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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;**
(2) PROPOSED FINAL DIVIDEND;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ADOPTION OF NEW ARTICLES OF ASSOCIATION;
AND
(4) 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 Monday, 30 June 2025 at 2:00 p.m. is set out on pages AGM-1 to AGM-4 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 Saturday, 28 June 2025) 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.

8 June 2025

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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 Monday, 30 June 2025 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 AGM-1 to AGM-4 of this circular, or any adjournment thereof
“Articles Amendments”	has the meaning ascribed to it under the section headed “PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF NEW ARTICLES OF ASSOCIATION” in the letter from the Board of this circular
“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. (鑫苑物業服務集團有限公司), 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
“Existing Articles”	the existing articles of association 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 People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	6 June 2025, 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
“New Articles”	the third amended and restated articles of association of the Company proposed to be adopted at the AGM
“Nomination Committee”	the nomination committee of the Company
“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. LI Yifan

Mr. LAN Ye

Mr. LING Chenkai

Ms. ZHAO Xia

Registered Office:

P.O. Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Corporate Headquarter:

Room 102, 1/F, Block (B9)

Hengtong Business Park

No. 10 Jiuxianqiao Road

Chaoyang District, Beijing

PRC

Principal Place of Business in

Hong Kong:

Unit B, 17/F., United Centre

95 Queensway, Admiralty

Hong Kong

8 June 2025

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(2) PROPOSED FINAL DIVIDEND;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ADOPTION OF NEW ARTICLES OF ASSOCIATION;
AND
(4) 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 Monday, 30 June 2025.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 16.19 of the Existing Articles, Mr. SHEN Yuan-Ching (“**Mr. Shen**”), Mr. WANG Yong (“**Mr. Wang**”) and Mr. LI Yifan (“**Mr. Li**”) 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. Wang and Mr. Li 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.

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. Li, with due regard for the benefits of diversity on the Board. In particular, Mr. Li has tremendous expertise in financial management, which is of particular relevance to the supervision of the Group’s performance.

The Company has received from Mr. Li 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. Li does not have any management role in the Group and save that Mr. Li is also an independent director of Xinyuan Real Estate Co., Ltd. (鑫苑地產控股有限公司), the controlling shareholder of the Company, he has no relationship with any Director, senior management, substantial or controlling shareholder of the Company.

The Nomination Committee is of the view that Mr. Li 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 Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED FINAL DIVIDEND

References are made to the announcements of the Company dated 31 March 2025, 30 April 2025 and 6 June 2025. The Board has recommended the payment of the final dividend of HK2.73 cents per Share for the year ended 31 December 2024 to the Shareholders subject to the approval of the Shareholders at the AGM. The proposed final dividend will be paid to the Shareholders on Monday, 21 July 2025 whose names appear on the Company's register of members on Tuesday, 8 July 2025.

4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF NEW ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 13 May 2025. The Board proposed to amend the Existing Articles for the purposes of (i) aligning with the recently announced Listing Rules amendments in relation to the further expansion of the paperless listing regime; and (ii) incorporating housekeeping and miscellaneous amendments thereto (the “**Articles Amendments**”). Details of the Articles Amendments are set out in Appendix II to this circular. The Articles Amendments are subject to the approval of the Shareholders by way of a special resolution to be proposed at the AGM.

The Company has received (i) a confirmation from its legal adviser to Hong Kong laws confirming that the Articles Amendments conform with the applicable provisions under the Listing Rules; and (ii) a confirmation from its legal adviser as to Cayman Islands laws confirming that the New Articles incorporating the Articles Amendments conform with the laws of the Cayman Islands. The Company also confirms that there is nothing unusual in the Articles Amendments for a company listed in Hong Kong.

Subject to the passing of the special resolution(s) by the Shareholders at the AGM approving the Articles Amendments, the Board proposed to effect the Articles Amendments by way of adoption of the New Articles incorporating the Articles Amendments in substitution for, and to the exclusion of the Existing Articles. The adoption of the New Articles in substitution for, and to the exclusion of the Existing Articles, is subject to the approval of the Shareholders by way of a special resolution to be proposed at the AGM.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of AGM is set out on pages AGM-1 to AGM-4 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.

LETTER FROM THE BOARD

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 Saturday, 28 June 2025) 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.

6. 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.

