

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

XPeng Inc.

(Exact name of Registrant as specified in its charter)

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

3711
(Primary Standard Industrial
Classification Code Number)
No. 8 Songgang Road, Changxing Street
Cencun, Tianhe District, Guangzhou
Guangdong 510640
People's Republic of China
+86-020-6680-6680

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

(Address and Telephone Number 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 and telephone number of agent for service)

Yi Gao, Esq.
Simpson Thacher & Bartlett LLP
c/o 35th Floor, ICBC Tower
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Central, Hong Kong
+852-2514-7600

Copies to:
Kevin P. Kennedy, Esq.
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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. 333-242283
- 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† provided pursuant to Section 7(a)(2)(B) of the Securities Act.
- † 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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to be Registered(2)(3)	Proposed Maximum Offering Price per Share(3)	Proposed Maximum Aggregate Offering Price(2)(3)(4)	Amount of Registration Fee
Class A ordinary shares, par value US\$0.00001 per share	33,886,666	US\$7.50	US\$254,149,995	US\$32,988.67

- (1) American depositary shares, or ADSs, issuable upon deposit of the Class A ordinary shares registered hereby will be registered under a separate registration statement on Form F-6, as amended (Registration No. 333-248098). Each ADS represents two Class A ordinary shares.
- (2) This amount is in addition to the 195,500,000 Class A ordinary shares registered under the Registration Statement on Form F-1 originally declared effective on August 26, 2020 (File No. 333-242283) and includes (a) Class A ordinary shares represented by ADSs that may be purchased by the underwriters pursuant to their over-allotment option and (b) all Class A ordinary shares represented by ADSs initially offered and sold outside the United States that may be resold from time to time in the United States either as part of the distribution or within 40 days after the later of the effective date of this registration statement and the date the securities are first bona fide offered to the public.
- (3) Based on the public offering price per ADS, each representing two Class A ordinary shares.
- (4) In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form F-1 (File No. 333-242283), as amended, is hereby registered.

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.

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. 333-242283) initially filed by XPeng Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) on August 7, 2020, which was declared effective by the Commission on August 26, 2020, 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.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	<u>Opinion of Harney Westwood & Riegels regarding the validity of the ordinary shares being registered</u>
23.1	<u>Consent of PricewaterhouseCoopers Zhong Tian LLP</u>
23.2	<u>Consent of Harney Westwood & Riegels (included in Exhibit 5.1)</u>
24.1	<u>Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of XPeng Inc. (File No. 333-242283) initially filed with the Securities and Exchange Commission on August 7, 2020)</u>

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 Guangdong, China on August 26, 2020.

XPENG INC.

By: /s/ Xiaopeng He

Name: Xiaopeng He

Title: Chairman and Chief Executive Officer

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Xiaopeng He</u> Xiaopeng He	Chairman and Chief Executive Officer (principal executive officer)	August 26, 2020
<u>/s/ Heng Xia</u> Heng Xia	Director and President	August 26, 2020
<u>/s/ Hongdi Brian Gu</u> Hongdi Brian Gu	Vice Chairman and President	August 26, 2020
<u>*</u> Tao He	Director and Senior Vice President	August 26, 2020
<u>*</u> Ji-Xun Foo	Director	August 26, 2020
<u>*</u> Fei Yang	Director	August 26, 2020
<u>*</u> Qin Liu	Director	August 26, 2020
<u>*</u> Yongfu Yu	Director	August 26, 2020
<u>*</u> Hsuehching Lu	Vice President of Finance and Accounting (principal financial and accounting officer)	August 26, 2020

*By: /s/ Xiaopeng He

Name: Xiaopeng He

Attorney-in-fact

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of XPeng Inc. has signed this registration statement or amendment thereto in New York on August 26, 2020.

US Authorized Representative
Cogency Global Inc.

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries
Title: Senior Vice President



Harney Westwood & Riegels
 3501 The Center
 99 Queen's Road Central
 Hong Kong
 Tel: +852 5806 7800
 Fax: +852 5806 7810

26 August 2020

051773.0006

XPeng Inc.
 4th Floor, Harbour Place, 103 South Church Street
 P.O. Box 10240, Grand Cayman KY1-1002
 Cayman Islands

Dear Sir or Madam

XPeng Inc. (the Company)

We are lawyers qualified to practise in the Cayman Islands and have acted as Cayman Islands legal advisers to the Company in connection with the Company's registration statement on Form F-1 and accompanying prospectus filed with the Securities and Exchange Commission (the **Commission**) under the United States Securities Act of 1933, as amended (the **Securities Act**) (the **Registration Statement**), relating to the offering by the Company of American depositary shares (the **Listing**) representing certain Class A ordinary shares of par value US\$0.00001 per share of the Company (the **Shares**).

We are furnishing this opinion as Exhibit 5.1 to the Registration Statement.

For the purposes of giving this opinion, we have examined the Corporate Documents (as defined in Schedule 1). We have not examined any other documents, official or corporate records or external or internal registers and have not undertaken or been instructed to undertake any further enquiry or due diligence in relation to the transaction which is the subject of this opinion.

In giving this opinion we have relied upon the assumptions set out in Schedule 2 which we have not independently verified.

Based solely upon the foregoing examinations and assumptions and upon such searches as we have conducted and having regard to legal considerations which we deem relevant, and subject to the qualifications set out in Schedule 3, we are of the opinion that under the laws of the Cayman Islands:

- 1 **Existence and Good Standing.** 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.
- 2 **Authorised Share Capital.** Based on our review of the A&R M&A (as defined in Schedule 1), the authorized share capital of the Company, upon its coming into effect, will be US\$100,000 consisting of 10,000,000,000 shares comprising (i) 8,850,000,000 Class A Ordinary Shares of a par value of US\$0.00001 each, (ii) 750,000,000 Class B Ordinary Shares of a par value of US\$0.00001 each and (iii) 400,000,000 Class C Ordinary Shares of a par value of US\$0.00001 each.

