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*Under our weighted voting rights structure, our share capital comprises Class A ordinary shares and Class C ordinary shares. Each Class A ordinary share entitles the holder to exercise one vote, and each Class C ordinary share entitles the holder to exercise eight votes, respectively, on any resolution tabled at our general meetings, except as may otherwise be required by law or by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or provided for in our memorandum and articles of association. Shareholders and prospective investors should be aware of the potential risks of investing in a company with a weighted voting rights structure. Our American depositary shares, each representing one of our Class A ordinary shares, are listed on the New York Stock Exchange in the United States under the symbol NIO.*



**NIO Inc.**

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

**(Stock Code: 9866)**

## **ANNOUNCEMENT OF THE 2025 SECOND QUARTER RESULTS**

We hereby announce our unaudited results for the three months and six months ended June 30, 2025 (“**Q2 2025 Results**”). The Q2 2025 Results are provided to our shareholders as our interim report for the six months ended June 30, 2025 under Rule 13.48(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”). The Q2 2025 Results are available for viewing at the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at <http://ir.nio.com>. Set out in Appendix I hereto is information about our weighted voting rights structure as required by the Hong Kong Listing Rules.

By order of the Board

**NIO Inc.**

**Bin Li**

*Founder, Chairman and Chief Executive Officer*

Hong Kong, September 2, 2025

*As of the date of this announcement, the board of directors of the Company comprises Mr. Bin Li as the chairman, Mr. Lihong Qin as the director, Mr. Eddy Georges Skaf and Mr. Nicholas Paul Collins as the non-executive directors, and Mr. Hai Wu, Mr. Denny Ting Bun Lee, Ms. Yu Long and Mr. Yonggang Wen as the independent directors.*

## NIO Inc. Reports Unaudited Second Quarter 2025 Financial Results

*Quarterly Total Revenues Reached RMB19,008.7 million (US\$2,653.5 million)<sup>i</sup>*

*Quarterly Vehicle Deliveries were 72,056 units*

SHANGHAI, China, September 2, 2025 — NIO Inc. (NYSE: NIO; HKEX: 9866; SGX: NIO) (“NIO” or the “Company”), a pioneer and a leading company in the global smart electric vehicle market, today announced its unaudited financial results for the second quarter ended June 30, 2025.

### **Operating Highlights for the Second Quarter of 2025**

- **Vehicle deliveries** were 72,056 in the second quarter of 2025, representing an increase of 25.6% from the second quarter of 2024, and an increase of 71.2% from the first quarter of 2025. The deliveries consisted of 47,132 vehicles from the Company’s premium smart electric vehicle brand NIO, 17,081 vehicles from the Company’s family-oriented smart electric vehicle brand ONVO and 7,843 vehicles from the Company’s small smart high-end electric car brand FIREFLY.

### **Key Operating Results**

	2025 Q2	2025 Q1	2024 Q4	2024 Q3
<b>Deliveries</b>	72,056	42,094	72,689	61,855
	2024 Q2	2024 Q1	2023 Q4	2023 Q3
<b>Deliveries</b>	57,373	30,053	50,045	55,432

### **Financial Highlights for the Second Quarter of 2025**

- **Vehicle sales** were RMB16,136.1 million (US\$2,252.5 million) in the second quarter of 2025, representing an increase of 2.9% from the second quarter of 2024 and an increase of 62.3% from the first quarter of 2025.
- **Vehicle margin<sup>ii</sup>** was 10.3% in the second quarter of 2025, compared with 12.2% in the second quarter of 2024 and 10.2% in the first quarter of 2025.
- **Total revenues** were RMB19,008.7 million (US\$2,653.5 million) in the second quarter of 2025, representing an increase of 9.0% from the second quarter of 2024 and an increase of 57.9% from the first quarter of 2025.

- **Gross profit** was RMB1,897.5 million (US\$264.9 million) in the second quarter of 2025, representing an increase of 12.4% from the second quarter of 2024 and an increase of 106.3% from the first quarter of 2025.
- **Gross margin** was 10.0% in the second quarter of 2025, compared with 9.7% in the second quarter of 2024 and 7.6% in the first quarter of 2025.
- **Loss from operations** was RMB4,908.9 million (US\$685.2 million) in the second quarter of 2025, representing a decrease of 5.8% from the second quarter of 2024 and a decrease of 23.5% from the first quarter of 2025. Excluding share-based compensation expenses and organizational optimization charges, adjusted loss from operations (non-GAAP) was RMB4,040.8 million (US\$564.1 million) in the second quarter of 2025, representing a decrease of 14.0% from the second quarter of 2024 and a decrease of 32.1% from the first quarter of 2025.
- **Net loss** was RMB4,994.8 million (US\$697.2 million) in the second quarter of 2025, representing a decrease of 1.0% from the second quarter of 2024 and a decrease of 26.0% from the first quarter of 2025. Excluding share-based compensation expenses and organizational optimization charges, adjusted net loss (non-GAAP) was RMB4,126.7 million (US\$576.1 million) in the second quarter of 2025, representing a decrease of 9.0% from the second quarter of 2024 and a decrease of 34.3% from the first quarter of 2025.
- **Cash and cash equivalents, restricted cash, short-term investment and long-term time deposits** were RMB27.2 billion (US\$3.8 billion) as of June 30, 2025.

### **Key Financial Results for the Second Quarter of 2025**

*(in RMB million, except for percentage)*

	<u>2025 Q2</u>	<u>2025 Q1</u>	<u>2024 Q2</u>	<u>% Change<sup>iii</sup></u>	
				<b>QoQ</b>	<b>YoY</b>
Vehicle Sales	16,136.1	9,939.3	15,679.6	62.3%	2.9%
Vehicle Margin	10.3%	10.2%	12.2%	10bp	-190bp
Total Revenues	19,008.7	12,034.7	17,446.0	57.9%	9.0%
Gross Profit	1,897.5	919.6	1,688.7	106.3%	12.4%
Gross Margin	10.0%	7.6%	9.7%	240bp	30bp
Loss from Operations	(4,908.9)	(6,418.1)	(5,209.3)	-23.5%	-5.8%
Adjusted Loss from Operations (non-GAAP)	(4,040.8)	(5,947.2)	(4,698.5)	-32.1%	-14.0%
Net Loss	(4,994.8)	(6,750.0)	(5,046.0)	-26.0%	-1.0%
Adjusted Net Loss (non-GAAP)	(4,126.7)	(6,279.1)	(4,535.2)	-34.3%	-9.0%

### **Recent Developments**

#### **Deliveries in July and August 2025**

- The Company delivered 21,017 vehicles and 31,305 vehicles in July and August 2025, respectively. As of August 31, 2025, the Company had delivered 166,472 vehicles in 2025, with cumulative deliveries reaching 838,036.

## **Commencement of ONVO L90 Deliveries**

- Our smart large-space flagship SUV, the ONVO L90, was officially launched on July 31, 2025, with user deliveries starting shortly after. Built upon NIO's leading technological innovations, the family-oriented ONVO L90 has been thoughtfully engineered with deep insights into the evolving needs of large three-row SUV users, providing users with extraordinary spaciousness, premium comfort, all-scenario intelligence, and an exceptional driving and riding experience.

## **Debut of NIO All-New ES8**

- On August 21, 2025, our flagship premium SUV, the NIO All-New ES8, was officially unveiled and made available for pre-orders, with user deliveries expected to begin in late September. The All-New ES8 embodies a comprehensive evolution in design, space, intelligence, and performance, addressing the diverse needs of business, family, and personal fulfillment across all scenarios. Setting a new benchmark in the premium electric SUV segment, the All-New ES8 is poised to lead large three-row SUVs into the battery electric era.

## **NIO Entered into an Agreement to Make Additional Investment in NIO China**

- In July 2025, NIO entered into a definitive agreement to exercise its right to make an additional investment of RMB20 billion in NIO China, pursuant to the previously announced NIO China Series B investment agreement. Under this agreement, NIO will subscribe for newly issued shares of NIO China at the same price and on the same terms as those applicable to the Series B investment transaction announced in September 2024. Upon completion of this additional investment, NIO will hold a controlling equity interest of 91.8% in NIO China.

## **CEO and CFO Comments**

"In the second quarter of 2025, the Company delivered 72,056 smart electric vehicles, representing a year-over-year increase of 25.6%," said William Bin Li, founder, chairman and chief executive officer of NIO. "The strong market reception of ONVO L90 and NIO All-New ES8 has reinforced our overall sales momentum. Driven by this strong demand, we anticipate total deliveries in the third quarter to range between 87,000 and 91,000, representing a year-on-year growth of 40.7% to 47.1% and setting a new Company record."

"ONVO L90 and NIO All-New ES8 have received widespread user acclaim for their exceptional product experience, demonstrating our sharp market insights and precise product definition capabilities. Supported by our continuous technological innovations, the long-term strategic advantage of our battery swapping and charging infrastructure, and the multi-brand strategy reaching a broader user base, these models are well-positioned to redefine competition in the large three-row SUV segment and accelerate the market's transition toward a new era dominated by BEVs," added William Bin Li.

"Starting from the second quarter, our comprehensive cost reduction and efficiency improvement initiatives have started to yield results. Excluding organizational optimization charges, our non-GAAP operating loss improved by over 30% sequentially," added Stanley Yu Qu, NIO's chief financial officer. "We are now approaching a structural inflection point in our financials, with positive momentum building toward a sustainable virtuous cycle and continued performance improvements."

