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Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated Friday, June 25, 2021 (the “**Prospectus**”) issued by XPeng Inc. (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

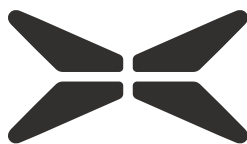
This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any other jurisdiction. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”). Any public offering of our securities to be made in the United States will be made by means of a prospectus that may be obtained from us and that will contain detailed information about us and our management, as well as financial statements. We are conducting a public offering of the securities described herein in the United States pursuant to our registration statement on Form F-1, as amended, filed with the United States Securities and Exchange Commission on June 23, 2021.

In connection with the Global Offering, J.P. Morgan Securities (Asia Pacific) Limited, as the stabilizing manager (the “**Stabilizing Manager**”), or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the Class A ordinary shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, or any person acting for it, to conduct any such stabilizing action, which, if taken, will be conducted at the absolute discretion of the Stabilizing Manager and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for lodging applications under the Hong Kong Public Offering. Such stabilization action, if taken, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Class A ordinary shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, and demand for the Class A ordinary shares and the price of the Class A ordinary shares could fall.

Potential investors of the Offer Shares should note that the Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters) shall be entitled to terminate the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Wednesday, July 7, 2021).

The Company is controlled through weighted voting rights. Prospective investors should be aware of the potential risks of investing in a company with a WVR structure, in particular that the WVR Beneficiaries, whose interests may not necessarily be aligned with those of our Shareholders as a whole, will be in a position to exert significant influence over the outcome of Shareholders’ resolutions, irrespective of how other Shareholders vote. For further information about the risks associated with our WVR structure, see “Risk Factors — Risks Relating to Our Corporate Structure.” Prospective investors should make the decision to invest in the Company only after due and careful consideration.



XPeng Inc.
小鵬汽車有限公司*

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

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 85,000,000 Offer Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 4,250,000 Offer Shares (subject to reallocation)
Number of International Offer Shares	: 80,750,000 Offer Shares (subject to reallocation and the Over-allotment Option)
Maximum Public Offer Price	: HK\$180.00 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: US\$0.00001 per Offer Share
Stock code	: 9868

Joint Sponsors, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

J.P.Morgan

BofA SECURITIES 

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



 **CITIC
SECURITIES**

Joint Bookrunners and Joint Lead Managers

 **農銀國際
ABC INTERNATIONAL**

 **BOC INTERNATIONAL**

 **富途證券**

Financial Adviser to the Company

 **AMPERE
PARTNERS**

* For identification purposes only

IMPORTANT NOTICE TO INVESTORS: FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of the Prospectus or any printed copies of any application forms for use by the public.

The Prospectus is available at the website of the Stock Exchange at www.hkexnews.hk under the “*HKEXnews > New Listings > New Listing Information*” section, and our website at www.xiaopeng.com. If you require a printed copy of the Prospectus, you may download and print from the website addresses above.

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online through the **HK eIPO White Form** service in the **IPO App** (which can be downloaded by searching “**IPO App**” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp) or at www.hkeipo.hk; or
- (2) apply through **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
 - (i) instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for Hong Kong Offer Shares on your behalf; or
 - (ii) (if you are an existing CCASS Investor Participant) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System by calling +852 2979 7888 (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request form.

If you have any questions about the application for the Hong Kong Offer Shares, you may call the enquiry hotline of our Hong Kong Share Registrar, Tricor Investor Services Limited, at +852 3907 7333 on the following dates and times:

Friday, June 25, 2021 — 9:00 a.m. to 9:00 p.m.
Saturday, June 26, 2021 — 9:00 a.m. to 6:00 p.m.
Monday, June 28, 2021 — 9:00 a.m. to 9:00 p.m.
Tuesday, June 29, 2021 — 9:00 a.m. to 9:00 p.m.
Wednesday, June 30, 2021 — 9:00 a.m. to 12:00 noon

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of the Prospectus are identical to the printed prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

If you are an **intermediary, broker or agent**, please remind your customers, clients or principals, as applicable, that the Prospectus is available online at the website addresses above.

Please refer to the section headed “How to Apply for Hong Kong Offer Shares” in the Prospectus for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

Your application through the **HK eIPO White Form** service or the **CCASS EIPO** service must be for a minimum of 100 Hong Kong Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

