

## DEFINITIONS

*In this document, the following expressions shall have the meanings set out below unless the context otherwise requires.*

- “affiliate(s)” any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
- “Anyang Xinhengyue” Anyang Xinhengyue Property Services Co., Ltd. (安陽鑫恒悅物業服務有限公司), a limited liability company established in the PRC on 26 June 2019 and an indirect wholly-owned subsidiary of our Company
- [REDACTED]
- “Arrangement Agreement” the arrangement agreement dated 14 August 2019 entered into among our Company, Xinyuan Real Estate, Mr. Zhang Lizhou and BVI-Zhang Lizhou, pursuant to which (i) BVI-Zhang Lizhou shall transfer 18,750 Shares to Xinyuan Real Estate in consideration of our Company’s refund of RMB2,800,000 paid by Mr. Zhang Lizhou pursuant to the [REDACTED] Share Award Scheme and (ii) Xinyuan Real Estate shall apply a portion of the shareholder’s loan it advanced to our Company in the amount of RMB2,800,000 as settlement of the consideration for such Shares
- “Articles” or “Articles of Association” the amended and restated articles of association of our Company conditionally adopted on 16 September 2019 and will come into effect upon [REDACTED] (as amended, supplemented or otherwise modified from time to time), a summary of which is set out in Appendix IV to this document
- “associate(s)” has the meaning ascribed thereto under the Listing Rules
- “Beijing Aijieli” Beijing Aijieli Technology Development Co., Ltd. (北京愛接力科技發展有限公司), a limited liability company established in the PRC on 20 October 2015 and an associate of Mr. Zhang Yong

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| “Beijing Juzhouyun”                    | Beijing Juzhouyun Technology Co., Ltd. (北京巨洲雲科技有限公司), a limited liability company established in the PRC on 24 December 2014 and an indirect non-wholly owned subsidiary of Xinyuan Real Estate Holdings  |
| “Beijing Xinxiang”                     | Beijing Xinxiang Huicheng Property Services Co., Ltd. (北京鑫享滙成物業服務有限公司) (formerly known as Beijing Xinxiang Huicheng Decoration Co., Ltd. (北京鑫享滙成裝飾有限公司)), a limited liability company established in the PRC on 18 October 2013 and an indirect wholly-owned subsidiary of our Company  |
| “Binhai Huafang”                       | Binhai Huafang Property Co., Ltd. (濱海華芳物業有限公司), a limited liability company established in the PRC on 12 June 2017 and an indirect wholly-owned subsidiary of our Company   |
| “Board”                                | the board of Directors  |
| “Business Day(s)” or “business day(s)” | a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong   |
| “BVI”                                  | the British Virgin Islands  |
| “BVI-Cui Yong”                         | New Moment Holdings Limited, a limited liability company incorporated in the BVI on 4 December 2018 and wholly-owned by Mr. Cui Yong. BVI-Cui Yong is one of our Shareholders   |
| “BVI-Management”                       | Galaxy Team Holdings Limited, a limited liability company incorporated in the BVI on 28 November 2018 and owned as to 30%, 15%, 15%, 10%, 10%, 5%, 5%, 5% and 5% by Ms. Wang Yanbo, Mr. Huang Bo, Mr. Wang Yantao, Ms. Du Xiangyan, Ms. Zhang Rong, Mr. Huang Jinfu, Mr. An Guangfu, Mr. Lyu Shaohui and Mr. Zhang Xiaofei, respectively. BVI-Management is one of our substantial Shareholders |
| “BVI-Yang Yuyan”                       | Grace Hope Holdings Limited, a limited liability company incorporated in the BVI on 21 January 2019 and wholly-owned by Ms. Yang Yuyan. BVI-Yang Yuyan is one of our Shareholders   |