7. RECOMMENDATION

The Directors consider that the resolutions to be proposed at the AGM in relation to the proposed re-election of retiring Directors, the proposed payment of a final dividend and the Articles Amendments and adoption of the New Articles 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 such resolutions to be proposed at the AGM.

8. GENERAL

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

9. 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 I 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 60, 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, 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 currently a member of the Remuneration Committee and the chairman of the Nomination Committee.

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, 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, 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 over 30 years of extensive management experience in large multinational companies and internet technology service 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 I 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.

As at the Latest Practicable Date, Mr. Shen had the following interest in the Shares (representing approximately 10.37% of the total number of Shares in issue) within the meaning of Part XV of the SFO:

Direct interests	Other interests	Total Number of Shares (Long Position)
–	61,488,000 <i>(Note 2)</i>	61,488,000

Notes:

1. The percentage is calculated based on the total number of issued Shares as at the Latest Practicable Date, being 593,037,500.
2. Melmetal Limited is wholly-owned by Mr. Shen. By virtue of the SFO, Mr. Shen is deemed to be interested in the 61,488,000 Shares held by Melmetal Limited.

Save as disclosed above, as at the Latest Practicable Date, Mr. Shen (i) did not hold other positions with the Company or its subsidiaries; (ii) did 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) did not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iv) did not have any interests in any shares in the Company within the meaning of Part XV of the SFO; and (v) did 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. WANG YONG, EXECUTIVE DIRECTOR

Mr. WANG Yong (王勇) (“**Mr. Wang**”), aged 47, was appointed as an executive Director and the chief financial officer on 21 October 2022.

Mr. Wang has 21 years of experience in financial management, product R&D and management, investment and M&A, equity financing and listing of companies, and possesses expertise in delivering ecological and platform value to the capital market.

Mr. Wang holds a master’s degree in business administration from the Kellogg School of Management at Northwestern University and a master’s degree from the School of Information and Communication Engineering at Beijing University of Posts and Telecommunications.

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

From October 2021 to October 2022, Mr. Wang served as chief financial officer of Neolink Tech Group Inc., a wholly owned subsidiary of VNET Group Inc. (a company listed on NASDAQ, stock ticker: VNET), and was responsible for all financial activities, financing and spin-off related work. From May to October 2021, Mr. Wang served as chief financial officer of Gome Online* (國美在線), an online e-commerce platform operated by GOME Retail Holdings Limited (a company listed on the Stock Exchange, stock code: 0493), and was responsible for financial management, financing and listing related work. From 2019 to 2021, Mr. Wang served as chief financial officer of CDP Group, a human resource technology SaaS and services company, and was responsible for financial management, equity financing and stock listing related work. From September 2017 to February 2019, Mr. Wang served as vice president of strategy of Sunlands Technology Group (a company listed on the New York Stock Exchange, stock ticker: STG), an online post-secondary and professional education organisation, and was responsible for capital market and listing related work. From 2010 to 2017, Mr. Wang worked in the field of corporate finance and asset management at the Hong Kong offices of Morgan Stanley, Deutsche Bank and JPMorgan Chase. From 2003 to 2008, Mr. Wang served as the R&D Engineering Manager of Intel China's software research and development business unit* (英特爾中國軟體研發事業群).

Mr. Wang has entered into a service agreement with the Company for a term of three years commencing from 21 October 2022, which may be terminated by either party giving to the other not less than three months' prior notice in writing. Pursuant to the service agreement, as executive Director and chief financial officer, Mr. Wang is entitled to an annual remuneration of RMB2.6 million and a discretionary bonus, which are determined by the Board from time to time on the recommendation of the Remuneration Committee with reference to his performance, the results of the Company and its subsidiaries, his duties and responsibilities, market conditions, the remuneration policy of the Group and the Articles of Association.

As at the Latest Practicable Date, Mr. Wang had the following interest in the Shares (representing approximately 1.52% of the total number of Shares in issue) within the meaning of Part XV of the SFO:

Direct Interests	Other Interests	Total Number of Shares (Long Position)
488,000	8,512,500 ^(Note 2)	9,000,500

Notes:

1. The percentage is calculated based on the total number of issued Shares as at the Latest Practicable Date, being 593,037,500.
2. Diran Peak Limited is wholly-owned by Mr. Wang. By virtue of the SFO, Mr. Wang is deemed to be interested in the 8,512,500 Shares held by Diran Peak Limited.