## **Financial Results for the Second Quarter of 2025**

### **Revenues**

- **Total revenues** in the second quarter of 2025 were RMB19,008.7 million (US\$2,653.5 million), representing an increase of 9.0% from the second quarter of 2024 and an increase of 57.9% from the first quarter of 2025.
- **Vehicle sales** in the second quarter of 2025 were RMB16,136.1 million (US\$2,252.5 million), representing an increase of 2.9% from the second quarter of 2024 and an increase of 62.3% from the first quarter of 2025. The increase in vehicle sales over the second quarter of 2024 was mainly due to the increase in delivery volume, partially offset by the lower average selling price as a result of changes in product mix. The increase in vehicle sales over the first quarter of 2025 was mainly due to the increase in delivery volume.
- **Other sales** in the second quarter of 2025 were RMB2,872.6 million (US\$401.0 million), representing an increase of 62.6% from the second quarter of 2024 and an increase of 37.1% from the first quarter of 2025. The increase in other sales over the second quarter of 2024 was mainly due to i) the increase in revenues from sales of used cars, ii) the increase in revenues from technical research and development services, and iii) the increase in sales of parts, accessories and after-sales vehicle services, and provision of power solutions, as a result of the continued growth in the number of users. The increase in other sales over the first quarter of 2025 was mainly due to i) the increase in revenues from sales of used cars, ii) the increase in revenues from technical research and development services, and iii) the increase in sales of parts, accessories and after-sales vehicle services, as a result of the continued growth in the number of users.

### **Cost of Sales and Gross Margin**

- **Cost of sales** in the second quarter of 2025 was RMB17,111.1 million (US\$2,388.6 million), representing an increase of 8.6% from the second quarter of 2024 and an increase of 53.9% from the first quarter of 2025. The increase in cost of sales over the second quarter of 2024 was mainly attributable to i) the increased delivery volume, partially offset by the decreased material cost per vehicle, and ii) the increase in cost of sales of used cars. The increase in cost of sales over the first quarter of 2025 was mainly attributable to the increase in delivery volume.
- **Gross profit** in the second quarter of 2025 was RMB1,897.5 million (US\$264.9 million), representing an increase of 12.4% from the second quarter of 2024 and an increase of 106.3% from the first quarter of 2025.
- **Gross margin** in the second quarter of 2025 was 10.0%, compared with 9.7% in the second quarter of 2024 and 7.6% in the first quarter of 2025. The gross margin remained stable compared with the second quarter of 2024. The increase in gross margin from the first quarter of 2025 was mainly attributable to positive mix effect driven by the increase in revenue from used cars and technical research and development services.
- **Vehicle margin** in the second quarter of 2025 was 10.3%, compared with 12.2% in the second quarter of 2024 and 10.2% in the first quarter of 2025. The decrease in vehicle margin from the second quarter of 2024 was mainly attributable to changes in product mix, partially offset by the decreased material cost per unit. The vehicle margin remained relatively stable compared with the first quarter of 2025.



## Operating Expenses

- **Research and development expenses** in the second quarter of 2025 were RMB3,007.0 million (US\$419.8 million), representing a decrease of 6.6% from the second quarter of 2024 and a decrease of 5.5% from the first quarter of 2025. Excluding share-based compensation expenses and organizational optimization charges, research and development expenses (non-GAAP) were RMB2,488.9 million (US\$347.4 million), representing a decrease of 13.8% from the second quarter of 2024 and a decrease of 14.6% from the first quarter of 2025. The decrease in research and development expenses over the second quarter of 2024 was mainly due to the i) decreased design and development costs resulting from different stages of development for new products and technologies, and ii) decreased depreciation and amortization expenses. The decrease in research and development expenses over the first quarter of 2025 was mainly due to the decreased design and development costs resulting from different stages of development for new products and technologies.
- **Selling, general and administrative expenses** in the second quarter of 2025 were RMB3,964.9 million (US\$553.5 million), representing an increase of 5.5% from the second quarter of 2024 and a decrease of 9.9% from the first quarter of 2025. Excluding share-based compensation expenses and organizational optimization charges, selling, general and administrative expenses (non-GAAP) were RMB3,682.2 million (US\$514.0 million), representing an increase of 2.4% from the second quarter of 2024 and a decrease of 12.6% from the first quarter of 2025. The increase in selling, general and administrative expenses over the second quarter of 2024 was mainly attributable to i) the increase in personnel cost and rental and related expenses associated with the expansion of sales and service network, and ii) partially offset by the decrease in sales and marketing activities. The decrease in selling, general and administrative expenses over the first quarter of 2025 was mainly attributable to the decrease in personnel costs and marketing and promotional expenses, primarily driven by the Company's comprehensive organizational optimization efforts in marketing and other supporting functions.

## Loss from Operations

- **Loss from operations** in the second quarter of 2025 was RMB4,908.9 million (US\$685.2 million), representing a decrease of 5.8% from the second quarter of 2024 and a decrease of 23.5% from the first quarter of 2025. Excluding share-based compensation expenses and organizational optimization charges, adjusted loss from operations (non-GAAP) was RMB4,040.8 million (US\$564.1 million) in the second quarter of 2025, representing a decrease of 14.0% from the second quarter of 2024 and a decrease of 32.1% from first quarter of 2025.

## Net Loss and Earnings Per Share/ADS

- **Net loss** in the second quarter of 2025 was RMB4,994.8 million (US\$697.2 million), representing a decrease of 1.0% from the second quarter of 2024 and a decrease of 26.0% from the first quarter of 2025. Excluding share-based compensation expenses and organizational optimization charges, adjusted net loss (non-GAAP) was RMB4,126.7 million (US\$576.1 million) in the second quarter of 2025, representing a decrease of 9.0% from the second quarter of 2024 and a decrease of 34.3% from the first quarter of 2025.
- **Net loss attributable to NIO's ordinary shareholders** in the second quarter of 2025 was RMB5,141.3 million (US\$717.7 million), representing an increase of 0.3% from the second quarter of 2024 and a decrease of 25.4% from the first quarter of 2025. Excluding share-based compensation expenses, organizational optimization charges and accretion on redeemable non-controlling interests to redemption value, adjusted net loss attributable to NIO's ordinary shareholders (non-GAAP) was RMB4,124.9 million (US\$575.8 million) in the second quarter of 2025.

- **Basic and diluted net loss per ordinary share/ADS** in the second quarter of 2025 were both RMB2.31 (US\$0.32), compared with RMB2.50 in the second quarter of 2024 and RMB3.29 in the first quarter of 2025. Excluding share-based compensation expenses, organizational optimization charges and accretion on redeemable non-controlling interests to redemption value, adjusted basic and diluted net loss per share/ADS (non-GAAP) were both RMB1.85 (US\$0.25), compared with RMB2.21 in the second quarter of 2024 and RMB3.01 in the first quarter of 2025.

## **Balance Sheet**

- **Balance of cash and cash equivalents, restricted cash, short-term investment and long-term time deposits** was RMB27.2 billion (US\$3.8 billion) as of June 30, 2025. We have been incurring loss since inception. We incurred operating cash outflow for the second quarter ended June 30, 2025 and our current liabilities exceeded current assets and we had negative shareholders' equity as of June 30, 2025. Based on our going concern and liquidity assessment, which considers our business plan including revenue growth from the sales of existing and new vehicle models, continuous optimization of operation efficiency to improve operating cash flows, working capital management and the ability to raise funds from banks under available credit quotas and other sources when needed, and uncertainties as to the successful execution of our business plan, we believe that our financial resources, including our available cash and cash equivalents, restricted cash and short-term investments, cash generated from operating activities and funds from available credit quotas and other sources will be sufficient to support our continuous operations in the ordinary course of business for the next twelve months.

## **Business Outlook**

For the third quarter of 2025, the Company expects:

- **Deliveries of vehicles** to be between 87,000 and 91,000 vehicles, representing an increase of approximately 40.7% to 47.1% from the same quarter of 2024.
- **Total revenues** to be between RMB21,812 million (US\$3,045 million) and RMB22,876 million (US\$3,193 million), representing an increase of approximately 16.8% to 22.5% from the same quarter of 2024.

This business outlook reflects the Company's current and preliminary view on the business situation and market condition, which is subject to change.

## **Conference Call**

The Company's management will host an earnings conference call at 8:00 AM U.S. Eastern Time on September 2, 2025 (8:00 PM Beijing/Hong Kong/Singapore Time on September 2, 2025).

A live and archived webcast of the conference call will be available on the Company's investor relations website at <https://ir.nio.com/news-events/events>.

For participants who wish to join the conference using dial-in numbers, please register in advance using the link provided below and dial in 10 minutes prior to the call. Dial-in numbers, passcode and unique access PIN would be provided upon registering.

A replay of the conference call will be accessible by phone at the following numbers, until September 9, 2025:

United States:	+1-855-883-1031
Hong Kong, China:	+852-800-930-639
Mainland, China:	+86-400-1209-216
Singapore:	+65-800-1013-223
International:	+61-7-3107-6325
Replay PIN:	10049790

### **About NIO Inc.**

NIO Inc. is a pioneer and a leading company in the global smart electric vehicle market. Founded in November 2014, NIO aspires to shape a sustainable and brighter future with the mission of “Blue Sky Coming”. NIO envisions itself as a user enterprise where innovative technology meets experience excellence. NIO designs, develops, manufactures and sells smart electric vehicles, driving innovations in next-generation core technologies. NIO distinguishes itself through continuous technological breakthroughs and innovations, exceptional products and services, and a community for shared growth. NIO provides premium smart electric vehicles under the NIO brand, family-oriented smart electric vehicles through the ONVO brand, and small smart high-end electric cars with the FIREFLY brand.