Resident Partners: M Chu | JP Engwirda | A Johnstone
 P Kay | BJ King | MW Kwok | IN Mann | R Ng | ME Parrott
 ATC Ridgers | N Roberts | PJ Sephton | X Yin
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- 3 **Valid Issuance of Shares.** The issue and allotment of the Shares as contemplated by the Registration Statement have been duly authorised and, when allotted, issued and fully paid for in accordance with the Registration Statement, and when name of the shareholder is entered in the register of members of the Company, the Shares will be validly issued, allotted and fully paid and there will be no further obligation on the holder of any of the Shares to make any further payment to the Company in respect of such Shares.
- 4 **Cayman Islands Law.** The statements under the caption “Taxation” in the prospectus forming part of the Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects as at the date of this opinion and such statements constitute our opinion.

This opinion is confined to the matters expressly opined on herein and given on the basis of the laws of the Cayman Islands as they are in force and applied by the Cayman Islands courts at the date of this opinion. We have made no investigation of, and express no opinion on, the laws of any other jurisdiction. Except as specifically stated herein, we express no opinion as to matters of fact.

In connection with the above opinion, we hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference made to this firm in the Registration Statement under the headings “Enforceability of Civil Liabilities”, “Taxation” and “Legal Matters” and elsewhere in the prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein.

This opinion shall be construed in accordance with the laws of the Cayman Islands.

Yours faithfully

/s/ Harney Westwood & Riegels
Harney Westwood & Riegels

SCHEDULE 1

List of Documents and Records Examined

- 1 The certificate of incorporation of the Company dated 27 December 2018;
- 2 The sixth amended and restated memorandum and articles of association of the Company filed on 6 August 2020;
- 3 The seventh amended and restated memorandum and articles of association of the company as adopted by a special resolution passed on 20 August 2020 and effective immediately upon the completion of the Listing (the **A&R M&A**);
- 4 The register of members and register of directors of the Company provided to us on 20 August 2020;

Copies of 1-4 above have been provided to us by its registered office in the Cayman Islands (together the **Corporate Documents**)

- 5 A copy of executed written resolutions of the directors of the Company dated 20 August 2020 and a copy of executed written resolutions of the members of the Company dated 20 August 2020 (the **Resolutions**);
- 6 A certificate of good standing dated 3 August 2020 in respect of the Company, issued by the Registrar of Companies in the Cayman Islands (the **Certificate of Good Standing**); and
- 7 The Registration Statement.

SCHEDULE 2

Assumptions

- 1 **Authenticity of Documents.** Copy documents or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals. All original Corporate Documents are authentic, all signatures, initials and seals are genuine, all copies of the Registration Statement are true and correct copies and the Registration Statement conform in every material respect to the latest drafts of the same produced to us and, where the Registration Statement has been provided to us in successive drafts marked-up to indicate changes to such documents, all such changes have been so indicated.
- 2 **Corporate Documents.** All matters required by law to be recorded in the Corporate Documents are so recorded, and all corporate minutes, resolutions, certificates, documents and records which we have reviewed are accurate and complete, and all facts expressed in or implied thereby are accurate and complete as at the date of the passing of the Resolutions.
- 3 **Constitutional Documents.** The A&R M&A remain in full force and effect and are otherwise unamended.
- 4 **Conversion.** The conversion of any shares in the capital of the Company will be effected via legally available means under Cayman law.
- 5 **No Steps to Wind-up.** The directors and shareholders of the Company have not taken any steps to appoint a liquidator of the Company and no receiver has been appointed over any of the Company's property or assets.
- 6 **Resolutions.** The Resolutions have been duly executed (and where by a corporate entity such execution has been duly authorised if so required) by or on behalf of each director, or by or on behalf of each shareholder in respect of the shareholder resolutions, and the signatures and initials thereon are those of a person or persons in whose name the Resolutions have been expressed to be signed. The Resolutions remain in full force and effect.
- 7 **Unseen Documents.** Save for the Corporate Documents provided to us there are no resolutions, agreements, documents or arrangements which materially affect, amend or vary the transactions envisaged in the Registration Statement. There is no contractual prohibition (other than as arising under Cayman Islands law) binding on the Company prohibiting it from issuing and allotting the Shares.

SCHEDULE 3

Qualifications

- 1 We express no opinion in relation to provisions making reference to foreign statutes in the Registration Statement.
- 2 Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.
- 3 Our opinion as to good standing is based solely upon receipt of the Certificate of Good Standing. The Company shall be deemed to be in good standing under section 200A of the Companies Law (as amended) of the Cayman Islands (the **Companies Law**) on the date of issue of the certificate if all fees and penalties under the Companies Law have been paid and the Registrar of Companies in the Cayman Islands has no knowledge that the Company is in default under the Companies Law.
- 4 We have undertaken no enquiry and express no view as to the compliance of the Company with the International Tax Co-operation (Economic Substance) Law (2020 Revision).

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form F-1 of our report dated June 2, 2020 relating to the financial statements, which appears in Amendment No. 2 to the Registration Statement on Form F-1 (No. 333-242283) of XPeng Inc. We also consent to the reference to us under the heading “Experts” in Amendment No. 2 to the Registration Statement on Form F-1 (No. 333-242283) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers Zhong Tian LLP

Guangzhou, the People’s Republic of China

August 26, 2020