
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 your licensed securities dealer or other registered dealer in securities, 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 and accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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)

DISCLOSEABLE AND CONNECTED TRANSACTION DEBT SETTLEMENT ARRANGEMENTS AND NOTICE OF THE EGM

**Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders**

RAINBOW.

RAINBOW CAPITAL (HK) LIMITED
流博資本有限公司

Capitalised terms used on this cover page shall have the same meanings as defined in this circular.

A letter from the Board is set out on pages 6 to 18 of this circular. A letter of recommendation from the Independent Board Committee is set out on page 19 of this circular. A letter of advice from Rainbow Capital (HK) Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, is set out on pages 20 to 37 of this circular. A notice convening the EGM to be held at Company Meeting Room, Hengtong Business Park, Beijing, the PRC on Wednesday, 6 August 2025 at 2:00 p.m. or any adjournment thereof is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM 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 EGM or any adjournment thereof, please complete and sign the accompanying 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 and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof (i.e. not later than 2:00 p.m. on Monday, 4 August 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 EGM or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.

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

21 July 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	6
LETTER FROM THE INDEPENDENT BOARD COMMITTEE	19
LETTER FROM THE INDEPENDENT FINANCIAL ADVISER	20
APPENDIX I — PROPERTY VALUATION REPORT	I-1
APPENDIX II — GENERAL INFORMATION	II-1
NOTICE OF THE EGM.....	EGM-1

DEFINITIONS

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

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Charged Properties I”	has the meaning as defined in the section headed “Offsetting Debt Agreement I – Target Properties I” in this circular
“Charged Properties II”	has the meaning as defined in the section headed “Offsetting Debt Agreement II – Target Properties II” in this circular
“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 and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1895)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting to be convened by the Company for the Independent Shareholders to consider and, if thought fit, to approve, among other things, the Offsetting Debt Agreements and the transactions contemplated thereunder
“Group”	the Company and its subsidiaries
“Henan Xinyuan”	河南鑫苑置業有限公司 (Henan Xinyuan Real Estate Co., Ltd.*), a company established in the PRC with limited liability and a wholly-owned subsidiary of Xinyuan (China)
“Henan Yingsheng”	河南省盈晟機電工程股份有限公司 (Henan Yingsheng Mechanical and Electrical Engineering Co., Ltd.*), a company established in the PRC with limited liability and a non-wholly owned subsidiary of the Company

DEFINITIONS

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent committee of the Board, consisting of the independent non-executive Directors who are not the directors of Xinyuan Real Estate, established to provide advice to Independent Shareholders in respect of the Offsetting Debt Agreements and the transactions contemplated thereunder
“Independent Financial Adviser”	Rainbow Capital (HK) Limited, a corporation licensed under the SFO to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities, the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in relation to the Offsetting Debt Agreements and the transactions contemplated thereunder
“Independent Shareholders”	Shareholders of the Company, excluding Xinyuan Real Estate and its associates
“Independent Third Party(ies)”	third party(ies) independent from and not connected with the Company or its connected persons
“Independent Valuer”	河南興源資產評估事務所有限公司 (Henan Xingyuan Asset Appraisal Firm Co., Ltd.*), an independent qualified valuer appointed by the Company
“Latest Practicable Date”	18 July 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as contained in Appendix C3 to the Listing Rules
“Mr. Li”	Mr. Li Yifan, an independent non-executive Director and an independent director of Xinyuan Real Estate

DEFINITIONS

“Offsetting Debt Agreement I”	the Offsetting Debt Agreement dated 19 May 2025 by and among the Relevant Xinyuan Real Estate Companies, Xinyuan Science & Technology and Henan Yingsheng in relation to, among other things, the Property Transfer I
“Offsetting Debt Agreement II”	the Offsetting Debt Agreement dated 19 May 2025 between Henan Xinyuan and Henan Yingsheng in relation to, among other things, the Property Transfer II
“Offsetting Debt Agreement III”	the Offsetting Debt Agreement dated 19 May 2025 between Henan Xinyuan and Henan Yingsheng in relation to, among other things, the Property Transfer III
“Offsetting Debt Agreements”	collectively, the Offsetting Debt Agreement I, the Offsetting Debt Agreement II and the Offsetting Debt Agreement III
“Outstanding Accounts Receivable”	certain outstanding accounts receivable owing by the Relevant Xinyuan Real Estate Companies and their respective subsidiaries and associates (as applicable) to Henan Yingsheng arising from the services provided by Henan Yingsheng to them
“percentage ratios”	has the meaning ascribed to it under the Listing Rules
“PRC”	the People’s Republic of China
“Property Transfer I”	the transfer of the Target Properties I pursuant to the Offsetting Debt Agreement I
“Property Transfer II”	the transfer of the Target Properties II pursuant to the Offsetting Debt Agreement II
“Property Transfer III”	the transfer of the Target Properties III pursuant to the Offsetting Debt Agreement III
“Qingdao Longxi Project”	青島靈山灣 • 龍璽 (Qingdao Longxi*) located at 青島星海灣路1966號 (1966 Xinghaiwan Road, Qingdao), being a project with low-density seaview villas which is close to 東方影都影視產業園 (Oriental Film Metropolis Film and Television Industry Park*) in the 西海岸新區 (West Coast New Area) in Qingdao, the PRC
“Relevant Xinyuan Real Estate Companies”	Henan Xinyuan and Tianjin Xinyuan

DEFINITIONS

“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 share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Properties”	collectively, the Target Properties I, the Target Properties II and the Target Properties III
“Target Properties I”	has the meaning as defined in the section headed “Target Properties I” of this circular
“Target Properties II”	has the meaning as defined in the section headed “Target Properties II” of this circular
“Target Properties III”	has the meaning as defined in the section headed “Target Properties III” of this circular
“Tianjin Xinyuan”	天津鑫苑置業有限公司 (Tianjin Xinyuan Real Estate Co., Ltd.*), a company established in the PRC with limited liability and a wholly-owned subsidiary of Xinyuan (China)
“Valuation Report”	valuation report dated 21 July 2025 in respect of the Target Properties issued by the Independent Valuer to the Company as set out in Appendix I to this circular
“Xinyuan (China)”	鑫苑（中國）置業有限公司 (Xinyuan (China) Real Estate Co., Ltd*), a limited liability company established in the PRC and a wholly-owned subsidiary of Xinyuan Real Estate
“Xinyuan Mingcheng Project”	鑫苑名城2號院, being a property project located at 二七區二七嵩山南路 (Songshan South Road, Erqi District*) in Zhengzhou City, Henan Province, the PRC

DEFINITIONS

“Xinyuan Real Estate”	Xinyuan Real Estate Co., Ltd. (鑫苑地產控股有限公司), a company incorporated with limited liability in the Cayman Islands, the shares of which are listed on the New York Stock Exchange (stock code: XIN), and a controlling shareholder of the Company
“Xinyuan Real Estate Group”	Xinyuan Real Estate and its subsidiaries
“Xinyuan Science and Technology”	鑫苑科技服務集團有限公司 (Xinyuan Technology Service Group Co., Ltd.*), a company established in the PRC with limited liability and an indirect wholly owned subsidiary of the Company
“%”	per cent.

* *for identification purposes only*

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, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Corporate Headquarter:

Room 102, 1/F

Building (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

21 July 2025

To the Shareholders

Dear Sir or Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION DEBT SETTLEMENT ARRANGEMENTS AND NOTICE OF THE EGM

INTRODUCTION

Reference is made to the announcement of the Company dated 19 May 2025 in relation to, among other things, the debt settlement arrangements pursuant to the Offsetting Debt Agreements and the transactions contemplated thereunder.

On 19 May 2025, certain members of the Group entered into the Offsetting Debt Agreements with the Relevant Xinyuan Real Estate Companies, pursuant to which the Relevant

LETTER FROM THE BOARD

Xinyuan Real Estate Companies agreed to transfer the Target Properties to members of the Group at an aggregate consideration of RMB29,334,247 to be satisfied by, among others, offsetting certain Outstanding Accounts Receivable owing from the Relevant Xinyuan Real Estate Companies and their respective subsidiaries and associates to the Group.

The purpose of this circular is to provide you with, among other things, (i) further details relating to the Offsetting Debt Agreements; (ii) a letter from the Independent Board Committee to the Independent Shareholders in relation to the Offsetting Debt Agreements; (iii) a letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Offsetting Debt Agreements; (iv) the Valuation Report; and (v) a notice convening the EGM, together with a form of proxy.

THE OFFSETTING DEBT AGREEMENTS

(1) Offsetting Debt Agreement I

Date

19 May 2025

Parties

- (1) Xinyuan Science and Technology (a wholly-owned subsidiary of the Company);
- (2) Henan Xinyuan (a wholly-owned subsidiary of Xinyuan Real Estate);
- (3) Henan Yingsheng (a non-wholly owned subsidiary of the Company); and
- (4) Tianjin Xinyuan (a wholly-owned subsidiary of Xinyuan Real Estate).

Subject Matter

Pursuant to the Offsetting Debt Agreement I, each of Henan Xinyuan and Tianjin Xinyuan agreed to transfer the Target Properties I to Xinyuan Science and Technology (at the order of Henan Yingsheng) in order to settle (i) the Outstanding Accounts Receivable; and (ii) certain shareholder loan owing by Henan Yingsheng to Xinyuan Science and Technology (the “**Shareholder Loan**”).

Consideration

As at the Latest Practicable Date, the Charged Properties I were subject to a property mortgage, the release of which requires a cash payment of RMB1,419,329. The mortgage of the property mortgage is 青島融富匯金資產管理有限公司 (Qingdao Rongfu Huijin Asset Management Co., Ltd.*), which, to the best of the knowledge, information and belief of the Company, is an Independent Third Party. Pursuant to the Offsetting Debt Agreement I, as

LETTER FROM THE BOARD

the release fee will be settled by Henan Yingsheng, the actual offsetting amount of Outstanding Accounts Receivable will be RMB16,198,464. The actual offsetting amount of the Shareholder Loan will be RMB17,617,793.

The aggregate consideration for the Property Transfer I is RMB17,617,793, which shall be satisfied by (i) offsetting certain Outstanding Accounts Receivable in the amount of RMB16,198,464; and (ii) a cash payment in the amount of RMB1,419,329 by Henan Yingsheng to Henan Xinyuan (or its designated entity) within 30 business days after the date of fulfilment of condition precedent of the Offsetting Debt Agreement I, being the release fee for the repayment and release of the property mortgage in respect of the Charged Properties I.

The consideration for the Property Transfer I was determined on the basis of normal commercial terms and after arm's length negotiations between the parties, taking into account the information and particulars relating to the Target Properties I and their appraised value. The appraised value of the Target Properties I as at 30 April 2025 was RMB17,630,800 in aggregate, as valued by the Independent Valuer by making reference to comparable sales transactions in the market.

Target Properties I

The Target Properties I comprise the following:

- (i) two duplex villas, each with gross floor area of approximately 177.8 square meters, at the Qingdao Longxi Project (collectively, the “**Charged Properties I**”);
- (ii) one residential property, with gross floor area of approximately 86.2 square meters, at 天津鑫苑 • 湯泉世家 (Tianjin Xinyuan Tangyuan Shijia*), located at 天津武清泗村店鎮碱東路 (Jian East Road, Sicundian Town, Wuqing, Tianjin*), being a residential property project adjacent to the Beijing-Tianjin intercity and the six major expressways of Beijing-Tianjin-Tang, Beijing-Tianjin, Beijing-Shanghai, Tianjin-Bao, Jinji and Binbao;
- (iii) one commercial property (being a shop unit) with gross floor area of approximately 187.99 square meters at 鄭州滎陽鄭西名家四期 (Zhengzhou Xinyang Zhengxi Mingjia Phase IV*) located at 鄭州市下轄滎陽市正鄭上路 (Zhengshang Road, Xinyang City*) of Zhengzhou, Henan Province, the PRC;
- (iv) one residential property with gross floor area of approximately 217.67 square meters at 鄭州鑫苑城五號院 (Zhengzhou Xinyuancheng No. 5 Courtyard*), being a residential project located at 管城回族區紫荊山南路街道馮莊東路與贛江路交叉口東北 (Northeast of the intersection of Fengzhuang East Road and Ganjiang Road, Zijingshan South Road Street, Guancheng Hui District*) of Zhengzhou, Henan Province, the PRC;

LETTER FROM THE BOARD

- (v) nine parking spaces at 西安鑫苑府一期 (Xi'an Xinyuanfu Phase I*), being a residential project located at 長安航天中路與雁塔南路十字東南角 (Southeast corner of the intersection of Chang'an Hangtian Middle Road and Yanta South Road*) in Xi'an, the PRC; and
- (vi) seven parking spaces and two underground storage at 北京鑫苑景園 (Beijing Xinyuan Garden*), being a residential project located at 通州區梨園鎮翠景南里東區 (East District, Cuijing South Village, Liyuan Town, Tongzhou District*) in Beijing, the PRC,

(collectively, the “**Target Properties I**”), all being completed properties which are not subject to any leases.

There is no original acquisition cost for the Relevant Xinyuan Real Estate Companies to acquire the Target Properties I as the Target Properties I are part of the property projects developed by the Xinyuan Real Estate Group.

Condition Precedent

The performance of the Offsetting Debt Agreement I and the transactions contemplated thereunder shall be conditional upon the Independent Shareholders having approved the Offsetting Debt Agreement I at the EGM in accordance with the Listing Rules. As at the Latest Practicable Date, such condition precedent had not been fulfilled.

The condition precedent may not be waived by the parties.

Completion of the Offsetting Debt Agreements are not inter-conditional upon each other.

Completion

Henan Xinyuan (or its designated entity) shall complete all release procedures for the Charged Properties I within 30 business days after receiving the release fee from Henan Yingsheng, and shall directly register and transfer the Charged Properties I to Xinyuan Science and Technology (or its designated entity) immediately after the release.

If Henan Xinyuan fails to complete the transfer procedures for the Charged Properties I in accordance with the Offsetting Debt Agreement I, Henan Xinyuan shall immediately return or pay the full amount of the release fee to Xinyuan Science and Technology.

In respect of other Target Properties I (other than the Charged Properties I), the Relevant Xinyuan Real Estate Companies and their relevant subsidiaries and associates shall complete all procedures to register and transfer all such properties to Xinyuan Science and Technology (or its designated entity) within 30 business days immediately after the date of approval of the Offsetting Debt Agreement I by Independent Shareholders in accordance with the Listing Rules.

LETTER FROM THE BOARD

Other undertakings

Henan Xinyuan and Tianjin Xinyuan undertake that there shall be no disputes over the ownership or proceedings in respect of the Target Properties I. If, after the execution of the Offsetting Debt Agreement I, Xinyuan Science and Technology proposes a name change or transfer of such properties and there exists any dispute or seizure of the Target Properties I, such dispute or seizure shall be handled and resolved by Henan Xinyuan and Tianjin Xinyuan, and any liability and expenses incurred by Xinyuan Science and Technology and/or Henan Yingsheng, including litigation fees and preservation fees, shall be borne by Henan Xinyuan and Tianjin Xinyuan.

