

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM F-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**WeRide Inc.**

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

**Cayman Islands**  
(State or Other Jurisdiction of  
Incorporation or Organization)

7373  
(Primary Standard Industrial  
Classification Code Number)

Not Applicable  
(I.R.S. Employer  
Identification Number)

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No. 51, Luoxuan Road, Guangzhou International Biotech Island,  
Guangzhou 510005  
People's Republic of China  
+86 (20) 2909-3388

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Cogency Global Inc.**  
122 East 42nd Street, 18th Floor  
New York, N.Y. 10168  
+1 (800) 221-0102

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: **as soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-281054

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards<sup>†</sup> provided pursuant to Section 7(a)(2)(B) of the Securities Act.

<sup>†</sup> The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

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**The registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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## EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction V to Form F-1, both promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form F-1 (File No. 333-281054), initially filed by WeRide Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) on July 26, 2024, which was declared effective by the Commission on October 24, 2024, including all amendments, supplements and exhibits thereto and each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto.

**WeRide Inc.**

**Exhibit Index**

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1	<a href="#"><u>Opinion of Travers Thorp Alberga regarding the validity of the Class A ordinary shares being registered</u></a>
8.1	<a href="#"><u>Opinion of Travers Thorp Alberga regarding certain Cayman Islands tax matters (included in Exhibit 5.1)</u></a>
23.1	<a href="#"><u>Consent of KPMG Huazhen LLP, Independent Registered Public Accounting Firm</u></a>
23.2	<a href="#"><u>Consent of Travers Thorp Alberga (included in Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of WeRide Inc. (File No. 333-281054) initially filed with the Securities and Exchange Commission on July 26, 2024)</u></a>
107	<a href="#"><u>Filing Fee Table</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Guangzhou, China, on October 24, 2024.

**WeRide Inc.**

By: /s/ Tony Xu Han

Name: Tony Xu Han

Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on October 24, 2024.

Signature

Title

/s/ Tony Xu Han

Name: Tony Xu Han

Chairman and Chief Executive Officer  
(Principal Executive Officer)

\*  
\_\_\_\_\_

Name: Yan Li

Director

\*  
\_\_\_\_\_

Name: Duane Ziping Kuang

Director

\*  
\_\_\_\_\_

Name: Mohamed Albadrsharif Shaikh Abubaker Alshateri

Director

\*  
\_\_\_\_\_

Name: Jingzhao Wan

Director

\*  
\_\_\_\_\_

Name: Takao Asami

Director

\*  
\_\_\_\_\_

Name: Yibing Xu

Director

/s/ Jennifer Xuan Li

Name: Jennifer Xuan Li

Chief Financial Officer  
(Principal Financial and Accounting Officer)

\*By: /s/ Tony Xu Han

Name: Tony Xu Han

*Attorney-in-fact*

**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of WeRide Inc., has signed this registration statement or amendment thereto in New York, New York, United States on October 24, 2024.

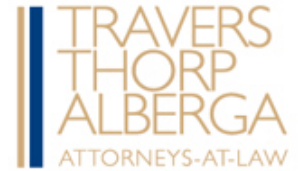
Authorized U.S. Representative

**Cogency Global Inc.**

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President



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**Email:** rthorp@tta.lawyer

WeRide Inc.  
21st Floor, Tower A, Guangzhou Life Science Innovation Center,  
No. 51, Luoxuan Road, Guangzhou International Biotech Island,  
Guangzhou 510005  
People's Republic of China

24 October 2024

Dear Sirs

**WeRide Inc.**

We have acted as counsel as to Cayman Islands law to WeRide Inc. (the "**Company**") in connection with the Company's registration statement on Form F-1, including all amendments or supplements thereto (the "**Form F-1 Registration Statement**", filed with the United States Securities and Exchange Commission (the "**Commission**") under the United States Securities Act of 1933 (the "**Act**"), as amended and the related registration statement filed with the Commission pursuant to Rule 462(b) of the Securities Act (the "**Rule 462(b) Registration Statement**", together with the Form F-1 Registration Statement, the "**Registration Statements**"), related to the offering and sale of American Depositary Shares representing certain Class A Ordinary Shares, par value of US\$0.00001 per share (the "**Shares**"). This opinion is given as exhibits 5.1, 8.1 and 23.2 to the Rule 462(b) Registration Statement.

**1. DOCUMENTS REVIEWED**

We have reviewed originals, copies, drafts or conformed copies of the documents listed in Schedule 1 to this opinion, being all of the documents necessary to form our opinion. Defined terms shall have the meanings set out in Schedule 1 or in the Registration Statements.

**2. ASSUMPTIONS**

The following opinion is given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion. This opinion only relates to the laws and practice of the Cayman Islands which are in force on the date of this opinion. In giving this opinion we have relied (without further verification) upon the completeness and accuracy of the Director's Certificate, a copy of which is attached to this opinion as to matters of fact, and have assumed that copy documents or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.