### **Safe Harbor Statement**

This press release contains statements that may constitute “forward-looking” statements pursuant to the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “aims,” “future,” “intends,” “plans,” “believes,” “estimates,” “likely to” and similar statements. NIO may also make written or oral forward-looking statements in its periodic reports to the U.S. Securities and Exchange Commission (the “SEC”), in its annual report to shareholders, in announcements, circulars or other publications made on the websites of each of The Stock Exchange of Hong Kong Limited (the “SEHK”) and the Singapore Exchange Securities Trading Limited (the “SGX-ST”), in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including statements about NIO’s beliefs, plans and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: NIO’s strategies; NIO’s future business development, financial condition and results of operations; NIO’s ability to develop and manufacture vehicles of sufficient quality and appeal to customers on schedule and on a large scale; its ability to ensure and expand manufacturing capacities including establishing and maintaining partnerships with third parties; its ability to provide convenient and comprehensive power solutions to its customers; the viability, growth potential and prospects of the battery swapping, BaaS, and NIO Assisted and Intelligent Driving and its subscription services; its ability to improve the technologies or develop alternative technologies in meeting evolving market demand and industry development; NIO’s ability to satisfy the mandated safety standards relating to motor vehicles; its ability to secure supply of raw materials or other components used in its vehicles; its ability to secure sufficient reservations and sales of its vehicles; its ability to control costs associated with its operations; its ability to build its current and future brands; general economic and business conditions globally and in China and assumptions underlying or related to any of the foregoing. Further information regarding these and other risks is included in NIO’s filings with the SEC and the announcements and filings on the websites of each of the SEHK and SGX-ST. All information provided in this press release is as of the date of this press release, and NIO does not undertake any obligation to update any forward-looking statement, except as required under applicable law.



## **Non-GAAP Disclosure**

The Company uses non-GAAP measures, such as adjusted cost of sales (non-GAAP), adjusted research and development expenses (non-GAAP), adjusted selling, general and administrative expenses (non-GAAP), adjusted loss from operations (non-GAAP), adjusted net loss (non-GAAP), adjusted net loss attributable to ordinary shareholders (non-GAAP) and adjusted basic and diluted net loss per share/ADS (non-GAAP), in evaluating its operating results and for financial and operational decision-making purposes. The Company defines adjusted cost of sales (non-GAAP), adjusted research and development expenses (non-GAAP), adjusted selling, general and administrative expenses (non-GAAP) and adjusted loss from operations (non-GAAP) and adjusted net loss (non-GAAP) as cost of sales, research and development expenses, selling, general and administrative expenses, loss from operations and net loss excluding share-based compensation expenses and organizational optimization charges. The Company defines adjusted net loss attributable to ordinary shareholders (non-GAAP), adjusted basic and diluted net loss per share/ADS (non-GAAP) as net loss attributable to ordinary shareholders and basic and diluted net loss per share/ADS excluding share-based compensation expenses, organizational optimization charges and accretion on redeemable non-controlling interests to redemption value. By excluding the impact of share-based compensation expenses, organizational optimization charges and accretion on redeemable non-controlling interests to redemption value, which are either non-cash or not indicative of the Company's ordinary or ongoing operations due to their size or nature, the Company believes that the non-GAAP financial measures help identify underlying trends in its business and enhance the overall understanding of the Company's past performance and future prospects. The Company also believes that the non-GAAP financial measures allow for greater visibility with respect to key metrics used by the Company's management in its financial and operational decision-making.

The non-GAAP financial measures are not presented in accordance with U.S. GAAP and may be different from non-GAAP methods of accounting and reporting used by other companies. The non-GAAP financial measures have limitations as analytical tools and when assessing the Company's operating performance, investors should not consider them in isolation, or as a substitute for net loss or other consolidated statements of comprehensive loss data prepared in accordance with U.S. GAAP. The Company encourages investors and others to review its financial information in its entirety and not rely on a single financial measure.

The Company mitigates these limitations by reconciling the non-GAAP financial measures to the most comparable U.S. GAAP performance measures, all of which should be considered when evaluating the Company's performance.

For more information on the non-GAAP financial measures, please see the table captioned "Unaudited Reconciliation of GAAP and Non-GAAP Results" set forth at the end of this press release.

### **Exchange Rate**

This announcement contains translations of certain Renminbi amounts into U.S. dollars at specified rates solely for the convenience of the reader. Unless otherwise stated, all translations from Renminbi to U.S. dollars were made at the rate of RMB7.1636 to US\$1.00, the noon buying rate in effect on June 30, 2025 in the H.10 statistical release of the Federal Reserve Board. The Company makes no representation that the Renminbi or U.S. dollars amounts referred could be converted into U.S. dollars or Renminbi, as the case may be, at any particular rate or at all.

For more information, please visit: <http://ir.nio.com>.

### **Investor Relations**

[ir@nio.com](mailto:ir@nio.com)

### **Media Relations**

[global.press@nio.com](mailto:global.press@nio.com)

Source: NIO

# NIO INC.

## Unaudited Condensed Consolidated Balance Sheets

(All amounts in thousands)

	As of		
	December 31, 2024	June 30, 2025	June 30, 2025
	RMB	RMB	US\$
<b>ASSETS</b>			
Current assets:			
Cash and cash equivalents	19,328,920	7,111,459	992,721
Restricted cash	8,320,728	9,260,268	1,292,684
Short-term investments	14,137,566	10,689,430	1,492,187
Trade and notes receivables	1,676,246	1,344,095	187,628
Amounts due from related parties	7,702,404	11,414,387	1,593,387
Inventory	7,087,223	8,243,337	1,150,725
Prepayments and other current assets	3,632,956	4,444,995	620,497
<b>Total current assets</b>	<b>61,886,043</b>	<b>52,507,971</b>	<b>7,329,829</b>
Non-current assets:			
Long-term restricted cash	97,720	78,073	10,899
Property, plant and equipment, net.	25,892,904	26,805,111	3,741,849
Intangible assets, net	29,648	29,648	4,139
Land use rights, net	201,995	199,343	27,827
Long-term investments	3,126,007	2,710,730	378,403
Right-of-use assets – operating lease	12,797,158	12,958,244	1,808,901
Other non-current assets	3,573,137	4,756,725	664,013
<b>Total non-current assets</b>	<b>45,718,569</b>	<b>47,537,874</b>	<b>6,636,031</b>
<b>Total assets</b>	<b>107,604,612</b>	<b>100,045,845</b>	<b>13,965,860</b>

	As of		
	December 31, 2024	June 30, 2025	June 30, 2025
	RMB	RMB	US\$
<b>LIABILITIES</b>			
Current liabilities:			
Short-term borrowings	5,729,561	5,438,829	759,231
Trade and notes payable	34,387,266	34,951,395	4,879,027
Amounts due to related parties	409,363	641,495	89,549
Taxes payable	400,146	503,432	70,276
Current portion of operating lease liabilities	1,945,987	2,644,228	369,120
Current portion of long-term borrowings	3,397,622	792,198	110,587
Accruals and other liabilities	16,041,079	17,310,010	2,416,385
<b>Total current liabilities</b>	<b>62,311,024</b>	<b>62,281,587</b>	<b>8,694,175</b>
Non-current liabilities:			
Long-term borrowings	11,440,755	9,113,178	1,272,151
Non-current operating lease liabilities	11,260,735	11,110,807	1,551,009
Deferred tax liabilities	127,467	127,286	17,768
Amounts due to related parties, non-current	329,492	357,970	49,971
Other non-current liabilities	8,628,596	10,439,053	1,457,232
<b>Total non-current liabilities</b>	<b>31,787,045</b>	<b>31,148,294</b>	<b>4,348,131</b>
<b>Total liabilities</b>	<b>94,098,069</b>	<b>93,429,881</b>	<b>13,042,306</b>

# NIO INC.

## Unaudited Condensed Consolidated Balance Sheets

(All amounts in thousands)

	As of		
	December 31, 2024	June 30, 2025	June 30, 2025
	RMB	RMB	US\$
<b>MEZZANINE EQUITY</b>			
Redeemable non-controlling interests	7,441,997	7,734,861	1,079,745
<b>Total mezzanine equity</b>	<b>7,441,997</b>	<b>7,734,861</b>	<b>1,079,745</b>
<b>SHAREHOLDERS' EQUITY/(DEFICIT)</b>			
<b>Total NIO Inc. shareholders' equity/(deficit)</b>	<b>5,967,023</b>	<b>(1,205,705)</b>	<b>(168,309)</b>
Non-controlling interests	97,523	86,808	12,118
<b>Total shareholders' equity/(deficit)</b>	<b>6,064,546</b>	<b>(1,118,897)</b>	<b>(156,191)</b>
<b>Total liabilities, mezzanine equity and shareholders' equity/(deficit)</b>	<b>107,604,612</b>	<b>100,045,845</b>	<b>13,965,860</b>



**NIO INC.**
**Unaudited Condensed Consolidated Statements of Comprehensive Loss**

(All amounts in thousands, except for share and per share/ADS data)