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| “BVI-Zhang Lizhou”             | Glory Eternity Holdings Limited, a limited liability company incorporated in the BVI on 4 December 2018 and wholly-owned by Mr. Zhang Lizhou  |
| “BVI-Zhang Yong”               | Victory Destiny Holdings Limited, a limited liability company incorporated in the BVI on 4 December 2018 and wholly-owned by Mr. Zhang Yong. BVI-Zhang Yong is one of our Shareholders                      |
| “CCASS”                        | the Central Clearing and Settlement System established and operated by HKSCC  |
| “CCASS Clearing Participant”   | a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant  |
| “CCASS Custodian Participant”  | a person admitted to participate in CCASS as a custodian participant  |
| “CCASS Investor Participant”   | a person admitted to participate in CCASS as an investor participant, which may be an individual, joint individuals or a corporation  |
| “CCASS Operational Procedures” | the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time in force |
| “CCASS Participant(s)”         | a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant   |
| “China” or “the PRC”           | the People’s Republic of China excluding, for the purposes of this document, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan                                |
| “close associate(s)”           | has the meaning ascribed thereto under the Listing Rules  |
| “Companies Law”                | the Companies Law (2018 Revision) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time)  |
| “Companies Ordinance”          | the Companies Ordinance, Chapter 622 of the Laws of Hong Kong (as amended, supplemented or otherwise modified from time to time)  |

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| “Companies (Winding Up and Miscellaneous Provisions) Ordinance” | the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong (as amended, supplemented or otherwise modified from time to time)  |
| “Company” or “our Company”                                      | Xinyuan Property Management Service (Cayman) Ltd. (鑫苑物業服務集團有限公司), a company incorporated with limited liability under the laws of the Cayman Islands on 13 December 2018, and references to “we”, “us” or “our” refer to our Group or, where the context requires, our Company   |
| “connected person(s)”   | has the meaning ascribed thereto under the Listing Rules   |
| “Controlling Shareholders”                                      | has the meaning ascribed to it under the Listing Rules and, unless the context requires otherwise, refers to Xinyuan Real Estate Holdings and Xinyuan Real Estate (for more details, please refer to the section headed “Relationship with the Controlling Shareholders” in this document); and “Controlling Shareholder” means any one of them  |
| “core connected person(s)”                                      | has the meaning ascribed thereto under the Listing Rules   |
| “CSRC”  | China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the national securities market in China  |
| “Deed of Indemnity”   | the deed of indemnity dated 16 September 2019 entered into by our Controlling Shareholders in favour of our Company (for itself and as trustee for each of its subsidiaries), particulars of which are set out in the subsection headed “5. Estate Duty, Tax and Other Indemnities” in Appendix V to this document   |
| “Deed of Non-Competition”                                       | the deed of non-competition dated 16 September 2019 entered into by our Controlling Shareholders in favor of our Company (for itself and as trustee for each of its subsidiaries), which set out certain non-competition undertakings as described more particularly in the subsection headed “Relationship with the Controlling Shareholders – Competition and Conflict of Interests – Undertakings Given by the Controlling Shareholders” in this document |

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| “Director(s)”                        | the director(s) of our Company  |
| “EIT”                                | enterprise income tax in the PRC  |
| “EIT Law”                            | the PRC Enterprise Income Tax Law   |
| “First Shareholder’s Loan Agreement” | the shareholder’s loan agreement dated 19 March 2019 entered into between Xinyuan Real Estate and our Company, pursuant to which Xinyuan Real Estate agreed to provide a shareholder’s loan in the sum of RMB230 million or its equivalent in other currencies to our Company |
| “F&S”                                | Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent industry research consultant commissioned to prepare the F&S Report  |
| “F&S Report”                         | the market research report prepared by F&S  |
| “General Rules of CCASS”             | General Rules of CCASS published by the Stock Exchange and as amended from time to time   |

### [REDACTED]

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| “Group”, “our Group”, “our”, “we”, or “us” | our Company and all of our subsidiaries, or any one of them as the context may require or, where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries, or any one of them as the context may require, were or was engaged in and which were subsequently assumed by it |
| “Henan Chengzhihang”                       | Henan Chengzhihang Property Services Co., Ltd. (河南誠至行物業服務有限公司), a limited liability company established in the PRC on 15 December 2017 and an indirect wholly-owned subsidiary of our Company  |
| “Henan Gechen”                             | Henan Gechen Culture Media Co., Ltd. (河南格宸文化傳媒有限公司), a limited liability company established in the PRC on 14 March 2019 and an indirect wholly-owned subsidiary of our Company  |