<u>No. of Hong Kong Offer Shares applied for</u>	<u>Amount payable on application</u>	<u>No. of Hong Kong Offer Shares applied for</u>	<u>Amount payable on application</u>	<u>No. of Hong Kong Offer Shares applied for</u>	<u>Amount payable on application</u>	<u>No. of Hong Kong Offer Shares applied for</u>	<u>Amount payable on application</u>
	<i>HK\$</i>		<i>HK\$</i>		<i>HK\$</i>		<i>HK\$</i>
100	18,181.39	2,000	363,627.72	30,000	5,454,415.80	400,000	72,725,544.00
200	36,362.77	3,000	545,441.58	40,000	7,272,554.40	500,000	90,906,930.00
300	54,544.16	4,000	727,255.44	50,000	9,090,693.00	600,000	109,088,316.00
400	72,725.54	5,000	909,069.30	60,000	10,908,831.60	700,000	127,269,702.00
500	90,906.93	6,000	1,090,883.16	70,000	12,726,970.20	800,000	145,451,088.00
600	109,088.32	7,000	1,272,697.02	80,000	14,545,108.80	900,000	163,632,474.00
700	127,269.70	8,000	1,454,510.88	90,000	16,363,247.40	1,000,000	181,813,860.00
800	145,451.09	9,000	1,636,324.74	100,000	18,181,386.00	2,000,000	363,627,720.00
900	163,632.47	10,000	1,818,138.60	200,000	36,362,772.00	2,125,000 ⁽¹⁾	386,354,452.50
1,000	181,813.86	20,000	3,636,277.20	300,000	54,544,158.00		

Note:

(1) Maximum number of Hong Kong Offer Shares you may apply for.

No application for any other number of the Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

THE LISTING APPLICATION

We have applied to the Stock Exchange for the listing of, and permission to deal in, our Class A ordinary shares in issue and to be issued pursuant to the Global Offering (including the Class A ordinary shares which may be issued pursuant to the exercise of the Over-allotment Option), the Class A ordinary shares to be converted upon the completion of the Global Offering, and may be converted, from Class B ordinary shares, and Class A ordinary shares to be converted from Class C ordinary shares upon the completion of the Global Offering.

STRUCTURE OF THE GLOBAL OFFERING

The Global Offering comprises:

- the Hong Kong Public Offering of initially 4,250,000 Offer Shares (subject to reallocation) in Hong Kong, representing approximately 5.0% of the total number of Offer Shares initially available under the Global Offering; and
- the International Offering of initially 80,750,000 Offer Shares (subject to reallocation and the Over-allotment Option), representing approximately 95.0% of the total number of Offer Shares initially available under the Global Offering.

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed “Structure of the Global Offering” in the Prospectus.

In particular, subject to the requirements under Practice Note 18 of the Listing Rules and Guidance Letter HKEX-GL91-18, the Joint Representatives may, at their discretion, reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such allocation is done other than pursuant to the Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be allocated to the Hong Kong Public Offering following such reallocation shall be not more than double the number of Offer Shares initially available to the Hong Kong Public Offering (i.e. 8,500,000 Offer Shares, representing 10.0% of the total number of Offer Shares initially available under the Global Offering).

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Joint Representatives (on behalf of the International Underwriters) at any time from the Listing Date until 30 days after the last day for lodging applications under the Hong Kong Public Offering, to require the Company to issue up to an aggregate of 12,750,000 Offer Shares, representing not more than 15% of the total number of Offer Shares initially available under the Global Offering, at the International Offer Price under the International Offering to, among other things, cover over-allocations in the International Offering, if any. In the event the Over-allotment Option is exercised, we will make an announcement which will be posted on the website of the Stock Exchange (www.hkexnews.hk) and on our website (www.xiaopeng.com), respectively.

PRICING

The Public Offer Price will not be more than HK\$180.00 per Offer Share, unless otherwise announced as further explained in the section headed “Structure of the Global Offering” in the Prospectus. Applicants for the Offer Shares are required to pay, on application, the maximum Public Offer Price of HK\$180.00 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%, subject to refund if the Public Offer Price as finally determined is less than HK\$180.00 per Offer Share.

EXPECTED TIMETABLE

Hong Kong Public Offering commences 9:00 a.m. on Friday,
June 25, 2021

Latest time for completing electronic applications
under the **HK eIPO White Form** service through one of
the below ways:

- (1) the **IPO App**, which can be downloaded by searching
“**IPO App**” in App Store or Google Play or downloaded
at www.hkeipo.hk/IPOApp or
www.tricorglobal.com/IPOApp

(2) the designated website www.hkeipo.hk. 11:30 a.m. on Wednesday,
June 30, 2021

Application lists open. 11:45 a.m. on Wednesday,
June 30, 2021

Latest time for (a) completing payment of **HK eIPO White Form**
applications by effecting internet banking transfer(s) or
PPS payment transfer(s) and (b) giving
electronic application instructions to HKSCC 12:00 noon on Wednesday,
June 30, 2021

