
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 a 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 Xinyuan Property Management Service (Cayman) Ltd., you should at once hand this circular, together with the enclosed form of proxy, 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 transferee.

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Xinyuan Property Management Service (Cayman) Ltd.

鑫苑物業服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1895)

**(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(2) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Xinyuan Property Management Service (Cayman) Ltd. (the “AGM”) to be held at Company Meeting Room, Hengtong Business Park, Beijing, the PRC on Friday, 24 May 2024 at 2:00 p.m. is set out on pages 11 to 12 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.xypm.hk>). Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 2:00 p.m. on Wednesday, 22 May 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Company Meeting Room, Hengtong Business Park, Beijing, the PRC on Friday, 24 May 2024 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of AGM which is set out on pages 11 to 12 of this circular, or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company (as amended from time to time)
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“Company”	Xinyuan Property Management Service (Cayman) Ltd., a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 April 2024, 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 of Hong Kong Limited
“Nomination Committee”	the nomination committee of the Company

DEFINITIONS

“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.00001 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD

Xinyuan Property Management Service (Cayman) Ltd.

鑫苑物業服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1895)

Executive Directors:

Mr. SHEN Yuan-Ching

(Chairman and Chief Executive Officer)

Mr. FENG Bo

Mr. WANG Yong *(Chief Financial Officer)*

Non-executive Director:

Mr. TIAN Wenzhi

Independent Non-executive Directors:

Mr. LAN Ye

Mr. LI Yifan

Mr. LING Chenkai

Ms. ZHAO Xia

Registered Office:

P.O. Box 309, Uglan House

Grand Cayman, KY1-1104

Cayman Islands

Corporate Headquarter:

3/F., International Living Clubhouse

18 Xinyuan Road

Jinshui District

Zhengzhou

Henan Province

PRC

Principal Place of Business

in Hong Kong:

Unit B, 17/F., United Centre

95 Queensway, Admiralty

Hong Kong

30 April 2024

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS

AND

(2) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM to be held on Friday, 24 May 2024.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 16.19 of the Articles of Association, Mr. SHEN Yuan-Ching (“**Mr. Shen**”), Mr. TIAN Wenzhi (“**Mr. Tian**”) and Mr. LAN Ye (“**Mr. Lan**”) will retire by rotation and being eligible, will offer themselves for re-election at the AGM.

Recommendations to the Board for the proposed re-election of each of Mr. Shen, Mr. Tian and Mr. Lan were made by the Nomination Committee, after having considered the structure, size and composition of the Board and performance of the Board (including the independent non-executive Directors) with reference to the policy for nomination of Directors and the board diversity policy. Mr. Shen, being the chairman of the Nomination Committee, has abstained from voting on his own nomination when it was considered. Mr. Lan, being the member of the Nomination Committee, has also abstained from voting on his own nomination when it was considered.

In assessing the suitability of the candidates for independent non-executive Director, the Nomination Committee shall consider the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence, age, culture, ethnicity and gender diversity. The factors considered by the Nomination Committee in identifying the suitability of a proposed candidate for independent non-executive Director include: (i) reputation for integrity; (ii) accomplishment, experience and reputation in the business and industry; (iii) commitment in respect of sufficient time, interest and attention to the businesses of the Group; (iv) compliance with the criteria of independence as prescribed under Rule 3.13 of the Listing Rules; and (v) any other relevant factors as may be determined by the Nomination Committee or the Board from time to time as appropriate. The Board shall take into consideration the benefits of a diversified Board when selecting Board candidates.

The Nomination Committee also took into account the diversity aspects in respect of the re-election of Mr. Lan, with due regard for the benefits of diversity on the Board. In particular, Mr. Lan has tremendous expertise in strategic management and digital transformation, which is of particular relevance to the supervision of the Group’s performance.

The Company has received from Mr. Lan an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Nomination Committee has assessed and is satisfied with his independence. Mr. Lan does not have any management role in the Group and has no relationship with any Director, senior management, substantial or controlling shareholder of the Company.

The Nomination Committee is of the view that Mr. Lan has provided valuable contributions to the Company and has demonstrated his ability to provide independent, balanced and objective view to the Company’s affairs supported by his own perspectives, skills and experience.

Details of the retiring Directors proposed to be re-elected are set out in the Appendix to this circular.

LETTER FROM THE BOARD

3. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of AGM is set out on pages 11 to 12 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.xypm.hk>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 2:00 p.m. on Wednesday, 22 May 2024) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

4. 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.

5. RECOMMENDATION

The Directors consider that the resolutions proposed under the notice of AGM, including but not limited to the proposed re-election of retiring Directors as set out in the notice of AGM, are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

6. GENERAL

Your attention is drawn to the additional information set out in the appendix to this circular.