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| “Henan Qingning”            | Henan Qingning Apartment Management Co., Ltd. (河南青寧公寓管理有限公司), a limited liability company established in the PRC on 20 April 2017  |
| “Henan Qingning Group”      | Henan Qingning and its subsidiaries  |
| “Henan Xinyuan”             | Henan Xinyuan Property Services Co., Ltd. (河南鑫苑物業服務有限公司), a limited liability company established in the PRC on 1 December 2016 and an indirect wholly-owned subsidiary of our Company     |
| “Henan Xinyuan Education”   | Henan Xinyuan Education Technology Co., Ltd. (河南鑫苑教育科技有限責任公司), a limited liability company established in the PRC on 31 May 2017   |
| “Henan Xinyuan Marketing”   | Henan Xinyuan Real Estate Marketing Co., Ltd. (河南鑫苑房地產營銷策劃有限公司), a limited liability company established in the PRC on 30 July 2015 and an indirect wholly-owned subsidiary of our Company |
| “Henan Xinyuan Real Estate” | Henan Xinyuan Real Estate Co., Ltd. (河南鑫苑置業有限公司), a limited liability company established in the PRC on 19 May 1997 and a wholly-owned subsidiary of Xinyuan Real Estate Holdings          |
| “Henan Yueshenghang”        | Henan Yueshenghang Property Services Co., Ltd. (河南悅晟行物業服務有限公司), a limited liability company established in the PRC on 15 April 2016 and an indirect wholly-owned subsidiary of our Company |

### [REDACTED]

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| “HK-Liu Huaiyu” | JX Investment Limited (金心投資有限公司), a limited liability company incorporated in Hong Kong on 9 November 2010 and wholly-owned by Mr. Liu Huaiyu. HK-Liu Huaiyu is one of our Shareholders |
| “HKSCC”         | the Hong Kong Securities Clearing Company Limited   |

## DEFINITIONS

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"HKSCC Nominees" HKSCC Nominees Limited, a wholly owned subsidiary of the HKSCC

"Hong Kong" the Hong Kong Special Administrative Region of the PRC

[REDACTED]

"Hong Kong dollars" or "HK dollars" or "HK\$" Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

[REDACTED]

"IFRS" International Financial Reporting Standards

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"Independent Third Party" or  
"Independent Third Parties"

person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors' knowledge, information and belief, having made all reasonable enquiries, is/are independent of our Company and our connected persons

[REDACTED]



## DEFINITIONS

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[REDACTED]

“Latest Practicable Date” 18 September 2019, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

“Listing Rules” the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)

“Loan Capitalisation Agreement” the loan capitalisation agreement dated 23 August 2019 entered into among Xinyuan Real Estate, BVI-Zhang Yong, BVI-Yang Yuyan, BVI-Cui Yong, HK-Liu Huaiyu and our Company, pursuant to which the parties agreed that the outstanding shareholders’ loans in the respective amounts of RMB198,600,000 (or its equivalent in other currencies) and RMB23,000,000 (or its equivalent in other currencies) shall be capitalised into Shares

“Macau” the Macau Special Administrative Region of the PRC

“Memorandum of Association” or “Memorandum” the memorandum of association of our Company, conditionally adopted on 16 September 2019 and will come into effect upon [REDACTED] (as amended from time to time)

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## DEFINITIONS

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| “Mingyuan Landscape” | Mingyuan Landscape Engineering Co., Ltd. (名苑園林工程有限公司), a limited liability company established in the PRC on 17 February 2004 and an indirect wholly-owned subsidiary of Xinyuan Real Estate Holdings |
| “MOFCOM”             | Ministry of Commerce of the PRC (中華人民共和國商務部)  |
| “MOHURD”             | the General Office of the Ministry of Housing and Urban-Rural Development   |
| “Mr. Zhang Lizhou”   | Mr. Zhang Lizhou (張立洲), the sole shareholder of BVI-Zhang Lizhou  |
| “Mr. Zhang Yong”     | Mr. Zhang Yong (張勇), the sole shareholder of BVI-Zhang Yong, and one of our non-executive Directors and the chairman of our Board   |
| “Ms. Yang Yuyan”     | Ms. Yang Yuyan (楊玉岩), the sole shareholder of BVI-Yang Yuyan, and one of our non-executive Directors  |
| “NEEQ”               | the National Equities Exchange and Quotations Co., Ltd., a PRC over-the-counter system for trading shares of public companies   |

