

Xunlei Ltd
Form SC 13G/A
February 14, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Xunlei Limited
(Name of Issuer)

Common Shares
(Title of Class of Securities)

98419E108**
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

Edgar Filing: Xunlei Ltd - Form SC 13G/A

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

** This CUSIP applies to the American Depositary Shares, evidenced by American Depositary Receipts, of the Issuer, each representing five common shares of the Issuer. No CUSIP has been assigned to the common shares.

(Continued on following pages)

CUSIP NO.: 98419E108

- (1) NAME OF REPORTING PERSONS
Shenglong Zou (“**Mr. Zou**”)
- (2) CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP
(a)
(b)
- (3) SEC USE ONLY
- (4) CITIZENSHIP OR PLACE OF
ORGANIZATION
People’s Republic of China
- NUMBER OF (5) SOLE VOTING POWER
SHARES 31,814,606 Common Shares
- (6) SHARED VOTING POWER
0
- BENEFICIALLY (7) SOLE DISPOSITIVE POWER
OWNED BY 31,814,606 Common Shares
EACH (8) SHARED DISPOSITIVE POWER
- REPORTING 0
- PERSON WITH
- (9) AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
31,814,606 Common Shares
- (10) CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
- (11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
9.5%⁽¹⁾
- (12) TYPE OF REPORTING PERSON
IN

(1) Based on a total of 333,643,560 common shares of the Issuer, par value US\$0.00025 per share (“**Common Shares**”), outstanding as of December 31, 2017 according to the Issuer.

CUSIP NO.: 98419E108

(1) NAME OF REPORTING PERSONS
Vantage Point Global Limited (“**Vantage Point**”)

(2) CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(a) ..

(b) ..

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF
ORGANIZATION

British Virgin Islands

NUMBER OF (5) SOLE VOTING POWER

19,814,606 Common Shares

SHARES (6) SHARED VOTING POWER

0

BENEFICIALLY (7) SOLE DISPOSITIVE POWER

19,814,606 Common Shares

OWNED BY (8) SHARED DISPOSITIVE POWER
EACH

REPORTING 0

PERSON WITH

(9) AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

19,814,606 Common Shares

(10) CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

..

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

5.9%⁽¹⁾

(12) TYPE OF REPORTING PERSON
CO

(1) Based on a total of 333,643,560 Common Shares outstanding as of December 31, 2017 according to the Issuer.

CUSIP NO.: 98419E108

(1) NAME OF REPORTING PERSONS
Choice & Chance Limited (“**Choice**”)

(2) CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP
(a)
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF
ORGANIZATION
Bahamas

NUMBER OF (5) SOLE VOTING POWER
19,814,606 Common Shares

SHARES (6) SHARED VOTING POWER
0

BENEFICIALLY (7) SOLE DISPOSITIVE POWER
19,814,606 Common Shares

OWNED BY (8) SHARED DISPOSITIVE POWER
EACH

REPORTING 0

PERSON WITH

(9) AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
19,814,606 Common Shares

(10) CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
5.9%⁽¹⁾

(12) TYPE OF REPORTING PERSON
CO

(1) Based on a total of 333,643,560 Common Shares outstanding as of December 31, 2017 according to the Issuer.

Item 1(a).

Name of Issuer:

Xunlei Limited (the “**Issuer**”)

Item 1(b).

Address of Issuer’s Principal Executive Offices:

7/F Block 11, Shenzhen Software Park

Ke Ji Zhong 2nd Road, Nanshan District
Shenzhen, 518057, People’s Republic of China.

Item 2(a).

Name of Person Filing:

Shenglong Zou

Vantage Point Global Limited

Choice & Chance Limited

Item 2(b).

Address of Principal Business Office or, If None, Residence:

Shenglong Zou
Vantage Point Global Limited
c/o Xunlei Limited
7/F Block 11, Shenzhen Software Park

Ke Ji Zhong 2nd Road, Nanshan District
Shenzhen, 518057, People’s Republic of China.

Choice & Chance Limited

Offshore Group Chambers

P.O. Box CB 12751

Nassau

New Providence

Bahamas

Item 2(c).

Citizenship:

Mr. Zou is a citizen of the People's Republic of China.

The place of organization of Vantage Point is the British Virgin Islands.

The place of organization of Choice is the Bahamas.

Item 2(d).

Title of Class of Securities:

Common shares of par value US\$0.00025 per share

Item 2(e).

