregate revenue of the Major Subsidiaries accounted for more than 90% of the total revenues of the Group for the year ended December 31, 2018, 2019 and 2020, and for the nine months ended September 30, 2021, respectively, and the total assets of the Major Subsidiaries represented approximately 79%, 69%, 50% and 80% of the total assets of the Group as at December 31, 2018, 2019 and 2020, and at September 30, 2021, respectively. As such, the Company has disclosed the particulars of the changes in its share capital and the Major Subsidiaries in the section headed “Statutory and General Information – Further Information About Us” in Appendix V to this document, and particulars of the commissions, discounts, brokerage fee and authorized debentures in respect of the Major Subsidiaries and the Company are set out in the section headed “Statutory and General Information – Other Information – Miscellaneous” of Appendix V to this document.

The Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver from the requirements under paragraphs 13 and 26 of Part A of Appendix 1 to the Hong Kong Listing Rules, to the extent not strictly met by the current disclosure in this document.

DISCLOSURE REQUIREMENTS OF OPTIONS

Paragraph 27 of Part A of Appendix 1 to the Hong Kong Listing Rules requires the Company to set out in this document particulars of any capital of any member of the group that is under option, or agreed conditionally or unconditionally to be put under option, including the consideration for which the option was or will be granted and the price and duration of the option, and the name and address of the grantee.

In relation to the Company, the only options over the capital or debentures are (a) those issued under the Company's stock incentive plans adopted in 2015, 2016, 2017 and 2018, respectively (the "**Stock Incentive Plans**"), which are not subject to Chapter 17 of the Hong Kong Listing Rules pursuant to Rule 19C.11 of the Hong Kong Listing Rules; and (b) the convertible senior notes described in the section below "– Convertible Senior Notes."

Stock Incentive Plans

Details of the Stock Incentive Plans are disclosed in the section headed "Directors and Senior Management – Compensation – Stock Incentive Plans" in this document. The disclosure is substantially the same as those in the Company's 20-F filings and comply with applicable U.S. laws and regulations. The current disclosure in this document is therefore not in strict compliance with the requirements under Paragraph 27 of Part A of Appendix 1. The Company is not required to monitor or disclose the number of grantees under its share incentive plans, but expects that there are a large number of grantees in view of the size of the Group's business operations and the fact that it had, as of December 31, 2021, more than 15,200 employees. The Company believes that strict compliance with such requirements would be unduly burdensome, unnecessary and/or inappropriate for the Company, and would not be material or meaningful to Hong Kong investors. It would require considerable amount of time and management attention for the Company to begin to collate all the content required under paragraph 27 of Part A of Appendix 1 to the Hong Kong Listing Rules. This creates a significant increase in cost and time for information compliance, disclosure preparation and publication. Moreover, the Company would be required to seek and obtain consent from each of the grantees, in order to fully comply with personal data privacy laws and principles, which would also be significantly time consuming and administratively burdensome and costly. The Company has a history of disclosing substantive details of its share incentive schemes in compliance with applicable U.S. laws and regulations. There is already sufficient information for investors to make an informed assessment of the Company. The non-disclosure of such information will not prejudice the interests of investors.

Pursuant to the Stock Incentive Plans, the maximum numbers of Class A ordinary shares which may be issued for the options granted were 72,271,757 as of September 30, 2021, representing approximately 4.54% of the Company's issued and outstanding Shares as of September 30, 2021.

Convertible Senior Notes

In February 2019, the Company issued convertible senior notes in an aggregate principal amount of US\$750 million due 2024 with an interest rate of 4.50% per annum (the “**2024 Notes**”). The 2024 Notes are unsecured debt and are not redeemable by the Company prior to the maturity date except for certain changes in tax law. The holders of the 2024 Notes may convert their notes to a number of our ADSs at their option at any time prior to the close of business on the second business day immediately preceding the maturity date pursuant to the 2024 Notes indenture. The 2024 Notes that are converted in connection with a make-whole fundamental change (as defined in the 2024 Notes Indenture) may be entitled to an increase in the conversion rate for such 2024 Notes. Huang River Investment Limited subscribed for US\$30 million aggregate principal amount of the 2024 Notes.