	Three Months Ended			
	June 30,	March 31,	June 30,	June 30,
	2024	2025	2025	2025
	RMB	RMB	RMB	US\$
<b>Revenues:</b>				
Vehicle sales	15,679,623	9,939,305	16,136,114	2,252,515
Other sales	1,766,345	2,095,424	2,872,551	400,993
<b>Total revenues</b>	<b>17,445,968</b>	<b>12,034,729</b>	<b>19,008,665</b>	<b>2,653,508</b>
<b>Cost of sales:</b>				
Vehicle sales	(13,773,438)	(8,925,641)	(14,473,222)	(2,020,384)
Other sales	(1,983,815)	(2,189,534)	(2,637,920)	(368,239)
<b>Total cost of sales</b>	<b>(15,757,253)</b>	<b>(11,115,175)</b>	<b>(17,111,142)</b>	<b>(2,388,623)</b>
<b>Gross profit</b>	<b>1,688,715</b>	<b>919,554</b>	<b>1,897,523</b>	<b>264,885</b>
<b>Operating expenses:</b>				
Research and development	(3,218,522)	(3,181,403)	(3,007,032)	(419,765)
Selling, general and administrative	(3,757,458)	(4,400,763)	(3,964,921)	(553,482)
Other operating income	77,967	244,484	165,572	23,113
<b>Total operating expenses</b>	<b>(6,898,013)</b>	<b>(7,337,682)</b>	<b>(6,806,381)</b>	<b>(950,134)</b>
<b>Loss from operations</b>	<b>(5,209,298)</b>	<b>(6,418,128)</b>	<b>(4,908,858)</b>	<b>(685,249)</b>
Interest and investment income	362,731	173,216	107,529	15,010
Interest expenses	(176,141)	(244,862)	(212,748)	(29,698)
Loss on extinguishment of debt	–	(14,660)	–	–
Share of losses of equity investees	(73,607)	(256,195)	(124,664)	(17,402)
Other income, net	52,351	15,227	186,879	26,087
<b>Loss before income tax expense</b>	<b>(5,043,964)</b>	<b>(6,745,402)</b>	<b>(4,951,862)</b>	<b>(691,252)</b>
Income tax expense	(2,019)	(4,631)	(42,939)	(5,994)
<b>Net loss</b>	<b>(5,045,983)</b>	<b>(6,750,033)</b>	<b>(4,994,801)</b>	<b>(697,246)</b>
Accretion on redeemable non-controlling interests to redemption value	(83,022)	(144,490)	(148,374)	(20,712)
Net loss attributable to non-controlling interests	2,635	3,462	1,868	261
<b>Net loss attributable to ordinary shareholders of NIO Inc.</b>	<b><u>(5,126,370)</u></b>	<b><u>(6,891,061)</u></b>	<b><u>(5,141,307)</u></b>	<b><u>(717,697)</u></b>

	Three Months Ended			
	June 30,	March 31,	June 30,	June 30,
	2024	2025	2025	2025
	RMB	RMB	RMB	US\$
<b>Net loss</b>	<b>(5,045,983)</b>	<b>(6,750,033)</b>	<b>(4,994,801)</b>	<b>(697,246)</b>
<b>Other comprehensive income</b>				
Foreign currency translation adjustment, net of nil tax	89,483	75,911	184,568	25,765
<b>Total other comprehensive income</b>	<b>89,483</b>	<b>75,911</b>	<b>184,568</b>	<b>25,765</b>
<b>Total comprehensive loss</b>	<b>(4,956,500)</b>	<b>(6,674,122)</b>	<b>(4,810,233)</b>	<b>(671,481)</b>
Accretion on redeemable non-controlling interests to redemption value	(83,022)	(144,490)	(148,374)	(20,712)
Net loss attributable to non-controlling interests	2,635	3,462	1,868	261
<b>Comprehensive loss attributable to ordinary shareholders of NIO Inc.</b>	<b>(5,036,887)</b>	<b>(6,815,150)</b>	<b>(4,956,739)</b>	<b>(691,932)</b>
<b>Weighted average number of ordinary shares/ADS used in computing net loss per share/ADS</b>				
Basic and diluted	2,049,836,045	2,093,881,620	2,230,044,617	2,230,044,617
<b>Net loss per share/ADS attributable to ordinary shareholders</b>				
Basic and diluted	(2.50)	(3.29)	(2.31)	(0.32)

# NIO INC.

## Unaudited Condensed Consolidated Statements of Comprehensive Loss

(All amounts in thousands, except for share and per share/ADS data)

	Six Months Ended		
	June 30, 2024	June 30, 2025	June 30, 2025
	RMB	RMB	US\$
<b>Revenues:</b>			
Vehicle sales	24,060,941	26,075,419	3,639,988
Other sales	3,293,663	4,967,975	693,503
<b>Total revenues</b>	<b>27,354,604</b>	<b>31,043,394</b>	<b>4,333,491</b>
<b>Cost of sales:</b>			
Vehicle sales	(21,386,680)	(23,398,863)	(3,266,355)
Other sales	(3,791,478)	(4,827,454)	(673,887)
<b>Total cost of sales</b>	<b>(25,178,158)</b>	<b>(28,226,317)</b>	<b>(3,940,242)</b>
<b>Gross profit</b>	<b>2,176,446</b>	<b>2,817,077</b>	<b>393,249</b>
<b>Operating expenses:</b>			
Research and development	(6,082,738)	(6,188,435)	(863,872)
Selling, general and administrative	(6,754,256)	(8,365,684)	(1,167,804)
Other operating income	57,177	410,056	57,242
<b>Total operating expenses</b>	<b>(12,779,817)</b>	<b>(14,144,063)</b>	<b>(1,974,434)</b>
<b>Loss from operations</b>	<b>(10,603,371)</b>	<b>(11,326,986)</b>	<b>(1,581,185)</b>
Interest and investment income	713,524	280,745	39,190
Interest expenses	(347,016)	(457,610)	(63,880)
Loss on extinguishment of debt	(11,326)	(14,660)	(2,046)
Share of losses of equity investees	(93,089)	(380,859)	(53,166)
Other income, net	119,727	202,106	28,213
<b>Loss before income tax expense</b>	<b>(10,221,551)</b>	<b>(11,697,264)</b>	<b>(1,632,874)</b>
Income tax expense	(9,009)	(47,570)	(6,641)
<b>Net loss</b>	<b>(10,230,560)</b>	<b>(11,744,834)</b>	<b>(1,639,515)</b>
Accretion on redeemable non-controlling interests to redemption value	(162,546)	(292,864)	(40,882)
Net loss attributable to non-controlling interests	8,818	5,330	744
<b>Net loss attributable to ordinary shareholders of NIO Inc.</b>	<b>(10,384,288)</b>	<b>(12,032,368)</b>	<b>(1,679,653)</b>

	Six Months Ended		
	June 30,	June 30,	June 30,
	2024	2025	2025
	RMB	RMB	US\$
<b>Net loss</b>	<b>(10,230,560)</b>	<b>(11,744,834)</b>	<b>(1,639,515)</b>
<b>Other comprehensive income</b>			
Foreign currency translation adjustment, net of nil tax	96,951	260,479	36,361
<b>Total other comprehensive income</b>	<b>96,951</b>	<b>260,479</b>	<b>36,361</b>
<b>Total comprehensive loss</b>	<b>(10,133,609)</b>	<b>(11,484,355)</b>	<b>(1,603,154)</b>
Accretion on redeemable non-controlling interests to redemption value	(162,546)	(292,864)	(40,882)
Net loss attributable to non-controlling interests	8,818	5,330	744
<b>Comprehensive loss attributable to ordinary shareholders of NIO Inc.</b>	<b>(10,287,337)</b>	<b>(11,771,889)</b>	<b>(1,643,292)</b>
<b>Weighted average number of ordinary shares/ADS used in computing net loss per share/ADS</b>			
Basic and diluted	2,047,257,903	2,162,319,854	2,162,319,854
<b>Net loss per share/ADS attributable to ordinary shareholders</b>			
Basic and diluted	(5.07)	(5.56)	(0.78)

# NIO INC.

## Unaudited Reconciliation of GAAP and Non-GAAP Results

(All amounts in thousands, except for share and per share/ADS data)

	Three Months Ended June 30, 2025				
	GAAP Result	Share-based compensation	Organizational optimization charges	Accretion on redeemable non-controlling interests to redemption value	Adjusted Result (Non-GAAP)
	RMB	RMB	RMB	RMB	RMB
Cost of sales	(17,111,142)	12,867	54,282	–	(17,043,993)
Research and development expenses	(3,007,032)	302,620	215,532	–	(2,488,880)
Selling, general and administrative expenses	(3,964,921)	110,688	172,074	–	(3,682,159)
<b>Total</b>	<b>(24,083,095)</b>	<b>426,175</b>	<b>441,888</b>	<b>–</b>	<b>(23,215,032)</b>
Loss from operations	(4,908,858)	426,175	441,888	–	(4,040,795)
Net loss	(4,994,801)	426,175	441,888	–	(4,126,738)
Net loss attributable to ordinary shareholders of NIO Inc.	(5,141,307)	426,175	441,888	148,374	(4,124,870)
Net loss per share/ADS attributable to ordinary shareholders, basic and diluted (RMB)	(2.31)	0.19	0.20	0.07	(1.85)
Net loss per ADS attributable to ordinary shareholders, basic and diluted (USD)	(0.32)	0.03	0.03	0.01	(0.25)



(All amounts in thousands, except for share and per share/ADS data)

Three Months Ended March 31, 2025					
	GAAP Result	Share-based compensation	Organizational optimization charges	Accretion on redeemable non-controlling interests to redemption value	Adjusted Result (Non-GAAP)
	RMB	RMB	RMB	RMB	RMB
Cost of sales	(11,115,175)	15,001	–	–	(11,100,174)
Research and development expenses	(3,181,403)	267,047	–	–	(2,914,356)
Selling, general and administrative expenses	(4,400,763)	188,891	–	–	(4,211,872)
<b>Total</b>	<b>(18,697,341)</b>	<b>470,939</b>	<b>–</b>	<b>–</b>	<b>(18,226,402)</b>
Loss from operations	(6,418,128)	470,939	–	–	(5,947,189)
Net loss	(6,750,033)	470,939	–	–	(6,279,094)
Net loss attributable to ordinary shareholders of NIO Inc.	(6,891,061)	470,939	–	144,490	(6,275,632)
Net loss per share/ADS attributable to ordinary shareholders, basic and diluted (RMB)	(3.29)	0.21	–	0.07	(3.01)
Net loss per ADS attributable to ordinary shareholders, basic and diluted (USD)	(0.45)	0.03	–	0.01	(0.41)

(All amounts in thousands, except for share and per share/ADS data)

