



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 December 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: XPeng Inc. (A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

Date Submitted: 05 January 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	WVR ordinary shares	Type of shares	A	Listed on SEHK (Note 1)	Yes	
Stock code	09868	Description	CLASS A ORDINARY SHARE			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	9,250,000,000	USD	0.00001	USD	92,500	
Increase / decrease (-)	0			USD		
Balance at close of the month	9,250,000,000	USD	0.00001	USD	92,500	

2. Class of shares	WVR ordinary shares	Type of shares	B	Listed on SEHK (Note 1)	No	
Stock code	09868	Description	CLASS B ORDINARY SHARE			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	750,000,000	USD	0.00001	USD	7,500	
Increase / decrease (-)	0			USD		
Balance at close of the month	750,000,000	USD	0.00001	USD	7,500	

Total authorised/registered share capital at the end of the month: USD 100,000

II. Movements in Issued Shares

1. Class of shares	WVR ordinary shares	Type of shares	A	Listed on SEHK (Note 1)	Yes	
Stock code	09868	Description	CLASS A ORDINARY SHARE			
Balance at close of preceding month			1,442,577,370			
Increase / decrease (-)			95,531,639			
Balance at close of the month			1,538,109,009			

2. Class of shares	WVR ordinary shares	Type of shares	B	Listed on SEHK (Note 1)	No	
Stock code	09868	Description	CLASS B ORDINARY SHARE			
Balance at close of preceding month			348,708,257			
Increase / decrease (-)			0			
Balance at close of the month			348,708,257			

Remarks:

The balance of Class A ordinary shares at close of 31 December 2023 includes 1,380,186 Class A ordinary shares issued to our depository bank for bulk issuance of ADSs and reserved for future issuance upon the exercise or vesting of awards granted under our 2019 Equity Incentive Plan.

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Class of shares issuable	WVR ordinary shares	Type of shares	A	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		09868				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	Grant of a total of 3,050,798 restricted share units (the "RSUs") pursuant to grant letters signed on 7 July 2021 under the 2019 Equity Incentive Plan adopted on 28 June 2020 and approved by the shareholders of the Company on 20 August 2020		20 August 2020	0	1,954,454	
2).	Grant of a total of 14,007,306 RSUs pursuant to grant letters signed on 28 January 2022 under the 2019 Equity Incentive Plan adopted on 28 June 2020 and approved by the shareholders of the Company on 20 August 2020		20 August 2020	0	11,756,214	
3).	Grant of a total of 1,567,954 RSUs pursuant to grant letters signed on 26 April 2022 under the 2019 Equity Incentive Plan adopted on 28 June 2020 and approved by the shareholders of the Company on 20 August 2020		20 August 2020	0	1,301,922	
4).	Grant of a total of 746,570 RSUs pursuant to grant letters signed on 25 July 2022 under the 2019 Equity Incentive Plan adopted on 28 June 2020 and approved by the shareholders of the Company on 20 August 2020		20 August 2020	0	564,508	
5).	Grant of a total of 100,368 RSUs pursuant to grant letters signed on 28 September 2022 under the 2019 Equity Incentive Plan adopted on 28 June 2020 and approved by the shareholders of the Company on 20 August 2020		20 August 2020	0	86,276	
6).	Grant of a total of 3,398,258 RSUs pursuant to grant letters signed on 24 October 2022 under the 2019 Equity Incentive Plan adopted on 28 June 2020 and approved by the shareholders of the Company on 20 August 2020		20 August 2020	0	2,738,260	
7).	Grant of a total of 143,926 RSUs pursuant to grant letters signed on 28 December 2022 under the 2019 Equity Incentive Plan adopted on 28 June 2020 and approved by the shareholders of the Company on 20 August 2020		20 August 2020	0	124,182	
8).	Grant of a total of 3,214,640 RSUs pursuant to grant letters signed on 18 January 2023 under the 2019 Equity Incentive Plan adopted on 28 June 2020 and approved by the shareholders of the Company on 20 August 2020		20 August 2020	0	3,213,788	

9).	Grant of a total of 2,908,682 RSUs pursuant to grant letters signed on 24 March 2023 under the 2019 Equity Incentive Plan adopted on 28 June 2020 and approved by the shareholders of the Company on 20 August 2020	20 August 2020	0	2,906,194
10).	Grant of a total of 2,413,824 RSUs pursuant to grant letters signed on 21 April 2023 under the 2019 Equity Incentive Plan adopted on 28 June 2020 and approved by the shareholders of the Company on 20 August 2020	20 August 2020	0	2,408,664
11).	Grant of a total of 1,851,200 RSUs pursuant to grant letters signed on 14 July 2023 under the 2019 Equity Incentive Plan adopted on 28 June 2020 and approved by the shareholders of the Company on 20 August 2020	20 August 2020	0	1,849,662
12).	Grant of a total of 4,694,358 RSUs pursuant to grant letters signed on 20 October 2023 under the 2019 Equity Incentive Plan adopted on 28 June 2020 and approved by the shareholders of the Company on 20 August 2020	20 August 2020	0	4,694,358
13).	Lapse of a total of 299,174 RSUs in December 2023 due to employees' departure under the 2019 Equity Incentive Plan adopted on 28 June 2020 and approved by the shareholders of the Company on 20 August 2020	20 August 2020	0	0
14).	Allotment and issue of 94,079,255 Class A ordinary shares on 6 December 2023 to Volkswagen Finance Luxemburg S.A. pursuant to the Share Purchase Agreement as disclosed in the announcement of the Company dated 26 July 2023	20 June 2023	94,079,255	0
15).	Issue of 81,250 Class A ordinary shares on 7 December 2023 to satisfy the RSUs vested in October 2023 which were previously granted under the 2019 Equity Incentive Plan adopted on 28 June 2020 and approved by the shareholders of the Company on 20 August 2020	20 August 2020	81,250	0
16).	Issue of 1,371,134 Class A ordinary shares on 20 December 2023 to satisfy the RSUs to be vested in January 2024 which were previously granted under the 2019 Equity Incentive Plan adopted on 28 June 2020 and approved by the shareholders of the Company on 20 August 2020	20 August 2020	1,371,134	0

Total D (WVR ordinary shares A): 95,531,639

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in WVR ordinary shares A during the month (i.e. Total of A to E) 95,531,639

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Yeqing Zheng

Title: Joint Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"