Li Auto Inc.

理想汽車

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

(Stock Code: 2015)

OVERSEAS REGULATORY ANNOUNCEMENT

We are making this announcement pursuant to Rule 13.10B of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

We filed an amendment to the tender offer statement on Schedule TO initially filed on March 27, 2026 with the United States Securities and Exchange Commission with respect to the right of each holder of the Company's 0.25% Convertible Senior Notes due 2028 (the "**Notes**") to require the Company to repurchase the Notes. For details of our filing, please refer to the attached amendment to Schedule TO.

By order of the Board
Li Auto Inc.
Li Xiang
Chairman

Hong Kong, April 30, 2026

As of the date of this announcement, the board of directors of the Company comprises Mr. Li Xiang, Mr. Ma Donghui, and Mr. Li Tie as executive directors, Mr. Wang Xing and Mr. Fan Zheng as non-executive directors, and Prof. Xiao Xing, Mr. Zhao Hongqiang, and Mr. Jiang Zhenyu as independent non-executive directors.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE TO
(Amendment No. 1)

(RULE 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Li Auto Inc.
(Name of Subject Company (Issuer))

Li Auto Inc.
(Name of Filing Person (Issuer))

0.25% Convertible Senior Notes due 2028
(Title of Class of Securities)

50202M AB8
(CUSIP Number of Class of Securities)

Tie Li
Chief Financial Officer
Li Auto Inc.
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Shunyi District, Beijing 101399
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+86 (10) 8742-7209

with copy to:

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Skadden, Arps, Slate, Meagher & Flom LLP
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The Landmark
15 Queen's Road Central
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+852 3740-4700
(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

☐ third-party tender offer subject to Rule 14d-1.
☒ issuer tender offer subject to Rule 13e-4.
☐ going-private transaction subject to Rule 13e-3.
☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☒

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
☐ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

INTRODUCTORY STATEMENT

This Amendment No. 1 to the Schedule TO (this “Amendment No. 1”) amends and supplements the Tender Offer Statement on Schedule TO that was initially filed by Li Auto Inc. (the “Company”) on March 27, 2026 (the “Schedule TO”) relating to the Company’s 0.25% Convertible Senior Notes due 2028 (the “Notes”). This Amendment No. 1 relates to the final results of the Company’s repurchase of the Notes that have been validly surrendered for repurchase and not withdrawn pursuant to the Company’s Put Right Notice to the holders of the Notes (the “Holders”) dated March 27, 2026 (the “Put Right Notice”). The information contained in the Schedule TO, including the Put Right Notice, as supplemented and amended by the information contained in Item 11 below, is incorporated herein by reference. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Schedule TO.

This Amendment No. 1 amends and supplements the Schedule TO as set forth below and constitutes the final amendment to the Schedule TO. This Amendment No. 1 is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

ITEM 11. ADDITIONAL INFORMATION.

Item 11 of the Schedule TO is hereby amended and supplemented to include the following information:

The Put Right expired at 5:00 p.m., New York City time, on Wednesday, April 29, 2026 (the “Expiration Date”). The Company has been advised by Deutsche Bank Trust Company Americas, as paying agent (the “Paying Agent”), that pursuant to the terms of the Put Right Notice, US$716,800,000 aggregate principal amount of the Notes (the “Repurchase Price”) were validly surrendered and not withdrawn as of the Expiration Date. The Company has forwarded cash in payment of the Repurchase Price to the Paying Agent for distribution to the Holders that had validly exercised their Put Right. Following settlement of the repurchase, US$145,700,000 aggregate principal amount of the Notes will remain outstanding and continue to be subject to the existing terms of the Indenture and the Notes.

ITEM 12. EXHIBITS.

(a)(1)*	Put Right Notice to Holders of 0.25% Convertible Senior Notes due 2028 issued by the Company, dated as of March 27, 2026.
(a)(5)(A)*	Press Release issued by the Company, dated as of March 27, 2026.
(a)(5)(B)†	Press Release issued by the Company, dated as of April 30, 2026.
(b)	Not applicable.
(d)	Indenture, dated as of April 12, 2021, between the Company and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.22 to the Company’s annual report on Form 20-F (File No. 001-39407) filed with the Securities and Exchange Commission on April 19, 2022).
(g)	Not applicable.
(h)	Not applicable.
107†	Filing Fee Table.

* Previously filed.
† Filed herewith.