LETTER FROM THE BOARD

7. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Xinyuan Property Management Service (Cayman) Ltd.
SHEN Yuan-Ching
Chairman, Chief Executive Officer and Executive Director

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

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.

MR. SHEN YUAN-CHING, EXECUTIVE DIRECTOR

Mr. SHEN Yuan-Ching (申元慶) (“Mr. Shen”), aged 59, was appointed as an independent non-executive Director on 13 April 2022 and was appointed as the vice chairman of the Board and the authorised representative of the Company on 29 August 2022. He was re-designated as an executive Director, resigned as a member of the Audit Committee of the Company, was re-designated from vice chairman of the Board to chairman of the Board, and was appointed as chief executive officer of the Company on 19 September 2022. Mr. Shen is also a member of the Remuneration Committee and the chairman of the Nomination Committee of the Company.

From May 2020 to September 2022, Mr. Shen served as the chief executive officer of VNET Group Inc. (a company listed on NASDAQ, stock ticker: VNET) and the executive chairman of Neolink Tech Group Inc., a wholly owned subsidiary of VNET Group. From May 2018 to September 2022, Mr. Shen served as an independent non-executive Director of Xinyuan Real Estate Co., Ltd. (a company listed on the New York Stock Exchange, stock code: XIN). Mr. Shen also served as an independent Director of Kingdee International Software Group Co., Ltd. (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 0268) from January 2018 to January 2020 and Insigma Technology Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600797) from January 2016 to July 2021. From September 2017 to January 2020, Mr. Shen was the president of JD Cloud, the cloud business unit under JD.com, Inc., China largest online retailer. Mr. Shen served as a non-executive Director of Inspur International Limited (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 596) from September 2012 to March 2018. Mr. Shen formerly held various senior positions at Microsoft Corporation.

Mr. Shen obtained a Master’s Degree in Computer Science from the University of California. Mr. Shen has 5 years of experience in China internet companies and 23 years in multinational companies.

Mr. Shen entered into a letter of appointment with the Company for an initial term of three years commencing from 13 April 2022, which can be terminated by either party giving to the other not less than three months prior notice in writing and is subject to retirement by rotation in accordance with the Articles of Association. Under this letter of appointment entered into between Mr. Shen and the Company, Mr. Shen was entitled to receive an annual director’s fee of HK\$120,000. In respect of the re-designation of Mr. Shen with effect from 19 September 2022, Mr. Shen has entered into a new service agreement with the Company on 19 September 2022. Under the aforementioned service agreement, Mr. Shen, being the Executive Director, Chairman and Chief Executive Officer, is entitled to a remuneration of RMB4,000,000 per annum, and a discretionary bonus, which is determined by the Board on the recommendation of the Remuneration Committee from time to time with reference to his performance, performance of the Company and its subsidiaries, his duties and responsibilities, market conditions, the Group’s

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

remuneration policy and the Articles of Association. Mr. Shen is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association.

Save as disclosed above, as at the Latest Practicable Date, Mr. Shen (i) does not hold other positions with the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iv) does not have any interests in any shares in the Company within the meaning of Part XV of the SFO; and (v) does not hold any other major appointment and professional qualification.

Save as disclosed above, there is no other information relating to Mr. Shen required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

MR. TIAN WENZHI, NON-EXECUTIVE DIRECTOR

Mr. TIAN Wenzhi (田文智) (“**Mr. Tian**”), aged 53, was appointed as a non-executive Director on 21 October 2022.

Mr. Tian has over 20 years of executive experience in large enterprises. Mr. Tian has worked in several multinational management consulting firms where he was engaged in corporate strategy and organisational talent consulting and has over 14 years of management consulting experience. Mr. Tian also has extensive experience in governance of listed companies having held the position of external Director of several listed companies where he served as a member of their remuneration and performance committee and nomination committee.

Mr. Tian obtained a bachelor’s degree in management from the Department of Accounting, Qingdao University in 1995, and obtained a master’s degree in business administration in engineering management from the Tsinghua University School of Economics and Management, and a finance executive master’s degree in business administration from PBCSF Tsinghua University in 1998 and 2020, respectively. Mr. Tian is a fellow member of the Association of Chartered Certified Accountants and has been certified as a Project Management Professional by the Project Management Institute.

Since June 2016, Mr. Tian has served as the former presidents of external holding companies, executive Director (also as a member of the remuneration and performance committee and the nomination committee), external Director (also as a member of the remuneration and performance committee) of Xinyuan Real Estate Co., Ltd. (a company listed on The New York Stock Exchange, stock ticker: XIN) and Xinyuan (China) Real Estate, Ltd.. Mr. Tian is currently the specialist consultant of the board of Xinyuan Group. Mr. Tian served as a senior global partner of Korn Ferry (US) and the person in charge of the China corporate strategy and leadership consulting business from February 2014 to May 2016. From March 2008

to February 2014, Mr. Tian served as the vice-president of Aon Consulting in China and the general manager of the northern China region. From August 2006 to March 2008, Mr. Tian served as the senior Director of organisational talent reform and consulting at Accenture (a company listed on The New York Stock Exchange, stock ticker: ACN). From March 2003 to August 2006, Mr. Tian served as the Director of business development and head consultant of Hewitt Consulting (now Aon Hewitt Consulting, a company listed on The New York Stock Exchange, stock ticker: HEW) in northern China. From December 1997 to March 2003, Mr. Tian served as the project manager/product Director of Bell Labs, Lucent Technologies, Inc..