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

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) did not hold other positions with the Company or its subsidiaries; (ii) did 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) did not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iv) did not have any interests in any shares in the Company within the meaning of Part XV of the SFO; and (v) did not hold any other major appointment and professional qualification.

Save as disclosed above, there is no other information relating to Mr. Wang 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. LI YIFAN, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. LI Yifan (李軼梵) (“**Mr. Li**”), aged 57, was appointed as an independent non-executive Director on 16 September 2019. He is the chairman of the Audit Committee and a member of the Remuneration Committee.

Mr. Li is an independent non-executive director of Frontage Holdings Corporation (stock code: 1521) and Everest Medicines Limited (stock code: 1952), which are listed on the Stock Exchange. Mr. Li is also an independent director of Qudian Inc. (stock code: QD), a company listed on The New York Stock Exchange, as well as an independent director of 36Kr Holdings Inc. (stock code: KRKR) (a company listed on NASDAQ). Mr. Li has been appointed as an independent director of Xinyuan Real Estate Co., Ltd. (stock code: XIN) (a company listed on The New York Stock Exchange and the controlling shareholder of the Company) since 23 February 2017. He has served as the chief financial officer of Human Horizons Group Inc. from April 2021 to March 2022. From July 2019 to May 2024, Mr. Li served as an independent director of Sunlands Technology Group (stock code: STG), a company listed on The New York Stock Exchange.

Mr. Li obtained a bachelor’s degree of economics in world economy from Fudan University in the People’s Republic of China in July 1989, a master’s degree of science in management and administrative sciences from the University of Texas at Dallas in the United States in May 1994 and a master’s degree of business administration from the University of Chicago in the United States in June 2000.

Mr. Li has been registered with The State of Texas State Board of Public Accountancy as a certified public accountant in April 1995, admitted as a member by the American Institute of Certified Public Accountants and registered as a chartered global management accountant with the American Institute of Certified Public Accountants in September 1995 and January 2015 respectively.

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

Mr. Li entered into a letter of appointment with the Company for an initial term of three years commencing from 11 October 2019, unless either party gives three months prior written notice to the other to terminate the letter of appointment before expiry of the existing term, and is subject to retirement by rotation in accordance with the Articles of Association. Under the letter of appointment entered into between Mr. Li and the Company, Mr. Li is entitled to receive an annual remuneration of HK\$120,000.00.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li (i) did not hold other positions with the Company or its subsidiaries; (ii) did 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) did not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iv) did not have any interests in any shares in the Company within the meaning of Part XV of the SFO; and (v) did not hold any other major appointment and professional qualification.

Save as disclosed above, there is no other information relating to Mr. Li 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*

The proposed Articles Amendments are set out below. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Existing Articles.

Article

No.	Existing Articles	Proposed Articles Amendments
2.5	“Writing” or “printing” shall include writing, printing, lithograph, photograph, typewriting and every other mode of representing words or figures in a legible and non-transitory form and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference.	~~“Writing” or “printing” shall~~ <u>shall, unless the contrary intention appears, include writing, printing, lithograph, photograph, typewriting and every other mode of representing words or figures in a legible and non-transitory form and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder,</u> <u>visible form and shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference</u> <u>where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member’s election comply with all applicable laws, rules and regulations.</u>

Article

No.

Existing Articles

Proposed Articles Amendments

7.2 The instrument of transfer shall be executed by or on behalf of the transferor and by or on behalf of the transferee PROVIDED that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. The instrument of transfer of any share shall be in writing and shall be executed with a manual signature or facsimile signature (which may be machine imprinted or otherwise) by or on behalf of the transferor and transferee PROVIDED that in the case of execution by facsimile signature by or on behalf of a transferor or transferee, the Board shall have previously been provided with a list of specimen signatures of the authorised signatories of such transferor or transferee and the Board shall be reasonably satisfied that such facsimile signature corresponds to one of those specimen signatures. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register in respect thereof.

The instrument of transfer of any share shall be executed by or on behalf of the transferor and by or on behalf of the transferee PROVIDED that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. The instrument of transfer of any share shall be in writing and shall be executed with a manual signature or facsimile signature (which may be machine imprinted or otherwise) by or on behalf of the transferor and transferee PROVIDED that in the case of execution by facsimile signature by or on behalf of a transferor or transferee, the Board shall have previously been provided with a list of specimen signatures of the authorised signatories of such transferor or transferee and the Board shall be reasonably satisfied that such facsimile signature corresponds to one of those specimen signatures and comply with all applicable laws, rules and regulations. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register in respect thereof.

