



XPeng Inc.

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

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

(Adopted by the Company pursuant to a board resolution passed on June 19, 2021)

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION AND UNDERTAKING FOR INTERIM COMPLIANCE

1.1 Pursuant to the Company’s Seventh Amended and Restated Articles of Association and the Undertaking for Interim Compliance (as defined in the prospectus issued by the Company dated June 25, 2021), the provisions for a shareholder to propose a person for election as a director of the Company are as follows:

- the Company may by Ordinary Resolution appoint any person to be a Director; and
- no person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company acting on his own or together with other persons whose shareholding interests in the Company in aggregate represent not less than ten percent (10%) of the Company’s issued and outstanding Class A Ordinary Shares and who are entitled to attend and vote at the meeting for which such notice is given of the intention to propose that person for election as a Director and also notice in writing by that person of his willingness to be elected.

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

2.1 Pursuant to Rules 13.70, 13.73 and 13.74 of the Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of the general meeting;

- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
- publish such announcement or issue such supplementary circular not less than 10 business days before the date of the relevant general meeting; and
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

- 3.1 After the publication of the notice of the general meeting by the Company, if a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at the general meeting, they shall deposit a written notice (the “**Notice**”) with the company secretary.
- 3.2 The Notice (i) must state the intention of the shareholder concerned to propose the Candidate for election as a director of the Company, (ii) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules, and (iii) must be signed by the shareholder concerned and signed by the Candidate indicating the Candidate’s willingness to be elected and consent to the publication of his/her personal information.
- 3.3 The period for lodgement of the Notice shall commence on the day after the despatch of the notice of the meeting appointed for such election of Director and end on the earlier of (i) seven days after the date of such notice, or (ii) seven days prior to the date of such meeting.
- 3.4 In order to allow the Company’s shareholders to have sufficient time to consider the proposal for the election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

4. REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

- 4.1 Pursuant to the Company’s Seventh Amended and Restated Articles of Association and the Undertaking for Interim Compliance, shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company in the following manner:
- Extraordinary general meetings shall be convened on the requisition of one or more shareholder(s) holding not less than one-tenth (1/10) of all votes (on a one vote per share basis) attaching to all issued and outstanding shares of the Company that, as at

the date of deposit of the requisition, carry the right of voting at general meetings, and such shareholder(s) may also add resolutions to the agenda of any general meeting of the Company. Any such requisition shall express the object of the meeting proposed to be called, and shall be deposited at the Registered Office of the Company. If the Directors do not proceed to convene such meeting within twenty-one days from the date of deposit of such requisition, the requisitionists or any or either of them or any other member or members holding shares which carry in the aggregate not less than one-tenth (1/10) of all votes (on a one vote per share basis) attaching to all issued and outstanding shares of the Company that, as at the date of deposit of the requisition, carry the right of voting at general meetings, may themselves convene a general meeting to be held at the Registered Office of the Company or at some convenient place at such time, subject to the Company's articles of association as to notice, as the persons convening the meeting fix.

- Any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirements under the Listing Rules, every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting, particulars of the resolutions and the general nature of the business to be considered at that meeting and shall be given in the manner hereinafter mentioned or in such other manner if any as may be prescribed by the Company, provided that a general meeting of the Company shall, whether or not the notice specified in the articles of association of the Company has been given and whether or not the provisions of these articles in the articles of association of the Company regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by a majority in number of the members (or their proxies) having the right to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.