Three Months Ended June 30, 2024					
	GAAP Result	Share-based compensation	Organizational optimization charges	Accretion on redeemable non-controlling interests to redemption value	Adjusted Result (Non-GAAP)
	RMB	RMB	RMB	RMB	RMB
Cost of sales	(15,757,253)	18,698	–	–	(15,738,555)
Research and development expenses	(3,218,522)	330,110	–	–	(2,888,412)
Selling, general and administrative expenses	(3,757,458)	161,945	–	–	(3,595,513)
<b>Total</b>	<b>(22,733,233)</b>	<b>510,753</b>	<b>–</b>	<b>–</b>	<b>(22,222,480)</b>
Loss from operations	(5,209,298)	510,753	–	–	(4,698,545)
Net loss	(5,045,983)	510,753	–	–	(4,535,230)
Net loss attributable to ordinary shareholders of NIO Inc.	(5,126,370)	510,753	–	83,022	(4,532,595)
Net loss per share/ADS attributable to ordinary shareholders, basic and diluted (RMB)	(2.50)	0.25	–	0.04	(2.21)

**Six Months Ended June 30, 2025**

	<b>GAAP Result</b>	<b>Share-based compensation</b>	<b>Organizational optimization charges</b>	<b>Accretion on redeemable non-controlling interests to redemption value</b>	<b>Adjusted Result (Non-GAAP)</b>
	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>
Cost of sales	(28,226,317)	27,868	54,282	–	(28,144,167)
Research and development expenses	(6,188,435)	569,667	215,532	–	(5,403,236)
Selling, general and administrative expenses	(8,365,684)	299,579	172,074	–	(7,894,031)
<b>Total</b>	<b>(42,780,436)</b>	<b>897,114</b>	<b>441,888</b>	<b>–</b>	<b>(41,441,434)</b>
Loss from operations	(11,326,986)	897,114	441,888	–	(9,987,984)
Net loss	(11,744,834)	897,114	441,888	–	(10,405,832)
Net loss attributable to ordinary shareholders of NIO Inc.	(12,032,368)	897,114	441,888	292,864	(10,400,502)
Net loss per share/ADS attributable to ordinary shareholders, basic and diluted (RMB)	(5.56)	0.41	0.20	0.14	(4.81)
Net loss per share/ADS attributable to ordinary shareholders, basic and diluted (USD)	(0.78)	0.06	0.03	0.02	(0.67)

**Six Months Ended June 30, 2024**

	<b>GAAP Result</b>	<b>Share-based compensation</b>	<b>Organizational optimization charges</b>	<b>Accretion on redeemable non-controlling interests to redemption value</b>	<b>Adjusted Result (Non-GAAP)</b>
	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>
Cost of sales	(25,178,158)	28,451	–	–	(25,149,707)
Research and development expenses	(6,082,738)	536,093	–	–	(5,546,645)
Selling, general and administrative expenses	(6,754,256)	227,620	–	–	(6,526,636)
<b>Total</b>	<b>(38,015,152)</b>	<b>792,164</b>	<b>–</b>	<b>–</b>	<b>(37,222,988)</b>
Loss from operations	(10,603,371)	792,164	–	–	(9,811,207)
Net loss	(10,230,560)	792,164	–	–	(9,438,396)
Net loss attributable to ordinary shareholders of NIO Inc.	(10,384,288)	792,164	–	162,546	(9,429,578)
Net loss per share/ADS attributable to ordinary shareholders, basic and diluted (RMB)	(5.07)	0.39	–	0.08	(4.60)

<sup>i</sup> All translations from RMB to USD for three months and six months ended June 30, 2025 were made at the rate of RMB7.1636 to US\$1.00, the noon buying rate in effect on June 30, 2025 in the H.10 statistical release of the Federal Reserve Board.

<sup>ii</sup> Vehicle margin is the margin of new vehicle sales, which is calculated based on revenues and cost of sales derived from new vehicle sales only.

<sup>iii</sup> Except for gross margin and vehicle margin, where absolute changes instead of percentage changes are calculated.

## Reconciliation between U.S. GAAP and IFRS Accounting Standards

The Company's consolidated financial statements for its primary listing in the United States are prepared in accordance with the accounting principles generally accepted in the United States of America (the "**U.S. GAAP**"). As a secondary listed issuer of the Hong Kong Stock Exchange, the Company is required to include a reconciliation statement in our annual financial statements starting from the first full financial year commencing on or after January 1, 2022, and in all subsequent financial statements (including interim financial statements)<sup>1</sup>.

For our interim reporting with the Hong Kong Stock Exchange for the six month period ended June 30, 2025, we have prepared and included as Appendix, the reconciliation statement of the unaudited condensed consolidated statement of comprehensive loss for the six months ended June 30, 2025 and the unaudited condensed consolidated balance sheets as of June 30, 2025 of the Company, its subsidiaries and consolidated VIEs (collectively referred to as "**the Group**") between the accounting policies adopted by the Group of the relevant period in accordance with U.S. GAAP and IFRS Accounting Standards as issued by the International Accounting Standards Board (together, the "**Reconciliation Statement**").

PricewaterhouseCoopers, the auditor of the Company in Hong Kong, has performed a limited assurance engagement on the Reconciliation Statement in accordance with International Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information".

## Reconciliation between U.S. GAAP and IFRS Accounting Standards

The unaudited consolidated condensed statement of comprehensive loss and the unaudited condensed consolidated balance sheets are prepared in accordance with U.S. GAAP, which differ in certain respects from IFRS Accounting Standards. The effects of material differences between the unaudited interim condensed consolidated financial information of the Group prepared under U.S. GAAP and IFRS Accounting Standards are as follows:

<sup>1</sup> According to the HKEX Guidance Letter HKEX-GL111-22 Footnote 22, a secondary listed issuer listed in the US is not required to prepare a reconciliation statement in respect of its US GAAP quarterly financial statements which are published pursuant to overseas rules and regulations.

## Reconciliation of unaudited condensed consolidated statement of comprehensive loss

For the six months ended June 30, 2025

	Amounts under U.S. GAAP	IFRS adjustments								Amounts under IFRS Accounting Standards	
		RMB (in thousands)									
		Share-based compensation	Convertible notes	Derivative financial instrument- capped call options	Redeemable non- controlling interests	Available- for-sale debt securities	Equity securities without readily determinable fair value	Leases	Warranty Accrual	Software	
		Note (i)	Note (ii)	Note (iii)	Note (iv)	Note (v)	Note (vi)	Note (vii)	Note (viii)	Note (ix)	
Cost of revenues	(28,226,317)	10,547	-	-	-	-	-	82,627	10,372	-	(28,122,771)
Research and development	(6,188,435)	378,719	-	-	-	-	-	27,122	-	-	(5,782,594)
Selling, general and administrative	(8,365,684)	135,405	-	-	-	-	-	169,792	-	-	(8,060,487)
Loss from operations	(11,326,986)	524,671	-	-	-	-	-	279,541	10,372	-	(10,512,402)
Interest and investment income	280,745	-	(56,296)	-	-	-	3,511	-	-	-	227,960
Interest expenses	(457,610)	-	183,497	-	(292,864)	-	-	(282,624)	(72,359)	-	(921,960)
Loss on extinguishment of debt	(14,660)	-	14,660	-	-	-	-	-	-	-	-
Fair value changes of convertible notes	-	-	(154,151)	-	-	-	-	-	-	-	(154,151)
Loss before income tax expense	(11,697,264)	524,671	(12,290)	-	(292,864)	-	3,511	(3,083)	(61,987)	-	(11,539,306)
Net loss	(11,744,834)	524,671	(12,290)	-	(292,864)	-	3,511	(3,083)	(61,987)	-	(11,586,876)

For the six months ended June 30, 2025

	Amounts under U.S. GAAP	IFRS adjustments								Amounts under IFRS Accounting Standards
	RMB (in thousands)									
	Share-based compensation	Convertible notes	Derivative financial instrument- capped call options	Redeemable non- controlling interests	Available- for-sale debt securities	Equity securities without readily determinable fair value	Leases	Warranty Accrual	Software	
	Note (i)	Note (ii)	Note (iii)	Note (iv)	Note (v)	Note (vi)	Note (vii)	Note (viii)	Note (ix)	
Fair value change on convertible notes due to own credit risk	-	-	88,230	-	-	-	-	-	-	88,230
Changes in the fair value of equity instruments at fair value through other comprehensive income or loss	-	-	-	-	-	(3,511)	-	-	-	(3,511)
Total other comprehensive income	260,479	-	88,230	-	-	(3,511)	-	-	-	345,198
Total comprehensive loss	(11,484,355)	524,671	75,940	-	(292,864)	-	(3,083)	(61,987)	-	(11,241,678)
Accretion on redeemable non-controlling interests to redemption value	(292,864)	-	-	292,864	-	-	-	-	-	-
Comprehensive loss attributable to ordinary shareholders of NIO Inc.	(11,771,889)	524,671	75,940	-	-	-	(3,083)	(61,987)	-	(11,236,348)



