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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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND (2) REQUISITION BY SHAREHOLDER IN RELATION TO NOMINATION OF DIRECTOR AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION BY THE BOARD

The board (the “**Board**”) of directors (the “**Directors**”) of Xinyuan Property Management Service (Cayman) Ltd (the “**Company**”) proposed to amend the existing articles of association of the Company (the “**Articles of Association**”) for the purposes of (i) aligning with the recently announced amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the further expansion of the paperless listing regime; and (ii) incorporating housekeeping and miscellaneous amendments thereto (the “**Articles Amendments Proposed by the Board**”). The Articles Amendments Proposed by the Board is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution to be proposed at the annual general meeting to be convened and held by the Company on 9 June 2025 (the “**AGM**”).

REQUISITION BY SHAREHOLDER IN RELATION TO NOMINATION OF DIRECTOR AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 12 May 2025, the Company received a notice dated 9 May 2025 from HKSCC Nominees Limited (the “**Requisition Notice**”). According to the Requisition Notice, at the request of requisition by Guotai Junan Securities (Hong Kong) Limited, a participant of the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited, received on 8 May 2025, HKSCC Nominees Limited in its capacity as the nominee holder of 237,402,000 shares of the Company beneficially owned by Xinyuan Real Estate Co., Ltd. (the “**Requisitioning Shareholder**”), representing, as at the date of the Requisition Notice, approximately 40.03% of the total issued shares of the Company carrying the right of voting at general meetings of the Company, submitted to the Company the requisition for giving notice of resolution(s).

Pursuant to the Requisition Notice, the Requisitioning Shareholder has requisitioned for the inclusion of the following resolutions (the “**Requisition Resolutions**”) in the agenda of the AGM pursuant to article 12.3 of the Articles of Association:

Requisition Resolution 1

To nominate Mr. ZHANG Sheng (張晟) as a non-executive director of the Company, for further details, please refer to Appendix I^(Note).

Requisition Resolution 2

To propose amendments to the Articles of Association with a view to further improving the Company’s corporate governance structure and enhancing its level of compliance, for further details, please refer to Appendix II^(Note) (the “**Articles Amendments Proposed by the Requisitioning Shareholder**”).

Note: The information contained in Appendix I and Appendix II to the Requisition Notice will be set out in the circular to be issued by the Company to the Shareholders in accordance with the requirements of the Articles of Association and the Listing Rules.

ADOPTION OF NEW ARTICLES

Subject to the passing of the special resolution(s) by the Shareholders approving the Articles Amendments Proposed by the Board and/or the Articles Amendments Proposed by the Requisitioning Shareholder, the Board proposed to effect the amendments by way of adoption of the third amended and restated articles of association of the Company (the “**New Articles**”) in substitution for, and to the exclusion of the existing Articles of Association. The adoption of the New Articles in substitution for, and to the exclusion of the existing Articles of Association, is subject to the approval of the Shareholders by way of a special resolution.

GENERAL

A circular containing, among other things, details of the Articles Amendments Proposed by the Board and details of the Requisition Resolutions, together with a notice of the AGM and a form of proxy for use at the AGM, will be dispatched to the Shareholders (if applicable) and published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.xypm.hk>) in due course.

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

Hong Kong, 13 May 2025

As at the date of this announcement, the Board comprises Mr. SHEN Yuan-Ching, Mr. FENG Bo and Mr. WANG Yong as executive directors; Mr. TIAN Wenzhi as non-executive director; and Mr. LI Yifan, Mr. LAN Ye, Mr. LING Chenkai and Ms. ZHAO Xia as independent nonexecutive directors.