If the Target Properties I cannot be renamed or transferred to Xinyuan Science and Technology or its designated party for reasons relating to Henan Xinyuan, Tianjin Xinyuan or any other third party, Henan Xinyuan and Tianjin Xinyuan shall replace the Target Properties I with cash or other assets to ensure that the said offsetting amount under the Offsetting Debt Agreement I remains unchanged. In the event that a replacement of the relevant Target Properties with other assets is required, the Company will have the discretion to select the replacement assets and will comply with the relevant requirements under the Listing Rules as appropriate.

(2) Offsetting Debt Agreement II and Offsetting Debt Agreement III

Date

19 May 2025

Parties

- (1) Henan Yingsheng (a non-wholly owned subsidiary of the Company); and
- (2) Henan Xinyuan (a wholly-owned subsidiary of Xinyuan Real Estate).

Subject Matter

Pursuant to the Offsetting Debt Agreement II and the Offsetting Debt Agreement III, Henan Xinyuan agreed to transfer the Target Properties II and Target Properties III, respectively, to Henan Yingsheng in order to settle certain Outstanding Accounts Receivable.

LETTER FROM THE BOARD

Consideration

Offsetting Debt Agreement II

As at the Latest Practicable Date, certain Target Properties II to be transferred under the Offsetting Debt Agreement II, particularly, the Charged Properties II were subject to a property mortgage, the release of which requires a cash payment of RMB1,246,797. The mortgage of the property mortgage is 青島西發商業保理有限公司 (Qingdao Xifa Commercial Baoli Co., Ltd.*), which, to the best of the knowledge, information and belief of the Company, is an Independent Third Party. Pursuant to the Offsetting Debt Agreement II, as the release fee will be settled by Henan Yingsheng, the actual offsetting amount of Outstanding Accounts Receivable will be RMB8,058,737.

The aggregate consideration of the Property Transfer II is RMB9,305,534, which shall be satisfied by (i) offsetting the Outstanding Accounts Receivable in the amount of RMB8,058,737; and (ii) a cash payment in the amount of RMB1,246,797 by Henan Yingsheng to Henan Xinyuan (or its designated entity) within 30 business days after the date of fulfilment of condition precedent of the Offsetting Debt Agreement II, being the release fee for the repayment and release of the property mortgage in respect of the Charged Properties II.

Offsetting Debt Agreement III

The aggregate consideration for the Property Transfer III is RMB2,410,920, which shall be satisfied by offsetting the Outstanding Accounts Receivable in the equivalent amount.

The consideration for each of the Property Transfer II and the Property Transfer III was determined on the basis of normal commercial terms and after arm's length negotiations between the parties, taking into account the information and particulars relating to relevant Target Properties and their appraised value. The appraised value of the Target Properties II and the Target Properties III as at 30 April 2025 was RMB11,717,020 in aggregate, as valued by the Independent Valuer by making reference to comparable sales transactions in the market.

Target Properties

Target Properties II

The Target Properties II comprise the following:

- (i) three duplex villas at the Qingdao Longxi Project, two with gross floor area of approximately 135.95 square meters and one with gross floor area of approximately 173.25 square meters (collectively, the “**Charged Properties II**”); and

LETTER FROM THE BOARD

(ii) 25 parking spaces at the Xinyuan Mingcheng Project,
(collectively, the “**Target Properties II**”).

The Charged Properties II which are under development and expected to be completed by the end of year 2025. The 25 parking spaces at the Xinyuan Mingcheng Project are completed properties which are not subject to any leases.

Target Properties III

The Target Properties III comprise 60 parking spaces at the Xinyuan Mingcheng Project (the “**Target Properties III**”).

There is no original acquisition cost for Henan Xinyuan to acquire the Target Properties II or the Target Properties III as the relevant Target Properties are part of the property projects developed by the Xinyuan Real Estate Group.

Condition Precedent

The performance of each of the Offsetting Debt Agreement II and the Offsetting Debt Agreement III and the transactions contemplated thereunder shall be conditional upon the Independent Shareholders having approved Offsetting Debt Agreements at the EGM in accordance with the Listing Rules. As at the Latest Practicable Date, such condition precedent had not been fulfilled.

The condition precedent may not be waived by the parties.

Completion of the Offsetting Debt Agreements are not inter-conditional upon each other.

Completion

Offsetting Debt Agreement II

Henan Xinyuan (or its designated entity) shall complete all release procedures for the Charged Properties II within 30 business days after receiving the release fee from Henan Yingsheng, and shall directly register and transfer the Charged Properties II to Henan Yingsheng (or its designated entity) immediately after the release.

If Henan Xinyuan fails to complete the transfer procedures for the Charged Properties II in accordance with the Offsetting Debt Agreement II, Henan Xinyuan shall immediately return or pay the full amount of the release fee to Henan Yingsheng.

In respect of other Target Properties II (other than the Charged Properties II) to be transferred under Offsetting Debt Agreement II, Henan Xinyuan and its relevant

LETTER FROM THE BOARD

subsidiaries and associates shall complete all procedures to register and transfer all such properties to Henan Yingsheng (or its designated entity) within 30 business days after the date of fulfilment of condition precedent of the Offsetting Debt Agreement II.

Offsetting Debt Agreement III

Henan Xinyuan and its relevant subsidiaries and associates shall complete all procedures to register and transfer all the Target Properties III to be transferred under Offsetting Debt Agreement III to Henan Yingsheng (or its designated entity) within 30 business days after the date of fulfilment of condition precedent of the Offsetting Debt Agreement III.

Other undertakings

Henan Xinyuan undertakes that there shall be no disputes over the ownership or proceedings in respect of the relevant Target Properties to be transferred under the Offsetting Debt Agreement II and Offsetting Debt Agreement III. If, after the execution of the relevant Offsetting Debt Agreement, Henan Yingsheng proposes a name change or transfer of such properties and there exists any dispute or seizure of the relevant Target Properties, such dispute or seizure shall be handled and resolved by Henan Xinyuan, and any liability and expenses incurred by Henan Yingsheng, including litigation fees and preservation fees, shall be borne by Henan Xinyuan.

If the relevant Target Properties cannot be renamed or transferred to Henan Yingsheng or a third party designated by Henan Yingsheng for reasons relating to Henan Xinyuan or any other third party, Henan Xinyuan shall replace the relevant Target Properties with cash or other assets to ensure that the said offsetting amount under the relevant Offsetting Debt Agreements remains unchanged. In the event that a replacement of the relevant Target Properties with other assets is required, the Company will have the discretion to select the replacement assets and will comply with the relevant requirements under the Listing Rules as appropriate.

REASONS FOR AND BENEFITS OF THE OFFSETTING DEBT AGREEMENTS

Xinyuan Real Estate Group had generally been able to honour its payment obligations in accordance with the terms of the relevant individual agreements previously. However, since December 2021, there have been delays in settlement of account receivables which, as the Group understands, was primarily due to the adverse impact of a number of factors including the macroeconomic environment, the PRC real estate industry environment and the COVID-19 pandemic.

After the Group's continuous communications with Xinyuan Real Estate Group to follow up and having explored alternative measures to recover the outstanding receivables (e.g. arbitration and set-off from sales proceeds of car parking spaces), the Group decided to enter into the Offsetting Debt Agreements with the Relevant Xinyuan Real Estate Companies to facilitate the

LETTER FROM THE BOARD

recovery of certain outstanding receivables due and payable by the Relevant Xinyuan Real Estate Companies. Considering the liquidity issues faced by Xinyuan Real Estate and certain litigation and arbitration cases which Xinyuan Real Estate Group have already been involved in, the Company considers that it is unlikely that Xinyuan Real Estate will be able to repay the entire amount of the Outstanding Accounts Receivable in cash to the Group within a short period of time; and litigation or arbitration against Xinyuan Real Estate could result in the legal costs to be incurred by both Xinyuan Real Estate and the Company, but may not necessarily enable the Company effectively recover the outstanding Accounts Receivables. The Company has been exploring potential alternative measure to recover the outstanding receivables from Xinyuan Real Estate, for instance, by way of set-off outstanding receivables against sales proceeds of properties and carparking spaces owned by Xinyuan Real Estate Group and sold by the Group on Xinyuan Real Estate Group's behalf. The Company is also in discussions with Xinyuan Real Estate Group on other potential offsetting debt arrangements involving other rights or properties of Xinyuan Real Estate Group. The Company will issue further announcement(s) and comply with applicable requirements pursuant to the Listing Rules as and when appropriate.

The Board believes that the transactions under the Offsetting Debt Agreements are in the best interests of the Company and is the best option under the current circumstances as (i) the aggregate market value of the Target Properties as appraised by the independent valuer is higher than the aggregate consideration; and (ii) having considered the advice from its PRC legal advisers, the Board is of the view that the Group has prudently selected the Target Properties using strict criteria such as location, title, ownership, marketability, and conducting due diligence to ensure that the Target Properties are with clear ownership rights and good marketable title. The Target Properties are either completed properties or properties expected to be completed in the coming six months, each located in prime locations. The projects at which the relevant parking spaces are located have been completed and delivered to homeowners.

The Company intends to sell the Target Properties, or otherwise lease out the Target Properties for rental income. The Company will comply with the relevant requirements under the Listing Rules in respect of the disposal of the Target Properties as appropriate. Notwithstanding that there is currently no clear timeline for such disposal or leasing arrangement, the Group can leverage on the market information (including but not limited to the demands of property owners and occupants (as applicable) towards the Target Properties) obtained from the information technology platform established for properties under the Group's management to sell or lease the Target Properties. The transactions under the Offsetting Debt Agreements aim to mitigate the Group's accounts receivable risk and are not expected to have any adverse impact on the cash flow and liquidity of the Group.

In light of the above, the Directors (including the independent non-executive Directors after taking into account the advice of the Independent Financial Adviser; but excluding Mr. Li) are of the view that while the Offsetting Debt Agreements were not entered into in the ordinary and normal course of business of the Group, the terms of the Offsetting Debt Agreements and the transactions contemplated thereunder are on normal commercial terms, are fair and reasonable, and in the interests of the Company and its shareholders as a whole.

LETTER FROM THE BOARD

INFORMATION ON THE GROUP

The Company

As one of the comprehensive property management services providers in the PRC, the Group offers a wide range of services covering the pre-delivery and post-delivery phases to property developers, property owners and property occupants for their enjoyment of community life, which can be categorised in three main business lines, namely, (i) property management services; (ii) value-added services; and (iii) pre-delivery and consulting services.

Xinyuan Science and Technology

Xinyuan Science and Technology is a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company, principally engaged in the provision of services covering the pre-delivery and post-delivery phases to property developers, property owners and property occupants for their enjoyment of community life.

Henan Yingsheng

Henan Yingsheng is a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of the Company which was held as to 51% by Xinyuan Science and Technology and 49% by Mr. Ma Tianqing (馬天擎), as at the Latest Practicable Date. Henan Yingsheng is principally engaged in the provision of intelligence engineering services.

INFORMATION ON THE OTHER PARTIES TO THE OFFSETTING DEBT AGREEMENTS

Each of the Relevant Xinyuan Real Estate Companies was a company established in the PRC with limited liability and principally engaged in real estate development and operation. As at the Latest Practicable Date, each of the Relevant Xinyuan Real Estate Companies was an indirect wholly-owned subsidiary of Xinyuan Real Estate.

Xinyuan Real Estate is a company incorporated with limited liability in the Cayman Islands and the shares of which are listed on the New York Stock Exchange (stock code: XIN). It is principally engaged in real estate development.

As at 31 December 2024, the total outstanding trade receivables and contract assets (which include the Outstanding Accounts Receivables) owing by the Xinyuan Real Estate Group to the Group amounted to approximately RMB309.5 million.

As at the Latest Practicable Date, the unaudited Outstanding Accounts Receivables owing by the Xinyuan Real Estate Group to Henan Yingsheng amounted to approximately RMB70.8 million which became due on various dates as from December 2021. Upon completion of the Offsetting Debt Agreements, the amount of the Outstanding Accounts Receivables owing by the Xinyuan Real Estate Group to Henan Yingsheng will be approximately RMB44.2 million.

LETTER FROM THE BOARD

Xinyuan Real Estate Group has been willing to cooperate with the Company to repay the receivables and exploring various repayment methods with the Group; and the Group has also been receiving payments from the Xinyuan Real Estate Group. To recover the outstanding receivables owing by the Xinyuan Real Estate Group to the Group (including the Outstanding Accounts Receivables), the Group has actively communicated with the Xinyuan Real Estate Group to follow up and accelerate the recovery of account receivables and exploring various methods to recover the outstanding receivables, including reviewing any sales receivables, utilizing free cash flow (if any) to repay the Group's arrears first (to the extent practicable), and exploring to recover the arrears through offset methods, such as entering into the Offsetting Debt Agreements. The Company will make further announcement(s) in accordance with the applicable requirements under the Listing Rules as and when appropriate. Separately, the Group had also instituted legal proceedings against members of the Xinyuan Real Estate Group to recover certain outstanding sums. Furthermore, to safeguard the Group against potential credit risk arising from transactions with the Xinyuan Real Estate Group the Group has been conducting a more rigorous assessment of the anticipated recovery of the service fees for a new project before entering into further transactions with the Xinyuan Real Estate Group. Such assessment includes the review of financial arrangement, as well as the fund flow for the payment of our service fees, for instance, ensuring that our service fees will be paid out of the relevant designated project bank accounts which contain sufficient funds for the discharge of Xinyuan Real Estate Group's payment obligations.

LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, Xinyuan Real Estate was indirectly interested in approximately 43.07% of the total number of issued Shares in the Company, and was one of the controlling shareholders of the Company and a connected person of the Company under Chapter 14A of the Listing Rules. Each of the Relevant Xinyuan Real Estate Companies, being a subsidiary of Xinyuan Real Estate, is a connected person of the Company under Chapter 14A of the Listing Rules, and the transactions contemplated under the Offsetting Debt Agreements constitute connected transactions of the Company.

As the highest of the applicable percentage ratios in respect of the transactions contemplated under the Offsetting Debt Agreements, on an aggregated basis, exceeds 5% but is less than 25%, the Offsetting Debt Agreements and the transactions contemplated thereunder constitute a discloseable and connected transaction for the Company under Chapter 14 and 14A of the Listing Rules, which are subject to the reporting, announcement, circular and the independent shareholders' approval requirements under the Listing Rules.

Since Mr. Li Yifan, an independent non-executive Director, is also a director of each of Xinyuan Real Estate and Xinyuan (China) (the direct holding company of Henan Xinyuan), he has abstained from voting on the Board resolutions approving the Offsetting Debt Agreements. Save as disclosed above, none of the Directors had a material interest in the Offsetting Debt Agreements and no Director was required under the Listing Rules to abstain from voting on the relevant Board resolutions.