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## DEFINITIONS

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[REDACTED]

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| “PBOC”                           | People’s Bank of China (中國人民銀行)   |
| “[REDACTED] Share Option Scheme” | the share option scheme conditionally adopted by the Company on 16 September 2019, the principal terms of which are set forth in “4. [REDACTED] Share Award Scheme and [REDACTED] Share Option Scheme – 4.2 [REDACTED] Share Option Scheme” in Appendix V to this document  |
| “PRC government”                 | the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them   |
| “PRC Legal Advisers”             | Jingtian & Gongcheng, the legal adviser to our Company as to the laws of the PRC  |
| “[REDACTED] Share Award Scheme”  | the [REDACTED] share award scheme approved and adopted by our Company on 31 January 2019 and most recently amended on 15 March 2019, for the benefit of any director, employee, adviser or consultant of our Company or any of our subsidiaries; the principal terms of which are set forth in the subsection headed “4. [REDACTED] Share Award Scheme and [REDACTED] Share Option Scheme – 4.1 [REDACTED] Share Award Scheme” in Appendix V to this document |

[REDACTED]

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## DEFINITIONS

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[REDACTED]

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| “Puyang Zhongfang”                    | Puyang Zhongfang Xinyuan Property Services Co., Ltd. (濮陽中房鑫苑物業服務有限公司), a limited liability company established in the PRC on 29 November 2017 and is owned as to 65% by Xinyuan Science, 20% by Henan Puyang Zhongfang Real Estate Co., Ltd. (河南濮陽中房置業有限責任公司) and 15% by Henan Huana Real Estate Co., Ltd. (河南華納置業股份有限公司)   |
| “Qingdao Xinyuan”                     | Qingdao Xinyuan Jinguang Property Development Co., Ltd. (青島鑫苑金光物業發展有限公司) (formerly known as Qingdao Chengtou Jinguang Property Development Co., Ltd. (青島城投金光物業發展有限公司)), a limited liability company established in the PRC on 6 November 2001 and is owned as to 60% by Henan Xinyuan and 40% by an Independent Third Party |
| “Regulation S”                        | Regulation S under the U.S. Securities Act  |
| “Remaining Xinyuan Real Estate Group” | the Xinyuan Real Estate Group excluding our Group   |
| “Reorganisation”                      | the reorganisation of the Group in preparation of the [REDACTED], details of which are set out in the section headed “History and Reorganisation” in this document  |
| “RMB” or “Renminbi”                   | Renminbi, the lawful currency of the PRC  |
| “SAFE”                                | State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)  |
| “SAMR”                                | State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)   |
| “SASAC”                               | State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中華人民共和國國務院國有資產監督管理委員會)  |

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| “SAT”  | State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)  |
| “Second Shareholders’ Loan Agreement”        | the shareholders’ loan agreement dated 14 August 2019 entered into among BVI-Zhang Yong, BVI-Yang Yuyan, BVI-Cui Yong and HK-Liu Huaiyu (collectively as lenders) and our Company (as borrower), pursuant to which the lenders agreed to provide a shareholders’ loan in the aggregate sum of RMB23 million or its equivalent in other currencies to our Company |
| “Securities and Futures Commission” or “SFC” | the Securities and Futures Commission of Hong Kong   |
| “SFO”  | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended, supplemented or otherwise modified from time to time)  |
| “Shanghai Hexinli”                           | Shanghai Hexinli Property Management Centre (Limited Partnership) (上海合欣利資產管理中心(有限合夥)), a limited partnership established in the PRC on 28 July 2015 and was ultimately owned as to 78.95% by Xinyuan Real Estate Holdings and 21.05% by Ms. Yang Yuyan immediately prior to Reorganisation   |
| “Share(s)”                                   | ordinary share(s) with nominal value of HK\$0.00001 each in the share capital of our Company   |
| “Shareholder(s)”                             | holder(s) of the Share(s)  |
| “Sole Sponsor”                               | Orient Capital (Hong Kong) Limited   |
| “Stock Exchange”                             | The Stock Exchange of Hong Kong Limited  |
| “subsidiary”                                 | has the meaning ascribed thereto under the Listing Rules   |
| “substantial shareholder(s)”                 | has the meaning ascribed thereto under the Listing Rules   |
| “Takeovers Code”                             | the Code on Takeovers and Mergers and Share Buy-backs, as published by the SFC (as amended, supplemented or otherwise modified from time to time)  |
| “Track Record Period”                        | the years ended 31 December 2016, 2017 and 2018 and the three months ended 31 March 2019   |