For the six months ended June 30, 2024

	Amounts under U.S. GAAP	IFRS adjustments								Amounts under IFRS Accounting Standards
	RMB (in thousands)									
	Share-based compensation	Convertible notes	Derivative financial instrument- capped call options	Redeemable non- controlling interests	Available- for-sale debt securities	Equity securities without readily determinable fair value	Leases	Warranty Accrual	Software	
	Note (i)	Note (ii)	Note (iii)	Note (iv)	Note (v)	Note (vi)	Note (vii)	Note (viii)	Note (ix)	
Cost of revenues	(25,178,158)	15,686	-	-	-	-	85,798	126,786	-	(24,949,888)
Research and development	(6,082,738)	226,530	-	-	-	-	11,460	-	-	(5,844,748)
Selling, general and administrative	(6,754,256)	106,596	-	-	-	-	113,444	-	-	(6,534,216)
<b>Loss from operations</b>	<b>(10,603,371)</b>	<b>348,812</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>210,702</b>	<b>126,786</b>	<b>-</b>	<b>(9,917,071)</b>
Interest and investment income	713,524	-	(43,867)	-	-	24,480	-	-	-	694,137
Interest expenses	(347,016)	-	196,364	(162,546)	-	-	(299,762)	(73,545)	-	(686,505)
Loss on extinguishment of debt	(11,326)	-	11,326	-	-	-	-	-	-	-
Fair value changes on financial instruments measured at fair value through profit or loss	-	-	(49,838)	-	-	-	-	-	-	(49,838)
Fair value changes of convertible notes	-	-	2,367,552	-	-	-	-	-	-	2,367,552
<b>Loss before income tax expense</b>	<b>(10,221,551)</b>	<b>348,812</b>	<b>2,531,375</b>	<b>(49,838)</b>	<b>(162,546)</b>	<b>-</b>	<b>24,480</b>	<b>(89,060)</b>	<b>53,241</b>	<b>(7,565,087)</b>
<b>Net loss</b>	<b>(10,230,560)</b>	<b>348,812</b>	<b>2,531,375</b>	<b>(49,838)</b>	<b>(162,546)</b>	<b>-</b>	<b>24,480</b>	<b>(89,060)</b>	<b>53,241</b>	<b>(7,574,096)</b>

For the six months ended June 30, 2024

	Amounts under U.S. GAAP	IFRS adjustments								Amounts under IFRS Accounting Standards	
	RMB (in thousands)										
	Share-based compensation	Convertible notes	Derivative financial instrument- capped call options	Redeemable non- controlling interests	Available- for-sale debt securities	Equity securities without readily determinable fair value	Leases	Warranty Accrual	Software		
	Note (i)	Note (ii)	Note (iii)	Note (iv)	Note (v)	Note (vi)	Note (vii)	Note (viii)	Note (ix)		
Fair value change on convertible notes due to own credit risk	-	-	(99,099)	-	-	-	-	-	-	(99,099)	
Changes in the fair value of equity instruments at fair value through other comprehensive income or loss	-	-	-	-	-	(24,480)	-	-	-	(24,480)	
Total other comprehensive income	96,951	-	(99,099)	-	-	(24,480)	-	-	-	(26,628)	
Total comprehensive loss	(10,133,609)	348,812	2,432,276	(49,838)	(162,546)	-	-	(89,060)	53,241	-	(7,600,724)
Accretion on redeemable non-controlling interests to redemption value	(162,546)	-	-	-	162,546	-	-	-	-	-	-
Comprehensive loss attributable to ordinary shareholders of NIO Inc.	(10,287,337)	348,812	2,432,276	(49,838)	-	-	-	(89,060)	53,241	-	(7,591,906)

## Reconciliation of unaudited condensed consolidated balance sheets

As of June 30, 2025

	Amounts under U.S. GAAP	IFRS adjustments									Amounts under IFRS Accounting Standards
		RMB (in thousands)									
		Share-based compensation	Convertible notes	Derivative financial instrument- capped call options	Redeemable non- controlling interests	Available- for-sale debt securities	Equity securities without readily determinable fair value	Leases	Warranty Accrual	Software	
	Note (i)	Note (ii)	Note (iii)	Note (iv)	Note (v)	Note (vi)	Note (vii)	Note (viii)	Note (ix)		
Prepayments and other current assets	4,444,995	-	-	-	500,000	-	-	-	-	-	4,944,995
Financial assets at fair value through profit or loss	-	-	-	-	-	175,407	-	-	-	-	175,407
Financial assets at fair value through other comprehensive income or loss	-	-	-	-	-	-	500,771	-	-	-	500,771
Property, plant and equipment, net	26,805,111	-	-	-	-	-	-	-	-	(237,862)	26,567,249
Intangible assets, net	29,648	-	-	-	-	-	-	-	-	237,862	267,510
Long-term investments	2,710,730	-	-	-	-	(175,407)	(500,771)	-	-	-	2,034,552
Right-of-use assets	12,958,244	-	-	-	-	-	-	(429,495)	-	-	12,528,749
<b>Total assets</b>	<b>100,045,845</b>	<b>-</b>	<b>-</b>		<b>500,000</b>	<b>-</b>	<b>-</b>	<b>(429,495)</b>	<b>-</b>	<b>-</b>	<b>100,116,350</b>
Current portion of long-term borrowings	792,198	-	(6,517)	-	-	-	-	-	-	-	785,681
Accruals and other liabilities	17,310,010	-	(72,351)	-	-	-	-	-	-	-	17,237,659
Financial liabilities measured at amortized cost	-	-	-	-	8,234,861	-	-	-	-	-	8,234,861
Financial liabilities at fair value through profit or loss	-	-	6,136,903	-	-	-	-	-	-	-	6,136,903
Long-term borrowings	9,113,178	-	(8,136,775)	-	-	-	-	-	-	-	976,403
Other non-current liabilities	10,439,053	-	-	-	-	-	-	-	(638,775)	-	9,800,278
<b>Total liabilities</b>	<b>93,429,881</b>	<b>-</b>	<b>(2,078,740)</b>	<b>-</b>	<b>8,234,861</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(638,775)</b>	<b>-</b>	<b>98,947,227</b>
Redeemable non-controlling interests	7,734,861	-	-	-	(7,734,861)	-	-	-	-	-	-
<b>Mezzanine equity</b>	<b>7,734,861</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(7,734,861)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Additional paid-in capital	122,894,093	709,437	-	(614,849)	8,311,034	-	-	-	-	-	131,299,715
Accumulated other comprehensive loss	843,138	-	(520,481)	-	-	-	83,274	-	-	-	405,931
Accumulated deficit	(124,807,714)	(709,437)	2,599,221	614,849	(8,311,034)	-	(83,274)	(429,495)	638,775	-	(130,488,109)
<b>Total shareholders' equity</b>	<b>(1,118,897)</b>	<b>-</b>	<b>2,078,740</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(429,495)</b>	<b>638,775</b>	<b>-</b>	<b>1,169,123</b>

As of December 31, 2024

	Amounts under U.S. GAAP	IFRS adjustments									Amounts under IFRS Accounting Standards
		RMB (in thousands)									
		Share-based compensation	Convertible notes	Derivative financial instrument- capped call options	Redeemable non- controlling interests	Available- for-sale debt securities	Equity securities without readily determinable fair value	Leases	Warranty Accrual	Software	
		Note (i)	Note (ii)	Note (iii)	Note (iv)	Note (v)	Note (vi)	Note (vii)	Note (viii)	Note (ix)	
Prepayments and other current assets	3,632,956	-	-	-	500,000	-	-	-	-	-	4,132,956
Financial assets at fair value through profit or loss	-	-	-	-	-	173,918	-	-	-	-	173,918
Financial assets at fair value through other comprehensive income or loss	-	-	-	-	-	-	504,282	-	-	-	504,282
Property, plant and equipment, net	25,892,904	-	-	-	-	-	-	-	-	(361,781)	25,531,123
Intangible assets, net	29,648	-	-	-	-	-	-	-	-	361,781	391,429
Long-term investments	3,126,007	-	-	-	-	(173,918)	(504,282)	-	-	-	2,447,807
Right-of-use assets	12,797,158	-	-	-	-	-	-	(426,412)	-	-	12,370,746
<b>Total assets</b>	<b>107,604,612</b>	<b>-</b>	<b>-</b>		<b>500,000</b>	<b>-</b>	<b>-</b>	<b>(426,412)</b>	<b>-</b>	<b>-</b>	<b>107,678,200</b>
Current portion of long-term borrowings	3,397,622	-	(2,706,285)	-	-	-	-	-	-	-	691,337
Accruals and other liabilities	16,041,079	-	(79,457)	-	-	-	-	-	-	-	15,961,622
Financial liabilities at fair value through profit or loss	-	-	8,949,938	-	-	-	-	-	-	-	8,949,938
Financial liabilities measured at amortized cost	-	-	-	-	7,941,997	-	-	-	-	-	7,941,997
Long-term borrowings	11,440,755	-	(8,166,996)	-	-	-	-	-	-	-	3,273,759
Other non-current liabilities	8,628,596	-	-	-	-	-	-	-	(700,762)	-	7,927,834
<b>Total liabilities</b>	<b>94,098,069</b>	<b>-</b>	<b>(2,002,800)</b>	<b>-</b>	<b>7,941,997</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(700,762)</b>	<b>-</b>	<b>99,336,504</b>
Redeemable non-controlling interests	7,441,997	-	-	-	(7,441,997)	-	-	-	-	-	-
<b>Mezzanine equity</b>	<b>7,441,997</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(7,441,997)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Additional paid-in capital	118,688,242	1,234,108	-	(614,849)	8,018,170	-	-	-	-	-	127,325,671
Accumulated other comprehensive loss	582,659	-	(608,711)	-	-	-	86,785	-	-	-	60,733
Accumulated deficit	(113,068,210)	(1,234,108)	2,611,511	614,849	(8,018,170)	-	(86,785)	(426,412)	700,762	-	(118,906,563)
<b>Total shareholders' equity</b>	<b>6,064,546</b>	<b>-</b>	<b>2,002,800</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(426,412)</b>	<b>700,762</b>	<b>-</b>	<b>8,341,696</b>

## **Basis of Preparation**

The Directors of the Company are responsible for preparation of the Reconciliation Statement in accordance with the relevant requirements of the HKEX Guidance Letter HKEX-GL111-22 Footnote 22. The Reconciliation Statement was prepared based on the Group's unaudited interim condensed consolidated financial information for the six months ended June 30, 2025 prepared under U.S. GAAP, with adjustments made (if any) thereto in arriving at the unaudited financial information of the Group prepared under IFRS Accounting Standards. The adjustments reflect the differences between the Group's accounting policies under U.S. GAAP and IFRS Accounting Standards.