Mr. Tian has entered into a letter of appointment with the Company for an initial term of three years commencing from 21 October 2022, which can be terminated by either party giving to the other not less than three months' prior notice in writing. Mr. Tian is entitled to an annual director's fee of HK\$120,000, which was determined by the Board on the recommendation of the Remuneration Committee with reference to his background, experience, qualifications, duties and responsibilities in the Company as a non-executive Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tian (i) does not hold other positions with the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iv) does not have any interests in any shares in the Company within the meaning of Part XV of the SFO; and (v) does not hold any other major appointment and professional qualification.

Save as disclosed above, there is no other information relating to Mr. Tian required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

MR. LAN YE, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. LAN Ye (藍燁) (“**Mr. Lan**”), aged 54, was appointed as an independent non-executive Director on 21 October 2022. He is a member of the Audit Committee and the Nomination Committee.

Mr. Lan has 29 years of management experience in large enterprises and holds an executive master's degree in business administration from Tsinghua University. Since June 2019, Mr. Lan has been serving as senior vice president and data intelligence business group president of Lenovo Group Limited (“**Lenovo Group**”, a company listed on the Stock Exchange, stock code: 992), leading and managing the data intelligence business, which is a focus business based on industrial digital transformation in China and supports the intelligent strategic direction of the Lenovo Group, including an enterprise-level self-developed software platform which serves the IIoT and personalised services to meet the demands of industrial integrated application and development.

From November 2011 to June 2019, Mr. Lan served as executive vice president of JD.com, Inc. (“**JD.com**”, a company listed on the Stock Exchange, stock code: 9618; and listed on NASDAQ, stock ticker: JD), and also held positions in the JD.com group as chief marketing officer and chief public affairs officer, responsible for all purchase and sales operations as well as operation and management of the marketing system of the group. From 2009 to 2011, Mr. Lan served as president and chief executive of Prime Square Technologies Limited* (方正科技有限公司), and was responsible for all operations and management of the company. From 1993 to 2008, Mr. Lan served as vice president of Lenovo Group, and was responsible for all sales operations in the China region.

Mr. Lan has entered into a letter of appointment with the Company for an initial term of three years commencing from 21 October 2022, which can be terminated by either party giving to the other not less than three months’ prior notice in writing. Mr. Lan is entitled to an annual director’s fee of HK\$120,000, which was determined by the Board on the recommendation of the Remuneration Committee with reference to his background, experience, qualifications, duties and responsibilities in the Company as an independent non-executive Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lan (i) does not hold other positions with the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iv) does not have any interests in any shares in the Company within the meaning of Part XV of the SFO; and (v) does not hold any other major appointment and professional qualification.

Save as disclosed above, there is no other information relating to Mr. Lan required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

* denotes the English translation of the Chinese name for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

Xinyuan Property Management Service (Cayman) Ltd.

鑫苑物業服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1895)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the AGM of Xinyuan Property Management Service (Cayman) Ltd. (the “**Company**”) will be held at Company Meeting Room, Hengtong Business Park, Beijing, the PRC on Friday, 24 May 2024 at 2:00 p.m. to transact the following business:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the independent auditor of the Company for the year ended 31 December 2023.
2. (a) To re-elect Mr. SHEN Yuan-Ching as an Executive Director.

(b) To re-elect Mr. TIAN Wenzhi as a Non-executive Director.

(c) To re-elect Mr. LAN Ye as an Independent Non-executive Director.
3. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint Moore CPA Limited as the independent auditor of the Company and to authorize the Board to fix their remuneration.

By Order of the Board

Xinyuan Property Management Service (Cayman) Ltd.

SHEN Yuan-Ching

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 30 April 2024

Notes:

1. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.xypm.hk>) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

NOTICE OF ANNUAL GENERAL MEETING

3. In case of joint holders of shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the AGM (i.e. not later than 2:00 p.m. on Wednesday, 22 May 2024) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the AGM, the Register of Members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 May 2024.
6. With regard to the ordinary resolution in item 2 of this notice, Mr. SHEN Yuan-Ching, Mr. TIAN Wenzhi and Mr. LAN Ye will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM. Details of the above retiring Directors of the Company seeking re-election are set out in the Appendix to the circular dated 30 April 2024 (the "**Circular**").