



XD Inc.

心动有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2400)

FORM OF PROXY FOR THE 2024 ANNUAL GENERAL MEETING

I/We ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ shares of US\$0.0001 each in the capital of XD Inc. (the “Company”),

HEREBY APPOINT the chairman of the meeting or ^(Note 3) _____

of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (or at any adjournment thereof) (the “AGM” or the “Meeting”) of the Company to be held at Unit A1, No. 700 Wanrong Road, Shanghai, China on Tuesday, June 25, 2024 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the AGM and at the AGM (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated June 3, 2024 (the “Circular”).

ORDINARY RESOLUTIONS			For ^(Note 4)	Against ^(Note 4)
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, 2023.	1.		
2.	i) To re-elect Mr. Fan Shuyang as an executive Director.	2(i)		
	ii) To re-elect Mr. Wu Meng as a non-executive Director.	2(ii)		
	iii) To re-elect Mr. Pei Dapeng as an independent non-executive Director.	2(iii)		
	iv) To authorize the Board to fix the remuneration of the Directors.	2(iv)		
3.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix its remuneration.	3.		
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company (including any sale or transfer of treasury shares) not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares, if any) (details of this resolution were set out in the notice of AGM dated June 3, 2024).	4.		
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 (excluding treasury shares, if any) (details of this resolution were set out in the notice of AGM dated June 3, 2024).	5.		
6.	To extend the general mandate granted to the Directors to issue new shares (including any sale or transfer of treasury shares) by adding the number of shares purchased by the Company (details of this resolution were set out in the notice of AGM dated June 3, 2024).	6.		
7.	To approve the Sale and Purchase Agreement and all the transactions contemplated thereunder, the Specific Mandate to allot and issue the Consideration Shares, and authorize any Director(s) to do all such acts and things and execute all such documents on behalf of the Company as they may consider necessary, desirable or appropriate in connection with this ordinary resolution.	7.		
SPECIAL RESOLUTION			For ^(Note 4)	Against ^(Note 4)
8.	To approve the adoption of the amended and restated memorandum and articles of association incorporated with the proposed amendments as set out in Appendix V of the Circular; and authorise any one Director or officer of the Company to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary, desirable or appropriate in connection with the special resolution no. 8.	8.		

Signature ^(Note 5): _____

Date: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, strike out the words “the chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to vote or abstain at he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice of AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer duly authorised.
- In the case of joint holders the vote of a senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the Meeting (i.e. not later than 10:30 a.m. on Sunday, June 23, 2024) or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.