In January 2021, the Company issued convertible senior notes in aggregate principal amount of US\$750 million due 2026 with an interest rate of 0.00% per annum (the “**2026 Notes**”), and convertible senior notes in aggregate principal amount of US\$750 million with an interest rate of 0.50% due 2027 (the “**2027 Notes**”, together with the 2026 Notes, the “**Convertible Notes**”). Holders may convert their 2026 Notes or 2027 Notes, as applicable, at their option at any time on or after August 1, 2025, in the case of the 2026 Notes, or August 1, 2026, in the case of the 2027 Notes, until the close of business on the second scheduled trading day immediately preceding the relevant maturity date. Upon conversion, the Company will pay or deliver to such converting holders, as the case may be, cash, ADSs, or a combination of cash and ADSs, at our election. The initial conversion rate of the 2026 Notes is 10.7458 ADSs per US\$1,000 principal amount of such 2026 Notes. The initial conversion rate of the 2027 Notes is 10.7458 ADSs per US\$1,000 principal amount of such 2027 Notes. The relevant conversion rate for such series of the 2026 Notes and the 2027 Notes is subject to adjustment upon the occurrence of certain events.

The convertible notes were placed to institutional investors in private placements and were broadly marketed to professional investors. As the convertible notes are transferable and can be traded via brokers without a centralized registrar that keeps track of the current holders of the Convertible Notes on an ongoing basis, the Company is not in a position to confirm who hold these debt instruments at any point in time – it would be unduly burdensome for the Company to ascertain information relating to the names and addresses of the holders of the convertible notes.

The Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with the requirements under Paragraph 27 of Part A of Appendix 1 to the extent not strictly met by the current disclosure in this document.

DISCLOSURE REQUIREMENTS IN RESPECT OF SUPPLIERS

Paragraphs 28(1)(b)(i) and (ii) of Appendix 1A to the Hong Kong Listing Rules require the listing document to include a statement of the percentage of purchases attributable to the group's largest supplier and a statement of the percentage of purchases attributable to the group's five largest suppliers combined, respectively.

Paragraph 28(1)(b)(v) of Appendix 1A to the Hong Kong Listing Rules requires the listing document to include a statement of the interest of any of the directors, their close associates; or any shareholder (which to the knowledge of the directors owns more than 5% of the number of issued shares of the issuer) in the group's top five suppliers. Sub-paragraph (vi) further provides that in the event that the percentage which would fall to be disclosed under sub-paragraphs (i), (ii) and (v) above is less than 30, a statement of that fact shall be given and the information required in sub-paragraphs (i), (ii) and (v) (in respect of suppliers) may be omitted.

Rule 19.36(1) of the Hong Kong Listing Rules provides that certain disclosure requirements under Parts A and B of Appendix 1 to the Hong Kong Listing Rules may be inappropriate and allows such requirements to be appropriately adapted so that equivalent information is given.

Percentages of the Company's purchases from its largest supplier and from its top five suppliers

The Company believes that the specific percentage figures required to be disclosed by Paragraphs 28(1)(b)(i) and (ii) of Appendix 1A to the Hong Kong Listing Rules are commercially sensitive and could be exploited by its competitors. The Company has not publicly disclosed the information strictly required by Paragraphs 28(1)(b)(i) and (ii) of Appendix 1A to the Hong Kong Listing Rules in its SEC filings, nor is it required to do so under U.S. laws and regulations. The Company has however disclosed in the section headed "Business – Customers and Suppliers" in this document that its five largest suppliers accounted for less than 35% of its purchases for each of the three years ended December 31, 2018, 2019 and 2020 and for the nine months ended September 30, 2021, and none of them individually accounted for more than 25% of its purchases for the year ended December 31, 2020 or for the nine months ended September 30, 2021. More specifically, the largest supplier accounted for 14%, 13%, 16% and 21% of its total purchase for 2018, 2019, 2020 and the nine months ended September 30, 2021, respectively, whereas each of the rest of the top five suppliers only account for 2% to 6% of the Company's total purchase for each year or period. For further information on the major suppliers of the Company, see "Business – Supply Chain, Manufacturing and Quality Assurance – Supply Chain" in this document. Furthermore, the Company has never publicly disclosed such information nor is it required to do so under the applicable U.S. laws and regulations. The Company, taking into account that it is seeking a secondary listing on the Hong Kong Stock Exchange, believes that the current disclosure in this document provides sufficient information to investors to make an informed assessment of the Company's business.