Application lists close 12:00 noon on Wednesday,
June 30, 2021

Expected Price Determination Date	Wednesday, June 30, 2021
(1) Announcement of the final Public Offer Price and the International Offer Price on the websites of the Company and the Stock Exchanges at www.xiaopeng.com and www.hkexnews.hk on or around	Wednesday, June 30, 2021
(2) Announcement of the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on the websites of the Company and the Stock Exchanges at www.xiaopeng.com and www.hkexnews.hk on or before	Tuesday, July 6, 2021
(3) Results of allocations in the Hong Kong Public Offering (with successful applicants' identification document or business registration numbers, where appropriate) to be available through a variety of channels as described in the section headed "How to Apply for Hong Kong Offer Shares — D. Publication of Results" in the Prospectus from	Tuesday, July 6, 2021
Results of allocations in the Hong Kong Public Offering will be available at the "IPO Results" function in the IPO App or at www.tricor.com.hk/ipo/result or www.hkeipo.hk/IPOResult with a "search by ID" function from	Tuesday, July 6, 2021
Share certificates in respect of wholly or partially successful applications to be dispatched or deposited into CCASS on or before	Tuesday, July 6, 2021
HK eIPO White Form e-Auto Refund payment instructions/refund checks in respect of wholly or partially successful applications (if applicable) or wholly or partially unsuccessful applications pursuant to the Hong Kong Public Offering to be dispatched on or before	Tuesday, July 6, 2021
Dealings in the Class A ordinary shares on the Stock Exchange expected to commence at 9:00 a.m. on	Wednesday, July 7, 2021

Note: Unless otherwise stated, all times and dates refer to Hong Kong local times and dates.

SETTLEMENT

Subject to the granting of the listing of, and permission to deal in, the Class A ordinary shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Class A ordinary shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Class A ordinary shares on the Stock Exchange or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Class A ordinary shares to be admitted into CCASS.

Investors should seek the advice of their stockbroker or other professional advisor for details of the settlement arrangements as such arrangements may affect their rights and interests.

ELECTRONIC APPLICATION CHANNELS

HK eIPO White Form service

You may submit your application through the **HK eIPO White Form** service in the **IPO App** or on the designated website at www.hkeipo.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Friday, June 25, 2021 until 11:30 a.m. on Wednesday, June 30, 2021 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, June 30, 2021, the last day for applications, or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares — C. Effect of Bad Weather and Extreme Conditions on the Opening and Closing of the Applications Lists” in the Prospectus.

CCASS EIPO

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Friday, June 25, 2021 — 9:00 a.m. to 8:30 p.m.
Monday, June 28, 2021 — 8:00 a.m. to 8:30 p.m.
Tuesday, June 29, 2021 — 8:00 a.m. to 8:30 p.m.
Wednesday, June 30, 2021 — 8:00 a.m. to 12:00 noon

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, June 25, 2021 until 12:00 noon on Wednesday, June 30, 2021 (24 hours daily, except on Wednesday, June 30, 2021, the last day for applications).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Wednesday, June 30, 2021, the last day for applications, or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares — C. Effect of Bad Weather and Extreme Conditions on the Opening and Closing of the Application Lists” in the Prospectus.

If you are instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your broker or custodian for the latest time for giving such instructions which may be different from the latest time as stated above.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

Note:

- (1) The times in this subsection are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing Participants, CCASS Custodian Participants and/or CCASS Investor Participants.

PUBLICATION OF RESULTS

We expect to announce the pricing of the Offer Shares on Wednesday, June 30, 2021 on our website at www.xiaopeng.com and the website of the Stock Exchange at www.hkexnews.hk.

We expect to announce the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocations of the Hong Kong Offer Shares on Tuesday, July 6, 2021 on our website at www.xiaopeng.com and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Hong Kong Public Offering will be available through a variety of channels at the times and date and in the manner specified in the section headed “How to Apply for Hong Kong Offer Shares — D. Publication of Results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Public Offer Price as finally determined is less than the maximum Public Offer Price per Offer Share (excluding brokerage, SFC transaction levy and Stock Exchange trading fee payable thereon) paid on application, or if the conditions of the Global Offering as set out in the section headed “Structure of the Global Offering — Conditions of the Global Offering” in the Prospectus are not satisfied or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and Stock Exchange trading fee, will be refunded, without interest. Any refund of the application monies will be made on or before Tuesday, July 6, 2021.

No temporary documents of title will be issued in respect of the Offer Shares and no receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Wednesday, July 7, 2021 (Hong Kong time), provided that the Global Offering has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with their respective terms at or before that time. Investors who trade Class A ordinary shares on the basis of publicly available allocation details or prior to the receipt of the share certificates or prior to the share certificates becoming valid do so at their own risk.

Assuming the Global Offering becomes unconditional at or before 8:00 a.m. on Wednesday, July 7, 2021 (Hong Kong time), dealings in the Class A ordinary shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, July 7, 2021 (Hong Kong time). The Class A ordinary shares will be traded in board lots of 100 Class A ordinary shares each. The stock code of the Class A ordinary shares will be 9868.

By order of the Board
XPeng Inc.
Xiaopeng He
Chairman

Hong Kong, June 25, 2021

As at the date of this announcement, the board of directors of the Company comprises Mr. Xiaopeng He, Mr. Heng Xia, Mr. Hongdi Brian Gu and Mr. Tao He as executive Directors, Mr. Jun Chen, Mr. Qin Liu, Mr. Ji-Xun Foo and Mr. Fei Yang as non-executive Directors, and Mr. Donghao Yang as the independent non-executive Director. The appointment of Ms. Fang Qu and Mr. HongJiang Zhang as independent non-executive Directors shall take effect upon the Listing.

** Note: Mr. Hongdi Brian Gu and Mr. Tao He will resign from directorship with effect from the Listing.*