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XD Inc.

心动有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2400)

POLL RESULTS OF THE 2022 ANNUAL GENERAL MEETING AND RE-ELECTION OF DIRECTORS

At the annual general meeting (the “**AGM**”) of XD Inc. (the “**Company**”) held at Unit A1, No. 700 Wanrong Road, Shanghai, China on Thursday, June 23, 2022 at 10:30 a.m., all the proposed resolutions as set out in the notice of the AGM dated May 25, 2022 were voted by way of poll. Unless the content otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Company’s circular dated May 25, 2022 (the “**Circular**”).

The Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

As at the date of the AGM, the total number of issued shares of the Company was 480,430,700 shares, the holder of which were entitled to attend and vote at the AGM. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the AGM. No Shareholder was required to abstain from voting on any of the proposed resolutions at the AGM under the Listing Rules. There was no Share entitling the holder to attend the AGM and abstain from voting in favour of any of the proposed resolutions at the AGM under Rule 13.40 of the Listing Rules. No Shareholder has stated the intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.

The poll results in respect of all the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors and auditor of the Company for the year ended December 31, 2021.	253,578,434 (100.00%)	0 (0.00%)
2.	i) To re-elect Mr. Dai Yunjie as an executive Director.	242,901,191 (95.79%)	10,677,243 (4.21%)
	ii) To re-elect Mr. Pei Dapeng as an independent non-executive Director.	242,718,916 (95.72%)	10,859,518 (4.28%)
	iii) To re-elect Mr. Xin Quandong as an independent non-executive Director.	242,941,966 (95.81%)	10,636,468 (4.19%)
	iv) To authorize the Board to fix the remuneration of the Directors.	253,578,434 (100.00%)	0 (0.00%)
3.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix its remuneration.	253,512,834 (99.97%)	65,600 (0.03%)
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company (details of this resolution were set out in the notice of AGM dated May 25, 2022).	239,249,526 (94.35%)	14,328,908 (5.65%)
5.	To grant a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company (details of this resolution were set out in the notice of AGM dated May 25, 2022).	253,578,434 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted to the Directors to issue new shares by adding the number of shares purchased by the Company (details of this resolution were set out in the notice of AGM dated May 25, 2022).	239,272,326 (94.36%)	14,306,108 (5.64%)

As more than 50% of the votes were cast in favour of each of the above resolutions, all the proposed resolutions were duly passed as ordinary resolutions of the Company.

All Directors attended the AGM.

RE-ELECTION OF DIRECTORS

The following are the particulars of the Directors (as required by the Listing Rules) re-elected at the AGM:

1. Mr. Dai Yunjie

Mr. Dai Yunjie (戴雲傑), aged 39, is an executive Director and the President of our Company. Mr. Dai has over 15 years of experience in games, telecommunications, technology and internet industries and is primarily responsible for daily operations, overseas business development and human resources of our Group. Mr. Dai has been the president of X.D. Network since July 2011. Mr. Dai currently also holds directorships in various of our subsidiaries, Consolidated Affiliated Entities and Relevant Entities. Mr. Dai has been an executive director of Shanghai Qingwu Network Technology Co., Ltd. (上海輕舞網絡科技有限公司) since August 2014, and an executive director of Shanghai Yinzhi Network Technology Co., Ltd. (上海隱志網絡科技有限公司) since November 2003. In addition, Mr. Dai was the chief operating officer of Shanghai Shaosi Network Technology Co., Ltd. (上海少思網絡科技有限公司) from May 2007 to June 2011, and the chief operating officer of Shanghai Weixi Network Technology Co., Ltd. (上海維西網絡科技有限公司) from June 2005 to April 2007. Mr. Dai graduated from Shanghai University in China majoring in mechanical engineering and automation in June 2006.

Save as disclosed above, as at the date of this announcement, Mr. Dai did not assume other offices in any member of the Group. Mr. Dai does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years. As at the date of this announcement, Mr. Dai was entitled to (i) 224,368 Shares underlying the share options granted pursuant to the share option plan adopted by the Company on June 25, 2021 (“**Share Option Plan**”), (ii) had a beneficial interest in 565,800 Shares and (iii) interested in 66,745,000 Shares as a beneficiary of the Danger and Sons Trust, within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Dai has entered into a service contract with the Company on November 29, 2019. The initial term for the service contract commenced from November 29, 2019 and shall continue for three years. Either party has the right to give not less than three months’ written notice to terminate the contract. The term is also subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. The director’s remuneration and discretionary bonus will be adjusted from time to time with reference to the recommendation by the Remuneration and Appraisal Committee. The Remuneration and Appraisal Committee will take into consideration the Group’s operating results and the individual performance. For the year ended December 31, 2021, Mr. Dai received total emoluments of RMB6,158,000.

