
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Xin Point Holdings Limited (the “Company”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Xin Point Holdings Limited

信邦控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1571)

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS,
PROPOSED FINAL DIVIDEND
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company (the “**2019 AGM**”) to be held at Keen Point Hi-tech Industrial Park, Xikeng, Huicheng District, Huizhou, Guangdong, China at 2:00 p.m. on 4 June 2019 is set out on pages 15 to 19 of this circular. A form of proxy for use at the 2019 AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.xinpoint.com).

Whether or not you are able to attend the 2019 AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2019 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2019 annual general meeting or any adjourned meeting thereof if they so wish.

24 April 2019

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“2019 AGM”	an annual general meeting of the Company to be held at Keen Point Hi-tech Industrial Park, Xikeng, Huicheng District, Huizhou, Guangdong, China on 4 June 2019 at 2:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 19 of this circular, or any adjournment thereof
“AGM Notice”	the notice convening the 2019 AGM set out on pages 15 to 19 of this circular
“Articles”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Companies Law”	the Companies Law (as revised) of the Cayman Islands
“Company”	Xin Point Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	the directors of the Company
“Extension Mandate”	as defined in paragraph 2(c) of the section headed “Letter from the Board” of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Issuance Mandate”	as defined in paragraph 2(a) of the Letter from the Board
“Latest Practicable Date”	12 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board
“SFO”	the Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong



Xin Point Holdings Limited

信邦控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1571)

Executive Directors:

Mr. MA Xiaoming (*Chairman*)
Mr. MENG Jun
Mr. ZHANG Yumin
Mr. LIU Jun
Mr. HE Xiaolu
Mr. JIANG Wei

Independent non-executive Directors:

Mr. TANG Chi Wai
Mr. GAN Weimin
Prof. CAO Lixin

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

***Principal place of business
in Hong Kong:***

Unit 1503, 15/F
Midas Plaza
1 Tai Yau Street
San Po Kong
Kowloon, Hong Kong

***Headquarter and principal place
of business in PRC:***

Keen Point Hi-tech Industrial Park
Xikeng, Huicheng District
Huizhou
Guangdong
China

24 April 2019

To the Shareholders,

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS,
PROPOSED FINAL DIVIDEND
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of certain resolutions to be proposed at the 2019 AGM which include, among other matters, (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of Repurchase Mandate to the Directors; (iii) the granting of the Extension Mandate; (iv) the re-election of the retiring Directors; and (v) approving the payment of final dividend for the year ended 31 December 2018.

2. PROPOSED GRANTING OF THE ISSUANCE MANDATE AND THE REPURCHASE MANDATE

At the 2018 annual general meeting of the Company held on 21 May 2018, general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to repurchase Shares. Such mandates will lapse at the conclusion of the 2019 AGM.

Ordinary resolutions will be proposed at the 2019 AGM to approve the granting of the new general mandates to the Directors that would enable the Company:

- (a) to allot, issue or deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution at the 2019 AGM (the “**Issuance Mandate**”);
- (b) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing such resolution at the 2019 AGM (the “**Repurchase Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the total number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate referred to in paragraph (b) above (the “**Extension Mandate**”).

Each of the Issuance Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2019 AGM ; or (b) the expiration of the period which the next annual general meeting of the Company is required by the Articles or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

The Directors have no present immediate plan to exercise the Issuance Mandate or the Repurchase Mandate (if granted to the Directors at the 2019 AGM).

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with the Article, Mr. Liu Jun, Mr. He Xiaolu and Mr. Jiang Wei shall retire at the 2019 AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at 2019 AGM.

The details of the above three Directors proposed to be re-elected at the 2019 AGM are set out in Appendix II to this circular.

4. PROPOSED FINAL DIVIDEND

As stated in the announcement issued by the Company dated 25 March 2019 relating to the annual results of the Group for the year ended 31 December 2018, the Board recommended that subject to Shareholders' approval in the 2019 AGM, the Company proposed to declare and distribute a final dividend of RMB0.1 per Share for the year ended 31 December 2018, which, if approved, is expected to be paid on or about 8 July 2019, to the Shareholders whose names appear on the register of members of the Company on 17 June 2019.

5. 2019 AGM AND PROXY ARRANGEMENT

A notice convening the 2019 AGM to be held on 4 June 2019 at 2:00 p.m. at Keen Point Hi-tech Industrial Park, Xikeng, Huicheng District, Huizhou, Guangdong, China is set out on pages 15 to 19 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2019 AGM. An announcement on the poll vote results will be published by the Company after the 2019 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

The 2018 annual report incorporating the audited consolidated financial statement of the Group for the year ended 31 December 2018 and the reports of the Directors and the auditors thereon are dispatched to the Shareholders together with this circular.