Statement of interests in the Company's top five suppliers

The Company's five largest suppliers accounted for less than 35% of its purchases for each of the years ended December 31, 2018, 2019 and 2020 and for the nine months ended September 30, 2021; and none of them individually accounted for more than 25% of its purchases for the year ended December 31, 2020 and for the nine months ended September 30, 2021.

As an NYSE-listed company, the Company is not in a position to compel its public shareholders who own more than 5% in its issued shares based on public filings to disclose to the Company (in this case, the Tencent Entities and Baillie Gifford & Co) their shareholding interests in its top five suppliers during the Track Record Period. It would also be unduly burdensome for these public shareholders of the Company to ascertain their shareholding interests in the Company's top five suppliers, because the disclosure requirements under Paragraph 28(1)(b)(v) of Appendix 1A to the Hong Kong Listing Rules are not subject to any materiality or de minimis exemptions or "safe harbors" provisions. The same difficulties would apply to the Company's directors who are otherwise required to disclose their, and their close associates', shareholding interests in the Company's top five suppliers. As of the Latest Practicable Date, based on publicly available information, none of the Company's directors and their close associates or the Company's Controlling Shareholders, held a 5% or more shareholding interest in the Company's top five suppliers.

In addition, the Company does not believe that the information strictly required by Paragraph 28(1)(b)(v) of Appendix 1A to the Hong Kong Listing Rules would provide any additional meaningful information to investors given that it will not in any event be subject to the connected transaction requirements under Chapter 14A of the Hong Kong Listing Rules, and details of its related party transactions are disclosed in the section headed "Related Party Transactions" in this document.

The Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with Paragraphs 28(1)(b)(i), (ii) and (v) of Appendix 1A to the Hong Kong Listing Rules in respect of the Company's suppliers, to the extent not strictly met by the current disclosure in this document.

DISCLOSURE OF INFORMATION ON SUBSIDIARIES WHOSE PROFITS OR ASSETS MAKE MATERIAL CONTRIBUTIONS TO THE COMPANY

Paragraph 29(1) of Part A of Appendix 1 to the Hong Kong Listing Rules requires the listing document to include information in relation to the name, date and country of incorporation, the public or private status and the general nature of the business, the issued capital and the proportion thereof held or intended to be held, of every company the whole of the capital of which or a substantial proportion thereof is held or intended to be held by the Company, or whose profits or assets make, or will make, a material contribution to the figures in the accountant's report or the next published accounts.

The Company believes that it would be unduly burdensome for the Company to procure this information for the reasons as set out in this section headed "Particulars of any Commissions, Discounts and Brokerages and Alterations of Capital" above. The non-disclosure of such information will not prejudice the interests of investors. As such, only the particulars in relation to the Major Subsidiaries are set out in this document under the sections headed "History and Corporate Structure – Major Subsidiaries" and "Statutory and General Information – Further Information About Us" in Appendix V to this document, which should be sufficient for potential investors to make an informed assessment of the Company in their investment decisions.

The Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with the requirements under paragraph 29(1) of Part A of Appendix 1 to the Hong Kong Listing Rules, to the extent not strictly met by the current disclosure in this document.

TIMING REQUIREMENT OF LIQUIDITY DISCLOSURE

Paragraph 32 of Part A of Appendix 1 to the Listing Rules requires a listing document to include a statement (or an appropriate negative statement) of a new applicant's indebtedness as at a specified most recent practicable date (the "**Most Recent Practicable Date**"), and a commentary on its liquidity, financial resources and capital structure (together, the "**Liquidity Disclosure**").

In accordance with Hong Kong Stock Exchange's Guidance Letter HKEX-GL37-12 ("**GL37-12**"), the Hong Kong Stock Exchange normally expects that the Most Recent Practicable Date for the Liquidity Disclosure, including, among other things, commentary on liquidity and financial resources such as net current assets (liabilities) position and management discussion on this position, in a listing document to be dated no more than two calendar months before: (a) the date of the application proof of the listing document and (b) the final date of the listing document.

