

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Xin Point Holdings Limited

信邦控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1571)

GRANT OF SHARE OPTIONS

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

The board (“**Board**”) of directors (“**Directors**”) of Xin Point Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”) announces that on 2 December 2025 (“**Date of Grant**”) the Company offered to grant an aggregate of 11,937,000 share options (“**Share Options**”) to a total of 961 eligible participants (“**Eligible Participants**”), including certain Directors, senior management and employees of the Group under its share option scheme adopted on 18 June 2025 (“**Share Option Scheme**”), subject to acceptance of the Share Options by the Eligible Participants.

The Share Options will enable the grantees (“**Grantees**”, being the Eligible Participants who accept the Share Options) to subscribe for an aggregate of 11,937,000 new ordinary shares of HK\$0.1 each (“**Shares**”) in the share capital of the Company, representing approximately 1.19% of the total issued share capital of the Company (excluding treasury shares) as at the date of this announcement. The offers will remain open for acceptance by the Eligible Participants for a period of 21 days from the Date of Grant.

Details of the grant of the Share Options

Details of the grant of the Share Options are as follows:

Date of Grant : 2 December 2025

Nature and number of Eligible Participants:	(a) six (6) Directors, whose names are disclosed in the table headed “Details of the grant of the Share Options to Directors, chief executive or substantial shareholder of the Company, or their respective associates” below; (b) three (3) senior management named in the 2024 annual report of the Company (excluding Directors) (“Senior Manager”) and 952 employees of the Group.
Number of Share Options granted:	11,937,000
Exercise price of the Share Options granted and market price of the Shares:	HK\$3.921 per Share The exercise price was determined at the reasonable discretion of the Directors which is not lower than the highest of (i) the closing price of HK\$3.920 per Share as stated in the Stock Exchange’s daily quotation sheet on the Date of Grant; (ii) the average closing price of HK\$3.826 per Share as stated in the Stock Exchange’s daily quotation sheets for the five (5) trading days immediately preceding the Date of Grant; and (iii) the nominal value of HK\$0.1 per Share.
Exercise period of the Share Options:	Subject to the rules of the Share Option Scheme, the Share Options granted to each Grantee (subject to his/her acceptance) are valid for a period of ten (10) years commencing from the Date of Grant.
Vesting period of the Share Options (“ Vesting Period ”):	one (1) year after the Date of Grant.
Performance targets:	No performance targets is to be met by the Grantees. Please refer to paragraph headed “Reasons of granting share options without performance targets and view of the remuneration committee” below.

Clawback mechanism: The Share Option Scheme includes a clawback mechanism under which all or any of unexercised Share Options may be subject to clawback, or the Vesting Period may be extended if certain event(s) occur, such as a material misstatement of the Company's financial statements, fraud or misconduct, bankruptcy, conviction of criminal offence, material breach of contract by a Grantee or a material inaccurate performance assessment.

Further details of the clawback mechanism are set out in the circular of the Company in connection with (among other matters) the Share Option Scheme dated 22 May 2025.

Total number of underlying Shares upon the Share Options granted being exercised in full: 11,937,000 Shares (assuming that all the Share Options offered are accepted by all the Grantees and are exercised in full).

Details of the grant of the Share Options to Directors, chief executive or substantial shareholder of the Company, or their respective associates

Among the Eligible Participants, the following are Directors, chief executive or substantial shareholders of the Company or their respective associates (as defined under the Listing Rules):

Name of Director, chief executive or substantial shareholder of the Company, or their respective associates	Capacity	Number of Share Options granted (representing the same number of underlying Shares which may be allotted and issued being the subject of the Share Options granted)	Percentage of the total issued share capital of the Company (excluding treasury shares) as at the date of this announcement
Mr. Ma Xiaoming	Chairman, executive Director and controlling shareholder	53,000	0.005%
Mr. Meng Jun	Executive Director	43,000	0.004%
Mr. Zhang Yumin	Executive Director and the chief executive officer	45,000	0.004%
Mr. Liu Jun	Executive Director	45,000	0.004%
Mr. He Xiaolu	Executive Director	40,000	0.004%
Mr. Jiang Wei	Executive Director	16,000	0.003%
		242,000	0.024%

The grant of Share Options to each of the above Directors, chief executive or substantial shareholder of the Company and their respective associates has been approved by all the independent non-executive Directors.