LETTER FROM THE BOARD

GENERAL

A notice convening the EGM to held at Company Meeting Room, Hengtong Business Park, Beijing, the PRC on Wednesday, 6 August 2025 at 2:00 p.m. is set out on pages EGM-1 to EGM-3 of this circular for the purpose of the Independent Shareholders considering and, if thought fit, approving, among other things, the Offsetting Debt Agreements and the transactions contemplated thereunder.

Pursuant to Rule 13.39(4) of the Listing Rules, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

As at the Latest Practicable Date, (i) Xinyuan Real Estate's wholly-owned subsidiary, Xinyuan Real Estate, Ltd. directly and beneficially held 255,402,000 Shares, representing approximately 43.07% of the total number of issued Shares in the Company; (ii) Victory Destiny Holdings Limited (a company wholly owned by Mr. Zhang Yong, a shareholder, a director and the chairman of Xinyuan Real Estate) directly and beneficially held 11,719,000 Shares, representing approximately 1.98% of the total number of issued Shares in the Company; and (iii) Grace Hope Holdings Limited (a company wholly owned by Ms. Yang Yuyan, a shareholder and a director of Xinyuan Real Estate) directly and beneficially held 15,000,000 Shares, representing approximately 2.53% of the total number of issued Shares in the Company. The aforesaid persons will be required to abstain from voting in respect of the resolutions to approve the Offsetting Debt Agreements and the transactions contemplated thereunder. Save as disclosed above, as at the Latest Practicable Date, to the best knowledge, information and belief of the Directors and having made all reasonable enquiries, no other Shareholder had any material interest in the Offsetting Debt Agreements and the transactions contemplated thereunder, and no other Shareholder was required to abstain from voting in respect of the Offsetting Debt Agreements and the transactions contemplated thereunder at the EGM.

A form of proxy for use at the EGM 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 EGM (i.e. not later than 2:00 p.m. on Monday, 4 August 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 EGM if you so wish.

LETTER FROM THE BOARD

The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Tuesday, 5 August 2025. Shareholders whose names appear on the register of the Shareholders of the Company on 5 August 2025 will be entitled to attend and vote at the EGM.

RECOMMENDATION

The Directors (including the independent non-executive Directors after taking into account the advice of the Independent Financial Adviser but excluding Mr. Li) consider that while the Offsetting Debt Agreements were not entered into in the ordinary and normal course of business of the Group, the terms of the Offsetting Debt Agreements are fair and reasonable, and the transactions contemplated thereunder are on normal commercial terms and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM.

Your attention is also drawn to the letters from the Independent Board Committee and the Independent Financial Adviser and their respective recommendations set out on page 19 and pages 20 to 37 of this circular, respectively.

ADDITIONAL INFORMATION

Your attention is also drawn to the appendices to this circular.

Yours faithfully

By Order of the Board

Xinyuan Property Management Service (Cayman) Ltd.

SHEN Yuan-Ching

Chairman, Executive Director and Chief Executive Officer

* *for identification purpose only*

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)

21 July 2025

To the Independent Shareholders

Dear Sir or Madam,

DEBT SETTLEMENT ARRANGEMENTS

We refer to the circular dated 21 July 2025 issued by the Company to the Shareholders (the “Circular”) of which this letter forms part. Terms used in this letter shall bear the same meanings as defined in the Circular unless the context otherwise requires.

We have been authorised by the Board to form the Independent Board Committee to consider and advise the Independent Shareholders as to whether, in its opinion, the terms of the Offsetting Debt Agreements are fair and reasonable, and the transactions contemplated thereunder are on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole. Rainbow Capital (HK) Limited, the Independent Financial Adviser, has been appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Offsetting Debt Agreements and the transactions contemplated thereunder.

We wish to draw your attention to the letter from the Board set out on pages 6 to 18 of the Circular and the letter from the Independent Financial Adviser set out on pages 20 to 37 of the Circular, both of which provide details of the Offsetting Debt Agreements and the transactions contemplated thereunder.

Having considered, among other matters, the Offsetting Debt Agreements and the transactions contemplated thereunder, the advice of the Independent Financial Adviser, and the relevant information contained in the letter from the Board, we are of the opinion that while the Offsetting Debt Agreements were not entered into in the ordinary and normal course of business of the Group, the terms of the Offsetting Debt Agreements are fair and reasonable, and the transactions contemplated thereunder are on normal commercial terms and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM in relation to the Offsetting Debt Agreements and the transactions contemplated thereunder.

Yours faithfully,

For and on behalf of The Independent Board Committee of
Xinyuan Property Management Service (Cayman) Ltd.

Mr. LAN Ye
*Independent Non-executive
Director*

Mr. LING Chenkai
*Independent Non-executive
Director*

Ms. ZHAO Xia
*Independent Non-executive
Director*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of a letter of advice from Rainbow Capital (HK) Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, which has been prepared for the purpose of incorporation in this circular.



21 July 2025

To the Independent Board Committee and the Independent Shareholders

Dear Sir or Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION DEBT SETTLEMENT ARRANGEMENTS

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Offsetting Debt Agreements, details of which are set out in the “Letter from the Board” (the “**Letter from the Board**”) contained in the circular issued by the Company to the Shareholders dated 21 July 2025 (the “**Circular**”), of which this letter forms part. Unless the context otherwise requires, capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

On 19 May 2025, certain members of the Group entered into the Offsetting Debt Agreements with the Relevant Xinyuan Real Estate Companies, pursuant to which the Relevant Xinyuan Real Estate Companies agreed to transfer the Target Properties to members of the Group at an aggregate consideration of RMB29,334,247 to be satisfied by, among others, offsetting certain Outstanding Accounts Receivable owing from the Relevant Xinyuan Real Estate Companies and their respective subsidiaries and associates to the Group.

As at the Latest Practicable Date, Xinyuan Real Estate is indirectly interested in approximately 43.07% of the total number of issued Shares in the Company, and is one of the controlling shareholders of the Company and a connected person of the Company under Chapter 14A of the Listing Rules. Each of the Relevant Xinyuan Real Estate Companies, being a subsidiary of Xinyuan Real Estate, is a connected person of the Company under Chapter 14A of the Listing Rules, and the transactions contemplated under the Offsetting Debt Agreements constitute connected transactions of the Company.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As the highest of the applicable percentage ratios in respect of the transactions contemplated under the Offsetting Debt Agreements, on an aggregated basis, exceeds 5% but is less than 25%, the Offsetting Debt Agreements and the transactions contemplated thereunder constitute a discloseable and connected transaction for the Company under Chapter 14 and 14A of the Listing Rules, which are subject to the reporting, announcement, circular and the independent shareholders' approval requirements under the Listing Rules.

As at the Latest Practicable Date, (i) Xinyuan Real Estate's wholly-owned subsidiary, Xinyuan Real Estate, Ltd. directly and beneficially held 255,402,000 Shares, representing approximately 43.07% of the total number of issued Shares in the Company; (ii) Victory Destiny Holdings Limited (a company wholly owned by Mr. Zhang Yong, a shareholder, a director and the chairman of Xinyuan Real Estate) directly and beneficially held 11,719,000 Shares, representing approximately 1.98% of the total number of issued Shares in the Company; and (iii) Grace Hope Holdings Limited (a company wholly owned by Ms. Yang Yuyan, a shareholder and a director of Xinyuan Real Estate) directly and beneficially held 15,000,000 Shares, representing approximately 2.53% of the total number of issued Shares in the Company. The aforesaid persons will be required to abstain from voting in respect of the resolutions to approve the Offsetting Debt Agreements and the transactions contemplated thereunder. Save as disclosed above, as at the Latest Practicable Date, to the best knowledge, information and belief of the Directors and having made all reasonable enquiries, no other Shareholder had any material interest in the Offsetting Debt Agreements and the transactions contemplated thereunder, and no other Shareholder was required to abstain from voting in respect of the Offsetting Debt Agreements and the transactions contemplated thereunder at the EGM.

Since Mr. Li Yifan, an independent non-executive Director, is also a director of each of Xinyuan Real Estate and Xinyuan (China) (the direct holding company of Henan Xinyuan), he has abstained from voting on the Board resolutions approving the Offsetting Debt Agreements. The Independent Board Committee, comprising the three independent non-executive Directors, namely Mr. Lan Ye, Mr. Ling Chenkai and Ms. Zhao Xia, has been formed to advise the Independent Shareholders on whether the terms of the Offsetting Debt Agreements are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole. We, Rainbow Capital, have been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

As at the Latest Practicable Date, we did not have any relationships or interests with the Group and the Xinyuan Real Estate Group that could reasonably be regarded as relevant to our independence. We have acted as the independent financial adviser to the independent board committee and the independent shareholders of the Company in respect of the continuing connected transactions in relation to (i) the commercial assets entrusted operation framework agreement and the asset sales agency and operation services framework agreement, details of which are set out in the circular of the Company dated 22 July 2024; (ii) the sky cinema lease services agreement, details of which are set out in the announcement of the Company dated 30 August 2024; and (iii) the renewal of the new framework agreements, details of which are set out in the circular of the Company dated 13 December 2024. Other than that, these was no

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

engagement or connection between the Group, or Xinyuan Real Estate and us in the last two years. Apart from normal professional fees paid or payable to us in connection with this appointment as the Independent Financial Adviser, no arrangements exist whereby we had received any fees or benefits from the Group or any other party to the Offsetting Debt Agreements. As a result, we consider ourselves to be independent to the Company pursuant to the requirements under Rule 13.84 of the Listing Rule. Accordingly, we are qualified to give independent advice in respect of the Offsetting Debt Agreements.

BASIS OF OUR OPINION

In formulating our opinion and advice, we have relied on (i) the information and facts contained or referred to in the Circular; (ii) the information supplied by the Group and its advisers; (iii) the opinions expressed by and the representations of the Directors and the management of the Group; and (iv) our review of the relevant public information. We have assumed that all the information provided and representations and opinions expressed to us or contained or referred to in the Circular were true, accurate and complete in all respects as at the date thereof and may be relied upon. We have also assumed that all statements contained and representations made or referred to in the Circular are true at the time they were made and continue to be true as at the Latest Practicable Date and all such statements of belief, opinions and intentions of the Directors and the management of the Group and those as set out or referred to in the Circular were reasonably made after due and careful enquiry. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors and the management of the Group. We have also sought and received confirmation from the Directors that no material facts have been withheld or omitted from the information provided and referred to in the Circular and that all information or representations provided to us by the Directors and the management of the Group are true, accurate, complete and not misleading in all respects at the time they were made and continued to be so until the date of the Circular.

We consider that we have reviewed sufficient information currently available to reach an informed view and to justify our reliance on the accuracy of the information contained in the Circular so as to provide a reasonable basis for our recommendation. We have not, however, carried out any independent verification of the information provided, representations made or opinion expressed by the Directors and the management of the Group, nor have we conducted any form of in-depth investigation into the business, affairs, operations, financial position or future prospects of the Group, or any of its respective substantial shareholders, subsidiaries or associates.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

PRINCIPAL FACTORS AND REASONS CONSIDERED

In considering whether the terms under the Offsetting Debt Agreements are fair and reasonable, we have taken into account the principal factors and reasons set out below:

1. Information of the parties

1.1 Information of the Group, Xinyuan Science and Technology and Henan Yingsheng

Since the establishment in 1998, the Group is principally engaged in the provision of property management services, value-added services, pre-delivery and consulting services and property engineering services to property developers, property owners and property occupants. Over the years, the Group manages both residential and non-residential properties, which include management spans office, commercial complexes, industrial parks, business parks, schools and public buildings etc. It has consistently been ranked among the top 100 property management companies of China over the years and was recognised by the China Index Academy as top 15 of China's top 100 property service enterprises in 2024. The Shares have been listed on the Stock Exchange on 11 October 2019. With reference to the annual report of the Company (the “**2024 Annual Report**”) for the year ended 31 December 2024 (“**FY2024**”), as at 31 December 2024, the Group offered property management services across 65 cities across China, with contracted gross floor area (“**GFA**”) amounting to approximately 64.6 million sq.m. and GFA under management amounting to approximately 40.1 million sq.m..

Xinyuan Science and Technology is a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company, principally engaged in the provision of services covering the pre-delivery and post-delivery phases to property developers, property owners and property occupants for their enjoyment of community life.

Henan Yingsheng is a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of the Company which is held as to 51% by Xinyuan Science and Technology and 49% by Mr. Ma Tianqing (馬天擎). Henan Yingsheng is principally engaged in the provision of intelligence engineering services.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Set out below is a summary of the consolidated financial information of the Group for the three years ended 31 December 2024 as extracted from the 2024 Annual Report and the annual report of the Company for the year ended 31 December 2023 (the “**2023 Annual Report**”), respectively:

(i) *Financial performance*

	For the years ended 31 December		
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(audited)	(audited)	(audited)
Revenue	686,498	749,606	868,874
– Property management services	496,450	534,791	570,548
– Value-added services	107,545	115,852	203,863
– Pre-delivery and consulting services	48,201	24,332	11,252
– Property engineering services	34,302	74,631	83,211
Gross profit	229,320	241,274	244,986
Profit/(loss) before income tax	(297,219)	69,244	92,339
Profit/(loss) for the year attributable to the Shareholders	(334,265)	28,126	87,041

For the years ended 31 December 2022 and 2023

The Group’s revenue increased by approximately 9.2% from approximately RMB686.5 million for the year ended 31 December 2022 to approximately RMB749.6 million for the year ended 31 December 2023. Such increase was mainly attributable to the increase in revenue generated from (a) the property management services segment by approximately 7.7% from approximately RMB496.5 million for the year ended 31 December 2022 to approximately RMB534.8 million for the year ended 31 December 2023, primarily due to the increase in the number of properties under management in the PRC and the corresponding increase in the GFA of properties under management from approximately 31.4 million sq.m. to approximately 34.3 million sq.m. as a result of the Group’s scale expansion strategy; and (b) the value-added services segment by approximately 7.8% from approximately RMB107.5 million for the year ended 31 December

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

2022 to approximately RMB115.9 million for the year ended 31 December 2023, as a result of the continued expansion of the coverage of value-added services.

The Group's gross profit amounted to approximately RMB241.3 million for the year ended 31 December 2023, representing an increase of approximately 5.2% over approximately RMB229.3 million in 2022. Gross profit margin decreased to approximately 32.2% in 2023 from approximately 33.4% in 2022, primarily attributable to (a) the lower gross profit margin from new public infrastructure type property management services; and (b) the increase in promotion and staff costs for household lifestyle services in the value-added services segment.

For the year ended 31 December 2023, the profit attributable to the Shareholders was approximately RMB28.1 million, representing an increase of approximately RMB362.4 million as compared to a loss of approximately RMB334.3 million in the previous year, primarily attributable to the decrease in provision of impairment of financial assets and contract assets in respect of related parties.

