

---

---

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

---

**FORM 6-K**

---

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
OF THE SECURITIES EXCHANGE ACT OF 1934**

December 2023

Commission File Number: 001-39466

---

**XPENG INC.**

---

**No. 8 Songgang Road, Changxing Street  
Cencun, Tianhe District, Guangzhou  
Guangdong 510640  
People's Republic of China  
(Address of principal executive offices)**

---

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F       Form 40-F

---

---

---

## TABLE OF CONTENTS

- Exhibit 99.1 [Press Release – XPENG Announces the Closing of New Shares Issuance Pursuant to Share Purchase Agreement and Development under Technical Framework Agreement with Volkswagen](#)
- Exhibit 99.2 [Announcement – Completion of Issue of New Shares Under General Mandate](#)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

XPENG INC.

By: /s/ Xiaopeng He

Name: Xiaopeng He

Title: Chairman and Chief Executive Officer

Date: December 6, 2023

**XPENG Announces the Closing of New Shares Issuance Pursuant to Share Purchase Agreement and Development under Technical Framework Agreement with Volkswagen**

GUANGZHOU, China – Dec. 6, 2023 — XPeng Inc. (“XPENG” or the “Company,” NYSE: XPEV and HKEX: 9868), a leading Chinese smart electric vehicle (“Smart EV”) company, today announced, further to the Company’s news release dated July 26, 2023, in connection with the share purchase agreement for strategic minority investment by Volkswagen (China) Investment Co., Ltd. (“Volkswagen”) and its affiliate, Volkswagen Finance Luxemburg S.A. (“Volkswagen Nominee”), the Company has issued an aggregate of 94,079,255 Class A ordinary shares (the “Subscription Shares”), representing approximately 4.99% of the total issued and outstanding share capital of the Company immediately following the issuance, to Volkswagen Nominee at the purchase price of US\$15 per ADS (each ADS representing two Class A ordinary shares). The total purchase price for all the Subscription Shares is approximately US\$705.6 million.

The Company also announced that its Board of Directors (the “Board”) has approved the appointment of an individual nominated by Volkswagen Nominee to act as a non-voting observer to the Board.

In addition, pursuant to the Technical Framework Agreement on strategic technical collaboration with Volkswagen, XPENG and Volkswagen are making significant progress on the joint development of the two B-class battery electric vehicles (“BEV”) models. The project feasibility study has achieved positive outcome and has been completed. In addition, both parties are actively evaluating deeper strategic collaboration in Smart EV technologies.

#### **About XPENG**

XPENG is a leading Chinese Smart EV company that designs, develops, manufactures, and markets smart EVs that appeal to the large and growing base of technology-savvy middle-class consumers. Its mission is to drive Smart EV transformation with technology, shaping the mobility experience of the future. In order to optimize its customers’ mobility experience, XPENG develops in-house its full-stack advanced driver-assistance system technology and in-car intelligent operating system, as well as core vehicle systems including powertrain and the electrical/electronic architecture. XPENG is headquartered in Guangzhou, China, with main offices in Beijing, Shanghai, Silicon Valley, San Diego and Amsterdam. The Company’s Smart EVs are mainly manufactured at its plants in Zhaoqing and Guangzhou, Guangdong province. For more information, please visit <https://heyXPENG.com>.

#### **Safe Harbor Statement**

This announcement contains forward-looking statements. These statements are made under the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates” and similar statements. Statements that are not historical facts, including statements about XPENG’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: XPENG’s goals and strategies; XPENG’s expansion plans; XPENG’s future business development, financial condition and results of operations; the trends in, and size of, China’s EV market; XPENG’s expectations regarding demand for, and market acceptance of, its products and services; XPENG’s expectations regarding its relationships with customers, contract manufacturers, suppliers, third-party service providers, strategic partners and other stakeholders; general economic and business conditions; and assumptions underlying or related to any of the foregoing. Further information regarding these and other risks is included in XPENG’s filings with the SEC. All information provided in this press release is as of the date of this press release, and XPENG does not undertake any obligation to update any forward-looking statement, except as required under applicable law.

---

**Contacts:****For Investor Enquiries:**

IR Department  
XPeng Inc.  
Email: [ir@xiaopeng.com](mailto:ir@xiaopeng.com)

Jenny Cai  
Piacente Financial Communications  
Tel: +1 212 481 2050 / +86 10 6508 0677  
Email: [xpeng@tpg-ir.com](mailto:xpeng@tpg-ir.com)

**For Media Enquiries:**

PR Department  
XPeng Inc.  
Email: [pr@xiaopeng.com](mailto:pr@xiaopeng.com)

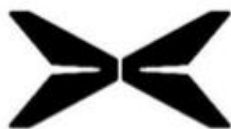
Source: XPeng Inc.