CUSIP Number:

98419E108 (for the American Depositary Shares, evidenced by American Depositary Receipts, of the Issuer (the "ADSs"), each representing five Common Shares. No CUSIP has been assigned to the Common Shares.)

Item 3.

Statement Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c):

Not Applicable

Item 4.**Ownership:**

The following information with respect to the ownership of the Common Shares by each of the reporting persons is provided as of December 31, 2017:

Reporting Person	Amount Beneficially Owned	Percent Class ⁽¹⁾	Number of shares as to which such person has:		
			Sole Power to Vote or Direct the Disposition of	Shared Power to Vote or to Direct the Disposition of	Sole Power to Dispose or to Direct the Disposition of
Shenglong Zou ⁽²⁾	31,814,606 Common Shares	9.5%	31,814,606 Common Shares	0	31,814,606 Common Shares
Choice & Chance Limited ⁽²⁾	19,814,606 Common Shares	5.9%	19,814,606 Common Shares	0	19,814,606 Common Shares
Vantage Point Global Limited ⁽²⁾	19,814,606 Common Shares	5.9%	19,814,606 Common Shares	0	19,814,606 Common Shares

(1) Based on a total of 333,643,560 Common Shares outstanding as of December 31, 2017 according to the Issuer.

(2) As of December 31, 2017, Vantage Point was the record owner of 16,499,681 Common Shares and it also held 662,985 ADSs, representing 3,314,925 Common Shares. Vantage Point is wholly owned by Choice, the shares of which are held by Vistra Trust (Singapore) Pte. Limited (“Vistra”) as trustee (the “Trustee”) of the Zou Family Trust, a trust governed by the laws of the Republic of Singapore and Mr. Zou is the settlor. Mr. Zou is the sole director of Vantage Point. The board of directors of Choice consists of two wholly owned Vistra companies, i.e. Prudence Directors Limited and Credence Directors Limited, acting in their capacity as directors. Pursuant to the Deed of Settlement dated April 16, 2015 between Mr. Zou and the Trustee, Mr. Zou indirectly holds all voting and investment powers of Vantage Point and its assets. Pursuant to Section 13(d) of the Securities Exchange Act of

1934, as amended (the “**Exchange Act**”), Mr. Zou may be deemed to beneficially own all of the Common Shares directly held by Vantage Point. The Trustee should not be deemed to beneficially own any Common Shares directly held by Vantage Point under Section 13(d) of the Exchange Act.

In addition, Eagle Spirit LLC, a Delaware limited liability company, was the record owner of 12,000,000 Common Shares. Eagle Spirit LLC is wholly owned by a United States irrevocable trust with Mr. Zou as the settlor and Mr. Zou is the sole director of Eagle Spirit LLC. Mr. Zou may be deemed to beneficially own all of the Common Shares held by Eagle Spirit LLC.

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certifications:

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2018

Shenglong Zou /s/ Shenglong Zou

 /s/ Shenglong Zou

Vantage Point Global Limited By:
Name: Shenglong Zou
Director

Title:

Choice & Chance Limited For and on behalf of

Prudence Directors Limited

By: /s/ Keith Ng /s/ Christine Tan
Name: Keith Ng and Christine Tan
Title: Authorized Signatures

For and on behalf of

Edgar Filing: Xunlei Ltd - Form SC 13G/A

Credence Directors Limited

By: /s/ Keith Ng /s/ Christine Tan

Name: Keith Ng and Christine Tan

Title: Authorized Signatures

[Signature Page to Schedule 13G/A]

LIST OF EXHIBITS

Exhibit No. Description

A. Joint Filing Agreement

Exhibit A

Joint Filing Agreement

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Shares, par value US\$0.00025 per share, of Xunlei Limited, a Cayman Islands company, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[Remainder of this page has been left intentionally blank.]

SIGNATURE

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 14, 2018.

Shenglong Zou /s/ Shenglong Zou

 /s/ Shenglong Zou

Vantage Point Global Limited By:
Name: Shenglong Zou
Director

Title:

Choice & Chance Limited For and on behalf of

Prudence Directors Limited

By: /s/ Keith Ng /s/ Christine Tan
Name: Keith Ng and Christine Tan
Title: Authorized Signatures

For and on behalf of

Credence Directors Limited

By: /s/ Keith Ng /s/ Christine Tan
Name: Keith Ng and Christine Tan

Edgar Filing: Xunlei Ltd - Form SC 13G/A

Title: Authorized Signatures

[Signature Page to Joint Filing Agreement Attached to Schedule 13G/A]