The remaining 11,695,000 Share Options (representing the same number of underlying Shares which may be allotted and issued being the subject of the Share Options granted) were granted to 955 Eligible Participants who are Senior Managers (excluding Directors) and employees of the Group.

Reasons of granting share options without performance targets and view of the remuneration committee

As set out in the rules of the Share Option Scheme, the purposes of the Share Option Scheme are (i) to enable the Company to grant Share Option to the Eligible Participants as incentives or rewards for their contribution or potential contribution to the growth and development of the Group; (ii) to attract and retain personnel to promote the sustainable development of the Group; and (iii) to align the interest of the Grantees with those of the shareholders of the Company to promote the long-term financial and business performance of the Group.

Subject to the rules of the Share Option Scheme, in respect of any employee participant (as referred to and defined under the rules of the Share Option Scheme) who is a Director or a Senior Manager, the remuneration committee of the Board (“**Remuneration Committee**”) may; or in respect of any other Eligible Participant, the Board may, establish performance targets against the attainment of which the Share Option granted to the Eligible Participant concerned may be exercised either in whole or in part. These performance targets, as described under the rules of the Share Option Scheme, may relate to financial or non-financial parameters and/or individual performance indicators. The Board (or the Remuneration Committee, as the case may be) have discretion to specify such targets (or no targets) for each grant of Share Option on a case-by-case basis.

Recognising that each Grantee’s role varies in nature, duration, and significance, the Board believes that flexibility in setting performance targets for each grant of Share Option is essential. The rules of the Share Option Scheme do not mandate specific performance targets prior to the exercise of Share Options, the Directors (or the Remuneration Committee) may include tailored conditions and criteria in the Offer.

When granting the said 11,937,000 Share Options to the 961 Eligible Participants, the eligibility of each of the Eligible Participants to be granted with the relevant number of Share Options was proposed by the management and approved by the Board on the basis of the particular Eligible Participant's previous contribution to the development and growth of the Group. Given that the Vesting Period of the Share Options is one (1) year after the Date of Grant, it is expected that the Grantee (if the Share Options are accepted) will continue to contribute to the development and growth of the Group in the foreseeable future.

As far as the grant of the Share Options to each of the Directors and the Senior Managers is concerned, the eligibility of each of the Directors and the Senior Managers to be granted with the relevant number of Share Options was proposed by the management of the Company and considered by the Remuneration Committee who concurred with the opinion of the Board regarding the particular Director's or Senior Manager's previous and expected continual contribution to the development and growth of the Group given the one-year Vesting Period.

In view of the above, taking into consideration the individual eligibility and the Vesting Period, the Board believes that the grant of the Share Options to those Eligible Participants without performance targets will serve the dual purposes of recognising the Grantees' (if the Share Options are accepted by them) previous contribution by way of granting of Share Options, as well as effectively motivating them to continue their contribution to the Group's future development and advancement on an individual basis, aligning with the objectives of the Share Option Scheme.

Regarding the grant of the Share Options to the Directors and the Senior Managers, the Remuneration Committee concurred with the view of the Board as to the granting of Share Options to Eligible Participants (including Directors and the Senior Managers) without performance targets, in particular, under the consideration of their past performance and contribution and the one-year Vesting Period, the Remuneration Committee considers that performance targets are not necessary for the granting or vesting of the Share Options to the Directors and the Senior Managers, aligning with the purposes and objectives of the Share Option Scheme.

General information

None of the Eligible Participants who has been granted Share Options (i) is a Director, chief executive or substantial shareholder of the Company, or an associate of any of them, save as disclosed above; (ii) is a participant with such number of Share Options which exceeds the individual limit of 1% of the total issued share capital of the Company (excluding treasury shares) as at the date of this announcement; (iii) is a service provider or a related entity participant (both as defined in Chapter 17 of the Listing Rules); or (iv) has been or will be provided with financial assistance by the Group for the purchase of Shares under the Share Option Scheme.

Following the grant of the above Share Options, the number of Shares available for future grant under the Share Option Scheme of the Company is 88,353,500.

By order of the Board
XIN POINT HOLDINGS LIMITED
Ma Xiaoming
Chairman

Hong Kong, 2 December 2025

As at the date of this announcement, 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.