



Edgar Filing: China XD Plastics Co Ltd - Form 8-K

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- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On December 3, 2014, China XD Plastics Company Limited (the “Company”) held its 2014 Annual Meeting of Stockholders (the “Annual Meeting”), for the purpose of: (i) electing eight (8) directors and (ii) ratifying the appointment of KPMG as the Company’s independent registered certified public accountant for the fiscal year ending December 31, 2014. For more information on the proposals described below, please refer to the Company’s proxy statement dated November 20, 2014.

As of November 18, 2014, the record date for the Annual Meeting, there were a total of 49,601,788 shares of common stock, par value \$0.0001 per share (the “Common Stock”), 1,000,000 shares of series B preferred stock, par value \$0.0001 per share (the “Series B Preferred Stock”), and 16,000,000 shares of series D preferred stock, par value \$0.0001 per share (the “Series D Preferred Stock” and together with the Common Stock and the Series B Preferred Stock, the “Capital Stock”) issued and outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 35,907,564 shares of Common Stock, 1,000,000 shares of Series B Preferred Stock<sup>1</sup>, and 16,000,000 shares of Series D Preferred Stock, collectively representing an approximately 87.48% of the combined voting power of all classes of stock entitled to vote, were represented in person or by proxy, and therefore a quorum was present.

The voting results for each of the proposals voted upon are as follows:

Proposal 1 — Election of Directors

The eight (8) nominees proposed by the Board of Directors were elected to serve as directors until the Company’s Annual Meeting of Stockholders to be held in 2015 and until each director’s successor is duly elected and qualified. The voting results for each nominee were as follows:

Nominee	For	Against	Abstain
Jie Han	77,485,282	518	2,156,289
Taylor Zhang	77,450,681	35,119	2,156,289
Qingwei Ma	77,485,276	524	2,156,389
Lawrence W. Leighton	77,449,187	36,613	2,156,389
Linyuan Zhai	77,450,549	35,251	2,156,389
Feng Li	77,450,755	35,045	2,156,389
Homer Sun*	16,000,000	0	
Jun Xu*	16,000,000	0	

\* Homer Sun and Jun Xu were voted on solely by the holders of Series D Preferred Stock.

Proposal 2 — Ratification of Appointment of KPMG as the Company’s Independent Auditor

Stockholders ratified the appointment of KPMG as the Company’s independent registered certified public accountant for the fiscal year ending December 31, 2014. The proposal received the following final voting results: 79,610,225 for, 21,363 against, and 10,500 abstentions.

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<sup>1</sup> As previously disclosed on the Company’s Schedule 14A filed on November 20, 2014, the holder of the Series B Preferred Stock is entitled to an aggregate of 43,734,525 votes, representing 40% of the combined voting power of all of the Company’s issued and outstanding Capital Stock.



Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit Description
99.1	Press Release dated December 3, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 5, 2014

CHINA XD PLASTICS  
COMPANY LIMITED

By: /s/ Jie Han  
Name: Jie HAN  
Title: Chief Executive Officer