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[www.traversthorpalberga.com](http://www.traversthorpalberga.com) HONG KONG  
Cayman Islands & British Virgin Islands Attorneys-at-Law  
**Resident Hong Kong Partners:** Anthony Travers OBE,  
Richard Thorp, Jos Briggs, Guy Connell, Ray Ng, James Webb



### **3. OPINIONS**

Based upon, and subject to, the foregoing assumptions and qualifications, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 the Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing under the laws of the Cayman Islands;
- 3.2 the authorised share capital of the Company, with effect immediately prior to and conditional upon the completion of the Offering of the Shares, will be US\$50,000 divided into 5,000,000,000 shares of a par value of US\$0.00001 each, comprising (i) 3,500,000,000 Class A Ordinary Shares, (ii) 500,000,000 Class B Ordinary Shares, and (iii) 1,000,000,000 shares of such class or classes (however designated) as the Board may determine in accordance with the Amended M&A (as defined below); and
- 3.3 the issue and allotment of the Shares shall have been duly authorised and when allotted, issued and paid for as contemplated in the Rule 462(b) Registration Statement, the Shares will be legally issued and allotted, fully paid and non-assessable. In this opinion the phrase “non-assessable” means, with respect to Shares in the Company, that a shareholder shall not, solely by virtue of its status as a shareholder, be liable for additional assessments or calls on the Shares by the Company or its creditors (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil). As a matter of Cayman Islands law, a share is only issued when it has been entered in the register of members (shareholders).

We hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement and to reference to the name of our firm under the headings “Enforceability of Civil Liabilities”, “Taxation” and “Legal Matters” and elsewhere in the prospectus included in or incorporated by reference to the Rule 462(b) Registration Statement. In providing our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

This opinion is limited to the matters detailed herein and is not to be read as an opinion with respect to any other matter.

Yours faithfully

/s/ TRAVERS THORP ALBERGA

**TRAVERS THORP ALBERGA**

## SCHEDULE 1

### List of Documents Reviewed

We have reviewed originals, copies, drafts or conformed copies of the following documents:

- 1 the Certificate of Incorporation of the Company dated 13 March 2017;
- 2 the Certificate of Incorporation on Change of Name dated 14 November 2018;
- 3 the Seventh Amended and Restated Memorandum and Articles of Association of the Company as adopted by a special resolution passed on 29 October 2022 and further amended by the Shareholder Resolutions on 26 July 2024 (the "**M&A**");
- 4 the Eighth Amended and Restated Memorandum and Articles of Association of the Company to be conditionally adopted by a special resolution passed by the shareholders in accordance with the M&A, which will be effective immediately upon completion of the Company's initial public offering (the "**Amended M&A**");
- 5 the register of members of the Company;
- 6 the register of directors of the Company;
- 7 the minutes of the meeting of the shareholders of the Company held on 26 July 2024 (the "**Shareholder Resolutions**");
- 8 the written resolutions of the board of directors of the Company, dated 26 July 2024;
- 9 a certificate of good standing dated 25 July 2024 issued by the Registrar of Companies (the "**Certificate of Good Standing**");
- 10 a certificate from a Director of the Company a copy of which is annexed hereto (the "**Director's Certificate**"); and
- 11 the Registration Statement.

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated May 30, 2024, with respect to the consolidated financial statements of WeRide Inc., incorporated herein by reference and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ KPMG Huazhen LLP

Beijing, China  
October 24, 2024

**Calculation of Filing Fee Table**

**Form F-1**

(Form Type)

**WeRide Inc.**

(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

	Security Type	Security Class Title <sup>(1)</sup>	Fee Calculation Rule	Amount Registered <sup>(2)</sup> <sub>(3)</sub>	Proposed Maximum Offering Price Per Unit <sup>(3)</sup>	Maximum Aggregate Offering Price <sup>(2)(3)</sup>	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Class A ordinary shares, par value US\$0.00001 per share	Rule 457(a)	4,451,880	US\$5.17	US\$23,016,220	\$153.10 per \$1,000,000	US\$3,523.78
Fees Previously Paid	—	—	—	—	—	—	—	—
		Total Offering Amount				US\$23,016,220		US\$3,523.78
		Total Fees Previously Paid						—
		Total Fee Offsets						N/A
		Net Fee Due						US\$3,523.78

- (1) American depositary shares issuable upon deposit of Class A ordinary shares registered hereby will be registered under a separate registration statement on Form F-6 (Registration No. 333-281421). Each American depositary share represents three Class A ordinary shares.
- (2) Includes Class A ordinary shares that are issuable upon the exercise of the underwriters' option to purchase additional shares. Also includes Class A ordinary shares initially offered and sold outside the United States that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this registration statement and the date the shares are first bona fide offered to the public. These Class A ordinary shares are not being registered for the purpose of sales outside the United States.
- (3) Determined in accordance with Rule 457(a) under the Securities Act of 1933.