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)*	Put Right Notice to Holders of 0.25% Convertible Senior Notes due 2028 issued by the Company, dated as of March 27, 2026.
(a)(5)(A)*	Press Release issued by the Company, dated as of March 27, 2026.
(a)(5)(B)†	Press Release issued by the Company, dated as of April 30, 2026.
(d)	Indenture, dated as of April 12, 2021, between the Company and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.22 to the Company's annual report on Form 20-F (File No. 001-39407) filed with the Securities and Exchange Commission on April 19, 2022).
107†	Filing Fee Table.

* Previously filed.
† Filed herewith.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Li Auto Inc.

By:	/s/ Tie Li
Name:	Tie Li
Title:	Director and Chief Financial Officer

Dated: April 30, 2026

Exhibit (a)(5)(B)

Li Auto Inc. Announces Completion of the Put Right Offer for Its 0.25% Convertible Senior Notes due 2028

BEIJING, China, April 30, 2026 (GLOBE NEWSWIRE) -- Li Auto Inc. ("Li Auto" or the "Company") (Nasdaq: LI; HKEX: 2015), a leader in China's new energy vehicle market, today announced that it has completed its previously announced put right offer relating to its 0.25% Convertible Senior Notes due 2028 (CUSIP No. 50202M AB8) (the "Notes"). The put right offer expired at 5:00 p.m., New York City time, on Wednesday, April 29, 2026.

Based on the information from Deutsche Bank Trust Company Americas as paying agent for the Notes, US$716,800,000 aggregate principal amount of the Notes (the "Repurchase Price") were validly surrendered and not withdrawn prior to the expiration of the put right offer. The Company has forwarded cash in payment of the Repurchase Price to the paying agent for distribution to the holders that had validly exercised their put right. Following settlement of the repurchase, US$145,700,000 aggregate principal amount of the Notes will remain outstanding and continue to be subject to the existing terms of the Indenture and the Notes.

Materials filed with the SEC will be available electronically without charge at the SEC's website, *https://www.sec.gov*. Documents filed with the SEC may also be obtained without charge at the Company's website, *https://ir.lixiang.com*.

About Li Auto Inc.

Li Auto Inc. is a leader in China's new energy vehicle market. The Company designs, develops, manufactures, and sells premium smart electric vehicles. Its mission is: Be Proactive, Change the World (主动积极, 改变世界). Through innovations in product, technology, and business model, the Company provides families with safe, convenient, and comfortable products and services. Li Auto is a pioneer in successfully commercializing extended-range electric vehicles in China. While firmly advancing along this technological route, it builds platforms for battery electric vehicles in parallel. The Company leverages technology to create value for users. It concentrates its in-house development efforts on proprietary range extension systems, innovative electric vehicle technologies, and smart vehicle solutions. The Company started volume production in November 2019. Its current model lineup includes a high-tech flagship family MPV, four Li L series extended-range electric SUVs, and two Li i series battery electric SUVs. The Company will continue to expand its product lineup to target a broader user base.

For more information, please visit: *https://ir.lixiang.com*.

For investor and media inquiries, please contact:

Li Auto Inc.
Investor Relations
Email: ir@lixiang.com

Christensen Advisory
Roger Hu
Tel: +86-10-5900-1548
Email: Li@christensencomms.com

Calculation of Filing Fee Tables

Table 1: Transaction Valuation

		Transaction Valuation	Fee Rate	Amount of Filing Fee
Fees to be Paid				
Fees Previously Paid	1	$ 862,500,000.00		$ 119,111.25
	Total Transaction Valuation:	$ 862,500,000.00		
	Total Fees Due for Filing:			$ 119,111.25
	Total Fees Previously Paid:			$ 119,111.25
	Total Fee Offsets:			$ 0.00
	Net Fee Due:			$ 0.00

Offering Note

1

Calculated solely for purposes of determining the filing fee. The purchase price of the 0.25% Convertible Senior Notes due 2028 is US$1,000 per US$1,000 principal amount outstanding. As of March 26, 2026, there was US$862,500,000.00 aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of US$862,500,000.00 (excluding accrued but unpaid special interest, if any).

The filing fee of $119,111.25 was previously paid in connection with the filing of the Tender Offer Statement on Schedule TO on March 27, 2026 by Li Auto Inc. (File No. 005-91611). The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals $138.10 per $1,000,000 of the transaction valuation.

Table 2: Fee Offset Claims and Sources ☑Not Applicable

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Fee Paid with Fee Offset Source
Fee Offset Claims								
Fee Offset Sources								