As this document is expected to be published in February 2022, the Company would otherwise be required to make the relevant indebtedness and liquidity disclosures no earlier than December 2021 pursuant to GL37-12. This document includes an accountant's report incorporating the audited consolidated financial information of the Group for the each of the three years ended December 31, 2018, 2019 and 2020 and the nine months ended September 30, 2021. We have also included liquidity and indebtedness disclosures as at November 30, 2021.

Under applicable U.S. regulations and NYSE rules, we are required to announce quarterly results, and in light of such experiences, it would be unduly burdensome for us to prepare similar liquidity and indebtedness disclosure on a consolidated basis dated no more than two calendar months before the final date of this document. We had, as of December 31, 2021, more than 100 subsidiaries located in multiple jurisdictions, including China, the U.S. and across Europe, each of which results in additional time required to prepare the Liquidity Disclosure. It is also noted that in light of the severity of the ongoing COVID-19 pandemic, there remain restrictions of varying degrees in force relevant jurisdictions to combat the COVID-19 pandemic, which further delay work to prepare the Liquidity Disclosure.

In any event, if there are any material changes to such disclosures, the Company would be required to make an announcement pursuant to U.S. regulations and NYSE rules and disclose relevant material facts in this document pursuant to the Hong Kong Listing Rules.

In the event that there is no material change to such disclosures, any similar disclosures made pursuant to GL37-12 would not give additional meaningful information to investors.

The Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with the timing requirement for the Liquidity Disclosure in this document under GL37-12, such that the reported date of indebtedness and liquidity information in this document will not exceed the requirement under GL37-12 by one calendar month (i.e. the time gap between the reported date of the Company's indebtedness and liquidity information and the date of this document would be no more than three calendar months).

DISCLOSURE REQUIREMENTS OF THE REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WHOSE EMOLUMENTS WERE HIGHEST

Paragraph 33(2) of Part A of Appendix 1 to the Hong Kong Listing Rules requires the listing document to include information in respect of directors' emoluments during the three financial years ended December 31, 2017, 2018 and 2019. Paragraph 46(2) of Part A of Appendix 1 to the Hong Kong Listing Rules requires the listing document to include the aggregate of the remuneration paid and benefits in kind granted to the directors of the issuer in respect of the last completed financial year, and Paragraph 46(3) of Part A of Appendix 1 to the Hong Kong Listing Rules requires information in relation to an estimate of the aggregate remuneration and benefits in kind payable to directors in respect of the current financial year to be set out in the listing document.

Paragraph 33(3) of Part A of Appendix 1 to the Hong Kong Listing Rules requires the listing document to include information with respect to the five individuals whose emoluments were highest in the group for the year if one or more individuals whose emoluments were the highest have not been included under paragraph 33(2) of Part A of Appendix 1 to the Hong Kong Listing Rules.

The aggregate fees, salaries and benefits paid and accrued to its directors and executive officers as a group are disclosed in the section headed "Directors and Senior Management – Compensation" in this document. The Company confirms that the current disclosure complies with U.S. annual reporting requirements and is in line with the Company's disclosure in its annual reports on Form 20-F.

The Company believes that additional disclosure required by Paragraphs 33(2), 33(3), 46(2) and 46(3) of Part A of Appendix 1 to the Hong Kong Listing Rules would be unduly burdensome and would not provide additional meaningful disclosure for potential Hong Kong investors.

The Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with the requirements under Paragraphs 33(2), 33(3), 46(2) and 46(3) of Part A of Appendix 1 to the Hong Kong Listing Rules, to the extent not strictly met by the current disclosure in this document.