12.9

A meeting of the members or any class thereof may be held by telephone, tele-conferencing or other electronic means and technology. The Company shall, to the extent permitted under applicable laws and regulations, put in place mechanisms that enable members to attend the meeting virtually and to speak and vote in the meeting. Members shall be notified of the online platform, the technology and the procedures for participating in the meeting in advance.

Article

No. Existing Articles

Proposed Articles Amendments

12.10

For any general meeting held by telephone, tele-conferencing or other electronic means, the Chairman or the person presiding over the meeting (or such other person(s) authorised by the Chairman or the person presiding over the meeting) shall ensure that appropriate measures are taken such that the identities of the participants are verified and that the meeting is conducted in an orderly manner. Members shall be able to ask questions, make comments and vote on resolutions through the online platform or other electronic means.

14.9 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.

The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same. The appointer should be allowed to send the instrument appointing a proxy by electronic means.

Article

No.

Existing Articles

Proposed Articles Amendments

14.10 The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be sent to the Board by electronic means (if such means are provided), or delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Article

No. Existing Articles

Proposed Articles Amendments

14.16

For any general meeting, votes may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

20.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in any part of the world and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purposes of this Article an alternate Director shall be counted in a quorum in place of the Director who appointed him and an alternate Director who is an alternate for more than one Director shall for quorum purposes be counted separately in respect of himself (if he is a Director) and in respect of each Director for whom he is an alternate (but so that nothing in this provision shall be construed as authorising a meeting to be constituted when only one person is physically present). A meeting of the Board or any committee of the Board may be held by means of a telephone or tele-conferencing or any other telecommunications facility provided that all participants are thereby able to communicate contemporaneously by voice with all other participants and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in any part of the world and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purposes of this Article an alternate Director shall be counted in a quorum in place of the Director who appointed him and an alternate Director who is an alternate for more than one Director shall for quorum purposes be counted separately in respect of himself (if he is a Director) and in respect of each Director for whom he is an alternate (but so that nothing in this provision shall be construed as authorising a meeting to be constituted when only one person is physically present). A meeting of the Board or any committee of the Board may be held by means of a telephone or tele- conferencing or any other ~~telecommunications~~ electronic means facility provided that all participants are thereby able to communicate contemporaneously by voice with all other participants and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Article

No.

Existing Articles

Proposed Articles Amendments

30.1 Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

Except as otherwise provided in these Articles, any notice or document ~~may be served by the Company and any notices may be served by the Board on any member either personally or~~(including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules) to be given or issued by the Company pursuant to these Articles may be given or issued in the following manner:

(a) by serving it personally on the relevant person;

(b) by sending it through the post in a prepaid letterenvelope addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or websiteat any other address supplied by the memberhim to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice)for that purpose;

Article

No. Existing Articles

Proposed Articles Amendments

- (c) by delivering or leaving it at such address as aforesaid;
- (d) by sending or transmitting it as an electronic communication to the relevant person at the electronic address provided by him in accordance with Article 30.13, subject to the Company complying with the Listing Rules and all applicable laws and regulations from time to time in force with regard to any requirements for obtaining consent from such person;
- (e) by publishing it on the on the Company's Website or the Exchange's website, subject to the Company complying with the Listing Rules and all applicable laws and regulations from time to time in force with regard to any requirements for obtaining of consent from the relevant person and/or for giving notification to such person stating that the notice, document or publication is available on the Company's Website and/or the Exchange's website;
- (f) by placing an advertisement published in the manner prescribed under the Listing Rules-and all applicable laws, rules and regulations; or

Article

No. Existing Articles

Proposed Articles Amendments

(g) by sending or otherwise making it available to the relevant person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Listing Rules and all applicable laws, rules and regulations.