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## DEFINITIONS

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[REDACTED]

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| “United States” or “U.S.”       | the United States of America, its territories, its possessions and all areas subject to its jurisdiction                                    |
| “U.S. dollars”, “US\$” or “USD” | United States dollars, the lawful currency of the United States   |
| “U.S. Securities Act”           | the United States Securities Act of 1933, as amended or supplemented from time to time and the rules and regulations promulgated thereunder |

[REDACTED]

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| “Xinyi Xinyuan”       | Xinyi Xinyuan Property Services Co., Ltd. (新沂鑫苑物業服務有限公司), a limited liability company established in the PRC on 7 May 2019 and an indirect wholly-owned subsidiary of our Company                |
| “Xinyuan-BVI”         | Xinyuan Property Management Service (BVI) Ltd., a company incorporated in the BVI with limited liability on 2 January 2019 and a direct wholly-owned subsidiary of our Company                   |
| “Xinyuan-HK”          | Xinyuan Property Management Service (HK) Limited, a company incorporated in Hong Kong with limited liability on 8 January 2019 and an indirect wholly-owned subsidiary of our Company            |
| “Xingyang Xinzhiheng” | Xingyang City Xinzhiheng Property Services Co., Ltd. (滎陽市鑫之晟物業服務有限公司), a limited liability company established in the PRC on 9 April 2019 and an indirect wholly-owned subsidiary of our Company |

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| “Xinyuan (China)”              | Xinyuan (China) Real Estate, Ltd. (鑫苑(中國)置業有限公司), a limited liability company established in the PRC on 10 April 2006 and an indirect wholly-owned subsidiary of Xinyuan Real Estate Holdings  |
| “Xinyuan Real Estate”          | Xinyuan Real Estate, Ltd. (鑫苑地產有限公司), a company incorporated with limited liability in the Cayman Islands on 27 January 2006 and wholly-owned by Xinyuan Real Estate Holdings, is one of our Controlling Shareholders. It will directly hold approximately [REDACTED] of the issued share capital of the Company immediately upon completion of the [REDACTED], without taking into account the Shares which may be allotted and issued pursuant to the exercise of the options to be granted under the [REDACTED] Share Option Scheme                           |
| “Xinyuan Real Estate Group”    | Xinyuan Real Estate Holdings and its subsidiaries, including our Group   |
| “Xinyuan Real Estate Holdings” | Xinyuan Real Estate Co., Ltd., a company incorporated with limited liability in the Cayman Islands on 26 March 2007, the shares of which are listed on the New York Stock Exchange (stock code: XIN), and one of our Controlling Shareholders. It will indirectly hold approximately [REDACTED] of the issued share capital of the Company immediately upon completion of the [REDACTED], without taking into account the Shares which may be allotted and issued pursuant to the exercise of the options to be granted under the [REDACTED] Share Option Scheme |
| “Xinyuan Renju (Beijing)”      | Xinyuan Renju (Beijing) Asset Management Co., Ltd. (鑫苑仁居(北京)資產管理有限責任公司), a limited liability company established in the PRC on 16 January 2009 and an indirect wholly-owned subsidiary of Xinyuan Real Estate Holdings   |
| “Xinyuan Science”              | Xinyuan Science and Technology Service Group Co., Ltd. (鑫苑科技服務集團有限公司) (formerly known as Xinyuan Science and Technology Service Co., Ltd. (鑫苑科技服務股份有限公司)), a limited liability company established in the PRC on 28 December 1998 and an indirect wholly-owned subsidiary of our Company   |