You will find enclosed with this circular a form of proxy for use at the 2019 AGM and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.xinpoint.com). Whether or not you are able to attend the 2019 AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it,

LETTER FROM THE BOARD

together with the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of that power of attorney or authority, to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for holding the 2019 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2019 AGM, your proxy form shall be deemed to be revoked.

6. RECOMMENDATION

The Board considers that the ordinary resolutions as set out in the AGM Notice are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of all the resolutions as set out in the AGM Notice to be proposed at the 2019 AGM.

7. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining shareholders' entitlements to attend and vote at the 2019 AGM, the transfer books and the register of members of the Company will be closed from 30 May 2019 to 4 June 2019 (both days inclusive), during which period no transfer of shares will be effected. In order to establish the right to attend and vote at the 2019 AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 29 May 2019.

For the purpose of determining the entitlements to the proposed final dividend to be approved at the 2019 AGM for the year ended 31 December 2018, the transfer books and the register of members of the Company will be closed from 12 June 2019 to 17 June 2019 (both days inclusive), during which period no transfer of shares will be effected. To ensure that shareholders are entitled to receive the distribution of final dividend to be approved at the 2019 AGM, all transfers, accompanied by the relevant share certificate, must be lodged with the Company's Hong Kong share registrar at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 11 June 2019. It is expected that, if approved, the proposed final dividend will be paid on or about 4 July 2019 to the Shareholders whose names are listed on the register of members of the Company on 17 June 2019.

8. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I — Explanatory Statement on the Repurchase Mandate; and Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the 2019 AGM.

LETTER FROM THE BOARD

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully
By Order of the Board
Xin Point Holdings Limited
MA Xiaoming
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2019 AGM in relation to the granting of the Repurchase Mandate.

1. REASON FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange or any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,002,905,000 Shares.

Subject to the passing of the ordinary resolution set out in item 7 of the AGM Notice in respect of the granting of the Repurchase Mandate and on the basis that the issued ordinary share capital of the Company remains unchanged as at the date of the 2019 AGM, i.e. being 1,002,905,000 Shares, the Directors would be authorised to exercise the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 100,290,500 Shares, being 10% of the issued share capital of the Company as at the date of 2019 AGM.

3. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be funded from the Company's internal resources, which shall be funds legally available for such purpose in accordance with the Memorandum and Articles of the Company, the Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

Under the Companies Law, any repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose or, if authorised by the Articles and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled.

As compared with the financial position of the Company as at 31 December 2018 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there might be a material adverse impact on the working capital or on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

4. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

Accordingly, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr. Ma Xiaoming, the chairman of the Company, held and deemed to be interested in 723,820,750 Shares (approximately 72.17% of the issued share capital of the Company). In the event that the Repurchase Mandate was exercised in full, the interest of Mr. Ma would be increased from approximately 72.17% to approximately 80.19%. On the basis of the aforesaid increase of shareholding held by Mr. Ma Xiaoming, the Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Company's Shares in public hands.

5. LISTING RULES RELATING TO REPURCHASE OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the Company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general repurchase mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the memorandum and Articles of the Company.

7. DIRECTORS, THEIR ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best knowledge and belief of the Directors having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company, or that he has undertaken not to sell any of the Shares held by him to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had purchased its Shares on the Stock Exchange in the six months preceding the Latest Practicable Date with details as follow:

Date of Repurchase	Number of Shares Repurchased	Highest Price Paid HK\$	Lowest Price Paid HK\$
12 November 2018	26,000	2.72	2.72
13 November 2018	29,000	2.80	2.75
14 November 2018	300,000	2.90	2.88
15 November 2018	135,000	2.90	2.88
16 November 2018	41,000	2.95	2.94
19 November 2018	205,000	2.95	2.90
20 November 2018	300,000	2.99	2.95
21 November 2018	46,000	2.90	2.90
22 November 2018	300,000	2.95	2.91
23 November 2018	300,000	2.95	2.90
26 November 2018	300,000	3.00	2.93
27 November 2018	300,000	3.00	2.91
28 November 2018	100,000	2.98	2.91
29 November 2018	100,000	3.00	3.00
30 November 2018	300,000	2.92	2.80
3 December 2018	500,000	3.07	2.95
4 December 2018	300,000	3.10	3.05

All Shares repurchased were cancelled as at the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices of the Shares during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Share Price (Per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	6.17	5.52
May	6.14	5.18
June	5.70	5.05
July	5.18	4.31
August	4.70	3.23
September	3.60	3.02
October	3.33	2.47
November	3.02	2.58
December	3.10	2.63
2019		
January	2.93	2.55
February	2.87	2.60
March	3.05	2.65
April (up to the Latest Practicable Date)	3.43	2.91