For the years ended 31 December 2023 and 2024

The Group's revenue increased by approximately 15.9% from approximately RMB749.6 million for the year ended 31 December 2023 to approximately RMB868.9 million for the year ended 31 December 2024. Such increase was mainly attributable to the increase in revenue generated from (a) the property management services segment by approximately 6.7% from approximately RMB534.8 million for the year ended 31 December 2023 to approximately RMB570.5 million for the year ended 31 December 2024, primarily due to the increase in the number of properties under management in the PRC and the corresponding increase in the GFA of properties under management from approximately 34.3 million sq.m. to approximately 40.1 million sq.m. as a result of the Group's business expansion strategy; (b) the value-added services segment by approximately 75.9% from approximately RMB115.9 million for the year ended 31 December 2023 to approximately RMB203.9 million for the year ended 31 December 2024, primarily attributable to increase in the scope of services and the integration of online service platform with offline service scenarios; and (c) the property engineering segment by approximately 11.5% from approximately RMB74.6 million for the year ended 31 December 2023 to approximately RMB83.2 million for the year ended 31 December 2024, primarily attributable to the increase in the scale of construction business.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Group's gross profit amounted to approximately RMB245.0 million for the year ended 31 December 2024, representing an increase of approximately 1.5% over approximately RMB241.3 million in 2023. Gross profit margin decreased to approximately 28.2% in 2024 from approximately 32.2% in 2023, primarily attributable to (a) the increased investment as a result of launching new businesses in the value-added services segment; and (b) the increase in construction costs in the property engineering segment.

For the year ended 31 December 2024, the profit attributable to the Shareholders was approximately RMB87.0 million, representing an increase of approximately RMB58.9 million as compared to that of approximately RMB28.1 million in the previous year, primarily attributable to the business growth arising from the growth in the Group's GFA under management.

(ii) *Financial position*

	As at 31 December		
	2022	2023	2024
	RMB'000 (audited)	RMB'000 (audited)	RMB'000 (audited)
Non-current assets	130,481	130,014	240,884
Current assets	901,222	945,419	1,039,832
Current liabilities	508,728	520,750	652,350
Non-current liabilities	9,662	12,957	39,686
Net current assets	392,494	424,669	387,482
Equity attributable to the Shareholders	510,506	538,632	583,987

As at 31 December 2024, total assets of the Group amounted to approximately RMB1,280.7 million, representing an increase of approximately 19.1% as compared to that as at 31 December 2023. Total assets mainly included (a) trade and bills receivables of approximately RMB324.8 million; (b) cash and cash equivalents of approximately RMB264.0 million; and (c) deposits, prepayments and other receivables of approximately RMB249.6 million, which in aggregate accounted for approximately 65.5% of total assets of the Group.

As at 31 December 2024, total liabilities of the Group amounted to approximately RMB692.0 million, which mainly included (a) other payables and accruals of approximately RMB264.2 million; (b) trade payables of approximately RMB145.0 million and (c) contract liabilities of approximately RMB144.5 million, which in aggregate accounted for approximately 80.0% of total liabilities of the Group.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As at 31 December 2024, equity attributable to the Shareholders amounted to approximately RMB584.0 million. The general increase in the equity attributable to the Shareholders during the years under review was primarily due to the profit for the period.

The Group is financially healthy given its net current asset position. As at 31 December 2024, the Group had net current assets of approximately RMB387.5 million and has no interest-bearing borrowings, with cash and cash equivalents of approximately RMB264.0 million.

1.2 Information of the other parties to the Offsetting Debt Agreements

Each of the Relevant Xinyuan Real Estate Companies, namely Henan Xinyuan and Tianjin Xinyuan, is a company established in the PRC with limited liability and principally engaged in real estate development and operation. As at the Latest Practicable Date, each of the Relevant Xinyuan Real Estate Companies is an indirect wholly-owned subsidiary of Xinyuan Real Estate.

Xinyuan Real Estate Group is a property developer founded by Mr. Zhang Yong, the ex-chairman of the Board and one of the prior non-executive Directors in 1997 and has been dedicated to developing real estate properties with quality and innovative technology. Xinyuan Real Estate Group has been primarily focusing its businesses in the PRC and currently operates in a number of cities over the PRC. Xinyuan Real Estate Group focuses on developing large scale quality residential projects with the aim of providing middle-class consumers with a comfortable and convenient community life. In addition to the residential projects, Xinyuan Real Estate Group has also developed and is operating and managing several shopping malls in the PRC. In addition to the PRC market, Xinyuan Real Estate Group also keeps exploring opportunities globally to expand its operation to overseas markets (including several cities in the United States, the United Kingdom and Malaysia). The shares in Xinyuan Real Estate Holdings have been listed on the New York Stock Exchange (stock code: XIN) for trading since December 2007 and is the controlling shareholder of the Company.

2. Reasons for and benefits of entering into the Offsetting Debt Agreements

As disclosed in the 2024 Annual Report, the Group has been providing, among others, property management services, valued added services, pre-delivery and consulting services and property engineering services to the Xinyuan Real Estate Group, which includes the Relevant Xinyuan Real Estate Companies from time to time. As disclosed in the Letter from the Board, considering the liquidity issues faced by Xinyuan Real Estate and certain litigation and arbitration cases which Xinyuan Real Estate Group have already been involved in, the Company considers that it is unlikely that Xinyuan Real Estate will be able to repay the entire amount of the Outstanding Accounts Receivable in cash to the Group within a short period of time; and litigation or arbitration against Xinyuan Real Estate

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

could result in the legal costs to be incurred by both Xinyuan Real Estate and the Company, but may not necessarily enable the Company effectively recover the outstanding Accounts Receivables. Accordingly, the Group decided to enter into the Offsetting Debt Agreements with the Relevant Xinyuan Real Estate Companies to facilitate the recovery of certain outstanding receivables due and payable by the Relevant Xinyuan Real Estate Companies.

As discussed with the management of the Group, the Group experienced a slowdown in collecting the outstanding receivables from customers of the Company, with the increase of outstanding receivables aged more than one year. Given Xinyuan Real Estate is a PRC property developer with properties being its major assets, the settlement using the properties of the Xinyuan Real Estate not only serves to facilitate the collection of outstanding receivables instead of remaining such receivables to be pending, but also reducing the Group's exposure to credit risks associated with the outstanding receivables from the Xinyuan Real Estate Group. Given (i) based on our review of the 2024 Annual Report, approximately RMB236.0 million, which accounted for approximately 46.8% out of the total trade receivables of the Group were due from Xinyuan Real Estate Group, we consider that the settlement of the outstanding receivables due from Xinyuan Real Estate Group can significantly reduce the Group's total outstanding receivables; and (ii) the aggregate market value of the Target Properties as appraised by the independent valuer is no less than the aggregate consideration, which the value is primarily measured by the recent sales of similar properties in the surrounding area which we consider to be objective, we are of the view that the transfer of the Target Properties as a means to offset the Outstanding Accounts Receivables is fair and reasonable and in the interest of the Company and its shareholders as a whole.

As disclosed in the Letter from the Board, the Group has prudently selected the Target Properties primarily with clear ownership rights and good marketable title, each with prime location and the projects at which the relevant parking spaces are located have been completed and delivered to homeowners. Besides, upon completion of the Offsetting Debt Agreements, the Group intends to sell the Target Properties or otherwise lease out the Target Properties for rental income. Notwithstanding that there is currently no clear timeline for such disposal or leasing arrangement, the Group can leverage on the market information (including but not limited to the demands of property owners and occupants (as applicable) towards the Target Properties) obtained from the information technology platform established for properties under the Group's management to sell or lease the Target Properties. Based on our discussion with the management of the Group, in respect of the property owners and occupants of the Group's properties under its management, the Group is able to utilise its information, service and technological advantages to prioritise and effectively access to the customers, and is able to promote the sales or lease of the Target Properties to the owners and occupants of the properties under its management in a more effective manner as compared to other third parties.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Overall speaking, having considered the entering of the Offsetting Debt Agreements (i) serve as an alternative means to recover receivables from the Relevant Xinyuan Real Estate Companies (ii) generally alleviates the possibilities of prolonged payment of services fees from the Relevant Xinyuan Real Estate Companies; (iii) the principal terms of the Offsetting Debt Agreements are on normal commercial terms as discussed in the below section headed “3. Principal terms of the Offsetting Debt Agreements”; and (iv) the independent valuation of the Target Properties is an appropriate reference in determining the consideration to be offset against the Outstanding Accounts Receivables; we concur with the Directors’ view that it is commercially justifiable upon entering into the Offsetting Debt Agreements.

3. Principal terms of the Offsetting Debt Agreements

For details of the principal terms under each of the Offsetting Debt Agreements, please refer to the section headed “The Offsetting Debt Agreements” in the Letter from the Board for details.

	Offsetting Debt Agreement I	Offsetting Debt Agreement II	Offsetting Debt Agreement III
Date:	19 May 2025	19 May 2025	19 May 2025
Transferee(s):	Xinyuan Science and Technology, Henan Yingsheng	Henan Yingsheng	Henan Yingsheng
Transferor(s):	Henan Xinyuan, Tianjin Xinyuan	Henan Xinyuan	Henan Xinyuan
Subject matter:	The transferors agreed to transfer the Target Properties I to the transferees in order to settle (i) the Outstanding Accounts Receivable and (ii) certain shareholder loan owning by Henan Yingsheng to Xinyuan Science and Technology (the “Shareholder Loan”).	The transferor agreed to transfer the Target Properties II to the transferee in order to settle certain Outstanding Accounts Receivable.	The transferor agreed to transfer the Target Properties III to the transferee in order to settle certain Outstanding Accounts Receivable.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

	Offsetting Debt Agreement I	Offsetting Debt Agreement II	Offsetting Debt Agreement III
Consideration:	RMB17,617,793, which shall be satisfied by (i) offsetting certain Outstanding Accounts Receivable in the amount of RMB16,198,464; and (ii) a cash payment in the amount of RMB1,419,329 by Henan Yingsheng to release the property mortgage of the Charged Properties I.	RMB9,305,534, which shall be satisfied by (i) offsetting the Outstanding Accounts Receivable in the amount of RMB8,058,737; and (ii) a cash payment in the amount of RMB1,246,797 by Henan Yingsheng to release the property mortgage of the Charged Properties II.	RMB2,410,920, which shall be satisfied by offsetting the Outstanding Accounts Receivable in the equivalent amount.
Basis of determination of the consideration:	The consideration of the Property Transfer I was determined on the basis of normal commercial terms and after arm's length negotiations between the parties, taking into account the information and particulars relating to the Target Properties I and their appraised value.	The consideration of the Property Transfer II was determined on the basis of normal commercial terms and after arm's length negotiations between the parties, taking into account the information and particulars relating to the Target Properties II and their appraised value.	The consideration of the Property Transfer III was determined on the basis of normal commercial terms and after arm's length negotiations between the parties, taking into account the information and particulars relating to the Target Properties III and their appraised value.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

	Offsetting Debt Agreement I	Offsetting Debt Agreement II	Offsetting Debt Agreement III
Information of the Target Properties:	The Target Properties I comprise two duplex villas located at Qingdao, (i.e. the Charged Properties I), one residential property located at Tianjin, one commercial property and one residential property located at Zhengzhou, nine parking spaces located at Xi'an and seven parking spaces and two underground storage located at Beijing. The Target Properties I are all completed properties which are not subject to any leases.	The Target Properties II comprise three duplex villas located at Qingdao (i.e. the Charged Properties II) and 25 parking spaces located at Zhengzhou. The Charged Properties II which are under development and expected to be completed by the end of year 2025. The 25 parking spaces at the Xinyuan Mingcheng Project are completed properties which are not subject to any leases.	The Target Properties III comprise 60 parking spaces located at Zhengzhou.
Original acquisition costs:	There is no original acquisition cost for the Relevant Xinyuan Real Estate Companies to acquire the Target Properties I as the Target Properties I are part of the property projects developed by the Xinyuan Real Estate Group.	There is no original acquisition cost for Henan Xinyuan to acquire the Target Properties II as the Target Properties II are part of the property projects developed by the Xinyuan Real Estate Group.	There is no original acquisition cost for Henan Xinyuan to acquire the Target Properties III as the Target Properties III are part of the property projects developed by the Xinyuan Real Estate Group.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

	Offsetting Debt Agreement I	Offsetting Debt Agreement II	Offsetting Debt Agreement III
Completion:	Henan Xinyuan (or its designated entity) shall complete all release procedures for the Charged Properties I within 30 business days after receiving the release fee from Henan Yingsheng. If Henan Xinyuan fails to complete the transfer procedures for the Charged Properties I in accordance with the Offsetting Debt Agreement I, Henan Xinyuan shall immediately return or pay the full amount of the release fee to Xinyuan Science and Technology. In respect of other Target Properties I (other than the Charged Properties I), the Relevant Xinyuan Real Estate Companies and their relevant subsidiaries and associates shall complete all procedures to register and transfer all such properties to Xinyuan Science and Technology (or its designated entity) within 30 business days immediately after the date of approval of the Offsetting Debt Agreement I by the Independent Shareholders in accordance with the Listing Rules.	Henan Xinyuan (or its designated entity) shall complete all release procedures for the Charged Properties II within 30 business days after receiving the release fee from Henan Yingsheng. If Henan Xinyuan fails to complete the transfer procedures for the Charged Properties II in accordance with the Offsetting Debt Agreement II, Henan Xinyuan shall immediately return or pay the full amount of the release fee to Henan Yingsheng. In respect of other Target Properties II (other than the Charged Properties II) to be transferred under Offsetting Debt Agreement II, Henan Xinyuan and its relevant subsidiaries and associates shall complete all procedures to register and transfer all such properties to Henan Yingsheng (or its designated entity) within 30 business days after the date of fulfilment of condition precedent of the Offsetting Debt Agreement II.	Henan Xinyuan and its relevant subsidiaries and associates shall complete all procedures to register and transfer all the Target Properties III to be transferred under Offsetting Debt Agreement III to Henan Yingsheng (or its designated entity) within 30 business days after the date of fulfilment of condition precedent of the Offsetting Debt Agreement III.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

	Offsetting Debt Agreement I	Offsetting Debt Agreement II	Offsetting Debt Agreement III
Other undertakings:	If the Target Properties I cannot be renamed or transferred to Xinyuan Science and Technology or its designated party for reasons relating to Henan Xinyuan, Tianjin Xinyuan or any other third party, Henan Xinyuan and Tianjin Xinyuan shall replace the Target Properties I with cash or other assets to ensure that the said offsetting amount under the Offsetting Debt Agreement I remains unchanged. In the event that a replacement of the relevant Target Properties with other assets is required, the Company will have the discretion to select the replacement assets and will comply with the relevant requirements under the Listing Rules as appropriate.	If the Target Properties II cannot be renamed or transferred to Henan Yingsheng or a third party designated by Henan Yingsheng for reasons relating to Henan Xinyuan or any other third party, Henan Xinyuan shall replace the Target Properties II with cash or other assets to ensure that the said offsetting amount under the relevant Offsetting Debt Agreements remains unchanged. In the event that a replacement of the relevant Target Properties with other assets is required, the Company will have the discretion to select the replacement assets and will comply with the relevant requirements under the Listing Rules as appropriate.	If the Target Properties III cannot be renamed or transferred to Henan Yingsheng or a third party designated by Henan Yingsheng for reasons relating to Henan Xinyuan or any other third party, Henan Xinyuan shall replace the Target Properties III with cash or other assets to ensure that the said offsetting amount under the relevant Offsetting Debt Agreements remains unchanged. In the event that a replacement of the relevant Target Properties with other assets is required, the Company will have the discretion to select the replacement assets and will comply with the relevant requirements under the Listing Rules as appropriate.