### **(i) Share-based compensation**

Under U.S. GAAP, the Group has elected to recognize compensation expense using the straight-line method for all employee equity awards granted with graded vesting over the requisite service period.

Under IFRS Accounting Standards, the graded vesting method is required to recognize compensation expense for all employee equity awards granted with graded vesting.

### **(ii) Convertible notes**

Under U.S. GAAP, the convertible notes are measured at amortized cost, with any difference between the initial carrying value and the repayment amount recognized as interest expense using effective interest method over the period from issuance date to maturity date.

Under IFRS Accounting Standards, the Group's convertible notes are designated as at fair value through profit or loss such that the convertible notes are initially recognized at fair value. Subsequent to initial recognition, the amounts of changes in fair value of the convertible notes that are attributed to changes in own credit risk are presented in other comprehensive income and the remaining fair value changes are presented in the profit or loss.

### **(iii) Derivative financial instruments-capped call options**

Under U.S. GAAP, the costs for the capped call options are recorded as deduction of additional paid-in capital within total shareholders' deficit.

Under IFRS Accounting Standards, the capped call options are recognized as financial assets at fair value through profit or loss such that they are initially recognized at fair value and subsequent to initial recognition, the amounts of changes in fair value are recognized in the profit or loss.



**(iv) Redeemable non-controlling interests**

Under U.S. GAAP, SEC guidance provides for mezzanine-equity (temporary equity) category in addition to the financial liability and permanent equity categories. The purpose of this “in-between” category is to indicate that a security may not be a permanent part of equity. The Group classifies the redeemable non-controlling interests as mezzanine equity in the consolidated balance sheets and are recorded initially at fair value, net of issuance costs. The Group recognizes accretion to the respective redemption value of the redeemable non-controlling interests over the period starting from issuance date to the earliest redemption date. In addition, the Group recognizes the receivables from a redeemable non-controlling shareholder as a reduction of mezzanine equity.

Under IFRS Accounting Standards, the Group’s obligation to purchase its own equity instruments for cash is recognized as a financial liability initially at the present value of the redemption amount and reclassified from equity. Subsequently, the financial liability is measured at amortized cost using the effective interest rate method. In addition, the Group recognizes the receivables from a redeemable non-controlling shareholder in assets given the Group has a contractual right to receive cash.

**(v) Available-for-sale debt securities**

Under U.S. GAAP, the Group reports available-for-sale debt securities measured at fair value at each balance sheet date with the aggregate unrealized gains and losses, net of tax, reflected in other comprehensive income.

Under IFRS Accounting Standards, since those debt investments could not meet the definition of the equity instrument from the perspective of issuer, and the contractual cashflow of these financial assets does not represent solely payments of principal and interest, thus they should be reclassified from long-term investments to financial assets measured at fair value through profit or loss such that they are initially recognized at fair values and subsequent to initial recognition, the amounts of changes in fair value are recognized in the profit or loss.

**(vi) Equity securities without readily determinable fair value**

Under U.S. GAAP, the Group elected to measure an equity security without a readily determinable fair value using a measurement alternative that measures the securities at cost minus impairment, if any, plus or minus changes resulting from subsequent qualifying observable price changes.

Under IFRS Accounting Standards, the Group elected to measure the investments in equity instruments at fair value through other comprehensive income or loss (FVOCI). Fair value changes of these investments were recognized in the other comprehensive income or loss.

**(vii) Leases**

Under U.S. GAAP, for operating leases, the amortization of right-of-use assets and the interest expense element of lease liabilities are recorded together as lease expenses, which results in a straight-line recognition effect in profit or loss.

Under IFRS Accounting Standards, the right-of-use assets are generally depreciated on a straight-line basis while the interest expense related to the lease liabilities are measured under the effective interest method, which results in higher expenses in earlier periods and lower expenses in later periods. The amortization of the right-of-use assets is recorded as lease expense and the interest expense is required to be presented in separate line item.

**(viii) Warranty accrual**

Under U.S. GAAP, warranty accrual is generally recorded at the amount that will be paid to settle the provisions and there is a policy choice to discount the warranty accrual. The Group elects to record the warranty accrual without considering the discount of the provisions.

Under IFRS Accounting Standards, there is no accounting policy choice and the initial amount of the warranty accrual is the present value of the anticipated cash flows expected to be required to settle the obligation. The carrying amount of the warranty accrual increases in each period to reflect the passage of time with said increase recognized as an interest expense.

**(ix) Software**

Under U.S. GAAP, software is not presented as intangible assets and so the Group records software in property, plant and equipment.

Under IFRS Accounting Standards, software is reported under the intangible assets category. Accordingly, software is reclassified from property, plant and equipment to intangible assets.

## APPENDIX I

### Weighted Voting Rights Structure

Our Company is controlled through weighted voting rights (“**WVR**”). Under our WVR structure, each Class A ordinary share entitles the holder to exercise one vote, and each Class C ordinary share entitles the holder to exercise eight votes, on any resolution tabled at our general meetings, subject to Rule 8A.24 of the Hong Kong Listing Rules that requires certain matters (the “**Reserved Matters**”) to be voted on a one vote per share basis.

Our WVR structure enables our founder, Mr. Bin Li (the “**WVR Beneficiary**”), controlling the Class C ordinary shares through Originalwish Limited, mobike Global Ltd. and NIO Users Limited, to exercise voting control over our Company notwithstanding the WVR Beneficiary does not hold a majority economic interest in the share capital of our Company. This will enable us to benefit from the continuing vision and leadership of our WVR Beneficiary who will control our Company with a view to our long-term prospects and strategy.

Shareholders and prospective investors are advised to be aware of the potential risks of investing in our Company with a WVR structure, in particular that the interests of the WVR Beneficiary may not necessarily always be aligned with those of the shareholders as a whole, and that the WVR Beneficiary will be in a position to exert significant influence over the affairs of our Company and the outcome of shareholders’ resolutions, irrespective of how other shareholders vote. Shareholders and prospective investors should make the decision to invest in our Company only after due and careful consideration.

As of June 30, 2025, Mr. Bin Li (i) was interested in and beneficially owned 3,431 Class A ordinary shares in the form of ADSs; and (ii) was interested in and controlled through (a) Originalwish Limited, 89,013,451 Class C ordinary shares, (b) mobike Global Ltd., 26,454,325 Class C ordinary shares, (c) NIO Users Limited, 14,967,776 Class A ordinary shares and 33,032,224 Class C ordinary shares, and (d) NIO Users Community Limited, 2,000,000 Class A ordinary shares, which in total amounts to 16,971,207 Class A ordinary shares and 148,500,000 Class C ordinary shares on an aggregate basis, representing approximately 36.6% of the voting rights in our Company with respect to shareholders’ resolutions relating to matters other than certain Reserved Matters, calculated based on 2,252,857,437 issued and outstanding ordinary shares as of June 30, 2025, comprising of 2,104,357,437 Class A ordinary shares (excluding 11,743,786 Class A ordinary shares issued and reserved for future issuance upon the exercising or vesting of awards granted under our stock incentive plans) and 148,500,000 Class C ordinary shares.

NIO Users Community Limited is a British Virgin Islands company wholly owned by NIO Users Limited. NIO Users Limited is a British Virgin Islands holding company wholly owned by Maples Trustee Services (Cayman) Limited in its capacity as trustee of NIO Users Trust, a trust in which Mr. Bin Li is the settlor, protector, investment advisor and the only existing *de facto* beneficiary as of June 30, 2025. Mr. Bin Li has the power to direct the trustee with respect to the retention or disposal of, and the exercise of any voting and other rights attached to, the shares held by NIO Users Community Limited and NIO Users Limited in our Company. Originalwish Limited and mobike Global Ltd. are British Virgin Island companies wholly owned by Mr. Bin Li.

In the event that the holder of Class C ordinary shares elects to convert the Class C ordinary shares to Class A ordinary shares, each Class C ordinary share may be converted into one Class A ordinary share on a one-to-one ratio. Upon the conversion of all the issued and outstanding Class C ordinary shares, our Company will re-designate them into 148,500,000 Class A ordinary shares, representing approximately 6.6% of the total issued and outstanding shares of our Company (excluding 11,743,786 Class A ordinary shares issued and reserved for future issuance upon the exercising or vesting of awards granted under our stock incentive plans) as of June 30, 2025.

The WVR attached to the Class C ordinary shares will cease when the WVR Beneficiary no longer has any beneficial ownership of any of the Class C ordinary shares, in accordance with Rule 8A.22 of the Hong Kong Listing Rules. This may occur:

- (i) upon the occurrence of any of the circumstances set out in Rule 8A.17 of the Hong Kong Listing Rules, in particular where the WVR Beneficiary is: (1) deceased; (2) no longer a member of the board of our Company; (3) deemed by The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) to be incapacitated for the purpose of performing his duties as a director; or (4) deemed by the Hong Kong Stock Exchange to no longer meet the requirements of a director set out in the Hong Kong Listing Rules;
- (ii) when the WVR Beneficiary has transferred to another person the beneficial ownership of, or economic interest in, all of the Class C ordinary shares or the voting rights attached to them, other than in the circumstances permitted by Rule 8A.18 of the Hong Kong Listing Rules;
- (iii) where a vehicle holding Class C ordinary shares on behalf of a WVR Beneficiary no longer complies with Rule 8A.18(2) of the Hong Kong Listing Rules; or
- (iv) when all of the Class C ordinary shares have been converted to Class A ordinary shares.