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2019 AGM

The biographical details of the Directors proposed to be retired at the conclusion of the 2019 AGM and be proposed to be re-elected at the 2019 AGM are set out as follows:

1. Mr. Liu Jun

Mr. Liu Jun (劉軍先生), aged 43, is an executive Director. He was appointed as our executive Director on 6 April 2016. Mr. Liu joined Huizhou Haoyu Industrial Company Limited (惠州市浩瑜實業有限公司), the predecessor entity of KP (Huizhou) Electronics (one of our principal operating subsidiaries, in December 2002. Mr. Liu was awarded a Bachelor's degree in Chemical Processing (化工工藝) from Hubei Three Gorges Institute (湖北三峽學院), the PRC, in June 1998 and was awarded a graduation certificate from the College of Advanced Continuing Education of Sun Yat-sen University (中國中山大學高等繼續教育學院), the PRC, in April 2007 for completing a one-year programme on Business Administration.

Mr. Liu is currently the Vice President of the Group and is primarily responsible for overseeing the operations and management of the Group within the Southern China Regions.

In the three years preceding the Latest Practicable Date, Mr. Liu did not hold any directorship in other listed companies.

As far as the Directors are aware, as at the Latest Practicable Date, Mr Liu was deemed to be interested in 107,000 underlying Shares (representing the maximum number of Shares which may be allotted and issued to Mr. Liu upon the exercise of the share options granted to him under the share option scheme adopted by the Company on 5 June 2017) pursuant to Part XV of the SFO.

Saved as disclosed above, Mr. Liu does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders.

Pursuant to the Director's service contract entered into between the Company and Mr. Liu, his initial current term of office is for a period of three years commencing from 6 June 2017, unless terminated by either party giving to the other not less than 30 days' prior notice in writing. Mr. Liu is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Mr. Liu is entitled to a fixed salary and a discretionary bonus. The emoluments paid to Mr. Liu for the year ended 31 December 2018 is approximately RMB1,908,000. The emoluments of Mr. Liu have been determined with reference to his duties, responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

As far as the Directors are aware, there is no information of Mr. Liu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE 2019 AGM**

2. Mr. He Xiaolu

Mr. He Xiaolu (何曉律先生), aged 43, is an executive Director. He is primarily responsible for the day-to-day sales and marketing operation and management of our Group, in particular overseeing the business development and sales and marketing strategies of our Group's overseas subsidiaries. He was appointed as our executive Director on 6 April 2016. Mr. He graduated from Fudan University (復旦大學), the PRC, majoring in History (International Tourism) (歷史學(涉外旅遊)) in July 1997. He further obtained a degree of Executive Master of Business Administration from European University, Switzerland, in June 2005.

Mr. He joined our Group in April 2006. In April 2006, Mr. He assumed the office as the administration and human resources manager, responsible for the overseeing the administration and human resources management of XPC. Since July 2007, in addition to being the administration and human resources manager, Mr. He also assumed the office as marketing manager of XPC in which he was also responsible for formulating and overseeing marketing strategies. From July 2008 onwards, Mr. He ceased to assume dual roles in XPC and has devoted his time in overseeing the daily marketing management, in particular, overseeing the business development and strategies of overseas subsidiaries. Mr. He was appointed as director of XPC in October 2011 and a director of Keen Point Europe in January 2008.

In the three years preceding the Latest Practicable Date, Mr. He did not hold any directorship in other listed companies.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. He was deemed to be interested in 96,000 underlying Shares (representing the maximum number of Shares which may be allotted and issued to Mr. He upon the exercise of the share options granted to him under the share option scheme adopted by the Company on 5 June 2017) pursuant to Part XV of the SFO.

Saved as disclosed above, Mr. He does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders.

Pursuant to the Director's service contract entered into between the Company and Mr. He, his initial current term of office is for a period of three years commencing from 6 June 2017, unless terminated by either party giving to the other not less than 30 days' prior notice in writing. Mr. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Mr. He is entitled to a fixed salary and a discretionary bonus. The emoluments paid to Mr. He for the year ended 31 December 2018 is approximately RMB1,617,000. The emoluments of Mr. He have been determined with reference to his duties, responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

As far as the Directors are aware, there is no information of Mr. He to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. He that need to be brought to the attention of the Shareholders.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE 2019 AGM**

3. Mr. Jiang Wei

Mr. Jiang Wei (蔣巍先生), aged 45, is an executive Director. He is primarily responsible for overseeing the operations and management of the Group. He was appointed as our executive Director on 6 April 2016. Mr. Jiang was awarded a Diploma in Administrative Management from Shanghai Business Vocational and Technical College (上海商業職業技術學院), the PRC, in July 2001.

