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XD Inc.

心动有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2400)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of XD Inc. (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that on April 15, 2024, a total of 5,240,554 share options (the “**Options**”) were granted by the Company under the share option plan adopted on June 25, 2021 (the “**Share Option Plan**”) to certain eligible participants (the “**Grantees**”) to subscribe for ordinary shares of US\$0.0001 each of the Company (the “**Share(s)**”). Details of the Options granted are as follows:

Date of grant (“ Date of Grant ”):	April 15, 2024
Number of Options granted:	5,240,554 (each Option shall entitle the holder to subscribe for one Share)
Exercise price of Options granted:	HK\$14.392 per Share
Closing price of the Share on the Date of Grant:	HK\$14.20 per Share
Average closing price of the Shares for the five business days immediately preceding the Date of Grant:	HK\$14.392 per Share
Validity period of the Options:	Ten years from the Date of Grant
Vesting period of the Options:	All Options granted shall vest on the Date of Grant

Among the Options granted above, a total of 265,949 Options were granted to the directors, chief executives and/or substantial shareholder of the Company, details of which are as follows:

Name of Grantees	Position in the Company	Number of Options granted
Mr. HUANG Yimeng	Chairman of the Board, chief executive officer and executive director ^(Note)	102,561
Mr. DAI Yunjie	Executive director and president ^(Note)	163,388

Note: Mr. HUANG Yimeng and Mr. DAI Yunjie are also substantial shareholders of the Company.

The grant of Options to the above directors, chief executive and substantial shareholders of the Company has been approved by the independent non-executive directors of the Company in accordance with Rule 17.04(1) of the Listing Rules.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries: (i) no financial assistance has been provided by the Group to the Grantees for the purchase of shares under the Share Option Plan; (ii) save for Mr. HUANG Yimeng and Mr. DAI Yunjie, none of the other Grantees is a director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them; (iii) none of the Grantees is a related entity participant or service provider (as defined under the Listing Rules), and all of the Grantees are either directors of the Company and/or full time employees of the Group; and (iv) none of the Grantees is a participant with options and awards granted and to be granted exceeding the 1% individual limit under the Listing Rules.

Vesting Period

The Share Option Plan provides that the Board may specify the vesting period of the Options and does not provide for any minimum vesting period. The Board and the remuneration and appraisal committee of the Board (the “**Remuneration and Appraisal Committee**”) consider that, taking into account that: (i) the remuneration of the Grantees (including that of Mr. HUANG Yimeng and Mr. DAI Yunjie) include the grant of options as part of their package to incentivise their performance and to make continuous contributions to the growth and development of the Group, as well as maintaining the competitiveness of the package offered by the Company as compared with those offered by the industry peers; (ii) in respect of Mr. HUANG Yimeng and Mr. DAI Yunjie, their respective remuneration packages have been reviewed by the Remuneration and Appraisal Committee to be in line with the industry practice and in recognition of their leading roles and responsibilities towards the management and strategic development of the Company; and (iii) in respect of other Grantees, their respective remuneration packages are provided according to the internal policy of the Company with reference to their industry experience, tenure and roles with the Group, and contribution to the development and growth of the business of the Group, the grant of immediately vested Options to the Grantees is appropriate.

Performance Target

There is no performance target attached to the Options granted above. The Remuneration and Appraisal Committee is of the view that, taking into account (i) the ability of Mr. HUANG Yimeng, Mr. DAI Yunjie and other Grantees to contribute to the overall operations, development and long-term growth of the Group with reference to their tenure with the Company and industry experience; (ii) the practice of the gaming industry of granting options without performance target; and (iii) the historical practice of the Company in granting Options without performance targets, and the grant of Options to the Grantees aligns the interests of the Grantees with that of the Company and the shareholders of the Company and reinforces the Grantees’ commitment to the Group, and thus aligns with the purpose of the Company’s Share Option Plan.

Clawback Mechanism

Any Options shall lapse and not exercisable with immediate effect on the date:

- (a) on which the Grantee ceases to be an eligible participant (including any employees, executives or officers and directors of any members of the Group) in accordance with the Share Option Plan; or
- (b) on the date on which the Board exercises the Company’s right to cancel or forfeit the Options if the Grantee commits any breach of the non-transferrable provision of the Options and confidentiality clause of the Share Option Plan.

Reasons for and Benefits of the Grant of Options

The purpose of the grant of Options is to provide incentives and rewards to Grantees for their contributions to and continuing efforts to promote the interests of the Company, and the grant of Options aligns the interests of the Grantees with that of the Company and the shareholders of the Company and reinforces the Grantees' commitment to the Group. The Remuneration and Appraisal Committee is of the view that the grant of Options will encourage and retain the Grantees to make continuous contributions to the growth and development of the Group and is in the interests of the Company and the shareholders of the Company.

Miscellaneous

Subsequent to the grant of Options, the number of Shares available for future grant pursuant to the Share Option Plan is 30,389,042 Shares.

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

Shanghai, China, April 15, 2024

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