### **Roles of WVR Beneficiary in NIO Users Trust**

During the six months ended June 30, 2025, Mr. Bin Li is the settlor, the protector, the investment advisor and the only existing *de facto* beneficiary of NIO Users Trust and continues to retain the voting rights of the shares in our Company controlled by NIO Users Trust and held by NIO Users Limited. Mr. Li has been the only existing *de facto* beneficiary who has been specifically named and identified under the trust deed (the “**Trust Deed**”) of NIO Users Trust and has full control over the NIO Users Trust as the sole settlor, sole protector and sole investment advisor since its establishment, although two other categories of beneficiaries were written in the Trust Deed, including (i) charities (which refers to any company, body or trust which is (a) charitable in the place where it is situated, registered, incorporated or established and (b) charitable under the laws of the Cayman Islands) and (ii) any person or class of persons added to the class of beneficiaries by the protector by deed delivered to the trustee. As of June 30, 2025, no charity has been identified as the beneficiary and no other person or class of persons has been added by Mr. Li as the protector to the class of beneficiaries. Therefore, Mr. Li has the sole control over the voting rights attached to the shares, including Class C ordinary shares, held by NIO Users Limited and Mr. Li is the only person with economic interest in the trust fund.

Any changes to the roles of the (i) protector, (ii) investment advisor or (iii) beneficiary of NIO Users Trust will have material impact on our WVR structure due to the power entrusted to them (in the case of the investment advisor and the protector) or the economic interests vested in them (in the case of the beneficiary) in the Class C ordinary shares held by NIO Users Limited. Upon the change of any of such roles to any person other than Mr. Bin Li, the beneficial ownership of, or the economic interest in, the Class C ordinary shares or the control over the voting rights attached to the shares held by NIO Users Limited will no longer be solely vested in Mr. Bin Li. Mr. Bin Li may cease to be a protector or investment advisor in the event of death, resignation by written notice to the trustee, or refusal, unfitness or incapacity to act. In such circumstances, the Class C ordinary shares held by NIO Users Limited will be automatically converted to Class A ordinary shares pursuant to Rule 8A.18(1) of the Hong Kong Listing Rules.

During the six months ended June 30, 2025, there has been no material change to the powers, rights and obligations of the (i) protector, (ii) investment advisor, or (iii) beneficiary of NIO Users Trust that would have any material impact on our WVR structure.

### **Nominating and ESG Committee**

The applicable requirements in relation to corporate governance as set out in Chapter 8A of the Hong Kong Listing Rules became applicable to us since March 10, 2022, the date on which listing of and dealings in our Class A ordinary shares first commenced on the Hong Kong Stock Exchange.

We have established the Nominating and ESG Committee in compliance with Rules 8A.27, 8A.28 and 8A.30 of the Hong Kong Listing Rules. All of the members of the Nominating and ESG Committee are independent directors, namely, Ms. Yu Long, Mr. Denny Ting Bun Lee and Mr. Hai Wu. Ms. Yu Long is the chairwoman of the Nominating and ESG Committee.

The following is a summary of work that has been performed by the Nominating and ESG Committee during the six months ended June 30, 2025 in respect of its corporate governance functions as well as other functions under its terms of reference:

- Made recommendations on the frequency and structure of board meetings and monitored the functioning of the committees of the board.
- Reviewed and monitored the adequacy of the policies and practices of our Company on corporate governance and on compliance with legal and regulatory requirements.
- Reviewed our Company's compliance with the Corporate Governance Code set out in Appendix C1 to the Hong Kong Listing Rules (the "**Corporate Governance Code**") to the extent required by Chapter 8A of the Hong Kong Listing Rules and our Company's disclosure for compliance with Chapter 8A of the Hong Kong Listing Rules.
- Reviewed and monitored the management of conflicts of interest between our Company and its subsidiaries and consolidated affiliated entities (the "**Group**"), and/or the shareholders on one hand and the WVR Beneficiary on the other.
- Reviewed and monitored all risks related to the WVR structure, including any connected transactions between the Group on one hand and the WVR Beneficiary on the other, and made recommendation to the board on any such transaction.
- Reviewed the arrangements for the training and continuous professional development of directors and senior management (in particular, Chapter 8A of the Hong Kong Listing Rules and knowledge in relation to the risks relating to the WVR structure).
- Sought to ensure effective and ongoing communication between our Company and its shareholders, particularly with regard to the requirements of Rule 8A.35 of the Hong Kong Listing Rules.
- Reviewed the structure, size and composition (including the skills, knowledge and experience) of the board as a whole.

- Identified and interviewed individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships.
- Made recommendations to the board on the appointment or re-appointment of directors and succession planning for directors.
- Reviewed committee assignments and the policy on the rotation of committee memberships and/or chairpersonships.
- Reported on the work of the Nominating and ESG Committee on a half-yearly basis covering areas of its terms of reference.
- Advised the board periodically with respect to significant developments in the law and practice of corporate governance as well as our Company's compliance with applicable laws and regulations, and made recommendations to the board on all matters of corporate governance and on any corrective action to be taken.
- Evaluated the performance of the Nominating and ESG Committee by: (i) reviewing whether the committee charter appropriately addresses the matters that are or should be within the work scope of the Nominating and ESG Committee; and (ii) address matters that the Nominating and ESG Committee considers relevant to its performance.
- Reviewed the remuneration and terms of engagement of the compliance advisor.

In particular, the Nominating and ESG Committee has confirmed to the board it is of the view that our Company has adopted sufficient corporate governance measures to manage the potential conflict of interest between our Group and/or shareholders on one hand and the WVR Beneficiary on the other, in order to ensure that the operations and management of our Company are in the interests of the shareholders as a whole indiscriminately. These measures include the Nominating and ESG Committee (i) reviewing and monitoring transactions contemplated to be entered into by our Group and making a recommendation to the board on any matter where there is a potential conflict of interest between our Group and/or shareholders on one hand and the WVR Beneficiary on the other, and (ii) ensuring that (a) any transactions between our Group and the WVR Beneficiary are disclosed and dealt with in accordance with the requirements of the Hong Kong Listing Rules applicable to us, (b) the terms of transactions between our Group and the WVR Beneficiary are fair and reasonable and in the interest of our Company and shareholders as a whole, (c) any directors who have a conflict of interest abstain from voting on the relevant board resolution, and (d) the compliance advisor is consulted on any matters related to transactions between our Group and the WVR Beneficiary or involving a potential conflict of interest. The Nominating and ESG Committee recommended the board continue the implementation of these measures and periodically review their efficacy towards these objectives.



## Miscellaneous

### ***Shareholders' protection during the period while our Company maintains its secondary listing status on the Hong Kong Stock Exchange***

In the thirteenth amended and restated articles of association of our Company (the “**Thirteenth Amended and Restated Articles**”), we refer to the period commencing from the date on which any of our 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) we 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 the division of shares, designate a new share class with enhanced voting rights or the issue of preferred shares; and
- (iv) certain restrictions on the WVR structure of our Company under Chapter 8A of the Hong Kong Listing Rules shall apply, including, among others, (a) no further increase in the proportion of Class C ordinary shares to the total number of shares in issue, (b) only a director or a director holding vehicle being permitted to hold Class C ordinary shares, and (c) automatic conversion of Class C ordinary shares into Class A ordinary shares under certain circumstances.

Notwithstanding the above and at any time after the Relevant Period, the provisions which are subject to the Relevant Period will continue to apply in the circumstances where our Company has a change of listing status on the Hong Kong Stock Exchange other than in the case where the secondary listing of our Company is withdrawn from the Hong Kong Stock Exchange (referred to in scenario (a) below) 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, shareholders may be afforded less protection after the Relevant Period as compared with other companies secondary listed in Hong Kong. In particular, Rules 8A.07, 8A.09, 8A.13, 8A.14, 8A.15, 8A.16, 8A.17, 8A.18, 8A.19, 8A.21, 8A.22, 8A.23 and 8A.24 of the Hong Kong Listing Rules will be rendered no longer applicable after the Relevant Period pursuant to the Thirteenth Amended and Restated Articles. Furthermore, after the Relevant Period, (i) NIO Users Trust shall be entitled to nominate one director to the board; and (ii) in the event that Mr. Bin Li is not an incumbent director and the board is composed of no less than six directors, NIO Users Trust shall be entitled to nominate one extra director to the board. In addition, after the Relevant Period, our directors will also have the power to, amongst others, authorize the division of shares, designate a new share class with enhanced voting rights, or issue preferred shares. Prospective investors are advised to be aware of the potential risks involved in any potential change of listing venue. For instance, if our shares are no longer traded on the Hong Kong Stock Exchange, investors may lose the shareholder protection mechanisms afforded under the relevant Hong Kong Listing Rules.

Our Company may only cease to be secondary listed under Chapter 19C of the Hong Kong Listing Rules under one of the following situations:

- (a) withdrawal, in the case where we are primary listed on another stock exchange and voluntarily withdraw its secondary listing on the Hong Kong Stock Exchange;
- (b) migration of the majority of trading to the Hong Kong Stock Exchange's markets, in the case where the majority of trading in our listed shares migrates to the Hong Kong Stock Exchange's markets on a permanent basis;
- (c) primary conversion, i.e., a voluntary conversion by our Company to a dual-primary listing on the Hong Kong Stock Exchange;
- (d) overseas delisting, where the shares or depositary receipts issued on our shares cease to be listed on the stock exchange which it is primary listed;
- (e) if the Hong Kong Stock Exchange cancels the listing of our securities; and
- (f) if the SFC directs the Hong Kong Stock Exchange to cancel the listing of our securities.

The scenarios under which we may cease to be secondary listed on the Hong Kong Stock Exchange are subject to the changing market conditions, our listing or delisting in other jurisdictions, our compliance with the Hong Kong Listing Rules and other factors beyond our control. As a result, there are substantial uncertainties relating to applicability of the shareholders' rights and protection under the aforementioned provisions of the Thirteenth Amended and Restated Articles, particularly in the case where we delist from the Hong Kong Stock Exchange.