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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 2024 ANNUAL GENERAL MEETING

At the annual general meeting (the “AGM”) of XD Inc. (the “**Company**”) held at Unit A1, No. 700 Wanrong Road, Shanghai, China on Tuesday, June 25, 2024 at 10:30 a.m., all the proposed resolutions as set out in the notice of the AGM dated June 3, 2024 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 June 3, 2024 (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 480,639,093 shares, the holders of which were entitled to attend and vote at the AGM. For the avoidance of doubt, holders of treasury shares, if any, are required to abstain from voting at the AGM. As at the date of the AGM, the Company did not hold any treasury shares (including any treasury shares held or deposited with CCASS), and no repurchased shares which are pending cancellation and should be excluded from the total number of issued Shares for the purpose of the AGM. The Company confirms that it did not exercise its voting rights in respect of the treasury shares 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, 2023.	237,367,939 (99.881%)	282,200 (0.119%)
2.	i) To re-elect Mr. Fan Shuyang as an executive Director.	236,926,291 (99.695%)	723,848 (0.305%)
	ii) To re-elect Mr. Wu Meng as a non-executive Director.	236,897,401 (99.683%)	752,738 (0.317%)
	iii) To re-elect Mr. Pei Dapeng as an independent non-executive Director.	235,869,020 (99.251%)	1,781,119 (0.749%)
	iv) To authorize the Board to fix the remuneration of the Directors.	237,375,739 (99.885%)	274,400 (0.115%)
3.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix its remuneration.	237,327,340 (99.864%)	322,799 (0.136%)
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).	226,173,981 (95.171%)	11,476,158 (4.829%)
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).	237,546,539 (99.956%)	103,600 (0.044%)
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).	226,155,243 (95.176%)	11,463,256 (4.824%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
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.	237,650,139 (100.000%)	0 (0.000%)
Special Resolution		Number of Votes (%)	
		For	Against
8.	To approve the adoption of the amended and restated memorandum and articles of association incorporated with the proposed amendments as set out in the 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.	237,650,139 (100.000%)	0 (0.000%)

Notes:

1. As more than 50% of votes were cast in favour of each of the above ordinary resolutions numbered 1 to 7, all of them were duly passed as ordinary resolutions of the Company.
2. As more than three-fourths of the votes were cast in favour of the above special resolution numbered 8 above, the proposed resolution numbered 8 was duly passed as a special resolution of the Company.
3. All Directors attended the AGM in person or by electronic means.

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

Shanghai, China, June 25, 2024

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