As set out in the Letter from the Board, the entering into of the Offsetting Debt Agreements was to facilitate the recovery of certain outstanding receivables due and payable by the Relevant Xinyuan Real Estate Companies. We have discussed with the management of the Company and noted that the terms of the Offsetting Debt Agreements were arrived at after arm's length negotiation between the parties.

Taking into account (i) the consideration of the Target Properties was determined after arm's length negotiations among the parties to the Offsetting Debt Agreements with reference to, among other things, the appraised value of the Target Properties as discussed in our analysis in the section headed "4. The valuation of the Target Properties" below; and (ii) in the event the Target Properties cannot be transferred to the Group for any reasons relating to the Relevant Xinyuan Real Estate Group, the Relevant Xinyuan Real Estate Group undertook the Group to replace the Target Properties with cash or other assets to ensure that the said offsetting amount under the relevant Offsetting Debt Agreements

remains unchanged, we concur with the Directors' view that the terms of the Offsetting Debt Agreements are on normal commercial terms and are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

4. The valuation of the Target Properties

河南興源資產評估事務所有限公司 (Henan Xinyuan Asset Appraisal Firm Co., Ltd.) (the “**Independent Valuer**”) has been appointed to appraise the market value of the Target Properties as at 30 April 2025 (the “**Valuation**”). In their opinion, the market value of the Target Properties as at 30 April 2025 is RMB29,347,820. The full text of the valuation report (the “**Valuation Report**”) is set out in Appendix I to the Circular, and the Independent Shareholders are recommended to read in full.

4.1 The qualification and scope of work of the Independent Valuer

We have conducted an interview with the Independent Valuer to enquire to their qualification and experience in valuing similar properties in the PRC and their independence. In our review of the engagement letter between the Company and the Independent Valuer and other relevant information provided by the Independent Valuer, we noted that the Independent Valuer is a qualified asset appraisal firm to perform valuation works in the PRC, and the responsible person of the Independent Valuer is a certified valuer who has over 19 years of experience in conducting valuation of properties in the PRC and possesses sufficient qualifications and experience in valuing similar properties in the PRC. We have also enquired with the Independent Valuer as to their independence, and were given to understand that the Independent Valuer is independent of the Group and the Xinyuan Real Estate Group. The Independent Valuer confirmed that they were not aware of any relationship or interest between themselves and the Group, the Xinyuan Real Estate Group or any other parties that would reasonably be considered to affect their independence to act as the independent valuer for the Company. The Independent Valuer also confirmed that apart from normal professional fees paid or payable to them in connection with their appointment as the Independent Valuer, no other arrangements exist whereby they will receive any fees or benefits from the Group and the Xinyuan Real Estate Group. We have also reviewed the terms of engagement of the Independent Valuer, in particular in relation to their scope of work. We noted that their scope of work is appropriate to form the opinion required to be given and there are no limitations on the scope of work which might adversely impact on the degree of assurance given by the Independent Valuer in the Valuation Report. We have also performed work as required under note (1)(d) to Rule 13.80 of the Listing Rule in relation to the Independent Valuer and its work as regards the Valuation. Based on the above, we are satisfied with the terms of engagement of the Independent Valuer as well as their qualification and experience for performing the Valuation, and we are of the view that the scope of work of the Independent Valuer is appropriate. We therefore consider it appropriate to rely on their work and opinion.

4.2 Valuation methodologies

We have reviewed the Valuation Report and discussed with the Independent Valuer the methodologies, bases and assumptions adopted in arriving at the Valuation. We understood that the Independent Valuer has considered three generally accepted approaches, namely, market approach, income approach and cost approach and adopted the market approach in the Valuation due to the following considerations:

- (a) income approach is not considered because it requires significant level of subjective assumptions to be made to arrive at financial projections, to which the valuation is highly dependent on the numerous assumptions over a long-time horizon prepared by the management of the Group and the result may be very sensitive to certain inputs;
- (b) cost approach is not considered because it is usually adopted for property with specific nature and lack of sales transactions of properties of the same characteristics in the vicinity. Sales transactions of similar properties as Target Properties are available in the market; and
- (c) market approach is considered because it reflects the recent market price which buyers and sellers are willing to transact for similar properties in the surrounding locations as the Target Properties. It is based on a direct comparison approach by assuming sales of the Target Properties in their existing state by making reference to comparable sales transactions as available in the relevant market.

In view of the availability of recent market information of comparable sales transactions in the similar location of the Target Properties and our understanding from the Independent Valuer that the direct comparison approach as adopted in the market approach is a commonly adopted valuation for property valuation which is in line in the market practice, we concur with the Independent Valuer that the market approach is the most appropriate approach in arriving at the market value of the Target Properties.

4.3 Comparable selections and adjustment factors

Based on the direct comparison approach, the Independent Valuer has identified three comparable properties for each of the Target Properties within the locality of the Target Properties with similar characteristics. We have reviewed the list of comparable properties to each of the Target Properties and noted that each of the comparable properties are (i) properties having the same usage as the Target Properties; (ii) in the vicinity of the respective Target Properties; and (iii) sourced from property agents and the Independent Valuer's internal database. As discussed with the Independent Valuer, the comparable properties selected were the comparable properties within the locality of each of the Target Properties based on information available. As the comparable

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

properties are all properties that share the same usage and location as the respective Target Properties, we consider the selection factors of the comparable properties used by the Independent Valuer appropriate. For our due diligence purpose, we have cross checked the recent sales price of each of the comparable properties by independently assessing the public record, which is found to be consistent with that adopted by the Independent Valuer.

We have obtained from the Independent Valuer the underlying workings in deriving the appraised market value of the Target Properties, which includes details of the adjustments made to each of the comparable properties and the rationale in adopting different market value for different types of properties of the Target Properties. We understand appropriate adjustments and analysis are considered by the Independent Valuer to the differences in several aspects including transaction date, nature of comparable properties, location and accessibility, building age and other characters between the comparable properties and the Target Properties to arrive at the market value. We have also performed independent research on property valuation reports published in the past twelve months and noted that these adjustments are commonly applied, and we have not identified any major factors that cause us to doubt the reasonableness of the application of adjustments by the Independent Valuer. The general basis of adjustment is that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made. The adjustment range for each factor is -11% to 13%, positive adjustment factors were applied for comparable properties which have older transaction date, poorer location and accessibility and older building age while negative adjustment factors were applied for comparable properties which have better location and accessibility. The Independent Valuer then summed up the adjustment factors to reach the total adjustment, which ranged from -11% to 13%. The Independent Valuer has then adopted different market price for different types of properties of the Target Properties based on its characteristics including (i) size, (ii) building age, and (iii) floor, which were made by reference to the comparable properties and data from real estate marketers and agents as consulted by the Independent Valuer. Taking into account the view of the Independent Valuer that such adjustment range for different types of properties is common in the area where the Target Properties are located, we consider such range of adjustment reasonable. As discussed with the Independent Valuer, the aforementioned adjustments were made in accordance with relevant valuation standards and requirement and are common market practice in conducting valuation of similar properties. Based on the aforesaid, we consider the adjustments made appropriate.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

4.4 *Our view*

Based on the above and having considered that (i) the Independent Valuer is independent, qualified and experienced with sufficient knowledge, skills and understanding necessary to prepare the Valuation Report competently; and (ii) the bases, assumptions and methodologies applied in the Valuation are fair and reasonable, we concur with the view of the management of the Company that the Valuation Report is an appropriate reference in determining the consideration of the Target Properties under the Offsetting Debt Agreement.

5. **Possible financial impact of the Group**

As set out in the Letter from the Board, the aggregate consideration of the Target Properties is RMB29,334,247 which shall be offset against the Outstanding Accounts Receivables. Upon the offset under the Debts Settlement Agreements, the Outstanding Accounts Receivables will be derecognised and the outstanding receivables will be amounted to approximately RMB44.2 million. Also, each of the Target Properties will be recognised as inventories on the respective completion date and the impact from the subsequent sales of the Target Properties will be reflected in the profit or loss in the future. As discussed with the Company, it is expected there will be no material adverse impact on (a) the financial position and earnings, and (b) the business and operation of the Group associated with the transactions pursuant to Offsetting Debt Agreements.

OPINION AND RECOMMENDATION

Having taken into account the above principal factors and reasons, we are of the view that (i) although the entering into of the Offsetting Debt Agreements is not conducted in the ordinary and usual course of business of the Group, the terms of the Offsetting Debt Agreements are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; and (ii) the Offsetting Debt Agreements are in the interests of the Company and the Shareholders as a whole. Accordingly, we advise the Independent Board Committee to recommend, and we ourselves recommend, the Independent Shareholders to vote in favour of the resolutions in relation to the Offsetting Debt Agreements to be proposed at the EGM.

Yours faithfully,
For and on behalf of
Rainbow Capital (HK) Limited
Danny Leung
Managing Director

Mr. Danny Leung is a licensed person and a responsible officer of Rainbow Capital (HK) Limited registered with the Securities and Futures Commission to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO. He has over ten years of experience in the corporate finance industry.

The following is the text of a letter and valuation report prepared for the purpose of incorporation in this circular received from the Independent Valuer, 河南興源資產評估事務所有限公司 (Henan Xingyuan Asset Appraisal Firm Co., Ltd.), an independent qualified valuer, in connection with the valuation of the Target Properties.*

The Board of Directors

Xinyuan Property Management Service (Cayman) Ltd.

9/F., Wah Yuen Building

149 Queen's Road Central

Hong Kong

Dear Sirs,

In accordance with the instructions of Xinyuan Property Management Service (Cayman) Ltd. (the “**Company**”) to value the various residential units, car parking spaces and underground storages held by Xinyuan Real Estate Co., Ltd. (“**Xinyuan Real Estate Holdings**”, one of the Controlling Shareholders of the Company) and its subsidiaries (hereinafter together referred to as “**Xinyuan Real Estate Group**”) in the People's Republic of China (the “**PRC**”), we confirm that we have carried out inspections, made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion on the market values of the selected property interests as at 30 April 2025 (the “**valuation date**”).

Our valuation is carried out on a market value basis. Market value is defined as “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

We have valued the property interests by the comparison approach assuming sale of the property interests in their existing state with the benefit of immediate vacant possession and by making reference to comparable sales transactions as available in the market. This approach rests on the wide acceptance of the market transactions as the best indicator and pre-supposes that evidence of relevant transactions in the market place can be extrapolated to similar properties, subject to allowances for variable factors.

Our valuation has been made on the assumption that the seller sells the property interests in the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the values of the property interests.

No allowance has been made in our report for any charge, mortgage or amount owing on any of the property interests valued nor for any expense or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the properties are free from encumbrances, restrictions and outgoings of an onerous nature, which could affect their values.

In valuing the property interests, we have complied with all requirements contained in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities issued by the Stock Exchange of Hong Kong Limited; the China Valuation Standards published by China Appraisal Society (CAS), and the International Valuation Standards published by the International Valuation Standards Council.

We have relied to a very considerable extent on the information given by the Company and Xinyuan Real Estate Group and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

We have been shown copies of title documents including State-owned Land Use Rights Certificates, Building Ownership Certificates, Real Estate Title Certificates and other official plans relating to the property interests and have made relevant enquiries. Where possible, we have examined the original documents to verify the existing title to the property interests in the PRC and any material encumbrance that might be attached to the property interests or any tenancy amendment. We have relied considerably on the advice given by the Company's PRC Legal Adviser Beijing Chang An Law Firm, concerning the validity of the property interests in the PRC.

We have not carried out detailed measurements to verify the correctness of the areas in respect of the properties but have assumed that the areas shown on the title documents and official site plans handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations. No on-site measurement has been taken.

We have inspected the exterior and, where possible, the interior of the properties. However, we have not carried out investigation to determine the suitability of the ground conditions and services for any development thereon. Our valuation has been prepared on the assumption that these aspects are satisfactory. Moreover, no structural survey has been made, but in the course of our inspection, we did not note any serious defect. We are not, however, able to report whether the properties are free of rot, infestation or any other structural defect. No tests were carried out on any of the services.

Inspection of the properties was carried out in August 2024 and May 2025 by Zhanwang Xuan. Zhanwang Xuan is a China Registered Real Estate Appraiser and a China Certified Public Valuer who has more than 20 years' experience in the valuation of properties in the PRC.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Company and Xinyuan Real Estate Group. We have also sought confirmation from the Company and Xinyuan Real Estate Group that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to arrive at an informed view, and we have no reason to suspect that any material information has been withheld.

Unless otherwise stated, all monetary figures stated in this report are in Renminbi (RMB).

Our summary of values and valuation certificates are attached below for your attention.

Yours faithfully,

For and on behalf of

Henan Xingyuan Asset Appraisal Firm Co., Ltd.

Shuqin Bao

CPV

Managing Director

Note: Shuqin Bao is a Certified Public Valuer who has 19 years' experience in the valuation of properties in the PRC.

Zhanwang Xuan

CREA, CPV

Deputy Managing Director

Note: Zhanwang Xuan is a Registered China Real Estate Appraiser and China Public Valuer who has 20 years' experience in the valuation of properties in the PRC.