2. Mr. Pei Dapeng

Mr. Pei Dapeng (裴大鵬), aged 44, is our independent non-executive Director. Mr. Pei has also been an independent director of X.D. Network since October 2017. Mr. Pei has extensive industry experience in E-commerce and network technology. In addition to his positions in our Group, Mr. Pei has been the chairman of the board of directors and chief executive officer in Shopex Software Co., Ltd. (商派軟件有限公司) since March 2019. Mr. Pei also served as the general manager in Shopex Software Co., Ltd. (商派軟件有限公司) from June 2017 to February 2019. Mr. Pei served as the general manager in Youliang (Shanghai) Information Technology Co., Ltd. (有量(上海)信息技術有限公司) from April 2015 to May 2017. Mr. Pei served as the general manager in Shanghai Youliang Marketing Co., Ltd. (上海有量市場營銷策劃有限公司) from November 2014 to March 2015. Mr. Pei served as the general manager in Ku Mei (Shanghai) Information Technology Co., Ltd. (酷美(上海)信息技術有限公司) from January 2009 to October 2014. Mr. Pei served as the general manager of Shanghai Shopex Network Technology Co., Ltd. (上海商派網絡科技有限公司) from November 2006 to December 2008. Mr. Pei obtained his bachelor's degree in Informatics from East China Normal University in China in July 2000.

Save as disclosed above, as at the date of this announcement, Mr. Pei did not assume other offices in any member of the Group. Mr. Pei does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years. As at the date of this announcement, Mr. Pei did not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Pei has entered into an appointment letter with the Company on November 29, 2019. The initial term for the appointment letter shall be three years from December 12, 2019 (subject always to re-election as and when required under the Articles) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other party not less than three months' prior notice in writing. Under the service agreement, Mr. Pei is entitled to a director's fee of HK\$150,000 per annum.

3. Mr. Xin Quandong

Mr. Xin Quandong (辛全東), aged 48, is our independent non-executive Director. Mr. Xin also serves as an independent director of X.D. Network since October 2017. Mr. Xin has extensive experience in accounting and investment industries. In addition to his positions in our Group, Mr. Xin has been founding partner and chief executive officer of Shanghai Honggu Equity Investment Fund (上海紅穀股權投資基金) since August 2015. Before that, Mr. Xin served as the partner and managing director of Shanghai Chengding Equity Investment Fund (上海誠鼎股權投資基金) from May 2010 to July 2015, as chairman and general manager of Shanghai Big Thumb Home Service Co., Ltd. (上海大拇指家庭服務有限公司) from June 2008 to May 2010, as executive vice president of Shanghai East Joy Long Motor Airbag Co., Ltd. (上海東方久樂汽車安全氣囊股份有限公司) from December 2006 to July 2007, as chief financial officer and deputy general manager of Shanghai Huabo Investment Consulting Co., Ltd. (上海華博投資諮詢有限公司) from April 2003 to December 2006, as investment manager of Shanghai Keyuan Investment Consulting Co., Ltd. (上海科遠投資諮詢有限公司) from April 2001 to November 2012. Mr. Xin obtained his bachelor's degree in accounting from Shanghai University of Finance and Economics in China in July 1996. Mr. Xin has been accredited as a Certified Public Accountant by the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since 1998 and has obtained the fund practice qualification from Asset Management Association of China in 2017.

Save as disclosed above, as at the date of this announcement, Mr. Xin did not assume other offices in any member of the Group. Mr. Xin does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years. As at the date of this announcement, Mr. Xin did not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Xin has entered into an appointment letter with the Company on November 29, 2019. The initial term for the appointment letter shall be three years from December 12, 2019 (subject always to re-election as and when required under the Articles) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other party not less than three months' prior notice in writing. Under the service agreement, Mr. Xin is entitled to a director's fee of HK\$150,000 per annum.

The emoluments of the executive Directors and independent non-executive Directors are determined with reference to the Directors' duties and responsibilities, the individual director's overall performance, the Company's performance, as well as the prevailing market conditions.

Save for the information set out in this announcement, there are no other matters that need to be brought to the attention of the Shareholders of the Company in respect of re-election of the retiring Directors and there is no other information relating to the retiring Directors that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

By order of the Board
XD INC.
HUANG Yimeng
Chairman and Chief Executive Officer

Shanghai, China, June 23, 2022

As at the date of this announcement, the Board comprises Mr. HUANG Yimeng, Mr. DAI Yunjie and Mr. FAN Shuyang as executive Directors, Mr. LIU Wei as non-executive Director and Mr. PEI Dapeng, Mr. XIN Quandong and Ms. LIU Qianli as independent non-executive Directors.