NOT A PUBLIC COMPANY IN HONG KONG UNDER THE TAKEOVERS CODE

Section 4.1 of the Introduction to Takeovers Codes provides that the Takeovers Codes apply to takeovers, mergers and share buy-backs affecting, among others, public companies in Hong Kong and companies with a primary listing in Hong Kong. In order to determine whether a company is a "public company in Hong Kong", Section 4.2 of the Takeovers Code provides that the Executive will consider all the circumstances and apply an economic or commercial test, taking into account primarily the number of Hong Kong shareholders and the extent of share trading in Hong Kong and other factors including (i) the location of its head office and place of central management; (ii) the location of its business and assets, including such factors as registration under companies legislation and tax status; and (iii) the existence or absence of protection available to Hong Kong shareholders given by any statute or code regulating takeovers, mergers and share repurchases outside Hong Kong.

The Company has applied for, and the SFC has granted, a ruling that the Company is not a “public company in Hong Kong” for the purposes of the Takeovers Codes. Therefore, the Takeovers Codes do not apply to the Company. In the event that the bulk of trading in the Company’s Shares migrates to Hong Kong such that the Company would be treated as having a dual-primary listing pursuant to Rule 19C.13 of the Hong Kong Listing Rules, the Takeovers Codes will apply to the Company.

DISCLOSURE OF INTERESTS UNDER PART XV OF THE SFO

Part XV of the SFO imposes duties of disclosure of interests in Shares. Under the U.S. Exchange Act, which the Company is subject to, any person (including directors and officers of the company concerned) who acquires beneficial ownership, as determined in accordance with the rules and regulations of the SEC and which includes the power to direct the voting or the disposition of the securities, of more than 5% of a class of equity securities registered under Section 12 of the U.S. Exchange Act must file beneficial owner reports with the SEC, and such person must promptly report any material change in the information provided (including any acquisition or disposition of 1% or more of the class of equity securities concerned), unless exceptions apply. Therefore, compliance with Part XV of the SFO would subject the Company’s corporate insiders to a second level of reporting, which would be unduly burdensome to them, would result in additional costs and would not be meaningful, since the statutory disclosure of interest obligations under the U.S. Exchange Act that apply to the Company and its corporate insiders would provide its investors with sufficient information relating to the shareholding interests of its significant shareholders.

The Company has applied for, and the SFC has granted, a partial exemption under section 309(2) of the SFO to the Company, its substantial shareholders, directors and chief executive from strict compliance with the provisions of Part XV of the SFO (other than Divisions 5, 11 and 12 of part IV of the SFO) on the conditions that (i) the bulk of trading in the Shares is not considered to have migrated to Hong Kong on a permanent basis in accordance with Rule 19C.13 of the Listing Rules; (ii) all the disclosures of interests filed with the SEC are also filed with the Hong Kong Stock Exchange as soon as practicable, which will then publish such disclosures in the same manner as disclosures made under Part XV of the SFO; and (iii) the Company will advise the SFC if there is any material change to any of the information which has been provided to the SFC, including any significant changes to the disclosure requirements in the U.S. and any significant changes in the volume of the Company’s worldwide share turnover that takes place on the Hong Kong Stock Exchange. This exemption may be reconsidered by the SFC in the event there is a material change in information provided to the SFC.

DISCLOSURE OF INTERESTS INFORMATION

Part XV of the SFO imposes duties of disclosure of interests in shares. Practice Note 5 and paragraphs 41(4) and 45 of Part A of Appendix 1 to the Hong Kong Listing Rules require the disclosure of interests information in respect of shareholders' and directors' interests in this document.

The U.S. Exchange Act and the rules and regulations promulgated thereunder require disclosure of interests by shareholders that are broadly equivalent to Part XV of the SFO. Relevant disclosure in respect of the substantial shareholder's interests can be found in the section headed "Major Shareholders" in this document.

The Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with Practice Note 5 and Paragraphs 41(4) and 45 of Part A of Appendix 1 to the Hong Kong Listing Rules is to be granted on the following conditions:

- (a) the SFC granting the Company, its substantial shareholders, directors and chief executive a partial exemption from strict compliance with Part XV of the SFO;
- (b) the Company undertaking to file with the Hong Kong Stock Exchange, as soon as practicable, any declaration of shareholding and securities transactions filed with the SEC; and
- (c) the Company undertaking to disclose in present and future listing documents any shareholding interests as disclosed in an SEC filing and the relationship between its directors, officers, members of committees and their relationship to any controlling shareholders.