SUMMARY OF VALUES

Part A: Property interests held by Xinyuan Real Estate Group in the PRC

No.	Property	Market value in existing state as at 30 April 2025 RMB
1.	2 duplex villas of R3 of Qingdao Lingshanwan Longxi Located at southern side of Xingyun Road and western side of Huashanzhong Road Huangdao District Qingdao City Shandong Province The PRC (青島靈山灣龍璽R3的2個複式別墅)	8,417,000
2.	1 residential unit of Tianjin Xinyuan Tangquan Shijia Located at Jian East Road Sicundian Town Wuqing District Tianjin City The PRC (天津鑫苑湯泉世家的1個住宅單元)	418,500
3.	1 commercial unit of Zhengzhou Xinyang Zhengxi Mingjia Phase IV Located at Zhengshang Road Xinyang City Zhengzhou City Henan Province The PRC (鄭州滎陽鄭西鑫苑名家四期的1個商業單元)	1,403,000
4.	1 residential unit of Zhengzhou Xinyuancheng No. 5 Courtyard Located at Northeast of the intersection of Fengzhuang East Road and Ganjiang Road Guancheng District Zhengzhou City Henan Province The PRC (鄭州鑫苑城五號院的1個住宅單元)	3,066,100

No.	Property	Market value in existing state as at 30 April 2025 <i>RMB</i>
5.	9 car parking spaces of Xi'an Xinyuanfu Phase I Located at Southeast corner of the intersection of Chang'an Hangtian Middle Road and Yanta South Road Chang'an District Xi'an City Shaanxi Province The PRC (西安鑫苑府一期的9個車位)	1,372,100
6.	7 car parking spaces and 2 underground storage of Beijing Xinyuan Garden Located at East District Cuijing South Village Liyuan Town Tongzhou District Beijing City The PRC (北京鑫苑景園的7個車位和2個儲藏室)	2,954,100
Total:		17,630,800

Part B: Property interests held by Xinyuan Real Estate Group in the PRC

No. Property	Market value in existing state as at 30 April 2025 RMB
7. 3 residential units of R4 of Qingdao Lingshanwan Longxi Located at southern side of Xingyun Road and western side of Huashanzhong Road Huangdao District Qingdao City Shandong Province The PRC (青島靈山灣龍璽R4的3個住宅單元)	8,319,200
8. 85 car parking spaces of Zhengzhou Xinyuan Mingcheng Located at Eastsouth corner of intersection of Songshan South Road and Guijiang Road Erqi District Zhengzhou City Henan Province The PRC (鄭州鑫苑名城的85個車位)	3,397,820
Total:	11,717,020

Part A:

VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 30 April 2025 RMB
1.	2 duplex villas of R3 of Qingdao Lingshanwan Longxi Located at southern side of Xingyun Road and western side of Huashanzhong Road Huangdao District Qingdao City Shandong Province The PRC (青島靈山灣龍璽R3的2個複式別墅)	The property comprises 2 duplex villas and 3 residential units within a residential development known as Qingdao Lingshanwan Longxi completed in 2023. As the information provided by the Company, the villa units are on the first and second floor of two 4-storey villas. The property has a total floor area of 355.60 sq.m.. The land use rights of the property have been granted for terms expiring on 31 July 2057 for retail use and 31 July 2087 for residential use.	As at the valuation date, the property was vacant.	8,417,000

Notes:

- Pursuant to a State-owned Land Use Rights Certificates – Lu (2020) Qing Dao Shi Huang Dao Qu Bu Dong Chan Quan Di Nos. 0139868, the land use rights of a parcel of land (including the land use rights of the property) with a site area of approximately 113,047 sq.m. have been granted to Qingdao Huiju Zhihui City Industry Development Co., Ltd. (青島慧據智慧城市產業發展有限公司, “Qingdao Huiju”, a subsidiary of Xinyuan Real Estate Holdings) for terms expiring on 31 July 2057 for retail use and 31 July 2087 for residential use.
- Pursuant to a Construction Work Planning Permit – Jian Zi Di No. 370200202017049 in favour of Qingdao Huiju, Qingdao Lingshanwan Longxi (including the property) with a gross floor area of approximately 213,116.42 sq.m. has been approved for construction.
- Pursuant to a Construction Work Commencement Permit – No. 370211202305250101 in favour of Qingdao Huiju, permissions by the relevant local authority were given to commence the construction of portions of Qingdao Lingshanwan Longxi (including the property) with a gross floor area of approximately 5,506.8 sq.m..
- Pursuant to a Construction Work Completion and Inspection Table in favour of Qingdao Huiju, the construction of portions of Qingdao Lingshanwan Longxi (including the property) with a gross floor area of approximately 15,920.39 sq.m. has been completed and passed the inspection acceptance.
- Pursuant to a Modification Agreement of a Mortgage Contract – No. MHAHJ20240124 entered into between Qingdao Huiju and Qingdao Rongfu Huijin Asset Management Co., Ltd. (青島融富匯金資產管理有限公司), the property is subject to a mortgage in favour of Qingdao Rongfu Huijin Asset Management Co., Ltd. as security to guarantee the obligation for an amount of RMB250,000,000 for a period from 21 October 2022 to 20 October 2025.

6. Our valuation has been made on the following basis and analysis:

We have identified and analyzed various relevant sales evidences of villa units within the locality which have the similar characteristics as the property and selected three comparable properties listed in the past 6 months. The sale price of these comparables ranges from RMB21,111 to RMB22,500 per sq.m. for villa units. Appropriate adjustments and analysis are considered to the differences in several aspects including nature of comparables, location and accessibility, building age and other characters between the comparables and the property to arrive at the market value. The adjustment range for each factor is -1% to 1%, and we summed up the adjustment factors to reach the total adjustment. The general basis of adjustment is that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made. Details of the three comparables of villa and residential units and adjustments are set out as below, the list of the comparables is exhaustive based on the above selection criteria as at the time we performed the valuation of the property.

	Comparable A	Comparable B	Comparable C
Project	Qingdao Lingshanwan Longxi	Qingdao Lingshanwan Longxi	Qingdao Lingshanwan Longxi
Location	Southern side of Xingyun Road and western side of Huashanzhong Road, Huangdao District Qingdao City	Southern side of Xingyun Road and western side of Huashanzhong Road, Huangdao District Qingdao City	Southern side of Xingyun Road and western side of Huashanzhong Road, Huangdao District Qingdao City
Usage	Villa	Villa	Villa
Year of Completion	2021	2021	2021
Floor	L1-L2	L1-L2	L1-L2
Unit Rate Before Adjustment (RMB/space)	21,622	22,500	21,111
Adjustment factors:			
Time	0%	0%	0%
Asking Price	0%	0%	0%
Location and External Factors	0%	0%	0%
Physical Characteristics	-1%	-1%	1%
Legal Factors	0%	0%	0%
Total Adjustments	-1%	-1%	1%
Unit Rate After Adjustments (RMB/space)	21,410	22,279	21,324

Based on the analysis of the above comparables, the adjusted average unit rate of the comparables is RMB21,670 per sq.m. for villa units.

7. We have been provided with a legal opinion regarding the property interest by the Company's PRC Legal Adviser, which contains, *inter alia*, the following:
- Qingdao Huiju has the right to occupy, use, benefit from or otherwise dispose of the property in compliance with the regulations of PRC laws.
 - The property is subject to a mortgage.

VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 30 April 2025 RMB
2.	1 residential unit of Tianjin Xinyuan Tangquan Shijia Located at Jian East Road Sicundian Town Wuqing District Tianjin City The PRC (天津鑫苑湯泉世家的1個住宅單元)	The property comprises 1 residential unit within a residential development known as Tianjin Xinyuan Tangquan Shijia completed in 2021. As the information provided by the Company, the residential unit is on the 29th floor of a 30-storey building. The property has a total floor area of 86.20 sq.m.. The land use rights of the property have been granted for terms expiring on 29 January 2085 for residential use.	As at the valuation date, the property was vacant.	418,500

Notes:

- Pursuant to a State-owned Land Use Rights Certificates – Fang Di Zheng Jin Zi Di No. 122051500370, the land use rights of a parcel of land (including the land use rights of the property) with a total site area of approximately 131,581.30 sq.m. have been granted to Tianjin Xinyuan Real Estate Co., Ltd. (天津鑫苑置業有限公司, “Tianjin Xinyuan”, a subsidiary of Xinyuan Real Estate Holdings) for a term expiring on 29 January 2085 for residential use.
- Pursuant to a Construction Work Planning Permit – 2018 Wu Qing Zhu Zheng No. 0001 in favour of Tianjin Xinyuan, portions of Tianjin Xinyuan Tangquan Shijia (including the property) with a gross floor area of approximately 71,488.10 sq.m. have been approved for construction.
- Pursuant to a Construction Work Commencement Permit – No. 1201142018021103121 in favour of Tianjin Xinyuan, permissions by the relevant local authority were given to commence the construction of portions of Tianjin Xinyuan Tangquan Shijia (including the property) with a gross floor area of approximately 96,447.52 sq.m..
- Our valuation has been made on the following basis and analysis:

We have identified and analyzed various relevant sales evidences of the residential units within the locality which have the similar characteristics as the property and selected three comparable properties listed in the past 6 months. The sale price of these comparables ranges from RMB4,539 to RMB5,466 per sq.m. for residential units. Appropriate adjustments and analysis are considered to the differences in several aspects including nature of comparables, location and accessibility, building age and other characters between the comparables and the property to arrive at the market value. The adjustment range for each factor is -2% to 0%, and we summed up the adjustment factors to reach the total adjustment. The general basis of adjustment is that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made. Details of the three comparables of residential units and adjustments are set out as below, the list of the comparables is exhaustive based on the above selection criteria as at the time we performed the valuation of the property.

	Comparable A	Comparable B	Comparable C
Project	Tianjin Xinyuan	Tianjin Xinyuan	Tianjin Xinyuan
	Tangquan Shijia	Tangquan Shijia	Tangquan Shijia
Location	Jian East Road, Sicundian Town, Wuqing District, Tianjin City	Jian East Road, Sicundian Town, Wuqing District, Tianjin City	Jian East Road, Sicundian Town, Wuqing District, Tianjin City
Usage	Residential	Residential	Residential
Year of Completion	2019	2019	2019
Floor	L15	L15	L5
Unit Rate Before Adjustment (RMB/space)	4,539	4,949	5,466
Adjustment factors:			
Time	0%	0%	0%
Asking Price	0%	0%	0%
Location and External Factors	-2%	-2%	0%
Physical Characteristics	0%	-2%	-2%
Legal Factors	0%	0%	0%
Total Adjustments	-2%	-4%	-2%
Unit Rate After Adjustments (RMB/space)	4,450	4,756	5,358

Based on the analysis of the above comparables, the adjusted average unit rate of the comparables is RMB4,855 per sq.m. for residential units.

- We have been provided with a legal opinion regarding the property interest by the Company's PRC Legal Adviser, which contains, *inter alia*, the following:

Tianjin Xinyuan has the right to occupy, use, benefit from or otherwise dispose of the property in compliance with the regulations of PRC laws.

VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 30 April 2025 RMB
3.	1 commercial unit of Zhengzhou Xingyang Zhengxi Mingjia Phase IV Located at Zhengshang Road Xingyang City Zhengzhou City Henan Province The PRC (鄭州榮陽鄭西鑫苑名家四期的1個商業單元)	The property comprises 1 commercial unit within a residential development known as Xingyang Zhengxi Mingjia Phase IV completed during 2023. As the information provided by the Company, the commercial unit is on the first floor of a 2-storey building. The property has a total floor area of 187.99 sq.m.. The land use rights of the property have been granted for terms expiring on 10 September 2084 for residential use.	As at the valuation date, the property was vacant.	1,403,000

Notes:

- Pursuant to a State-owned Land Use Rights Certificate – Yu (2016) Xing Yang Shi Bu Dong Chan Quan Di No. 0000465, the land use rights of a parcel of land (including the land use rights of the property) with a total site area of approximately 9,975.78 sq.m. have been granted to Xingyang Xinyuan Real Estate Co., Ltd. (榮陽鑫苑置業有限公司, “Xingyang Xinyuan”, a subsidiary of Xinyuan Real Estate Holdings) for a term expiring on 10 September 2084 for residential use.
- Pursuant to a Construction Work Planning Permit – Xing Gui Jian Zi (Fu) Di No. 410182201826013 in favour of Xingyang Xinyuan, portions of Zhengzhou Xingyang Zhengxi Mingjia Phase IV (including the property) with a gross floor area of approximately 26,247.88 sq.m. have been approved for construction.
- Pursuant to a Construction Work Commencement Permit – No. 410182202209230101 in favour of Xingyang Xinyuan, permissions by the relevant local authority were given to commence the construction of portions of Zhengzhou Xingyang Zhengxi Mingjia Phase IV (including the property) with a gross floor area of approximately 26,247.88 sq.m..
- Pursuant to a Construction Work Completion and Inspection Table in favour of Xingyang Xinyuan, the construction of portions of Zhengzhou Xingyang Zhengxi Mingjia Phase IV (including the property) with a gross floor area of approximately 26,212.70 sq.m. has been completed and passed the inspection acceptance.
- Our valuation has been made on the following basis and analysis:

We have identified and analyzed various relevant sales evidences of the commercial units within the locality which have the similar characteristics as the property and selected three comparable properties listed in the past 6 months. The sale price of these comparables ranges from RMB7,557 to RMB7,716 per sq.m. for commercial units. Appropriate adjustments and analysis are considered to the differences in several aspects including nature of comparables, location and accessibility, building age and other characters between the comparables and the property to arrive at the market value. The adjustment range for each factor is -2% to 0%, and we summed up the adjustment factors to reach the total adjustment. The general basis of adjustment is that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made. Details of the three comparables of commercial units and adjustments are set out as below, the list of the comparables is exhaustive based on the above selection criteria as at the time we performed the valuation of the property.

	Comparable A	Comparable B	Comparable C
Project	Jianhai Lvyin Peninsula	Jianhai Lvyin Peninsula	Jianhai Lvyin Peninsula
Location	Jian East Road, Sicundian Town, Wuqing District, Tianjin City	Jian East Road, Sicundian Town, Wuqing District, Tianjin City	Jian East Road, Sicundian Town, Wuqing District, Tianjin City
Usage	Commercial	Commercial	Commercial
Year of Completion	2016	2016	2016
Floor	L1	L1	L1
Unit Rate Before Adjustment (<i>RMB/space</i>)	7,557	7,716	7,716
Adjustment factors:			
Time	-1%	-1%	-1%
Asking Price	0%	0%	0%
Location and External Factors	0%	0%	0%
Physical Characteristics	-2%	-1%	-2%
Legal Factors	0%	0%	0%
Total Adjustments	-3%	-2%	-3%
Unit Rate After Adjustments (<i>RMB/space</i>)	7,335	7,564	7,490

Based on the analysis of the above comparables, the adjusted average unit rate of the comparables is RMB7,463 per sq.m. for commercial units.

6. We have been provided with a legal opinion regarding the property interest by the Company's PRC Legal Adviser, which contains, *inter alia*, the following:

Xingyang Xinyuan has the right to occupy, use, benefit from or otherwise dispose of the property in compliance with the regulations of PRC laws.

VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 30 April 2025 RMB
4.	1 residential unit of Zhengzhou Xinyuancheng No. 5 Courtyard Located at Northeast of the intersection of Fengzhuang East Road and Ganjiang Road Guancheng District Zhengzhou City Henan Province The PRC (鄭州鑫苑城五號院的1個住宅單元)	The property comprises 1 residential unit within a residential development known as Zhengzhou Xinyuancheng No. 5 Courtyard completed in 2023. As the information provided by the Company, the residential unit is on the first floor to third floor of a 27-storey residential building. The property has a total floor area of 217.67 sq.m.. The land use rights of the property have been granted for terms expiring on 12 August 2088 for residential use.	As at the valuation date, the property was vacant.	3,066,100

Notes:

- Pursuant to a State-owned Land Use Rights Certificate – Yu (2018) Zheng Zhou Shi Bu Dong Chan Quan Di No. 0200334, the land use rights of a parcel of land (including the land use rights of the property) with a site area of approximately 50,965.7 sq.m. have been granted to Xinyuan Guangsheng Real Estate Co., Ltd. (河南鑫苑廣晟置業有限公司, “Xinyuan Guangsheng”, a subsidiary of Xinyuan Real Estate Holdings) for a term expiring on 12 August 2088 for residential use.
- Pursuant to a Construction Work Planning Permit – Jian Zi Di No. 410100201809290 in favour of Xinyuan Guangsheng, Zhengzhou Xinyuancheng No. 5 Courtyard (including the property) with a gross floor area of approximately 305,993.07 sq.m. have been approved for construction.
- Pursuant to a Construction Work Commencement Permit – No. 410100201812250101 in favour of Xinyuan Guangsheng, permissions by the relevant local authority were given to commence the construction of Zhengzhou Xinyuancheng No. 5 Courtyard (including the property) with a gross floor area of approximately 305,993.07 sq.m..
- Pursuant to a Statement Regarding the Xinyuan City No. 5 Courtyard Project (as a prerequisite document for real estate ownership registration in Zhengzhou), the construction of portions of Zhengzhou Xinyuancheng No. 5 Courtyard (including the property) with a gross floor area of approximately 289,124.39 sq.m. has been completed and passed the inspection acceptance.
- Our valuation has been made on the following basis and analysis:

We have identified and analyzed various relevant sales evidences of the residential units within the locality which have the similar characteristics as the property and selected three comparable properties listed in the past 6 months. The sale price of these comparables ranges from RMB13,411 to RMB15,892 per sq.m. for residential units. Appropriate adjustments and analysis are considered to the differences in several aspects including nature of comparables, location and accessibility, building age and other characters between the comparables and the property to arrive at the market value. The adjustment range for each factor is -4% to 0%, and we summed up the adjustment factors to reach the total adjustment. The general basis of adjustment is that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made. Details of the three comparables of

residential units and adjustments are set out as below, the list of the comparables is exhaustive based on the above selection criteria as at the time we performed the valuation of the property.

	Comparable A	Comparable B	Comparable C
Project	Zhengzhou Xinyuancheng No. 5 Courtyard	Zhengzhou Xinyuancheng No. 5 Courtyard	Zhengzhou Xinyuancheng No. 5 Courtyard
Location	Northeast of the intersection of Fengzhuang East Road and Ganjiang Road, Guancheng District, Zhengzhou City	Northeast of the intersection of Fengzhuang East Road and Ganjiang Road, Guancheng District, Zhengzhou City	Northeast of the intersection of Fengzhuang East Road and Ganjiang Road, Guancheng District, Zhengzhou City
Usage	Residential	Residential	Residential
Year of Completion	2023	2023	2023
Floor	Low level	Low level	Low level
Unit Rate Before Adjustment (<i>RMB/space</i>)	13,411	15,892	15,562
Adjustment factors:			
Time	0%	-1%	-1%
Asking Price	0%	0%	0%
Location and External Factors	-2%	-2%	-2%
Physical Characteristics	-3%	-4%	-3%
Legal Factors	0%	0%	0%
Total Adjustments	-5%	-7%	-6%
Unit Rate After Adjustments (<i>RMB/space</i>)	12,765	14,827	14,666

Based on the analysis of the above comparables, the adjusted average unit rate of the comparables is RMB14,086 per sq.m. for residential units.

- We have been provided with a legal opinion regarding the property interest by the Company's PRC Legal Adviser, which contains, *inter alia*, the following:

Xinyuan Guangsheng has the right to occupy, use, benefit from or otherwise dispose of the property in compliance with the regulations of PRC laws.

VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 30 April 2025 RMB
5.	9 car parking spaces of Xi'an Xinyuanfu Phase I Located at Southeast corner of the intersection of Chang'an Hangtian Middle Road and Yanta South Road Chang'an District Xi'an City Shaanxi Province The PRC (西安鑫苑府一期的9個車位)	The property comprises 461 underground car parking spaces within a residential development known as Xi'an Xinyuanfu Phase I completed in 2024. As advised by the Company and Xinyuan Real Estate Group, 4 car parking spaces are standard car parking spaces on B1 floor, and 5 car parking spaces are standard car parking spaces on B2 floor. The land use rights of the property have been granted for a term expiring on 5 February 2052 for commercial and financial use.	As at the valuation date, the property was vacant.	1,372,100

Notes:

- Pursuant to a State-owned Land Use Rights Certificate – Shan (2020) Xi An Shi Bu Dong Chan Quan Di No. 0324661, the land use rights of a parcel of land (including the land use rights of the property) with a site area of approximately 73,869.89 have been granted to Xi'an Dingrun Real Estate Co., Ltd (西安鼎潤置業有限公司, "Xi'an Dingrun", a subsidiary of Xinyuan Real Estate Holdings) for a term expiring on 5 February 2052 for commercial and financial use.
- Pursuant to a Construction Work Planning Permit – Jian Zi Di No. 610116202030289HT in favour of Xi'an Dingrun, Xi'an Xinyuanfu Phase I (including the property) with a gross floor area of approximately 293,428.64 sq.m. have been approved for construction.
- Pursuant to a Construction Work Commencement Permit – No. 610147202108060101 in favour of Xi'an Dingrun, permissions by the relevant local authority were given to commence the construction of portions of Xi'an Xinyuanfu Phase I (including the property) with a gross floor area of approximately 127,163.06 sq.m..
- Pursuant to a Construction Work Completion and Inspection Table in favour of Xi'an Dingrun, the construction of portions of Xi'an Xinyuanfu Phase I (including the property) with a gross floor area of approximately 127,163.06 sq.m. has been completed and passed the inspection acceptance.
- Our valuation has been made on the following basis and analysis:

We have identified and analyzed various relevant sales evidences of carparking spaces within the locality which have the similar characteristics as the property and selected three comparable properties listed in the past 6 months. The sale price of these comparables ranges from RMB140,000 to RMB160,000 per space for carparking spaces. Appropriate adjustments and analysis are considered to the differences in several aspects including nature of comparables, location and accessibility, building age and other characters between the comparables and the property to arrive at the market value. The adjustment range for each factor is -11% to 0%, and we summed up the adjustment factors to reach the total adjustment. The general basis of adjustment is that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made. Details of the three comparables and adjustments are set out as below, the list of the comparables is exhaustive based on the above selection criteria as at the time we performed the valuation of the property.

	Comparable A	Comparable B	Comparable C
Project	Tianchi Yifu (天賜頤府)	Hangdu Oasis (航都綠洲)	R&F City South Area (富力城南區)
Location	Shenzhou 3rd Road, Chang'an District, Xi'an City	Hangkai Road, Chang'an District, Xi'an City	Shenzhou 4th Road, Chang'an District, Xi'an City
Usage	Carparking	Carparking	Carparking
Year of Completion	2014	2014	2012
Floor	B1	B1	B1
Unit Rate Before Adjustment (RMB/space)	160,000	140,000	140,000
Adjustment factors:			
Time	0%	0%	0%
Asking Price	0%	0%	0%
Location and External Factors	0%	0%	0%
Physical Characteristics	0%	-11%	-11%
Legal Factors	0%	0%	0%
Total Adjustments	0%	-11%	-11%
Unit Rate After Adjustments (RMB/space)	160,000	155,400	155,400

Based on the analysis of the three comparables, the adjusted average unit rate of the three comparables is RMB156,900 per space for car parking spaces on B1. The unit rate of the car parking spaces on B2 can be adjusted based on their differences in terms of floor. The unit rate adopted for the car parking spaces on B2 is 146,900 per space.

6. We have been provided with a legal opinion regarding the property interest by the Company's PRC Legal Adviser, which contains, *inter alia*, the following:
 - a. Xi'an Dingrun has the right to occupy, use, benefit from or otherwise dispose of the property in compliance with the regulations of PRC laws.
 - b. The property is subject to a priority right of project owners, meaning that the property should be leased or sold preferentially to owners within the same project.

VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 30 April 2025 RMB
6.	7 car parking spaces and 2 storage of Beijing Xinyuan Garden Located at East District Cuijing South Village Liyuan Town Tongzhou District Beijing City The PRC (北京鑫苑景園的7個車位和2個儲藏室)	The property comprises 7 underground car parking spaces and 2 underground storages within a residential development known as Beijing Xinyuan Garden completed in 2024. As advised by the Company and Xinyuan Real Estate Group, the car parking spaces are standard car parking spaces on B1 floor and the storages is on B2 floor. The 2 underground storage has a total floor area of 32.35 sq.m.. The land use rights of the property have been granted for a term expiring on 18 November 2073 for residential use, 18 November 2043 for commercial, underground commercial and commercial (ancillary) uses, and 18 November 2053 for office, underground car parking, underground storage and office (public service facility) uses.	As at the valuation date, the property was vacant.	2,954,100

Notes:

- Pursuant to a State-owned Land Use Rights Certificate – Jing (2020) Tong Bu Dong Chan Quan Di No. 0030902, the land use rights of a parcel of land (including the land use rights of the property) with a site area of approximately 42,443.60 sq.m. have been granted to Beijing Ruihaorongtong Real Estate Development Co., Ltd (北京睿豪榮通房地產開發有限公司, “Ruihao Rongtong”, a subsidiary of Xinyuan Real Estate Holdings) for terms expiring on 18 November 2073 for residential use, 18 November 2043 for commercial, underground commercial and commercial (ancillary) uses, and 18 November 2053 for office, underground car parking, underground storage and office (public service facility) uses.
- Pursuant to a Construction Work Planning Permit – Jian Zi Di No. 110112202000127 in favour of Ruihao Rongtong, portions of Beijing Xinyuan Garden (including the property) with a gross floor area of approximately 112,025.86 sq.m. have been approved for construction.
- Pursuant to a Construction Work Commencement Permit – No. 110112202007160101 in favour of Ruihao Rongtong, permissions by the relevant local authority were given to commence the construction of portions of Beijing Xinyuan Garden (including the property) with a gross floor area of approximately 91,602.93 sq.m..
- Pursuant to a Construction Work Completion and Inspection Table in favour of Ruihao Rongtong, the construction of portions of Beijing Xinyuan Garden (including the property) with a gross floor area of approximately 112,025.9 sq.m. has been completed and passed the inspection acceptance.
- Our valuation has been made on the following basis and analysis:

We have identified and analyzed various relevant sales evidences of carparking spaces within the locality which have the similar characteristics as the property and selected three comparable properties listed in the past 6 months. The sale price of these comparables ranges from RMB320,000 to RMB340,000 per space for carparking

spaces. Appropriate adjustments and analysis are considered to the differences in several aspects including nature of comparables, location and accessibility, building age and other characters between the comparables and the property to arrive at the market value. The adjustment range for each factor is -4% to 0%, and we summed up the adjustment factors to reach the total adjustment. The general basis of adjustment is that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made. Details of the three comparables and adjustments are set out as below, the list of the comparables is exhaustive based on the above selection criteria as at the time we performed the valuation of the property.

	Comparable A	Comparable B	Comparable C
Project	K2 Yulanwan (K2玉蘭灣)	Huajianxi (花澗溪)	K2 Yulanwan (K2玉蘭灣)
Location	Yile North Street, Tongzhou District, Beijing City	Yunjing South Avenue, Tongzhou District, Beijing City	Yile North Street, Tongzhou District, Beijing City
Usage	Carparking	Carparking	Carparking
Year of Completion	2015	2010	2012
Floor	B1	B1	B1
Unit Rate Before Adjustment (RMB/space)	340,000	320,000	330,000
Adjustment factors:			
Time	0%	0%	0%
Asking Price	0%	0%	0%
Location and External Factors	0%	0%	0%
Physical Characteristics	-4%	-4%	-4%
Legal Factors	0%	0%	0%
Total Adjustments	-4%	-4%	-4%
Unit Rate After Adjustments (RMB/space)	353,600	332,800	343,200

Based on the analysis of the three comparables, the adjusted average unit rate of the three comparables is RMB343,200 per space. The unit rate of the underground storages can be adjusted based on their differences from standard parking spaces in terms of area and other factors. The unit rate adopted for the underground storage is 27,500 per sq.m..

6. We have been provided with a legal opinion regarding the property interest by the Company's PRC Legal Adviser, which contains, *inter alia*, the following:
 - a. Ruihao Rongtong has the right to occupy, use, benefit from or otherwise dispose of the property in compliance with the regulations of PRC laws.
 - b. The car parking spaces of the property are subject to a priority right of project owners, meaning that the property should be leased or sold preferentially to owners within the same project.

Part B:

VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 30 April 2025 RMB
7.	3 residential units of R4 of Qingdao Lingshanwan Longxi Located at southern side of Xingyun Road and western side of Huashanzhong Road Huangdao District Qingdao City Shandong Province The PRC (青島靈山灣龍璽R4的3個住宅單元)	The property comprises 3 residential units within a residential development known as Qingdao Lingshanwan Longxi completed during 2024. As the information provided by the Company, the residential units are on the third and fourth floor of a 13-storey building. The property has a total floor area of 445.15 sq.m.. The land use rights of the property have been granted for terms expiring on 31 July 2087 for residential use.	As at the valuation date, the property was vacant.	8,319,200

Notes:

- Pursuant to a State-owned Land Use Rights Certificates – Lu (2017) Qing Dao Shi Huang Dao Qu Bu Dong Chan Quan Di Nos. 0068359, the land use rights of a parcel of land (including the land use rights of the property) with a site area of approximately 89,829 sq.m. have been granted to Qingdao Huiju for terms expiring on 31 July 2087 for residential use.
- Pursuant to a Construction Work Planning Permit – Jian Zi Di No. 370200202017049 in favour of Qingdao Huiju, Qingdao Lingshanwan Longxi (including the property) with a gross floor area of approximately 213,116.42 sq.m. has been approved for construction.
- Pursuant to a Construction Work Commencement Permit – No. 370211202008260101 in favour of Qingdao Huiju, permissions by the relevant local authority were given to commence the construction of portions of Qingdao Lingshanwan Longxi (including the property) with a gross floor area of approximately 14,427.10 sq.m.
- Pursuant to a Land Mortgage Contract, the land use rights of R4 of Qingdao Lingshanwan Longxi (including the land use rights of the property) is subject to a mortgage to Qingdao Xifa Commercial Factoring Co., Ltd..
- Pursuant to a Land Mortgage Contract – No. XFBL20210602-DY-1 entered into between Qingdao Huiju and Qingdao Xifa Commercial Factoring Co., Ltd., the land use rights of R4 of Qingdao Lingshanwan Longxi (including the land use rights of the property) are subject to a mortgage in favour of Qingdao Xifa Commercial Factoring Co., Ltd. as security to guarantee the obligation for an amount of RMB500,000,000.
- Our valuation has been made on the following basis and analysis:

We have identified and analyzed various relevant sales evidences of residential units within the locality which have the similar characteristics as the property and selected three comparable properties listed in the past 6 months. The sale price of these comparables ranges from RMB18,181 to RMB19,423 for residential units. Appropriate adjustments and analysis are considered to the differences in several aspects including nature of comparables, location and accessibility, building age and other characters between the comparables and the property to arrive at the market value. The adjustment range for each factor is -2% to 2%, and we summed up the adjustment factors to reach the total adjustment. The general basis of adjustment is that if the comparable

property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made. Details of the three comparables of residential units and adjustments are set out as below, the list of the comparables is exhaustive based on the above selection criteria as at the time we performed the valuation of the property.