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.*

*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) or any other jurisdiction where such distribution is prohibited by law.*

*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. 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 the relevant underwriters and that will contain detailed information about us.*



**XPeng Inc.**  
**小鹏汽车有限公司\***

*(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 9868)**

#### **COMPLETION OF ISSUE OF NEW SHARES UNDER GENERAL MANDATE**

XPeng Inc. (the “**Company**”) refers to its announcement dated 26 July 2023 (the “**Announcement**”) in relation to, among other things, (i) the Technical Framework Agreement on strategic technical collaboration with Volkswagen (China) Investment Co., Ltd. (“**Volkswagen**”), and (ii) the issue of Class A ordinary shares to Volkswagen (or a nominee of Volkswagen, which is an affiliate of Volkswagen) under the general mandate pursuant to the Share Purchase Agreement. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcement.

#### **COMPLETION OF THE INVESTMENT**

The Board is pleased to announce that all the conditions precedent set out in the Share Purchase Agreement had been fulfilled and completion of the Investment (the “**Completion**”) took place on 6 December 2023 in accordance with the terms and conditions of the Share Purchase Agreement. An aggregate of 94,079,255 Class A ordinary shares (the “**Subscription Shares**”), representing approximately 4.99% of the total issued and outstanding share capital of the Company immediately following the Completion, have been successfully allotted and issued to Volkswagen Finance Luxemburg S.A., an affiliate of Volkswagen (the “**Investor Nominee**”), at the Purchase Price of US\$15 per ADS (equivalent to HK\$58.6 per Class A ordinary share based on each ADS representing two Class A ordinary shares and an exchange rate of HK\$7.8096 to US\$1.00). The total nominal value of the Subscription Shares is US\$940.79255.

The total Purchase Price for all the Subscription Shares is approximately US\$705.6 million. The net proceeds from the Investment (after deducting related costs and expenses payable by the Company) amounted to approximately US\$704.6 million. The net Purchase Price (after deducting related costs and expenses payable by the Company) is approximately US\$15 per ADS (equivalent to approximately HK\$58.5 per Class A ordinary share based on each ADS representing two Class A ordinary shares and an exchange rate of HK\$7.8096 to US\$1.00). As disclosed in the Announcement, the Company plans to use the net proceeds from the Investment for general corporate purposes, including working capital needs.

## EFFECT ON THE SHARE CAPITAL STRUCTURE

The share capital structure of the Company (a) immediately prior to the Completion and (b) immediately following the Completion is set out as follows:

	Immediately prior to the Completion		Immediately following the Completion	
	Number of shares	Approximate percentage of number of shares in issue and outstanding	Number of shares	Approximate percentage of number of shares in issue and outstanding
<b>Class A ordinary shares:</b>				
Investor Nominee	0	0.00%	94,079,255	4.99%
Other Shareholders	1,442,568,318 <sup>(Note)</sup>	80.53%	1,442,568,318 <sup>(Note)</sup>	76.51%
Sub-total	1,442,568,318 <sup>(Note)</sup>	80.53%	1,536,647,573 <sup>(Note)</sup>	81.50%
<b>Class B ordinary shares:</b>	348,708,257	19.47%	348,708,257	18.50%
<b>Total</b>	<b>1,791,276,575</b>	<b>100.00%</b>	<b>1,885,355,830</b>	<b>100.00%</b>

*Note: Excluding 9,052 Class A ordinary shares issued to the Company's depository bank for bulk issuance of ADSs and reserved for future issuance upon the exercise or vesting of awards granted under the Company's 2019 Equity Incentive Plan as of the date of this announcement.*

## OBSERVER ARRANGEMENT

As disclosed in the Announcement, the Company has agreed to appoint an individual nominated by the Investor Nominee to act as a non-voting observer to the Board. The observer shall be subject to obligations of non-disclosure of, and no improper use of, confidential information (including inside information) relating to the Company's business and the Company's insider trading policies and procedures, as if such observer is a Director. The Company's insider trading policies and procedures are in line with the applicable laws and regulations, including the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

## STRATEGIC TECHNICAL COLLABORATION

In addition, pursuant to the Technical Framework Agreement on strategic technical collaboration with Volkswagen, XPENG and Volkswagen are making significant progress on the joint development of the two B-class battery electric vehicles models. The project feasibility study has achieved positive outcome and has been completed. In addition, both parties are actively evaluating deeper strategic collaboration in smart electric vehicle technologies.

By order of the Board  
**XPeng Inc.**  
**Xiaopeng He**  
*Chairman*

Hong Kong, 6 December 2023

*As at the date of this announcement, the board of directors of the Company comprises Mr. Xiaopeng He as an executive Director, Ms. Xiao Hu, Mr. Ji-Xun Foo and Mr. Fei Yang as non-executive Directors, and Mr. Donghao Yang, Ms. Fang Qu and Mr. HongJiang Zhang as independent non-executive Directors.*

\* *For identification purpose only*