In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

Article

No.	Existing Articles	Proposed Articles Amendments
30.4	A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.	~~A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be~~<u>Any member who fails (and, where a share is held by joint holders, where the first joint holder named on the register of members fails) to supply his registered address. A member who has no or a correct registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, or in the case of electronic communications, fails to supply his electronic address or a correct electronic address, to the Company for service of notices and documents on him shall not (and where a share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any</u>

Article

No. Existing Articles

Proposed Articles Amendments

notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the registered office of the Company or, if the Board sees fit, by publishing or otherwise making available on the Company's Website or by advertisement published in the manner prescribed under the Listing Rules, and, in the case of documents, by posting up a notice conspicuously at the registered office of the Company addressed to such member or, if the Board sees fit, by publishing or otherwise making available on the Company's Website which shall be sufficient service as regards members with no registered or incorrect addresses or electronic addresses, provided that nothing in this Article shall be construed as ~~prohibiting~~requiring the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong to serve any notice or document on any member with no or an incorrect registered address or, in case of electronic communications, no or an incorrect electronic address, for the service of notice or document on him or on any member other than the first named on the register of members of the Company.

Article

No.	Existing Articles	Proposed Articles Amendments
30.8	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day ~~following that on which it is~~ successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations. <u>A notice, document or publication placed on either the Company's Website or the Stock Exchange's website is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date, in which case the deemed date of service shall be as provided or required by the Listing Rules.</u>
30.13		<u>Every person who is entitled to receive notice from the Company under the provisions of the Companies Act or these Articles may register with the Company an electronic address to which notice can be served upon him.</u>
30.14		<u>Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the registered office of the Company or by electronic communication at such electronic address as the Company may provide.</u>

Note: In case of discrepancies or inconsistencies between the English version and the Chinese version of the Articles of Association, the English version shall prevail.

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 Annual General Meeting (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 Monday, 30 June 2025 at 2:00 p.m. to transact the following business.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 8 June 2025 (the “**Circular**”).

ORDINARY RESOLUTIONS

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 2024.
2. To declare and pay to the shareholders of the Company a final dividend of HK2.73 cents per ordinary share of the Company for the year ended 31 December 2024.
3.
 - (a) To re-elect Mr. SHEN Yuan-Ching as an executive Director.
 - (b) To re-elect Mr. WANG Yong as an executive Director.
 - (c) To re-elect Mr. LI Yifan as an independent non-executive Director.
4. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
5. To re-appoint KTC Partners CPA Limited as the independent auditor of the Company and to authorize the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

To consider and if thought fit, pass the following resolutions as special resolutions of the Company:

6. “**THAT** the Articles Amendments as set out in Appendix II to the Circular be and are hereby approved and adopted with immediate effect after the close of the AGM, and any one Director be and is hereby authorised to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/or regulatory authorities arising from the Articles Amendments and do all such acts and execute all such documents as may be necessary or expedient to give full effect to the Articles Amendments.”
7. “**THAT** subject to passing of the special resolution numbered 6 above, the New Articles in the form of the document marked “A” and produced to the AGM (for the purpose of identification initialed by the chairman of the AGM) which consolidates the Articles Amendments be and are hereby approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the Existing Articles with immediate effect after the close of the AGM, and any one Director be and is hereby authorised to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/or regulatory authorities arising from the adoption of the New Articles and do all such acts and execute all such documents as may be necessary or expedient to give full effect to the adoption of the New Articles.”

By Order of the Board

Xinyuan Property Management Service (Cayman) Ltd.

SHEN Yuan-Ching

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 8 June 2025

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:

P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Corporate Headquarters:

Room 102, 1/F, Block (B9)
Hengtong Business Park
No. 10 Jiuxianqiao Road
Chaoyang District, Beijing
PRC

Principal Place of Business in Hong Kong:

Unit B, 17/F., United Centre
95 Queensway, Admiralty
Hong Kong

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 (<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.
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 Saturday, 28 June 2025) 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 Wednesday, 25 June 2025 to Monday, 30 June 2025, 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 Tuesday, 24 June 2025.
6. For determining the entitlement to the proposed final dividend (subject to approval by the Shareholders at the AGM), the register of members of the Company will be closed from Monday, 7 July 2025 to Tuesday, 8 July 2025, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all share 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 Friday, 4 July 2025.

NOTICE OF ANNUAL GENERAL MEETING

7. With regard to the ordinary resolution in item 3 of this notice, Mr. SHEN Yuan-Ching, Mr. WANG Yong and Mr. LI Yifan 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 seeking re-election are set out in Appendix I to the Circular.

As at the date of this notice, 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 non-executive directors.