	Comparable A	Comparable B	Comparable C
Project	Qingdao Lingshanwan Longxi	Qingdao Lingshanwan Longxi	Qingdao Lingshanwan Longxi
Location	Southern side of Xingyun Road and western side of Huashanzhong Road, Huangdao District Qingdao City	Southern side of Xingyun Road and western side of Huashanzhong Road, Huangdao District Qingdao City	Southern side of Xingyun Road and western side of Huashanzhong Road, Huangdao District Qingdao City
Usage	Villa	Villa	Villa
Year of Completion	2021	2021	2021
Floor	L6	L6	L6
Unit Rate Before Adjustment (RMB/space)	19,423	18,434	18,181
Adjustment factors:			
Time	0%	0%	0%
Asking Price	0%	0%	0%
Location and External Factors	0%	0%	0%
Physical Characteristics	-2% to 0%	-2% to 2%	-2% to 2%
Legal Factors	0%	0%	0%
Total Adjustments	-2% to 0%	-2% to 2%	-2% to 2%
Unit Rate After Adjustments (RMB/space)	19,040 to 19,423	18,071 to 18,808	17,823 to 18,550

Based on the analysis of the above comparables, the adjusted average unit rate of the comparables is RMB18,310 to RMB18,930 for residential units.

7. We have been provided with a legal opinion regarding the property interest by the Company's PRC Legal Adviser, which contains, *inter alia*, the following:
 - a. Qingdao Huiju has the right to occupy, use, benefit from or otherwise dispose of the property in compliance with the regulations of PRC laws.
 - b. The property is subject to a mortgage.

VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 30 April 2025 RMB																
8.	85 car parking spaces of Zhengzhou Xinyuan Mingcheng Located at Eastsouth corner of intersection of Songshan South Road and Guijiang Road Erqi District Zhengzhou City Henan Province The PRC (鄭州鑫苑名城的85個車位)	The property comprises 85 underground car parking spaces within a residential development known as Zhengzhou Xinyuan Mingcheng completed in 2020. As advised by the Company and Xinyuan Real Estate Group, the car parking spaces are on B2 floor and B3 floor. Details of the car parking spaces are listed below: <table><tr><th>Floor</th><th>Type</th><th>Number</th></tr><tr><td rowspan="2">B3</td><td>Standard</td><td>38</td></tr><tr><td>Wide</td><td>13</td></tr><tr><td rowspan="2">B2</td><td>Standard</td><td>32</td></tr><tr><td>Tandem</td><td>2</td></tr><tr><td colspan="2">Total:</td><td>85</td></tr></table>	Floor	Type	Number	B3	Standard	38	Wide	13	B2	Standard	32	Tandem	2	Total:		85	As at the valuation date, the property was vacant.	3,397,820
Floor	Type	Number																		
B3	Standard	38																		
	Wide	13																		
B2	Standard	32																		
	Tandem	2																		
Total:		85																		

The land use rights of the property have been granted for a term expiring on 26 April 2056 for residential use.

Notes:

- Pursuant to a State-owned Land Use Rights Certificate – Zheng Guo Yong (2016) Di No. 0119, the land use rights of a parcel of land (including the land use rights of the property) with a site area of approximately 30,175.03 sq.m. have been granted to Henan Xinyuan Shunsheng Real Estate Development Co., Ltd (河南鑫苑順晟置業有限公司, “Henan Shunsheng”, a subsidiary of Xinyuan Real Estate Holdings) for a term expiring on 26 April 2056 for residential use.
- Pursuant to a Construction Work Planning Permit – Zheng Gui Jian (Jian Zhu) Di No. 410100201709174 in favour of Henan Shunsheng, portions of Zhengzhou Xinyuan Mingcheng (including the property) with a gross floor area of approximately 49,792.83 sq.m. have been approved for construction.
- Pursuant to a Construction Work Commencement Permit – Nos. 410100201712070101 in favour of Henan Shunsheng, permissions by the relevant local authority were given to commence the construction of portions of Zhengzhou Xinyuan Mingcheng (including the property) with a gross floor area of approximately 174,667.31 sq.m..
- Pursuant to a Construction Work Completion and Inspection Table in favour of Henan Shunsheng, the construction of portions of Zhengzhou Xinyuan Mingcheng (including the property) with a gross floor area of approximately 15,608.52 sq.m. has been completed and passed the inspection acceptance.
- Our valuation has been made on the following basis and analysis:

We have identified and analyzed various relevant sales evidences of carparking spaces within the locality which have the similar characteristics as the property and selected three comparable properties listed in the past 6

months. The sale price of these comparables ranges from RMB38,000 to RMB40,000 per space for standard carparking spaces. Appropriate adjustments and analysis are considered to the differences in several aspects including nature of comparables, location and accessibility, building age and other characters between the comparables and the property to arrive at the market value. The adjustment range for each factor is -9% to 13%, and we summed up the adjustment factors to reach the total adjustment. The general basis of adjustment is that if the comparable property is superior to the property, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the property, an upward adjustment is made. Details of the three comparables and adjustments are set out as below, the list of the comparables is exhaustive based on the above selection criteria as at the time we performed the valuation of the property.

	Comparable A	Comparable B	Comparable C
Project	Zensun City He Garden (正商城和園)	Zensun Huazuan Lanting (正商華鋤瀾庭)	Kangqiao Beautiful Island (康橋悅島)
Location	Xiangyun Road, Erqi District, Zhengzhou City	Weizhuang East Street, Guancheng Hui District, Zhengzhou City	Youjiang Road, Erqi District, Zhengzhou City
Usage	Carparking	Carparking	Carparking
Year of Completion	2015	2016	2017
Floor	B2	B2	B3
Unit Rate Before Adjustment (RMB/space)	40,000	40,000	38,000
Adjustment factors:			
Time	0%	0%	0%
Asking Price	0%	0%	0%
Location and External Factors	0%	0%	0%
Physical Characteristics	-9% to 9%	-9% to 9%	-6% to 13%
Legal Factors	0%	0%	0%
Total Adjustments	-9% to 9%	-9% to 9%	-6% to 13%
Unit Rate After Adjustments (RMB/space)	36,400 to 43,600	36,400 to 43,600	36,480 to 42,940

Based on the analysis of the three comparables, the adjusted average unit rate of the comparables for standard car parking on B2 floor is RMB43,380 per space and the adjusted average unit rate of the comparables for standard car parking on B3 floor is RMB36,420 per space. The unit rate of the wide car parking spaces and tandem car parking spaces can be adjusted based on their differences from standard parking spaces in terms of area and other factors. The unit rate adopted for wide car parking space on B3 is RMB38,380 per space and for tandem car parking space on B2 is RMB63,380 per space.

6. We have been provided with a legal opinion regarding the property interest by the Company's PRC Legal Adviser, which contains, *inter alia*, the following:
 - a. Henan Shunsheng has the right to occupy, use, benefit from or otherwise dispose of the property in compliance with the regulations of PRC laws.
 - b. The property is subject to a priority right of project owners, meaning that the property should be leased or sold preferentially to owners within the same project.

* for identification purpose only

1. 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.

2. DISCLOSURE OF INTERESTS**(i) Directors' and chief executive's interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporation**

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to the Model Code to be notified to the Company and the Stock Exchange, were as follows:

Interest in the Company

Name	Nature of Interest⁽¹⁾	Number of Shares or Underlying Shares	Approximate Percentage of Interest in the Company⁽¹⁾
Mr. SHEN Yuan-Ching ⁽²⁾	Interest of controlled corporation	61,488,000	10.37%
Mr. WANG Yong ⁽³⁾	Interest of controlled corporation	8,512,500	1.52%
	Beneficial owner	488,000	

Notes:

1. All interests stated are long position. The percentage of shareholding is calculated on the basis of the number of issued Shares as at the Latest Practicable Date of 593,037,500.
2. By virtue of the SFO, Mr. SHEN Yuan-Ching is deemed to be interested in 61,488,000 Shares held by Melmetal Limited, a company wholly owned by Mr. SHEN Yuan-Ching.

3. By virtue of the SFO, Mr. WANG Yong is deemed to be interested in 8,512,500 Shares held by Diran Peak Limited, a company wholly owned by Mr. WANG Yong.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company held any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

(ii) Substantial Shareholders' interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporation

As at the Latest Practicable Date, according to the register kept by the Company under Section 336 of the SFO and so far as was known to the Directors, persons (other than the Directors) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO were as follows:

Name	Capacity ⁽¹⁾	Number of shares interested	Approximate percentage of shareholding ⁽¹⁾
Xinyuan Real Estate, Ltd. ⁽²⁾	Beneficial owner	255,402,000	43.07%
Xinyuan Real Estate ⁽²⁾⁽³⁾	Interest of controlled corporation	255,402,000	43.07%
Melmetal Limited	Beneficial owner	61,488,000	10.37%

Notes:

- All interests stated are long position. The percentage of shareholding is calculated on the basis of the number of issued Shares as at the Latest Practicable Date of 593,037,500.
- Xinyuan Real Estate, Ltd. is wholly owned by Xinyuan Real Estate. By virtue of the SFO, Xinyuan Real Estate is deemed to be interested in such 255,402,000 Shares held by Xinyuan Real Estate, Ltd.
- Xinyuan Real Estate, the shares in which are listed on the New York Stock Exchange (stock code: XIN), is owned as to 27.43% by Mr. ZHANG Yong, 25.21% by Spectacular Stage Limited and 47.36% by public shareholders.

Save as disclosed above, as at the Latest Practicable Date, according to the register kept by the Company under Section 336 of the SFO and so far as was known to the Directors, there was no other person (other than the Directors) who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. DIRECTORS' POSITIONS IN SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, save as disclosed below, none of the Directors was a director or employee of a company which had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Name of Director	Name of company which had such discloseable interest or short position	Position within such company
Mr. LI Yifan	Xinyuan Real Estate	Independent director

4. DIRECTORS' INTERESTS IN CONTRACTS OR ARRANGEMENTS

As at the Latest Practicable Date, there was no contract or arrangement subsisting at the Latest Practicable Date in which any of the Directors was materially interested and which is significant in relation to the business of the Group.

5. DIRECTORS' INTERESTS IN ASSETS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been, since 31 December 2024 (being the date to which the latest published audited accounts of the Company were made up), acquired or disposed of by or leased to or were proposed to be acquired or disposed of by or leased to any member of the Group.

6. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had a service contract or a proposed service contract with any member of the Group which cannot be terminated by the Company within one year without the payment of compensation (other than statutory compensation).

7. COMPETING BUSINESS INTERESTS OF DIRECTORS

As at the Latest Practicable Date, none of the Directors or their respective close associates had any interests in a business which competed or was likely to compete with the business of the Group.

8. MATERIAL ADVERSE CHANGE

The Directors confirm that, as at the Latest Practicable Date, there was no material adverse change in the financial or trading position of the Group since 31 December 2024, being the date to which the latest published audited consolidated financial statements of the Group were made up.

9. EXPERT'S QUALIFICATIONS AND CONSENT

- (a) The following are the qualifications of the experts who had given their opinion or advice which is contained in this circular:

Name	Qualifications
Rainbow Capital (HK) Limited	A corporation licensed under the SFO to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities
河南興源資產評估事務所有限責任公司 (Henan Xingyuan Asset Appraisal Firm Co., Ltd.*)	Independent qualified valuer

- (b) As at the Latest Practicable Date, none of the experts above had any direct or indirect shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.
- (c) Each of the experts above has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and/or report and/or reference (as the case may be) and references to its name in the form and context in which they are included.
- (d) As at the Latest Practicable Date, none of the experts above had any direct or indirect interest in any assets which have been, since 31 December 2024 (being the date to which the latest published audited accounts of the Company were made up), acquired or disposed of by or leased to or were proposed to be acquired or disposed of by or leased to any member of the Group.

10. DOCUMENTS ON DISPLAY

Copies of the Offsetting Debt Agreements will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.xypm.hk>) for a period of not less than 14 days commencing from the date of this circular.

11. GENERAL

The English text of this circular and the accompanying form of proxy shall prevail over the Chinese text in the case of inconsistency.

* *for identification purpose only*

NOTICE OF THE EGM

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Xinyuan Property Management Service (Cayman) Ltd. (the “**Company**”) will be held at Company Meeting Room, Hengtong Business Park, Beijing, the PRC on Wednesday, 6 August 2025 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the offsetting debt agreement (the “**Offsetting Debt Agreement I**”) dated 19 May 2025 by and among 河南鑫苑置業有限公司 (Henan Xinyuan Real Estate Co., Ltd.*) (“**Henan Xinyuan**”), 天津鑫苑置業有限公司 (Tianjin Xinyuan Real Estate Co., Ltd.*) (“**Tianjin Xinyuan**”), 鑫苑科技服務集團有限公司 (Xinyuan Technology Service Group Co., Ltd.*) (“**Xinyuan Science and Technology**”) and 河南省盈晟機電工程股份有限公司 (Henan Yingsheng Mechanical and Electrical Engineering Co., Ltd.*) (“**Henan Yingsheng**”) in relation to, among other things, the transfer of the target properties pursuant to the Offsetting Debt Agreement I, a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose, the terms thereof and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Offsetting Debt Agreement I.”

2. “**THAT:**

- (a) the offsetting debt agreement (the “**Offsetting Debt Agreement II**”) dated 19 May 2025 between Henan Xinyuan and Henan Yingsheng in relation to, among other things, the transfer of the target properties pursuant to the Offsetting Debt Agreement II, a copy of which is tabled at the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose, the terms thereof and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and

NOTICE OF THE EGM

- (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Offsetting Debt Agreement II.”

3. **“THAT:**

- (a) the offsetting debt agreement (the “**Offsetting Debt Agreement III**”) dated 19 May 2025 between Henan Xinyuan and Henan Yingsheng in relation to, among other things, the transfer of the target properties pursuant to the Offsetting Debt Agreement III, a copy of which is tabled at the meeting and marked “C” and initialed by the chairman of the meeting for identification purpose, the terms thereof and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Offsetting Debt Agreement III.”

By Order of the Board

Xinyuan Property Management Service (Cayman) Ltd.

SHEN Yuan-Ching

Chairman, Executive Director and Chief Executive Officer

Hong Kong, 21 July 2025

Registered Office:

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

Corporate Headquarter:

Room 102, 1/F
Building 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

NOTICE OF THE EGM

Notes:

1. All resolutions at the EGM 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 EGM 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 EGM (i.e. not later than 2:00 p.m. on Monday, 4 August 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 meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The record date for determining the entitlement of the shareholders to attend and vote at the EGM will be Tuesday, 5 August 2025. In order to be eligible to attend and vote at the EGM, 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 Tuesday, 5 August 2025.

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.

* for identification purpose only