Mr. Jiang joined our Group in March 2004 as the general manager of Wuxi Jinxin Surface Decoration Company Limited (the “**Wuxi Jinxin**”) a subsidiary of the Company. He was then in charge of managing and supervising the daily operation, coordinating corporate resources in achieving business objectives and maintaining key customers of Wuxi Jinxin. In October 2011, Mr. Jiang was appointed as a director of XPC and has since been responsible for overseeing operation and management of our Group. Mr. Jiang has over 10 years of management experience in the manufacturing industry.

In the three years preceding the Latest Practicable Date, Mr. Jiang did not hold any directorship in other listed companies.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Jiang was deemed to be interested in 38,000 underlying Shares (representing the maximum number of Shares which may be allotted and issued to Mr. Jiang upon the exercise of the share options granted to him under the share option scheme adopted by the Company on 5 June 2017) pursuant to Part XV of the SFO.

Saved as disclosed above, Mr. Jiang does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders.

Pursuant to the Director’s service contract entered into between the Company and Mr. Jiang, his initial current term of office is for a period of three years commencing from 6 June 2017, unless terminated by either party giving to the other not less than 30 days’ prior notice in writing. Mr. Jiang is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Mr. Jiang is entitled to a fixed salary and a discretionary bonus. The emoluments paid to Mr. Jiang for the year ended 31 December 2018 is approximately RMB441,000. The emoluments of Mr. Jiang have been determined with reference to his duties, responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company’s remuneration committee.

As far as the Directors are aware, there is no information of Mr. Jiang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Jiang that need to be brought to the attention of the Shareholders.



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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1571)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Xin Point Holdings Limited (the “**Company**”) will be held on 4 June 2019 at 2:00 p.m. at Keen Point Hi-tech Industrial Park, Xikeng, Huicheng District, Huizhou, Guangdong, China for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditors for the year ended 31 December 2018.
2. To declare a final dividend of RMB0.1 per share for the year ended 31 December 2018.
3. To re-appoint Ernst & Young as auditors of the Company and the board of Directors of the Company (the “**Board**”) be authorised to fix their remuneration.
4.
 - (a) To re-elect Mr. Liu Jun as an executive Director.
 - (b) To re-elect Mr. He Xiaolu as an executive Director.
 - (c) To re-elect Mr. Jiang Wei as an executive Director.
5. To authorize the Board to fix the Directors’ remuneration.
6. **“THAT:**
 - (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company (the “**Shares**”)) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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- (b) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares in the capital of the Company) during or after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution above, otherwise than pursuant to:
- (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attached to any convertible securities issued by the Company, which are convertible into Shares;
 - (iii) the exercise of any options granted under the share option scheme(s) adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for Shares in the Company; or
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company (the “**Articles**”) from time to time,

shall not exceed 20% of the total number of issued Shares as at the date of passing this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange).”

7. “**THAT:**

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, rules and regulations, be and is hereby, generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the total number of Shares to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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8. “**THAT** conditional upon the passing of the ordinary resolutions 6 and 7 as set out in this notice convening the Meeting (the “**Notice**”), the general mandate granted to the Directors pursuant to ordinary resolution 6 as set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution 7 as set out in this Notice, provided that such amount shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution.”

By Order of the Board
Xin Point Holdings Limited
MA Xiaoming
Chairman

Hong Kong, 24 April 2019

As at the date of this notice, the Board comprises Mr. MA Xiaoming, Mr. MENG Jun, Mr. ZHANG Yumin, Mr. LIU Jun, Mr. HE Xiaolu and Mr. JIANG Wei as executive Directors; and Mr. TANG Chi Wai, Mr. GAN Weimin and Prof. CAO Lixin as independent non-executive Directors.

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, 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 appointed for holding the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned Meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.

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6. To ascertain shareholders' eligibility to attend and vote at this Meeting, the register of members of the Company will be closed from 30 May 2019 to 4 June 2019 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the annual general meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m., on 29 May 2019.
7. To ascertain shareholders' entitlements to the proposed final dividend (subject to the passing of the ordinary resolution 2 set out in this notice), the register of members of the Company will be closed from 12 June 2019 to 17 June 2019 (both days inclusive), during which period no share transfer will be effected. In order to qualify for entitlement to the proposed final dividend, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m., on 11 June 2019.
8. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution 7 as set out in this notice is set out in Appendix I to the circular of the Company dated 24 April 2019 to its shareholders.
9. Details of the retiring directors proposed to be re-elected as Directors of the Company at the Meeting are set out in Appendix II to the circular of the Company dated 24 April 2019 to its shareholders.
10. A form of proxy for use at the Meeting is enclosed.
11. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 9:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.xinpoint.com and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.